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Company

YouNoodle is backed by a group of business angels from three different continents. Our chairman is Dr Charles Lho, CEO of Amicus Group and founding investor in Quid. Early investors in the YouNoodle project also include Peter Thiel (Facebook) and Max Levchin (PayPal). We are advised by Consulting Professor Tom Kosnik from Stanford Technology Ventures.

The YouNoodle team has a combined 25 years of experience in planning and executing entrepreneurship competitions and programs, and our team spans 7 different nationalities across 4 continents.

We have worked with companies like Intel, IBM, and Amazon, as well as the governments of Chile, South Korea, and Denmark. Podium is used at universities like Stanford, Cambridge, and Yale.

YouNoodle is based in San Francisco, California. We are always looking for talented individuals to join us, so please spare a moment to **tell us why it should be you**.

Founders



Rebeca Hwang, CEO

Co-founder of Clean Tech Open and Startup Malaysia, Rebeca is a true entrepreneur. Chemical and Environmental Engineer from MIT, and teaches technology entrepreneurship at Stanford. Korean/Argentine by culture.

Torsten Kolind, CTO

Former CEO of Venture Cup in Denmark, Torsten has built web products since he started his first company at age 16. Has judged competitions at Stanford, MIT and Imperial. Loves algorithmic challenges and is an avid musician.

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7 of the top 10 universities in the world have entrepreneurship competitions run on YouNoodle Podium

University rank: Times Higher Education '11

Press

Mar 05, 2012: [YouNoodle launches Podium 2.0: Advancing Great Ideas \(PDF\)](#)

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Urban Power USA

New type of wind turbine

Startup type: Company
Status: Active
Stage: Beta
Publicity: Open to speaking to journalists.
Funding: Angel, Debt finance, Institutional investor, Self-funded, Venture capital firm
Industries: Cleantech
Location: Easthampton, MA 01027
Website: <http://urbanpowerusa.com>

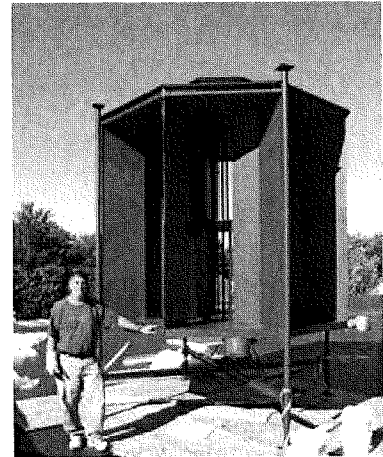
OUR NEWS

Urban Power USA has no news yet.

THINGS WE NEED

The Urban Power USA team hasn't posted any needs yet.

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Mark Maynard

FOLLOWERS (1)



Entrepreneur with 13+ years of strategic and tactical consulting experience in the financial services, start-up and technology industries (BPM, Business Intelligence, KPIs, Vendor Management, etc).

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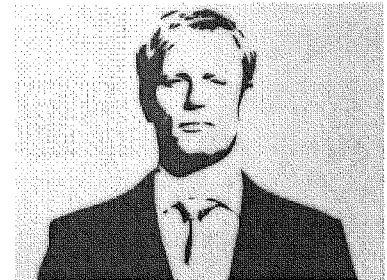
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Mark Maynard

Headline: Inventor
Work status: Employed Full-Time
Website: <http://urbanpowerusa.com>
Skills: Business, Design, Engineering, Entrepreneurship, Leadership, Management, Product design
Location: Easthampton, MA, USA
Groups: Energy Crossroads, STARTit
Interested in: Consulting opportunities, Meeting new people, Patenting my idea, Professional opportunities, Receiving feedback
Schools: University of Massachusetts System - Amherst



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http://www.younoodle.com/people/mark_m

EDUCATION

University: University of Massachusetts System - Amherst
Time period: 2007 - 2010
Degree: Management, BSc

MARK'S STARTUPS (1)



Urban Power USA
New type of wind turbine

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Go BIG helps entrepreneurs through the entire fundraising process from creating a capital raising strategy to preparing their information to identifying the right capital sources.

How to Use Go BIG

Go BIG maintains a very large database of capital sources, from angel investors and venture capitalists to direct lenders and capital brokers.

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Our Business Analysts spend all day talking with entrepreneurs just like you trying to help them figure out what their capital options might be.

Finding capital is a confusing process so we try our best to demystify it a little bit. Hopefully we can work with you to uncover some options that make sense for your business.

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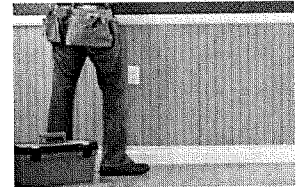
Funding Tip

Every great pitch involves 3 elements: the Problem, the Solution, and the Market Size. If you can communicate those three things in two sentences or less you are golden.

About Our Founder

Our Founder, Wil Schroter, has started 8 companies. Three of them are venture funded by a dozen venture firms. In the past 17 years these companies have grown in sales to over \$2 billion annually employing over 5,000 people across each of them.

Achieving Success



We helped Aaron Ward find the \$20,000 in funding he needed to grow his real estate business. Learn how they did it. [or](#)

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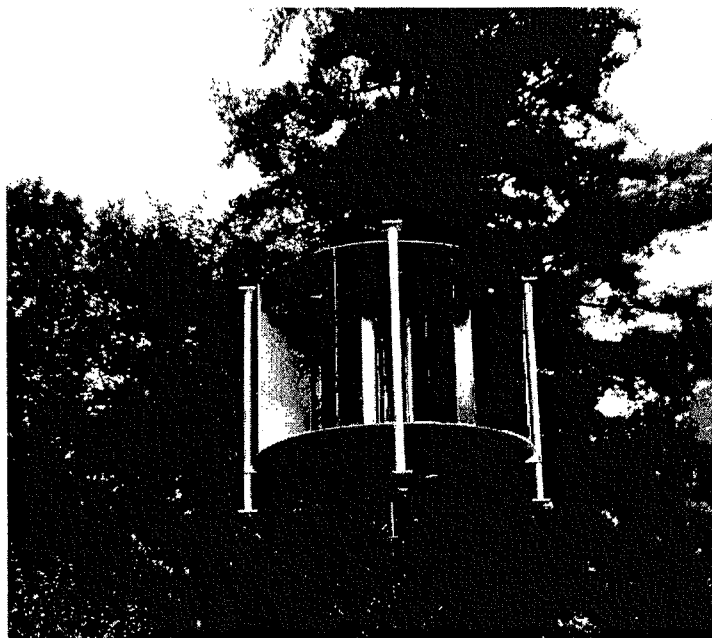
BusinessWeek

THE WALL STREET JOURNAL

EXHIBIT 9

Urban Power USA

Business Plan



July 2011

Urban Power USA Business Plan

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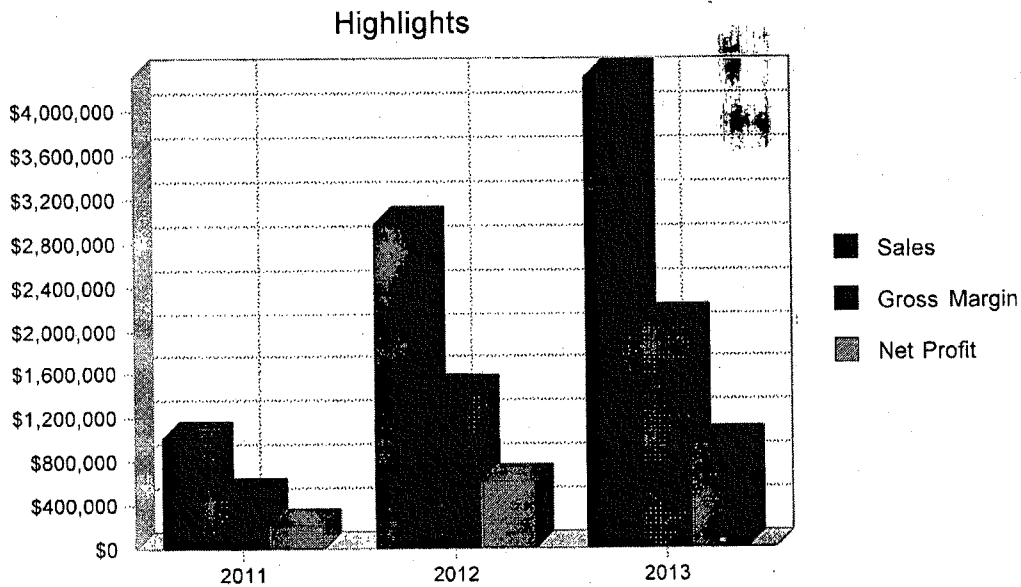
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1.0 Executive Summary

Urban Power USA is a manufacturing company formed in September of 2010, to commercialize a revolutionary wind turbine. Our manufacturing and research facility is located in Easthampton, MA USA. The company will be seeking to raise approximately \$500,000 from private investors for 100,000 shares of common stock to expand operations.

Chart: Highlights



1.1 Objectives

- Set up marketing plan to sell 5 of the current 2 KW small low wind speed turbines a week (our current production capacity) in 3 months.
- Begin automation of production line to increase weekly output of turbines from 5 turbines to 25 turbines per week in 6 months
- Continue to develop low wind speed technology for larger turbines and put them into production in 3 months
- Secure adequate funding to achieve all of these goals

1.2 Mission

Mission Statement

Urban Power USA Inc. is committed to promoting low cost environmentally friendly wind generated electricity to all people.

Urban Power USA Business Plan

Core Values

Making a difference is a core value of Urban Power USA Inc. and we have pledged supporting sustainable business practices to achieve this difference.

In particular, Urban Power USA Inc. will contribute a portion of corporate profit to local and regional communities for social reinvestment and share its profits with its employees. We believe growth in corporate wealth is just one part of equity and will strive to promote community social benefit.

1.3 Keys to Success

The keys to success for Urban Power USA are:

- Establishing a sales and marketing force to gain a foothold in the urban small wind turbine market and to convey information to potential customers the advantages of our turbines.
- Automate current manufacturing facility to increase output of products, and improve quality control in three months.
- Improve our profit margin through the economy of scale as sales volume increase.
- Add to current staff key positions of management and operations to support manufacturing activities.

2.0 Company Summary

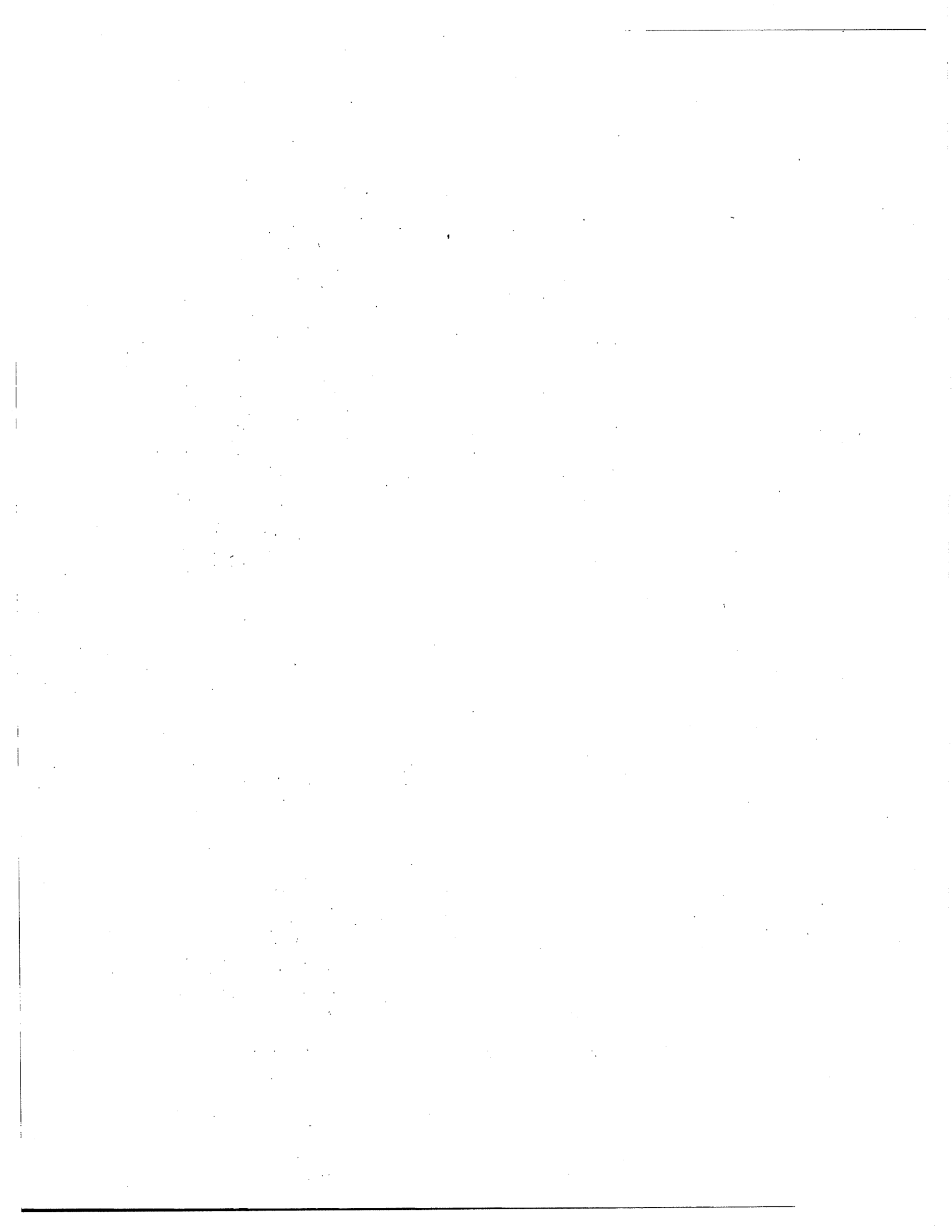
Urban Power USA is a manufacturing company formed in September of 2010, to commercialize a revolutionary wind turbine invented by company founder, Mark Maynard. The company will be seeking to raise approximately \$500,000 from private investors for 100,000 shares of common stock to expand operations. Our 5000 sq ft facility is located in the industrial complex in Easthampton MA.

