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Recipient No. \_\_\_\_\_

NOT TO BE REPRODUCED OR DISTRIBUTED  
CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

**TITAN GLOBAL ENTERTAINMENT, INC.**



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10,000,000 SHARES OF COMMON STOCK \$0.50 EACH  
25,000 Shares – Minimum Investment \$12,500

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Titan Global Entertainment, Inc. ("Company") is hereby offering for sale up to 10,000,000 Shares of Common Stock, .no par value ("Shares"). The price is \$0.50 per share with a minimum purchase of 25,000 shares for \$12,500. The offering is available to accredited investors only as that term is defined under the Securities Act of 1933, as amended. (the "Securities Act"), Rule 501.

These securities are offered pursuant to an exemption from registration with the United States Securities and Exchange Commission (the "Commission") contained in sections 3(b) and 4(2) of the Securities Act of 1933 and Rule 506 of Regulation D promulgated there under. No registration statement or application to register these securities has been or will be filed with the Commission or any state securities commission. These securities are subject to restrictions of transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and the applicable state securities laws, pursuant to the registration or exemption there from. Investors should be aware that they may be required to bear the financial risk of this investment.

**THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THE U.S. SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR SELLING LITERATURE. THESE SECURITIES ARE OFFERED UNDER AN EXEMPTION FROM REGISTRATION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION.**

THESE ARE SPECULATIVE SECURITIES.

	Offering Price	Commissions & Expenses	Proceeds to the Company
Price Per Unit	\$0.50	\$0.05	\$0.45
Total Offering	\$5,000,000	<u>\$500,000</u>	<u>\$4,500,000</u>

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(1) The Shares will be sold on a "best efforts" basis regarding the Offering. The Offering is being made by and through the officers of the Company and may be offered through other persons including brokerage firms who are members of the National Association of Security Dealers, Inc. ("NASD"), where such persons may lawfully offer such Shares. Such other persons effecting sales of Shares will be entitled to receive a placement fee of up to 10%.

(2) Before deducting organization and offering expenses. The expenses of this offering are estimated, as of the date of this Memorandum, to be approximately \$20,000 which will be paid from the Offering proceeds.

*The Offering, unless extended, will be terminated on January 31, 2006. The Company may extend the Offering until April 30, 2006 without notice to subscribers. The Company accept or reject this subscriptions obtained in the Offering in whole or in part for any reason. Except as required by certain state's securities laws, subscriptions which are accepted by the Company may not be withdrawn by any subscriber. See "Terms Of The Offering."*

THE SHARES ARE BEING OFFERED FOR SALE TO ACCREDITED INVESTORS ONLY, SUBJECT TO THE COMPANY'S RIGHT TO REJECT SUBSCRIPTIONS IN WHOLE OR IN PART. THE MINIMUM SUBSCRIPTION IS 25,000 SHARES (\$12,500) UNLESS OTHERWISE APPROVED BY THE COMPANY. SEE "SUITABILITY STANDARDS". THE SECURITIES OFFERED HEREBY WILL BE SOLD SUBJECT TO THE PROVISIONS OF A SUBSCRIPTION AGREEMENT (THE "SUBSCRIPTION AGREEMENT") CONTAINING CERTAIN REPRESENTATIONS, WARRANTIES, TERMS, AND CONDITIONS. ANY INVESTMENT IN THE SECURITIES OFFERED HEREBY SHOULD BE MADE ONLY AFTER A COMPLETE AND THOROUGH REVIEW OF THE PROVISIONS OF THE SUBSCRIPTION AGREEMENT.

ALL PURCHASERS MUST CONTINUE TO BEAR THE ECONOMIC RISK OF THE INVESTMENT IN THE SHARES FOR AN INDEFINITE PERIOD OF TIME. THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF REGISTRATION OR AN OPINION OF COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION WOULD BE UNLAWFUL. IN ADDITION, THIS MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE PERSON WHOSE NAME APPEARS IN THE SPACE MARKED "RECIPIENT" ON THE COVER PAGE. PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM, OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS AGENTS, OFFICERS OR REPRESENTATIVES, AS LEGAL OR TAX ADVICE; EACH OFFEREE SHOULD CONSULT HIS OWN ADVISORS AS TO LEGAL, TAX, AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE COMPANY.

THE COMPANY WILL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO THE CLOSING, THE OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM THE COMPANY OR PERSONS ACTING ON BEHALF OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING, THE BUSINESS AND OPERATIONS OF THE COMPANY, AND TO OBTAIN ANY ADDITIONAL INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION.

THIS MEMORANDUM AND ATTACHMENTS CONTAIN SUMMARIES, BELIEVED BY THE COMPANY TO BE ACCURATE, OF CERTAIN AGREEMENTS AND OTHER DOCUMENTS WHICH ARE IDENTIFIED UNDER "ADDITIONAL INFORMATION". ALL SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO SUCH AGREEMENTS OR DOCUMENTS REFERRED TO HEREIN, WHICH DOCUMENTS WILL BE AVAILABLE TO PROSPECTIVE INVESTORS. THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR CONTAIN ALL OF THE INFORMATION, WHICH A PROSPECTIVE INVESTOR MAY DESIRE. THE DELIVERY OF THIS MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE. INQUIRIES REGARDING THIS MEMORANDUM SHOULD BE DIRECTED TO THE COMPANY, TITAN GLOBAL ENTERTAINMENT, INC., 350 SOUTH COUNTY RD., SUITE #102, PALM BEACH, FLORIDA 33480. ADDITIONAL OFFICES ARE LOCATED AT: 11077 BISCAYNE BOULEVARD SUITE 200, MIAMI, FLORIDA 33161. THE TELEPHONE NUMBER IS (561) 969-6588. E-MAIL: IR@TITAN-ENTERTAINMENT.NET

EACH PERSON RECEIVING THIS MEMORANDUM ACKNOWLEDGES THAT (i) SUCH PERSON HAS BEEN AFFORDED AN OPPORTUNITY TO REQUEST FROM THE COMPANY AND TO REVIEW, AND HAS RECEIVED, ALL ADDITIONAL INFORMATION CONSIDERED BY IT TO BE NECESSARY TO VERIFY THE ACCURACY

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AND COMPLETENESS OF THE INFORMATION INCLUDED OR INCORPORATED BY REFERENCE HEREIN, AND (ii) EXCEPT AS PROVIDED PURSUANT TO (i) ABOVE, NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION CONCERNING THE SHARES OFFERED HEREBY OTHER THAN THOSE CONTAINED HEREIN AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

THERE IS NO PUBLIC MARKET FOR THE SECURITIES OFFERED HEREBY, AND THERE IS NO ASSURANCE THAT ONE WILL EVER DEVELOP. FURTHERMORE, THE TRANSFERABILITY OF THESE SECURITIES IS SEVERELY RESTRICTED BY APPLICABLE SECURITIES LAWS. (SEE "RISK FACTORS")

THE OFFEREE, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL ENCLOSED DOCUMENTS TO THE COMPANY, IF THE OFFEREE DOES NOT SUBSCRIBE FOR SHARES WITHIN THE TIME PERIOD STATED BELOW.

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## **NOTICES TO PROSPECTIVE INVESTORS**

THE INFORMATION CONTAINED IN THIS OFFERING MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS IN THE COMPANY SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT THE PRIOR WRITTEN PERMISSION OF THE COMPANY, SUCH PERSONS WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS OFFERING MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE SHARES.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS OFFERING MEMORANDUM, AGREES PROMPTLY TO RETURN TO THE COMPANY THIS OFFERING MEMORANDUM AND ANY OTHER DOCUMENTS OR INFORMATION FURNISHED IF THE PROSPECTIVE INVESTOR ELECTS NOT TO PURCHASE ANY OF THE SHARES OFFERED HEREBY.

THE INFORMATION PRESENTED HEREIN WAS PREPARED BY THE COMPANY AND IS BEING FURNISHED BY THE COMPANY SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING. NOTHING CONTAINED HEREIN IS, OR SHOULD BE RELIED ON AS, A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF THE COMPANY.

THIS OFFERING MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN INVESTIGATING THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE SHARES. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF SHARES.

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SHARES IN ANY JURISDICTION WHERE, OR TO ANY PERSON TO WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION. EXCEPT AS OTHERWISE INDICATED, THIS OFFERING MEMORANDUM SPEAKS AS OF THE DATE HEREOF.

### **FOR RESIDENTS OF ALL STATES:**

THE SHARES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS OFFERING MEMORANDUM IS SUBMITTED IN CONNECTION WITH THE OFFERING OF THE SHARES AND MAY NOT BE REPRODUCED OR USED FOR ANY OTHER PURPOSE. BY ACCEPTING DELIVERY OF THIS OFFERING MEMORANDUM, EACH RECIPIENT AGREES TO RETURN THIS OFFERING MEMORANDUM AND ALL OTHER DOCUMENTS, IF THE RECIPIENT DOES NOT AGREE TO PURCHASE ANY OF THE SHARES, TO THE COMPANY AT ITS ADDRESS LISTED ON THE COVER OF THE OFFERING MEMORANDUM.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS CONFIDENTIAL OFFERING MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS AS LEGAL, TAX OR INVESTMENT ADVICE. EACH INVESTOR SHOULD CONSULT HIS OWN COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR AS TO LEGAL, TAX AND RELATED MATTERS COVERING HIS INVESTMENT.

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THE SHARES ARE OFFERED SUBJECT TO THE ACCEPTANCE BY THE COMPANY OF OFFERS BY PROSPECTIVE INVESTORS, ALLOCATION OF SHARES BY THE COMPANY AND OTHER CONDITIONS SET FORTH HEREIN. THE COMPANY MAY REJECT ANY OFFER IN WHOLE OR IN PART AND NEED NOT ACCEPT OFFERS IN THE ORDER RECEIVED.

THIS CONFIDENTIAL OFFERING MEMORANDUM DOES NOT CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS AND DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

THE SUBSCRIPTION PRICE FOR THE SHARES IS PAYABLE IN FULL UPON SUBSCRIPTION. THE OFFERING PRICE WAS DETERMINED ARBITRARILY BY THE COMPANY AND BEARS NO RELATIONSHIP TO ASSETS, EARNINGS, BOOK VALUE OR ANY OTHER CRITERIA OF VALUE. NO REPRESENTATION IS MADE THAT THE SHARES HAVE A MARKET VALUE OF, OR COULD BE RESOLD AT, THAT PRICE (SEE "RISK FACTORS;" "DILUTION;" AND "USE OF PROCEEDS.")

THE SHARES WILL BE OFFERED BY THE COMPANY ON A BEST EFFORTS BASIS TO INVESTORS. A COMMISSION EQUIVALENT TO TEN PERCENT (13%) WILL BE PAID TO BROKERS WHO ARE MEMBERS OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD) AND WHO ASSIST THE COMPANY IN RAISING FUNDS FOR THIS OFFERING. NO COMMISSION WILL BE PAID TO ANY OFFICER OR EMPLOYEE OF THE COMPANY IN CONNECTION WITH THIS OFFERING. THE COMPANY WILL ABSORB ALL MARKETING EXPENSES ASSOCIATED WITH THIS OFFERING (SEE "USE OF PROCEEDS").

THE COMPANY HAS AGREED TO PROVIDE, PRIOR TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED HEREIN, TO EACH POTENTIAL PURCHASER OF SECURITIES (OR HIS REPRESENTATIVES OR BOTH) THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, THE COMPANY OR ANY PERSON ACTING ON ITS BEHALF CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THEY POSSESS SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN.

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO ANY PERSON WHO IS NOT PROVIDED A COPY OF THIS OFFERING BY THE COMPANY. REPRODUCTION OF THIS OFFERING MEMORANDUM IS STRICTLY PROHIBITED.

ANY UNSOLD SHARES MAY BE PURCHASED BY THE COMPANY OR ITS AFFILIATES ON THE SAME TERMS AS SHARES PURCHASED BY OTHER INVESTORS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSIONER OF ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SECURITIES ARE OFFERED BY THE COMPANY SUBJECT TO PRIOR SALE, ACCEPTANCE OR AN OFFER TO PURCHASE, WITHDRAWAL, CANCELLATION OR MODIFICATION OF THE OFFER, WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT TO REJECT ANY ORDER, IN WHOLE OR IN PART, FOR THE PURCHASE OF ANY OF THE SECURITIES OFFERED HEREBY.

#### **NOTICE TO ALABAMA RESIDENTS**

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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#### **NOTICE TO ALASKA RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ALASKA SECURITIES ACT AND MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

#### **NOTICE TO ARIZONA RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT AND ARE BEING SOLD IN RELIANCE UPON THE EXEMPTION CONTAINED IN SECTION 44-1844(1) OF SUCH ACT. THESE SECURITIES MAY NOT BE SOLD WITHOUT REGISTRATION UNDER SUCH ACT OR EXEMPTION THEREFROM.

#### **NOTICE TO ARKANSAS RESIDENTS**

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 14(b)(14) OF THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE; APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

#### **NOTICE TO CALIFORNIA RESIDENTS**

IF THE COMPANY ELECTS TO SELL SHARES IN THE STATE OF CALIFORNIA, IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THE SHARES, OR OTHER INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFORE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.

#### **NOTICE TO CONNECTICUT RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE CONNECTICUT SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION OR EXEMPTION THEREFROM.

#### **NOTICE TO DELAWARE RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE DELAWARE SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION OR EXEMPTION THEREFROM.

#### **NOTICE TO FLORIDA RESIDENTS**

THE SHARES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF THE FLORIDA SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL FLORIDA RESIDENTS SHALL HAVE THE PRIVILEGE OF VOIDING THE PURCHASE WITHIN THREE (3) DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN THREE (3) DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.

#### **NOTICE TO GEORGIA RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE GEORGIA SECURITIES ACT OF 1973, AS AMENDED, IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 9(m) OF SUCH ACT AND THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION

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WHICH IS EXEMPT UNDER SUCH ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER SUCH ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH SAID ACT.

**NOTICE TO IDAHO RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION OR EXEMPTION THEREFROM.

**NOTICE TO INDIANA RESIDENTS**

EACH INVESTOR PURCHASING SHARES MUST WARRANT THAT HE HAS EITHER (i) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES) EQUAL TO AT LEAST THREE (3) TIMES THE AMOUNT OF HIS INVESTMENT BUT IN NO EVENT LESS THAN SEVENTY FIVE THOUSAND (\$75,000) DOLLARS OR (ii) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES) OF TWO (2) TIMES HIS INVESTMENT BUT IN NO EVENT LESS THAN THIRTY THOUSAND (\$30,000) DOLLARS AND A GROSS INCOME OF THIRTY THOUSAND (\$30,000) DOLLARS.

**NOTICE TO IOWA RESIDENTS**

IOWA RESIDENTS MUST HAVE EITHER; (i) A NET WORTH OF AT LEAST FORTY THOUSAND (\$40,000) DOLLARS (EXCLUDING HOME, HOME FURNISHINGS AND AUTOMOBILES) AND A MINIMUM ANNUAL GROSS INCOME OF FORTY THOUSAND (\$40,000) DOLLARS, OR (ii) A NET WORTH OF AT LEAST ONE HUNDRED TWENTY FIVE THOUSAND (\$125,000) DOLLARS AS COMPUTED ABOVE.

**NOTICE TO KANSAS RESIDENTS**

AN INVESTMENT BY A NON-ACCREDITED INVESTOR SHALL NOT EXCEED TWENTY PERCENT (20%) OF THE INVESTOR'S NET WORTH EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN AND PERSONAL AUTOMOBILES. NO INVESTOR WHO NOT AN ACCREDITED INVESTOR SHALL INVEST IN THIS OFFERING.

**NOTICE TO KENTUCKY RESIDENTS**

THESE SECURITIES REPRESENTED BY THIS CERTIFICATE (OR OTHER DOCUMENT), HAVE BEEN ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM THE REGISTRATION OR QUALIFICATION PROVISIONS OF FEDERAL AND STATE SECURITIES LAWS AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT COMPLIANCE WITH THE REGISTRATION OR QUALIFICATION PROVISIONS OF APPLICABLE FEDERAL AND STATE SECURITIES LAWS OR APPLICABLE EXEMPTIONS THEREIN.

**NOTICE TO MAINE RESIDENTS**

THESE SECURITIES ARE BEING SOLD PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE BANK SUPERINTENDENT OF THE STATE OF MAINE UNDER SECTION 10520(2)(R) OF TITLE 32 OF THE MAINE REVISED STATUTES. THESE SECURITIES MAY BE DEEMED RESTRICTED SECURITIES AND AS SUCH THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS PURSUANT TO REGISTRATION UNDER STATE OR FEDERAL SECURITIES LAWS OR UNLESS AN EXEMPTION UNDER SUCH LAWS EXISTS.

**NOTICE TO MARYLAND RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MARYLAND SECURITIES ACT IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 11-602(9) OF SUCH ACT. UNLESS THESE SECURITIES ARE REGISTERED, THEY MAY NOT BE REOFFERED FOR SALE OR RESOLD IN THE STATE OF MARYLAND, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SUCH ACT.

**NOTICE TO MASSACHUSETTS RESIDENTS**

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MASSACHUSETTS RESIDENTS MUST HAVE HAD EITHER (i) A MINIMUM NET WORTH OF AT LEAST FIFTY THOUSAND (\$50,000) DOLLARS [EXCLUDING HOME, HOME FURNISHINGS AND AUTOMOBILES] AND HAD DURING THE LAST YEAR, OR IT IS ESTIMATED THAT THE SUBSCRIBER WILL HAVE DURING THE CURRENT TAX YEAR, TAXABLE INCOME OF FIFTY THOUSAND (\$50,000) DOLLARS, OR (ii) A NET WORTH OF AT LEAST ONE HUNDRED FIFTY THOUSAND (\$150,000) DOLLARS [AS COMPUTED ABOVE].

#### **NOTICE TO MICHIGAN RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MICHIGAN SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

THE COMPANY SHALL PROVIDE ALL MICHIGAN INVESTORS WITH A DETAILED WRITTEN STATEMENT OF THE APPLICATION OF THE PROCEEDS OF THE OFFERING WITHIN SIX (6) MONTHS AFTER COMMENCEMENT OF THE OFFERING OR UPON COMPLETION, WHICHEVER OCCURS FIRST, AND WITH ANNUAL CURRENT BALANCE SHEETS AND INCOME STATEMENTS THEREAFTER.

#### **NOTICE TO MINNESOTA RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER CHAPTER 80 OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF FOR VALUE EXCEPT PURSUANT TO REGISTRATION OR OPERATION OF LAW.

#### **NOTICE TO MISSISSIPPI RESIDENTS**

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE MISSISSIPPI SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE MISSISSIPPI SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, NOR HAS APPROVED OR DISAPPROVED THE OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES.

THERE IS NO ESTABLISHED MARKET FOR THESE SECURITIES AND THERE MAY NOT BE ANY MARKET FOR THESE SECURITIES IN THE FUTURE. THE SUBSCRIPTION PRICE OF THESE SECURITIES HAS BEEN ARBITRARILY DETERMINED BY THE ISSUER AND IS NOT AN INDICATION OF THE ACTUAL VALUE OF THESE SECURITIES.

THE PURCHASER OF THESE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR THE ENTIRE LOSS OF HIS INVESTMENT. ADDITIONALLY, ALL PURCHASERS WHO ARE NOT ACCREDITED INVESTORS MUST HAVE A NET WORTH OF AT LEAST THIRTY THOUSAND (\$30,000) DOLLARS AND INCOME OF THIRTY THOUSAND (\$30,000) DOLLARS OR A NET WORTH OF SEVENTY FIVE THOUSAND (\$75,000) DOLLARS. THESE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE (1) YEAR: EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MISSISSIPPI SECURITIES ACT OR IN A TRANSACTION IN COMPLIANCE WITH THE MISSISSIPPI SECURITIES ACT.

#### **NOTICE TO MISSOURI RESIDENTS**

THESE SECURITIES ARE SOLD TO, AND BEING ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPTED UNDER SECTION 10, SUBSECTION 409.402(b), OF THE MISSOURI UNIFORM SECURITIES ACT (RMSO 1969).

THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI. UNLESS THE SHARES ARE REGISTERED, THEY MAY NOT BE REOFFERED OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.

ANYTHING TO THE CONTRARY NOTWITHSTANDING, AN INVESTOR MUST HAVE A MINIMUM ANNUAL INCOME OF THIRTY THOUSAND (\$30,000) DOLLARS AND A NET WORTH OF AT LEAST THIRTY



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THOUSAND (\$30,000) DOLLARS, EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES OR A NET WORTH OF SEVENTY FIVE THOUSAND (\$75,000) DOLLARS EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES.

**NOTICE TO MONTANA RESIDENTS**

EACH MONTANA RESIDENT WHO SUBSCRIBES FOR THE SECURITIES BEING OFFERED HEREBY AGREES NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER DATE OF PURCHASE.

**NOTICE TO NEBRASKA RESIDENTS**

THESE SHARES HAVE NOT BEEN REGISTERED UNDER THE NEBRASKA SECURITIES ACT AND MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

**NOTICE TO NEW HAMPSHIRE RESIDENTS**

EACH NEW HAMPSHIRE INVESTOR PURCHASING SHARES MUST WARRANT THAT HE HAS EITHER (i) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND (\$250,000) DOLLARS OR (ii) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES) OF ONE HUNDRED TWENTY FIVE THOUSAND (\$125,000) DOLLARS AND FIFTY THOUSAND (\$50,000) DOLLARS ANNUAL INCOME.

**NOTICE TO NEW JERSEY RESIDENTS**

THE ATTORNEY GENERAL OF THE STATE HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. THE FILING OF THE WITHIN OFFERING DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR THE SALE THEREOF BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

**NOTICE TO NORTH DAKOTA RESIDENTS**

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

**NOTICE TO NEW YORK RESIDENTS**

THIS OFFERING MEMORANDUM HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS OFFERING MEMORANDUM DOES NOT CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS AND DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

**NOTICE TO NORTH CAROLINA RESIDENTS**

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE NORTH CAROLINA SECURITIES ACT. THE NORTH CAROLINA SECURITIES ADMINISTRATOR NEITHER RECOMMENDS NOR ENDORSES THE PURCHASE OF ANY SECURITY, NOR HAS THE ADMINISTRATOR PASSED ON THE ACCURACY OR ADEQUACY OF THE INFORMATION PROVIDED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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## **NOTICE TO OKLAHOMA RESIDENTS**

THE SECURITIES RENDERED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE OKLAHOMA SECURITIES ACT. THE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND MAY NOT BE SOLD OR TRANSFERRED FOR VALUE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF THEM UNDER THE SECURITIES ACT OF 1933 AND/OR THE OKLAHOMA SECURITIES ACT OF AN OPINION OF COUNSEL TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED UNDER SUCH ACT OR ACTS.

## **NOTICE TO OREGON RESIDENTS**

THE SECURITIES OFFERED HAVE BEEN REGISTERED WITH THE DIRECTOR OF THE STATE OF OREGON UNDER THE PROVISIONS OF OAR 441-65-240. THE INVESTOR IS ADVISED THAT THE DIRECTOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THIS DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE DIRECTOR.

THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

## **NOTICE TO PENNSYLVANIA RESIDENTS**

ANY PERSON WHO ACCEPTS AN OFFER TO PURCHASE THE SECURITIES IN THE COMMONWEALTH OF PENNSYLVANIA IS ADVISED, THAT PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT, HE SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE, AND RECEIVE A FULL REFUND OF ANY CONSIDERATION PAID, WITHOUT INCURRING ANY LIABILITY, WITHIN TWO (2) BUSINESS DAYS FROM THE TIME THAT HE RECEIVES NOTICE OF THIS WITHDRAWAL RIGHT AND RECEIVES THE PLACEMENT OFFERING MEMORANDUM. ANY PERSON WHO WISHES TO EXERCISE SUCH RIGHT OF WITHDRAWAL IS ADVISED TO GIVE NOTICE BY LETTER OR TELEGRAM SENT AND POSTMARKED BEFORE THE END OF THE SECOND BUSINESS DAY AFTER EXECUTION. IF THE REQUEST FOR WITHDRAWAL IS TRANSMITTED ORALLY, WRITTEN CONFIRMATION MUST BE GIVEN. ANY PERSON WHO PURCHASES INTERESTS WHO IS A PENNSYLVANIA RESIDENT WILL NOT SELL SUCH INTERESTS FOR A PERIOD OF TWELVE (12) MONTHS BEGINNING WITH THE CLOSING DATE.

## **NOTICE TO SOUTH CAROLINA RESIDENTS**

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

## **NOTICE TO SOUTH DAKOTA RESIDENTS**

THE SHARES HAVE NOT BEEN REGISTERED UNDER CHAPTER 47-31 OF THE SOUTH DAKOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF FOR VALUE EXCEPT PURSUANT TO REGISTRATION, EXEMPTION THEREFROM OR OPERATION OF LAW.

## **NOTICE TO TENNESSEE RESIDENTS**

ANYTHING TO THE CONTRARY NOTWITHSTANDING, AN INVESTMENT BY ANY INVESTOR SHALL NOT EXCEED TEN PERCENT (10%) OF THE INVESTOR'S NET WORTH.

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**NOTICE TO TEXAS RESIDENTS**

THIS OFFERING MEMORANDUM IS FOR THE INVESTOR'S CONFIDENTIAL USE AND MAY NOT BE REPRODUCED. ANY ACTION CONTRARY TO THESE RESTRICTIONS MAY PLACE SUCH INVESTOR AND THE ISSUER IN VIOLATION OF THE TEXAS SECURITIES ACT.

ANYTHING TO THE CONTRARY NOTWITHSTANDING, AN INVESTMENT BY ANY INVESTOR SHALL NOT EXCEED TEN (10%) PERCENT OF THE INVESTOR'S NET WORTH.

**NOTICE TO UTAH RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UTAH SECURITIES ACT AND MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

**NOTICE TO WASHINGTON RESIDENTS**

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE WASHINGTON SECURITIES ACT; AND THE ADMINISTRATOR OF SECURITIES OF THE STATE OF WASHINGTON HAS NOT REVIEWED THE OFFERING OR OFFERING MEMORANDUM. THESE SECURITIES MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THE ACT OR EXEMPTION THEREFROM.

SUBSCRIBERS OF SECURITIES ARE ALSO ADVISED TO SEE THE FORM OF SUBSCRIPTION AGREEMENT INCLUDED AS ATTACHMENT 1 HERETO FOR ADDITIONAL LEGENDS OR RESTRICTIONS THAT MAY HAVE BEEN IMPOSED BY OTHER APPLICABLE STATES.

IT IS THE RESPONSIBILITY OF ANY INVESTOR PURCHASING SHARES TO SATISFY ITSELF AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE REQUIREMENTS.

**(Left intentionally blank)**



**PIONEERING  
MUSIC + BEYOND**

*Stephen Mills*  
**MAN ALIVE!**



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\*(SEE ADDITIONAL ATTACHMENTS)\*

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## SUMMARY OF THE OFFERING AND THE COMPANY

THIS SUMMARY IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE DETAILED INFORMATION APPEARING ELSEWHERE IN THIS MEMORANDUM AND THE DOCUMENTS REFERRED TO HEREIN. EACH PROSPECTIVE INVESTOR SHOULD CAREFULLY REVIEW THE ENTIRE MEMORANDUM AND DOCUMENTS REFERRED TO HEREIN AND THEREIN.

### THE COMPANY

Titan Global Entertainment, Inc. is a Florida Corporation formed May 2, 2004 from its predecessor company Titan Entertainment, Inc. (the "Company") for the purpose of offering its services within the Music & Entertainment Industry. The Company consists of Titan Records/Pyramid Records (the recording and distribution division), Titan Tunes (the technology arm that includes the Titan Omni) and Merchandising and Promotion division. The Company also has formed a private foundation that will provide grants, scholarships and recording contracts to further the education for the art of music & entertainment. The Company operates e-Commerce portals at [www.titan-entertainment.com](http://www.titan-entertainment.com), [www.titantunes.com](http://www.titantunes.com) and [www.titanomni.com](http://www.titanomni.com).

### THE SECURITIES

10,000,000 shares common stock, \$0.50 par value, (the "Shares").

### RISK FACTORS

Purchase of these securities involves a high degree of risk. Management has no significant experience in the e-commerce exchange business and no operating history. Technical problems may also cause the product to not function or take longer to develop than anticipated. This Memorandum should be read in its entirety, including risk factors (see "Risk Factors").

### TERMS OF THE OFFERING

The offering consists of 10,000,000 Shares of common stock (the "Offering"). The price of each Share is \$0.50 and an Investor must purchase at least 25,000 Shares for a total of \$12,500. The Company has reserved the right to sell fewer Shares to prospective investors if it determines such sale to be appropriate. The Company anticipates selling the entire subscription and as a partially operational enterprise is not required to sell a minimum number of Shares before any Shares are sold. The Company intends to use investors' funds for working capital and any of the other designated purposes immediately, as and when received as stipulated in the "Use of Proceeds" tabulation herein. Shares purchased will be provided piggy-back registration rights on any future stock registration made by the Company.

### PLAN OF DISTRIBUTION

The Shares will be sold on a "best efforts" basis through the officers of the Company, authorized and legally qualified placement agents, and may be offered through other persons including brokerage firms who are members of the National Association of Security Dealers, Inc. ("NASD"), where such persons may lawfully offer such Shares. (See "Plan of Distribution").

### OFFERING PROCEEDS

Proceeds will be used to fund the company's operations, sales and development.

### WHO MAY INVEST

Investment in these Shares is for "Accredited Investors" only as that term is defined in Rule 501 of the Securities Act. (See "Suitability Standards").

### HOW TO SUBSCRIBE

Each person or entity desiring to purchase Shares must complete, sign, and return the Purchaser Questionnaire and Subscription Agreement attached to this Memorandum to the Company.

