



Strategic Business Plan

Provides Instant Cash Transfer to Any Mobile Phone Globally

APRIL, 2015



“SEND THE PERFECT GIFT – THE GIFT OF CASH”



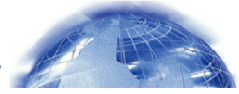
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Certain information regarding Happy Birthday Day Gift Card, Inc., including availability of capital and other sources of funds and future plans may constitute forward-looking statements under applicable securities law. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "hope", "plan", "continue", "estimate", "expect", "may", "will", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are based upon the opinions, expectations and estimates of management as at the date the statements are made and, in some cases, information received from or disseminated by third parties, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. Forward looking statements contained in this release necessarily involve risks and uncertainties associated with mobile mobile phone transfer of cash technology of a development and engineering corporation. As a consequence, actual results may differ materially from those anticipated. Accordingly, readers should not place undue reliance upon forward-looking information contained herein. Although Happy Birthday Day Gift Card believes that the assumptions underlying such forward looking statements are reasonable given current market conditions, and information received or disseminated by third parties is reliable, it can give no assurance that such expectations will prove to have been correct. Happy Birthday Day Gift Card does not assume responsibility for the accuracy and completeness of the forward-looking statements and such forward-looking statements should not be taken as guarantees of future outcomes. Subject to applicable securities laws, Happy Birthday Day Gift Card does not undertake any obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances. The forward-looking statements contained in this document are expressly qualified, in their entirety, by this cautionary statement. Additionally, statements included in this document may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

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Statement of Intent

Happy Birthday Day Gift Card’s Strategic Business Plan intends to:

- Demonstrate Happy Birthday Day Gift Card’s current and future business opportunities within the rapidly expanding Money Transfer Services industry, using a proprietary ewallet and SMS messaging to provide universal, secure peer-to-peer value exchange to cost-effectively deliver financial services to a global consumer market of over 7 billion. Everyone has a birthday once a year and this service would be primarily marketed to the honoree friends, family and co-workers. Could also be a crowd funding platform to secure pooled funds into the ewallet.
- Delineate the scope of services offered by Happy Birthday Day Gift Card to potential consumers via widespread retail and internet distribution.
- Substantiate the Company’s market and revenue opportunities and establish the foundation for anticipated growth.
- Illustrate Happy Birthday Day Gift Card’s business, financial, technology and marketing advantages to global enterprise partners who employ the Company’s retail, internet distribution model and technology in both local and global markets.
- Convey the financial framework for the proposed business model relative to the scope of the Company’s strategic goals and objectives, revenue targets and financial requirements.

I. Executive Summary

Happy Birthday Day Gift Card uses peer-to-peer technology to transfer currencies instantaneously, between **any two mobile phones worldwide or a physical gift card from a retail environment**. The virtual or physical gift card can be **redeemed** as either **money** and/or prepaid top up **minutes within the mobile app**. Prepaid minutes retailers can now offer money transfer services cost-effectively reaching the Un-Banked. Happy Birthday Day Gift Card nets 1% on FX spread.

Market: Worldwide, there are **3 Billion under-banked / 7 Billion birthday** consumers; virtually all with mobile phones. The global money transfer market is **\$500 Billion** with almost \$50 billion in transfer fee revenues. **Prepaid mobile minutes** constitute **another \$500 Billion** global market spread among 300+ phone carriers. **Happy Birthday Day Gift Card** unites these two markets into a secure government licensed exchange, ready to capture a growing **\$1 Trillion dollar market** that can transfer money/minutes instantaneously between any two mobile phones.

Problem(s): **Cash transfers** are **expensive (ranging from 3-20%)**, increasingly scrutinized by governments and very difficult to deliver to the typically unbanked recipient, especially in rural areas. With high mobile phone penetration in most countries, cash can now be sent directly to the recipient’s mobile phone/eWallet or physical gift card, which are becoming ubiquitous in developing countries. **Prepaid minutes** are routinely used as a “grey market” virtual currency, **violating international money laundering regulations**.