This turbine is targeted to meet the largely un-serviced market for wind generators able to capture energy from the winds in urban environments. As a Vertical Axis Wind Turbine, (VAWT) this Urban Turbine addresses all of the problems that have prevented large fan blade Horizontal Axis Wind Turbines (HAWT) from establishing a presence in urban environments.

The Urban Turbine is a low profile generator that does not use large diameter blades mounted atop large towers. Thus the low profile eliminates objections about visual blight, noisy blades, and limitations in rooftop loadings, dangers of catastrophic failure of turbines mounted atop tall buildings, permitting problems, installation problems, and other issues. Mounting an Urban Turbine on any city rooftop presents no more of a logistical challenge than air conditioning units, water storage tanks, or supplies needed during building construction. In fact, the Urban Turbine is easier to install because it can be delivered in lightweight modules small enough to fit into a freight elevator. Once delivered to the rooftop, two men can assemble and install a modest size turbine within a few days.

The Urban Turbine is a "plug and play" wind generator that, once mounted on a rooftop, can easily be connected to the building's electrical system using a net metering inverter. As soon as the connection is made, the Urban Turbine is ready to deliver efficient, low maintenance, power to the building. The Urban Turbine is effective in low wind conditions as well as in winds that would require a HAWT to shut down. Urban Turbines have very few moving parts requiring very little maintenance and will be available in 2 KW, 5KW, 10 KW, 25 KW, 50 KW, and 100 KW models. Thus, considering equipment efficiencies, installation costs and time, total generating hours per year, purchase price per delivered KWH, maintenance costs, and other factors, the Urban Turbine is an extraordinary piece of equipment.

Adding to the attraction of the Urban Turbine is the fact that if a building's electrical needs grow beyond the capacity of the first turbine; additional turbines can be stacked on top of each other. This provides extraordinary opportunities for architects to build Urban Turbines into the building design, whether it is on the roofs of smaller buildings, apartment houses, and office towers or on building corners of skyscrapers where immense wind power is available.



Urban Power USA Business Plan

2.1 Company Ownership

Urban Power USA is an S Corporation formed in Massachusetts on September 1, 2010. The stock is closely held by key members all of which play some role in the company's operation. These executives bring to the company a large degree of experience in the wind and manufacturing industry. They perceive an opportunity to acquire a significant amount of market share by focusing on the specific needs of the commercial wind turbine industry and by providing a more reliable product than other competitors. The corporation has authorized one million shares of common stock and to date has issued 712,700 shares of stock. The following is a list of principals of the corporation and the amount of stock each hold.

Name	Shares of stock
• Mark Maynard	340,000
• ██████████	340,000
• ██████████	10,000
• ██████████	20,700
• ██████████	2,000
Total stock issued	712,700

2.2 Company History

Urban Power USA is nine months into its first year of operation. During this year we have developed an efficient low cost turbine design and the production capabilities to manufacture them. This winter we refined the low wind capability which has exceeded all performance expectation. The research capabilities were enhanced with the addition of a wind tunnel constructed in the factory to quickly evaluate the new turbine modifications. We are currently beginning to market and sell this new low wind design.

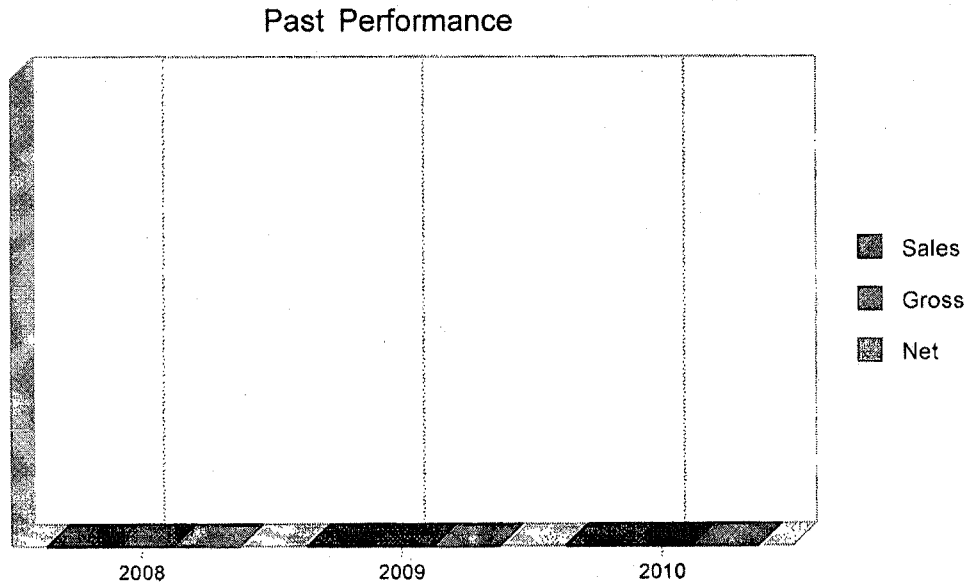
Table: Past Performance

<i>Past Performance</i>	2008	2009	2010
Sales	\$0	\$0	\$0
Gross Margin	\$0	\$0	\$0
Gross Margin %	0.00%	0.00%	0.00%
Operating Expenses	\$0	\$0	\$27,654
Inventory Turnover	0.00	0.00	0.00
 Balance Sheet	 2008	 2009	 2010
Current Assets			
Cash	\$0	\$0	\$75,325
Inventory	\$0	\$0	\$178,738
Other Current Assets	\$0	\$0	\$20,000
Total Current Assets	\$0	\$0	\$274,062
Long-term Assets			
Long-term Assets	\$0	\$0	\$1,765
Accumulated Depreciation	\$0	\$0	\$0
Total Long-term Assets	\$0	\$0	\$1,765
Total Assets	\$0	\$0	\$275,827
Current Liabilities			
Accounts Payable	\$0	\$0	\$0

Urban Power USA Business Plan

Current Borrowing	\$0	\$0	\$0
Other Current Liabilities (interest free)	\$0	\$0	\$5,211
Total Current Liabilities	\$0	\$0	\$5,211
Long-term Liabilities	\$0	\$0	\$211,470
Total Liabilities	\$0	\$0	\$216,681
Paid-in Capital	\$0	\$0	\$56,800
Retained Earnings	\$0	\$0	\$2,346
Earnings	\$0	\$0	\$0
Total Capital	\$0	\$0	\$59,146
Total Capital and Liabilities	\$0	\$0	\$275,827
Other Inputs			
Payment Days	0	0	30

Chart: Past Performance



3.0 Products

We currently offer a 2 KW low wind speed turbine suitable for the roof top environments. These turbines make no noise and are bird/bat friendly. These turbines are inexpensive, easily maintained, cheaper to install and have a very long useful life of 40 plus years. Urban Power USA can build the complete turbine from start to finish or farm out portions of the production to local firms to assist heavy production schedules. We are currently working on a 5 KW version of this low wind turbine and hope to offer it in late July.

Urban Power USA will continue research on developing larger low wind turbine technology. We plan on offering 5 KW, 10 KW, 20 KW and 25 KW low wind turbines within 6 months. Later we will explore the development of very large turbines and the business opportunities which they present.

4.0 Market Analysis Summary

Market Overview:

The alternative wind energy market is one of the most promising long term markets that exist. Projected growth over the next 5 years is 3000%. The market is driven by the need to mitigate global warming by reducing the use of fossil fuels in favor of alternative sources. The number of alternative sources is currently limited to hydro power, solar, wind, bio fuels, and geothermal. There is an enormous amount of pressure to reduce the use of fossil fuels and expand the alternative fuels sector as quickly as possible. This pressure is driven by scientific observations that show the rate of environmental decline and climate change increasing, exponentially in some cases, from predictions made only a few short years ago. In Massachusetts, which has a 2020 target of 15% for alternatively provided energy, only six percent of our energy now comes from alternative sources. Of that, hydropower, most of which is imported from Canada, accounts for 4.8%, while wind accounts for 0.17 percent. On January 16, 2009, Governor Deval Patrick announced an ambitious and historic goal for the Commonwealth – the installation of 2,000 megawatts of wind energy by the year 2020. This commitment will transform Massachusetts to a state committed to renewable energy, despite the fact that it has been difficult to develop wind projects. Solar and wind power have garnered significant attention due to their reliance only on natural forces as feedstock. A number of incentives for solar photovoltaic products exist and there has been rapid expansion in that sector. The demand for wind and solar is strong in Massachusetts and is mirrored throughout the country and world. A vibrant, long-term and profitable future exists for any company that can provide a viable wind technology.

4.1 Market Segmentation

Business power production and cost reduction

The business market is divided into two segments, those companies that go green to align themselves with the popular green public opinion and those that are seeking true cost reduction in their operations. This turbine fits well into both sectors.

In the public opinion sector studies have demonstrated companies which go green in highly visible ways create huge opportunities for increased sales. A large percentage of these retail sales stores and companies reside in flat roof building set in large cleared parking areas or large multi-story buildings. These are an ideal location for the Urban Turbine.

Those companies which are looking for cost reductions are looking for 6 to 8 years return on investments. This category includes virtually all areas of business worldwide. The Urban Turbine has 4 to 7 year return on investment plus the added bonus of a very long service life, and low maintenance cost making it the perfect choice for this niche.

General public

The general public is a more limited market because a large sector of this market resides in unsuitable locations. Despite this limitation, the volume of potential customers is large because of the sheer numbers of home owners. In addition, creative use of net metering policies and the development of Power Purchase Agreements in this area of the public can also be exploited.

Urban Power USA Business Plan

Municipal

The City and state Government entities are one of the largest sources of land and flat roof buildings with mandates to lower operating cost and implement energy consumption efforts. Despite this drive for renewable energy, the market will be difficult and slow to penetrate because of the slow government procurement process.

Third world power development

This area of the wind turbine industry is largely unexplored but staggeringly vast. The United Nations as well as individual countries have initiated efforts to improve communications and build reliable power grids for the general population to improve communications and encourage business development. The limited resources and labor skill sets in these countries restrict wind power to smaller less reliable and more costly wind turbines. The Urban Turbines are aptly suited to a labor force with low skill sets and have a lower cost per watt installed and maintained. Additionally, the Urban Turbine is perfectly suited for the development of an integrated grid in remote locations which eliminates the need for costly transmission grid systems.

Wind power purchase agreements

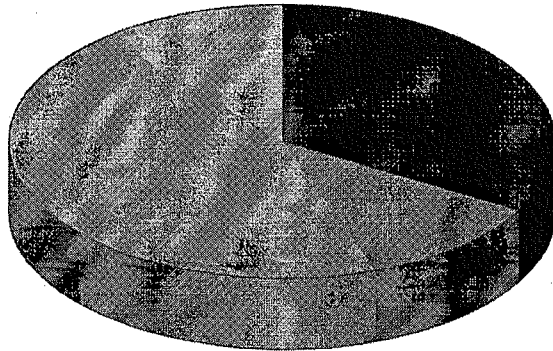
This area of the market is very interesting and is becoming a popular choice for customers of all markets. The advantage to the customer is there is no large capital up front investment cost. The customer simply signs a contract to purchase power from Urban Power USA at a reduced rate. The advantage to Urban Power USA is the development of a recession proof long term annuity. The income stream will continue for as long as the turbines are maintained and kept operational. The annuity can also be used as collateral to secure debt financing at a lower interest rate.

Table: Market Analysis

<i>Market Analysis</i>		2011	2012	2013	2014	2015	
Potential Customers	Growth						CAGR
Business power production and cost reduction	200%	500	1,500	4,500	13,500	40,500	200.00%
General public	30%	1,000	1,300	1,690	2,197	2,856	30.00%
Municipal	100%	500	1,000	2,000	4,000	8,000	100.00%
Third world power development	200%	2,000	6,000	18,000	54,000	162,000	200.00%
Power Purchase Agreements	20%	500	600	720	864	1,037	20.01%
Total	162.72%	4,500	10,400	26,910	74,561	214,393	162.72%

Chart: Market Analysis (Pie)

Market Analysis (Pie)



- Business power/cost reduction
- General public
- Municipal
- Third world power development
- Power Purchase Agreements

4.2 Target Market Segment Strategy

Urban Power USA has focused on these target groups because they are unique niches which other wind turbines can not or have a difficulty effectively competing in. Traditional air foil wind turbines have largely been unsuccessful in these areas because of reliability, cost, or the need for laminar wind flow. Urban Power USA's low wind vertical design allows us to effectively provide wind generated electricity for a lower cost.

