



Presented by Trey Wilson, President

116 Hall Hill Court

Enterprise, AL 36330

(334) 333-1516

trey@soundloadmusic.com

Confidentiality Agreement

The undersigned reader acknowledges that the information provided by _____ in this business plan is confidential; therefore, reader agrees not to disclose it without the express written permission of _____.

It is acknowledged by reader that information to be furnished in this business plan is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by reader, may cause serious harm or damage to _____.

Upon request, this document is to be immediately returned to _____.

Signature

Name (typed or printed)

Date

This is a business plan. It does not imply an offering of securities

TABLE OF CONTENTS

1.0 Executive Summary	4
1.1 Mission	5
2.0 Company Summary	5
2.1 Company Location	5
3.0 Products and Service Summary	5
3.1 Products	6
3.2 Additional Products	8
3.3 Services	9
3.4 Future Services	11
3.5 Fulfillment	16
3.6 Highlighting the Benefits	18
4.0 Market Analysis Summary	19
4.1 Market Trends	19
4.2 Target Markets	21
4.3 Future Markets	22
5.0 Strategies and Implementation Summary	23
5.1 Ongoing Strategy	23
5.2 Implementation of Marketing	24
6.0 Management Summary	27
6.1 Organizational Structure	27
7.0 Financial Plan	28
7.1 Funding Requirements and Uses	28
7.2 Financial Expenses	29
7.3 Sales Forecast for 2009	29
7.4 Return on Investment	30

1.0 Executive Summary

Digital delivery is the future. Because of its growing popularity, the music industry is scrambling to understand how it's working, how to get on board, and how to keep it lucrative. Between thinning CD sales and less disposable income for fans, artists, labels, and brands alike are faced with the same fundamental challenge. How do you connect the upswing in digital activity with existing physical outlets?

SoundLoad Music is a new website and service that allows artists and labels to create and control their digital retail platform. Our product and service is designed to help bridge the gap between the physical and digital world. As the old business model continues to disappear, **SoundLoad Music** will give independent artists and labels the tools they need to create a successful digital strategy.

Independent artists are continuously being left out of mainstream music platforms such as MySpace and Facebook. **SoundLoad** provides an alternative medium for promotional and commercial downloads of their material, compatible with both of these social networking sites. In order to facilitate musicians' desire to control their own content and deal directly with their fan base, **SoundLoad Music** offers innovative and cost effective solutions for delivering, reporting, and tracking digital content. As more and more artists decide on independence as opposed to splitting profits, **SoundLoad Music's** focus is to drive sales back into the hands of the artist.

Our most popular product is the customized **SoundLoad** card, a tool used to drive consumers to a pre-determined destination on the Internet. When redeemed, the cards hold value to the consumer and enable our clients to build their brand and overall identity on the Worldwide Web.

More importantly, **SoundLoad Music's** patented process will track the product's sales officially through an agreement with Nielsen SoundScan. In addition to reporting sales, the redemption process also collects valuable demographic information (i.e. email addresses, gender, zip code, etc.) at the time the consumer redeems the card. The back-end data collected is the property of the client and can be viewed by them at any time.

With a long-term vision of moving the music business forward in a positive direction, **SoundLoad Music** will make every effort to improve and fully develop the relationship between the artist and consumer. Our goal is to provide various industries with the tools and applications necessary to succeed in the digital age.

Highlights

- Patented process that reports physical and digital sales
- Extremely useful tool for collecting back-end demographic information.
- Innovative cross-marketing platform
- New convenient format for distributing all types of digital content
- Cost effective solution for our clients and their customers
- Large number of markets looking for a product and service that connects the artist to the consumer

1.1 Mission

The mission of SoundLoad Music is to utilize the power of the Internet to become a global market leader in providing physical and digital solutions for various music and entertainment companies. To accomplish this, our company will combine innovative business processes with the most advanced digital components. By listening and responding to music consumers, we aim to unlock the incredible potential for music marketing in the digital environment.

2.0 Company Summary

Established in 2007, as a Limited Liability Company in the State of Alabama, ownership of SoundLoad Music is identified as belonging to its managers.

- Trey Wilson, President and CEO
- Kelvin Seldon, Vice President

2.1 Company Location

SoundLoad Music will seek appropriate office space in the Atlanta metropolitan area at the beginning of 2009. Atlanta offers many benefits to the company:

- Close association with the entertainment industry
- Abundance of professional musicians and record labels
- Numerous professional marketing companies
- Many large corporations looking to leverage music with their target demographics

3.0 Products and Service Summary

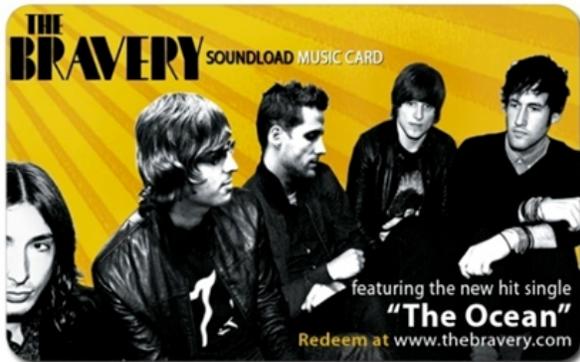
The physical SoundLoad cards function as a powerful promotional tool, guiding consumers directly to YOUR preferred website destination. Similar to a retail store selling CD's, you (the artist or label) are buying product wholesale and then retailing it to the customer any way you want. However, the cost of a SoundLoad card is extremely less than that of a CD, offering a much better value. The artist is building a true brand by using the card to drive the consumer to a central destination on the Internet where they can learn all about them.

With the music industry in need of new revenue streams, SoundLoad cards are also providing a new way for artists and brands to reap the benefits of cross marketing. Major brands from all sectors including clothing, music retail, communications, entertainment, drinks and technology are embracing the SoundLoad marketing platform as a way to maximize their brand value and credibility with their target audience.

3.1 Products

Customized Download Cards

The customized SoundLoad Music Cards provide a new method of selling, tracking, and reporting digital media files. Most download services offer online services only. However, SoundLoad Music is a download service that bridges the gap between the online world and the physical world. SoundLoad Music Cards can be sold as an alternative to CDs, bundled with other merchandise, or given away as a promotional item.



