



## **DEAL MEMO**

To: Mathew Scott, Owner, Little Orbit, Upper Strata, Game Machine Studios

From: Brad Turner, CEO. Marketing Completion Fund

Date: 7-19-2010

Re: Financing and Business Development

Dear Mathew:

Our recent conversation and meetings seems to hold benefits for both of our companies, and, with that in mind, I have outlined how an agreement of how our relationship and first steps might work.

### **I. Parties**

This agreement is made between Mathew Scott, Upper Strata located at 29863 Santa Margarita Pkwy Suite100, Rancho Santa Margarita, CA 92688, Little Orbit and Game Machine Studios located at Game Machine Studios, 1221 E. Dyer, Suite 205, Santa Ana, CA 92705 and Marketing Completion Fund, Inc, (MCF) a sales, marketing, and finance company.

### **II. Purpose**

Mathew Scott is looking for a relationship whereby MCF would provide:

- Business development services for Little Orbit, Upper Strata, or Game Machine Studios
- Capital raising services for Little Orbit and Upper Strata.

### **III. Scope of Relationship**

Following are the details I have outlined for an agreement MCF is proposing to have with Mathew Scott, Little Orbit, Upper Strata, and Game Machine Studios whereby MCF would provide the following services:

#### **Capital Raising Services**

- Amount of Capital to be Raised: **\$17 million**
- Mathew Scott has indicated he is open to raising up to USD \$7 million with a private placement offering for up to 2 of his companies - Little Orbit, Upper Strata, or Game Machine Studios. The capital would be used to develop and market new games, business opportunities, and the companies public strategy.

- Mathew Scott has indicated he is open to raising up to USD \$10 million with a private placement offering for developing a portfolio of games for Little Orbit and Game Machine Studios.
- Mathew Scott grants exclusive rights to MCF to raise capital for both of these private placement offerings with private equity firms and high net worth accredited investors.
- MCF will develop the capital raising documents.

Business Development Services

Generate new prospects and business clients for Little Orbit, Upper Strata, and Game Machine Studios

**V. Terms**

This agreement shall remain in effect for 2 years and automatically renew for another 2 years unless either party gives written notice of termination within 60 days prior to the initial two-year period.

This Agreement, consisting of this page, is entered into this the 19th day of July 2010:

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Mathew Scott, Little Orbit, Upper Strata, Game Machine Studios      Date

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Brad Turner, CEO, Marketing Completion Fund, Inc.      Date