Concentrating in sales areas in which we do not have direct competition from other wind turbine manufactures reduces the disadvantage of being a newer company with less resources.

4.3 Industry Analysis

The alternative wind energy market is one of the most promising long term markets that exist. Projected growth over the next 5 years is 3000%. The market is driven by the need to mitigate global warming by reducing the use of fossil fuels in favor of alternative sources. The number of alternative sources is currently limited to hydropower, solar, wind, bio-fuels, and geothermal. There is an enormous amount of pressure to reduce the use of fossil fuels and expand the alternative fuels sector as quickly as possible. This pressure is driven by scientific observations that show the rate of environmental decline and climate change increasing, exponentially in some cases, from predictions made only a few short years ago.

The U.S. market for small wind turbines – those with capacities of 100 kW and under – grew 78% in 2008 adding 17.3 MW of installed capacity. About 38.7 MW of new small wind capacity was installed globally in 2008. Over 10,000 small wind turbines were sold in the U.S. in 2008. This growth is largely attributable to increased private equity investment that allowed manufacturing volumes to increase, particularly for the commercial segment of the market (systems 21-100kW). The still-largest segment of the market, residential (1-10kW), was likewise driven by investment and manufacturing economies of scale, but also rising residential electricity prices and a heightened public awareness of the technology and its attributes.

The industry projects 30-fold growth within as little as five years, despite a global recession, for a cumulative U.S. installed capacity of 1,700 MW by the end of 2013. Much of this estimated growth will be spurred by the new eight-year 30% federal Investment Tax Credit passed by Congress in October 2008 and augmented in February 2009.

The market has become dominated by grid-connected units and will likely continue in this trend as these larger systems become more affordable.

Wind energy growth is being driven by numerous factors. The reality of global warming and pollution caused by the use of oil and coal will continue to drive the price of these supplies higher. The realization that oil and natural gas supplies are limited while demand continues to rise. Nuclear power is a very expensive and the supply of uranium is limited. So the world's focus is on clean renewable resources of which wind energy is the most competitive.

One of the most persuasive reasons why wind turbines are expected to continue their strong growth rate for decades to come is their cost per kWh of energy produced is expected to be the cheapest source of energy. In 2008, 25,000 megawatts (MW) of turbines were installed bringing world wide capacity to 120,000 MW. Modern large MW size wind turbines are selling for around \$1.5 million per MW. At this price, over \$100 billion in wind turbine technology is expected to be sold in 2013.

Another driving influence is the profound positive environmental impact wind turbines have. A single residential-scale wind turbine displaces the carbon dioxide (CO₂) produced by 1.5 average cars. The 55-60MW of cumulative small-wind installed capacity in the U.S. translates to carbon offset of 10,000 cars, 7,000 average homes and is the equivalent of 60,000 tons of displaced carbon dioxide (CO₂) per year.

For the last ten years, world wide large wind turbine (capacities of greater than 100 kilowatts (KW)) sales have grown approximately 29% annually. Wind power is now the world's fastest growing source of energy. For the next twenty years, it is expected to expand at double-digit rates. The US Dept. of Energy, the American Wind Energy Association (AWEA), and the National Renewable Energy Laboratory believe that 20% of the nation's electricity can come from renewable wind energy within the next twenty years. This would result in cumulative wind turbine sales of over \$250 billion.

The 2009 Small Wind Global Market Study finds that U.S. manufacturers sold about half of all small wind turbines installed worldwide last year, with the U.S. market share accounting for \$77 million of the \$156 million global total. Growth in the small wind sector is attributed to increased private investment that has allowed manufacturing volumes to increase, particularly for the commercial segment of the market (systems 21-100 KW systems), according to the study.

4.3.1 Competition and Buying Patterns

The most common technology for converting wind to power is the Horizontal Axis Wind Turbine (HAWT). Horizontal-Axis Wind Turbines have the main rotor shaft and electrical generator at the top of a tower, and must be pointed into the wind. Small turbines are pointed by a simple wind vane, while large turbines generally use a wind sensor coupled with a servo motor. Most have a gearbox, which turns the slow rotation of the blades into a quicker rotation that is more suitable to drive an electrical generator. HAWT usually have generation capacities ranging from 2 kilowatts to 1.5 megawatts with two or three blades ranging from a few feet to 150 feet in length mounted on towers from 20 to 250 feet tall. The blades of a 1.5 megawatt turbine spin in a circular area more than three hundred feet in diameter whose uppermost point is almost 400 feet high, ten stories taller than the Statue of Liberty. To produce significant amounts of electricity, large units are required, thus HAWT facilities face continual challenges due to the resistance of community members who do not want to see wind turbines in their countryside scenery. Whether it be on a mountain in the Berkshires or a wind farm in Nantucket Sound capable of supplying the Cape and Islands with all their electrical needs, public resistance

Urban Power USA Business Plan

continues to exist and expand. Opponents of these wind farms or sites now have the support of environmental attorneys who create continual legal obstacles costing wind entrepreneurs tens of thousands to millions of dollars with no guarantee for success. Thus, despite the enormous pressure for wind solutions, significant back pressure prevents forward movement.

Vertical-Axis Wind Turbines (VAWTs) have the main rotor shaft arranged vertically. A key advantage of this arrangement is the turbine does not need to be pointed into the wind to be effective. This is an advantage on sites where the wind direction is highly variable. With a vertical axis, the generator and gearbox can be placed near the ground, so the tower does not need to support it, and it is more accessible for maintenance. Drawbacks are that some designs produce pulsating torque. It is difficult to mount Vertical-Axis Wind Turbines on towers, meaning they are often installed nearer to the base on which they rest, such as the ground or a building rooftop. With ground mounted VAWTs, the wind speed is slower at a lower altitude, so less wind energy is available for a given size turbine. Air flow near the ground and other objects can create turbulent flow, which can introduce issues of vibration, including noise and bearing wear which may increase the maintenance or shorten the service life. However, when a turbine is mounted on a rooftop, the building generally redirects wind over the roof and this can double the wind speed at the turbine.

Traditional wind turbine companies are limited to siting their turbines in locations which have smooth air. These locations are generally much higher and more remote than the surrounding area. This makes them highly visible and vulnerable to public objections. In addition, most of these locations are environmentally sensitive which further alienates the environmentalists who advocate for the protection of the birds and forests. Urban Power USA will not focus on these areas for wind turbine siting but instead will look at urban environments closer to the location where the electricity will be used and not subject to the environmental destruction associated with remote or mountain top installations. In this way, Urban Power USA will not have a direct head to head competitor.

Reasons why customers buy turbines can be economic or environmentally motivated. Those which buy alternative energy because it is green are not as concerned with economic payback as they desire the "saving the planet" impact and want the most environmentally friendly product they can find. While those who purchase alternative energy for the low cost benefit or social payback through media exposure require some form of monetary return on their investment. Our turbines satisfy both of those needs easily. We have the most environmentally friendly turbines in the world and one of the fastest paybacks in the industry. In addition, Urban Power USA turbines have the longest useful life of all alternative energy products.

5.0 Strategy and Implementation Summary

Urban Power USA's strategy is to focus on areas of the wind energy market where traditional air foil turbines can not compete effectively. In this way, we will brand ourselves as a high performing turbine in difficult environments. Our goal is to establish test projects in each of our focus market areas then use the successes to build new sales.

5.1 SWOT Analysis

Urban Power USA's inventory of strengths will help it achieve a successful business future. These strengths include a strong dedicated staff of out-of-the-box thinkers. Urban Power USA has a willingness to search out the best manufacturing techniques and when possible hire the best staff for the job at hand. Having a forward thinking turbine design which addresses the majority of issues has prevented the small wind turbine industry from moving forward and must be used to its greatest advantage. In order to make the best use of this innovative design, we have to organize a sales force and implement a marketing plan. To date lack of funding has prevented this process from going forward.

Urban Power USA will capitalize on emerging opportunities. These opportunities include using wind turbines in low cost electrical production in the development of third world nations which we have made great strides in, filling the power supply void for low cost remote communication towers, supplying low cost electrical wind generators to the business and residential communities also an area we are already having much success in. It is important we begin aggressively researching the next generation turbine to offer customers, start a good marketing and sales plan and develop a brand name and reputation for our turbines.

5.1.1 Strengths

According to AWEA "Studies consistently identify cost as the single largest factor affecting the wind turbine industry's growth. However, zoning and permitting hurdles follow as a very close second. Serious markets in the U.S. exist only in states that offer incentives to help consumers afford their still high up-front cost. The market is then often further restricted, even in states with incentives, to towns and counties that have enacted zoning ordinances and permitting processes that allow for the practical, affordable installation of small wind systems."

The cost of the Urban Turbine is significantly lower than traditional turbines. The design is simple and strong which keeps the cost of manufacturing down. There are only four to five different stationary parts and only two moving parts on the Urban Turbine. Traditional turbines have hundreds of different moving and stationary parts.

Traditional turbines are extremely complex machines and need highly trained specialized service and installation crews. The Urban Turbines do not. The modular design allows moderately trained installation crews easy and fast construction with minimal roof alteration. In fact, the assembly and installation of the Urban Turbine are so easy, untrained individuals can easily install this unit with just an installation video and instructions.

The Urban Turbine modular design drastically reduces shipping costs because it can utilize standard trucking or rail shipping. Traditional turbines require expensive specialized shipping especially in larger units.

The ability to place the turbine on flat roofs eliminates the need for costly towers. In addition, the roof placement means there is no need to use valuable land to site the turbine. The Urban Turbine can be stacked to increase the amount of power generated on a given area of roof or land. The stacking feature allows for customers to add capacity in increments as funds become available.

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The Urban Turbine is very quiet. Most communities have created ordinances restricting turbines that produce noise and require the placement of the turbine greater than 1000 feet away from occupied buildings. Turbines positioned in remote locations have to build roads, transmission lines and security fencing which are added costs to installation.

The Urban Turbine is land/bird/bat friendly. These are the chief reasons zoning and permitting problems have plagued the wind turbine industry. There is no reason to conduct expensive environmental testing or worry about harming the local bird or bat population because there is no danger to wildlife. The birds can easily see and avoid the turbine. Because the Urban Turbine is located on existing structures, it will not destroy wildlife habitat or beautiful mountain views.

Traditional turbines possess very complex and costly generators and transmission systems to attain shaft speeds sufficient to generate electricity. These systems are mounted on the top of the turbine tower making access costly and difficult. Towers for residential turbines are usually fifty or more feet tall, while towers for larger commercial turbines can reach 200 to 300 feet. Maintenance of transmissions will require large cranes for replacement of transmissions if towers are not large enough in diameter to allow access by riggers.

The Urban Turbine has no transmission, but rather relies on a simple pulley system. The pulleys and belts are inexpensive, reliable, and can be found at any auto parts store. The belt maintenance process takes minimal time to remove the old belt and replace it with a new one. The typical cost is about \$25 to \$40.

5.1.2 Weaknesses

Urban Power USA is new to manufacturing and lacks the experience and knowledge of years of manufacturing. Having the knowledge of the best current manufacture techniques and technology is critical in being successful.

Urban power USA turbines are not as efficient traditional air foil turbines in higher winds. Because of this our turbines are larger in size to produce the same amount of power. We have a newer design so there is not an established network of user data available to support performance.

5.1.3 Opportunities

Urban Power USA turbines are very unique in design and performance characteristics. Because of these traits our turbines can work effectively in environments like on top of buildings in city environments, on communication towers where both components used the same tower. Our turbines do not require the smooth air traditional turbines require. There is very little smooth air in the city environment. Because our turbine are absolutely quiet and bird friendly we can fill alternative energy requirements without alarming the growing body of environmental activist against locating tradition air foils in sensitive environmental areas.

The simplicity of the turbine also lends itself to opportunities in third world nations. Our turbine does not require specialized skill sets to install and maintain these turbines as traditional air foil turbine do. Many third world nations do not have the labor force with specialized skill sets required for sophisticated complex turbines therefore traditional air foil turbines have not been able to effectively open up markets in these locations. The Urban Power USA turbine on the other hand is easily install and maintained by ordinary skill sets. Third world nations not only want to have reliable power but also want their labor force to have the opportunity to enter into

the alternative energy job market. Our turbines also have the ability to be stacked thereby expanding the output of electricity but not requiring addition infrastructure and installation equipment. This also lowers the initial cost of building a reliable electrical grid in remote locations. The need to conserve financial resources in these locations can mean the difference between whether a power production project goes forward or stops because of the huge startup costs. This add on feature of this turbine allows third world nations to start the development of reliable electrical grids. As jobs and industry begin to develop the electrical grid can be expanded as the market grows.

5.1.4 Threats

The biggest threat to Urban Power USA is the lack of financing. Because of poor funding, choices have to be made to conserve funds that may not be in the best interest of Urban Power USA. We currently have a patent which is pending to protect our turbine design but it is a design patent and these types of patents given enough time will be usurped. Urban Power needs to develop the current turbine market under this patent while developing the next generation of turbines to stay ahead of the competition. Additionally, Urban Power USA has been very well received in third world nations. In many areas of the world patents have little value. The threat of unscrupulous companies and associated countries copying our design and competing in the market place is very real.