### SUMMARY FINANCIAL DATA

This is a development stage Company and as such has no historical data and has no current income, assets or liabilities.

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## RISK FACTORS

THE SECURITIES BEING OFFERED INVOLVE A HIGH DEGREE OF RISK AND, THEREFORE, SHOULD BE CONSIDERED EXTREMELY SPECULATIVE. THEY SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD THE POSSIBILITY OF THE LOSS OF THE ENTIRE INVESTMENT. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PRIVATE PLACEMENT MEMORANDUM AND CAREFULLY CONSIDER, AMONG OTHER FACTORS THE FOLLOWING RISK FACTORS:

Management of the Company intends for the Company to become a profitable entity with its focus on providing a comprehensive and unique suite of financial, insurance, payroll benefits and services, cash delivery and management systems via its proprietary and patent-pending technology platform. (The risks and uncertainties described below are not the only ones faced. Additional risks and uncertainties not known to the Company or ones known now, but believed to be less significant could also impair the business. If any of the following risks actually occur, the business, financial condition or operating results could be negatively affected). Among other things, consider the following:

1) **LIMITED OPERATING HISTORY, INITIAL OPERATING LOSSES.** The Company is presently a development stage Company with no operating history and only nominal capital. Additionally, though the Management Team has varied and extensive business backgrounds and technical expertise, they have no substantive prior working experience in operating an e-Commerce exchange site. Because of the limited operating history, it is very difficult to evaluate the business and the future prospects. The company has never operated at a profit. The Company will encounter risks and difficulties and, in order to overcome these risks and difficulties, among other things the company must:

- Execute the business and marketing strategy successfully;
- Increase the number of “Buyers and Sellers” of the service platform offering;
- Attract a sufficient number of users to the download of its content and use of its services;
- Partner with affiliate marketing companies to generate revenue;
- Increase sales of the current contracted client base;
- Upgrade the technology and information processing systems; and
- Attract, hire, motivate and retain qualified personnel.

If these objectives are not achieved, the Company may not realize sufficient revenues or net income to succeed.

2) **THE COMPANY MAY USE MORE CASH THAN GENERATED.** Many Internet-intensive Companies experience needs for substantial amounts of working capital to fund the growth of their business. The Company may experience negative operating cash flows for the foreseeable future. The Company may need to raise additional capital in the future to meet the operating and investing cash requirements. The Company may not be able to find additional financing, if required, on favorable terms or at all. If additional funds are raised through the issuance of equity, equity-related or debt securities, these securities may have rights, preferences or privileges senior to those of the rights of the shares, and the stockholders may experience additional dilution to their equity ownership.

3) **ABSENCE OF PUBLIC MARKET.** The Company does not anticipate that a trading market will develop for the Shares. The company has no plans to register or bid its securities on any exchange. Purchasers of the Shares offered hereby may have difficulty selling should they desire to do so. The Shares offered herein will be deemed “restricted securities” as defined in the Securities Act, and may not be sold, transferred or otherwise disposed of except under certain limited circumstances and conditions. Furthermore, it is unlikely that a lending institution will accept the Shares as pledged collateral for loans even if a regular trading market does develop.

4) **NO FIRM COMMITMENTS TO PURCHASE SHARES.** The Shares will be sold on a “best efforts” basis through the officers of the Company and may be offered through other persons including brokerage firms who are members of the National Association of Security Dealers, Inc. (“NASD”), where such persons may lawfully offer such Shares. No commitment exists by anyone to purchase all, or any portion of the Shares being offered. The Company can give no assurance that any of the Shares will be sold.

5) **CONTROL OF THE CORPORATION; CONFLICTS OF INTEREST.** Subject to the limitations of Florida corporate law, current management will have voting and board of director control of the Company through their aggregate

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Common Stock ownership. Management owns 20,250,000 shares of common stock and will have a majority of the shares outstanding even if all shares are sold under this Offering. Therefore, management will have the right, assuming the ownership of the Company does not change, to perpetuate their status as officers and directors and therefore conduct the business and affairs of the Company. The terms of any agreements between the Company and its officers were not the result of any arm's length bargaining or negotiation, and such transactions involve inherent conflicts of interest. There is no assurance that such transactions are or will be favorable to the Company due to the lack of arm's length bargaining. The board of directors does, however, believe that such agreements and arrangements are fair to the Company and its shareholders

6) **LACK OF DIVERSIFICATION.** The Company will have a majority of its resources initially invested in the music and entertainment business segments. This may prove to provide an insufficient mix to survive a major change in the economy.

7) **REGISTRATION OF COMMON SHARES.** The shares of Common Stock will be restricted stock and may not be transferred without registration or a valid exemption from registration under the Securities Act. Although the Company in its sole discretion may in the future apply to register the Shares under the Securities Act and applicable securities statutes of the states, there can be no assurance that the Company will be able to register such shares or to have a registration statement in effect at the time a holder wishes to sell such shares or to have a registration statement in effect at the time a holder wishes to sell shares of Common Stock. See "The Offering."

8) **NO ASSURANCE OF PROFITABILITY.** The Company has not yet generated revenues from operations. There can be no assurance that the Company will be profitable.

9) **NO ASSURANCE OF PAYMENT OF DIVIDENDS.** No assurances can be made that the future operations of the Company will result in additional revenues or will be profitable. Should the operations of the Company be profitable, it is likely that the Company would retain much or all of its earnings in order to finance future growth and expansion. Therefore, the Company does not presently intend to pay dividends, and it is not likely that any dividends will be paid in the foreseeable future. See "Dividend Policy."

10) **POSSIBLE NEED FOR ADDITIONAL FINANCING.** The Company intends to fund its operations and other capital needs for the next twelve to fifteen months substantially from the proceeds of this Offering, but there can be no assurance that such funds will be sufficient for these purposes. The Company expects to require additional amounts of capital for its future expansion, operating costs and working capital. There can be no assurance that such financing will be available, or that such financing will be available on acceptable terms. See "Use of Proceeds."

11) **DEPENDENCE ON MANAGEMENT.** The Company will rapidly and significantly expand its operations and anticipates that significant expansion of its operations, including administrative facilities in several States, will continue to be required in order to address potential market opportunities. The rapid growth will place, and is expected to continue to place, a significant strain on the Company's management, operational, and financial resources. The Company's success is principally dependent on its current management personnel for the operation of its business.

12) **BROAD DISCRETION IN APPLICATION OF PROCEEDS.** The management of the Company has broad discretion to adjust the application and allocation of the net proceeds of this Offering, in order to address changed circumstances and opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of the management of the Company with respect to the application and allocation of the net proceeds hereof.

The net proceeds from the Offering will be applied to implementation and roll-out of TGE's current programs, products and services, marketing & promotion, branding, and distribution. Pending use of such proceeds, the net proceeds of this Offering will be invested by the Company in temporary, short term interest bearing obligations. See "Use of Proceeds."

13) **ARBITRARY OFFERING PRICE.** The price to the public of the Shares offered hereby has been arbitrarily determined by the Company and bears no relationship to the Company's earnings, book value or any other recognized criteria of value.

14) **IMMEDIATE AND SUBSTANTIAL DILUTION.** An investor in this Offering will experience immediate and substantial dilution. (See Dilution).



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15) **LACK OF ACTIVE MARKET FOR SECURITIES OF THE COMPANY.** There is currently no active trading market for the common stock and no assurance can be given that an active market will develop subsequent to this Offering.

16) **LACK OF AUDITED FINANCIAL STATEMENTS.** The Company had no prior operations or financial statements. In the future, the books and records of the Company will be audited by a firm of independent certified public accountants selected by Management.

17) **SHARES ELIGIBLE FOR FUTURE SALE.** Sales of substantial amounts of the Company's common stock in the public market after this Offering could adversely affect the market price of the common stock. Such sales also might make it more difficult for the Company to sell equity or equity-related securities in the future at a time and price that the Company deems appropriate.

18) **NO ESCROW OF INVESTORS' FUNDS.** This Offering is being made on a "best efforts, no minimum basis." As such, all funds from this Offering will be immediately available to the Company.

19) **OUTSTANDING AND PLANNED OPTIONS DILUTION.** The Company has issued and may in the future issue options to management and employees the exercise of which will have the effect of diluting current shareholders. See "Principal Shareholders."

20) **PARTNERSHIPS AND ALLIANCES.** The Company's planned entry to market is based on partnering with large well-established companies in the market place for sale and distribution of its products and services. There is no guarantee that the Company will be successful in engaging commitments from those companies it has identified as viable partners, nor that those companies it is presently under agreement as partners will continue the partner and affiliate with the Company in the future.

21) **CLIENTS MAY NOT PURCHASE PRODUCTS AND SERVICES IF CONVENIENCE OR SAVINGS ARE NOT REALIZED.** If online (e-enabled) products and services do not increase the efficiency of any particular market, the future likelihood of significant savings to the clients in that market may decrease. Factors beyond its control may limit the Company's ability to offer convenience or savings. If the magnitude of savings in particular; product and service categories decreases, difficulty may arise for future selling of products and services in those categories, and/or attracting willing venders in these categories, either of which will reduce revenues and net income.

22) **THE COMPANY MUST HIRE EXPERIENCED PERSONNEL, ACQUIRE EQUIPMENT AND EXPAND FACILITIES IN ANTICIPATION OF INCREASED SITE TRAFFIC IN FUTURE MONTHS.** The Company may not be able to hire or retain qualified staff. If qualified and skilled staff are not attracted and retained, growth of the business may be limited. The ability to provide services to buyers and sellers and grow the business depends, in part, on the ability to attract and retain staff with college and graduate degrees, as well as professional experiences that are relevant for marketing, technology development and other functions the Company performs. There will be competition for personnel with these skill sets. Some technical job categories may experience severe shortages in the United States. Restrictive immigration quotas could prevent the Company from recruiting skilled staff from outside the United States. The Company may not be able to recruit or retain the caliber of staff required to carry out essential functions at the pace necessary to sustain or grow the business.

23) **THE CAPACITY CONSTRAINTS OF THE COMPANY'S PERSONNEL AND TECHNOLOGY RESOURCES MAY LIMIT THE GROWTH.** If the Company is unable to undertake new business due to a shortage of staff or technology resources, the growth will be impeded. At times, our clients may ask the Company to pursue large projects that put a strain on resources, both in terms of people and technology. Market development of new products may require the Company build up a significant database of new information. This requires a substantial amount of time from the research staff. If the staff does not have the time to find and assimilate this new information, the Company may not be able to extend services to new product categories. There may be times when opportunities for revenue growth will be limited by the capacity of our internal resources rather than by the absence of market demand.

24) **FAILURE TO MANAGE THE GROWTH COULD REDUCE REVENUES OR NET INCOME.** Rapid expansion strains infrastructure, management, internal controls and financial systems. The Company may not be able to effectively manage the growth or expansion. To support growth, the Company plans to hire new employees. This growth

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may also strain the Company's ability to integrate and properly train these new employees. Inadequate integration and training of employees may result in underutilization of the workforce and may reduce revenues or net income.

**25) THE COMPANY MAY ACQUIRE OTHER BUSINESSES OR TECHNOLOGIES; IF THIS HAPPENS, THE COMPANY MAY BE UNABLE TO INTEGRATE THEM INTO THE EXISTING BUSINESS, AND/OR MAY IMPAIR OUR FINANCIAL PERFORMANCE.** If appropriate opportunities present themselves, the Company may acquire businesses, technologies, services or products that are believed to be strategically viable. There are currently no understandings, commitments or agreements with respect to any acquisition. Even if the acquisition of a business, technology, service or product is successful, the Company has no prior experience in integrating an acquisition into the business. The process of integration may produce unforeseen operating difficulties and expenditures and may absorb significant attention of management that would otherwise be available for the ongoing development of the business. Future acquisitions may be purchased through issuance of shares of stock that dilute stockholders, incur debt, assume contingent liabilities or create additional expenses related to amortizing goodwill and other intangible assets, any of which might harm financial results. Any financing that might be needed for future acquisitions may only be available on terms that restrict the business or that impose costs that reduce net income.

**26) FAILURES OF HARDWARE SYSTEMS OR SOFTWARE COULD UNDERMINE CONFIDENCE IN RELIABILITY.** Even a minor disruption in the online service could seriously undermine confidence in our business. Shoppers are likely to hold the Company to a high standard of reliability and performance. From time to time, the Company may experience service interruptions during times when users are accessing the site. The Company's computer network is a combination of computers the Company will own, lease or rent and computers provided by outside vendors. The Company cannot control all aspects of the system. There may be an interruption in the transmission lines connecting the site to the Internet. During these disruptions, users may lose their online connection. Any interruption in service may undermine existing and potential clients' confidence in the reliability of the business and service. Offering online services requires the successful technical operation of an entire chain of software, hardware and telecommunications equipment. This chain includes proprietary software, personal computers, network connections of users, network servers, operating systems, databases and networking equipment such as routers. A failure of any element in this chain can partially or completely disrupt the business and the service. Hardware and software are potentially vulnerable to interruption from power failures, telecommunications outages, network service outages and disruptions, natural disasters, vandalism and other misconduct. Business interruption insurance would not cover losses that may result from these disruptions.

**27) DATABASE ERRORS, SLOW PROCESSING TIMES, OR THE LACK OF ACCEPTANCE MAY REDUCE THE NUMBER OF USERS WHICH IN TURN REDUCES REVENUE AND NET INCOME.** The Company's database technology is complex, and may contain undetected errors or defects, omit items, or lack usability during a session. Any of these factors will reduce attractiveness for users. This may create reduced market acceptance for the services and would harm the business by reducing revenues and net income.

**28) COMPETITION.** The market for the Company's unique business currently has competition. This competition may reduce revenues and net income.

**29) SECURITY BREACHES AND/OR VIRUSES.** The Company's activities involve the storage and transmission of proprietary and private information. The Internet is a public network and data requests are sent over this network. In the past, computer viruses have been distributed and have rapidly spread over the Internet. Computer viruses could be introduced into the Company's systems in many ways including when the Company conducts a session request. The Company may be required to expend in significant capital to protect against the threat of, or to alleviate problems caused by, security breaches caused by computer viruses. The security measures may be inadequate to prevent security breaches or combat the introduction of computer viruses, which may result in loss of data, increased operating costs, litigation and possible liability.

**30) FUTURE GOVERNMENT REGULATION OF THE INTERNET MAY ADD TO OPERATING COSTS.** The Company operates in an environment of tremendous uncertainty as to potential government regulation. We believe that we are not subject to direct regulation, other than regulations applicable to businesses generally. The Internet has rapidly emerged as a commerce medium, and government agencies have not yet been able to adapt all existing regulations to the Internet. Laws and regulations may be introduced and court decisions may affect the Internet or other online services, covering issues such as online purchasing, online banking, user privacy, freedom of expression, access charges, content and

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quality of products and services, advertising, intellectual property rights, information security and taxation. Because the Company plans to offer services globally, foreign jurisdictions may claim that the Company is required to comply with their laws. Any future regulation may have a negative impact on the business by restricting the method of operation or imposing additional costs.

31) **AS AN INTERNET BASED COMPANY, IT IS UNCLEAR IN WHICH JURISDICTIONS THE COMPANY IS ACTUALLY CONDUCTING BUSINESS.** The Company's failure to qualify to do business in a jurisdiction that requires qualifications could subject the Company to fines or penalties and could result in the inability to enforce contracts in that jurisdiction. One or more jurisdictions may attempt to impose laws and/or regulations on the Company's operations in the future.

32) **LACK OF OPERATING HISTORY.** The Company was organized in the State of Florida on May 2, 2004 from its predecessor company Titan Entertainment, Inc. and has been continually developing its products since that time. The Company's success will depend in part on its ability to deal with the problems, expenses and delays frequently associated with establishing a new business venture. Since the Company has not proven the essential elements of profitable operations, investors in this offering will be furnishing venture capital to the Company and will bear the risk of complete loss of their investment in the event the Company's business plan is unsuccessful.

33) **DILUTION.** The offering price of the Shares will be substantially higher than the net tangible book value of the book value of the Company. Investors participating in this offering will incur immediate and substantial dilution of the net tangible book value of their investment from the initial public offering price. The capital paid in to the Company will be a major source of funds to the Company and will fund substantially all operations.

*Other Risk Factors Specific to TGE's Business Plan*

TGE's business plan and its business concept are based upon a premise that the Company will be able to successfully penetrate the music industry market in the United States.

34) **FINANCIAL RISKS.** Developing and establishing a market share for the company's multiple divisions it is offering may require a substantial investment of capital and other resources, primarily in marketing the products and services and convincing distributors of our advanced technologies and features.

35) **MARKET RISKS.** TGE will target a niche within the overall music & entertainment industries and there can be no assurance that the Company will be successful in its efforts to change distributors or consumers opinion of the product.

36) **COMPETITIVE RISKS.** The market for music downloading services is relatively untapped yet growing at a rapid pace. However our competition comes from iTunes and their brand loyal (ipod) music downloading device.

**NOTE:** In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management. In reviewing this Memorandum, potential Investors should keep in mind other potential risks that could be important, although not mentioned or anticipated.

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## **DESCRIPTION OF OFFERING**

### **COMMON SHARES**

A total of 10,000,000 common shares of the Company are being offered at \$0.50 per share (Shares). Each investor must subscribe for a minimum of 25,000 Shares for a minimum investment of \$12,500. The Company has reserved the right to sell fewer Shares to prospective investors if it determines such sale to be appropriate. Each certificate representing the Shares will contain the following legend to indicate it is restricted for the purposes of complying with applicable securities laws:

THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE SOLD OR OTHERWISE TRANSFERRED UNLESS A COMPLIANCE WITH THE REGISTRATION PROVISIONS OF SUCH ACT HAS BEEN MADE OR UNLESS AVAILABILITY OF AN EXEMPTION FROM SUCH REGISTRATION PROVISIONS HAS BEEN ESTABLISHED, OR UNLESS SOLD PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933.

### **OFFERING PRICE**

The offering price of the Shares has been determined by the Company based solely upon the anticipated capital needs of the Company. The offering price is not based upon any appraisal or estimate of the earnings potential of the Company and should not be considered an indication of the value of the Shares, either before or after this offering.

### **SUITABILITY OF INVESTORS**

The Shares will be offered pursuant to applicable exemptions from the registration requirements of federal and state securities law. Purchasers must be purchasing the Shares for their own accounts and not with a view to resale or distribution. Investors will be required to make representations to the Company consistent with such requirements, see "SUITABILITY STANDARDS."

### **METHOD OF SUBSCRIPTION**

The subscription documents, specimens of which are attached to this Memorandum, include a Purchaser Questionnaire (Accredited Investors) (Questionnaire) and a Subscription Agreement (the "Subscription Agreement"). The Purchaser Questionnaire, and Subscription Agreement constitute the "Subscription Documents". A person desiring to purchase Shares must complete and sign the applicable Subscription Documents and deliver these documents, to the Company at the address set forth on the Subscription Documents. Subscriptions will be accepted by the Company until the Offering is fully subscribed or is terminated by the Company. The full subscription price for all Shares being subscribed for must be included with the applicable Subscription Documents. The check, bank draft or money order for the subscription price should be made payable to "Titan Global Entertainment, Inc."

The Company reserves the right, in its absolute discretion, to reject in whole or in part, any subscription and may, in its sole discretion, elect to accept subscriptions for fewer Shares than are subscribed for by any person. In the event that the Company rejects all or a portion of any subscription, an appropriate refund of the subscription price, without interest, will be mailed to the subscriber. Subscribers may not revoke or withdraw their subscriptions after acceptance by the Company. The Company reserves the right, in its absolute discretion, to lower the minimum purchase of any prospective Investor.

A commission or fee of up to 10% may be paid in connection with the sale of Shares to those persons who effect sales of Shares for the Company and to whom payment of such commission or fee may be lawfully made. If all Shares were to be sold by persons entitled to receive commissions or fees, the commission paid would be \$500,000.

### **ISSUANCE OF CERTIFICATES**

Certificates for Shares duly subscribed, accepted and paid for will be issued as soon as practicable after receipt of each subscription. Titan Global Entertainment, Inc. duly appointed corporate secretary shall act as transfer agent for the Company and will issue all shares upon instructions from the company. All certificates will bear a legend restricting their

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transfer except in compliance with applicable federal and state securities laws. Shares purchased will be provided piggy-back registration rights for any future Stock registration made by the Company.

### **NO INITIAL MARKET FOR SHARES**

While the Company has reversed merged with a public company and is developing a market for its stock, the purchased Shares will contain a legend that identifies the Shares as restricted from public trading consistent with Rule 144. The Company does anticipate that a trading market will develop for these Shares and purchasers of these Shares will be provided piggy-back registration rights with any future Stock registration made by the Company. Investors may have difficulty selling these Shares should they desire to do so.

Until registration, the Shares will be deemed "restricted securities" under federal and state securities laws and may not be sold, transferred, or otherwise disposed of except under certain limited circumstances and conditions. Furthermore, it is unlikely that a lending institution will accept the Shares as pledged collateral for loans unless a regular trading market does develop.

Shares purchased in this Private Placement that are registered for public trading will not be subject to Rule 144 after registration. Prior to registration all Shares will be subject to Rule 144. For those Shares and if the Shares should become eligible for sale in the future, any sales will be governed by Rule 144 of the Securities and Exchange Commission. Under Rule 144, a Investor who has beneficially owned Shares for at least one year, including an "affiliate" as that term is defined under the Securities Act, is entitled to sell, within any three month period, a number of shares that does not exceed the greater of 1% of the then outstanding Shares of the Company, or the average weekly trading volume during the four calendar weeks preceding such a sale. The seller is also required to fill a Form 144 with the SEC and sell the shares in a broker transaction. To complete the sale adequate public information must also be available so a buyer can evaluate the purchase. A person who is not deemed an "affiliate" and who has beneficially owned Shares for at least two years is entitled to sell such shares under Rule 144 without regard to the foregoing volume limitations. The seller is also not required to file a Form 144, not when an intent to sell or sell the shares in a broker and transaction.

### **“BEST EFFORTS” OFFERING**

The Company anticipates selling the entire subscription and as a partially operational enterprise is not required to sell a minimum number of Shares before any Shares are sold. The Company intends to use investors' funds for working capital, and any of the other designated purposes immediately, as and when received to satisfy the Company's immediate working capital and other needs as stipulated in the “Use of Proceeds” tabulation herein

### **ESCROW OF OFFERING PROCEEDS**

No funds will be escrowed and may be available to the Company immediately upon receipt.

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## DILUTION & USE OF PROCEEDS

The net proceeds to be received by the Company from the sale of 10,000,000 Shares offered by the Company hereby are estimated to be approximately \$4.5 million after deducting estimated commissions and offering expenses in the amount of \$500,000 payable by the Company. The entire net proceeds will be allocated to marketing and promotion, sales and distribution of the products and services the TGE offers.

The foregoing is the Company's best estimate of the allocation of the net proceeds from this Offering based upon its currently contemplated operations, its business plan, current legislation and regulations and current economic and industry conditions. Such allocation is subject to management's reapportionment among the categories described above or to new categories in response to, among other things, changes in the Company's plans and its future revenues and expenditures, as well as changes in existing regulations, general industry conditions, and technology.

The Company's capital requirements may vary significantly, depending how successful the research, development and engineering, and how rapidly management seeks to expand the business and the expansion strategies selected. Furthermore, the Company expects, in the future, to require additional financing to continue to expand its business. There is no assurance that the Company will be successful in obtaining additional financing, if required, on favorable terms, or at all. If the Company were unable to obtain additional financing, its ability to meet its current plans for expansion could be materially or adversely affected.

### Estimated Use of Proceeds Assuming All Shares Sold

Total Proceeds	\$5,000,000	100.00%
Less:		
Legal and Organizational (1)	25,000	0.50%
Commissions (2)	465,000	9.30%
Offering Expenses (3)	10,000	0.20%
Total Expense of Offering	\$500,000	10.00%
Net Proceeds from Offering (4)	\$4,500,000	90.00%
Use of Net Proceeds from Offering		
Titan Media Player & Internet Technologies	400,000	8.00%
Titan Omni Productions	1,000,000	20.00%
Record Label	250,000	5.00%
Marketing & Promotions	2,000,000	40.00%
Debt Payoff	160,000	3.20%
Outside Service, Legal & Professional	100,000	2.00%
Working Capital	590,000	11.80%
Balances	4,500,000	90.00%
Total Use of Proceeds	<u>\$5,000,000</u>	<u>100.00%</u>

- (1) The Company will be paying for the legal work, formation costs, and other expenses related to the operations of the Company.
- (2) The Company may use placement agents to sell the Shares.
- (3) The offering expenses include phone, printing, mailing, binding, transportation and accommodation costs, etc. These costs are related to the selling of the offering.
- (4) The net amount of money the Company has to operate the business.
- (5) The Company anticipates selling the entire subscription and as a partially operational enterprise is not required to sell a minimum number of Shares before any Shares are sold. No escrow of funds will be undertaken. The Company intends to use investors' funds for working capital and any of the other designated purposes immediately, as and when received. Until a minimum number of Shares are sold, there is no assurance that a sufficient number of Shares can be sold, or sold within a time frame, to satisfy the Company's immediate working capital and other needs as stipulated in the "Use of Proceeds tabulation herein.

The net tangible book value (book value of tangible assets less total liabilities) of the Company was \$735,718 or \$0.0351 per common share. Taking into account, the immediate sale of the maximum number of Shares offered at \$0.50 per Share the net tangible book value of the Company would be \$5,235,718 or \$0.1692 per share. This represents an immediate increase in tangible book value of \$0.1341 per common share to existing shareholders and an immediate decrease of \$0.3308 per common share to new investors if the common shares were immediately converted at the date of sale.

The following table sets forth the capitalization of the Company as of October 10, 2005 on an actual basis and as adjusted to reflect the estimated net proceeds from the sale of \$5,000,000 in Common Stock offered by the Company hereby at an assumed offering price of \$0.50 per Share.

<b>Unaudited</b>				
		<u>Pre-Offering</u>	<u>Offering</u>	<u>Post-Offering</u>
Long-term liabilities:				
Notes payable		\$ 0	\$ 0	\$ 0
Common Stock, par value \$0.00 per share;		0	0	0
100,000,000 shares authorized, 20,951,000				
shares issued and outstanding,				
Additional paid in capital -- common		1,057,506	0	1,057,506
Additional paid in capital – 10,000,000 shares sold		0	4,500,000	4,500,000
Accumulative deficit		(321,788)	0	(321,788)
Total shareholders' equity		735,718	4,500,000	5,235,718
Total capitalization		\$ 735,718	\$4,500,000	\$5,235,718

- (1) Adjusted to give effect to the sale of a maximum 10,000,000 Shares for \$5,000,000 offered by the Company hereby (net of capital acquisition costs).

## **DIVIDEND POLICY**

The Company has not paid any cash dividends on its capital stock to date. Holders of the Company's Common Stock are entitled to dividends when, as and if declared by the Board of Directors out of funds legally available for payment of dividends. The Company does not anticipate the declaration or payment of any dividends in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of its business. Future dividend policy will be subject to the discretion of the Board of Directors and will be contingent upon future earnings, if any, the Company's financial condition, capital requirements, general business conditions, and other factors. Therefore, there can be no assurance that any dividends of any kind will ever be paid.

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## PLAN OF DISTRIBUTION

This Regulation D offering will be conducted by the directors and officers of the Company. The Company and any Placement Agent as may be selected by the Company are offering the Shares on a “best efforts” basis. The officers of the Company who sell shares will receive no compensation for such sales. The Company may pay commissions up to thirteen (13%) percent of the purchase price of any shares of Common Stock sold by the Placement Agent or any registered NASD broker/dealer designated by the Placement Agent to participate in the Offering.

### *Determination of Offering Price*

The offering price for the Shares sold in this Offering has been determined by the Company. Among the factors considered are prevailing market conditions, estimates of business potential of the Company, the present state of the Company’s development and other factors deemed relevant. The Offering price does not necessarily bear any direct relationship to asset value or net book value of the Company.

### **Description of Securities**

#### **AUTHORIZED CAPITAL**

The authorized capital of the Company consists of 100,000,000 Shares of Common Stock (\$0.00 par value); of which 20,951,000 Shares are issued and outstanding at 10 October 2005.

#### **COMMON STOCKHOLDERS & INVESTORS**

Common stockholders do not have the right to take part in the management or control of the business or affairs of the Company, to transact any business for the Company or to sign for or bind the Company. Common stockholders have the right to: vote on any matter properly brought before the shareholders.

#### Limited Liability of Investors

No Investor will be personally liable as an Investor for any of the debts, liabilities or of the Company.

#### Transfer of Shares

Until registration, the Shares offered herein and hereby will be deemed “restricted securities” under federal and state law securities laws and may not be sold, transferred, or otherwise disposed of except under certain limited circumstances and conditions. The Company has no plans to register the shares.

If the Shares should become eligible for sale in the future, any sales may be governed by Rule 144 of the Securities and Exchange Commission.

#### Existing Principle Shareholders

The following table sets forth as of October 10, 2005 and as adjusted to reflect the sale of shares offered hereby, certain information regarding the beneficial ownership of the Company’s Common Stock outstanding (assuming the exercise of options and warrants) by (i) each person who is known to the Company to own beneficially five (5%) percent or more of the Common Stock, (ii) each director of the Company, (iii) the Chief Executive Officer and each of the Named Executive Officers, and (iv) all executive officers and directors of the Company as a group.

Unless otherwise indicated, the named persons exercise sole voting and investment power over the shares that are shown as beneficially owned by them.