Happy Birthday Day Gift Card Solution: Using “**Smart Token**” technology, **to solve both problems**. Happy Birthday Day Gift Card “Issues” top up minutes to the sender; uniquely identified with the sender’s ID to prevent



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fraud. These unique top up minutes are sent to the recipient in a text message, email, and/or a Smartphone App. Provides “**Instant Liquidity**” to pay bills, get cash, purchase goods/services online or deposited in a bank account. “**Smart**” usage can be restricted based upon the country of redemption, the recipient’s carrier and/or their eWallet configuration. **Unlike BitCoins**, Happy Birthday Day Gift Card Top Up minutes to provide stability, auditability and government monitoring. When transferred into cash, meet and/or exceed international payment security and Anti-Money Laundering (AML) standards.

Business Strategy: Happy Birthday Day Gift Card has potential contracts to facilitate cash transfers into **21 countries**. Happy Birthday Gift Card consumer marketing efforts focus on the top five global US money transfer markets: China, India, Philippines, Mexico and Vietnam. Happy Birthday Day Gift Card promotes its “**Send The Perfect Gift – The Gift of Cash!**” program via an online social marketing campaign. Happy Birthday Gift Card only accepts online funding directly from the consumer with a credit/debit card or a bank account, eliminating significant costs. Happy Birthday Gift Card generates revenue from the currency exchange rate. Net revenue will average 1-1.25% of the amount transferred, after netting SWIFT fees and Know-Your-Customer costs. Via pending integration with VISA card product, **Top Up Minutes** can be **directly deposited into 1B+ eWallets** and/or redeemed at over **36M VISA Card retailers**, a key competitive advantage to achieve global scale.

Competitors: All current money transfer competitors charge higher fees (flat fees and or transaction percentages) in addition to taking a spread on the foreign exchange rate. Competitors include Xoom (US) and TransferWise/Azimo (UK) who charge a minimum of \$5 and 5 British Pounds respectively. **None** have the capability to deposit directly into the 1B+ overseas eWallets, nor do we anticipate that they will lower their charges to zero. Happy Birthday Gift Card **improves upon BitCoin** with bank-grade security and world class Anti-Money Laundering (AML) features.

Happy Birthday Day Gift Card’s key competitive advantage over Western Union and Money Gram is the price: Competing money transfer systems require an expensive computer, cumbersome paperwork and, most importantly, a physical telephone landline; very difficult and costly to obtain in developing countries. Due to these constraining factors, the growth rate of Western Union agent networks declined by over 50% the past three years.

Happy Birthday Day Gift Card delivers the essential elements for an industry standard capable of addressing the crucial needs of quick availability of funds, security and low consumer cost. Thus, it can add value to a variety of partners and end users, as well as turn competitors who may choose to partner or license its technologies to collaborators.

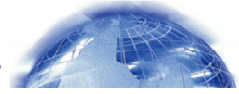
Specifically, Happy Birthday Day Gift Card provides the following distinct benefits to various beneficiaries:

- Consumers
 - Lower-cost cash transfers
 - Convenient mobile financial services
- Carriers and Banks
 - New revenue opportunity with zero capital expenditure required
 - Expansion to new markets
- Regulatory Agencies:
 - Compliance with all federal and international money laundering regulations
 - Auditable and traceable financial transaction trail

Future Ancillary Business Opportunities contemplated include providing conduits for microfinance (lending and insurance) and mobile payment services (domestic person-to-person and bill pay). Mobile wallet technology



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permits the cost effective delivery of a wide range of financial products to the enormous customer base created by money transfer services.

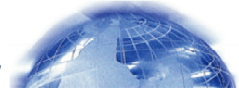
Happy Birthday Day Gift Card is seeking \$2M Minimum and \$5M Maximum capital equity or a combination of debt and equity. The Company expects to turn cash flow positive by the third quarter after funding, and to generate cumulative EBITDA of over \$30M with the ability to reach over 2 Billion mobile customers by end of Year 3. Since Happy Birthday Day Gift Card’s technology is operational, the technical development budget is geared towards implementation and integration with banks, retailers and carriers in target countries. The bulk of the funds will be spent in five key areas: (1) hiring programmers to integrate with the systems of financial partners already under contract; (2) launching joint marketing programs to generate volume; (3) hiring two additional professional sales team members to negotiate and close distribution/Joint Venture contracts with banks, national distributors and retail chains; (4) direct consumer marketing; (5) training and deploying the necessary staff to support Happy Birthday Day Gift Card customers.



