



IP PORTFOLIO EVALUATION AND LICENSING SERVICES

Partner With MindForce To Increase Your Portfolio IP Revenues And Show Results

MindForce is experienced working with owners of large Intellectual Property portfolios to target the most important IP that can be commercialized and to develop viable and aggressive commercialization plans. We are currently working with a Fortune 20 corporation to outlicense or spin-off select IP with plans to evaluate well over 100 technologies over the next two years. We develop business plans to license the technology to third parties, to help integrate the technology within the corporate organization and/or to spin the technology into new ventures to create successful, revenue generating entities. We can then implement those plans.

Our business model entails assembling experienced subject-matter experts (SMEs) from our large professional talent pool to form seasoned IP Teams that work with each corporate client. From the IP portfolio, these teams help filter the very best IP to the forefront for optimal marketing efforts and licensing successes. We reward our teams with the lion share of the success fees we earn, which in turn, aligns each team's interests with our client's interests including best practices, timely execution and maximized royalty fees or returns.

MindForce's primary goals are to ensure that clients exceed their revenue or profit targets and keep their cost to commercialize each selected IP as reasonable as possible.

CORPORATE PROFILE

Based in New York City, MindForce is a venture development and licensing services firm that closely partners with IP owners to maximize the commercial potential of their ideas, technologies and Intellectual Property through highly motivated, market-focused, subject-matter-expert business teams.

MindForce provides the following value-creation services:

- Evaluate Portfolio IP to Identify Those with the Best Commercial Potentials
- Develop Rapid-to-Market Commercialization Plans
- Prepare Marketing and Offering Materials
- Identify and Engage Licensees
- Establish Business Plans and Launch New Ventures
- Turn Science Ideas into Funded SBIR Grants
- Develop Market Assessment Reports

We are 100% business-focused and market-directed and provide our clients with a diversity of high-quality business intelligence for each and every opportunity. Managed by our core consultants, we form project teams with seasoned professionals who have deep technical knowledge as well as business experience. This structure provides our clients with:

- Strategic access to thousands of experienced MBAs worldwide;
- Unparalleled global reach, responsiveness and business expertise in every industry and market that each commercialization plan might target;
- The ideal project team and working platform with a single point of contact;
- The Integration of the team's intellectual capital with each technology; and
- A means to define the most appropriate end-goal or exit transaction - which typically takes the form of newly capitalized companies or licensee arrangements.

Besides Fortune 500 companies with “undiscovered” IP on their "shelves," MindForce has worked successfully with government research labs and with major universities that need to find ways to take great ideas to market.

MindForce is the sister company to MBA GlobalNet, a global membership of over 18,000 experienced MBAs focused on innovation and entrepreneurship founded in 1998. MindForce taps into MBA GlobalNet to find IP Teams for its projects, either through personal identification, by sending Pinpoint Job Emails to appropriate targeted members, or by including the opportunity in one of its frequent eNewsletters.

WHY PARTNER WITH MINDFORCE FOR PORTFOLIO EXECUTION

1) Our Partner Focus Aligns Mutual Long-Term Trust, Accountability, and Goals

We believe a partnering approach works best because it aligns the interests of each party. For us, we will provide a Program Manager who will lead a Core Team of consultants to work closely with our client, especially to tailor our Portfolio Review Process and licensing and venture team execution efforts. To support the Core Team of technical and business experts, the Program Manager scales up or down additional SMEs, as needed, throughout the entire relationship to meet, cost effectively, the scope of work as more details about the potential IP markets and functional expertise required are developed. With a core team of MindForce consultants, and access to seasoned MBAs throughout MBA GlobalNet’s international network, MindForce can readily and cost-effectively assemble a team of SMEs to fit the needs of each commercialization project.