As an added competitive advantage our company offers, at no additional cost, the option to upload almost any kind of Internet media type: (MP3, MP4, MPEG, JPEG, GIF, PDF, Microsoft Word, Excel, and PowerPoint documents) to our cards.

Each client is allowed a maximum of 30 unique data files that can be downloaded from their SoundLoad card. The following list shows examples of the different media types that can be uploaded to each account.

- A full length album (up to 30 MP3 tracks)
- A single (up to 3 MP3 tracks)
- Album artwork and credits (.pdf)
- Electronic Press Kits (ppt)
- High Quality Video Content (MPEG4 files)
- Downloadable coupons that can be printed (.pdf)
- Ringtones
- Exclusive Content
- Special offers, discounts, or promotional packages
- Codes to be accessed at other sites
- Wallpapers and other freebies

UPC Barcodes

We offer our customers the option to purchase a UPC Barcode for \$150.00 or they can receive a free Barcode with the purchase of 2000 cards.

“Buy it Now” MP3 Store Widget:

We provide each client with a free SoundLoad Music Digital MP3 Store widget that is easily installed on their website or MySpace page. Fans will be able to preview 30 seconds of each song, purchase single tracks and full-length albums, and then proceed to a “checkout” page.

SoundLoad Music e-Card

As more artists leave traditional physical retail platforms, SoundLoad will help artists capitalize on eagerly awaited projects by offering pre-sales options that enable consumers to receive an email with the artist’s digital project (MP3, WMA, MPEG-4, E-Books, Audio-Books).



The SoundLoad Music e-redemption card will be an interactive version of the real physical card. The user will be able to handle this virtual card just like it was the physical card. They will be able to view both sides of the card, scratch off with a virtual coin to view the code, and then download the media. The artist will be able to create and manage the e-Redemption card using the same function for the physical card in the Account Setup.

Redemption Scripts

The client will be able to select their choice of several redemption scripts to post on their website, MySpace page, or at any site on the Internet. The redemption icon can be made to resemble the look and feel of their site or we can also create a redemption icon that actually resembles their exact SoundLoad card, making it easier for the fan to recognize where to click.



3.2 Additional Products:



Lanyard Ready Cards



Customized Dog Tags



Customized Retail Cardboard Backs

- Increases Retail Visibility
- Increases Branding Identity

3.3 Services

Reporting to Nielsen SoundScan

A secure PIN number tracks each SoundLoad Card. Each PIN number is attached to the product's UPC code, which we submit to Nielsen SoundScan by the Title Addition Sheet.

Each valid PIN number that is redeemed will add to the sales count of that UPC Code. At the end of each sales week, SoundLoad Music reports to Nielsen SoundScan in a predetermined format.

Back-end Data

We provide access to demographic information received from consumer redemptions. Below is an example of what a client Redemption Report looks like.

DOWNLOADS	REDEEMS	ACTION
Today	7	View
This Month	29	View
Last Month	19	View
Last 3 Months	31	View
Last 6 Months	75	View
This Year	346	View
Till Now	507	View

EMAIL	ZIP	GENDER	DATE	REDEEM CODE
sendilrrk@gmail.com	28324	MALE	10-17-07	PaJuwoBa1251
cjbiggs@theinnovationbox.com	95023	MALE	12-27-07	mouole425230
woomedia@gmail.com	30308	MALE	01-08-08	3o6oHob25104

24-Hour Customer Support

Customers will be able to contact the company via the Internet through email, and interactive tools such as Instant Messenger. Additionally, the company will provide traditional telephone customer service 24 hours a day, 7 days a week, 365 days a year.

Hosting of Media

As we increase the space on our server, a percentage of the customer's set-up fee will cover the cost of hosting all media attached to each project.

Delivery of Media

When the consumer takes the card home, they will visit the pre-determined website and click on an icon that will read, "Redeem your SoundLoad Card here".

The consumer is then directed to a redemption page from the SoundLoad Music website. Here the consumer will scratch off and enter in the secure pin number (found on the back of the card), as well as any other required information. Each card is printed with easy to follow instructions. Once all required fields are correctly filled in, the material is then instantly downloaded to the consumer's computer.

All MP3's are D.R.M. Free downloads. Each secure PIN number will be good for only one download of the material, which is playable on any computer, cell phone, or portable music player, such as the iPod™.

Consumers will not be required to sign up for an account to redeem their card, nor are they allowed access to other client's promotions.

USER PASS LOGIN

SOUNDLOAD WHERE YOUR MUSIC COMES FROM

HOME PRESS PRODUCT INFO & PRICING REDEEM FAQ CONTACT US

REDEEM

HELPFUL TIPS

- Pin numbers are case sensitive. Be sure to enter it exactly as it is on the back of the card.
- On some cards, an upper case "I" and a lower case "L" may look similar.
- You must enter a valid email address.
- If you experience any issues and need support, email: support@soundloadmusic.com

REDEEM YOUR MUSIC

ENTER PIN# FROM THE BACK OF YOUR CARD:

Amount paid for card*

Email*

Your City

Your State

Your ZIP Code*

Select One: Female Male

RETYPE THE VERIFICATION CODE BELOW:

40292

REDEMPTION INSTRUCTIONS

"It's SOOOOOOOOOO EASY!"

- Enter the Redemption Code from the back of your card (remove the scratch coating on the back of your Card to reveal the Redemption Code)
- Share a few general details about yourself and press "SUBMIT".
- Press "SAVE" to download your media files with one CLICK.

For Additional information please refer to the FAQ's (Frequently Asked Questions) for answers for some of the most commonly asked questions.

3.4 Future Features and Services

SoundLoad Buzz

Everyone knows web activity is the new “word of mouth” in the music industry. We will soon offer software tools that can be used to create a Buzz about the artist and their music content. The artist will be able to create a blog within SoundLoad Music and e-Blast it to other blogging services and syndication feeds. They will be able to control that content so it is optimized for Search Engines (SEO).

SoundLoad Digital P.O.S.