5.2 Competitive Edge

Our competitive edge is having a product that addresses most of the issues preventing other turbine manufacturers from exploiting our niche markets. It is also simply to just get the information to the right prospective customers and the turbine sells itself.

5.3 Marketing Strategy

Urban Power USA marketing strategy will include targeting joint venture and affiliations with establish companies which are currently in the marketing area we are interested in selling. These affiliations are very aware of the needs of their customers and will ensure we are targeting the correct customers in which our turbines will fill their power requirements. This will maximize our efforts and create the greatest number of positive sales.

5.4 Sales Strategy

Initial sales in the US will utilize the Federal and State tax credits to encourage sales for both business and residential customers. Future sales will use the data collected from installed turbines to capitalize on the fast return on investment realized from these turbines. Overseas markets are much more open to these turbines. The ease of installation without specialized equipment or skill sets make these turbines aptly suited for the third world market. The challenge will be to understand the financial needs of the startup operations and assist in any way possible. The communication market is already under way with potential trials in the near future. Positive trials should lead to significant orders.

5.4.1 Sales Forecast

The chart of sales forecasts does not take into account that 2011 is not a full year of sales and only represents ½ a year of sales. Urban Power USA is expecting a conservative 45% growth rate across the product line. This is actually a conservative number as compared to the wind

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turbine industry in general which typically experience a higher growth rate of 78% according to AWEA's annual reports. We are projecting a conservative value in the first three years because other vertical turbines have not performed well in the past. It will take some time and several successes to overcome this negative view of vertical wind turbines.

Table: Sales Forecast

<i>Sales Forecast</i>			
	2011	2012	2013
Unit Sales			
2 KW residential/business	36	104	151
5 KW residential/business	5	15	21
2KW distributorships	71	206	299
5 KW distributorships	11	32	46
Total Unit Sales	123	357	517
Unit Prices			
2 KW residential/business	2011 \$9,000.00	2012 \$9,000.00	2013 \$9,000.00
5 KW residential/business	\$21,500.00	\$21,500.00	\$21,500.00
2KW distributorships	\$6,000.00	\$6,000.00	\$6,000.00
5 KW distributorships	\$15,000.00	\$15,000.00	\$15,000.00
Sales			
2 KW residential/business	\$324,000	\$936,000	\$1,359,000
5 KW residential/business	\$107,500	\$322,500	\$451,500
2KW distributorships	\$426,000	\$1,236,000	\$1,794,000
5 KW distributorships	\$165,000	\$480,000	\$690,000
Total Sales	\$1,022,500	\$2,974,500	\$4,294,500
Direct Unit Costs			
2 KW residential/business	2011 \$3,330.00	2012 \$3,330.00	2013 \$3,330.00
5 KW residential/business	\$10,105.00	\$10,105.00	\$10,105.00
2KW distributorships	\$3,330.00	\$3,330.00	\$3,330.00
5 KW distributorships	\$10,102.50	\$10,102.50	\$10,102.50
Direct Cost of Sales			
2 KW residential/business	\$119,880	\$346,320	\$502,830
5 KW residential/business	\$50,525	\$151,575	\$212,205
2KW distributorships	\$236,430	\$685,980	\$995,670
5 KW distributorships	\$111,128	\$323,280	\$464,715
Subtotal Direct Cost of Sales	\$517,963	\$1,507,155	\$2,175,420

Chart: Sales Monthly

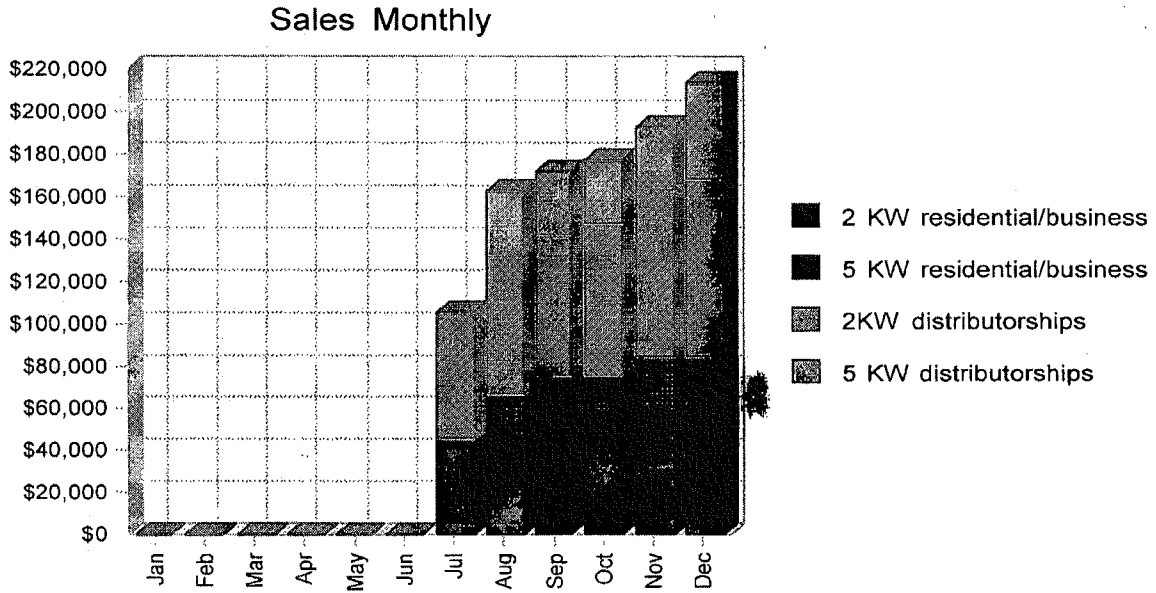
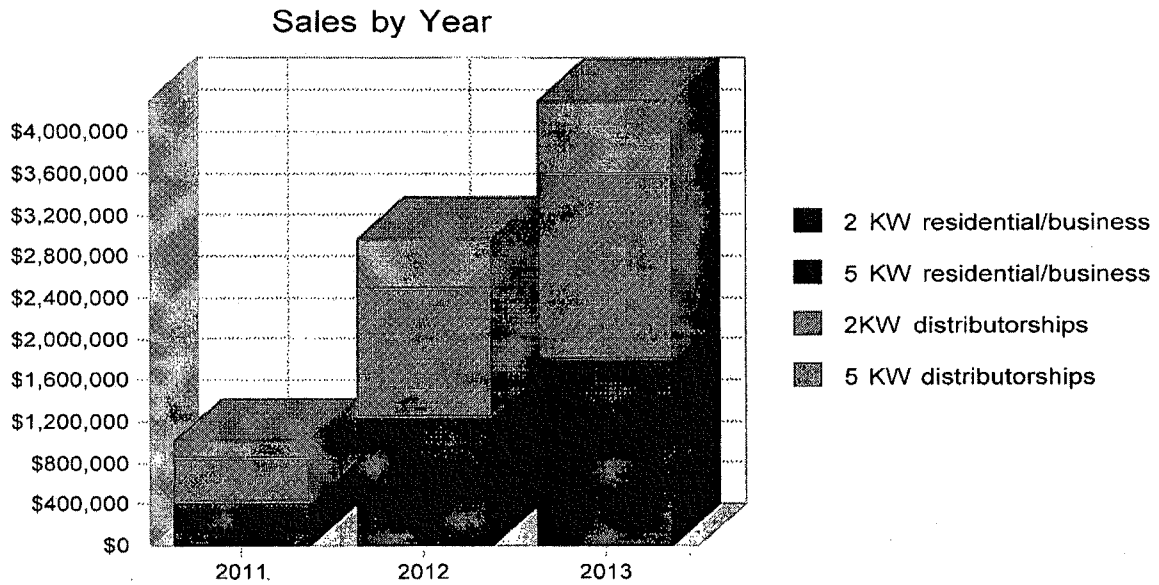


Chart: Sales by Year



5.5 Milestones

Urban Power USA is currently finalizing sales to a local community for several small 1.8 KW turbines, one larger 5 KW turbine for a local egg farm, and one 20KW PPA. We are actively looking for professional individuals to develop a marketing plan and start a sales staff, we are

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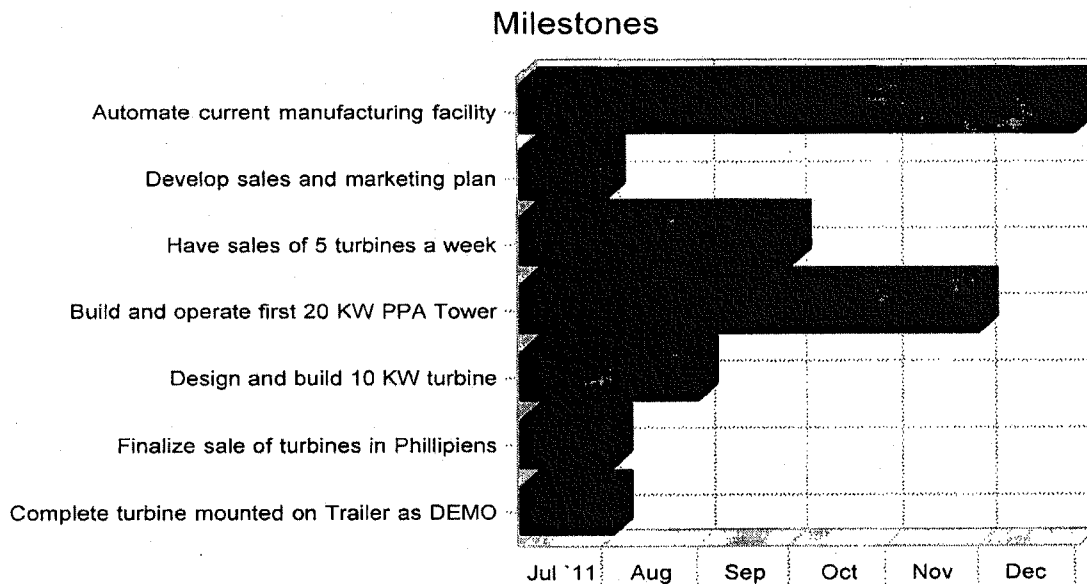
looking at both in-house and contracted options. At present, [REDACTED] and I do all of the sales. We have been successful but we see the need to accelerate the sales efforts with a marketing and sales plan as soon as possible.

As sales increase, it will be critical to improve the manufacture capability and at the same time improve the quality control of our products. Both income from sales and capital funding will be required to accomplish these goals. Each improvement to the manufacturing line will be implemented then evaluated before the next step is taken. This process will take about six months because much of this fixture building is custom work.

Table: Milestones

<i>Milestones</i>					
Milestone	Start Date	End Date	Budget	Manager	Department
Automate current manufacturing facility	7/5/2011	1/1/2012	\$150,000	Maynard	Operations
Develop sales and marketing plan	7/5/2011	8/2/2011	\$30,000	Looking	Sales and Marketing
Have sales of 5 turbines a week	7/5/2011	10/1/2011	\$25,000	Looking	Sales and Marketing
Build and operate first 20 KW PPA Tower	7/5/2011	12/1/2011	\$100,000	Maynard	Operations
Design and build 10 KW turbine	7/5/2011	9/1/2011	\$50,000	Maynard	R & D
Finalize sale of turbines in Philippines	7/5/2011	8/4/2011	\$0	Maynard	Sales
Complete turbine mounted on Trailer as DEMO	7/5/2011	8/22/2011	\$3,000	Maynard	Operations
Totals			\$358,000		

Chart: Milestones



6.0 Management Summary

Urban Power USA is currently a mom and pop company with one full time employee its founder, president, manager of operations and research. It has five part time employees which are used

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as needed, one of which is an original founder, book keeper and website manager. The corporation also has a corporate counsel who is also a stock holder. When Urban Power USA is fully funded we will convert two of the part time employees to a full time position. Three full time employees will increase our production capabilities to five turbines a week. We are now seeking a sales and marketing manager to fill that position. We are accepting proposals and will decide the best person or company to hire to manage that area. Future additions to the staff will be a full time engineer and CNC sheet metal person. The sheet metal person will perform all bending, rolling and Plasma cutting in house. The engineer will assist in design and certification of the larger turbines and towers.

6.1 Personnel Plan

Employees will be added as needed and only after the need for additional help is sustained over a period of time with the company continuing to grow. The interim help will be filled by overtime pay.

All employees will receive health insurance and sick time with two weeks of vacation. They will also participate in a profit sharing plan of an annual bonus of 2% of the company profits which will be distributed equally amongst all of the employees. One percent of company profit will go into an employee retirement fund.

Table: Personnel

<i>Personnel Plan</i>	2011	2012	2013
Board of directors	\$2,580	\$4,000	\$6,000
Executive management	\$36,000	\$82,000	\$120,000
Operations	\$32,000	\$180,000	\$225,000
Engineering	\$11,664	\$65,000	\$67,000
Marketing and Sales	\$18,700	\$65,000	\$67,000
Total People	7	10	14
Total Payroll	\$100,944	\$396,000	\$485,000

7.0 Financial Plan

We want to finance growth through equity financing and cash flow. Additional research and new technology will be financed with cash flow. Wind power systems, for power purchase agreements, will be financed with a combination of investor capital into individual projects and short term loans.