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Name of Beneficial Owner	Shares Owned Prior to Offering		(Assuming 10,000,000 are Sold) Shares Owned After Offering	
	Numbers of Shares <sup>(1)</sup>	Percentage of Total	Number of Shares	Percentage of Total
Jim Devericks	8,000,000	38.2%	8,000,000	25.8%
Mike Manocchio	4,000,000	19.1%	4,000,000	12.9%
Jim Pugh	7,000,000	33.4%	7,000,000	22.6%
All Executive Officers and Directors As a Group	20,250,000	96.7%	20,250,000	65.4%
(11 persons)				

**Note:**

<sup>1)</sup> Except as otherwise indicated, the persons named in the table have sole voting and investment power with respect to the shares of Common Stock shown as beneficially owned by them. Beneficial ownership as reported in the above table has been determined in accordance with Rule 13d-3 under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), based on information furnished by the persons listed, and represents the number of shares of Common Stock for which a person, directly or indirectly, through any contract, management, understanding, relationship or otherwise, has or shares voting power, including the power to vote or direct the voting of such shares, or investment power, including the power to dispose or direct the disposition of such shares, and includes shares which may be acquired upon the exercise of options. The percentages are based upon 20,951,000 shares as October 10, 2005 and 30,951,000 shares outstanding after giving effect to the conversion feature of the offering but without assuming exercise of any outstanding warrants or any warrants issued pursuant to this Offering. The Directors, executive officers, and stockholders own 96.7% of the shares of the Company

**(Left intentionally blank)**

## OVERVIEW

The Entertainment Industry has reached the most exciting crossroads since Thomas Edison invented the phonograph, but like many technological innovations in the past, the entertainment industry has been slow to adopt and, in some cases, completely ignored those technologies. When the fledgling cable industry proposed “pay TV”, now better known as HBO, Showtime, etc. the movie industry launched a campaign entitled “Fight Pay TV”, reasoning that people would stop going to movies if they could watch commercial-free television in their home! In fact, the opposite was true. When the audio cassette was first introduced, the record industry moved to tax the sale of blank cassettes claiming home recording would kill the record industry, when in fact business continued to soar. When the video tape recorder (VCR) was introduced, no major film companies would license their movies to home video distributors reasoning people would stop going to the movies if they could see them in their home, wrong again. The home video marketplace has almost doubled the industry’s income and the theatrical box office has never been stronger. When the internet took hold, the major record companies refused to license content and viewed the internet as a destructive source. With I-Tunes sporting millions of downloads a week and record sales up in 2004 for the first time in four years, this fear was also baseless. It is now time for a company to utilize all of the technologies available in conjunction with traditional music models to re-define the music industry.

Titan Global Entertainment has developed the technology and philosophy that the convergence of the music industry has arrived with the introduction of video to portable music devices. Titan will launch the most exciting music internet portal designed and built by Wide Group Digital Motion, the company responsible for building web based solutions for Bank of America and AOL. In addition, Wide Group was the group that provided the animated website design for Shrek and Mission Impossible II among others. This portal will allow users to experience and download music audio, music video, indeed video of all type and video games. The service will not only be available on home computers, but Titan will also simultaneously launch the Titan Omni I, a portable go anywhere device that holds 80 hours of video, 740 hours of audio or 200,000 still photos (40 GB using the latest compression technology). TGE has entered into an agreement with Video Without Boundaries (OTCBB: VDWB), a public company located in Boca Raton, Florida, that has manufactured the Omni I for Titan. The Omni II will add the components of wireless internet connectivity, text messaging and cellular telephone.

The entire Titan model is built upon financial solutions provided by its strategic partner I-Methods, who provides financial solutions for the International Banking Industry. iMethods is a multiple patent-holder that provides instantaneous payment at the conclusion of each transaction directly to the providing label, publisher and artist, if so requested. Having a full fledged record division staffed by well respected music industry veterans and distributed by Universal Music and Video Distribution, the largest distributor of music in the world, Titan will have the unique capability of selling and marketing music simultaneously on the internet and in record stores coast to coast. In January of 2005 Titan’s record division acquired the access to one of the world’s largest music video libraries containing more than 50,000 music videos (Promo Only of Orlando, FL). Titan’s in house music professionals and entertainment legal staff will continue to position Titan to easily gain access and licenses for both audio and music video content. With every signing to the record label, Titans Music



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Division will enjoy additional revenue streams, such as publishing, merchandising etc. The Company will create not only audio product, but also live concert DVD's. This will give us exclusive content for the website as well as create another revenue stream within the fastest expanding segment of the music industry, the home DVD market.

Titan is a multi-faceted hybrid music entertainment company that specializes in artist management, record production, traditional record distribution through (U.M.V.D.) Universal Music & Video Distribution, digital distribution, music consulting, publishing, television & multi-media, marketing, promotion and new emerging technologies. Titan develops, produces, records, distributes, manages, and publishes artists within the music and entertainment industry.

**Mission:**

Titan Global Entertainment, Inc. is a full service music entertainment company that specializes in artist management, record production & distribution, (U.M.V.D.) Universal Music & Video Distribution, music consulting, publishing, television and multi-media marketing & promotion. Titan develops, produces, records, distributes, manages, and publishes artists within the music and entertainment industry. Titan provides high quality music consulting through know-how and contacts within the industry. Creation of artist demo packages using professional studios and engineers, producers and various other related services. Titan provides professional, dependable, and reasonable services in the entertainment industry. We hope to build a reputation of professional ability and ethical business practices. Music publishing is handled through our associate company, Golden Path Music Publishing, Inc., a Florida Corporation. Upon an artist or band obtaining a record contract, Titan will manage artist careers and introduce artists to the world. Clients must know that working with Titan Global Entertainment is a more professional way of reaching goals set out, rather than trying to reach it alone. We nurture our relationships with our clients through trust and actions. Titan provides a rewarding work environment and reasonable rates to its clients, and a fair royalty to its artists and authors. Long-term steady controlled growth is our goal and to maintain financial balance, share a high value for its services, and deliver an even higher value to its clients. Titan is an excellent place to work, a professional environment that is challenging, rewarding, creative, and respectful of ideas and individuals. Titan provides excellent value to its clients and fair reward to its owners and employees.

**Background:**

Titan Entertainment, Inc. was conceptualized and created in 2001, entirely by James Devericks. Titan was originally developed as an artist management and music publishing company as our primary focus. As Titan started to move forward in the artist management arena it became apparent to us that we needed additional strength in other areas of the music industry, to be able to attract clients that were experienced and professional enough to provide Titan with considerable management and publishing commissions. Since then Titan Entertainment Inc. has continued to experience a constant change and has evolved into Titan Global Entertainment Inc. and become a multi-faceted global music entertainment company. Through many years of networking and the continual interaction and steady involvement in the music entertainment industry, Titan has now become a very well respected pioneer in the music industry. Titan Global Entertainment Inc. added its consulting division after Jim Devericks received his music industry certification to become a music consultant and artist manager from the Universal Music Group in the year of 2003. The new consulting division of Titan brought new business to Titan with the addition of high caliber music industry personnel and artists who began to take notice of who Titan is and where our vision will eventually lead us. Titan has recruited and aligned itself with some of the best music industry professionals with proven track records that the industry has to offer. Most recently Titan Global Entertainment Inc. has been successful in securing distribution through Universal Music & Video Distribution (Fontana). Having the strength of the largest music company in the world supporting us speaks for itself. Securing major label distribution in today's music industry climate is considered nearly impossible and is the HOLY GRAIL of the music industry. We have always had the music artist in mind as the core focus of our business. Titan is a very artist friendly music entertainment company and will always remain so. Over four years of extensive research on the strengths and weaknesses of the Major Labels and the entertainment industry as a whole, have helped us formulate a very specific strategy to help Titan Global Entertainment Inc., gain and maintain a major market share of these industries as a whole. Titan's philosophy is to take old world music industry mentality and infuse it with new world technology thus granting Titan a competitive edge. Titan's philosophy can be easily be understood and embraced by the recording industry and the entertainment industry, especially after the music piracy scandal, because the labels now see the benefit of hybrid entertainment companies like Titan. From the very beginning of Titan Global Entertainment Inc. Jim Devericks has maintained the overall vision of goals and strategies to make Titan Global Entertainment Inc. a global leader in the music and entertainment industries.

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**Products:**

T.G.E. will offer a range of programs & products which are distinctive from the top sellers in the market today. The competitive advantage T.G.E. has will be in its ability to embrace and bring to the industry new and emerging technologies and a hybrid entertainment business model that derives revenue from multiple internal sources and strategic alliances. Another significant advantage that T.G.E. will have, is the superior Global Marketing Power that it has created through its various programs and innovative new products. T.G.E. has other exciting products that will be introduced to the market that take advantage of the expertise of a new breed of music industry veterans and a technology team second to none.

**Market:**

The North American market for our industry's products, programs and related services is in the hundreds of millions of dollars and globally exceeds more than \$68.8 billion in sales. The market saw slight growth from 2001-2002, due to the Global piracy scandal that nearly crippled the music industry. New technologies and improved security measures have brought additional growth since then. The European markets, due to Apples iTunes and the iPod's U.S success, are expected to embrace this new phenomenon and continue the upward growth in music and media sales. Our market share will quickly grow to a Global level due to our advanced technologies and strategic alliances we have created, since the introduction of iTunes and the iPod.

**Competitive Position:**

The reactions of the major competitors upon seeing the T.T. & T.O., ranged from several attempts by major competitors to purchase the patents to a near unanimous belief that the T.T. & T.O. were destined to become the new "standards" of the industry. Margins are rock bottom for them, due to the commodity state of the electronics sector and its loathing for the so called copy cats of the iTunes & iPod success stories. T.G.E. expects the T.T. & T.O. to change that global mindset for many years to come and become the new heavyweight champion of the music and entertainment sectors. The T.T. & T.O. will be priced very close to our current competitors, creating a vast gap in perceptions of value and putting stress on the retail prices of the competitors. Unable to drop margins any more, many competitors should be leaving the market, allowing T.G.E. to gain greater margins and market shares worldwide.

**Future:**

T.G.E expects the current music and entertainment giants to be severely impacted by our entry. T.G.E. expects to attract a suitor within 24 months, or perhaps sooner. Competitors such as UMG and Microsoft have a history of buying out competition, and that is what T.G.E. expects to happen. An IPO may precede that as well.

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## TITAN COMPLETED MILESTONES

Virage Consulting	7/1/2005
Wide Group Modification of Agreement	4/4/2005
Titan / Pyramid Promo Only	3/21/2005
Paramount Media Marketing Group-Media Placement	3/14/2005
Paramount Media Marketing Group-Direct Inquiry Sales	3/9/2005
Stephen Stills Three Party Agreement	3/3/2005
Jim Pugh BOD Member Agreement	3/1/05
VMB Medial Player Manufacture and Purchase Agreement	2/23/2005
VMB Network Content Distribution Agreement	2/23/2005
iMethods Binding Interim Agreement	2/17/2005
ASCAP License Agreement	2/8/2005
BMI License Agreement	2/1/2005
The Barkays Recording Agreement	1/6/2005
iMethods Card Services Agreement	12/7/2004
Heather Bradley Recording Agreement	10/14/2004
Wide Group Web Portal Agreement	7/28/2004
Caliper Design Website Valuation Report	6/1/2004
Stephen Stills Recording Agreement	3/15/2004

### **Virage Consulting**

Consultant and finder for TGE's Private Placement Memorandum

### **WideGroup :: Digital Motion**

The web developer for the TITAN TUNES multi –media web portal

### **Promo Only**

Exclusive Enhanced Video Content/57,000 Music Videos

### **Paramount Marketing Group**

Will provide more than \$30 Million Dollars in Media Credits for the National and International launch of TITAN TUNES and the TITAN OMNI through a television, print, radio and internet campaign

### **Stephen Stills Recording/Distribution**

Titan has a recording agreement both in Europe and in the U.S.A. with the artist known as “Stephen Still’s of the legendary music group CROSBY, STILL’s AND NASH

### **Video Without Boundaries**

TGE has secured a Content Distribution Agreement and a Media Player & Manufacturing Agreement for the TITAN TUNES web portal and the TITAN OMNI

### **ASCAP**

Titan has secured a Digital Content Licensing Agreement for the delivery of Digital Media through the TITAN TUNES web portal

### **BMI**

Titan has secured a Digital Content Licensing Agreement for the delivery of Digital Media through the TITAN TUNES web portal and mobile entertainment service music performance license

### **Barkays Recording Agreement**

Titan has signed a recording agreement with the legendary R&B Funk Band known as the Barkay’s who had a string of number one hits in the 70’s and into the 80’s

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**Internet Methods, Inc.**

They provide Titan with the financial engine that will allow ecommerce worldwide. They provide our membership and rewards programs as well as real-time control and reporting of download funds distribution.

**Heather Bradley Recording Agreement**

Titan has signed a recording with an up and coming singing sensation who is managed by the same artist management company as CROSBY, STILL's and NASH and "Stephen Still's"

**Caliper Valuation Report**

The well known Caliper Group performed an independent evaluation of the TITAN TUNES web portal.

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## TITAN TUNES

Worldwide Download Audio & Video Internet Portal



Titan Tunes is the cornerstone of Titan Global Entertainment's worldwide music presence. The website, which is the final stages of completion, is designed and built by WideGroup Digital Motion of Santa Monica, CA, which also built such acclaimed sites as Shrek, America Online, Dreamworks and Bank of America. Just like iTunes, this site will not only offer a vast selection of music and audio but will take the revolutionary next step and will also feature music video. The site provides the user with the ability to customize the look and feel creating a personalized design and a feeling of total control over the experience. Our single page navigation design concept and fixed viewing screens keeps all of the controls at user hand providing the simplest and most comfortable experience available in the marketplace. This will differentiate our online music store from all others. This general concept will reduce the amount of steps making the purchase process an easy, fast and secure one.

### **Background:**

Most websites that provide the option for online purchase have a system involving a large amount of steps. This results in more than half of the consumers (57%) abandoning the shopping cart before finalizing the purchase. Titan Tunes' unique design has differentiated itself from the rest of online music stores reducing the amount of steps providing the user with a new online buying experience making the purchase process an easy, fast and secure one while never leaving the Titan Tunes page.

### **Distinguishing Differences:**

Titan Tunes will not only sell music and video, but will also sell artist merchandise of all types from T-Shirts and hats to jackets and gifts. This merchandise will be provided from both Titan artists, independent artists and other licensed third party merchandisers approved by the company.

Titan has acquired music publishing licensing from the American Society of Composers, Authors and Publishers (ASCAP) and Broadcast Music Incorporated (BMI), for the rights to stream and sell music video and audio through the internet.

With the iMethods financial solution, unlike any other music portal, the financial transactions will have bank level security and instantaneous revenue reporting and payment to the various copyright holders, i.e. record labels, artists, etc. This feature is particularly attractive to record companies and other property rights holders in that they will be able to go online at any time 24/7 and observe the transactions that have taken place and the amounts of money that have been deposited into their account. Other portals render monthly, and in some cases quarterly statements, and tender payment on the same basis. Titan Tunes offers the record labels the ability to sweep the account on a daily basis should they desire. This is the most secure internet financial transaction available. As a result of this patented technology, which instantly converts the sale price of any purchase to any currency, Titan Tunes will launch globally and will be able to accept payment from 88 countries around the world.

### **Cross Promotions:**

The Titan Tunes site will highlight and promote the Titan Omni a portable media device, with capabilities of downloading music and video. Where the iPod is limited to audio and still photos, the Omni will have complete video capabilities allowing users to store 80 hours of video, 740 hours of audio or 200,000 still photographs. Titan provides a complete user experience that enables the Titan Tunes customer the ability to enjoy the benefits of the Titan Tunes web portal directly through the Titan Omni in a portable environment



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## Download Marketplace

### Total Downloader's

- 15% Downloader's already own CD
- 25% Will Not Buy
- 60% Will or Might Buy

### Downloader's 5 Segments Breakdown

- 12.8% Non-category buyers
- 11.9% Won't buy
- 15.2% Already own
- 47.0% Might buy
- 13.1% Will buy

### Downloads by Age Group

13-15	16-17	18-21	22-29	30-49	50+
16%	11%	10%	24%	35%	4%



*The world's 1st Dynamically Interactive  
Multimedia Entertainment Website*

## Titan Offered Download Benefits

### *Artists and Bands*

- Shall receive a higher royalty rate than current Major Label Standards
- All Titan Artists' shall carry an Artist Royalty payment card TGE (ATM/Credit Card)

### *Customers*

- 24/7 Access to their Music and Video
- Portability (Titan Omni)
- Customized Listening and Viewing Options
- Exclusive Events & Content

### *Retailers*

- Direct Marketing
- Distribution Infrastructure
- Profit-sharing

### *Publishers*

- Secure Storage of approved materials.
- Directly establishing and controlling all retail pricing, wholesale pricing and DRM (Digital Rights Management).
- Monitoring of downloads and sales activity of all titles, 24/7.
- Direct Management and Editing of all marketing and metadata.

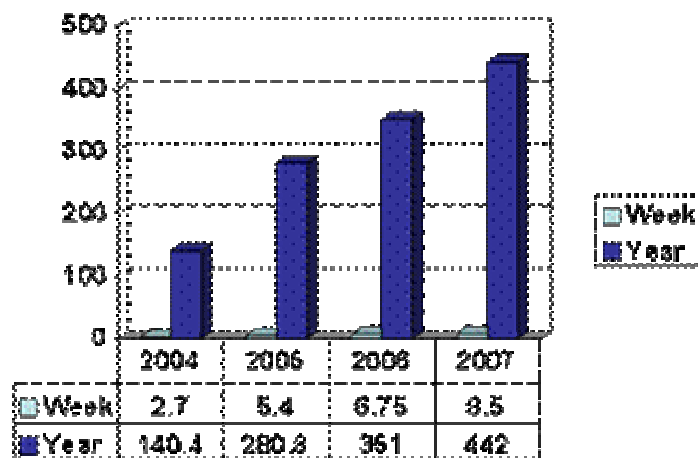


*Consumer Based Subscription Service  
100,000 Title Song Catalogue (Beta Launch)  
57,000 Title Music Video Catalogue*



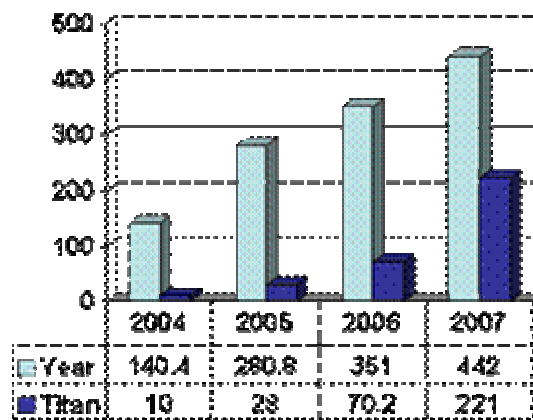
## DOWNLOAD BEHAVIOR

Music Download Annually (Millions)



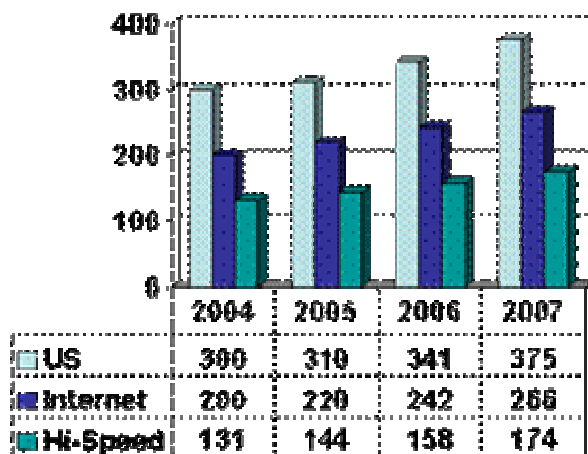
Source: NPD, Nov 2002 fieldwork

From Downloads Dollars

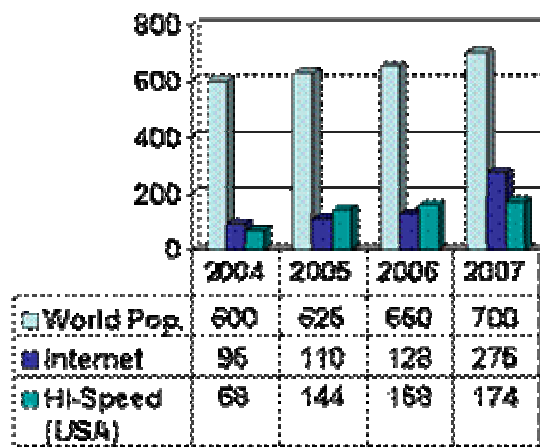


## INTERNET USAGE Millions with 10% Annual Growth

US Population on the Internet



World Internet Usage



## TITAN OMNI PORTABLE MEDIA PLAYER



Titan has partnered with Video Without Boundaries (VWB), a public company located in Ft. Lauderdale, Florida, to manufacture the Titan Omni. No other portal features music video and audio downloads in conjunction with a multi-media player. Titan Omni will be the first to market. The Omni I is a Linux-based media player with a 40GB hard drive capable of storing up to 80 hours of video, 740 hours of music or over 200,000 digital pictures or a combination of those media. The Omni also has an external storage device interface providing an increase in mobile storage. The Omni has a crisp and clear 3.5 inch color LCD screen with built-in speakers. The unit also contains a digital voice recorder and a sample-sharing feature. The Omni device provides the consumer with on demand audio and video through secure upload and downloads system. The Omni has a rechargeable battery, which gives the consumer 2 hours of video playback and 10 hours of audio playback.

Each Omni will be pre-loaded with between 20-25 audio selections and 2-3 video selections at no charge. These will come from the music division's catalog and will include music from diverse genres such as Hip Hop, Rock, Classic Rock, Jazz, Reggae and Country. The package will also include free downloads from the Titan Tunes website as well as discounts and special offers on accessories, etc. By prominently featuring the Titan Tunes website on and inside the packaging, the consumer will realize that the Titan Omni will have a pre-existing link to a world of entertainment. The iPod, with only single image picture viewing capabilities and a 40 GB hard drive sells for \$599, the Titan Omni with full video capabilities and other features beyond the iPod will sell for \$499. We will also be offering a full array of accessories. As a result of VWB's existing distribution system, the Omni will be available through retail outlets coast to coast from Circuit City to Best Buy and will also be featured online on the Titan Tunes website.

Future generations of the Omni will offer the additional features of wireless internet connectivity, video game playing capabilities and a cellular telephone. As a result of technology already developed, the next generation will be smaller, despite the additional features.

VWB manufactures and sells the Media Ready 4000; a media center that provides television viewing, web browsing and other features utilizing a wireless keyboard. This unit is now available in Best Buy, etc. and will soon be joined by the Media Ready 5000, which will include the added features of DVD and CD player/recorder. As part of the relationship between Titan and VWB, VWB has entered into a license agreement with Titan for its content and will revenue share from any downloads or any e-commerce that originates from other VWB products.

### **PSP Statistics**

*"We have a million units that we have shipped into retail," said Kaz Hirai, chief executive of Sony's U.S. games business, Sony Computer Entertainment America. The commitment is to ship 3 million units worldwide (by March 31).*

**iPod Statistics Q4 04 FYE 04**  
iPod Sales 537 1,306  
(Apple 2004 Financials - in thousands)

**TITAN GLOBAL ENTERTAINMENT**

**OMNI I \$499**

- On demand Audio/Video Entertainment
- Secure upload and download systems
- Subscription based entertainment

**VIDEO PLAYER**

- MPEG-4 DVD Quality Playback
- Supports Streaming Video & Audio Playback

**MP3 PLAYER**

- MP3 DRM (Enhanced Security-Digital Rights Management)
- MP3 surround Sound supported
- 740 hours of music (12,000 song storage)

**JPEG PHOTO VIEWER**

- Holds 200,000 (1600x1200 resolution photos)

**DIGITAL VOICE RECORDER**

- Jam session
- Meeting & Notes (Uplink to web or PC via USB)

**3.5 inch LCD screen**

**40 GB 2.5 inch hard drive**

**SD upgradeable slot (supports removable data storage and e-commerce)**

1. MPEG4 VIDEO PLAYER/RECORDER
2. MP3 PLAYER
3. DIGITAL PICTURE STORAGE
4. DIGITAL VOICE RECORDER
5. DATA STORAGE CENTER

**TITAN** 380 South County Road, Suite 102  
Ft. Lauderdale, Florida 33480  
Phone: 813-949-4388  
Fax: 813-949-3774  
[www.Titan-Entertainment.net](http://www.Titan-Entertainment.net)

## GEN I



With 40GB Hard Disk Drive, you could enjoy the following features:

### Cinema to Go

Record video up to 80 hours.  
Watch video on built-in 3.5 inch LCD screen,  
TV or Projector.

### Photo Wallet

Store over 100,000 photos (at 1600 x 1200  
pixels).  
View photos on LCD, TV or projector plus 3X  
zoom  
in / out and auto slideshow function.

#### Storage Capacity:

Removable 2.5" 40 / 60 / 80 GB Hard Drive  
SD Card Slot

(USB1.1 Compatible)

IEEE 802.11b (Wi-Fi)

**Video Recording:** MPEG-4

**Video Resolution:** 320x240 pixels

**Video Playback:** MPEG-4

**Remote Control:** YES

**TIVO Capability:** YES

**Music Playback:** MP3, RM WAV • AAC • MP3 VBR

**Built-in Audio Recording:** G.726  
MP3 • WAV • AAC • MP3  
VBR

**Photo Viewer:** JPEG

**Display:** 3.5" LCD with LED Backlight

**Audio I/O:** Built-in stereo speakers  
& microphone.

**AV Connection:** RCA 3-in-1 AV input  
RCA 3-in-1 AV output  
Support earphone output

**Interface:** High speed USB2.0

### Music to Go

Hold up to 740 hours (12000 songs) of MP3  
music.  
Transfer your MP3 collections via USB2.0 to the  
device.

### Voice Recording

Record voice up to 910 hours with built-in  
microphone.

### USB2.0 Portable Disk

Automatically mounted as an additional Hard  
Drive to your PC  
Store any files; serve as an USB portable Disk.

**Embedded Software:** Linux  
RealOne™ Player (Audio)

**Scalability:** Upgradeable firmware

**Power:** 12V-DC IN, 100-240V AC Adaptor

**Battery:** Rechargeable via USB cable  
AC/DC Adapter  
Rechargeable Lithium Battery  
7.4V 1360mAh rechargeable Li-Ion

**Playback Autonomy:** Approx. 2.5 hours in video playback

**Dimensions:** Width 5.73 in.  
Depth 1.18 in.  
Height 3.35 in.

**Weight:** 11.8oz

#### TITAN OMNI EXTRAS

**Preloaded Content:** 25 Songs  
3 ~ 5 Music Videos  
10 ~ 15 Exclusive Photos

**Membership:** **FREE** 1Month Trial to **Titan**

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## GEN II



The Omni has a crisp and clear 3.5 inch that allows for the best picture you've held in your hands. The Gen II combines a sleek personal portability and a brilliant 3.5 inch screen. The Gen II Omni is an ergonomically designed MPEG4 media player and recorder.

### **20 GB hard drive**

1. Record up to 40 hours of video
2. Store over 100,00 digital pictures
3. Hold up to 370 hours of music on its and enjoy it all on the move!

### **Key Features**

- Records up to 40 hours of movies, recorded TV or home videos viewable on its own 3.5" LCD screen or connect it to a TV for convenient playback
- Can connect to a TV for convenient playback
- Large, high resolution 3.5" LCD backlit screen for crisp and clear images
- Holds up to 370 hours (approx. 12,000) songs of MP3 music.
- Quickly transfer content from your PC or other devices to your Omni Portable Media Center with USB 2.0
- Store over 100,000 (1600x1200 pixel) digital photos to view on the LCD screen. Includes 3X zoom functionality.
- Record meeting notes, to do lists or a jam session with Omni's built-in microphone.
- When connected to other devices or a PC, the Omni acts as an external hard drive for transporting and storing data files.
- Whether you want to entertain your neighbors or keep it private, the Omni lets you plug in your earphones or "crank it up" over your built-in speakers.
- Simple controls & settings help you quickly find and play your files

### **Additional Specifications**

- Size: WxHxD : 5 in. (w) x 3 in. (h) x 0.9 in. (d)
- Weight : 7.8oz (220g) with battery
- Display : 3.5", 320 x 240 pixel resolution, backlit LCD Display
- Storage Capacity: 20GB Hard drive
- Power: 12V-DC In, 100-240V AC Adapter
- Battery: 7.4V 1360mAh rechargeable Lithium-ion
- Accessories: AC/DC adapter, Lithium-ion battery, carry case, stereo earphones, IR remote control, A/V cable, USB 2.0 cable

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# GEN III

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## Services:

1. TITAN TUNES - Subscription based entertainment service embedded
  - ◆ Music
  - ◆ Video
  - ◆ Gaming
  - ◆ Pay Per View
2. Secure upload and download systems
  - ◆ **Upload / Download System**
    - Once the titles are uploaded, Titan provides publishers a single location to store their wholesale inventory and update marketing, digital rights and pricing information as well as manage distribution.

### Secure Retailer Back End

- Internet access and a web browser is all that is needed for a publisher to easily and securely maintain their inventory.