SoundLoad has helped to update the way artists can report their digital venue sales. This permits the artist to sell their music at any venue using a Digital POS (Point of Sales). This will allow them to use an e-Commerce option, such as PayPal or Authorize.Net, from their mobile devices to conduct sales transactions. Now they will be able to sell their SoundLoad Music cards from anywhere and have the sales count, without going through a traditional POS like at Walmart, Best Buy, or other retailers selling music download cards. For reporting and information data, this will be sent to subscribers in the form of an e-sale. This feature will provide a shopping cart, a payment gateway, a sale transaction process, a sales receipt, as well as the sale’s tracking.

SoundLoad Live

This service enables artists to sell cards at live events. When the consumer redeems the card, he or she will be automatically emailed a download of the show they just saw with both audio and video available. This will create a way to capture their live experience.

SoundLoad Ad

In this day and age, ad revenue can be generated from many different sites. The artist will be able to add and manage promotional ads to their account to be displayed when their music is downloaded, played, or when their profile is viewed. Our customers can stream ads through Google Ad and Yahoo Ad.

SoundLoad Reporter

This component/widget will be able to report standard and customized reports (including mash-up data) to anybody on any device. It will also be used to feed report data to Subscribers of the information/data. User-Based Reports, Spin Reports, and Sales Reports will all be included.

SoundLoad Music Mogul

This will allow the user to set up an account for an entire label. The label will be able to manage an account for each artist under one SoundLoad account.

SoundLoad Dashboard

Web-Based and Desktop Application used to manage all of the functions and features of SoundLoad Music in one centralized location.

SoundLoad Event Manager

Application used to manage and set-up events. It will help our clients order SoundLoad Music cards, set-up a Listening Party, prepare their Digital POS, e-blast their “Buzz” and “Word on the Street” content, merge ads from sponsors into the event’s setup, notify their VIPs or Fan Club members, and prepare kiosks that may be used at the event.

SoundLoad Secure

This component/widget/application will be used to securely download redemption items (paid or promo) to the users device of choice. It will guarantee the media’s delivery, in case the download is interrupted before it is completed. It will also display ads, feeds, previews, and other content the artist would like to display during the download. Secure Download Manager

SoundLoad Me

SoundLoad Music will provide Open API’s via web services, plug-ins, components, widgets, and scripts to integrate SoundLoad Music functions and features into third party sites and applications (Partners, ISVs, Developers, and Affiliates) Software and Hardware/ Custom Integration

SoundLoad Fan

This component is geared toward the fans, which they can use to create blogs and syndication feeds about the artist’s product and have it e-Blasted to other blogging services, Social Networks, E-mails, and Syndication Feeds. They will also be able to review and rate the product, pre-order the product, pre-register for events, or join the artist’s fan club.

SoundLoad ID

The artist will be able to link other sites into their SoundLoad profile. This will allow artists to use SoundLoad Music to drive content created in one place (SoundLoad Music) out to other sites without logging into each site to do the same thing. This is a form of Single-Sign On and an implementation of the OpenID standard.

SoundLoad Storefront

This widget/component/application will allow the artist to setup a Music and Media Content Store (i.e. iTunes) and manage all of their own content (Products, Reviews, News Feeds, Ads, Events, Memberships, Coupons, Reward Programs, etc)

SoundLoad Demo Manager

Allows artist to send their demos using SoundLoad Music Card or e-Redemption Card to Music Producers/Executives that subscribe to the SoundLoad Music Network to keep in touch with what’s hot on the streets. It will let the artist receive and give input about their demo. It will allow the artist to present him or herself in the best light possible. It will also allow the Music Producer/Executive to review “Buzz” information, reviews, fan mail, sales reports, digital spins, events, sponsors’ info, and “Listen Party” comments.

SoundLoad Digital Tracker

A component/widget that plugs into a web browser, mobile device, desktop application, set-top, or mp3 player that counts the number of time a song is played, and the duration of time it was played. This is then fed to Subscribers for reporting and collecting the information.

SoundLoad Listening Party

This component will allow an artist to connect their fans to a Listening Party using streaming technologies and real-time content feeds. The user will be able to listen, view, and enjoy from anywhere, on the device of their choice. They will be able to interact remotely and provide feedback or questions, just as if they were physically present. The artist will be able to control the amount of access the remote user will have into the listening party.

SoundLoad Everywhere

This is a component/ widget that allows the user to run and manage the SoundLoad process from any device with an Internet connection, and also in a disconnected and sync mode (Mobile devices, Set-tops (i.e. Tivo), Game Consoles (i.e. Wii, PlayStation 3, XBOX 360, PSP)

SoundLoad Tag Me

This is a tagging Service that allows music and other media to be tagged for data collection purposes. The metadata can be used to build mash-ups and feeds.

SoundLoad Discovery

This is a service that searches for related information to add to the artist's Meta data, mash-ups, and feeds. It is a self-discovery service like a web crawler (Web search engine and data mining).

SoundLoad Digital MP3 Widget

This is a customized MP3/Media Player designed and branded for the artist. It will include various software and hardware form-factors (USB key, portable hard-drive, and set-top devices)

SoundLoad Me ASAP

This is a customized virtual SoundLoad webpage branded to be used by resellers. The site would be run as an ASP on the SoundLoad Music hardware and servers. Application Service Advanced Provider (ASAP)

SoundLoad VIP

This component/ and widget will create newsletters from mash-ups and feeds. It will also generate VIP e-tickets and e-coupons to be used for discounts on merchandise.

SoundLoad Talk

This is a branded Instant Messenger to give direct access to the artists and fans. The branded Instant Messenger would contain channels to stream artist's advertisements, mash-ups, and feeds. (Chat Service)

SoundLoad Watch Me Now

This is a video and web cam streaming service to bring the artist and fans face-to-face. The Branded Video/Web cam Streaming Service would contain channels to stream artist's advertisements, mash-ups, and Feeds.

SoundLoad Wizard

This component/widget will guide the artists and fans through the SoundLoad Process and connect them together, creating a win-win situation for everyone. It will provide them with the best user experience when using the system to navigate through the processes.

SoundLoad Review

This is a rating service used to review and evaluate the product. It will be used to feed press releases, new feeds, reports, and tickers.

SoundLoad Count Me In

This is an engine used to make music and other media count from anywhere. We will provide a widget that counts the number of times an artist's music or media is purchased, played, previewed, and downloaded, from anywhere.

