



STATEMENT OF PURPOSE

OVERVIEW

The relationship between the building material supply chain and the residential home construction industry is plagued with many challenges. Lack of consistency, communication, planning, procedures, monitoring, mediation, process-control and product availability are just a few of the pitfalls that perpetuate a truly dysfunctional system. Many companies have developed solutions to address parts of these broken connections with varied success. The problem exists that no company has presented a holistic approach to connect the planning, design, engineering, specification, production and supply elements of the residential construction industry. The failure to seamlessly share vital information throughout the home building production chain results in a tremendous amount of wasted labor and materials. An opportunity exists for a company, consortium or partnership that can develop a methodology to link all home building procedures and participants together in a single transparent shared environment.

my-Pros addresses the absence of a holistic, seamless approach to the residential construction industry. my-Pros is a strategic sales, marketing and technical alliance between a variety of companies that service specific parts of the construction supply and service chain. These companies have agreed to share their expertise, knowledge and sales efforts with other member companies in order to provide better services and products to the construction industry.

STRATEGIC SALES, MARKETING AND TECHNOLOGY NETWORK

my-Pros is a network of home construction product and service provider companies (“Member Companies”) who share their specific knowledge, experience and core competencies. my-Pros Member Companies integrate their products or services together to provide the home building market with streamlined building solutions. These solutions form the core of my-Pros value proposition. That proposition includes:

- Reduced overall construction cost.
- Improved construction turn-around time.
- Lower material waste.
- Improved customer service and support.

As a participant in this network, each Member Company enjoys:

- Increased sales.
- Reduced marketing costs.
- Lower barriers of new market penetration.
- Market differentiation.

COMPANY COLLABORATION

From their collective efforts, my-Pros Member Companies will share and manage:

- **Data** – generated from individual efforts and transferred to other companies throughout the construction process (inside and outside of my-Pros). This data can range from product specifications to CAD data used during building design and construction.
- **Documents** –organize the generated data used to plan, design, build, regulate and maintain the structure.
- **Builder Contact Information Database** – used within my-Pros to promote all member products and services. This information may also be used outside my-Pros to produce added revenue streams for Member Companies.

Data

Member Companies agree to share data with other Member Companies to promote my-Pros, improve sales for some or all Members and streamline the overall customer experience. The data may be shared via printed, written or electronic mediums. Member companies may choose not to share specific data that may directly inhibit, impinge or nullify their sales efforts or reduce the competitive nature of their products or services. Privileged, private, protected or personal data generated by each Member Company may be shared solely at their discretion. Separate confidentiality agreements between Member Companies may be needed to secure certain business practices. Those separate agreements have no bearing on my-Pros and other Member Companies have no authority over those agreements unless that authority is granted in those agreements.

Documents

Documents generated by a Member Company from efforts, data or information produced solely by that Member are considered wholly owned by that Member Company and are protected under U.S. copyright laws. Documents generated by efforts, data or information produced by more than one Member are protected by separate copyright agreements between those Members. Those separate agreements have no bearing on my-Pros and other Member Companies have no authority over those agreements unless that authority is granted in those agreements.

Any document generated with the my-Pros logo or portrayed as disseminated from or representative of the my-Pros network (“my-Pros Documents”) must be reviewed and approved by an authorized designated company representative from each Member Company (see “*Designated Company Representative*” section for details). Joint ownership of my-Pros Documents is granted to each Member Company whose DCR has signed the approval for that document. Terminated network members will have no copyright claim over data or documents created after their official termination date.

Database

An online, password-protected database will be developed for my-Pros Members (“The Database”). The Database will be used to track, report and maintain contact information for network Prospects and Customers along with sales and commissions earned by each Member Company. Information entered into this database will be considered jointly owned by all Member Companies. Ownership rights to The Database upon termination are detailed in “*Membership Termination*” and “*Legal issues*” sections. Member Companies will pay a monthly usage fee to operate and maintain The Database.