The Program Manager and Core Team have financial incentives that align their actions and activities with our client. MindForce absolutely strives to build a trusting relationship. We will recommend against doing more fee-based portfolio assessment work on IP that just doesn’t make the grade. We have also recommended against opportunities to find licensees for IP where there is a low probability of success. Wasting time chasing flyers is not in MindForce’s or any client’s best interests. As a result, this alignment of success bodes well for successful outcomes, accountability of actions, and achieving goals.

2) Our Subject-Matter Expert (SME) Portfolio Review Process Yields Marketable IP

We offer an evaluation report process that uses motivated SMEs for analyzing individual IP within a portfolio for its best execution alternatives. We have developed a flexible filtering process that reviews IP through a market opportunity lens, relying on the individual and collective experiences of our SMEs. We provide a range of report services (from 50,000 foot level go/no go to detailed market assessments) based on confirming the IPs market potential at each step in the process. Should we determine that a given technology has limited market potential, we will report this to the client and recommend ceasing further work, saving our client’s money.

3) Our IP Teams Have Clear Incentives To Select And To Market IP With The Best Chances To Maximize Revenues and Profits

[a] **Find Licensees:** We form qualified success-based, incented Licensing Teams to find licensees for the most applicable market-ready, licensable IP. We share in royalty-fees with our client. An upfront fee to create marketing documents is optional, and MindForce’s percent share of royalty fees reflects such.

[b] **Start Newco:** We form qualified, vetted Venture Teams to spin-out new companies where the IP clearly displays high potential and the technology can support the creation of a business effort solely on the expected products and services derived from the IP. All Venture Team participants help NewCo reach projected

milestones, including financing targets and engaging strategic partners, in return for sweat equity from MindForce's stake in the new venture.

[c] Integrate Technology into Client's Current Business: When the client decides to commercialize the IP internally, we provide a consultant or team of consultants to build an internal business development plan and to help the client implement that plan internally. We provide these services on a fee-based and/or long-term profit sharing arrangement.

MANAGEMENT PROFILES

Rob Steir

Rob Steir is the Managing Director and Co-Founder of MindForce. He has also served as CEO of MBA GlobalNet since its founding in early 1997. MBA GlobalNet is a marketplace connecting a members-base of 18,000 experienced MBAs with entrepreneurial opportunities and high-quality jobs

In 2002, he conceived of and co-founded a 501c3 non-profit MBAs4NYC that provided, in one year, volunteer consulting services (3000 volunteer hours) to 90 small businesses in Lower Manhattan which were directly affected by 9/11.

From 1987 to 1997, Mr. Steir worked as an institutional real estate professional for the Prudential Realty Group and also for the Resolution Trust Corporation's National Sales Center. More recently, Mr. Steir was an account manager at THINK New Ideas, an Internet interactive advertising agency. He earned his MBA from Northwestern University's J.L. Kellogg Graduate School of Management in 1991 and graduated from Georgetown University, cum laude, with a degree in Business Administration in 1986.

Todd H. Smith

Todd H. Smith has nearly 20 years of professional business experience and has worked as a manager and as an entrepreneurial consultant for eleven years with MindForce and Blue Horizon Venture Consulting, and in affiliation with firms such as Cayenne Consulting and Growthink. His business plans have a very high success ratio and they have helped clients raise well over 100 million dollars. He has served clients from pure startups to Fortune 500 companies.

Mr. Smith has worked in a variety of industries including alternative energy, nanotechnology, Web 2.0, manufacturing, real estate, life sciences, telecom, and sports/leisure. He has filled strategic management roles in a number of startups and has helped his clients achieve significant growth. He has also worked for large corporations such as IBM and Blue Cross Blue Shield of Florida in areas such as international accounting, finance, competitive intelligence, and mergers & acquisitions. He holds an MBA from the Anderson School at UCLA, a Masters in International Management from Thunderbird, the American Graduate School of International Management, and an undergraduate degree in financial management from Clemson University.