SoundLoad Promo

This is an engine to set up special promotions and advertisements. It will include a special handling service that allows the users to create and manage promotions of their event, service, product, contest, etc.

SoundLoad Exchange

This is a service that allows information to be shared with other services as a form of B2B communications and user preferences (Information Data Exchange).

SoundLoad Box

This is a set-top device used to interact with a TV, to provide the SoundLoad Process. The device can be skinned and branded for the artist or can include the complete SoundLoad Marketplace.

SoundLoad Listener

This is a service that feeds radio and pod casting services to broadcast the artist's content. This feature will also allow the artist to manage all content feed.

SoundLoad iPhone App

A complete suite of SoundLoad Music's Products and Services that will be available to the MAC environment and Apple products (iPhone, iPod, iTunes).

SoundLoad Connected

This is a syncing service to stay in the loop and up-to-date. It will include a widget that syncs your device to **SoundLoad Music**, which will keep the artist, fans, and users connected.

SoundLoad Green Card

Customers will have the option to order an eco-friendly version of the **SoundLoad Music** card that is made of material to support the environment. It will contain friendly “Save the Planet” type information and can be printed on 100% recycled plastic.

SoundLoad Pre-Paid Cards

Pre-Paid **SoundLoad Music** Card using purchase points to redeem music or other products. The Pre-Paid **SoundLoad** Cards can be purchased at a traditional POS or using a Digital POS. The artist can determine the point value to sell their music and products.

SoundLoad Credit Cards

SoundLoad Music Credit Card will allow a user to get points on any customized purchases. These points can be used later to redeem items for the **SoundLoad Music** marketplace or other credit card programs.

SoundLoad Reward Cards

This is a program using e-coupons, reward codes, promos giveaways, contests, and membership cards that generate points when a threshold is reached. Once the threshold is reached, **SoundLoad Music** rewards the user/member with redemption to the **SoundLoad Music** marketplace or third party contest materials.

SoundLoad Membership Cards

This is a membership access card that allows exclusive members to access **SoundLoad Music**, Partner’s content, and secure areas. This will give them access to exclusive feeds and inside information. They can also be used as membership cards for multiple fan clubs.

3.5 Fulfillment

By automating the card order process and connecting all of our services, it is believed that the costs of our business operation will be significantly reduced. SoundLoad Music will offer customers a user-friendly website that will make it easy to manage all of the functions within their account. The outline below displays the current frame of our automated website:

Order Form:

Customer will first complete an order form at www.soundloadmusic.com, which will include general information, UPC Barcode, and product specifications. If the customer wants the product's sales reported to Nielsen SoundScan, they must include a UPC barcode. Customers who do not want their sales reported will not be required to provide a UPC barcode.

We offer 3 options:

1. Clients can use their own UPC Code
2. Accept to have a new UPC assigned by SoundLoad for \$150.00
3. Purchase 2000 SoundLoad Cards and we will issue a free UPC

Review and Submit Payment:

Customer will be given options to verify charges and submit payment via credit card or Pay-Pal.

Get Access:

Upon payment authorization, customer is emailed a link that allows them to select a username and password. The username and password will be used to access their account at www.soundloadmusic.com.

Home

The client will login with the account username and password they have created and will be guided through the steps to further define the order. All of the documents in this section must be completed and approved.

Documents

SoundScan Title Addition Sheet
Intellectual Property Rights (IPR) Form
ISRC Codes

Media

Upload media files such as, artwork, graphics, images, songs, recordings, lyrics, charts, videos, liner notes, biographical material and metadata.

Graphics

Template and Design Specs
Upload Graphics
Proof Graphics
Approve and Submit Graphics

News and Updates

Here we will inform all SoundLoad clients with updates and announcements about new features.

Support

Here we offer clients tech support and contact information, in case they have questions or need help managing their account.

MP3 “Buy It Now” Store

Here we offer each client a free SoundLoad Digital MP3 store widget that is easily installed on their website or MySpace page. Fans will be able to preview 30 seconds of each song, purchase tracks and full-length albums, and then checkout.

SoundLoad Digital Sales Form

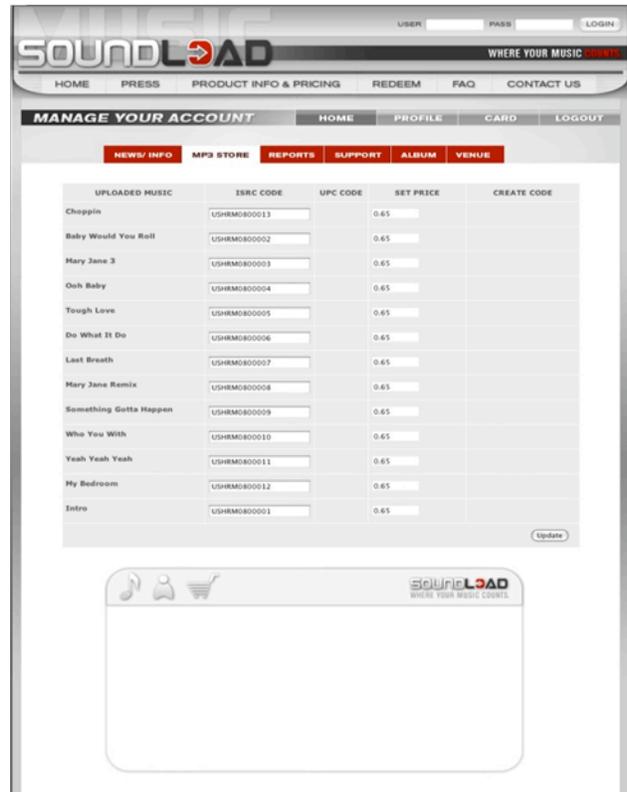
Each client is required to fill out a Digital Sales Form for each week of sales. One form is required per venue/event where your cards are sold.

Profile

In this section the client will be able to update general account information and will be able to select their choice of several redemption scripts to post on any site on the Internet.

Reports

The Artist will be able to review general marketing statistics from fans that have redeemed their cards through this section. A Redemption Report will provide a count of redemptions including the gender, zip code, date of redemption and other relative information.



3.6 Highlighting the Benefits

CONNECT WITH FANS: The cards enable a physical product to be put into consumer's hands. Rather than taking a chance fans will remember a web address or how to spell your name when they are back in front of a computer, SoundLoad Music cards are saved by the consumer and act as a "vehicle" to "drive" them to your MySpace or website.