SALES & MARKETING

Target Customer & Product Offering

my-Pros target customers are residential home builders. This target segment includes professional home builders, BIY* consumers and DIY* consumers. The target market includes single family, multi-family, custom and production homes.

my-Pros will collectively help generate revenue for each Member Company by offering streamlined solutions to Target Customers in one of three categories:

- Services – (including but not limited to) planning, design, engineering, construction, pre and post construction support.
- Products – (including but not limited to) software, documents, building materials, construction tools.
- Subscriptions – (including but not limited to) online, document, service.

Each Member Company will provide a list of products and/or services available for purchase by Prospects and Customers. These lists will be compiled into a master price list for distribution to all Member Companies.

Printed price sheets should show the following:

- Retail pricing on all products or services including discounts for quantity orders, options and upgrades.
- Brief description of item and purpose including pictures and diagrams (if applicable).
- Sales commission program based on retail pricing (see details under “*Company Commission Programs*”).
- Ordering instructions and order forms (if applicable).

Advertising and Market Support

Base marketing collateral for my-Pros consists of a pocket folder and single page “sell sheets” or flyer type inserts (“The Insert”). Layout of The Insert will be uniform and in accordance with the my-Pros logo and selling proposition. A Member Company name, contact information and product/service offering will be present on the front side of each insert, while retail pricing will be available on the back.

Each Member Company will be responsible for the cost of printing their specific sell sheet and will share in the cost of the pocket folder. No sheet will be printed without a signed written approval from the DCR of the Member Company. Costs of printing The Inserts and pocket folder will be presented to each Member Company prior to purchase for their approval. Materials may be ordered through the my-Pros website.

A website is available for my-Pros. Costs of maintaining this site will be shared between all members. The website is located at www.my-Pros.com.

my-Pros logos, online banners, icons and other identifying marks will be available to every Member Company free of charge. Each Member Company is encouraged to include the my-Pros logo on their promotional materials to encourage increased sales and online traffic.

* BIY (Buy-It-Yourself) consumers purchase items themselves then use a professional builder to build the home. DIY (Do-It-Yourself) consumers purchase and build their homes on their own.



Future online ventures, advertising programs and other promotional efforts will be added to the my-Pros marketing plan. Details of these efforts and their costs will always be provided to each Member Company before any financial commitment is made.

Payment terms and arrangements will be developed for all future costs.

Sales Stages

For this document, five sales stages for these potential buyers are defined:

Sales Stage:	Companies or individuals who have...
LEAD	<ul style="list-style-type: none"> • Never been contacted by any Member Company. • Never purchased any Member Company product or service.
PROSPECT	<ul style="list-style-type: none"> • Prior contact with a Member Company in the last 30 days. • Never purchased any Member Company product or service.
CUSTOMER	<ul style="list-style-type: none"> • Prior contact with a Member Company in the last 30 days. • Purchased a Member Company product or service in the past 18 months.
SHARED CUSTOMER	<ul style="list-style-type: none"> • Prior contact by more than one Member Company in the last 30 days. • Purchased a product or service from more than one Member Company in the past 18 months.
REHASH	<ul style="list-style-type: none"> • Previous contact or purchase from a Member Company • Not been contacted in the past 30 days. • Not purchased any product or service in the past 18 months.

Customer Ownership

Commissions are awarded to sales representatives based on the commission program submitted by every Member Company (see “Company Commission Programs” section for details). To ensure sales representatives are properly awarded for customer purchases, Member Companies will be assigned “ownership” of a company if:

- A Member Company is the initial OUTBOUND contact to a Lead.
- A Member Company has contact with a Prospect in the last 30 days.
- A Member Company has contact with a Customer in the last 30 days and sold the company products/services in the last 18 months.

Shared Customers will necessitate separate agreements with the two or more Member Companies claiming joint ownership.