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## Enhanced Capabilities:

### 3 Versions

#### »corporate

- administrator controllable
- scaleable access
- real time stock alerts
- advanced web & stock research tools
- collaborative work & training tools

#### »personal/family editions

- media interface tools (control other devices)
- personal match tools
- parental control
- advanced research tools
- travel agent feature
- collaborative groups

#### »education editions

- administrator controllable
- advanced research tools
- academic alerts
- grade tracker
- collaborative group work & study tools
- distance learning tools

---

## Features:

### COMMUNICATION

- ◆ Wi / Fi Access
- ◆ Bluetooth (wireless connect to computers other users)
- ◆ E-mail Synchronization
- ◆ Instant messaging
- ◆ Web browsing
- ◆ Scheduling
- ◆ Entertainment

### VIDEO

- LCD Touch Screen
- 4,096-color backlit screen
- Biometric verification (signature verification)
- Built In Video Camera
- Higher quality video in MPEG-4 format
- Video Messaging
- Still Camera
- 4-megapixel still camera
- Web cam

### AUDIO

#### Music

- ◆ Player (MP3 and applicable formats)
- ◆ Radio Tuner (HD)

#### Voice

- ◆ Voice Recorder

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## OMNI Accessories

Actively merchandising new and exciting accessories will be done primarily through the TITAN TUNES Store. It will allow users a greater range and selection of customizable features that will enhance their OMNI experience. In Addition to the Items that are listed below we will offer 3<sup>rd</sup> party licenses of approved OMNI accessories. This will allow us to diversify the type of accessories that we will be able to offer.

**Camera Piece** **\$49**

- Record your own MPG4 Movies
- Light Weight & Removable

**Designer Earpiece** **\$69**

- A stylish way to enjoy your music privately

**Adjustable Neck Strap** **\$29**

- Display your Omni proudly with a functional and attractive nylon neck strap

**Work Out Holder** **\$79**

- Water resistant design keeps the earbuds out of your way and access to controls

**Leather Carrying Case** **\$69**

- Various Designer Colors & Styles

**Auto & Motor Cycle Dock** **\$99**

- Take your OMNI on the road for the best listening and viewing experience on the road

**Stereo Unit** **\$149**

- Enhance the already powerful speakers to make impact where ever you are

**Home Docking Station** **\$79**

- Allows you to connect multiple inputs through the

**OMNI's purchased online will generate on average  
a minimum of ~ \$ 150 in accessories.**

## OMNI COMPETATIVE OVERVIEW

The TITAN OMNI is the first all in one multimedia device that combines portability and power into a sleek and elegant design. Users will have the ability to use the OMNI in a more customizable fashion with the hardware and software upgrades. The experience of customization is enhanced through the ability to change your device internally with the Linux based Open Source software or externally through you choice of branded TITAN accessories.

### Hardware:

The OMNI is built with the user in mind. It has the ability to grow from a few accessories or as many as the user can imagine.

### Software:

The **basic idea behind open source** is very simple: individuals can read, redistribute, and modify the source code for a piece of software, the software evolves. TITAN users improve it, adapt it, and fix bugs. This will happen at a speed that, if one is used to the slow pace of conventional software development, seems astonishing.

This rapid evolutionary process produces better software than the traditional closed model, in which only a very few programmers can see the source and everybody else must blindly use an opaque block of bits.

## MUSIC DIVISION

TITAN / PYRAMID RECORDS, Inc.

11077 Biscayne Blvd.

Miami, Florida 33161

Phone: 305-893-2007

Fax: 305-893-2007

<http://www.pyramidrecords.com>



### TITAN / PYRAMID RECORDS

Titan/Pyramid traces its genesis to 1989 with the founding of Pyramid Records Group when Tony Martel, Vice President of Sony, proposed to Allen Jacobi, its President, that he run an independent label distributed by Sony Music. Jacobi signed Joe Walsh of the Eagles for the company's first release. The title track from Walsh's album "Ordinary Average Guy" became a #1 single on the rock radio charts upon its release through Sony. The availability of an enhanced arrangement lead the company to sign a new distribution agreement with Rhino Records, a Warner owned and distributed company in 1993. During the following 8 years, artists such as Earth, Wind and Fire, The Band, The Doobie Brothers, Robert Palmer and other superstar classic rock groups were signed and released by the company. In 2004 a next generation Pyramid was launched with Jacobi at the helm through Universal distribution. Its first release under this arrangement was Bridge to Havana in July of that year. The album featured such renowned artists such as Gladys Knight, Bonnie Raitt, Mick Fleetwood, Peter Frampton, Dave Koz, Brenda Russell and many others combined with the top artists in Cuba, such as members of the Buena Vista Social Club, Carlos Varela and Los Van Van. The project consists of a studio album CD and a concert film DVD sold separately and in a combination box set. The album went to #3 on the Billboard World Album Chart and the concert video was televised nationwide on PBS. The album sold more than 30,000 in its first four months of sales. In September of that year, a studio album from urban songstress Lalah Hathaway was released. By December 50,000 units were sold and the single went to #1 on the Urban A/C radio charts. On December 9th, 2004, Mr. Jacobi arranged a settlement with the parent company to which Pyramid was affiliated, allowing him to take back the Pyramid name and maintain his staff and headquarters.

### History:

In February of 2005 Pyramid Media Corp. merged with Titan Global Entertainment. The company was immediately successful in obtaining a distribution deal with Universal Music and Video Distribution's Fontana. This distribution arrangement is the most beneficial distribution agreement any of the succession of companies has ever had. As a result of the merger with Titan, the record division has signed legendary artists such as Stephen Stills of Crosby, Stills and Nash and will continue to sign other quality artists providing exclusive content for Titan Tunes website (bonus tracks not available on the album and exclusive clips from concert DVD's). The record division team consists of such music industry veterans as Jeff Shane (VP Capitol Records), Mike Manocchio (VP Atlantic Records), Julian Shapiro (VP Sony Records) and Rob Sides (VP Giant Records). The music division is housed in 3,000 sq. ft. of premiere office space in Miami where all functions of a major distributed record label are accomplished. The music division also has under contract Memphis legends The Barkays, LA singer/songwriter Heather Bradley, New York rock band The Invisible. Pyramid is presently in negotiations with no less than 5 artists from Hip Hop to Smooth Jazz. The music division, with its in-house legal staff, will handle all licensing for the content on the Titan Tunes website, publishing licenses and all other legal requirements of all of the divisions of the company. The music staff will also be responsible for the programming and special features contained on the Titan Tunes website.

**AAA Radio CONTACT**

Jeff Shane - Titan / Pyramid  
305.893.2007

Brad Hunt - The WNS Group  
845.358.3003

David Fleischman  
901.757.8020

Crissy Zagami - Aim  
917.655.7358

**CLASSIC ROCK AND ROLL**  
Paul Yeskel - Aim  
732.679.9111

**"DRIVIN' THUNDER"**  
FIRST SINGLE

*Stephen Stills*

Adds on June 27<sup>th</sup>

**TITAN**  
GLOBAL ENTERTAINMENT

**PYRAMID**  
RECORDS

Titan / Pyramid Records

A black and white portrait of Stephen Stills, a member of the band Crosby, Stills and Nash. He is shown from the chest up, looking slightly to the right with a slight smile.



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## TITAN TUNES & OMNI MARKET ADVANTAGES

### Music Industry Integration

The entertainment industries in the United States, from record to television to film, have always been fiercely independent. Even when owned by the same parent corporation, companies have failed to integrate their activities so as to support one another. A good example is that a Warner television show will use soundtrack music acquired from Sony and RCA, A Sony motion picture will have a soundtrack album on Warner's. Unlike the major entertainment companies in America today, Titan understands the value of integrating its various companies so as to support the others.

The Titan Tunes website will consistently feature both audio and video product created by its music division so as to foster the sales of records (According to the Recording Industry Association of America, CD's make up more than 85% of all music sales in the 12 Billion-Dollar domestic music industry). Each CD and DVD will have an entire page in the accompanying booklet promoting the Titan Tunes website and offering the CD buyer a free additional song or scene not available on the CD or DVD. This will encourage CD and DVD buyers to go to the website for additional material and downloads on artists they have already purchased at retail. As the RIAA reveals, CD sales in 2004 were strong in two areas, Hip Hop and even greater, adult oriented music. Fifty-Eight percent of all record sales are made to people over 30 and half of those sales to people over 45, it is for that reason that the record label will lean heavily toward artists who appeal to these demographics.

The Titan Omni will be sold with pre-loaded music and video in it, which will come from the music division's catalog, thereby promoting that music to the Omni buyers. Every division that Titan adds will be added with a view of how it can support and foster the other division as well as how it can earn maximum revenue.

### Distinguishing Differences

"Titan Tunes" is Titan Global Entertainment's newest project which focuses on the sale of music and video online as its main objective. The Titan Tunes site is characterized by the offering of a completely tailored service, with a quicker and more efficient purchase process. We make the consumer comfortable and relaxed during the purchase process by making it simple to complete his or her purchase.

*The total business solution will provide multiple usage levels of the technology.*

1. Individuals would be able to download to their connectivity device music and video products, etc. Devices consist of workstation, laptop, handhelds, and televisions. Downloads consist of existing recordings and new releases that may be counted towards record sales levels such as, Gold, Platinum and Multi-Platinum awards.
2. Companies may link through the affiliation process and enjoy the ability to include Titan's product offering as part of their total product offering. Sales made through these affiliated sites will be tracked and commissions paid through iMethods electronic payment systems.
3. Traditional Brick and Mortar music stores will use the system to purchase products to be delivered to their retail locations for resale.
4. For all downloads, Artists receive a royalty from the sale. The systems will track the sales, calculate the royalty payment and electronically pay each artist in their home country's currency.
5. Schools, institutions, individuals, and groups will upload recordings through our proprietary system into an electronic studio environment to allow for low cost production of music. This process is a check-in/check-out process so that the uploading can be made over and over again tracking the revisions of each.
6. Artists, Musicians, and entertainers from around the world will be able to upload their EPK's (Electronic Press Kits) directly to us, via our corporate website (Own Environment) for review and consideration for a fee. This upload service will also mirror as an A&R service for all the major labels seeking new material.
7. Artist merchandise sales will be supported through both the main Titan site and TITAN TUNES site. This allows individuals to purchase artist products through the artist storefront image supported by the combined back office solution.
8. Television shows programming and infomercial deployment with dynamic portal real-time support to allow for interactive purchasing of merchandise during the television show.
9. A private label handheld iPod like device developed by Samsung or other manufacturer named Titan Omni is now available from Titan. This will allow downloads to a user file on the database so they can access them through the device. Shopping will also be made available from wireless links to the Internet.



- 
10. Electronic payment will be made to artists through our strategic partner iMethods using their Card solution.
  11. Individuals can order personal cards at three levels.
    - a. For memorabilia only (adaptable usage).
    - b. For use as a discount card at Titan sites and events.
    - c. For full bankcard and ATM usage.
    - d. Retail Stores
  12. Streaming of concerts and television shows will be made available as exclusive pay-per-view events.
  13. Charitable donations from revenues and individual donations. The specific charitable focus will be that of fostering entertainment development and education. Donations will be placed in the individual purses to receive immediate tax deduction with the individual self-directing the actual donation per charitable cause. This opens the door for schools, etc. to register their need and the charity fulfills their request. In addition, through the profile management of iMethods a specific charity cause can be emailed to those individuals based upon data tags so we become an additional fund raising source for the school, charity, etc.
  14. The entire site is designed to allow for on-going corporate sponsorships and main stream corporate advertising.

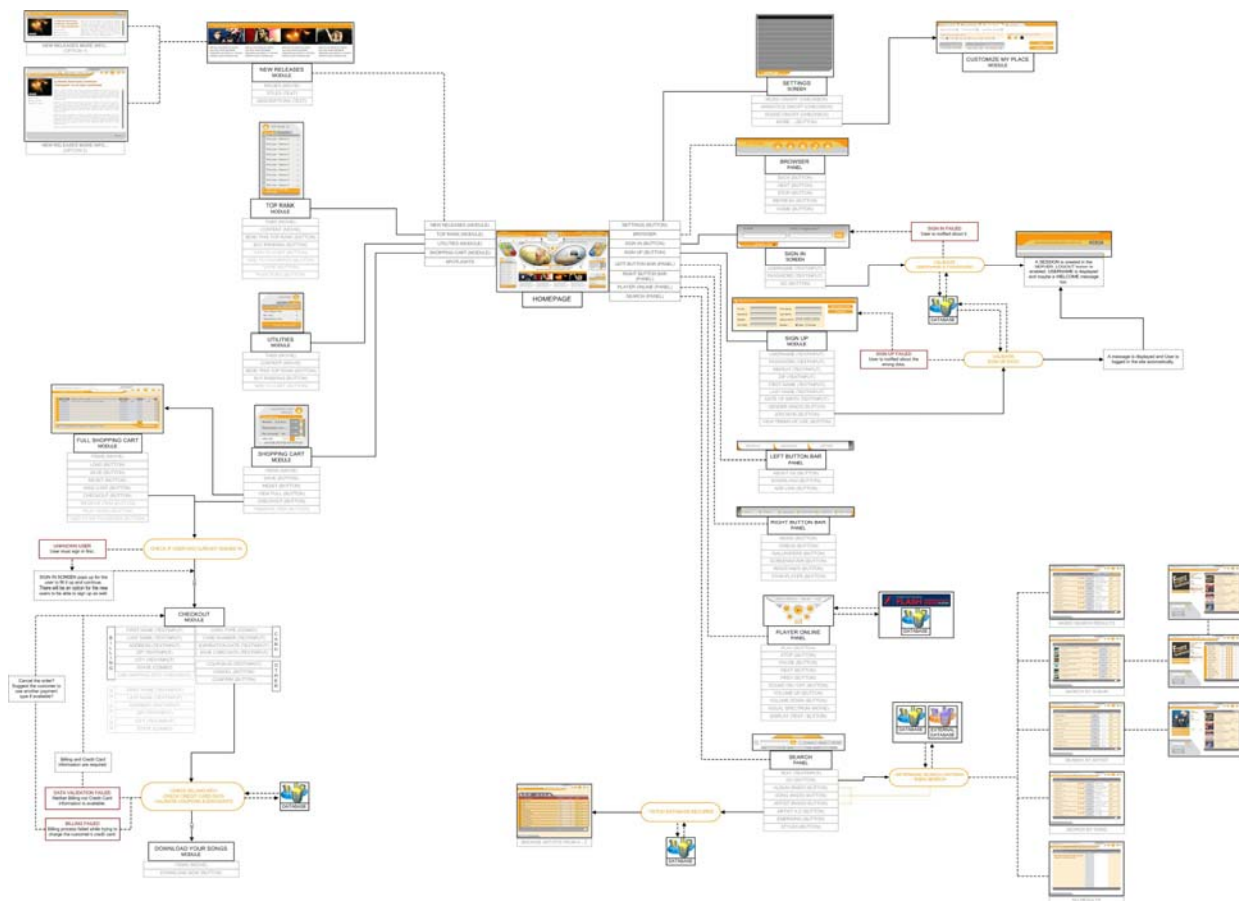
## The Technology – “THE FIRST INTERACTIVE SITE ON A SINGLE PAGE”

Shop • Search • Preview • Organize • Customize • Watch

- All without ever leaving the home page -

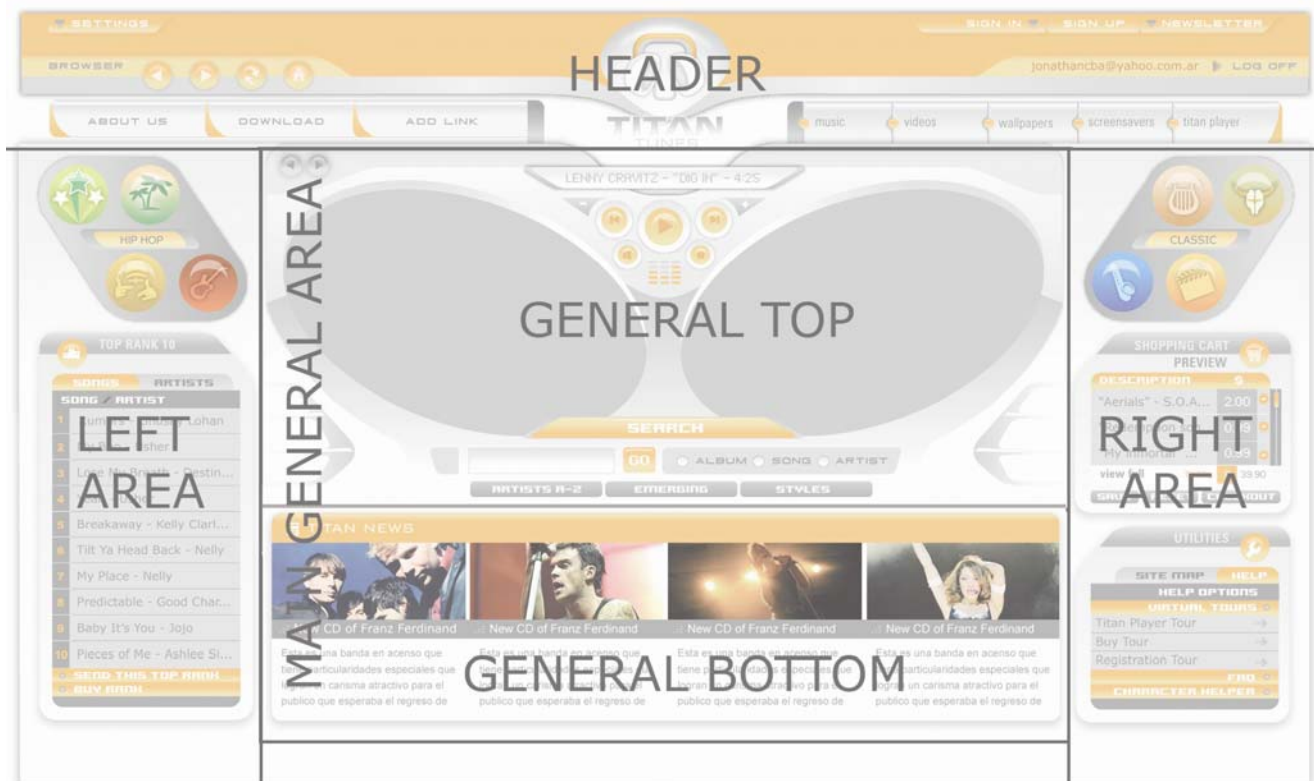


Users can interface directly with the TITAN TUNES Multimedia Web Portal  
to create their unique personalized TUNES experience



## Area Divisions

Different areas have been defined for the loading of modules in order to facilitate the identification of each one and the place they will take within the site.



## Modules – Details and Storyboards

### 3.1. MAIN MOVIE - HEADER

#### Storyboard – HEADER



3.2. MAIN GENERAL – GENERAL TOP

Storyboard - GENERAL TOP



3.3. STYLE SHORTCUTS

Storyboard - STYLE SHORTCUTS



## CUSTOMIZATION - Music Style

Example: Rock



## Storyboard - CUSTOMIZATION



## 3.4. SHOPPING CART - PREVIEW

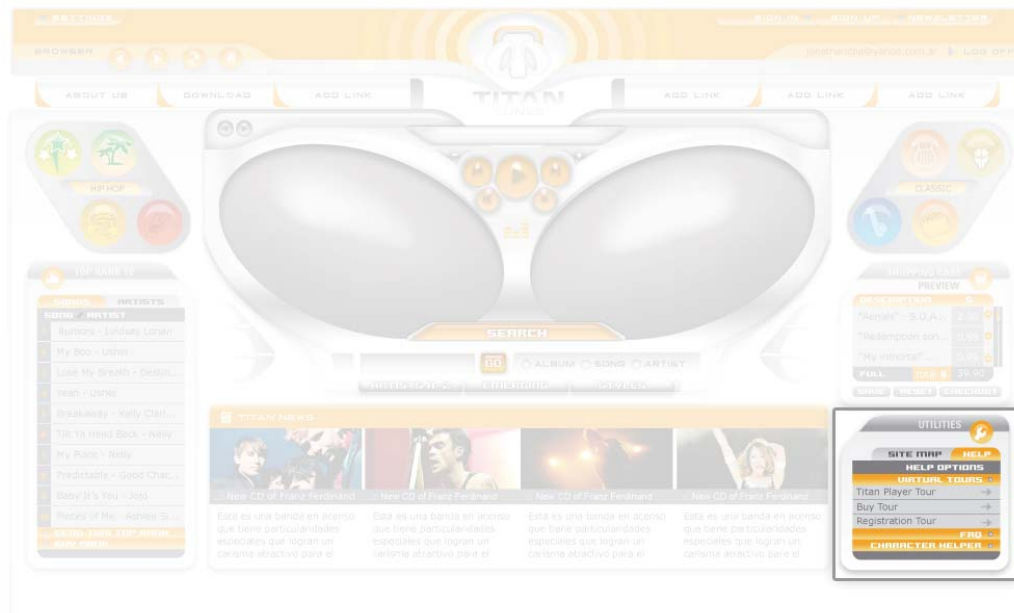
### Storyboard – SHOPPING CART - PREVIEW





### 3.5. UTILITIES

#### Storyboard - UTILITIES



### 3.6. NEWS

#### Storyboard - NEWS



### 3.7. USER REGISTRATION

#### Storyboard – USER REGISTRATION

The storyboard shows a user registration form overlaid on the TITAN website interface. The form is titled "REGISTRATION" and includes the following fields and options:

- E-mail:** Text input field.
- First Name:** Text input field.
- View Terms of Use:** Button.
- Password:** Text input field.
- Last Name:** Text input field.
- Sign Now:** Button.
- Repeat:** Text input field.
- Date of Birth:** Date selection field.
- Gender:** Radio buttons for ☒ Male and ☐ Female.
- Zip Code:** Text input field.

The background interface includes a top navigation bar with "BROWSE", "ABOUT US", "DOWNLOAD", "ADD LINK", and "TITAN". A central search bar is present, and the left sidebar lists "TOP SONGS" and "ARTISTS". The right sidebar shows "RECOMMENDATION" and "HELP" options.

### 3.8. USER

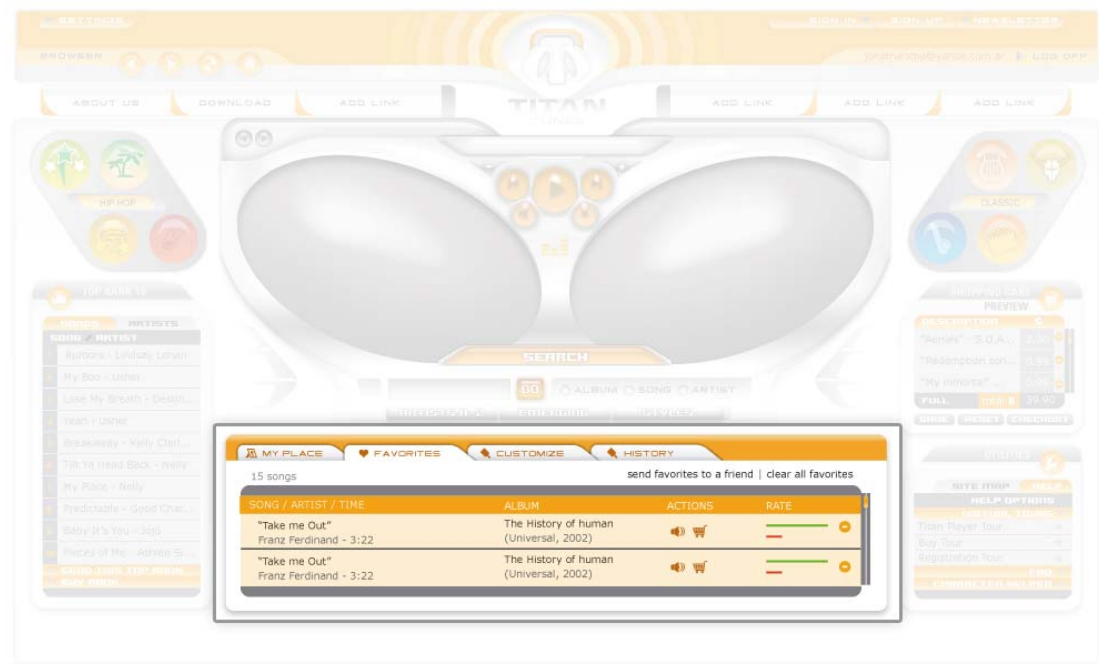
#### Storyboard – USER/MY PLACE

The storyboard shows a user profile page titled "MY PLACE" overlaid on the TITAN website interface. The page is for a user named Jonathan, registered on September 18th, 2004, and includes the following elements:

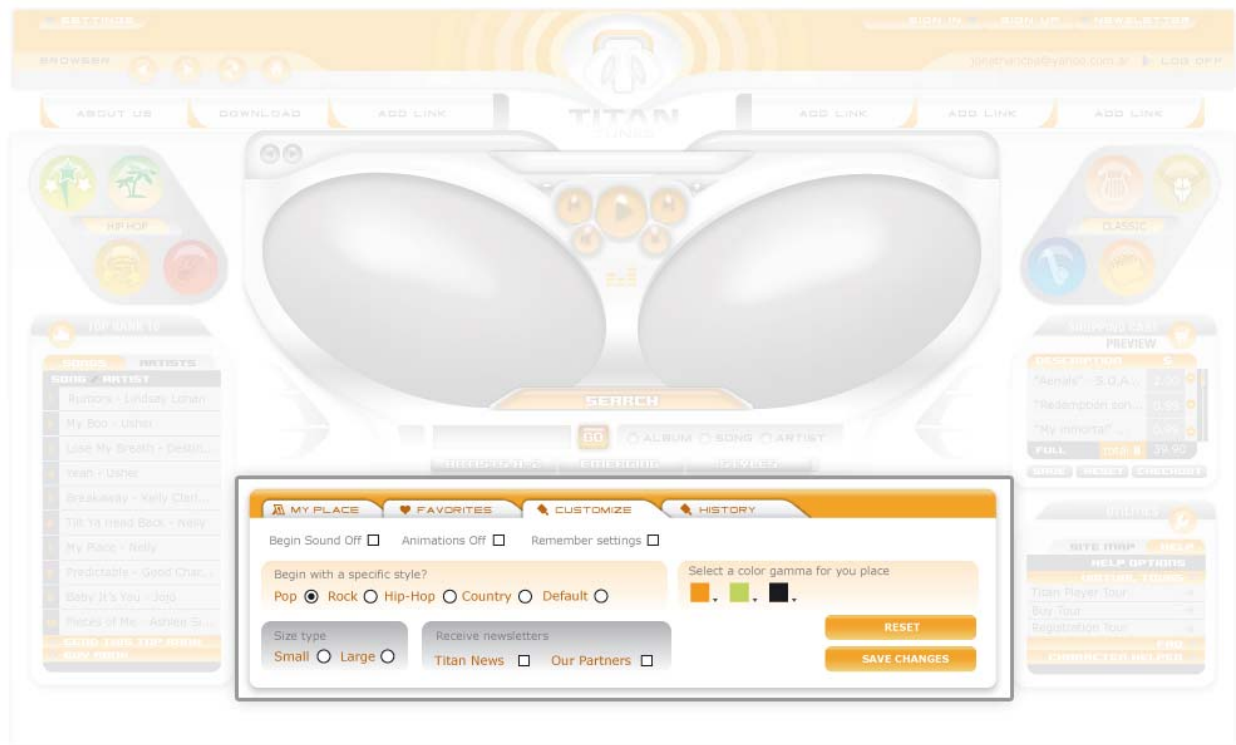
- Navigation Tabs:** MY PLACE, FAVORITES, CUSTOMIZE, HISTORY.
- Profile Info:** "Hello, Jonathan" and "September 18th, 2004" with a "MODIFY DATA" button.
- Statistics:** "15 songs" under FAVORITES and "8 buy" under HISTORY.
- Customization:** "STYLE" (Rock) and "CUSTOMIZATION" (Color Gamma).
- Free Download:** "Take me Out" by Franz Ferdinand - 3:22.

The background interface is identical to the registration storyboard, showing the TITAN website layout with navigation, search, and sidebar elements.