COUNT SALES: None of the CDs that you sell count for a SoundScan, unless the outlet selling them has a barcode scanner and is an authorized SoundScan retailer. Every time someone redeems one of your SoundLoad Music cards (with a unique pin number on each), the material will be Sound Scanned and will count as the sale of (1) album or single. Your sales will be tracked by the same source that tracks and monitors the Billboard music charts.

COLLECT VALUABLE BACK END DATA: For the first time ever, musicians can know who their fans are. The redemption process and software allows you to collect valuable customer information (for example: fan's e-mail address, age, gender, and zip code). With your SoundLoad Music order we give you access to view the demographic information from every person who downloads your card, making it much easier for you to stay connected to your fans.

COST EFFECTIVE: Today less than 10% of CD's produced are profitable. After production, recording, promotion, and distribution are paid for, most CDs will NEVER sell enough to cover all of these costs, let alone make a profit. Priced at ONLY \$.35 cents per card, SoundLoad Music cards are much cheaper to manufacture and ship than CDs. They also save 75% of the plastic and paper that is used in the manufacturing of compact discs.

CONVENIENT: SoundLoad Music cards are much easier to travel with, since they weigh far less than old fashion CDs. They are also much more convenient for fans to carry home at the end of the night, since they are sized to easily fit into wallets, pockets, and purses. All MP3's attached to the cards are D.R.M.-free downloads. Consumers will not be required to sign up for an account on the SoundLoad Music website to redeem their card. Additionally, they are not bombarded with advertisements or spam, nor are they allowed access to our other client's promotions.

CO-BRANDING OPPORTUNITIES: Record labels, artists, and marketing companies can profit by creating strategic marketing alliances and co-branding opportunities with public corporations and private companies. A successful co-branding venture should ultimately benefit the partners, as well as the consumer. The artist benefits by being able to leverage the corporation's wealth and already well-known brand to increase their exposure and build relationships with fans. The corporation benefits by tapping into the artist's audience base and gains valuable information regarding a target market, which can be used in future marketing campaigns.

4.0 Market Analysis Summary

A revolution is happening in the way consumers obtain and pay for music and the industry is transforming itself for a new environment.

A large number of artists and labels are frustrated about the fact that their unit-sales based business model is crashing quicker than they can fathom, and many are hoping for some magical technology solution to solve their business problems. Unfortunately billions of \$\$ have already been lost due to misguided strategies, outdated policies, and lack of true leadership.

SoundLoad Music's new applications will migrate the music industry to a more sufficient operational model -- one that is capable of seizing the opportunities of the digital age.

In liberating these companies from the demands of inefficient systems and manual and redundant processes, **SoundLoad Music** will allow music companies to focus on their core business -- the creation and marketing of great music -- while enabling them to take advantage of a more efficient way of getting their artists' work into the hands and ears of music fans.

4.1 Market Trends

Sales of CD's in the US dropped a full 9.5 percent in the US between 2006 and 2007, according to new results from Nielsen SoundScan.

According to the 2008 Digital Music Report, global digital music sales rose to \$2.9 billion in 2007, and if predictions hold true, digital sales will grow at a compounded rate of 16% per year.

Sales at all online stores grew by 45 percent to roughly 844.2 million individual songs (Appleinsider.com)

In a research note issued in November, Pali Capital analyst, Richard Greenfield, suggested retail floor space for CDs would probably shrink this year by as much as 30 percent.

Recording company executives who once saw new technology as the enemy seem to now see it as a lifeline.

This is a marketplace that went from nothing three years ago to already this year surpassing a billion dollars in retail value revenue," Jonathan Lamy, Senior Vice President of Communications at the RIAA, said in an e-mail. "That's encouraging and will only continue to grow in the future."

One trend that should prove encouraging to record labels: 50 million albums were downloaded last year, a 53 percent up-tick. "That says consumers are embracing both the track format and the digital album format," said Rob Sisco, President of Nielsen Music.

Digital sales now account for an estimated 15% of the global music market, up from 11% in 2006 and zero in 2003. In the world's biggest digital music market, the US, online and mobile sales now account for 30% of all revenues

The music industry is more advanced in terms of digital revenues than any other creative or entertainment industry except games. Its digital share is more than twice that of newspapers (7%), films (3%) and books (2%)

Today a single artist release can be packaged in multiple formats and include video downloads, ring tones, or mobile full tracks. Sales of Justin Timberlake's *Future Sex/Love Sounds* comprised 115 products, which sold a total of 19 million units, of which only 20 percent were in CD format.

1.7 billion digital tracks were downloaded legally last year, up 53 percent.

Nearly nine in 10 Americans (88%) now own an electronic device that provides digital storage.

In the past three years, ownership of digital-music players has almost doubled in the US, climbing from 19% in 2005 to 43% today.

US adults (age 18-24) store an average of 2,065 songs on their digital devices. Members of this group have increased their amount of music by 874 songs since 2005.

Spending on gift cards is expected to hit \$52.2 billion by 2012, up from \$40 billion this year, according to a new Packaged Facts report.

Close to 35% of people who bought gift cards over the last year said they planned to spend more on them over the next 12 months, the report said. Of that group, nearly 10% said they expected to spend "significantly more." Just 5.5% said they would spend less.

The average yearly amount spent on gift cards is projected to rise to \$326, up from \$288 this year, the study said. The holiday season is the most popular for gift cards.

On iTunes, 45% of all songs have been bought as an album. In other words: don't worry about the death of the album format. 45% of people prefer to buy as an album anyway, even though they always have the option to only buy per-song.

On a recent poll, 1,400 concertgoers from all genres were asked - Why aren't you interested in purchasing the artists CD?

Answers most commonly given:

1. "I'll download it when I get home"
2. "It cost too much here"
3. "I only want a couple of songs"

4.2 Target Markets

Independent Music Industry

In the 21st century, independent music distribution has gone from tattered street flyers and the occasional EP in the local record store, to global self-production, promotion and circulation.

Disintermediation of the music industry as a result of the Internet, has allowed artists to take control of their career and promote themselves worldwide without geographic or financial limitations, or even the backing of a record label.

