

Social Power for Your Private Placements – 5 million viewers a day

ValuCorp and **Social Start Now** have jointly launched a new program that's helping select companies meet and often exceed their financing goals with a proven, 2-part methodology:

It starts with an independent Professional Valuation of your Company, providing 3rd party validation and confidence in your pitch to investors. This **ValuCorp Appraisal Opinion Report** determines and sets forth the Fair Market Value (FMV) of the Company by ValuCorp's credentialed and experienced independent American Society of Appraisers (ASA) business valuation certified experts. The objective is to express an unambiguous opinion supported by all procedures that ValuCorp deems necessary and relevant to comply with the Securities and Exchange Commission (SEC), state agencies and Uniform Standards of Professional Appraisal Practice (USPAP). *Timeframe from engagement to preliminary valuation is 2 to 3 weeks and to completion is another 2 to 3 weeks. While this is going on, the marketing phase of the program begins fueling IMMEDIATE investor interest and driving inquiries directly into your database for your follow up and close.*

Our Social Media Program is engineered with proprietary algorithms unmatched in the industry. **Social Start Now** deploys these assets 24/7 to deliver compelling, actionable messaging about your Company, its valuation, competitive profile, management and other value drivers to **more than 5 million viewers a day, mostly Accredited Investors.** Based upon the results of your Company Valuation, multiple market parameters are calculated to maximize your stream of qualified potential investors while creating company name recognition. These prospects form a database which is yours to monetize, building enterprise value now and in the future. In the public arena, **Social Start Now** has helped more than 900 public companies manage and send their Press Releases to most financial and general social media outlets. This new database of your prospective customers and investors, helps the company with funding and sales. *This program is monthly at-will. When your raise is fully subscribed, or if you choose to cap your database, or manage your social assets in house, you may terminate the program.*

*For example, on the Wall Street Journal's first Twitter page (#WSJ) you will often see **ValuCorp** and **Social Start Now**.*



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Raise Money with a Regulation D, Rule 506(c) offering:

- Allows broad solicitation and general advertising of an offering – internet, TV, radio, etc.
- All purchasers in the offering must be accredited investors.
- No limit on amount that can be raised; no limit on amount each investor can invest.
- Allows for both pre-filing and post-filing marketing of an offering, called “testing the waters”.
- Allows for the use of an “internet portal”, i.e., an online marketplace that facilitates the sale of securities.
- The company must take reasonable steps to verify that purchasers are accredited investors.
- The company must file with the SEC a Form D within 15 days of the first sale of securities in the offering.
- An offering that starts as a Rule 506(b) can switch to a Rule 506(c) if there are no non-accredited investors. However, once advertised as a Rule 506(c) offering, you cannot go back and accept non-accredited investors.
- Documents such as a PPM or Financial Statements are not required, as investors dictate the type of information that they need in order to make an informed investment decision. However, it's a good idea to have a Business Valuation:
 - to show information about pricing,
 - to expedite the process,
 - to help initial purchasers document the extent of their due diligence investigation of the company, and
 - to help the company establish possible defenses to potential anti-fraud liability under the federal securities laws.
- Allows for foreign companies.
- Purchasers receive "Restricted Securities".
- A company with more than 500 non-accredited investors or more than 2,000 total investors must become a "Reporting Company" under "The Securities Exchange Act of 1934 (SEA)".
- The offering will be subject to "bad actor" disqualification provisions.
- A company must comply with "Blue Sky Rules" that give states authority to require notice filings and collect state fees: usually wherever an offer is made.

This presentation is for general information only. It is not a full analysis of the matters presented and should not be considered or relied upon as legal advice.