Storyboard – USER/FAVORITES



Storyboard – USER/CUSTOMIZE



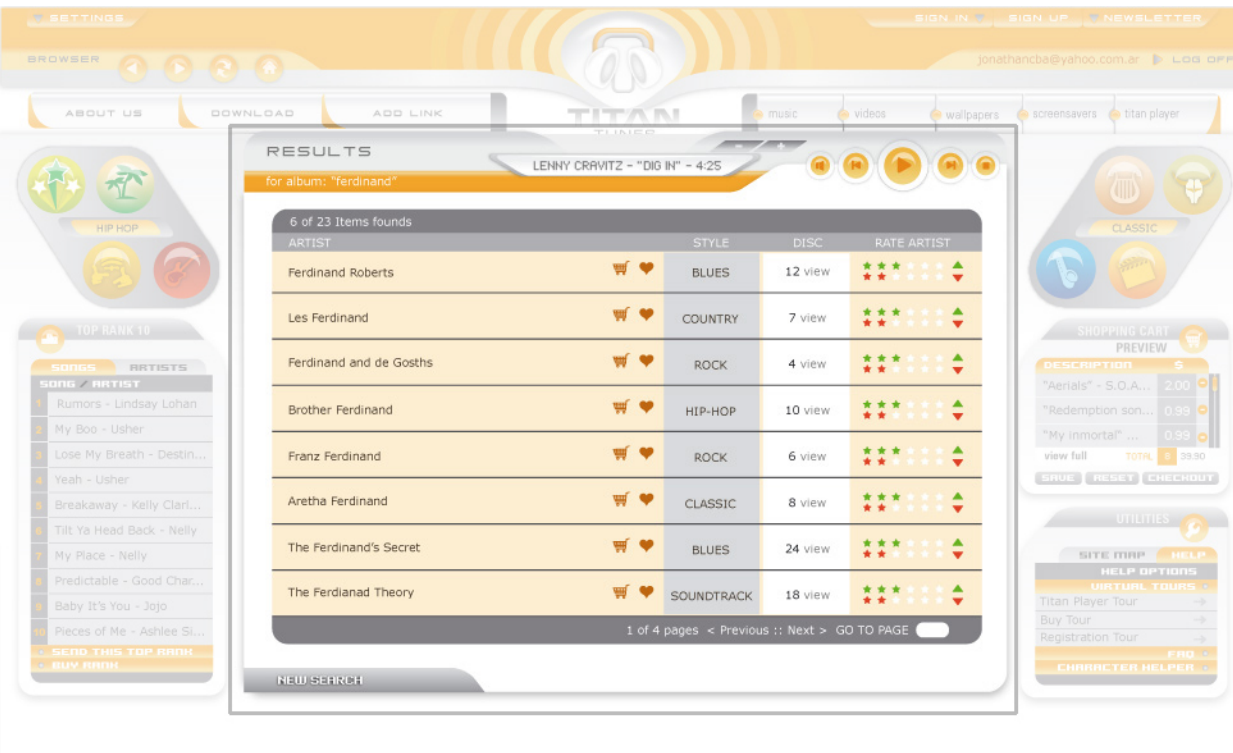


Storyboard – USER/HISTORY



3.9. SEARCH RESULTS

Storyboard – PARTIAL RESULTS

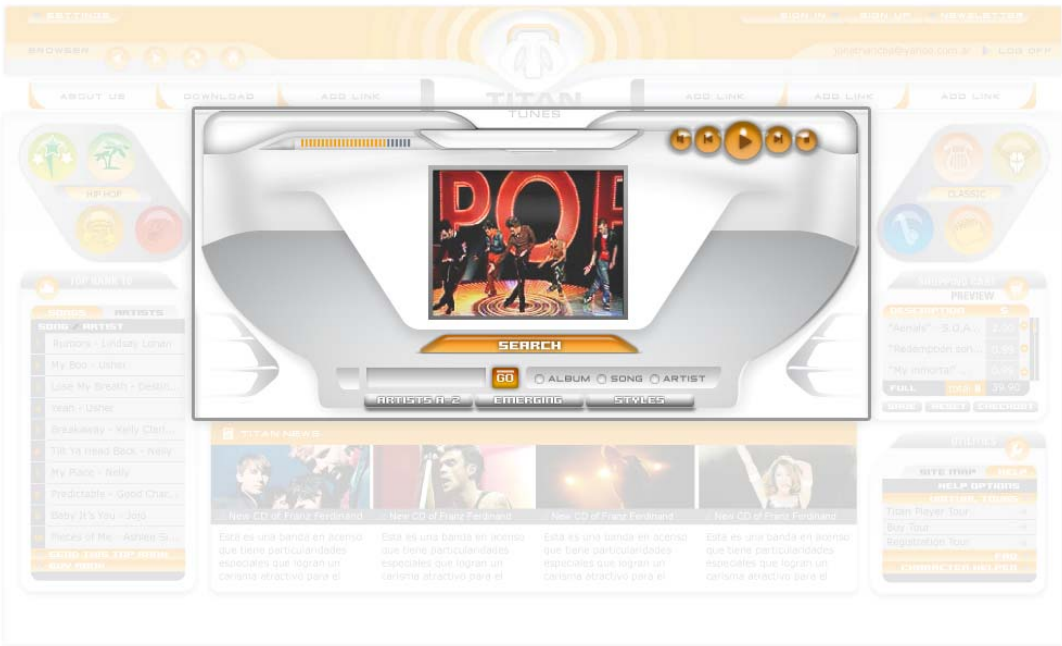


Storyboard – PREVIEW RESULTS



3.10. VIDEO PLAYER

Storyboard – VIDEO PLACER



3.11. PARTNERS

Storyboard – PARTNERS - Option 1



(Intentionally Left Blank)

Storyboard – PARTNERS - Option 2

SETTINGS

BROWSE

ABOUT US

DOWNLOAD

ADD LINK

TITAN TUNES

ADD LINK

ADD LINK

ADD LINK

SIGN IN

SIGN UP

NEWSLETTER

jonathancba@yahoo.com.ar

LOG OFF

HIP HOP

CLASSIC

TOP RANK 10

SONG	ARTIST
1 Rumors	Lindsay Lohan
2 My Boo	Usher
3 Lose My Breath	Destin...
4 Yeah	Usher
5 Breakaway	Kelly Clari...
6 Tilt Ya Head Back	Nelly
7 My Place	Nelly
8 Predictable	Good Char...
9 Baby It's You	Jojo
10 Pieces of Me	Ashlee Si...

SPONSORED BY

Rolling Stone

SEARCH

GO

ALBUM

SONG

ARTIST

ARTISTS A-Z

EMERGING

STYLES

TITAN NEWS

Esta es una banda en ascenso que tiene particularidades especiales que logran un carisma atractivo para el

Esta es una banda en ascenso que tiene particularidades especiales que logran un carisma atractivo para el

Esta es una banda en ascenso que tiene particularidades especiales que logran un carisma atractivo para el

Esta es una banda en ascenso que tiene particularidades especiales que logran un carisma atractivo para el

SHOPPING CART

PREVIEW

DESCRIPTION	\$
"Aerials" - S.O.A...	2.00
"Redemption son...	0.99
"My immortal" ...	0.99
<b>FULL</b>	<b>total 8 39.90</b>

SAVE

RESET

CHECKOUT

UTILITIES

SITE MAP

HELP

HELP OPTIONS

UTILITY TOURS

Titan Player Tour

Buy Tour

Registration Tour

END

CHARACTER HELPER

UNIVERSAL

BMG

WARNER MUSIC

EMI

Virgin

UNIVERSITY OF Miami

PHILIP AND PATRICIA FIRST SCHOOL OF MUSIC

RR Personals

Presented by love.com

Search to your heart's content

(sign up now for commitment-free unlimited searches)

CLICK HERE

NEW RELEASES

CHEVELLE

CHRIS BOTT

CAKE

KAKI KING

DURAN DURAN

T. WILLMON

RIDDLIN' KIDS

THE ZUTONS

This Type Of Thinking Could

When I Fall In Love

Pressure Chief

Legs To Make Us Longer

Astronaut

Tient Willmon

Stop The World

Who Killed The Zutons?

W

W

W

W

W

W

W

W

EVEN THIS HOT ONE

CHEVELLE

CHRIS BOTT

CAKE

KAKI KING

DURAN DURAN

T. WILLMON

RIDDLIN' KIDS

THE ZUTONS

This Type Of Thinking Could

When I Fall In Love

Pressure Chief

Legs To Make Us Longer

Astronaut

Tient Willmon

Stop The World

Who Killed The Zutons?

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Settings | Download | About Us | Add Link | Send Us feedback

Link 02 | Link 03 | Link 04 | Link 05 | Link 06 | Link 07

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PLUS, TURN THOSE BILLS INTO MORE REWARDS POINTS.

PAY YOUR BILLS WITH THE AMERICAN EXPRESS® CARD

AMERICAN EXPRESS

This Offering Memorandum is Dated October 10, 2005

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## COLLEGE MENTORSHIP PROGRAM

### College Mentorship Program - 840,000 students on 28 Campuses

The ability for students to find an effective way to truly break into the Music industry has opened up for many more likely artist and producers. The Prevalence of technology as a means of delivery and actual production makes music more attainable by even the most novice of users. With all the technical ability out in the world there is still no real way for students to get a real exposure of the business side of the new music industry.

Connections and professionalism rise above all else in the music industry. The old quandary of “How do you get experience without having experience?” is about to get turned over on its ear.

#### Program Overview

Titan Global Entertainment Inc. has designed a program based on The College Intern Programs that work in Most Major Labels today. However we have altered this program to involve the Interns in Promoting, Selling, and working in an A&R function, while being trained in various capacities of the Music Business, and having an opportunity to start their career in the Music Industry after completing College. These are steps and programs to be used by Titan Global Entertainment Inc.



Juniors or Seniors with prior course work in a specific area may undertake an independent study in order to explore a focused topic in depth. It is essential for them understand the relationship of their educational experience as well as their work experience.

For secondary education students we will offer them the ability to develop their business industry skills through our mentorship program.

#### Objective

The program will give students hands on training in all areas that encompass the business side of the industry. This includes sales, press, retail marketing and merchandising, radio promotions, tour support for artist and A & R (artist development).

We will include a well rounded program that will further develop both the creative and business talents of the students. Students will be selected for the Mentorship Program from technical schools, colleges, and universities.

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### Marketing

To expose students to all aspects of music, we will offer musical instruction and for students looking to further develop their skills and learn the business aspects through our mentorship program.

Tie in the website with a tour of all the top Downloads per campus.

#### Top download schools in each region will receive an exclusive concert

##### National College Tour

- Tour Bus
- Titan Promotions Girls
- Titan DJ along w/ local DJ
- Local College Radio
- Top Regional Radio
- Prizes and giveaways
- Website
  - Daily Blog of tour
  - Pics
  - Video
  - Press release

##### East Coast Universities

1. Florida Atlantic University
2. American U- Washington, DC
3. Appalachian State U.- Boone, NC
4. Belmont U- Nashville, TN
5. City College of NY- NYC
6. Hampton U. Hampton, VA
7. Miami Dade JC- Miami, FL
8. McGill U- Montreal, CA
9. Middle Tennessee State U. - Murfreesboro, TN
10. NYU- NYC
11. Northeastern U- Boston, MA
12. Shenandoah U. Winchester, VA
13. U of Mass.- Lowell, MA
14. U of Memphis- M
15. U of Miami- Miami, FL
16. U of New Haven- New Haven, CT
17. U of NC at Asheville- Asheville, NC

##### Central Universities:

18. Butler U- Indianapolis, IN
19. Central Missouri State U.-Warrensburg, MO
20. Elmhurst College- Elmhurst, IL
21. DePaul U. -Chicago, IL
22. U of Texas- Austin, TX
23. U of Colorado- Denver CO
24. Baldwin- Wallace College-Berea, OH

##### West Coast Universities:

25. Cal. State U- Chico, CA
26. UCLA- Los Angeles ,CA
27. USC .- Los Angeles, CA
28. U of California at Berkeley- Berkeley, CA

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National Collegiate Network

**Commercial Music Schools**

Students and universities involved in the P2P system will have access to all the new music created all around the various schools in the US. They can collaborate on projects and learn from each other. This P2P platform will allow these student artists to create, sample and enjoy all kinds of music that is original and innovative.

**Colleges & Universities**

The ability for students to participate in the collaborative aspect of the P2P system is limited to schools with a commercial music program. Still any institution that wishes to license the service can. They will have access to most of the same music files that the commercial programs have, but they are limited to listening only.

**Profit Sharing**

Universities that participate in the program will receive a portion of the royalties in the form of technology and security advancements.

Technology

*Upload / Download Service*

Our exclusive technologies will allow our student interns to upload a potential artist EPK (electronic Press Kit) for review and critique. Song clips, artist bios, pictures and album artwork will all be available to review and critique.

*Media Player*

All students that participate at the highest level will receive a digital music player that allows the students to capture and share music over a secure system.

*Encryption*

As an added precaution for the students all the data and Meta data is encrypted with a time delay sequence that will render any illegal copying ineffective.

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## MARKETING STRATEGIES

Titan has arranged for the Titan Tunes website and Titan Omni product rollout to include a media and advertising campaign in the range of approximately \$30 million dollars.

Our marketing and promotions strategies will capture the public's imagination and cultivate a loyal customer base that helps to serve as our core audience. With the strength in all of Titan's projects, Titan will complete its contracting with the world's largest and most reputable PR firms, Rogers and Cowan (<http://www.rogersandcowan.com>) and TVA Productions (<http://www.tvaproductions.com>).

The various marketing elements that will be utilized over the next 6 months will all work together to help generate an immediate international exposure.

Our website marketing strategy is essential to defining Titan Global Entertainment. Dynamic and adaptable performance of our website in real time, and personalization gives us clear differentiations in the market.

Titan Tunes visibility on the World Wide Web marks a fundamental difference with us and other businesses in our industry. We are not complacent with just being visible. Using numerous tools at our disposal we are continuously forging ahead and capturing and growing customer loyalty on the web. It is Titans belief that we can take control of our web site through a deliberate strategy in order to remain extremely competitive. No one understands our unique industry and business strategy like we do. The Titan Tunes website has to serve numerous purposes of which the main purpose is entertainment.

By partnering with major corporations we will capitalize on the strengths of these various companies in their selective fields to help market our music and their products at the same time. This dual approach to marketing music as a product and as a sales tool will quickly endear Titans name to companies that want fresh original and current music. Our need for this fresh resource for music will be filled by our innovative web based internship system. The ability for students to find an effective way to truly break into the Music industry has opened up for many more likely artists and producers. The prevalence of our Omni technology as a means of delivery and actual product makes our music and video more attainable to the most novice of technology users.

### *Marketing & Advertising Elements*

#### Television Media

1,100 TV, Cable & Satellite Networks

- **1,500** telecasts and cablecasts of a 1/2 hr. TV Special Exclusive and an in-depth TV news Spotlight (up to 8-min in length) to over 100 million cable and satellite subscribers - resulting in at least 7-9 million guaranteed viewers!

- featured on national TV newsmagazines and networks such as



- At least **24 interviews** on top TV and Radio talk shows including national financial & business news programs
- Daily airings of your Spotlight on-board at least one major Airline (most likely) for an entire month (*est. 22,000 flights*)
- At least **200** one to three column **Newspaper** and/or **Magazine** Feature Placements with photo and website info in mainly major market dailies and weeklies, reaching an estimated 20 million readers



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## The America One Network

"Estelle's Paradise" is also distributed by The America One Network. America One, "The Voice of the Homeland," is a family-oriented, general entertainment television network that reaches nearly 25 million U.S. homes via a network of over 100 television affiliates. America One's affiliates are primarily independent broadcasters and many of them are major media affiliated stations (ABC, UPN, FOX, WB, etc.). America One Television is a wholly owned subsidiary of USFR Media Group, Houston, Texas.

America One is available in the following markets:

1. New York Southampton, NY NY WVVH-TV 50
2. Los Angeles, CA Joshua Tree, CA CA KVMD-DT 31
3. Los Angeles, CA Victorville, CA CA KHIZ 64
4. Chicago, IL Plano, IL IL WSPY 30
5. Philadelphia, PA Trenton, NJ NJ WZBN 25
6. San Francisco, CA Lakeport, CA CA K15FJ 15
7. Dallas-Fort Worth, TX Mesquite, TX TX KATA 60
8. Detroit, MI Shelby Township MI Shelby TV 20/18
9. Tampa-St. Petersburg-Sarasota, FL Oldsmar, FL FL WZRA 48
10. Phoenix, AZ Kingman, AZ AZ KKAX 36
11. Phoenix, AZ Casa Grande, AZ AZ K47FW 47
12. Phoenix, AZ Flagstaff, AZ AZ KCFG 9
13. Cleveland-Akron (Canton), OH Akron-Cleveland, OH OH WAOH/WAX 29/35
14. Cleveland-Akron (Canton), OH Canton, OH OH WIVM 52
15. Denver, CO Dove Creek, CO CO K48BK 48
16. Denver, CO Craig, CO CO K27FA 27
17. Sacramento, CA Modesto, CA CA KAZV 14
18. Orlando, FL Orlando FL WRCF 29
19. St. Louis, MO St. Louis, MO MO KNLC 24
20. Pittsburgh, PA Indiana, PA PA WLLS 49
21. Portland, OR Portland, OR OR KORK 35
22. Portland, OR Vancouver, WA WA KOXI 19
23. Portland, OR Salem, OR OR KORS 55
24. Indianapolis, IN Martinsville, IN IN WREP 15
25. Indianapolis, IN Noblesville, IN IN HomeTown 19
26. Charlotte, NC Boone, NC NC WLNN 24
27. Raleigh-Durham, NC Southern Pines, NC NC WYBE 44
28. Raleigh-Durham, NC Rocky Mount, NC NC WNCR 41
29. Raleigh-Durham, NC Sanford, NC NC W67CD 67
30. Raleigh-Durham, NC Henderson, NC NC W34AX 34
31. Nashville, TN Lebanon, TN TN WJFB 66
32. Columbus, OH Columbus OH WCLL 19
33. Columbus, OH Bucyrus, OH OH WBKA 22
34. Greenville-Spartanburg (SC)-Asheville-Anderson, NC Asheville, NC NC WAEN 64
35. Salt Lake City, UT St. George, UT UT KKRK 46
36. Salt Lake City, UT Vernal, UT UT VTV 6
37. Birmingham (Anniston & Tuscaloosa), AL Sylacauga, AL AL TV6 6
38. Birmingham (Anniston & Tuscaloosa), AL Tuscaloosa, AL AL WVUA 7
39. Memphis, TN Ashland, MS MS WBII 20
40. Memphis, TN Clarksdale, MS MS WPRQ 12
41. Oklahoma City, OK Ponca City, OK OK KGBN 20
42. Oklahoma City, OK Enid, OK OK KXOK 32
43. Oklahoma City, OK Stillwater, OK OK KWEM 31
44. Oklahoma City, OK Oklahoma City, OK OK KXOC 54
45. Oklahoma City, OK Oklahoma City OK KSBI 52
46. Louisville, KY Salem, IN IN WHAN 17
47. Las Vegas, NV Las Vegas NV KEEN 17
48. Las Vegas, NV Pahrump, NV NV KHMP 62
49. Jacksonville, FL St. Augustine, FL FL ACN 53
50. Jacksonville, FL St. Augustine, FL FL WQXT 22
51. Wilkes Barre, PA Hazelton, PA PA WYLN 35
52. Albany-Schenectady-Troy, NY Glen Falls, NY NY WNCE 8
53. Fresno-Visalia, CA Fresno, CA CA KJEO 32
54. Fresno-Visalia, CA Redding, CA CA KMCA 29
55. Dayton, OH Troy, OH OH TV9 9
56. Mobile, AL-Pensacola, FL Pensacola, FL FL WRBD 8
57. Wichita-Hutchinson Plus Wichita, KS KS KTQW 53
58. Des Moines, IA Marshalltown, IA IA KDAO 45
59. Paducah, KY-Cape Girardeau, MO Union City, TN TN WOBT(W26BU) 26
60. Springfield, MO Harrison, AR AR KTKO 8
61. Springfield, MO Mountain Home, AR AR K07XL 7
62. Springfield, MO Lebanon, MO MO K64FQ 64
63. Springfield, MO Branson, MO MO KNJD 59
64. Springfield, MO Springfield, MO MO K54FX 54
65. Springfield, MO Aurora, MO MO K61GJ 61
66. Springfield, MO Marshfield, MO MO K68EL 68
67. Springfield, MO Green Forest, AR AR K54FH 54
68. Spokane, WA Coeur d' Alene, ID ID KTYJ 58

69. Shreveport, LA Natchitoches, LA LA NSU 22 22
70. Shreveport, LA Hope, AR AR KTSS 55
71. Huntsville-Decatur (Florence), AL Athens, AL AL WTZT 11
72. Huntsville-Decatur (Florence), AL Florence, AL AL WBCF 3
73. Davenport, IA-Rock Island-Moline, IL Davenport, IA IA WBQD 26
74. Baton Rouge, LA Baton Rouge LA KPBN 11
75. Baton Rouge, LA Morgan City, LA LA KWBj
76. Savannah, GA Hilton Head Island, SC SC W35AY 35
77. Evansville, IN Jasper, IN IN WJTS 27
78. Ft. Smith, AR Springdale, AR AR KSBN-TV 57
79. Sioux Falls (Mitchell), SD Worthington, MN MN WGTN 17/80
80. Augusta, GA Augusta GA WBEK 16
81. Santa Barbara-Santa Maria-San Luis Obispo, CA San Luis Obispo, CA CA KCCE 50
82. Eugene, OR Eugene, OR OR KORY 41
83. Macon, GA Dublin, GA GA W35BB 35
84. Columbia-Jefferson City, MO New Bloomfield, MO MO KNLJ 25
85. Erie, PA Erie PA Image 20
86. Albany, GA Cordele, GA GA WSST-TV 55
87. Joplin, MO-Pittsburg, KS Joplin, MO MO KGCS 57
88. Joplin, MO-Pittsburg, KS Joplin, MO MO K64FW 64
89. Biloxi-Gulfport, MS Pascagoula, MS MS WKFK 7
90. Biloxi-Gulfport, MS Pascagoula, MS MS Channel 61 61
91. Idaho Falls-Pocatello, ID Pocatello, ID ID KPIF 15
92. Dothan, AL Dothan, AL AL WJN 5
93. Yuma, AZ-El Centro, CA Lake Havasu City, AZ AZ K23BJ 23
94. Elmira, NY Hornell, NY NY UPN 23 23
95. Rapid City, SD Rapid City SD KOTA 3
96. Greenwood-Greenville, MS Webb, MS MS WEBU 11
97. Greenwood-Greenville, MS Cleveland, MS MS WHCQ 8
98. Lima, OH Lima OH WLQP 18
99. Lima, OH Lima OH WLMO 65
100. Twin Falls Twin Falls, ID ID KBAX 27

## URBAN AMERICA TELEVISION

"Estelle's Paradise" is also available on the following 68 television stations via our broadcast agreement with the [Urban America Television Network](#).

"Estelle's Paradise" airs an average of 3-5 times per week on these stations.

## Designated market Area, Station, Channel

- 1 New York, NY W65DZ 65
- 2 Los Angeles, CA KHIZ 64
- 4 Philadelphia, PA WPSJ 8
- 7 Dallas-Ft. Worth, TX KHPK 28
- 10 Detroit, MI W33BY 33
- 15 Cleveland-Akron (Canton), OH WAOH 29
- 15 Cleveland-Akron (Canton), OH W35AX 35
- 15 Cleveland-Akron (Canton), OH WIVM 52
- 16 Phoenix, AZ K47FW 47
- 17 Miami-Ft. Lauderdale, FL WVIB 8
- 19 Sacramento-Stockton-Modesto, CA KAZV 14
- 20 Orlando-Daytona Beach-Melbourne, FL WSCF 31
- 20 Orlando-Daytona Beach-Melbourne, FL WOKB 7
- 21 Pittsburgh, PA WBGN 58
- 27 Hartford & New Haven, CT WNHW 28
- 32 Cincinnati, OH WOTH 38
- 34 Columbus, OH WCLL 19
- 34 Columbus, OH WINJ 8
- 38 Grand Rapids-Kalamazoo-Battle Creek, MI W11CO 11
- 38 Grand Rapids-Kalamazoo-Battle Creek, MI WMKG 40
- 40 Birmingham (Anniston and Tuscaloosa), AL WVUA 7
- 42 New Orleans, LA KWBj 39
- 42 New Orleans, LA WSTY 23
- 43 Memphis, TN WBII 20
- 44 Buffalo, NY WONS 25
- 45 Oklahoma City, OK KUOT 19
- 50 Louisville, KY WYCS 24
- 51 Jacksonville, FL WQXT 22
- 52 Las Vegas, NV KTUD 25
- 55 Albany-Schenectady-Troy, NY WNCE 8
- 55 Albany-Schenectady-Troy, NY HVTv 21
- 56 Little Rock-Pine Bluff, AR KJLR 28
- 57 Fresno-Visalia, CA KJEO 32
- 62 Mobile, AL-Pensacola (Ft. Walton Beach), FL WBQP 12
- 63 Knoxville, TN WFEM 12
- 63 Knoxville, TN WEEE 32
- 65 Lexington, KY WOBZ 9
- 66 Wichita-Hutchinson, KS Plus KCTU 5
- 66 Wichita-Hutchinson, KS Plus KTQW 53
- 68 Toledo, OH WNGT 48
- 73 Springfield, MO KTKO 7
- 79 Spokane, WA KQUP 24
- 83 Huntsville-Decatur (Florence), AL WXFL 5
- 85 Chattanooga, TN WYHB 39
- 95 Baton Rouge, LA WBTR 19
- 104 Ft. Wayne, IN WO7CL 7
- 108 Ft. Smith-Fayetteville-Springdale-Rogers, AR K64FO 64

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108 Ft. Smith-Fayetteville-Springdale-Rogers, AR  
K07XL 7  
109 Tyler-Longview(Lufkin & Nacogdoches), TX  
KLNLM 42  
113 Traverse City-Cadillac, MI WLLZ 12  
116 Montgomery (Selma), AL WAXC 64  
116 Montgomery (Selma), AL WBIH 29  
121 Eugene, OR KTVC 36  
126 Columbus, GA WCGT 16  
128 Corpus Christi, TX KINE 44  
128 Corpus Christi, TX KXCC 45  
128 Corpus Christi, TX KCCX 50

132 Chico-Redding, CA K47GR 47  
133 Monroe, LA-El Dorado, AR KEJB 43  
137 Beaumont-Port Arthur, TX KEBQ 22  
148 Albany, GA WVAG 44  
157 Biloxi-Gulfport, MS WKFK 7  
162 Gainesville, FL WGFL 53  
171 Dothan, AL WJNN 5  
176 Watertown, NY WLOT 66  
191 Twin Falls, ID KIDA 5  
204 Victoria, TX KVHM 31  
999 US Virgin Islands WCVI 27

#### Web & Email

**Monthly** updates of Client's headlining events in major financial / business E-newsletter sent to over 650,000 opt-in subscribers including: 250,000+ financial services professionals, 50,000+ key corporate decision makers and 350,000+ investors.

- 18,640 Websites

#### Print Media

- 10,250 News Papers
- 420 Trade Magazines & Journals

#### Radio Media

- 6600 Radio Stations
- At least **400 Radio News Release** Placements, reaching over 6 million listeners

#### Web Marketing Elements Utilized

1. **Promotions:** We will spotlight promotions, new music launches and offers, which will encourage purchases. The Titan Tunes website offerings of music and video content makes us a consumer's first choice in quality and variety.
2. **Interactivity:** Sound effects when entering each section and referential icons with constant movement will engage users.
3. **Advertisers:** There will be different advertisers (ads) from which the project would profit. The idea would be to avoid the traditional formats (like vertical and horizontal banners), and make use of floating ads, commercial breaks and expandable banners, which are among the newest formats.
4. **Viral Marketing:** The "Send to friend" option will be included in order to encourage visitors to pass along news and/or recommend songs to their friends. This way, an advertising chain effect, without any costs, would take place.
5. **Surveys:** A weekly survey will be done to update the database and/or gather information needed in order to improve the website. As a thank you for participating in the survey, the users would receive, for example, a chance to win a CD, product discounts, etc. as well as gifts like ringtones, e-cards, etc. on special days like their birthday, friendship day, Christmas, etc.
6. **Updating:** The website's design will be renewed through the adjustment or change of an element (visual or audio) like colors, buttons, sound effects, etc. These updates would be communicated through the weekly newsletter, so as to get the users to return to the site and check out what is new at Titan Tunes.
7. **Partnerships:** A small section (panel) for partners will be included. In this section, we will include the logo (linked to their website) of each company that collaborates with Titan Tunes.

#### Advertising Elements Utilized

1. **Publicity:** Incognito advertising campaigns can be created. For example, teasing which consists in making a question (i.e., in entertainment websites) and then indicating that viewers must enter the Titan Tunes website to find the answer. This will generate interactivity and will increase the number of visits to the website, while strengthening our brand through this method of branding.
2. **E-marketing:** An e-mail marketing campaign will be created utilizing the website's registration database.
3. **Desktop Marketing:** Desktop applications can be created (that the user can voluntarily download) in order to inform them regarding the website and its products. They could consist, for example, of small floating animations

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(branded) that dance while the user's player is on. This would greatly assist the brand's positioning and help generate a bigger interactivity between the Titan Tunes brand and its target users.

4. **Feedback:** With the objective of promoting the website, an interactive campaign can be created (inside or outside of the website). For this, a spotlight can be created where the user will hear a song and they will need to guess who the artist is by clicking on one of several possible answers provided. If the answer picked is right, they can win a discount on the purchase of a CD, free song downloads, etc.
5. **Newsletter:** A weekly newsletter will be created with news, announcements, etc. in reference to music in general as well as to the site. In order to receive it, it will be necessary for users to subscribe from the website.

#### Leverage Marketing Channels

TGE has entered into an agreement with Video Without Boundaries (OTCBB: VDWB), a public company located in Boca Raton, Florida, that has manufactured the Omni I for Titan. The Omni II will add the components of wireless internet connectivity, text messaging, and cellular telephone. This exclusive relationship also provides for Exclusive Content Distribution provided to VWB from the TITAN TUNES web portal.

The relationship will provide VWB's international customer base with a direct source for their music and video choices. The packaging on all Media 4000 and Media 5000 set top units will promote the TITAN TUNES web portal as the first choice of entertainment.

The exclusive relationship will provide for tier one exposure and distribution on an international and national level through such retailers as Best Buy, Circuit City, CompUSA, etc.

#### Titan Tunes Memberships

The new Titan membership program will feature FREE GIFTS to all those who join and pay for any level membership with Titan Global Entertainment Inc. The level of membership that you join at, determines the FREE GIFT that you receive.

Also you will have chances to win additional gifts and promotional prizes. Get the latest news, e-mail program, monthly news letter, referral program. You will have chances to win music equipment, music industry packages such as free consulting, studio time, CD duplication, distribution, etc.

We will also offer an incentive program for the best customer of the month and the year awards. All new members that have paid for a new membership, and are first time buyers of any Titan Global Entertainment Inc. music related service that we offer, will receive an additional 10% off the normal cost of that service.

The General Public will have a-la-cart access to videos and music on the Titan Tunes website. In order to access the more advanced features of the website they will need to pay the subscription fee.