SAMPLE MINDFORCE CLIENTS:

Fortune 20 Company
State of Florida
Sandia Labs
U.S. Army Medical Research and Material Command
University of Mississippi
Florida State University
University of Georgia

SELECT EXPERIENCES

In our short history, we are building an impressive client list. MindForce, however, believes in client privacy, unless information is already publicly stated. Therefore, we will provide some case studies of client work that illustrate what we do. The State of Florida, for example, conducts all of its programs in the public domain.

MindForce Hired By Fortune 20 Corporation to Conduct Portfolio Analysis and Write Detailed Market Assessment Reports and Find Licensees as Value Added Reseller

MindForce, starting in the 4th quarter of 2008, has developed a dual role for itself with its client. First, MindForce is the only company presently hired to analyze our client's intellectual property for its commercialization potential. We have created a three-phase process to filter technologies provided to us. During these phases, we select IP with the highest potential for licensees and write detailed 15-25 page market assessment reports.

Second, we are authorized to identify and qualify potential licensees for certain technologies licensed by AT&T Intellectual Property, Inc. (<http://www.mindforceconsulting.com/att.htm>)

MindForce Hired To Judge \$2M Florida SURECAG Program

During the first quarter of 2008, MindForce reviewed, within 45 days, 41 detailed proposals submitted by 8 Florida public university technology transfer offices for grants in three separate phases: \$50K outright grants, \$100K matching grants for business plans for IP still residing within the university, and also \$250K matching grants for companies who have licensed Florida public university's patents (totaling \$2 Million). As judge, MindForce brought together over 40 subject matter experts in teams of 4 or 5 experts per proposal review from both the tech transfer industry as well as specific subject matter experts, related to the IP as listed in the proposals. These experts fairly assessed each submitted proposal, and provided recommendations on the best proposals for each category. We presented our recommended selections to the State of Florida Board of Governors.

University Hired MindForce to Find Licensees

In 2007, this public university's tech transfer office hired MindForce due to its expertise in an area where the university did not have internal in-staff expertise. MindForce engaged one of our core consultants, an uber-expert in this area, and then we formed a Licensing Team, including a few other industry experts, found through MBA GlobalNet, our sister firm. Next, our Uber-Expert proceeded to assist the university in its utility patent application as part of our work for them. In less than 1 year, the US Patent Office has accepted all claims (an extremely rare occurrence) and awarded the patent. During 2008, MindForce

and the university have closed two licensing deals. We are actively seeking licensees, with a Licensing Team, and are involved in serving the university in its discussions with all potential licensees we bring to them.

MindForce Created New Venture from Pharmaceutical Company IP

In 2007, MindForce received an inquiry from one of our strategic partners about the opportunity to outlicense diagnostic IP from a leading global pharmaceutical company. We assembled a Venture Team after initial discussions with our strategic partner and internal review of the patents being offered. One team member showed significant interest, backed by his deep subject-matter expertise, in being the team leader. Over the next few months, he worked with us to assemble a strong management team and advisory board, and also secure prestigious IP and corporate legal representation. We formed the company in Silicon Valley and our team leader is now the CEO of our spinoff company. Initial Venture Team members have received shares, commensurate with their participation and contributions. In June 2008, we entered into a contract with the IP owner to license their IP, and are in the process of securing investment capital.

MindForce Partnered With Phase I U.S. National Science Foundation Company to Write Phase II Commercialization Plan for Nanotechnology Company – Awarded \$500,000

MindForce assembled a three person team to work with a company, which had received a Phase I \$100K grant, but knew it did not have the skill set to successfully write the required Phase II 15 page commercialization plan for an additional grant of \$500K. This firm had spent many months talking with other groups to write the plan, and received expensive fee proposals. MindForce was initially contacted in mid-December of 2007 before the due date of January 30, 2008. Our team worked closely with the company to write this commercialization plan in less than one month, including MindForce's role as the management team/business partner. In June 2008, MindForce and this company formed a new company upon hearing positive news that the NSF would award the \$500K grant to us. In late 2008, the NSF did make the award.

CONTACT INFORMATION

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