SoundLoad Music will become THE trusted brand leader for providing the independent music industry with physical solutions in a digital age.

Promoters/DJ's/Program Directors

SoundLoad Music is also a "marketing-efficiency" system that allows companies to better target their offline and online marketing expenses. From a marketing standpoint, the SoundLoad card creates a connection between the seller and buyer that CDs never had.

The system enables easier tracking of marketing expenditures; thereby providing greater insight into the return on these large spends, at a time when marketing channels are becoming more fragmented. The cards can be distributed at events and can be used to aid mainstream marketers in reaching their target audience.

Large Concert Promoters

Live music is alive and healthy. The goal is to generate more excitement for the 'live' show experience, sell more tickets, and of course to monetize the concert experience through a wider range of distribution platforms. Companies who turn a profit from live performances can use opportunities like SoundLoad Music cards to gain revenue and exposure. SoundLoad Music cards can ultimately leverage digital content with merchandise sales.

Consumer Brands

With the decline in traditional forms of advertising on TV and radio, music offers a great opportunity for brands to reach consumers on and off-line. The widespread appeal of music can help brands penetrate markets and gain credibility among specific segments. Record companies have created teams specializing in identifying brand partnership opportunities via digital platforms.

Today brands and companies are also taking on the role of the record label, as the old model of music distribution continues to die. Consumer brands are forming relationships with artists and providing payment, publicity and distribution for their songs. It becomes a win-win situation, as the musicians get paid well to continue their work, and the brands share the limelight generated.

SoundLoad Music is set to be an integral part of these deals and is designed for brands looking to provide a value to the consumer, as well as to the artists producing the material.

SoundLoad Music will be poised to stay at the forefront of providing physical solutions in a digital age and sees these trends as an opportunity to be ready, as more and more acts decide on independence as opposed to splitting profits.

The examples below are just a few of the recent co-branding deals formed within the past year.

Bacardi Brand Teams Up Groove Armada

In May Bacardi B-Live, the beverage firm's global music platform, struck a branding partnership with U.K. dance duo Groove Armada to issue releases through the company and partner on its international events.

Timbaland to release "Mobile Album" with Verizon Wireless

The hip-hop producer has announced a deal with Verizon Wireless to make the first "mobile album," which will be exclusively available to subscribers of V Cast, Verizon's mobile entertainment service.

Aftermath Cognac and Dr. Dre

According to the earnings statement, the cognac and vodka will be introduced at the same time as Dr. Dre's long awaited "Detox" album and will be part of an integrated marketing plan surrounding the project.

Nas Breaks Tradition and Inks Deal with Fila

Fila will offer reciprocal financial support for Nas' print and TV ad campaign, as well as his upcoming tour in support of his untitled album, due July 15 via Def Jam. In return, the MC will wear Fila products and co-create an apparel line that draws from fashions of the late '80s.

Tag Records

Procter & Gamble is joining Island Def Jam in a joint venture called Tag Records, a label that will sign and release albums by new hip-hop acts. It is named after a brand of body spray that P. & G. acquired when it bought Gillette.

Green Label Sounds

Pepsi's Mountain Dew soft drink brand has launched a new singles-only digital record label, Green Label Sounds, which offers its first exclusive song from the Cool Kids, Wired.com reported.

Pepsi's DJ Division

Pepsi's DJ Division has sought to increase the brand's presence in the urban community.

4.3 Future Markets

SoundLoad Music plans to be a global company; however, the initial phase of market penetration will focus on the domestic market.

SoundLoad Music will soon penetrate the European market, where it will partner with digital music counterparts to establish new businesses in various countries. Our company has begun to develop relationships in the UK, Germany, and Switzerland and is currently in talks with China to begin distribution there.

5.0 Strategies and Implementation Summary

To expand our customer base and to extend the image of the company, we plan to aggressively promote the SoundLoad brand through a combination of online and traditional advertising, public relations and participation in trade shows. We also plan to expand our affiliate and co-branding strategies through agreements with a wide range of destination websites.

5.1 Ongoing Strategy

As part of an ongoing strategy, the company plans to:

1. Capitalize on being one of the first companies in the market to provide physical solutions to digital distribution by aggressively introducing and creating new services and promotions.
2. Build brand recognition by promoting the SoundLoad Music brand through diverse marketing channels, such as online advertising, public relations, and trade-show participation.
3. Expand the company's marketing relationships by aggressively developing new relationships with leading destination websites and media companies. This will accelerate customer acquisition and increase usage of our automated online service.
4. Build a customer base and stimulate repeat usage by exposing customers to products and services that most closely meet their needs.
5. Expand SoundLoad Music's specialized services by creating a range of new online services and aggressively marketing these services to current and future customer bases.
6. Expand SoundLoad Music's private-brand initiatives by entering into new relationships with a variety of companies to increase distribution and sales channels, and increase the usage of services.
7. Leverage and extend SoundLoad Music's technology platform by enhancing the functionality of the website and the technology that supports it. This will be done to improve order flow and to facilitate a more complete integration with all target markets.

5.2 Implementation of Marketing

Trade Shows and Conferences

Our team of SoundLoad Music representatives will travel no less than twice a month, increasing awareness at industry trade shows and conferences. Swap placements in programs in which SoundLoad Music participates in, for space in show programs.

AMPLIFY	Future of Music	Midem Conference
ASCAP Create Music	Conference	Midpoint Music Festival
Expo	In The City	Midwest music Summit
Atlantis	Int'l Music Buyers	Monolith Music Festival
Billboard Conventions	Conference	MUSEXPO.
Country Radio Seminar	International Music	N.A.R.M.
D-fest Music Conference	Summit	North by Northeast
Digital Media Conference	M.E.A.N.Y. Festival	South by Southwest
Digital Music Forum	Mid Atlantic Music	
East/West	Conference	

Print

We will increase marketing in genre specific magazines that market to upcoming artists. Capitalize by providing SoundLoad Music Cards to be used as inserts in music samplers as well as promotional information, in exchange for ad space in periodicals.

By leveraging readership demographics, we are sure that the people are seeing our message most likely to buy our product.