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**These promotional specials are available through the website only**

**Tunes Subscription Packages**

- Annual Membership Fee
- A-la-carte purchase of music and video **\$ . 99**
- Bundled purchase of music and video **\$1. 99**
- Intense Interactivity or Customization
- Available ONLY to TITAN TUNES members

1. Single Users

30 Day Membership **\$19.95**  
Free Titan Tunes Branded mini MP3 Player with paid membership

Year Membership **\$229.95**  
\$40.00 gift certificate towards Titan Omni with paid membership

2. Bands & Musicians

30 Day Membership **\$29.95**  
Upload and Download from Titan Tunes

Year Membership **\$319.95**  
\$40.00 gift certificate towards Titan Omni with paid membership

**Tunes & Omni Combo Packages**

1. Single Users - Tunes & Omni **\$189.95 + \$499**  
Free \$40.00 gift certificate towards Titan Omni Accessories

2. Bands & Musicians - Tunes & Omni **\$289.95 + \$499**  
Free \$40.00 gift certificate towards Titan Omni Accessories

**Tunes A-la carte**

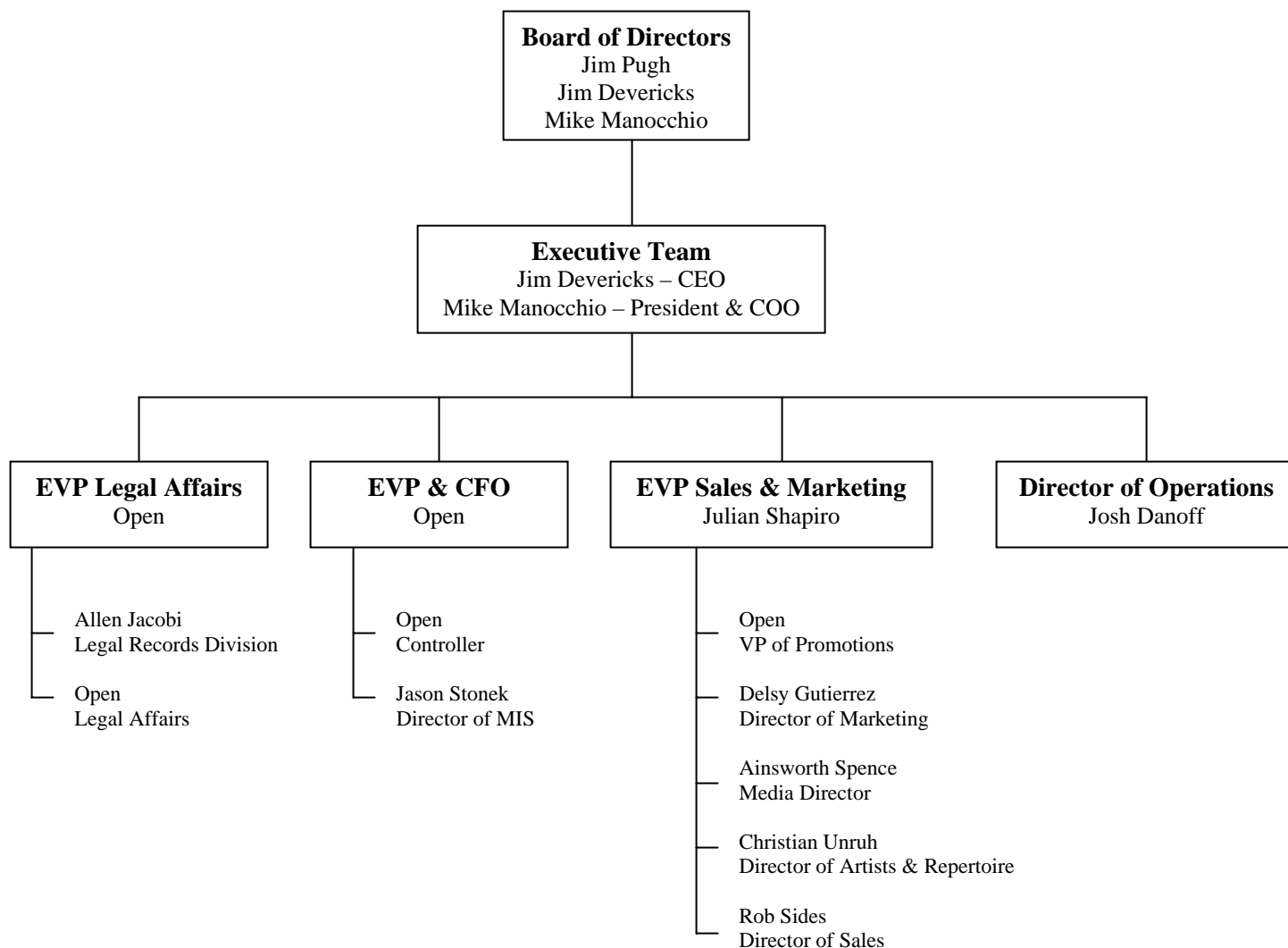
- No Membership Fee **FREE**
- A-la-carte purchase of music and video only
- No Intense Interactivity or Customization
- Open to all visitors to the TITAN TUNES web portal

**Tunes Trial Period**

- 7day Trial Membership **FREE**
- A-la-carte purchase of music and video only
- No Intense Interactivity or Customization

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## MANAGEMENT



### Jim B. Pugh

#### Co-Chairman of the Board

As Chairman, CEO and founder of Internet Methods, Inc. Mr. Pugh is responsible for the management and strategic direction of the company. Under this leadership, iMethods has experienced tremendous growth from its startup in building the strategic alliances and partnerships to ensure success. These alliances and partnerships consist of critical technology components as well as major distribution channels. It is through these partnerships that the company has been positioned to be a technology leader in e-Commerce solutions. A visionary in the field of e-Commerce, Mr. Pugh has positioned the company to successfully deploy its patent-pending Web Enabling Engines and advanced network applications and technologies. For four and a half years, Jim oversaw \$750 million in manufacturing and sales for Motorola Inc., one of the world's largest portable electronics manufacturers.

Prior to founding iMethods in 2000, Mr. Pugh was President & CEO and cofounder of KIMG Management Group, Inc. (OTC:BB "KIMG"), a financial services company. Mr. Pugh was instrumental in the development of the platform technology and infrastructure to deploy financial, insurance and business products and services to consumers through alternative delivery channels of distribution. The distribution function was supported by sophisticated technologies that combined early Internet communication systems with human interaction through trusted delivery points. Using the Internet and Intranet for interactive communication and avoiding heavy-commission traditional structures, KIMG enabled its Independent Community Bank Partners to offer consumers lower costs and better, more personal service.

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Mr. Pugh also brings over seventeen years experience in startups, turn around and small cap investment companies through his continual management leadership with companies such as Microtest, Inc., General Dynamics, Zales Corporation, and E-Systems, Inc. Mr. Pugh holds a B.B.A. Degree from East Texas State University in Accounting and an MBA from University of Phoenix where he has been a Faculty Member in their Bachelors, Masters and Certification programs. Mr. Pugh is also certified as C.P.I.M. from American Production and Inventory Control Society and has been named in the Who's Who in Finance and Industry.

After meeting Jim Devericks in early 2004 and learning of the Titan concept, Mr. Pugh realized the company's potential and became a strategic partner with Titan Global Entertainment. Mr. Pugh will serve as Chairman of the Board under a three-year agreement with the company.

**James K. Devericks**  
**Co-Chairman and Chief Executive Officer**

Cleveland, OH born and raised, Jim Devericks is proud to be from the home of the Rock N Roll Hall of Fame. Jim's love of music began as a teenaged bass player in local Cleveland bands. It was during this time that he learned that he possessed extraordinary skill in the sport of boxing. After enjoying a successful amateur boxing career, Jim turned pro and after beginning his professional boxing career was involved in an auto accident, which ended his career. Although fully recovered, Jim realized his boxing days were over and turned to building a limousine company. It was during the years of operating that company that he became acquainted with many people from the entertainment world. In 1999, Jim re-settled in Florida and decided to enter the entertainment arena. In the process of managing several South Florida artists Jim solidified the association of industry veterans such as Mike Manocchio (Vice President, Atlantic Records) and Allen Jacobi (veteran entertainment attorney / record executive), Jeff Shane (VP Capitol Records) and Julian Shapiro (Sr. VP Sales & Mktg. SONY) among others. Jim's avid interest in the internet, coupled with his various music industry associations, gave him the vision in 2002 of integrating all of the various revenue streams existing in the music industry, but heretofore isolated from one another. Jim acquired a technical staff with whom the Titan Tunes / Omni technology was developed and in 2003, Jim began to map out the strategy and enlist the strategic partners to build the Titan infrastructure. In early 2004 Mr. Devericks made the acquaintance of Jim Pugh, the President of I-Methods, Inc., whose addition to the strategic partners gave Devericks the final solution to make his vision a reality. Jim will oversee the various divisions to ensure that they are fully integrated and work to compliment each other. Jim lives in Palm Beach County with his wife and two children.

**Michael Manocchio**  
**President & COO**

Michael Manocchio, is former Vice President of Atlantic Records and BMG labels Arista and RCA. Mr. Manocchio will run the day-to-day business operations for Titan Global Entertainment Inc. and head up our music publishing division as well as A&R duties. Mr. Manocchio established his career in the music business in the early 1970's as a developing record label Promotions Manager. In, 1972, Mike continued in the music business with United Artist Distributors thru 1974, and then in late 1974, he became head of Label Relations with Neil Bogart at Buddha Records thru 1977. He then accepted a position with Capitol Records as Midwest Regional Director and Special Project Director.

In late of 1978, Mike received a career boost from Atlantic Records and he came on as Midwest Regional Promotion Director, the region included 22 states and the promotional responsibilities of Chicago and Cleveland. After only 7 months, he was promoted to National Promotion Director. In 1979, Mike was awarded with the Best National Promotion Director of the Year Award. Shortly thereafter, he was again promoted, this time he was honored to become Vice President of Promotion for Atlantic Records.

While Vice President of Promotion Mike was a member of the A&R Committee which signed such acts as AC/DC, the Blues Brothers, Bette Midler, Laura Brannigan, Foreigner, Night Ranger and the re-signing of the Rolling Stones. Mike Manocchio left Atlantic Records in 1986 and worked with BMG for 9 months, where he was Vice President for the RCA and ARISTA labels until going independent. As an independent music company, President and owner Mike enjoyed the challenges of being independent but also had the professional experience to add to the continuing development of Foreigner and Night Ranger. Through out Mike Manocchio's illustrious 30-year music career he has maintained a level of professionalism and integrity that is seldom seen in our industry today.

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**Julian Shapiro****EVP of Sales & Marketing**

The Former Head of Sony International, Mr. Shapiro heads up our N.Y.C. Operations. Managing Owner, Artist Management & Music Promotion Company 2/93 to Present. Mr. Shapiro was responsible for day-to-day operations of company. Coordinate and develop music artist careers. Develop and implement promotional campaigns for both artists and music companies. As Vice President of Marketing SONY/CBS Records International Mr. Shapiro was responsible for the international marketing and career development for all artists signed to Columbia, Epic & WTG labels. Specific responsibilities include: Management and deployment of a 15 member marketing staff in offices in NY & Los Angeles; administration of marketing budgets to support the activities of the marketing staff (including promotional and performance touring and video production); creation of strategic plans to exploit the international career opportunities of CBS Records artists.

As Director, Marketing, Columbia Label, CBS Records, International, Mr. Shapiro worked with the following artists during this period of his career; Michael Bolton, Bob Dillon, Julio Iglesias, Mick Jagger, Billy Joel, Willy Nelson, Rolling Stones and Bruce Springsteen. He also consolidated the media and media-related activities of CBS Records International and established a department at the company's international headquarters. The overall responsibility of the media relations department was to coordinate those activities among the 55 subsidiaries, joint ventures, and licensees of CBS Records.

**Josh Danoff****VP Production**

Mr. Danoff is responsible for supervising all phases of UMVD distribution for artists such as The Doobie Brothers, Robert Palmer, Edgar Winter, and Earth, Wind, & Fire. Mr. Danoff also works directly with vendors, service bureaus, graphic artists, and artist management as well as advertising, finance, marketing, operations, promotions and public relations department heads. Before joining Pyramid Records in October 1995, Mr. Danoff served as Production Manager for Birdman Records in Philadelphia. Mr. Danoff is a former professional musician.

**Allen Jacobi****Legal Counsel Record Division**

Allen Jacobi established his career in the entertainment industry in 1978 as a practicing entertainment attorney whose roster of clients included many music and film industry luminaries. On behalf of his music clients, Jacobi has been awarded over 40 gold and platinum records from such internationally acclaimed artists as The Eric Clapton Band, Inner Circle, Gloria Estefan, The Miami Sound Machine, Marilyn Manson, Two Live Crew, and The soundtrack album to the motion picture "Ruthless People," to name a few. Early in his career, Mr. Jacobi represented most of the exponents, of what was then known as, the Miami Sound, made famous by such artists (and Jacobi clients) as Betty Wright, Timmy Thomas, Peter Brown, KC & the Sunshine Band, etc. Miami's proximity to the Caribbean gave Mr. Jacobi the opportunity to work with many Jamaican legends, among them Jimmy Cliff, Third World, Inner Circle, Yellowman and the Bob Marley Movement, etc. His interest in the music business was so keen that he became involved in the other aspects of the record business, such as marketing, promotion, A&R and sales.

In 1990 Mr. Jacobi was approached by Tony Martel, the Vice President of CBS Associated labels as he recognized Jacobi's acumen in the music industry, beyond that of an attorney, and he offered him his own label at CBS. Jacobi, seizing upon this opportunity accepted the offer and by 1991 Pyramid Records was a reality. The first signing by Jacobi was Eagles guitarist and vocalist Joe Walsh. Mr. Walsh had not made an album in 6 years and had left the Eagles 10 years before. The first album released on Pyramid in 1991 was called Ordinary Average Guy. The single, also entitled "Ordinary Average Guy", skyrocketed to the #1 position on the rock chart and the album sold well over 350,000 copies. In 1992, Pyramid moved to Warner Distribution and in 2001 moved to EMI Distribution. Also released on the label are international superstars, Asia, Earth Wind & Fire, Robert Palmer, Stray Cats and The Doobie Brothers. Among Mr. Jacobi's current clients are Multi-Platinum Hip Hop superstar Trick Daddy and 2004 Latin Grammy nominees Area 305.

Mr. Jacobi has spoken as an expert in the entertainment industry at The Washington DC Music Forum, The Winter Music Conference, ASCAP Seminars, East Coast Music Forum and other music and legal conferences and symposiums. He has appeared on national television on The Phil Donahue Show, The Geraldo Rivera Show, CNN, MTV, VH-1, Good Morning America, Court TV and numerous news items on national media throughout the years. Mr. Jacobi has been quoted in such publications as Rolling Stone Magazine, Billboard Magazine, The New York Times, the Los Angeles Times, The Miami Herald, The London Times, etc.



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**Jason Stonek****Director of Management Information Systems**

As a member of the National Honor Society, Jason found himself at a crossroads as to whether to pursue his intellectual endeavors or a music career. At Titan he is seeing the merger of both. From the time he was four years old, Jason has been adept at all things computer. After four years of technical training, Jason has been involved in training in everything from Red Hat Linux to all forms of Windows. His passion for the technical world runs so deep that he has an antique computer collection. From 1999 to 2001 he served as a consultant for Protect Video-Multimedia, and from 2002 until his addition to the Titan team, he was a video editor for Hot Spots TV/Fox Television. Jason will be in-house liaison with Titan's Chief Technical Consultant Robert Lockhart.

**Delsy Gutierrez****Director of Marketing**

Ms. Gutierrez began her media career after receiving her Bachelor of Science in Communications from Florida International University. In 1991 she became the Editor in Chief and writer of the Entertainment page of a bi-weekly community newspaper in NW Miami. Two years later she was producing a one-hour internationally televised interview program entitled "The Maria Laria Show" for the Telemundo Network. With her sights on the music industry she landed a job coordinating the office for the firm of D'AR Management which handled such artists as Willy Chirino, Roberto Perrera, Lissette and Julio Sabala, all international latin superstars. At D'AR she coordinated all aspects of photo and video productions, image concepts, and the daily office operations. In 1996 when Julio Sabala changed agencies he invited her to make the move with him. At World Entertainment Agency she was responsible for the national and international touring, and all promotional aspects of such clients as Sofia Vergara, Chabeli Iglesias and Cristian de la Fuente (Driven w/ Sylvester Stallone). In 1999 Delsy launched her own music management company Ra Music where she coordinated live appearances, media relations, CD sales and distribution and sponsorships for a series of local music groups in both Spanish and English. Delsy coordinated the first national tour by an unsigned band of the Hard Rock Cafes coast to coast. She joined Pyramid in the beginning of 2002.

**Ainsworth Spence****Media Director**

Jamaican born, Ainsworth Spence, attended Florida Atlantic University where he was actively involved in all aspects of the student government all the way up to President of SGA. Upon graduation, Mr. Spence began a technical consultation which he continued for 9 years until joining Titan. His areas of expertise HTML, JavaScript, CSS, Quark XPress 6.0, Adobe PhotoShop, Adobe Illustrator, Dreamweaver and Flash. Apart from his technical skills he possesses a strong conceptual skills and the ability to give shape to abstract concepts.

Ainsworth has served as the Media Director and lead designer in TGE for the past 3 years. Collaborating with other TGE members on various web & graphics design assignments, Ainsworth has helped to produce art, and layouts of wording, for reproduction in print and electronic media, such as magazines, newspapers, books and websites, and for corporate identity programs, exhibitions and advertising. He develops and maintains activities for Titan Global Entertainment's internet presence.

**Christian Unruh****Director of Artists & Repertoire**

After graduating with honors from the University of California/Berkeley and Tulane Law School Mr. Unruh took over a small 20,000 watt station country station near the Mississippi/Louisiana border and managed to shake up the New Orleans market by starting The Zephyr radio station. It was the 12th commercial alternative station in the U.S. and soon became known throughout the country and the U.K. as an extremely important indicator of an artists' future success. Green Day, Stone Temple Pilots, Tori Amos, Radiohead, Dave Mathews Band, Sara McLachlan and many other artists got their big break on the station. After being chosen New Orleans best radio station in 1993, 1994 and 1995 Mr. Unruh began working as a marketing and promotion consultant at A.R.M.S. Division in Santa Monica, record company clients included Epic, Columbia, Virgin, V2, Arista, and MCA.

In 1998, Mr. Unruh co-founded the web-based record label and internet broadcaster Fastband Globalcast ([www.fastband.com](http://www.fastband.com)). From the cutting-edge studios on Bourbon St. in New Orleans Mr. Unruh was one of the first in the world to stream audio and digitally distribute music from artists signed to the digital record label. Some of the successful Fastband artists include David Gray, John Mayer, Coldplay, Damien Rice and Dido.

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In 2004 Mr. Unruh joined Pyramid Records as the Project Coordinator. His first project was the Bridge to Havana project. This English-Spanish collaboration between American artists such as Gladys Knight, Bonnie Raitt, Mick Fleetwood, and many others, and their contemporary Cuban counterparts debuted at number 3 on the Billboard World Chart.

Mr. Unruh will soon as head of A/R for the Titan Label and Head of Label Relations, acquiring content from the all the major record labels.

**Rob Sides**

**Director of Sales**

Mr. Sides began his record industry career in 1974 as a retail store manager/buyer for Disc Records in Houston Texas. After only one year, he began working on radio promotion for Elektra and Warner Brothers Records. In 1987, Mr. Sides became the Marketing Manager for Elektra Records in Los Angeles. During his tenure, he helped support and launch a multitude of artists that became Platinum and multi-Platinum selling acts such as: Anita Baker, Metallica, Motley Crew, Teddy Pendergrass, The Cure, Simply Red, Tracy Chapman and Soundtrack Album to Cocktail. In 1992, Mr. Sides became the National Sales Director for Giant Records and was a member of the team that sold three million units of the debut release by Color Me Bad. Mr. Sides managed the sales and retail aspects for the launching of country artist Clay Walker, which went Platinum; the soundtrack album, "Dazed and Confused" and the soundtrack album for the TV show Beverly Hill 90210. Just prior to leaving Giant, Mr. Sides played an essential role in the development and breaking of Kenny Wayne Shepherd and Big Head Todd, both of who achieved Platinum status. In 1997, Mr. Sides became Vice President of Sales for Capricorn Records. At Capricorn, he facilitated the Platinum success with the band Cake and double Platinum success with the band 311. Mr. Sides joined the Pyramid team in September 2000.

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**CURRENT FINANCIAL CONDITION  
AND PROJECTED (PROFORMA) FINANCIAL FORECASTS**

Side-by-Side Comparison Historical Financial Statements  
Titan Global Entertainment, Inc.  
Balance Sheet  
For the Years Ended, 2002, 2003, 2004 and June 30, 2005

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>6/30/2005</u>
<b>ASSETS</b>				
<u>CURRENT ASSETS</u>				
Cash	\$109	\$6,159	\$11,333	\$23,804
Accounts Receivable	0	0	0	0
Accounts Receivable - Other	0	0	25,000	25,000
Inventory	7,500	8,700	12,200	12,200
Prepaid Expenses	0	0	0	67,500
Total Current Assets	7,609	14,859	48,533	128,504
<u>FIXED ASSETS</u>				
Machinery & Equipment	7,400	7,400	10,000	10,000
Website Licensing	0	20,000	160,000	860,000
Computer Hardware & Software	2,822	2,822	8,777	8,777
Subtotal	10,222	30,222	178,777	878,777
Less: Depreciation	4,556	12,966	37,112	99,388
Total Fixed Assets	5,666	17,256	141,665	779,389
Total Assets	<u>\$13,275</u>	<u>\$32,115</u>	<u>\$190,198</u>	<u>\$907,893</u>
<b>LIABILITIES &amp; STOCKHOLDER'S EQUITY</b>				
<u>CURRENT LIABILITIES</u>				
Accounts Payable	\$1,210	\$4,270	\$8,780	\$12,800
Accrued Expenses	0	2,229	2,500	9,375
Notes Payable - Current Portion	0	0	25,000	125,000
Total Current Liabilities	1,210	6,499	36,280	147,175
<u>LONG TERM LIABILITIES</u>				
Long Term Debt	0	0	100,000	0
Total Long Term Liabilities	0	0	100,000	0
Total Liabilities	1,210	6,499	136,280	147,175
<u>STOCKHOLDERS EQUITY</u>				
Common stock, no par value, 500 shares authorized and outstanding	0	0	0	0
Paid-In-Capital	119,086	179,086	215,454	1,082,506
Retained Earnings	(15,834)	(107,021)	(153,470)	(161,536)
Net Income (Loss)	(91,187)	(46,449)	(8,066)	(160,252)
Total Retained Earnings	(107,021)	(153,470)	(161,536)	(321,788)
Total Stockholders Equity	12,065	25,616	53,918	760,718
Total Liabilities & Stockholders Equity	<u>\$13,275</u>	<u>\$32,115</u>	<u>\$190,198</u>	<u>\$907,893</u>

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Side-by-Side Comparison Historical Financial Statements  
Titan Global Entertainment, Inc.  
Operating Income Statements  
For the Years Ended, 2002, 2003, 2004 and June 30, 2005

	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>6/30/2005</u>
<b>REVENUES</b>				
Consulting Sales	\$0	\$0	\$45,000	\$0
Total Revenue	0	0	45,000	0
Less: Sales & Returns	0	0	0	0
Total Net Revenues	0	0	45,000	0
<b>COST OF GOODS SOLD</b>				
Cost of Consulting Services	0	0	0	0
Total Cost of Goods Sold	0	0	0	0
Gross Profit	0	0	45,000	0
<b>OPERATING EXPENSES</b>				
Sales & Marketing	9,691	0	2,084	9,700
General & Administrative	81,496	46,449	50,982	143,677
Total Operating Expenses	91,187	46,449	53,066	153,377
Operating Income (Loss)	(91,187)	(46,449)	(8,066)	(153,377)
Interest Income(Expense)	0	0	0	(6,875)
Income Before Taxes	(91,187)	(46,449)	(8,066)	(160,252)
Income Taxes	0	0	0	
Net Income	<u>(91,187)</u>	<u>(\$46,449)</u>	<u>(\$8,066)</u>	<u>(\$160,252)</u>

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Side-by-Side Comparison Historical Financial Statements  
Titan Global Entertainment, Inc.  
Notes to Financial Statements  
For the Years Ended, 2002, 2003, 2004 and June 30, 2005

***SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***

This summary of significant accounting policies of Titan Global Entertainment, Inc. (the Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America.

Business Activities - The Company is a music and entertainment company specializing in down-loadable music, portable music devices, and artist management.

Purchase Method - Titan Entertainment, Inc. transferred all assets to Titan Global Entertainment, Inc. as a nondivisive (D) reorganization, under rules of the internal revenue code, section 351. All assets and business activities remained unchanged.

Recognition of Revenue - The Company uses the accrual basis of accounting. The accrual basis of accounting provides for the recognition of revenue when earned and expenses when incurred rather than when collected or paid.

Accounts Receivable - The Company utilizes the direct write-off method for determining bad debt expense. Under this method, accounts are reduced on an individual basis at the time the receivable is deemed worthless. The results of this method are not materially different from the allowance method. It is managements' opinion that all accounts recorded on the books are collectible.

Inventory - Inventory is stated at the lower of cost (determined using the first-in, first-out method) or market.

Fixed Assets - Fixed assets are carried at cost. Depreciation for financial reporting purposes is computed using the straight-line method over the estimated useful lives of the assets. Depreciation for income tax purposes is calculated under the guidelines of the Internal Revenue Code.

Major renewals and improvements are capitalized to the property accounts, while replacements, maintenance, and repairs which do not improve or extend the life of the respective assets are expensed currently. At the time properties are retired or sold, the property and related accumulated depreciation accounts are relieved of the applicable carrying amount and any resulting gain or loss is recognized in income.

Income Taxes - Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due.

Rent - The Company leases its facilities from a related party under the terms of a 5-year lease, which began October 1, 2002. The lease is renewable for two additional terms of 5 years.

Use of Estimates - The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of financial transactions. Actual results could differ from those estimates.

***NOTES PAYABLE***

Notes payable consisted of the following at December 31:

Dr. Charles Mbanefo; \$100,000 unsecured loan, Interest at the rate of 10%, due January 2006.	\$ 100,000
Stan Teskac; \$25,000 unsecured short-term loan, Interest at the rate of 10%, due August 2005.	<u>25,000</u>
	125,000

***RELATED PARTY TRANSACTIONS***

Transactions with related parties consist of the following:

Accounts Receivable-Other - Accounts receivable-other includes amounts due from Titan Global Entertainment Foundation, Inc. of \$25,500 at December 31, 2004.