Ownership of a Customer or Prospect gives a Member Company the ability to earn commissions on all Member Company purchases. A Member Company may transfer their ownership of a Customer or Prospect to another Member Company if they feel that Customer or Prospect can best be served by this action. To track ownership of Prospects and Customers, a simple online database (“The Database”) will be available for maintaining activities on all my-Pros Customers. Contact information for each Prospect or Customer should be entered into The Database by a Member Company representative immediately after initial communications with a Lead.

Leads, Prospects and Customers may move from one sales stage to another by meeting certain criteria.



This Stage ...	Converts to this stage ...	When
Lead	Prospect	<p>...a Member Company makes any OUTBOUND communications with a Lead.</p> <p><i>The first Member Company to make contact with a Lead has "ownership" of the Prospect. Ownership entitles the Member Company to earn commissions on future sales to this prospect and may transfer "ownership" to another Member Company.</i></p>
Prospect	Customer	<p>...a Prospect purchases a product or service from any Member Company.</p> <p><i>The Member Company with "ownership" of the Prospect earns commissions on sales of Member Company products and services.</i></p>
Customer	Shared Customer	<p>...a new company joins my-Pros and shows an established sales history with an existing my-Pros Customer.</p> <p><i>The two Member Companies sharing "ownership" of the Customer will need to create a separate agreement detailing the commissions awarded for Member Company sales.</i></p>
Customer or Shared Customer	Rehash	<p>...a Customer or Shared Customer has not purchased any product or service from a Member Company in the past 18 months and has not been contacted by a Member Company in the past 30 days.</p> <p><i>When a Customer or Shared Customer converts to a Rehash, the Member Company gives up "ownership" of the Prospect. All Member Companies are able to contact Rehash companies to establish new "ownership".</i></p>
Prospect	Rehash	<p>...a Prospect has not been contacted in the past 30 days.</p> <p><i>When a Prospect converts to a Rehash, the Member Company gives up "ownership" of the Prospect. All Member Companies are able to contact Rehash companies to establish new "ownership".</i></p>

Commission Payment

Each Member Company will pay commissions due to another Member Company on a monthly basis. Commission payments will be sent in the form of a single company check accompanied by a detailed line item description of the payment. Each Member Company has the sole responsibility of distributing the funds to their respective employees based on internal agreements, policies and practices. All payments will be made in US funds.

Company Commission Programs

Each Member Company will provide a retail price list for all available program/service offerings. A commission program will accompany these price lists. The commissions may be offered as a referral, recurring or both.

- **Referral commission** – includes compensation for referring a new customer to another Member Company. This compensation may be a fixed monetary amount or a percentage of the customer’s initial purchase. This is a one-time compensation amount and will not recur even if that customer purchases future products or services.
- **Recurring commission** – includes compensation on all products purchased from the Member Company throughout the company’s participation in my-Pros. This commission may be a fixed amount or a percentage of the purchases.

Each Member Company can structure a commission program to meet their particular financial goals. A Member Company should develop a commission structure that encourages sales representatives to promote and sell their products or services. Commissions may include all of a company’s offerings or may vary for each product or family of products on the price list.

SCOPE AND REACH

my-Pros is formed because together each Member Company can present a greater value proposition to the end user. Together, each Member Company can leverage the sales and marketing efforts of every Member Company. my-Pros is promoted as a “turn-key” solution – from Inspiration to Habitation™ - for the Prospect or Customer in markets where **every Member Company** sells, services and supports their products and services. In areas where a Member Company is not able to market their products, sales representatives can continue to market other Member Company products or services while earning commissions on sales and referrals.

Member Company sales representatives will continue to promote their company through normal sales and marketing routines. To augment their income with commissions from other Member Company offerings, these representatives can use my-Pros promotional materials to encourage sales of other Member Company products and services. my-Pros logos may be used on business cards, websites and promotional materials with the tag line: “<my company> is part of my-Pros”.