Alternative Press	Fader	Rolling Stone
Billboard magazine	Filter	SPIN
Blender	Gavin	The Big Takeover
Chart	Grip	The Mix
CMA	Music Row	The Source
CMJ New Music Report	OZONE	The Wire
DJ Magazine	PASTE	VIBE
DOVE	Revolver	XXL
Earitation	Rhythm and News	

Search Engine Optimization:

Increase our website's search optimization strategy to make sure we encompass any and all consumers searching for information regarding, but not limited to, the following Title Tags, and drive them to the SoundLoad Music site.

"Download cards"	"CD alternatives"
"Digital cards"	"Collecting e-mails"
"Digital Album Cards"	"Building a fan base"
"Redemption cards"	"Back-end data collections"
"Sound Scans"	"Concert Merchandise"
"Promotional media"	"Digital Pre-sales"

Blogging:

Our team will take turns dedicating time to updating our own blog, as well as make an effort to leave comments on other websites related to digital technology. By leaving comments on other sites, we will create perma-links that will increase our visibility in search engines on the World Wide Web.

The online word-of-mouth is more credible and powerful than any banner advertisement. We will set up a blog space for our clients to share ideas on how they are having success with the cards. Blogs will include an over all discussion and exchange of ideas on how to move the music industry forward by utilizing SoundLoad concepts

YouTube

Set up a YouTube Document-series chronicling upcoming artists and how SoundLoad Music is helping them in moving their career forward.

Social Book Marking

StumbleUpon
GiveALink
Digg This
Faves
Reddit

Radio

SoundLoad Music cards can be utilized in radio campaigns. They can be loaded with material exclusive for programmers and can be customized to fit the specific needs of various stations. They will be able to tell who has used the cards to view the material, so focus can be better made on what markets to concentrate.

We will identify certain radio groups in identified markets throughout North America. We will gain airtime in exchange for demographic identification and SoundLoad Music cards offered as prizes for specific contests. Corporations such as Radio One, Clear Channel, Cumulus, Sirius/XM can all benefit.

Social Networking

Create a buzz by interacting on the most popular social networks related to all things music

Facebook	JamNow	MuseCity
Haystack	LastFM	MySpace
IJigg	Mercora Radio	Sellaband
ILike	Midomi	
Imeem	MOG	
Sonific		

Television

SoundLoad Music will find savvy buys on cable television to promote our services as a gateway to fulfilling the consumer's dreams of "Making It" in the music industry.

We will capitalize on the way to "make it" the right way in the industry by building a fan base, driving web traffic toward your site, collecting a database of information from fans and being able to keep in contact with those fans, and most of all, have your sales counted.

"Make you music work for you" campaign commercials will target several different genres featuring actors in musical note costumes and will show them:

- Loading equipment for rock bands.
- Sound checking for Hip Hop acts.
- Selling merchandise for Country acts

Affiliates and Banner Trade Outs

Increase banner trade outs with companies who cater to customers in our target demographic. Swap out advertising on Podcasts and popular blogs. Set up an affiliate program for SoundLoad Music customers who provide constant referrals.

Strategic Alliances

SoundLoad Music will set-up strategic alliances with other online industry leaders and as a result will expand their existing and future revenue streams. By aligning our business with key players in the music industry we can combine forces to dominate over the competition.

Both companies can benefit by:

- Cross-selling products
- Developing new applications
- Gaining acceptance and credibility
- Increasing sales forces
- Developing new distribution channels
- Increasing search engine visibility
- Reaching new markets

Possible Partners:

A2IM
ARTIST FORCE
CD BABY
E MUSIC
FONTANA DISTRIBUTION
GRACE NOTE
INGROOVES
IODA

PANGAEA
MUSEXPO
OASIS
SONICBIDS
SPIRALFROG
TAP IT, INC
THE ORCHARD

6.0 Management Summary

SoundLoad Music has an outstanding management team with direct knowledge of the industry, extensive research experience, and unique administration skills and Trey Wilson will lead the team.

6.1 Organizational Structure

Trey Wilson will serve as the Chief Executive Officer and is responsible for managing the direction and overall performance of **SoundLoad Music**.

Charles Biggs will serve as the Chief Technical Officer and will oversee the creation of our web infrastructure.

Responsibilities Include:

- Track emerging web development technologies, tools & best practices
- Specify, implement & lead development environment, processes & systems
- Lead project management and recommend make/buy decisions for technology
- Lead implementation effort, including hands-on coding
- Hire development team

Kelvin Seldon will serve as the Executive Vice President and is responsible for overseeing all technology, future and current.

Responsibilities Include:

- Process and coordinate all print jobs
- Process and verify weekly reports to Nielsen SoundScan
- Conceptualize new processes and **SoundLoad** features
- Manage development team

Lauren Zelgewicz will serve as the Director of Client Relations and will oversee all current and future **SoundLoad** accounts.

Responsibilities Include:

- Write and edit all marketing and sales material to ensure effectiveness
- Construct sales training manuals for sales teams and business partners
- Manage and carry on all client relationships
- Generate winning case studies

7.0 Financial Plan

The company's product selection will not need a high initial investment. SoundLoad Music will benefit from having resources outside of the United States, and will leverage them extremely well, while keeping the cost of operation down. The preliminary staff is also capable of completing many future projects.

As our company becomes more established, in order to offer our customers the best prices; we also plan to open an in-house industrial print shop in the future.

The company projects that between November 2008 and December 2009 it will generate revenues of \$1,000,000. Projected revenues for 2010 and 2011 are \$1.91 million and \$3.82 million, respectively.