7.1 Important Assumptions

Important assumptions for this plan are found in the following table. These assumptions largely determine the financial plan and require that we secure additional financing.

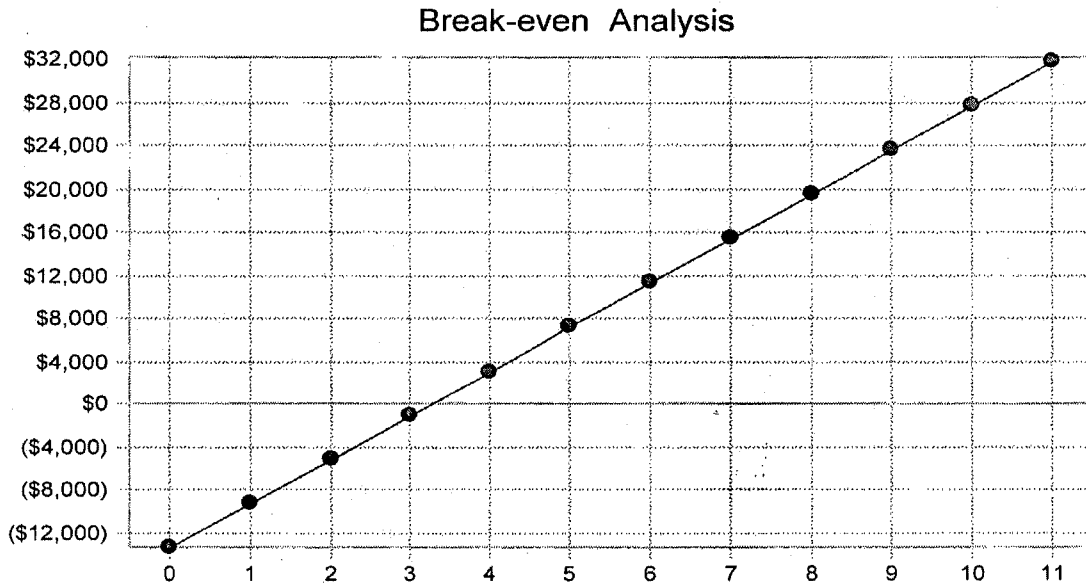
7.2 Break-even Analysis

The break even analysis shows that Urban Power USA will have sufficient sales to maintain a positive cash flow. Our projections for an average sale of 5 turbines per week by the end of the first year more than meets the 3 turbines a month requirement.

Table: Break-even Analysis

<i>Break-even Analysis</i>	
Monthly Units Break-even	3
Monthly Revenue Break-even	\$26,902
Assumptions:	
Average Per-Unit Revenue	\$8,313.01
Average Per-Unit Variable Cost	\$4,211.08
Estimated Monthly Fixed Cost	\$13,274

Chart: Break-even Analysis



7.3 Projected Profit and Loss

The jump in income from the first year to the second occurred because we started sales in July of the first year. We also will have a higher net income in the first five years because we have made a very good lease arrangement. We have an extremely low rent cost of around \$3.00 per ft per year for factory space. This lease includes heat and electricity which further reduces our utility costs. This in turn gives a very healthy net income. For these reasons the payroll appears to be higher than expected plus we need to get key employees in to the company but will be able to handle years of growth without additional personnel.

Table: Profit and Loss

<i>Pro Forma Profit and Loss</i>			
	2011	2012	2013
Sales	\$1,022,500	\$2,974,500	\$4,294,500
Direct Cost of Sales	\$517,963	\$1,507,155	\$2,175,420
Other Costs of Sales	\$15,889	\$35,000	\$42,000
Total Cost of Sales	\$533,852	\$1,542,155	\$2,217,420
Gross Margin	\$488,648	\$1,432,345	\$2,077,080
Gross Margin %	47.79%	48.15%	48.37%
Expenses			
Payroll	\$100,944	\$396,000	\$485,000
Marketing/Promotion	\$15,200	\$40,000	\$60,000
Depreciation	\$3,450	\$7,000	\$12,000
Rent	\$16,650	\$18,000	\$19,500
Utilities	\$700	\$1,600	\$2,000
Insurance	\$6,106	\$16,000	\$22,000
Payroll Taxes	\$15,142	\$59,400	\$72,750
Other	\$1,100	\$2,500	\$3,000

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Total Operating Expenses	\$159,292	\$540,500	\$676,250
Profit Before Interest and Taxes	\$329,356	\$891,845	\$1,400,830
EBITDA	\$332,806	\$898,845	\$1,412,830
Interest Expense	\$21,147	\$21,147	\$21,147
Taxes Incurred	\$92,463	\$261,209	\$413,905
Net Profit	\$215,746	\$609,489	\$965,778
Net Profit/Sales	21.10%	20.49%	22.49%

Chart: Profit Monthly

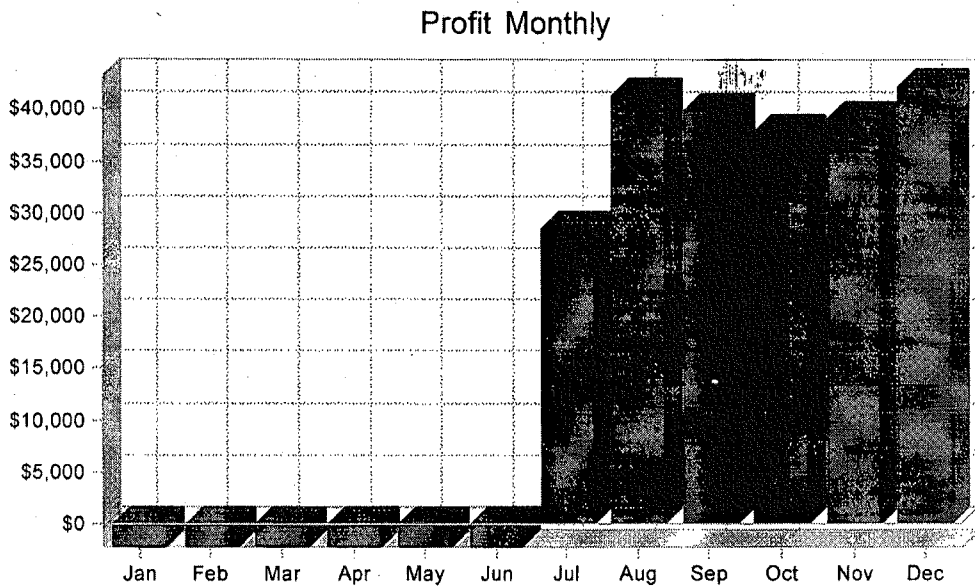


Chart: Profit Yearly

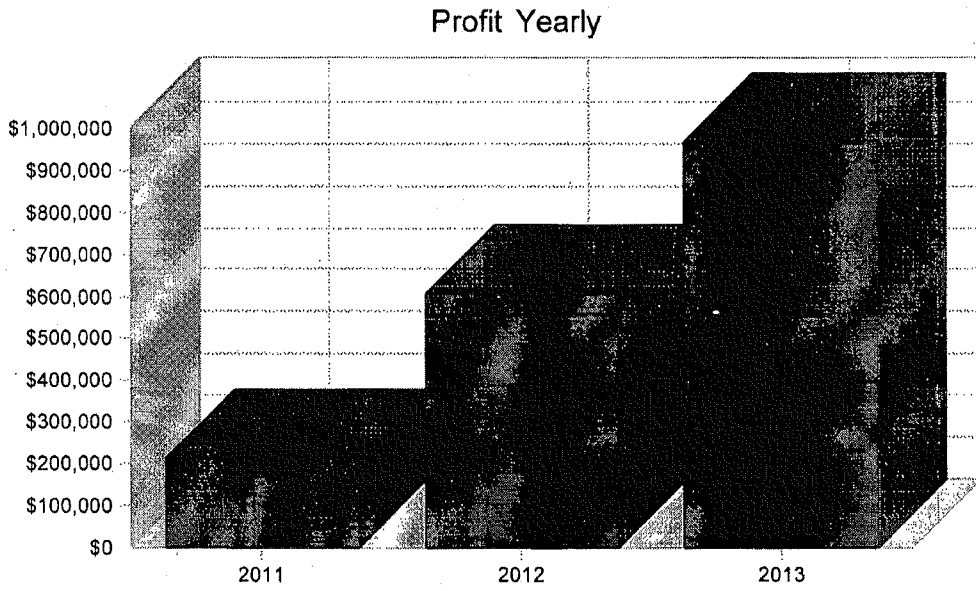


Chart: Gross Margin Monthly

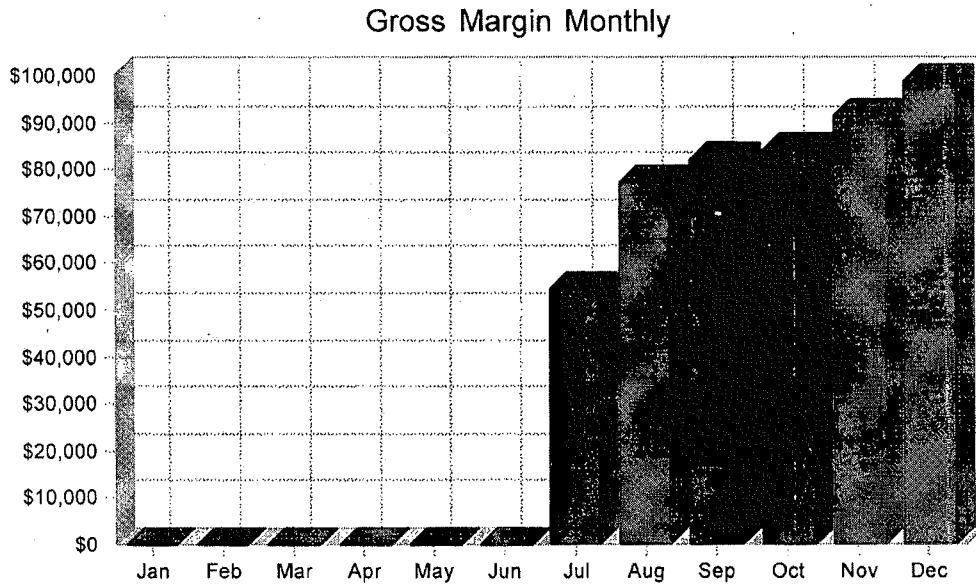
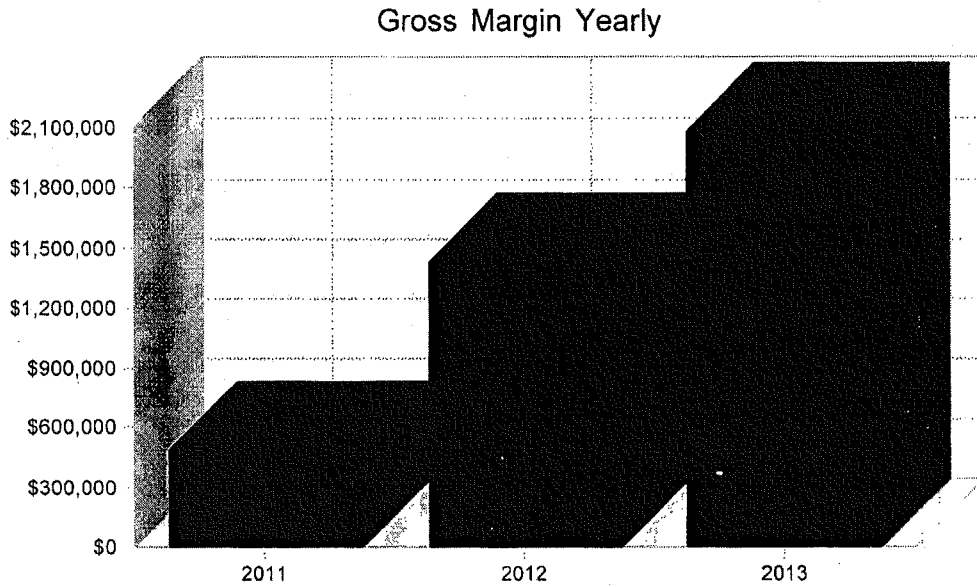


Chart: Gross Margin Yearly



7.4 Projected Cash Flow

If Urban Power USA receives its current request for \$500,000.00 of equity investment, we will be able to manage cash flow, there should be no need for additional funding through loans in the near future. It is important to understand that the alternative energy market is a very fluid environment. Opportunities may present themselves in the future which may require loans to further a project.