Figure 2 visually depicts the marketing scope of my-Pros. For example: Member Company 1 continues to market their products in blue areas where only their product is available. Member Company 2 markets their products in the green areas. In areas where Company 1 and Company 2 products are available, Company 1 may allow their sales representatives to sell Company 2 products - and vice versa. In areas where all of company member products are available, they can promote my-Pros as a “turnkey” solution to the entire building process – from Inspiration to Habitation.™

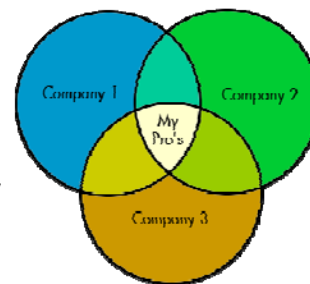


FIGURE 2: EFFECTIVE MARKETING OF MY-PRO'S



PARTICIPATION COSTS

Initial participation costs will remain low. These costs will include:

- Monthly website maintenance fee.
- Printing costs of flyers and pocket folders.
- Occasional online meetings or training sessions.
- Occasional travel to my-Pros meetings.

Each Member Company will agree and approve these costs prior to their execution.

NETWORK ADMINISTRATOR

One AVID employee will be chosen as the my-Pros network administrator (“Network Admin”). The Network Admin will be responsible for organizing and overseeing all meetings and communications between Member Companies and generate new ideas and processes for the overall network. The Network Admin will also facilitate all conference calls, online meetings, vendor relationships, and other efforts to support the Network. The Network Admin will have the deciding vote (tie-breaker) in any my-Pros decision making ballots.

DESIGNATED COMPANY REPRESENTATIVE

Each Member Company will designate one person to represent their company in the my-Pros network. This designated company representative (“DCR”) will serve as the single point of contact between my-Pros and the employees of the Member Company. A DCR should be an organized, responsible manager and communicator. A DCR will be expected to attend all online meetings, in-person meetings, trade shows, and other my-Pros events. The DCR will have voting privileges for decision making ballots concerning procedural changes, new membership and other issues involving my-Pros.

NEW MEMBERS

Any Member Company may sponsor a corporation, partnership or individual to become a member of my-Pros. Entrance into the network is determined by a majority vote of all Member Company DCR’s.

MEMBERSHIP TERMINATION

A Member Company may terminate their participation in my-Pros at any time without prior notice to any Member Company. Termination of participation does not affect any separate agreement between the terminating company and any Member Company. Upon termination, the terminating Member Company will be given a copy of The Database as it exists on the day of termination. No other rights or privileges to The Database are granted to a terminating Member Company beyond the date of termination.

Any Member Company membership may be terminated by a majority vote of all Member Company DCR’s. A signed written ballot must be received by the my-Pros Network Admin from each DCR. A majority vote determines the outcome of the ballot. In the event of a tie, the my-Pros Network Admin has the deciding vote.



LEGAL ISSUES

Ownership issues

my-Pros is an agreement between various member companies to work together for better solutions to the building process. my-Pros is not a new company, corporation, partnership or equity business relationship. Each Member Company continues to operate as an independent entity. No Member Company claims any rights or ownership over any other Member Company.

Intellectual rights and copyrights for established technology, ideas, products and/or services offered by any Member Company at the time of membership are not affected by this agreement. New products, designs, developments, inventions, and other original works created by a Member Company during the membership term will remain solely with that Member Company. In some instances, one Member Company may collaborate with another Member Company on projects that generate new original works or inventions. These companies may form separate agreements concerning legal rights or joint ownership of such works or developments. Those separate agreements have no bearing on my-Pros and no Member Company has any authority over those agreements unless that authority is granted in those agreements.

Network companies will retain joint ownership of the builder contact information database. In the event of my-Pros dissolution, each member retains joint ownership of the database as it stands at the time of the dissolution. Member companies retain no rights to information added to the database beyond the date of dissolution or beyond the date of their removal from my-Pros.

Agreed by: _____

Date: _____