7.1 Funding Requirements and Uses

SoundLoad Music is seeking no less than \$800,000 in venture capital to be used for:

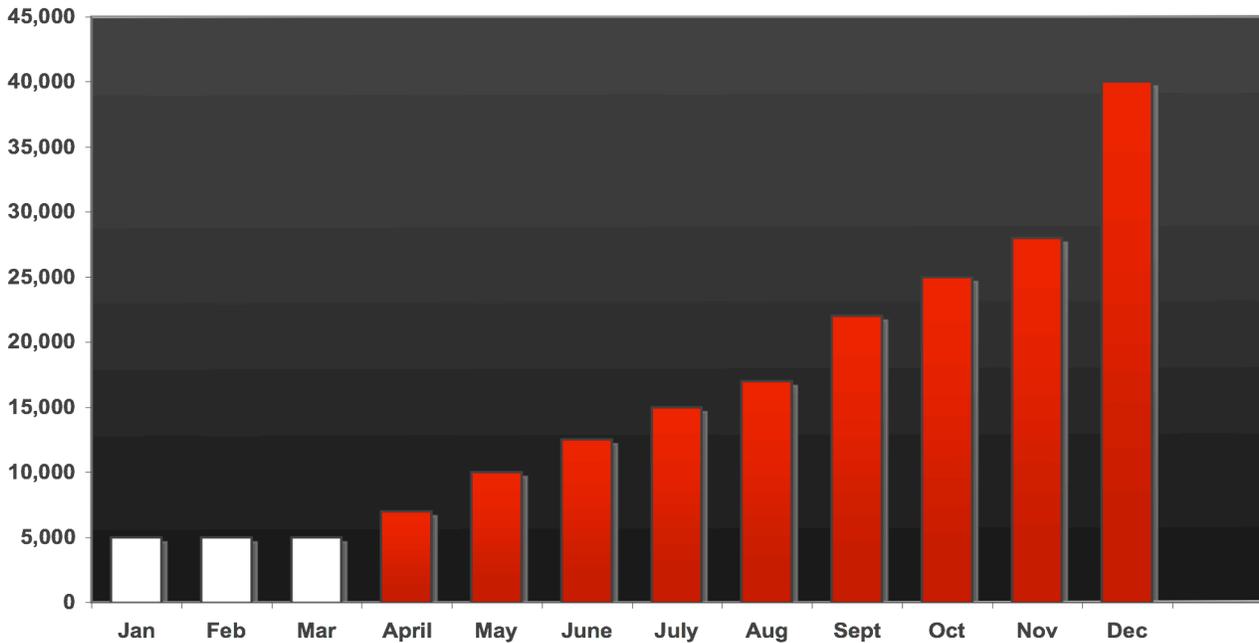
1. Establishing an office presence in the United States
2. Completing the development of all new features and functions
3. Website development and maintenance
4. Travel expenses for presentation of the product and service
5. Employee salaries for the day-to-day operations of the company
6. Advertising and Marketing to promote the company

7.2 Financial Expenses

Office setup	\$200,000
Marketing	\$500,000
Other Administrative expenses	\$25,000
Salaries	\$10,000 (monthly)
Site development	\$20,000
Total Start-up Expenses	\$755,000

7.3 Sales Forecast

2009 Average Card Sales Per Month*

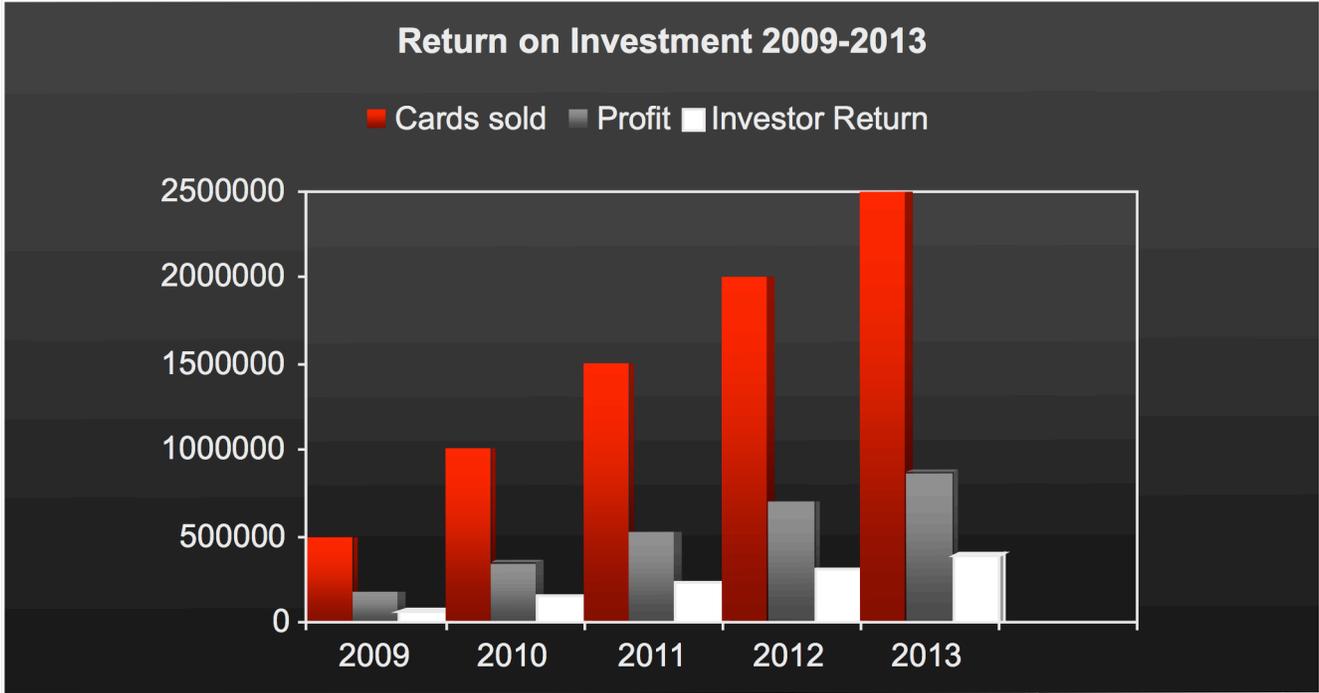


*with marketing beginning in April 2009

Based on the current figures indicating the rapid decline in compact disc sales, various accounts will range from 100,000 to 1,000,000 cards per order. Our sales forecast shows, that as we increase the awareness and visibility of our product and services, SoundLoad Music is set to be the brand leader in a rapidly growing industry.

2010	80,000 - 100,000	SoundLoad cards per year
2011	100,000 - 140,000	SoundLoad cards per year
2012	500,000 - 1,000,000	SoundLoad cards per year

7.4 Return on Investment



Cards sold	50,000	100,000	150,000	200,000	250,000
Profit	\$175,000	\$350,000	\$525,000	\$700,000	\$875,000
Investor Return	\$75,000	\$157,500	\$236,250	\$315,000	\$393,750