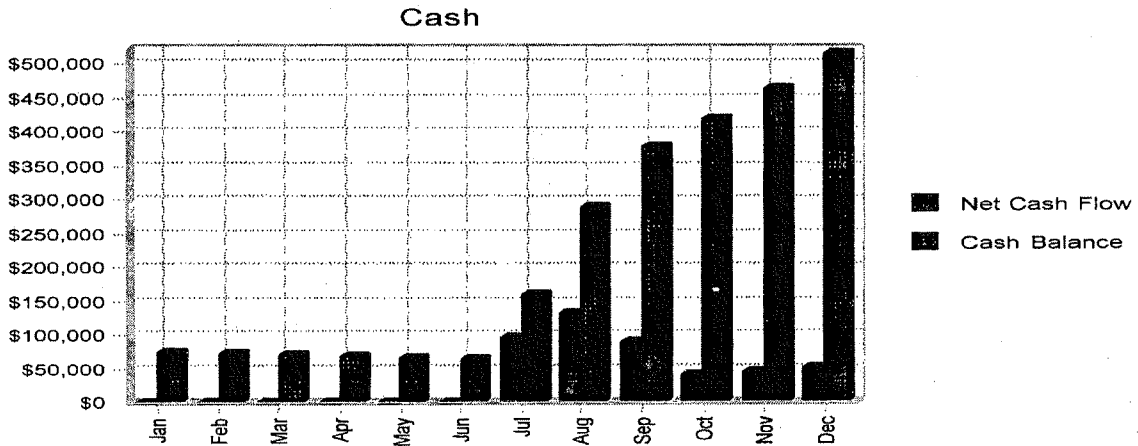
Table: Cash Flow

<i>Pro Forma Cash Flow</i>			
	2011	2012	2013
Cash Received			
Cash from Operations			
Cash Sales	\$1,022,500	\$2,974,500	\$4,294,500
Subtotal Cash from Operations	\$1,022,500	\$2,974,500	\$4,294,500
Additional Cash Received			
Sales Tax, VAT, HST/GST Received	\$0	\$0	\$0
New Current Borrowing	\$0	\$0	\$0
New Other Liabilities (interest-free)	\$0	\$0	\$0
New Long-term Liabilities	\$0	\$0	\$0
Sales of Other Current Assets	\$0	\$0	\$0
Sales of Long-term Assets	\$0	\$0	\$0
New Investment Received	\$45,000	\$0	\$0
Subtotal Cash Received	\$1,067,500	\$2,974,500	\$4,294,500
Expenditures	2011	2012	2013
Expenditures from Operations			
Cash Spending	\$100,944	\$396,000	\$485,000
Bill Payments	\$480,299	\$2,934,091	\$2,540,978

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Subtotal Spent on Operations	\$581,243	\$3,330,091	\$3,025,978
Additional Cash Spent			
Sales Tax, VAT, HST/GST Paid Out	\$0	\$0	\$0
Principal Repayment of Current Borrowing	\$0	\$0	\$0
Other Liabilities Principal Repayment	\$0	\$0	\$0
Long-term Liabilities Principal Repayment	\$0	\$0	\$0
Purchase Other Current Assets	\$0	\$0	\$0
Purchase Long-term Assets	\$45,000	\$0	\$0
Dividends	\$0	\$0	\$0
Subtotal Cash Spent	\$626,243	\$3,330,091	\$3,025,978
Net Cash Flow	\$441,257	(\$355,591)	\$1,268,522
Cash Balance	\$516,581	\$160,990	\$1,429,513

Chart: Cash



7.5 Projected Balance Sheet

As shown in the Balance sheet in the following table, our net worth will grow from approximately \$274,000 to more than \$1,800,000 by the end of 2013.

Table: Balance Sheet

<i>Pro Forma Balance Sheet</i>	2011	2012	2013
Assets			
Current Assets			
Cash	\$516,581	\$160,990	\$1,429,513
Inventory	\$110,343	\$1,177,751	\$843,265
Other Current Assets	\$20,000	\$20,000	\$20,000
Total Current Assets	\$646,924	\$1,358,741	\$2,292,778
Long-term Assets			
Long-term Assets	\$46,765	\$46,765	\$46,765
Accumulated Depreciation	\$3,450	\$10,450	\$22,450
Total Long-term Assets	\$43,315	\$36,315	\$24,315
Total Assets	\$690,238	\$1,395,055	\$2,317,092

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Liabilities and Capital	2011	2012	2013
Current Liabilities			
Accounts Payable	\$153,665	\$248,993	\$205,252
Current Borrowing	\$0	\$0	\$0
Other Current Liabilities	\$5,211	\$5,211	\$5,211
Subtotal Current Liabilities	\$158,876	\$254,204	\$210,463
Long-term Liabilities	\$211,470	\$211,470	\$211,470
Total Liabilities	\$370,346	\$465,675	\$421,933
Paid-in Capital			
Retained Earnings	\$2,346	\$218,092	\$827,581
Earnings	\$215,746	\$609,489	\$965,778
Total Capital	\$319,892	\$929,381	\$1,895,159
Total Liabilities and Capital	\$690,238	\$1,395,055	\$2,317,092
Net Worth	\$319,892	\$929,381	\$1,895,159

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7.6 Business Ratios

Table: Ratios

<i>Ratio Analysis</i>				
	2011	2012	2013	Industry Profile
Sales Growth	n.a.	190.90%	44.38%	12.92%
Percent of Total Assets				
Inventory	15.99%	84.42%	36.39%	12.27%
Other Current Assets	2.90%	1.43%	0.86%	55.88%
Total Current Assets	93.72%	97.40%	98.95%	85.19%
Long-term Assets	6.28%	2.60%	1.05%	14.81%
Total Assets	100.00%	100.00%	100.00%	100.00%
Current Liabilities				
Current Liabilities	23.02%	18.22%	9.08%	31.59%
Long-term Liabilities	30.64%	15.16%	9.13%	39.80%
Total Liabilities	53.65%	33.38%	18.21%	71.39%
Net Worth	46.35%	66.62%	81.79%	28.61%
Percent of Sales				
Sales	100.00%	100.00%	100.00%	100.00%
Gross Margin	47.79%	48.15%	48.37%	31.33%
Selling, General & Administrative Expenses	26.69%	27.66%	25.88%	14.43%
Advertising Expenses	1.49%	1.34%	1.40%	0.63%
Profit Before Interest and Taxes	32.21%	29.98%	32.62%	2.78%
Main Ratios				
Current	4.07	5.35	10.89	1.36
Quick	3.38	0.71	6.89	0.97
Total Debt to Total Assets	53.65%	33.38%	18.21%	71.39%
Pre-tax Return on Net Worth	96.35%	93.69%	72.80%	9.85%
Pre-tax Return on Assets	44.65%	62.41%	59.54%	2.82%
Additional Ratios				
	2011	2012	2013	
Net Profit Margin	21.10%	20.49%	22.49%	n.a.
Return on Equity	67.44%	65.58%	50.96%	n.a.
Activity Ratios				
Inventory Turnover	3.72	2.34	2.15	n.a.
Accounts Payable Turnover	4.13	12.17	12.17	n.a.
Payment Days	27	24	33	n.a.
Total Asset Turnover	1.48	2.13	1.85	n.a.
Debt Ratios				
Debt to Net Worth	1.16	0.50	0.22	n.a.
Current Liab. to Liab.	0.43	0.55	0.50	n.a.
Liquidity Ratios				
Net Working Capital	\$488,048	\$1,104,536	\$2,082,315	n.a.
Interest Coverage	15.57	42.17	66.24	n.a.
Additional Ratios				
Assets to Sales	0.68	0.47	0.54	n.a.
Current Debt/Total Assets	23%	18%	9%	n.a.
Acid Test	3.38	0.71	6.89	n.a.
Sales/Net Worth	3.20	3.20	2.27	n.a.
Dividend Payout	0.00	0.00	0.00	n.a.

Appendix

Table: Sales Forecast

Sales Forecast		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Unit Sales													
2 KW residential/business		0	0	0	0	0	0	5	5	6	6	7	7
5 KW residential/business		0	0	0	0	0	0	0	1	1	1	1	1
2KW distributorships		0	0	0	0	0	0	10	11	11	12	13	14
5 KW distributorships		0	0	0	0	0	0	0	2	2	2	2	3
Total Unit Sales		0	0	0	0	0	0	15	19	20	21	23	25
Unit Prices													
2 KW residential/business		\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00	\$9,000.00
5 KW residential/business		\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00	\$21,500.00
2KW distributorships		\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
5 KW distributorships		\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00
Sales													
2 KW residential/business		\$0	\$0	\$0	\$0	\$0	\$0	\$45,000	\$45,000	\$54,000	\$54,000	\$63,000	\$63,000
5 KW residential/business		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$21,500	\$21,500	\$21,500	\$21,500	\$21,500
2KW distributorships		\$0	\$0	\$0	\$0	\$0	\$0	\$60,000	\$66,000	\$66,000	\$72,000	\$78,000	\$84,000
5 KW distributorships		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$30,000	\$30,000	\$30,000	\$30,000	\$45,000
Total Sales		\$0	\$0	\$0	\$0	\$0	\$0	\$105,000	\$162,500	\$171,500	\$177,500	\$192,500	\$213,500
Direct Unit Costs													
2 KW residential/business	37.00%	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00
5 KW residential/business	47.00%	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00	\$10,105.00
2KW distributorships	55.50%	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00	\$3,330.00
5 KW distributorships	67.35%	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50	\$10,102.50
Direct Cost of Sales		\$0	\$0	\$0	\$0	\$0	\$0	\$16,650	\$16,650	\$19,980	\$19,980	\$23,310	\$23,310
2 KW residential/business		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$10,105	\$10,105	\$10,105	\$10,105	\$10,105
5 KW residential/business		\$0	\$0	\$0	\$0	\$0	\$0	\$33,300	\$36,630	\$36,630	\$39,960	\$43,290	\$46,620
2KW distributorships		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$20,205	\$20,205	\$20,205	\$20,205	\$30,308
5 KW distributorships		\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$83,550	\$86,920	\$90,250	\$96,910	\$110,343
Subtotal Direct Cost of Sales		\$0	\$0	\$0	\$0	\$0	\$0	\$49,950	\$83,550	\$86,920	\$90,250	\$96,910	\$110,343

Appendix

Table: Personnel

Personnel Plan	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Board of directors	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$430	\$430	\$860	\$860
Executive management	\$0	\$0	\$0	\$0	\$0	\$0	\$5,000	\$5,000	\$6,000	\$6,000	\$7,000	\$7,000
Operations	\$0	\$0	\$0	\$0	\$0	\$0	\$2,000	\$4,000	\$5,000	\$6,000	\$7,000	\$8,000
Engineering	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$2,458	\$4,206	\$5,000
Marketing and Sales	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$1,500	\$4,300	\$4,300	\$4,300	\$4,300
Total People	0	0	0	0	0	0	2	3	4	5	6	7
Total Payroll	\$0	\$0	\$0	\$0	\$0	\$0	\$7,000	\$10,500	\$15,730	\$19,188	\$23,366	\$25,160

Appendix

Table: Profit and Loss

Pro Forma Profit and Loss												
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Sales	\$0	\$0	\$0	\$0	\$0	\$0	\$105,000	\$162,500	\$171,500	\$177,500	\$192,500	\$213,500
Direct Cost of Sales	\$0	\$0	\$0	\$0	\$0	\$0	\$49,950	\$83,590	\$86,920	\$90,250	\$96,910	\$110,343
Other Costs of Sales	\$0	\$0	\$0	\$0	\$0	\$0	\$500	\$1,500	\$2,373	\$3,192	\$3,924	\$4,400
Total Cost of Sales	\$0	\$0	\$0	\$0	\$0	\$0	\$50,450	\$85,090	\$89,293	\$93,442	\$100,834	\$114,743
Gross Margin	\$0	\$0	\$0	\$0	\$0	\$0	\$54,550	\$77,410	\$82,207	\$84,058	\$91,666	\$98,757
Gross Margin %	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	51.95%	47.64%	47.93%	47.36%	47.62%	46.26%
Expenses												
Payroll	\$0	\$0	\$0	\$0	\$0	\$0	\$7,000	\$10,500	\$15,730	\$19,188	\$23,366	\$25,160
Marketing/Promotion	\$0	\$0	\$0	\$0	\$0	\$0	\$2,000	\$2,000	\$2,200	\$2,500	\$3,000	\$3,500
Depreciation	\$0	\$0	\$0	\$0	\$0	\$0	\$525	\$525	\$525	\$625	\$625	\$625
Rent	\$1,350	\$1,350	\$1,350	\$1,350	\$1,350	\$1,350	\$1,350	\$1,350	\$1,463	\$1,463	\$1,463	\$1,463
Utilities	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$150	\$150	\$150	\$250
Insurance	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$367	\$853	\$1,281	\$1,545	\$1,711
Payroll Taxes	\$0	\$0	\$0	\$0	\$0	\$0	\$1,050	\$1,575	\$2,360	\$2,878	\$3,505	\$3,774
Other	\$0	\$0	\$0	\$0	\$0	\$0	\$100	\$150	\$175	\$200	\$225	\$250
15%												
Total Operating Expenses	\$1,400	\$1,400	\$1,400	\$1,400	\$1,400	\$1,400	\$12,075	\$16,467	\$23,455	\$28,265	\$33,878	\$36,732
Profit Before Interest and Taxes	(\$1,400)	(\$1,400)	(\$1,400)	(\$1,400)	(\$1,400)	(\$1,400)	\$42,475	\$60,943	\$58,752	\$55,773	\$57,788	\$62,025
EBITDA	(\$1,400)	(\$1,400)	(\$1,400)	(\$1,400)	(\$1,400)	(\$1,400)	\$43,000	\$61,468	\$59,277	\$56,398	\$58,413	\$62,650
Interest Expense	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762	\$1,762
Taxes Incurred	(\$949)	(\$949)	(\$949)	(\$949)	(\$949)	(\$949)	\$12,214	\$17,754	\$17,097	\$16,203	\$16,808	\$18,079
Net Profit	(\$2,214)	(\$2,214)	(\$2,214)	(\$2,214)	(\$2,214)	(\$2,214)	\$28,499	\$41,426	\$39,893	\$37,808	\$39,218	\$42,184
Net Profit/Sales	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	27.14%	25.49%	23.26%	21.30%	20.37%	19.76%

