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Profit Sharing - Prosper Systems LLC

	Base Pool			On Active Project			*Indiv. Member Total with Base Pool Net*
Distribution	*10.0%*			*90.0%*			
Member Type*	**Number**	**Base Share**	**Net**	**Typical Number**	**Share**	**Net**	
Founding Member	1	9%	**0.90%**	1	39.1%	**35.2%**	*36.1%*
Mgt Team	0	9%	**0.90%**	1	39.1%	**35.2%**	*36.1%*
Adv Team	4	3%	**0.30%**	1	13.04%	**11.74%**	*12.04%*
Adv Board**	4	1%	**0.10%**	2	4.35%	**3.91%**	*4.01%*
Totals based on Number	**9**	**25%**	**2.50%**	**5**	**100%**	**90.0%**	
*Balance to Reserves****			***7.50%***				

*** Member types:**

Founding Member (share Profits - works 16/6 until 1st sale or major distribution)

Management Team (including Mining, Engineering, IT, Strategy, Real Estate, Securities, Financial, Legal; share Profits; generally needed 9 hours per month, but could be more if project demands it)

Advisor Team (lesser Profit Sharing; 12-36 hour response time to emails and calls; generally 4 hours per month; can move up if responsive, after earlier of 6 months or 24 hours)

Advisory Board (lesser Profit Sharing; up to 3 business day response time to emails and calls; generally 2 hours per month; can move up if responsive, after earlier of 6 months or 12 hours)

** Most start on Adv Board then work and lobby up to higher positions

*** 75% of Reserve Balance will be distributed per Base Pool Share % at end of each fiscal year - after company Overhead expenses, see below

**** Project Share Formula (% = 100% or Distribution %):

% / (#AB + #AT x (BaseShareAT / BaseShareAB) + #MT x (BaseShareMT / BaseShareAB))

Typical Expenses

Base (Overhead)			Project (Direct)		
Expense	*Service*	*Percent*	*Expense*	*Service*	*Percent*
Office Rent	$$		Referrer (Marketing)		5-20%
Secretarial (contract)	$$		Transactions - Legal	$$	
Telephone	$$		Trans - Real Estate		1-3%
Computers	$$		Trans - Bus Broker		4%
Software	$$		Trans - Securities		4%
Internet	$$		Due Diligence (DD)	$$	
IT Maintenance	$$		Travel (DD/Mtg/Sell)*****	$$	
Accounting/Taxes	$$				
Bookeeping (contract)	$$				
Legal (Contracts, Planning)	$$				
Website (Devel, Maint)	$$				
Other Marketing	$$	%%			
Insurances	$$				
Travel (Prospect/Sell)*****	$$				

***** Out of Area Travel

$$ indicates a monetary value will be used; %% indicates a percentage will be used; combinations of the two are possible