Side-by-Side Comparison Financial Forecasts  
Titan Global Entertainment, Inc.  
Performa Balance Sheet  
For the Three Years

	FOR THE YEAR ENDED		
	Year 1	Year 2	Year 3
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
CASH	\$13,163,372	\$69,749,227	\$176,408,059
ACCOUNTS RECEIVABLE	8,170,605	30,710,510	100,637,892
INVENTORY	3,750,000	18,350,000	57,088,000
PREPAID EXPENSES	112,000	395,000	530,000
<b>TOTAL CURRENT ASSETS</b>	<b>\$25,195,977</b>	<b>\$119,204,737</b>	<b>\$334,663,951</b>
<b>FIXED ASSETS</b>			
BUILDING AND IMPROVEMENTS	\$0.00	\$3,500,000	\$5,750,000
EQUIPMENT	1,590,000	5,535,000	7,700,000
VEHICLES	124,000	395,000	785,000
FIXTURES AND FURNITURES	270,000	525,000	895,000
COMPUTER HARDWARE AND SOFTWARE	1,476,000	4,200,000	7,800,000
LESS - ACCUMULATED DEPRECIATION	-496,000	-1,842,000	-4,104,000
<b>TOTAL FIXED ASSETS</b>	<b>2,964,000</b>	<b>12,313,000</b>	<b>18,826,000</b>
<b>TOTAL ASSETS</b>	<b>\$28,159,977</b>	<b>\$131,517,737</b>	<b>\$353,489,951</b>
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
ACCOUNTS PAYABLE	\$4,650,471	\$2,842,280	\$4,365,150
ACCRUED EXPENSES	300,000	745,000	945,000
NOTES PAYABLE - CURRENT PORTION	1,004,500	675,000	0
<b>TOTAL CURRENT LIABILITIES</b>	<b>\$5,954,971</b>	<b>\$4,262,280</b>	<b>\$5,310,150</b>
NOTES PAYABLE - NET OF CURRENT PORTION	0	0	0
LOANS FROM OFFICER	0	0	0
<b>TOTAL LIABILITIES</b>	<b>\$5,954,971</b>	<b>\$4,262,280</b>	<b>\$5,310,150</b>
<b>STOCKHOLDERS' EQUITY</b>			
COMMON STOCK	\$10,000	\$10,000	\$10,000
ADDITIONAL PAID-IN-CAPITAL	2,500,000	2,500,000	2,500,000
RETAINED EARNINGS	-464,100	19,695,006	124,745,457
NET INCOME/(LOSS)	20,159,106	105,050,451	220,924,344
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>\$22,205,006</b>	<b>\$127,255,457</b>	<b>\$348,179,801</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$28,159,977</b>	<b>\$131,517,737</b>	<b>\$353,489,951</b>

Side-by-Side Comparison Financial Forecasts  
Titan Global Entertainment, Inc.  
Performa Operating Income Statements  
For the Three Years

	<u>YEAR 1</u>	<u>%</u>	<u>YEAR 2</u>	<u>%</u>	<u>YEAR 3</u>	<u>%</u>
<b>Revenue</b>						
Revenue	\$70,505,000	100.0%	\$320,923,300	100.0%	\$673,938,930	100.0%
<b>Total Revenue</b>	<b><u>70,505,000</u></b>	100.0%	<b><u>320,923,300</u></b>	100.0%	<b><u>\$673,938,930</u></b>	100.0%
<b>Cost of Goods Sold</b>						
Database Fees	1,200,000	1.7%	1,500,000	0.5%	\$3,150,000	0.5%
Distribution Fees	2,875,000	4.1%	7,337,500	2.2%	\$15,408,750	2.2%
Omni Production Costs	24,500,000	34.7%	122,500,000	38.2%	\$257,250,000	38.2%
Other Costs			1,540,000	0.5%	\$3,234,000	0.5%
<b>Total Cost of Goods Sold</b>	<b><u>28,575,000</u></b>	40.5%	<b><u>132,877,500</u></b>	41.4%	<b><u>279,042,750</u></b>	41.4%
<b>Gross Margin</b>	<b><u>41,930,000</u></b>	59.5%	<b><u>188,045,800</u></b>	58.6%	<b><u>394,896,180</u></b>	58.6%
<b>Sales, General, and Administration Expenses</b>						
Payroll	\$1,600,000	2.3%	\$4,030,000	1.3%	\$8,463,000	1.3%
Sales and Marketing	8,500,000	12.1%	21,250,000	6.6%	\$44,625,000	6.6%
Rent	87,500	0.1%	145,000	0.0%	\$304,500	0.0%
Utilities	20,000	0.0%	37,500	0.0%	\$78,750	0.0%
Leased Equipment	7,500	0.0%	42,500	0.0%	\$89,250	0.0%
Insurance	37,500	0.1%	42,500	0.0%	\$89,250	0.0%
Office Expense	32,500	0.0%	82,500	0.0%	\$173,250	0.0%
Outside Services	210,000	0.3%	1,550,000	0.5%	\$3,255,000	0.5%
Payroll Taxes	149,500	0.2%	377,500	0.1%	\$792,750	0.1%
Communications	22,250	0.0%	32,500	0.0%	\$68,250	0.0%
Auto/Truck	3,000	0.0%	15,000	0.0%	\$31,500	0.0%
Taxes, Licenses, and Permits	1,750	0.0%	6,250	0.0%	\$13,125	0.0%
Travel & Entertainment	7,500	0.0%	57,500	0.0%	\$120,750	0.0%
Other Expenses	157,500	0.2%	406,250	0.1%	\$853,125	0.1%
<b>Total SG &amp; A Expenses</b>	<b><u>\$10,836,500</u></b>	15.4%	<b><u>\$28,075,000</u></b>	8.7%	<b><u>\$58,957,500</u></b>	8.7%
<b>EBIDTA</b>	<b><u>\$31,093,500</u></b>	44.1%	<b><u>\$159,970,800</u></b>	49.8%	<b><u>\$335,938,680</u></b>	49.8%
Interest	202,950	0.3%	130,450	0.0%	73,825	0.0%
Depreciation	204,500	0.3%	673,000	0.2%	1,131,000	0.2%
<b>NET INCOME BEFORE TAX</b>	<b><u>\$30,686,050</u></b>	43.5%	<b><u>\$159,167,350</u></b>	49.6%	<b><u>\$334,733,855</u></b>	49.7%
Provision for Taxes	<u>10,526,944</u>	14.9%	<u>54,116,899</u>	16.9%	<u>113,809,511</u>	16.9%
<b>NET INCOME</b>	<b><u>\$20,159,106</u></b>	28.6%	<b><u>\$105,050,451</u></b>	32.7%	<b><u>\$220,924,344</u></b>	32.8%



Side-by-Side Comparison Financial Forecasts  
Titan Global Entertainment, Inc.  
Performa Cash Flow Statement  
For the Three Years

	<b>FOR THE YEAR ENDED</b>		
	Year 1	Year 2	Year 3
<b>Cash Flows from Operating Activities</b>			
Net income (loss)	\$20,159,106	105,050,451	220,924,344
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation	\$409,000	\$1,346,000	\$2,262,000
Change in:			
Accounts receivable	-\$8,170,605	\$22,539,905	-\$69,927,382
Inventory	-3,750,000	-14,600,000	-38,738,000
Prepaid expenses	-112,000	-283,000	-135,000
Accounts payable	4,642,971	-1,808,191	1,522,870
Accrued expenses	300,000	445,000	200,000
<b>Net cash provided (used) by operating activities</b>	<u>\$13,478,472</u>	<u>\$67,610,355</u>	<u>\$116,108,832</u>
<b>Cash Flows from Investing Activities</b>			
Acquisition of fixed assets	-\$2,896,000	\$10,695,000	-\$8,775,000
<b>Net cash provided (used) by investing activities</b>	<u>-\$2,896,000</u>	<u>\$10,695,000</u>	<u>-\$8,775,000</u>
<b>Cash Flows from Financing Activities</b>			
Repayment of debt principal	\$0	-\$329,500	-\$675,000
Proceeds from debt	1,004,500	0	0
Proceeds from investors	1,565,050	0	0
<b>Net cash provided (used) by financing activities</b>	<u>\$2,569,550</u>	<u>-\$329,500</u>	<u>-\$675,000</u>
<b>Net change in cash</b>	\$13,152,022	\$56,585,855	\$106,658,832
<b>Cash, beginning of period</b>	<u>11,350</u>	<u>13,163,372</u>	<u>69,749,227</u>
<b>Cash, end of period</b>	\$13,163,372	\$69,749,227	\$176,408,059

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Side-by-Side Comparison Financial Forecasts  
Titan Global Entertainment, Inc.  
Performa Financial Statement Assumptions  
For the Three Years

**Year 1 Revenue Breakdown**

**Titan Omni \$ 50,000,000.00**

First year unit sales are forecasted to be 100,000 units at the base price of \$499.00. To substantiate the unit price value of the Titan Omni we have provided a review of the technical specification and differences of the Titan Omni with the Apple iPod.

**TITAN OMNI \$499 PRODUCT vs APPLE IPOD \$499 PRODUCT**

Technical features of the Titan Omni. These features reflect what is available within the \$499 iPod priced unit. The technical differences alone support the Omni price point of \$499. With the added accessories and product shipped with the Omni the value proposition for the consumer is better with the Omni versus the iPod.



**TITAN OMNI \$499**

**Storage Capacity:** SD Card Slot  
Removable 2.5" 40 & 60 GB Hard Drive

**Video Recording:** MPEG-4  
**Video Resolution:** 320x240 pixels  
**Video Playback:** MPEG-4  
**Remote Control:** YES  
**TIVO Capability:** YES  
**Music Playback:** MP3, RM  
MP3 • WAV • AAC • MP3 VBR

**Audio Recording:** G.726  
MP3 • WAV • AAC • MP3 VBR

**Photo Viewer:** BMP, GIF, JPEG, PNG, TIFF  
**Display:** 3.5" LCD with LED Backlight  
**Audio I/O:** Built-in stereo speakers & microphone.  
**AV Connection:** RCA 3-in-1 AV input  
RCA 3-in-1 AV output  
Support earphone output

**Interface:** High speed USB2.0  
(USB1.1 Compatible)  
IEEE 802.11b (Wi-Fi)

**Embedded Software:** Linux  
RealOne™ Player (Audio)

**Scalability:** Upgradeable firmware  
**Power:** 12V-DC IN, 100-240V AC Adaptor  
**Battery:** Rechargeable via USB cable  
AC/DC Adapter  
Rechargeable Lithium Battery  
7.4V 1360mAh rechargeable Li-Ion

**Playback Autonomy:** Approx. 3 hours in video playback

**Dimensions:** 5.73 in. (W)  
3.35 in. (H)  
1.8oz (Wg)  
1.18 in. (D)



**APPLE IPOD \$699**

**Storage Capacity:** Built-in 60 GB Hard Drive

**Video Recording:** NO  
**Video Resolution:** 160 x 128 pixels  
**Video Playback:** MPEG-4  
**Remote Control:** NO  
**TIVO Capability:** NO  
**Music Playback:** MP3, RM  
MP3 • WAV • AAC • MP3 VBR • AIFF

**Audio Recording:** NO  
**Photo Viewer:** BMP, GIF, JPEG, PNG, TIFF  
**Display:** 2" LCD with LED Backlight  
**Audio I/O:** NO  
**AV Connection:** Support earphone output  
RCA AV output

**Interface:** Firewire • USB 2.0  
**Embedded Software:** Apple Proprietary  
**Scalability:** NO  
**Power:** 12V-DC IN, 100-240V AC Adaptor  
**Battery:** Rechargeable via USB cable  
AC/DC Adapter  
Rechargeable Lithium Battery  
15 hrs. Battery Life

**Playback Autonomy:** Approx. 2.5 hours in video playback

**Dimensions:** 2.4 in. (W)  
.69 in. (D)  
4.1 in. (H)  
6.4oz (W)

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**Titan Tunes****\$13,500,000.00**

Titan membership program will feature FREE GIFTS to all those who join and pay for any level membership with Titan Global Entertainment Inc. The level of membership determines the FREE GIFT received. Also members will have chances to win additional gifts and promotional prizes. Get the latest news, e-mail program, monthly news letter, referral program. They will have chances to win music equipment, music industry packages such as free consulting, studio time, CD duplication, distribution, etc. We will also offer an incentive program for the best customer of the month and the year awards. All new members that have paid for a new membership, and are first time buyers of any Titan Global Entertainment Inc. music related service that we offer, will receive an additional 20% off the normal cost of that service.

**These promotional specials are available through the website only****Tunes Subscription Packages**

- Annual Membership Fee
- A-la-carte purchase of music and video **\$ . 99**
- Bundled purchase of music and video **\$1. 99**
- Intense Interactivity or Customization
- Available ONLY to TITAN TUNES members

**3. Single Users**

**30 Day Membership **\$19.95****  
Free Titan Tunes Branded mini MP3 Player with paid membership

**Year Membership **\$229.95****  
\$40.00 gift certificate towards Titan Omni with paid membership

**4. Bands & Musicians**

**30 Day Membership **\$29.95****  
Upload and Download from Titan Tunes

**Year Membership **\$319.95****  
\$40.00 gift certificate towards Titan Omni with paid membership

**Tunes & Omni Combo Packages**

**1. Single Users - Tunes & Omni **\$189.95 + \$499****  
Free \$40.00 gift certificate towards Titan Omni Accessories

**2. Bands & Musicians - Tunes & Omni **\$289.95 + \$499****  
Free \$40.00 gift certificate towards Titan Omni Accessories

**Tunes A-la carte**

- No Membership Fee **FREE**
- A-la-carte purchase of music and video only
- No Intense Interactivity or Customization
- Open to all visitors to the TITAN TUNES web portal

**Tunes Trial Period**

- 7day Trial Membership **FREE**
- A-la-carte purchase of music and video only
- No Intense Interactivity or Customization

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Based on more than four years of extensive research and development we have developed a forecasting model for both Titan Omni and Titan Tunes sales.

**Facts:**

Digital Content Revenues: Current and Forecasted

**Digital Content Revenues**

2003 **\$2.3 Billion**

2005 **\$5.6 Billion**

2008 **\$15.1 Billion**

Estimates include the following content verticals:

- Publishing (pay-per-use and subscription)
- Mobile Ringtones, and Mobile "Infotainment, Games (downloads and subscriptions)
- Music (downloads and subscriptions)

Peppercoin Estimate. (Sources include Forrester Research, Jupiter Research, IDC, Alexander Resources, Online Publishers Association), RIAA, Plunkett's, and CIA.

**Growth:**

*The growth in broadband penetration and MP3 player usage is driving growth in the online music industry.* Consumer demand for downloadable digital content, such as compressed audio files, has given rise to independent music web sites and subscription services. Forrester Research estimates that in the United States alone purchases of downloadable digital music will exceed \$11.9 billion by 2007. In addition, Forrester Research projects that revenues from online music subscription services will exceed \$800 million by 2007.

**Market Share:**

When iTunes launched it launched with \$40M in advertising. The advertising was targeted only at the United States market. Sales for the iPOD in the first year of launch were 656,000 units, with a unit price of \$399 totaling \$261,744,000. When the iPOD launched the iTunes site was not even created. iTunes site came into existence in October, 2003.

The iTunes store generated more than \$278,000,000 in revenue in FYE 2004 as per the 10Q and 10K filings with the SEC which is only 5% of the current Global Market. Based upon the consumer research groups and using the same market share percentage iTunes for 2008 is projected to be \$755,000,000.

**Titan Unit Forecasting Assumptions:**

Using a formula tied to advertising dollars spent by Apple in correlation to the number of units sold the first year we determine that for the United States market we should be able to achieve the follow unit sales results. Apple first year sales were all through its on advertising. It was not until October, 2002, one year after launch, that the iPOD sales included Tier 1 distribution. Therefore, using advertising expenditure correlation Titan has developed the following potential revenue model for comparison to the forecasted unit sales used in the Performa Financial Statements. However, there is a major difference between Apple's launch and Titan. Titan through its partner Video Without Boundaries has achieved Tier 1 distribution at time of launch and as such can leverage additional advertising dollars faster than that used by the Apple launch. Titan will launch its Titan Tunes download portal with over 1.2 million songs compared to iTunes launch with 200,000. Titan will also launch download videos which iTunes today still does not have the capability of serving the marketplace due to the iPOD limitations to audio only service.

First year Apple advertising expenditures - \$40M

First year Apple iPOD unit sales – 656,000

Number of units sold per advertising dollar – .0164

Titan first year United States advertising contracts - \$20M

Titan first year International advertising contracts - \$13M

Titan United States advertising dollar unit sales forecast – 328,000

Titan International advertising dollar unit sales forecast – 213,200

Titan United States potential revenue @ \$499 per unit - \$163,672,000

Titan International potential revenue @ \$499 per unit - \$106,386,800

Total Titan potential revenue @ \$499 per unit – \$270,058,800

*Titan Forecast included in the forecast model includes only 100,000 units @ \$499 per unit totaling \$50,000,000.*

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**Titan Download Forecasting Assumptions:**

TITAN TUNES will launch with a music catalogue of more than 1.2 million songs and 57,000 Digitally Enhanced Music Videos whereas iTunes launched with only 200,000 songs only. Downloads through iTunes the first year after launch was 73,300,000. For the same period of time, April 2003 to April 2004, the total iPOD's in the market were approximately 736,000 units. Therefore, using the correlation between the number of iPOD units in the market to the number of downloads Titan has developed the following potential revenue model for comparison to the forecasted downloads used in the Performa Financial Statements.

Number of iTunes music downloads the first year of launch – 73,300,000

Number of average downloads by month – 6,108,333

Number of iPOD's in the market during first year of iTunes release – 736,000

Number of downloads per units in market – 99.59 per unit

Titan United States advertising dollar unit sales forecast – 328,000

Titan International advertising dollar unit sales forecast – 213,200

Number of United States potential downloads for advertising unit sales forecast – 32,665,500

Number of International potential downloads for advertising unit sales forecast – 21,232,600

Total number of potential downloads for advertising unit sales forecast – 53,898,100

Download United States potential revenue from advertising unit sales correlation @\$0.99 per download – \$32,338,800

Download International potential revenue from advertising unit sales correlation @\$0.99 per download – \$21,020,300

Total download potential revenue from advertising unit sales correlation @\$0.99 per download – \$53,359,100

*Number of Titan unit's forecasted sales – 100,000*

*Number of forecasted downloads per month – 1,200,000*

*Number of forecasted downloads first year – 14,400,000*

*Total Download revenue forecast based upon \$0.99 per download - \$14,256,000*

**Record Sales****\$6,855,000.00****Monthly Unit Sales**

<b><u>Artist</u></b>	<b><u>July</u></b>	<b><u>Aug</u></b>	<b><u>Sept</u></b>	<b><u>Oct</u></b>	<b><u>Nov</u></b>	<b><u>Dec</u></b>	<b><u>Jan</u></b>	<b><u>Feb</u></b>	<b><u>Mar</u></b>	<b><u>Apr</u></b>	<b><u>May</u></b>	<b><u>Jun</u></b>	<b><u>Total</u></b>
Stephen Stills	25,000	30,000	35,000	15,000	25,000	35,000	25,000	25,000	15,000	25,000	25,000	20,000	300,000
Heather Bradley		20,000	25,000	5,000	15,000	25,000	10,000	5,000	15,000	10,000	20,000	10,000	160,000
Barkays		5,000	25,000	10,000	20,000	30,000	10,000	5,000	5,000	15,000	10,000	15,000	150,000
Orleans		22,500	22,500	5,000	10,000	20,000	10,000	5,000	5,000	5,000	15,000	5,000	125,000
The Invisible		25,000	25,000	15,000	15,000	20,000	20,000	10,000	15,000	10,000	25,000	20,000	200,000

**Monthly Sales Dollars****Amounts in (000's)**

<b><u>Artist</u></b>	<b><u>July</u></b>	<b><u>Aug</u></b>	<b><u>Sept</u></b>	<b><u>Oct</u></b>	<b><u>Nov</u></b>	<b><u>Dec</u></b>	<b><u>Jan</u></b>	<b><u>Feb</u></b>	<b><u>Mar</u></b>	<b><u>Apr</u></b>	<b><u>May</u></b>	<b><u>Jun</u></b>	<b><u>Total</u></b>
Stephen Stills	75	90	115	45	100	280	200	200	120	200	200	160	1,775
Heather Bradley		160	200	40	120	200	80	40	120	80	160	80	1,280
Barkays		40	200	80	160	240	80	40	40	120	80	120	1,200
Orleans		180	180	40	80	160	80	40	40	40	120	40	1,000
The Invisible		200	200	120	120	160	160	80	120	80	200	160	1,600
<b>TOTALS</b>	<b>75</b>	<b>670</b>	<b>895</b>	<b>325</b>	<b>580</b>	<b>1,040</b>	<b>600</b>	<b>400</b>	<b>440</b>	<b>520</b>	<b>760</b>	<b>560</b>	<b>6,855</b>

Stephen Stills records sales begin in Europe during his tour. It is estimated that the first 125,000 unit sales will be in Europe. Titan receives \$3.00 per unit sold in Europe. After Europe, Stephen begins his tour in the United States. It is estimated that during his tour in the United States that records sales will be 175,000 units. For sales made in the United States Titan receives \$8.00 per unit sale. All other artists have signed records unit sales agreements at \$8.00 per unit.

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### **Growth Assumptions for Year 2 and Year 3:**

Titan assumed the same experience performance rate of Apple of a one year launch with conservative financial projects. The forecasts in Year 2 used the following assumptions

Titan Omni Forecasted Sales – 500,000 units @\$499 totaling \$249,500,000 (equaling Apple's first year's sales level)  
Titan Tunes Forecasted Downloads – 40,000,000 downloads @\$0.99 totaling \$39,600,000 (less than 1% market share)  
Titan Pyramid Recording Contract Artists – 10 doubling Year 1 to \$13,710,000  
Miscellaneous Forecasted Revenue - \$18,113,300  
Titan Total Forecasted Year 2 Revenue - \$320,923,300

The forecasts in Year 3 used the following assumptions

Titan Omni Forecasted Sales – 1,000,000 units @\$499 totaling \$499,000,000 (less than 2% of market share)  
Titan Tunes Forecasted Downloads – 100,000,000 downloads @\$0.99 totaling \$99,000,000 (less than 1% market share)  
Titan Pyramid Recording Contract Artists – 20 doubling Year 2 to \$27,420,000  
Miscellaneous Forecasted Revenue - \$23,368,930  
Titan Total Forecasted Year 2 Revenue - \$673,938,930

### **Apples Launch & Competitive Results:**

#### **2001**

##### **January 9, 2001**

Apple introduces iTunes for the Macintosh, a program that converts audio CDs into compressed digital audio files, organizes digital music collections, and plays Internet radio.

##### **October 23, 2001**

Apple unexpectedly announces the first iPod at a price of \$399. Unlike most (but not all) competing digital audio players available at the time, Apple relies on a hard disk for storage instead of flash memory or interchangeable CD-ROMs, and uniquely focuses on promoting the small size, power, and ease of use of its device. The first iPod has a 5 GB storage capacity - enough for over 1,000 songs - and works only on Macs, using iTunes as a music organization and CD-to-iPod conversion tool. Did Apple release iTunes with the iPod in mind? According to an official Apple timeline, development of the iPod began only six months earlier.

##### **November 10, 2001**

Apple ships the first iPod.

##### **Mid-November, 2001**

Third-party developers begin to write workaround software that lets the iPod work with PCs. While first demo versions of the software are available in January of 2002, final versions won't emerge until June of 2002.

##### **December 31, 2001**

By the end of 2001, Apple has sold a total of 125,000 iPods.

#### **2002**

##### **March 20, 2002**

Apple announces a 10GB / 2,000 song update to the iPod for \$499. Taking a cue from crafty third-party developers, Apple ships new iPods with the ability to display business card-like contact information, a feature that makes some wonder about future PDA-like expansion of the iPod's abilities. As of this date, the iPod is still a Mac-only product, though workaround programs for PCs are circulating and largely functional.

##### **July 17, 2002**

Apple makes four major announcements. First, PC versions of the iPods are unveiled, including MusicMatch software instead of iTunes. Second, a 20GB iPod is introduced. Third, 10GB and 20GB models now sport a new touch-sensitive Scroll Wheel instead of an actual moving wheel, which was easier to damage. And finally, iPod prices are lowered: 5GB drops to \$299, 10GB drops to \$399, and the 20GB model sits at \$499. However, all iPods at this point still require users to have computers with FireWire connectivity ports, which are faster than competing USB ports but far less common on PCs.

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## October, 2002

By this point, retailers Best Buy, Dell, and Target have all started to sell iPods. Sensing the appeal of high-capacity music players, Creative releases the Nomad Zen Jukebox as a cheaper but larger competitor to the iPod.

## December, 2002

Apple unveils its first and only limited edition iPods, with either Madonna's, Tony Hawk's, or Beck's signature engraved on the back for an additional \$49. (Another iPod featured the engraved logo of rock band No Doubt.) At a total price of \$548, these limited edition iPods were the most expensive ever sold by Apple.

## 2003

### March, 2003

Microsoft announces Media2Go portable video and audio players, originally targeted for a holiday 2003 release. The players will eventually be renamed Windows Portable Media Centers, deemed Microsoft's "iPod killer," and delayed until late 2004.

### April, 2003

Dell, which has been offering aggressive discounts on the iPod, temporarily stops selling the device after failing to renew its reseller agreement with Apple, but then renews.

### April 28, 2003

Big news: Apple unveils the updated "third-generation" iPod and the iTunes Music Store for Mac users. The new iPods are thinner and smaller than before, feature a bottom Dock Connector port rather than a top-mounted FireWire port, and have entirely touch sensitive controls. Each new iPod has a higher capacity than the previous generation model it replaces by price point: new 10GB / 2,000 song (\$299), 15GB / 3,700 song (\$399) and 30GB / 7,500 song (\$499) models are available. All third-generation iPods now work on either Macs or PCs. Apple's iTunes Music Store launches with 99 cent per track / \$9.99 per album pricing and a library of 200,000 songs, but isn't yet available for PC users.

### May 1-4, 2003

Retailers begin to sell third-generation iPods, and one week after launching the Mac iTunes Music Store, Apple has sold 1,000,000 songs.

### June 19, 2003

Taking advantage of the iPods' proprietary (and FireWire/USB agnostic) Dock Connector port, Apple releases Dock Connector-to-USB 2.0 cables and drivers for third-generation iPods, expanding the range of PCs that can connect to the devices.

### June 23, 2003

Apple sells the one millionth iPod, more than a year and a half after the release of the device.

### September 8, 2003

Apple refreshes the middle and top of the third-generation iPod line with higher storage capacities at familiar pricing. A 20GB / 5,000 song (\$399) model replaces the 15GB version, and a 40GB / 10,000 song (\$499) model replaces the 30GB version introduced in April. Apple also announces that it has sold 10,000,000 songs through the iTunes Music Store since launch.

### October 16, 2003

Apple releases both iTunes and the iTunes Music Store for U.S.-based PC users, phasing out support for MusicMatch PC software in the process. Belkin and Apple jointly announce voice recording and digital photo storage peripherals for the iPod, further and more tangibly expanding the unit's capabilities past music playback. Apple also announces total sales of 13,000,000 songs via iTunes since launch.

### October 27, 2003

Running a month behind its expected launch date, Dell announces the Digital Jukebox (DJ) as a cheaper competitor to the iPod, and partners with MusicMatch to offer a music downloading service. (By December, Dell will announce that it has permanently stopped reselling iPods to focus on the DJ.)

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## November, 2003

Complaints about iPod battery problems reach a fever pitch as the 'iPod's Dirty Little Secret' video spreads across the Internet. Apple subsequently publicizes a cheaper battery replacement alternative for existing users.

## 2004

### January 6, 2004

Apple debuts the iPod mini, a diminutive 4GB version of the iPod available in five colors at \$249. Despite an impressive simplifying redesign of the iPod's control scheme and casing, critical opinion of the device is initially mixed because of price and capacity concerns. Apple simultaneously replaces the \$299 10GB entry-level iPod with a 15GB model, and retailers almost immediately discount the discontinued 10GB model to \$249, further clouding the value equation.

### January 6, 2004

Apple announces the sale of the two millionth iPod, less than six months after hitting the one million mark.

### January 8, 2004

In an entirely unexpected move, personal computer heavyweight Hewlett-Packard announces at the Las Vegas Consumer Electronics Show that it will license the iPod from Apple rather than develop a competing product. HP CEO Carly Fiorina promises to release and sell a "HP blue"-colored iPod by Summer, and agrees to market iTunes to its PC customers almost immediately.

### February 17-20, 2004

Apple ships its first iPod minis starting on Tuesday, and long lines form at stores for its official Friday on-sale date. Sell-outs and near-sell-outs are reported nationwide and critical opinion quickly turns in the device's favor.

### March 25, 2004

Apple pushes back the international release of the iPod mini from April to July, citing "much stronger than expected demand" from U.S. customers. Analysts report shortages of the miniature hard drives required by Apple.

### May 5, 2004

Apple announces the sale of the three millionth iPod, only four months after hitting the two million mark. Analysts widely acknowledge the iPod as the digital audio market's dominant hardware format, and begin to de-emphasize references to cheaper competitors.

### June 15, 2004

Apple releases the iTunes Music Store in three European markets: France, Germany, and the United Kingdom. One week later, 800,000 songs have been sold to European customers, 450,000 in the UK alone.

### July 11-12, 2004

The iTunes Music Store sells its 100,000,000th downloaded song at approximately 1:25AM Eastern Standard Time, July 12 (or 10:25PM Pacific Standard Time, July 11), the first legal music download service to hit that milestone. Thanks to an Apple contest offering a 17" PowerBook laptop computer, 40GB iPod and iTunes gift certificate for 10,000 songs (total estimated value: \$13,200) to the person who purchased the 100,000,000th song, approximately 40,000 songs (total estimated value: \$39,600) were sold in just the ten minutes before the milestone was reached.

### July 17, 2004

Leaked by Newsweek magazine two days before Apple's expected official announcement, the first photograph of the fourth-generation iPod appears on the Internet, depicting a hybrid of the third-generation iPod's white casing with the Click Wheel controls from the iPod mini.

### July 19-20, 2004

Officially announced by Apple on July 19, the fourth-generation iPod is physically thinner than the third-generation iPod but remains larger than the iPod mini, boasts improved battery life (12 hours), iPod mini-style Click Wheel controls, and small software tweaks such as a main menu randomized (shuffle) playback feature. Called lower-cost iPods, prices for the new low-end (20GB, \$299) and mid-range (40GB, \$399) units look like \$100 drops from prior models until consumers discover that \$100 worth of pack-ins (Docks, remote controls, and cases) have been stripped from their packages. The fourth-generation iPods also lack some widely rumored features, including a 60GB version and a color screen to display digital photographs. Buzz remains significant and first units begin to appear by the 20th.



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#### **July 21, 2004**

Apple adds three top European independent labels to the iTMS catalog, placating the few remaining critics of iTunes.

#### **July 24, 2004**

Apple releases the iPod mini worldwide, behind schedule but still early enough to excite people around the world. Sell-outs are reported in several countries, including Japan.

#### **July 26, 2004**

Motorola announces that its next generation of cellular phones will be iTunes-compatible. In response to Apple's earlier public rebuffing, RealNetworks releases a music technology called Harmony, enabling songs sold by Real through its own music store to be played back on iPods (and other devices) without Apple's permission.

#### **August 5, 2004**

Apple announces total sales of 3.7 million iPods.

#### **August 10, 2004**

The iTunes Music Store library hits 1,000,000 songs.

#### **August 25, 2004**

Apple quietly begins to search for wireless and video experts to join its iPod division.

#### **August 27, 2004**

Hewlett-Packard announces the "Apple iPod from HP" (or "iPod+hp"), a repackaged version of the 4G iPod with new manuals and HP-supplied technical support. Promising availability by September 15, HP begins to ship units almost immediately, and announces an iPod-compatible printer and "printable tattoos" to cover iPods.

#### **August 31, 2004**

Apple announces that it has 58% market share of the U.S. digital music player business, and plans a pan-European iTMS for October.

#### **September 1, 2004**

iTMS hits 125 million downloaded songs. Apple releases the iMac G5, which is now being marketed as a computer "from the creators of iPod."

#### **September 7 - October 4, 2004**

Microsoft's unofficial anti-iPod public relations offensive starts. Chairman Bill Gates says in an interview that the iPod would have been easy for Microsoft to make. Next, while Internet-based viruses plague Windows PCs, Microsoft announces that the next Windows version will prevent iPods from unleashing viruses on PCs, though no such iPod attack has been reported. Finally, CEO Steve Ballmer publicly calls iPod users music thieves, claiming that Microsoft offers better copy protection. He later apologizes.

#### **October 12-14, 2004**

Analysts report that iPod sales are 82% of all digital music players and 92% of all hard-drive based players; nearest hard drive competitor Creative has 3.7%. Over 2,000,000 iPods were shipped in the prior 3 months alone, and iTMS downloads hit 150,000,000, a rate of 4 million downloads per week.

#### **October 26, 2004**

Apple debuts the iPod photo, a new version of the fourth-generation iPod that's capable of displaying digital photographs and album art on its built-in color screen. Sold in 40GB (\$499) and 60GB (\$599) capacities, the iPod photo is physically identical to the fourth-generation iPod, only slightly thicker, and includes most of the pack-ins (Dock and case) that disappeared from iPod boxes in July. It also includes a "photo Dock" and AV cable for displaying digital photos on a television, as well as an evolved, colorized interface for using the iPod's music playback features.