Appendix

Table: Cash Flow

Pro Forma Cash Flow	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Cash Received												
Cash from Operations	\$0	\$0	\$0	\$0	\$0	\$0	\$105,000	\$162,500	\$171,500	\$177,500	\$192,500	\$213,500
Cash Sales	\$0	\$0	\$0	\$0	\$0	\$0	\$105,000	\$162,500	\$171,500	\$177,500	\$192,500	\$213,500
Subtotal Cash from Operations	\$0	\$0	\$0	\$0	\$0	\$0	\$105,000	\$162,500	\$171,500	\$177,500	\$192,500	\$213,500
Additional Cash Received												
Sales Tax, VAT, HST/GST Received	0.00%	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
New Current Borrowing	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
New Other Liabilities (interest-free)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
New Long-term Liabilities	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales of Other Current Assets	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sales of Long-term Assets	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
New Investment Received	\$0	\$0	\$0	\$45,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal Cash Received	\$0	\$0	\$0	\$45,000	\$0	\$0	\$105,000	\$162,500	\$171,500	\$177,500	\$192,500	\$213,500
Expenditures												
Expenditures from Operations												
Cash Spending	\$0	\$0	\$0	\$0	\$0	\$0	\$7,000	\$10,500	\$15,730	\$19,188	\$23,366	\$25,160
Bill Payments	\$74	\$2,214	\$2,214	\$2,214	\$2,214	\$2,214	\$2,774	\$20,554	\$66,645	\$118,833	\$123,634	\$136,718
Subtotal Spent on Operations	\$74	\$2,214	\$2,214	\$2,214	\$2,214	\$2,214	\$9,774	\$31,054	\$82,375	\$138,021	\$147,000	\$161,878
Additional Cash Spent												
Sales Tax, VAT, HST/GST Paid Out	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Principal Repayment of Current Borrowing	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Liabilities Principal Repayment	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Long-term Liabilities Principal Repayment	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Purchase Other Current Assets	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Purchase Long-term Assets	\$0	\$0	\$0	\$45,000	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Dividends	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Subtotal Cash Spent	\$74	\$2,214	\$2,214	\$47,214	\$2,214	\$2,214	\$9,774	\$31,054	\$82,375	\$138,021	\$147,000	\$161,878
Net Cash Flow	(\$74)	(\$2,214)	(\$2,214)	(\$2,214)	(\$2,214)	(\$2,214)	\$95,226	\$131,446	\$89,125	\$39,479	\$45,500	\$51,622
Cash Balance	\$75,251	\$73,037	\$70,824	\$68,610	\$66,397	\$64,183	\$199,409	\$290,855	\$379,980	\$419,459	\$464,959	\$516,581

Appendix

Table: Balance Sheet

Pro Forma Balance Sheet		Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Assets		Starting Balances											
Current Assets													
Cash	\$75,325	\$73,037	\$70,824	\$68,610	\$66,397	\$64,183	\$159,409	\$290,855	\$379,980	\$419,459	\$464,959	\$516,581	
Inventory	\$178,738	\$178,738	\$178,738	\$178,738	\$178,738	\$178,738	\$128,788	\$83,590	\$86,920	\$80,250	\$98,910	\$110,343	
Other Current Assets	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	
Total Current Assets	\$274,062	\$271,775	\$269,561	\$267,348	\$265,134	\$262,921	\$308,197	\$394,445	\$486,900	\$529,709	\$581,869	\$646,924	
Long-term Assets													
Long-term Assets	\$1,765	\$1,765	\$1,765	\$46,765	\$46,765	\$46,765	\$46,765	\$46,765	\$46,765	\$46,765	\$46,765	\$46,765	
Accumulated Depreciation	\$0	\$0	\$0	\$0	\$0	\$0	\$525	\$1,050	\$1,575	\$2,200	\$2,825	\$3,450	
Total Long-term Assets	\$1,765	\$1,765	\$1,765	\$46,765	\$46,765	\$46,765	\$46,240	\$45,715	\$45,190	\$44,565	\$43,940	\$43,315	
Total Assets	\$275,827	\$273,540	\$271,326	\$314,112	\$311,899	\$309,686	\$354,436	\$440,160	\$532,090	\$574,274	\$625,808	\$690,238	
Liabilities and Capital													
Current Liabilities													
Accounts Payable	\$0	\$2,140	\$2,140	\$2,140	\$2,140	\$2,140	\$18,392	\$62,689	\$114,726	\$119,102	\$131,419	\$153,665	
Current Borrowing	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
Other Current Liabilities	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	\$5,211	
Subtotal Current Liabilities	\$5,211	\$7,351	\$7,351	\$7,351	\$7,351	\$7,351	\$23,603	\$67,900	\$119,937	\$124,313	\$136,630	\$158,876	
Long-term Liabilities													
Total Liabilities	\$216,681	\$218,821	\$218,821	\$218,821	\$218,821	\$218,821	\$235,073	\$279,370	\$331,407	\$335,784	\$348,100	\$370,346	
Paid-in Capital	\$56,800	\$56,800	\$56,800	\$101,800	\$101,800	\$101,800	\$101,800	\$101,800	\$101,800	\$101,800	\$101,800	\$101,800	
Retained Earnings	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	\$2,346	
Earnings	\$0	(\$4,427)	(\$6,641)	(\$8,854)	(\$11,068)	(\$13,281)	\$15,217	\$56,644	\$96,537	\$134,344	\$173,563	\$215,746	
Total Capital	\$59,146	\$54,719	\$52,505	\$95,291	\$93,078	\$90,864	\$119,363	\$160,790	\$200,682	\$238,490	\$277,708	\$319,892	
Total Liabilities and Capital	\$275,827	\$273,540	\$271,326	\$314,112	\$311,899	\$309,686	\$354,436	\$440,160	\$532,090	\$574,274	\$625,808	\$690,238	
Net Worth	\$59,146	\$54,719	\$52,505	\$95,291	\$93,078	\$90,864	\$119,363	\$160,790	\$200,682	\$238,490	\$277,708	\$319,892	

EXHIBIT 10

Urban Power USA

180 Pleasant Street
Easthampton, MA 01027
Board of Directors

Special Board meeting December 14, 2010 7:00 PM

Meeting minutes:

- 7:00 PM meeting open
- The meeting agenda was discussed
 - a. Only one item is on agenda to be discussed and voted on
- The Company President Mark Maynard opened the discussion of having the corporation approve and issue 10,000 shares of non voting stock held in reserve which will bring the total outstanding stock to 764,800. These stocks will be signed over to [REDACTED] in exchange for a \$50,000.00 equity investment. A brief discussion by the corporations' board members.
- [REDACTED] called for a vote
- Mark Maynard seconded the vote
- The vote was taken unanimously in favor of approving the vote and issuing the stock. The vote is passed.
- The Board of Directors instructs the President to contact the corporate Lawyers to complete the transaction and send the required stock certificates (10,000 shares) to:

[REDACTED]
[REDACTED]
[REDACTED], MA [REDACTED]
- 7:30pm Meeting is adjourned.

Mark J Maynard

Mark Maynard
President Urban Power USA, Inc.

Date: December 14, 2010

Urban Power USA

180 Pleasant Street
Easthampton, MA 01027
Board of Directors

Special Board meeting December 20, 2010 5:00 PM

Meeting minutes:

- 5:00 PM meeting open
- The meeting agenda was discussed
 - a. Two items are on the agenda to be discussed and voted on: [REDACTED]
[REDACTED]'s agreement and non-voting stock to be issued.
- Item one: The previously authorized 74,800 shares of stock to be issued to [REDACTED] upon satisfactorily completing his agreement. Mark Maynard opened up the discussion. It was discussed that [REDACTED] has not satisfactorily completed his contract and does not intend to, and therefore, the 74,800 shares will not be transferred to his possession. Seventy-four thousand, eight hundred shares of stock will go back into company reserve stock.
- [REDACTED] called for a vote. Mark Maynard seconded. Vote is passed.
- Item two: The Company President Mark Maynard opened the discussion of correcting the previously approved 10,000 shares of non voting stock to the correct voting stock which was held in reserve which will bring the total outstanding stock to 690,000. These stocks will be signed over to [REDACTED] in exchange for a \$50,000.00 equity investment.
- [REDACTED] called for a vote. Mark Maynard seconded the vote. The vote is passed.
- The Board of Directors instructs the President to contact the corporate Lawyers to complete the transaction and send the required stock certificates (10,000 shares) to:

[REDACTED]
[REDACTED]
[REDACTED], MA [REDACTED]
- 6:30PM Meeting is adjourned

Mark J Maynard

Mark Maynard
President Urban Power USA, Inc.

Date: 12/20/2010

NUMBER 4

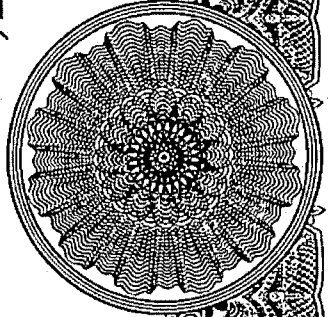
SHARES 10,000 voting



Urban Power USA, Inc.

The Corporation is Authorized to issue 1,000,000 Common Shares with No Par Value INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS

This Certifies that _____ is the registered holder of TEN THOUSAND (10,000) voting shares transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed. In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this _____ day of _____ A. D.



Paul J. Raymond
PRESIDENT

SECRETARY

Urban Power USA

180 Pleasant Street
Easthampton, MA 01027
Board of Directors

Special Board meeting September 29, 2010 6:00 PM

Meeting minutes:

- 6:00 PM meeting open
- 6:11 The meeting agenda was discussed
 - a. Only one item is on agenda to be discussed and voted on
- 6:25 The Company President Mark Maynard opened the discussion of having the corporation approve and issue certificates for 680,000 shares of voting stock held in reserve which will bring the total outstanding stock to 680,000. 340,000 shares of will be signed over to Mark Maynard and 340,000 shares will signed over to [REDACTED]
- 6:35 A brief discussion by the corporation's board members.
- 6:42 Mark Maynard called for a vote
- 6:43 [REDACTED] seconded the vote
- 6:46 The vote was taken unanimously in favor of approving the vote and issuing the stock. The vote is passed.
- 6:47 The Board of Directors instructs the President to contact the corporate Lawyers to complete the transaction and send the required stock certificates (680,000 shares) to:

340,000 shares to:
Mark Maynard
16 Fairfield Ave.
Easthampton, MA 01027

340,000 shares to:

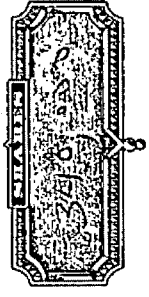
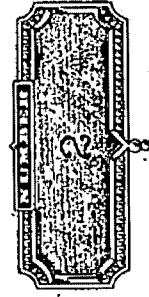
[REDACTED]
[REDACTED]
[REDACTED], MA [REDACTED]

- 6:50 Meeting is adjourned

Mark J Maynard

Mark Maynard
President Urban Power USA, Inc.

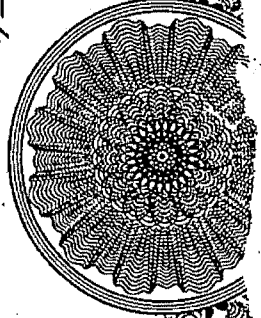
Date: September 29 2010



Urban Power USA, Inc.
The Corporation is Authorized to issue 1,000,000 Common Shares with No Par Value
 INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS

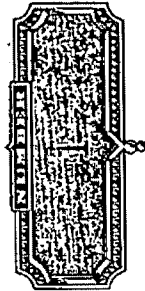
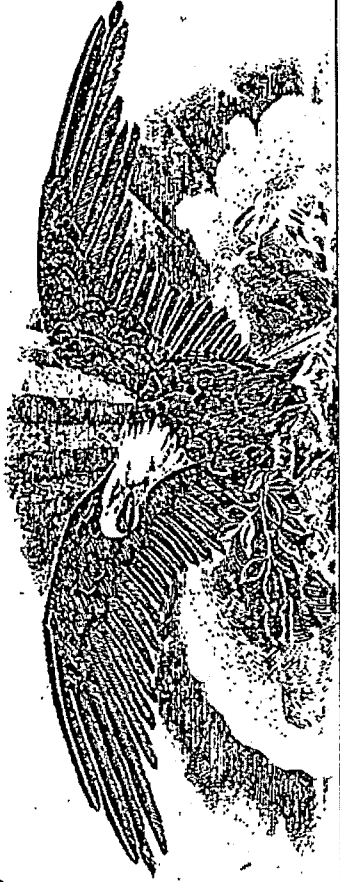
This Certifies that _____ is the
 registered holder of Three Hundred Forty Thousand (340,000) votes shares
 transferable only on the books of the Corporation by the holder hereof in
 person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
 by its duly authorized officers and its Corporate Seal to be hereunto affixed
 this _____ day _____ of _____ A. D.



 PRESIDENT

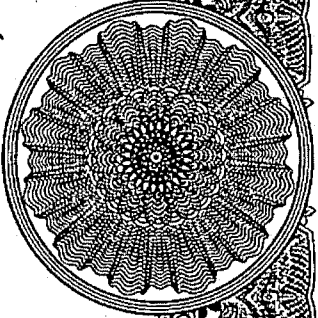
 SECRETARY



Urban Power USA, Inc.
THIS CORPORATION IS AUTHORIZED TO ISSUE 3,000,000 COMMON SHARES WITH NO PAR VALUE
 INCORPORATED UNDER THE LAWS OF THE STATE OF MASSACHUSETTS

This Certifies that Mark Maynard is the
 registered holder of Three Hundred Forty Thousand (340,000) voting shares
 transferable only on the books of the Corporation by the holder hereof in
 person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed
 by its duly authorized officers and its Corporate Seal to be hereto affixed
 this _____ day _____ A.D.



 PRESIDENT

 SECRETARY

Urban Power USA

180 Pleasant Street
Easthampton, MA 01027
Board of Directors

Special Board meeting April 5, 2011 6:30 PM

Meeting minutes:

- 6:30 PM meeting open
- The meeting agenda was discussed
 - a. Only one item is on agenda to be discussed and voted on- an exchange of 2000 shares of company stock for a \$10,000.00 reduction in the price of a plasma cutting machine.
- The company President, Mark Maynard, opened the discussion in favor of approving the 2,000 shares of voting stock in exchange for a \$10,000 reduction in price of equipment. This now brings outstanding issued shares of stock to 692,000. These 2,000 shares will be signed over to [REDACTED] in exchange for a \$10,000.00 worth of equity investment in the form of equipment reduction cost.
- [REDACTED] called for a vote. Mark Maynard seconded the vote. The vote is passed.
- The Board of Directors instructs the President to contact the corporate Lawyers to complete the transaction and send the required stock certificates (2,000 shares) to:

[REDACTED]
[REDACTED]
[REDACTED]

- 7:10pm- Meeting is adjourned

Mark J Maynard

Mark Maynard
President Urban Power USA, Inc.

Date: April 5, 2011

Urban Power USA

180 Pleasant Street
Easthampton, MA 01027
Board of Directors

Special Board meeting July 27, 2011 6:30 PM

Meeting minutes:

- 6:30 PM meeting open
- The meeting agenda was discussed
- Two items are on agenda to be discussed and voted on: authorizing stock in lieu of pay/personal support for [REDACTED] and [REDACTED], and two: discuss hiring a permanent corporate attorney.
- The company President, Mark Maynard, opened the discussion in favor of approving the 1,000 shares each of voting stock for [REDACTED] and [REDACTED] in exchange for time and effort into the company. This now brings outstanding issued shares of stock to 694,000. These 2,000 shares will be signed over 1,000 shares to [REDACTED] and 1000 shares to [REDACTED]
- [REDACTED] called for a vote. Mark Maynard seconded the vote. The vote is passed.
- The Board of Directors instructs the President to contact the corporate Lawyers to complete the transaction and send the required stock certificates (2,000 shares) to:

[REDACTED] 1,000 Shares

[REDACTED]

[REDACTED], MA [REDACTED]

[REDACTED] 1,000 Shares

[REDACTED]

[REDACTED], MA [REDACTED]

- Mark Maynard, President, opened discussion of having [REDACTED] as the permanent corporate attorney and finalize an exchange of stock for investment monies and time/effort to start the company. We are proposing offering 20,000 shares of stock to [REDACTED] (2%). This now brings outstanding issued shares of stock to 714,000 shares. Also, discussed - authorize President, Mark Maynard to negotiate with [REDACTED] regarding personal stock options as well as options for [REDACTED] Law Firm.
- [REDACTED] called for a vote. Mark Maynard seconded the vote. The vote is passed.
- The Board of Directors instructs the President to contact the corporate Lawyers to complete the transaction and send the required stock certificates (20,000 shares) to: Corporate Lawyer - [REDACTED]
- 7:30pm- Meeting is adjourned

Mark J Maynard

Mark Maynard
President Urban Power USA, Inc.

Date: July 27, 2011

[REDACTED] & [REDACTED], P.C.

ATTORNEYS AT LAW

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED] MA
TELEPHONE: [REDACTED]
TELECOPIER: [REDACTED]

[REDACTED] MA
TELEPHONE: [REDACTED]
TELECOPIER: [REDACTED]

January 25, 2012

Via Certified Mail Article No. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED] MA [REDACTED]

RE: RETURN OF CORRESPONDENCE – URBAN POWER USA, INC.

Dear Ms. [REDACTED],

Please know that this office in receipt of an envelope mailed by you containing what is presumably a check intended for the purchase of shares of stock which this office documents and processes on behalf of our client, Urban Power USA, Inc.

I regret to inform you that, for the time being, Urban Power USA, Inc. will be unable to accept and/or process any checks intended for the purchase of shares of stock. Please be assured, however, that this delay will undoubtedly be brief and that this office will contact you immediately with respect to an appropriate time to re-mail your correspondence.

Should you wish to contact me to discuss this matter further, please do not hesitate to do so. I look forward to speaking with you soon.

Very Truly Yours,
[REDACTED], P.C.

CWP/slt
Enclosure: (1) Envelope
cc. Mark Maynard, President – Urban Power USA, Inc.

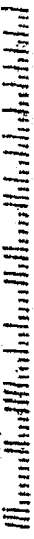
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City, State, ZIP+4 [REDACTED] MA [REDACTED]



180 Pleasant Street
Easthampton, MA 01027
1 (413) 348-8906

Name	Date	Amount	Stock @ \$5.00/share
[REDACTED]	5/15/2011	reduction in cost of Plasma cutter	2000
Name	Date	Amount	Stock
[REDACTED]	8/1/2011	work performed	1000
Name	Date	Amount	Stock
[REDACTED]	8/1/2011	work performed	1000

Mark J Maynard

Mark Maynard
President Urban Power USA

AGREEMENT FOR SHARES OF STOCK

This agreement, dated as of July 1st, 2011, is entered into by and among URBAN POWER USA, INC., a Massachusetts Corporation with an address at 180 Pleasant Street, Easthampton, MA 01027 (the "Company"), through it's President, Mark Maynard, and [REDACTED], as well as his professional corporation, [REDACTED] with an address at [REDACTED] MA [REDACTED] through it's managing partner, [REDACTED]

In consideration of the mutual promises and covenants contained in this Agreement, the parties hereto agree as follows:

1. AUTHORIZATION & SALE OF SHARES:

The Company has duly authorized the sale and issuance of 20,000 shares of stock of the Company to [REDACTED] pursuant to the terms of this Agreement, at a value of \$5.00 per share, in exchange for legal services, out of pocket expenses, and other services performed by [REDACTED] on behalf of the Company prior to the date of this agreement. By way of this agreement, the Company also agrees to a three (3) year option to [REDACTED] to purchase a total of 30,000 shares of stock of the Company at a value of \$5.00 per share, with payment for same due by way of cash payment, beginning on the date this agreement becomes effective. The Company also agrees, by way of this agreement, to a three (3) year extended option to [REDACTED] to perform legal services at their regular rate of \$250.00 per hour in exchange for a total option of 25,000 shares of stock of the Company at a value of \$5.00 per share.

2. ISSUANCE OF SHARES:

The Company hereby issues to [REDACTED] Twenty Thousand (20,000) shares of the Company stock at a value of \$5.00 per share. The shares of stock being issued to [REDACTED] are in exchange for legal services, out of pocket expenses, and other services performed by [REDACTED] on behalf of the Company beginning in 2009, through the date of this agreement. The Company's agreement with [REDACTED], P.C. for legal services in exchange for an option of Twenty Five Thousand (25,000) shares of stock as set forth above is a separate agreement, and the issuance of sales to [REDACTED] is a separate option from the option to [REDACTED] purchase Thirty Thousand (30,000) shares of stock as set forth above.

3. THE CLOSING:

Concurrently with the execution and delivery of this Agreement, the Company is issuing to [REDACTED] a certificate for the number of shares being issued by the Company, registered in the name of [REDACTED]

4. REPRESENTATIONS & OBLIGATIONS OF THE COMPANY:

The Company hereby represents and warrants to [REDACTED] and [REDACTED] as follows:

The authorized capital stock of the Company (immediately prior to the issuance of the shares) consists of One Million (1,000,000) shares of stock, of which 699,000 shares are issued and outstanding. All of the issued and outstanding shares of the Company stock have been duly authorized and validly issued and are fully accounted for and non-assessable. Except as provided in this Agreement, no subscription, warrant, option, convertible security or other right (contingent or otherwise) to purchase or acquire any shares of capital stock of the Company is authorized or outstanding.

5. ISSUANCE OF THE SHARES:

The issuance and delivery of the Company shares in accordance with this Agreement, and the issuance and delivery of the Company shares issuable upon future payment or services by [REDACTED] or [REDACTED] as set forth above, respectively, have been duly authorized by all necessary corporate action on the part of the Company, and all such shares have been duly reserved for issuance. The shares, when issued and delivered will be duly and validly issued, fully paid, and non-assessable.

6. AUTHORITY FOR AGREEMENT:

The execution, delivery and performance by the Company relative to this Agreement and the consummation by the Company of the transactions contemplated hereby have been duly authorized by all necessary corporate action. This agreement has been duly executed and delivered by the Company and constitutes a valid and binding obligation of the Company enforceable in accordance with its terms.

7. INVESTMENT REPRESENTATIONS OF [REDACTED] & [REDACTED]

Both [REDACTED] and [REDACTED] severally represents and warrant to the Company as follows:

(a) [REDACTED] is being issued 20,000 shares of the Company stock for legal services, out of pocket expenses, and other services performed by [REDACTED] beginning in 2009 and up to the date of this Agreement, as well as an option to purchase an additional 30,000 shares of the Company stock through cash payment to the [REDACTED]. [REDACTED] is being issued a separate option to purchase an additional 25,000 shares of stock of the Company through legal services which are billed by [REDACTED] at a regular rate of \$250.00 per hour.

(b) [REDACTED] has been issued the shares of the Company stock and the option set forth herein, and [REDACTED] has been issued this option for the purchase of shares of the Company stock, for their own account and investment only, and not with a view to, or for sale in connection with, any distribution of the shares in violation of the Securities Act of 1933, as amended, or any rule or regulation under the Securities Act.

(c) [REDACTED] and [REDACTED] has had such opportunity as he has deemed adequate to obtain from representatives of the Company such information as is necessary to permit him to evaluate the merits and risks of his investment in the Company.

(d) [REDACTED] and [REDACTED] has sufficient experience in business, financial and investment matters to be able to evaluate the risks involved in the issuance of the shares and options related thereto and to make an informed investment decision with respect to same.

(e) [REDACTED] and [REDACTED] can afford a complete loss of the value of the shares of stock and is able to bear the economic risk of holding any such shares which may be issued per the options granted herein for an indefinite period.

(f) [REDACTED] and [REDACTED] understand that (i) the shares issued to [REDACTED] and the option for additional shares to [REDACTED] and [REDACTED] issuable in the future have not been registered under the Securities Act and are "restricted securities" within the meaning of Rule 144 under the Securities Act, (ii) the shares cannot be sold, transferred or otherwise disposed of unless they are subsequently registered under the Securities Act or an exemption from registration under Rule 144 or otherwise may not be available for at least two (2) years and even then will not be available unless a public market then exists for the shares issuable as of the date of this Agreement and available hereafter, adequate information concerning the Company is then available to the public, and other terms and conditions of Rule 144 are complied with; and (iv) there is now no registration statement on file with the Securities and Exchange Commission with respect to any shares of stock of the Company and the Company has no obligation or current intention to register the shares issuable as of the date of this agreement and hereafter under the Securities Act.

(g) A legend substantially in the following form will be placed on the certificate representing the shares issuable as of the date of this agreement and hereafter:

"The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be sold, transferred or otherwise disposed of in the absence of an effective registration statement under such Act or an opinion of counsel satisfactory to the corporation to the effect that such registration is required."

8. ENTIRE AGREEMENT:

This Agreement embodies the entire agreement and understanding between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements and understandings relating to such subject matter.

9. COUNTERPARTS:

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall be one and the same document.

10. SEVERABILITY:

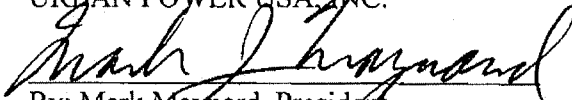
The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

11. GOVERNING LAW:

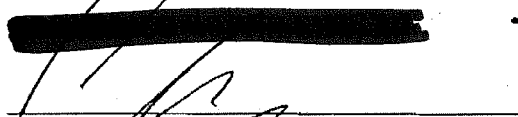

This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts in the United States, without reference to conflict of laws principles.

IN WITNESS WHEREOF, the parties hereunto set their hands and seals.



URBAN POWER USA, INC.


By: Mark Maynard, President

Dated: 7/1/2011

Dated: 7-1-2011


By:  President

Dated: 7-1-2011