On the same day, and following considerable Apple co-promotion of a U2 song called Vertigo, Apple introduces the U2 iPod Special Edition (\$349), a 20GB fourth-generation iPod with a shiny black front casing, red Click Wheel, and U2-engraved rear metal casing. The U2 iPod includes a \$50 coupon towards the purchase of a \$149 Apple-innovated "digital

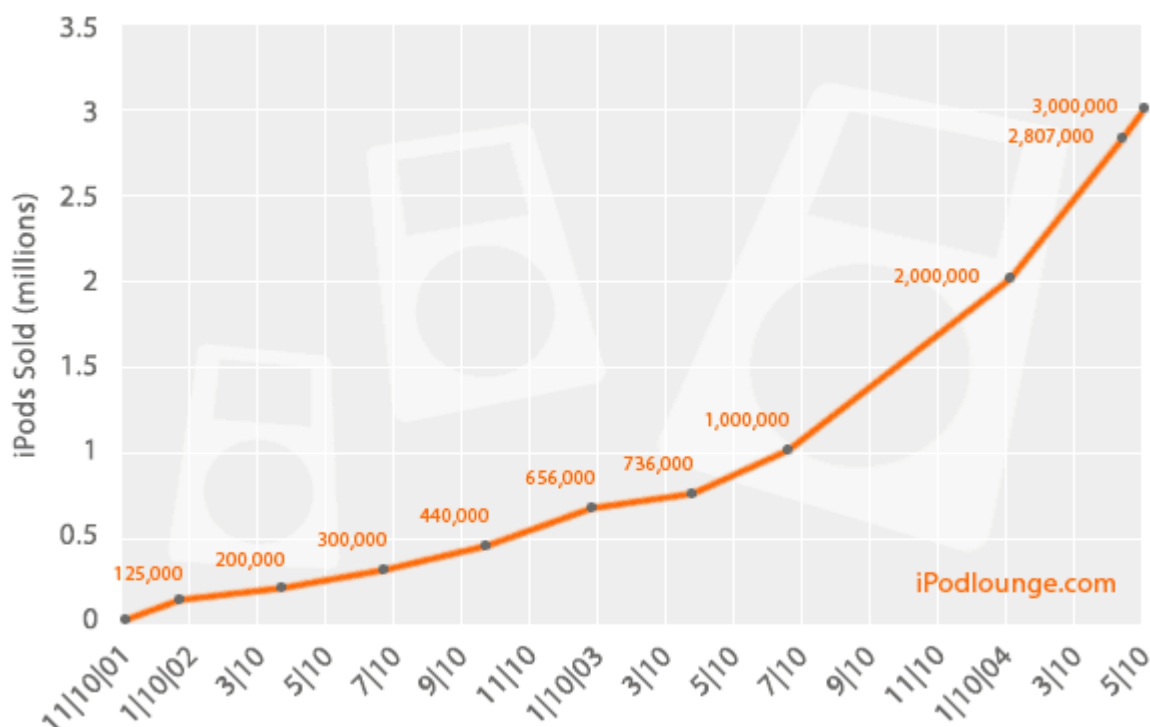
box set" called The Complete U2, but not a copy of U2's latest album as was widely rumored before the product's launch. Apple notes sales of nearly 6 million iPods to date.

### Historical Growth of iPod and iTunes Sales

#### iPod Sales

iPod sales were good but not fantastic until around the May 2003 release of the third-generation iPod, which marked a turning point in the sales history of the device. Prior to that release, Apple's sales were directed initially towards a relatively small audience of Macintosh users, and even when a PC version of the iPod was released, its FireWire-only design limited its appeal to mainstream PC users.

#### Sales of iPods

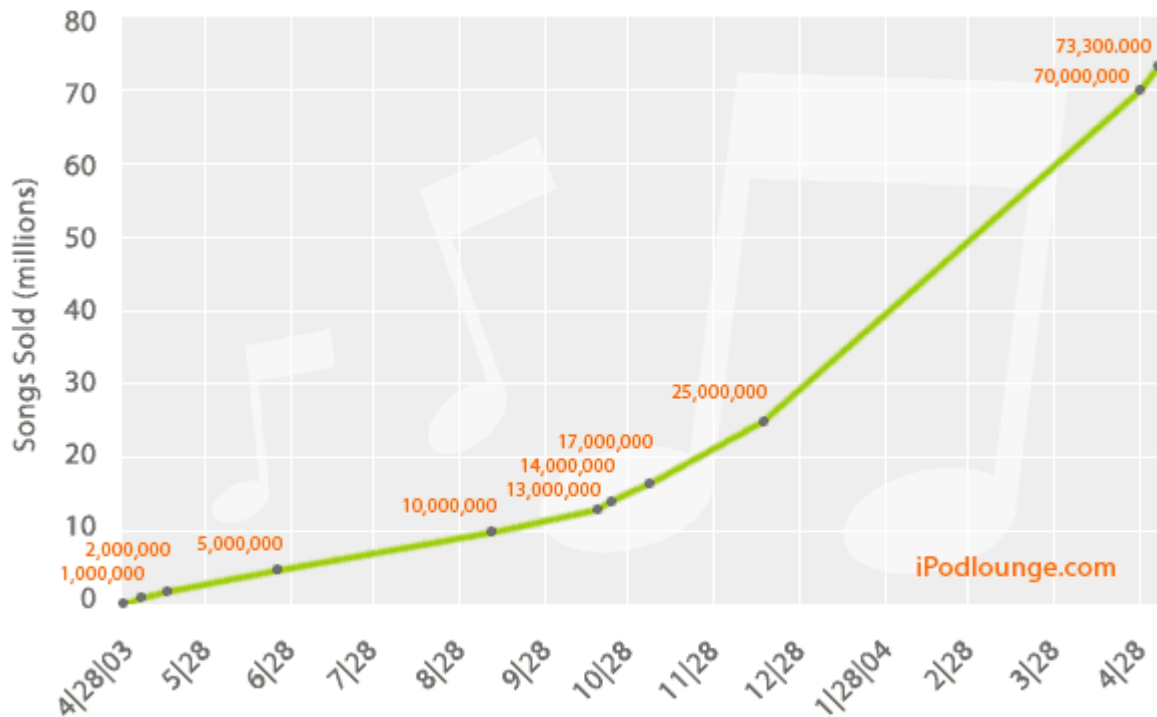


It took over a year and a half for Apple to hit the one million mark for iPods sold, but then the third-generation iPod was unveiled in Tokyo. Only six months later, the company had sold its second million iPods. Four months later, aided by the release of the iPod mini, they'd sold another million units of iPod hardware. By late October, aided by the release of the fourth-generation iPod, Apple was up to almost 6 million total units, and an additional 2-4 million units were predicted to be sold by the end of 2004.

Importantly, Apple's sales milestones were achieved despite the continued introduction of cheaper alternatives by Creative, Dell, and iRiver, amongst others. None of these companies' products appears to have significantly impacted the iPod's sales growth or undermined its perception as king of the digital music hill.

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## Sales of iTunes Songs



### iTunes Music Store Sales

Though the history of the iTunes Music Store dates back only a year, there have been two important positive changes in its sales trends. The first was in October of 2003, starting with the release of the PC version of the Music Store. In December 2003, following a flurry of holiday season iPod purchases and media mentions, the second upward tilt began, dramatically accelerating the pace of iTunes Music sales. Apple hit the 100 million song mark in July, 2004, ahead of some expectations (but later than initial Apple predictions), and 150 million by October, 2004, a dramatically increased pace.

### Which Countries Have the iPod, iPod mini, and iTunes Music Store?

#### iPod

Available worldwide from Apple, Apple authorized retailers, and unauthorized retailers.

#### iPod mini

Nearly worldwide. As of July, 2004, Apple released the product into almost every geographic region of the world. While several countries have not received the product officially, supplies may be available from importers.

#### iTunes Music Store

The service was first available (2003) within the United States, then expanded in June 2004 to the United Kingdom, France and Germany, and then on October 26, 2004 added Austria, Belgium, Finland, Greece, Italy, Luxembourg, The Netherlands, Portugal and Spain. On December 1, 2004, Canada was added to the list. Negotiations for Australia, New Zealand, Japan and other countries remain underway.

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**EXHIBIT A**  
**ACCREDITED INVESTOR REQUIREMENTS & QUESTIONNAIRE**  
**TITAN GLOBAL ENTERTAINMENT, INC.**

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## WHO MAY INVEST

The Company is offering the Shares in reliance upon certain exemptions from the registration and qualification requirements of federal and state securities laws. The Company has established certain standards that must be met by persons who wish to purchase Shares. All prospective investors must be capable of evaluating the merits and risks of their investment and have a net worth or income level sufficient to withstand a loss of their entire investment. Those persons who wish to invest in the Shares must meet all applicable criteria explained below.

### Accredited Purchaser Financial Requirements

The Company may sell Shares only to investors who are both (i) "accredited investors" as that term is defined in Rule 501(a) of Regulation D promulgated by the Securities and Exchange Commission and (ii) accredited, exempt or otherwise excluded purchasers under California and other applicable "blue sky" statutes and regulations ("Accredited Purchasers").

At a minimum under Regulation D, investors must meet one of the following criteria in order to be "accredited Investors."

1. Any bank as defined in Section 3(a)(2) of the Securities Act of 1933, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933 whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; any insurance company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivision for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;
2. Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;
3. Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
4. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;
5. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his or her purchase exceeds \$1,000,000;
6. Any natural person who had (i) an individual income in excess of \$200,000 in each of the two most recent years and has a reasonable expectation of reaching the same income level in the current year, or (ii) joint income with that person's spouse in excess of \$300,000 in each of the two most recent years and has a reasonable expectation of reaching the same income level in the current year;
7. Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 230.506(b)(2)(ii) of Regulation D.
8. Any entity (other than an irrevocable trust) in which all of the equity owners are accredited investors.

### Business Knowledge and Investment Sophistication

An Investor must also be able to demonstrate that, by reason of his or her knowledge and experience in business and financial matters, he or she is capable of evaluating the merits and risks of an investment in the Shares and protecting his or her own interests in connection with the transaction. Such a purchaser who does not have sufficient knowledge and

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experience in financial and business matters must employ a "purchaser representative" who has that knowledge and experience either alone, together with other purchaser representatives of the purchaser, or together with the purchaser. A purchaser who wishes to use and rely upon a purchaser representative in connection with making an investment in the Shares should be aware that a purchaser representative (i) must meet certain statutory requirements, (ii) must be acknowledged by the purchaser in writing to be his or her purchaser representative in connection with evaluating the merits and risks of purchasing the Shares, (iii) must be an attorney, a certified public accountant, a broker-dealer or agent thereof, an investment adviser, a bank, a savings and loan association, or any other person who, as a regular part of such person's business, is customarily relied upon by others for investment recommendations or decisions and who is customarily compensated for such services either specifically or by reason of compensation for related professional services, (iv) may not be affiliated with the Company, or its Management and (v) may not receive compensation from any of the person or entities listed in (iv). No broker-dealer or any person receiving a commission from the Company may act as purchaser representative on behalf of any investor in this Offering.

#### Additional State Suitability Standards

In addition to the above requirements, purchasers from certain states also must meet the following requirements.

All Alabama investors, either alone or with a purchaser representative, must have such knowledge and experience in financial or business matters that he, she, or they are capable of evaluating the merits and risks of the prospective investment.

For all Massachusetts investors who are natural persons, the investment may not exceed 25% of the investor's net worth (alone or jointly with a spouse, but excluding principal residence and its furnishings).

North Carolina investors must have either (i) a minimum net worth (exclusive of home, home furnishings and automobiles) of \$225,000 or (ii) a minimum net worth (exclusive of home, home furnishings and automobiles) of \$60,000 and have had during the last tax year or estimate they will have during the current tax year, taxable income of at least \$60,000 without regard to the investment in Shares.

All South Carolina investors must have (i) a net worth (exclusive of home, home furnishings and automobiles) of \$100,000 or (ii) income sufficient to be subject to the maximum state and federal rate of income tax.

All Wisconsin investors, either alone or with a purchaser representative, must have such knowledge and experience in financial or business matters that he, she, or they are capable of evaluating the merits and risks of the prospective investment.

#### Additional Subscription Considerations

Because of the special considerations potentially affecting tax-exempt investors, any exempt organization that is considering an investment should consult with its own tax and other advisors to evaluate the appropriateness of the investment and the effect that an investment would have in the specific circumstances of that investor.

Each investor must complete, execute and deliver to the Company the applicable documents contained in the Subscription Document accompanying this Memorandum. All subscription documents will be reviewed by the Company for compliance with suitability standards. The Company has the right, in its sole discretion, to reject any subscription even though the investor satisfies the described tests. Subject to the limitations of applicable federal and state laws, the Company also has the right, in its sole discretion, to accept subscriptions.

Some states have established suitability standards for initial investor and subsequent transferees which are different from those described above. Prospective investors in such states who wish to purchase Shares are required to satisfy the standards applicable in such states in addition to the suitability standards described above. By executing the Accredited Investor Questionnaire and the Subscription Agreement and Investment Representation and, if applicable, the Purchaser Representative Questionnaire, the prospective investor represents that he meets the suitability standards applicable to him.

All representations by prospective investors shall be reviewed and relied upon by the Company in determining the suitability of such persons under applicable securities laws and regulations. These suitability standards for accredited investors represent minimum requirements under Federal and state law, and a perspective investor's satisfaction of the

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standards does not necessarily mean that Shares are a suitable investment for such potential investor. The Company reserves the right in its sole discretion, to reject any subscription for any reason and to sell fractional Shares.

**(Intentionally Left Blank)**

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TITAN GLOBAL ENTERTAINMENT, INC.  
ACCREDITED INVESTOR QUESTIONNAIRE  
PURPOSE OF THIS QUESTIONNAIRE

The purpose of this Questionnaire is to provide Titan Global Entertainment, Inc. a Florida corporation (the "Company") with information regarding your qualifications to acquire one or more Shares (the "Shares") which are being offered without registration under the Securities Act of 1933, as amended (the "Act"), or the securities laws of any state, in reliance on the exemption contained in Section 4(2) of the Act and pursuant to the provisions of Regulation D promulgated thereunder ("Regulation D") and on similar exemptions under applicable state laws. Under Section 4(2) and Regulation D and/or certain state laws, the Company may be required to determine that an individual, or an individual together with a "purchaser representative" or each individual equity owner of an "investing entity" meets certain suitability requirements before selling shares to such individual or entity. THE COMPANY WILL NOT SELL SHARES TO ANY INDIVIDUAL WHO HAS NOT FILLED OUT, AS THOROUGHLY AS POSSIBLE, A QUESTIONNAIRE. IN THE CASE OF A PROSPECTIVE PURCHASER WHO INTENDS TO PURCHASE SHARES AS TENANTS IN COMMON, JOINT TENANTS OR TENANTS BY THE ENTIRETY, EACH PROSPECTIVE PURCHASER, MUST COMPLETELY FILL OUT AND SIGN THE QUESTIONNAIRE. IN THE CASE OF AN INVESTOR THAT IS A PARTNERSHIP, TRUST OR CORPORATION THAT INITIALS QUESTION 8.B (xi), EACH EQUITY OWNER MUST COMPLETE EXHIBIT A ATTACHED TO THE QUESTIONNAIRE. This questionnaire does not constitute an offer to sell or a solicitation of an offer to buy Shares or any other security.

INSTRUCTIONS

PLEASE ANSWER ALL QUESTIONS. If the appropriate answer is: "None" or "Not Applicable", please so state. Please print or type your answers to all questions. Attach additional sheets if necessary to complete your answers to any item.

Your answers will be kept strictly confidential at all times, however, the Company may present this Questionnaire to such parties as it deems appropriate in order to assure itself that the registration provisions of the Act or a violation of the securities laws of any state has not occurred.

1. Please provide the following personal information:

Name: \_\_\_\_\_

Name of additional purchaser: \_\_\_\_\_

(Please complete information in Question 5)

Date of Birth or Organization: \_\_\_\_\_

2. Residence Address, or if other than an individual, principal, office address:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone Number: \_\_\_\_\_

Social Security Number: \_\_\_\_\_



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Taxpayer Identification Number:

\_\_\_\_\_

3. Business Address:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Business Telephone Number:

\_\_\_\_\_

4. Send Mail to: Residence \_\_\_\_\_ Business \_\_\_\_\_

5. With respect to tenants in common, joint tenants and tenants by the entirety, complete only if information differs from that above.

Residence Address:

\_\_\_\_\_

\_\_\_\_\_

Telephone Number:

\_\_\_\_\_

Social Security Number:

\_\_\_\_\_

Taxpayer Identification Number:

\_\_\_\_\_

Business Address:

\_\_\_\_\_

\_\_\_\_\_

Business Telephone Number:

\_\_\_\_\_

Send Mail to: Residence \_\_\_\_\_ Business \_\_\_\_\_

6. Please describe your present or most recent business or occupation and indicate such information as the nature of your employment, how long you have been employed there, the principal business of your employer, the principal activities under your management or supervision and the scope (e.g. dollar volume, industry rank, etc.) of such activities.

\_\_\_\_\_

\_\_\_\_\_

7. Please state whether you or any of your associates or affiliates (i) are a member or a person associated with a member of the National Association of Securities Dealers, Inc. (the "NASD"), (ii) are an owner of stock or other securities

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of an NASD member (other than purchased on the open market), or (iii) has made a subordinated loan to any NASD members

Yes \_\_\_\_\_ No \_\_\_\_\_

If you marked yes to any of (i) to (iii) above, please briefly describe the facts below:

8.A. Applicable to Individuals ONLY: Please answer the following questions concerning your financial condition as an accredited investor:

8.1 Does your net worth\* (or joint net worth with your spouse) exceed \$1,000,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

8.2 Did you have an individual income\*\* in excess of \$200,000 or joint income together with your spouse in excess of \$300,000 in each of the two most recent years and do you reasonably expect to reach the same income level in the current year?

Yes \_\_\_\_\_ No \_\_\_\_\_

8.3 Are you an executive officer or director of the Company?

Yes \_\_\_\_\_ No \_\_\_\_\_

8.4 Please describe any obligations you currently have or which become due in the next 24 months that you do not expect to pay out of available funds.

\_\_\_\_\_  
\_\_\_\_\_

8.5 Have you ever filed for or been involved in personal bankruptcy proceedings?

Yes \_\_\_\_\_ No \_\_\_\_\_

8.6 Does the value of your cash and cash equivalent and liquid securities (including stocks, bonds, government obligations, etc. at fair market value) exceed \$250,000?

Yes \_\_\_\_\_ No \_\_\_\_\_

8.7 Indicate the value of your investments in closely held companies, personal business and/or real estate:

\_\_\_\_\_  
\_\_\_\_\_

8.8 Indicate the equity in all your real estate, net of mortgages:

8.9 Other investments (please specify type):

---

8.10 Total of all outstanding liabilities, excluding mortgages on real estate:

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8.11 I am contingently liable as endorser, guarantor, or surety indemnifier or otherwise for:

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8.12 Please provide information as to the approximate number and total dollar amount of the following types of investments in which you have participated:

Restricted (non-traded stock or notes):

Number \_\_\_\_\_ Amount invested: \$ \_\_\_\_\_

Private placements of securities sold in reliance upon non-public offering exemption from registration under the Securities Act of 1933:

Number \_\_\_\_\_ Amount invested: \$ \_\_\_\_\_

\*For purposes hereof, net worth shall be deemed to include ALL of your assets, liquid or illiquid (including such items as home, furnishings, automobile, and restricted securities) minus any liabilities (including such items as home mortgages and other debts and liabilities).

\*\*For purposes hereof the term "income" is not limited to "adjusted gross income" as that term is defined for Federal Income Tax purposes, but rather includes certain items of income which are deducted in computing "adjusted gross income". For investors who are salaried employees, the gross salary of such investor, minus any significant expenses personally incurred by such investor in connection with earning the salary, plus any income from any other source including unearned income, is a fair measure of "income" for purposes hereof. For investors who are self-employed, "income" is generally construed to mean total revenues received during the calendar year minus significant expenses incurred in connection with earning such revenues.

8.B Applicable to Corporations, Partnerships, and other Entities:

The purchaser is an accredited investor because the purchaser falls within at least one of the following categories (Check all appropriate lines):

\_\_\_\_\_ (i) a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity;

\_\_\_\_\_ (ii) a broker-dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;

\_\_\_\_\_ (iii) an insurance company as defined in Section 2(13) of the Act;

\_\_\_\_\_ (iv) an investment company registered under the Investment Company Act of 1940, as amended (the "Investment Act") or a business development company as defined in Section 2(a)(48) of the Investment Act;

\_\_\_\_\_ (v) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended;

\_\_\_\_\_ (vi) a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, where such plan has total assets in excess of \$5,000,000;

\_\_\_\_\_ (vii) an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act amended (the "Employee Act"), where the investment decision is made by a plan fiduciary, as defined in Section 3(21) of

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the Employee Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or an employee benefit plan that has total assets in excess of \$5,000,000, or a self-directed plan the investment decisions of which are made solely by persons that are accredited investors;

\_\_\_\_\_ (viii) a private business development company, as defined in Section 202(a)(22) of the Investment Advisers Act of 1940, as amended;

\_\_\_\_\_ (ix) an organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation or partnership not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;

\_\_\_\_\_ (x) a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a "sophisticated" person, who has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment;

\_\_\_\_\_ (xi) an entity in which all of the equity investors meet all the requirements of Subparagraphs 8.2, 8.2, or 8.3 above or is a person described above ("accredited investor"). (All equity owners must complete Exhibit "A" attached hereto).

9. Do you have sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks associated with investing in the Company or do you have a financial or investment advisor(s) that is acting in the capacity as a purchaser representative?

Yes \_\_\_\_\_ No \_\_\_\_\_

If you have (a) financial or investment advisor(s), please identify each such person and indicate HIS or HER business address and telephone number in the space below. (Each such person must complete, and you must review and acknowledge, a separate Purchaser Representative Questionnaire that will be supplied at your request).

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10. You have the right, will be afforded an opportunity, and are encouraged to investigate the Company and review relevant factors and documents pertaining to the officers, directors, and the Company and its business and to ask questions of a qualified representative of the Company regarding this investment and the properties, operations, and methods of doing business of the Company.

Have you or your purchaser representative, if any, conducted any such investigation, sought such documents or asked questions of a qualified representative of the Company regarding this investment and the properties, operations, and methods of doing business of the Company?

Yes \_\_\_\_\_ No \_\_\_\_\_

If so, briefly describe:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If so, have you completed your investigation and/or received satisfactory answers to your questions?

Yes \_\_\_\_\_ No \_\_\_\_\_

11. Do you understand the nature of an investment in the Company and the risks associated with such an investment?

Yes \_\_\_\_\_ No \_\_\_\_\_

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12. Do you understand that there is no guarantee of any financial return on this investment and that you run the risk of losing your entire investment?

Yes \_\_\_\_\_ No \_\_\_\_\_

13. Do you understand that this investment is not liquid?

Yes \_\_\_\_\_ No \_\_\_\_\_

14. Do you have adequate means of providing for your current needs and personal contingencies in view of the fact that this is not a liquid investment?

Yes \_\_\_\_\_ No \_\_\_\_\_

15. Do you have a "Preexisting relationship" with the Company or any of its officers, directors, or controlling persons?

Yes \_\_\_\_\_ No \_\_\_\_\_

(For purposes hereof, "preexisting relationship" means any relationship consisting of personal or business contacts of a nature and duration such as would enable a reasonably prudent investor to be aware of the character, business acumen, and general business and financial circumstances of the person with whom such relationship exists.)

If so, please name the individual or other person with whom you have a preexisting relationship and describe the relationship:

\_\_\_\_\_

16. Please provide information with respect to your business or professional education, if any, including the name of the school(s), dates of attendance, and degrees:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Please provide details of any training or experience in financial, business, or tax matters not disclosed in Item 16 immediately above:

\_\_\_\_\_

\_\_\_\_\_

#### 17. Signature and Date

Please indicate the date on which you sign this questionnaire. Date: \_\_\_\_\_

If purchaser is one or more individuals (all individuals must sign):

Prospective Purchaser:

\_\_\_\_\_  
(Type or print name of Prospective Purchaser)

\_\_\_\_\_

Signature of Prospective Purchaser:

\_\_\_\_\_

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Social Security Number:

\_\_\_\_\_

Additional Purchaser:

\_\_\_\_\_

(Type or print name of additional purchaser)

\_\_\_\_\_

Signature of spouse, joint tenant, tenant in common or other signature, if required:

\_\_\_\_\_

Social Security Number:

\_\_\_\_\_

If purchaser is a corporation, partnership or entity:

\_\_\_\_\_

(Name of Entity - Please Print)

\_\_\_\_\_

Taxpayer Identification Number

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

#### EXHIBIT "A" TO ACCREDITED INVESTOR QUESTIONNAIRE

ACCREDITED CORPORATIONS, PARTNERSHIPS, and TRUSTS OR OTHER ENTITIES INITIALING QUESTION 8.B (xi) MUST PROVIDE THE FOLLOWING INFORMATION.

I hereby certify that set forth below is a complete list of all equity owners in:

\_\_\_\_\_

(Print Name of Entity)

a \_\_\_\_\_ (TYPE OF ENTITY), formed pursuant to the laws of the

State of \_\_\_\_\_.

I also certify that EACH SUCH OWNER HAS INITIALED THE SPACE OPPOSITE HIS NAME and that each such owner understands that by initialing that space he is representing that he is an accredited individual investor satisfying the test for accredited individual investors indicated under "TYPE OF ACCREDITED INVESTOR."

\_\_\_\_\_

Signature of Authorized Corporate Officer, General Partner, Trustee

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Name of Equity Owner

Type of Accredited Investor\*

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

4. \_\_\_\_\_

\* Indicates which Subparagraph of 8.1 - 8.3 the equity owner satisfies

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**EXHIBIT B**  
**SUBSCRIPTION AGREEMENT**  
**TITAN GLOBAL ENTERTAINMENT, INC.**



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SUBSCRIPTION AGREEMENT  
TITAN GLOBAL ENTERTAINMENT, INC.  
COMMON SHARES, NO PAR VALUE,

I hereby agree to purchase \_\_\_\_\_ Shares of Titan Global Entertainment, Inc., a Florida corporation (the "Company"), at a purchase price of \$0.50 per Share for a total purchase price of \$\_\_\_\_\_. In fulfillment of the obligation to make such a purchase, I hereby tender the full subscription amount in the form of a check, draft, or money order payable to the Company.

Conditions to Receipt and Acceptance:

This agreement shall be deemed accepted by the Company upon execution of the "Receipt and Acceptance" below. After that time, I will possess all the rights and powers of a shareholder in the Company.

Representations:

I hereby acknowledge and represent that:

I have by virtue of personal or business contacts and/or a personal or business relationship to the Company, access to all business and financial information pertaining to the Company that I deem material to an informed investment decision.

I have been advised and am aware that the Shares to which I have subscribed will not be registered under the Securities Act of 1933 or any state securities laws on the grounds that the issuance of such Interests is exempt from the registration provisions of those laws.

I have been advised and understand that I must continue to bear the economic risks of ownership of the Shares for an indefinite period of time, because the Shares have not been registered under the Securities Act of 1933 or the securities laws of any state and, accordingly, cannot be sold unless it is so registered or exemptions from registration are available.

I have received and read a copy to the Private Placement Memorandum dated January 15, 2004, and am familiar with the terms of the offering.

I understand the risks of an investment in the Company. I have consulted with an attorney or accountant to the extent I deemed it necessary in reviewing this investment.

I have had an opportunity to question the principals of the Company as to all matters which I deem material and relevant in my decision to make an investment in the Company and have had the opportunity to obtain any and all additional information necessary to verify the accuracy of the information received or any other supplemental information which I deem relevant to make an informed investment decision.

I have such knowledge or experience in business and financial matters, or competent professional advice concerning the Company, that I am capable of evaluating the merits and risks of the prospective investment Shares.

I have sufficient net worth and annual income to be able to bear the substantial economic risks of this investment, including the complete loss of my investment. I have adequate means of providing for my current needs and personal contingencies, and have no need for liquidity in this investment.

I am purchasing the Shares for my own account for investment only and not as a nominee for others; I am not purchasing such interests with an intention or a view toward resale, transfer or distribution thereof, and will not, in any event, resell or otherwise transfer such interest within twelve months after the date of purchase.

I am duly authorized and empowered to legally represent and bind the principal, person, trust, corporation, or other entity, if any, named below, as the subscriber for the Shares.

If a corporate or other entity, the subscriber was not formed for the specific purpose of making this investment.

I am a resident of the State of \_\_\_\_\_.

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IN WITNESS WHEREOF, I have this Agreement on the \_\_\_\_\_ day of \_\_\_\_\_, 2005.

How common stock is to be held:

Print Subscriber's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporation  
☐ Joint Tenants WROS  
☐ Specify

Signature of Subscriber: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

\_\_\_\_\_  
City, State, and Zip Code

Social Security or Federal I.D. Number: \_\_\_\_\_

#### RECEIPT AND ACCEPTANCE

Titan Global Entertainment, Inc., hereby acknowledges receipt from the subscriber of \$\_\_\_\_\_, for \_\_\_\_\_ Shares of common stock and accepts such applicant's above subscription.

Titan Global Entertainment, Inc..

By: \_\_\_\_\_  
(Title)

The following calculation assumes the sale of all 10,000,000 Shares:

If all the Shares in the Offering are sold, the Investor named hereunder:

\_\_\_\_\_,  
(Print Name of Investor)

will beneficially own \_\_\_\_\_ % of the issued and outstanding common Shares of the Company, as of the date of the final sale of Shares under this Private Placement Offering of 10,000,000 Common Shares.