“Send The Perfect Gift – The Gift of Cash!” to Billions

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II. Corporate and Business Profile

The Happy Birthday Day Gift Card Business

Happy Birthday Day Gift Card’s Top Up Minutes are sent between participating partners and customers at literally. This cost advantage significantly reduces the cost to send/receive cash and other units of stored value (i.e. reward points, mobilephone airtime) in a secure, convenient, cost-effective and highly scalable manner to any mobile phone worldwide. This low cost allows Happy Birthday Gift Card to provide international money transfer services *for minimal costs*. The Company monetizes this service by two means:

- Revenue from the difference between wholesale and retail currency exchange rates- Global Average: 2%
- Fees from Top Up Business and Trademark licensees

Key Success Factors

- Top Up Minutes offer key regulatory advantages over BitCoin.
- Our High-Speed Currency Exchange Engine (HCEE), originally developed at Stanford University, enables real-time conversion of Top Up Minutes to every major global currency in real-time.
- Adherence to global cash movement standards reduces the cost to acquire, move and disburse funds to and from customers in real-time.

Unique “Send The Perfect Gift – The Gift of Cash!” Model

Happy Birthday Day Gift Card provides a convenient and inexpensive method to send and/or receive cash worldwide. To our knowledge, no other money transfer company offers money transfer. This low-cost capability is Happy Birthday Gift Card key success factor in exploiting its opportunity to capture market share of the highly fragmented \$500B money transfer industry.

Top Up Minutes

Real-time, low-cost value transfer product Top Up Minutes gives the Company the capability to offer money transfer that the competition cannot meet.

High Speed Switch with Integrated Currency Exchange

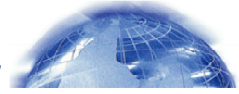
Happy Birthday Day Gift Card’s processing technology advantage is its high velocity fully functional bank switch with integrated currency exchange. The Happy Birthday Gift Card High-Speed Currency Exchange Engine (HCEE) currently connects to the worldwide SWIFT network and will be compatible with major mobile wallets platforms worldwide via integration to a global telecom aggregator. SWIFT is the standard means for every major bank globally to send money to other banks. These high throughput direct connections permit HAPPY BIRTHDAY GIFT CARD to send cash to any mobile phone at a very low cost and maximize the wholesale/retail foreign exchange (FX) differential.

Global Clearing and Settlement

Happy Birthday Day Gift Card is the only mobile payments company focused on clearing and settling mobile cash transactions internationally between mobile phones. Every other mobile payment service provider requires both sender and recipient use their proprietary method and issuing bank. Happy Birthday Day Gift Card aggregates large customer bases by offering gateway services to large retailers and wireless carriers creating immediate economies of scale. There are three billion mobile device and mobile phone users who are un/under-banked and lack access to valuable financial services. Happy Birthday Day Gift Card compatible retailers can reach these markets to offer potential customers the ability to purchase goods online and to send/receive cash anywhere worldwide at a cost and convenience unmatched in today’s marketplace.



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Markets

The Happy Birthday Gift Card initial target market is international remittance from two countries (USA, UAE) to primarily SE Asia and Mexico. Our major marketing advantage is our pricing:

The Company is currently establishing operations for launching services in our first test market, Kenya. Partnership with Equity Bank allows Happy Birthday Gift Card to enter the most advanced developing nation in terms of mobile phone and eWallet adoption. We plan to rapidly expand to penetrate the world's top five remittance markets for US remitters - India, China, Mexico, Philippines and Vietnam - all of which have partnership agreements in place or in advanced stages of negotiation to offer money transfers from banked senders online. Via integration to the SWIFT network, HAPPY BIRTHDAY GIFT CARD will have the capability to send cash to any recipient's bank account or mobile wallet, regardless of bank or mobile provider.

Distribution Partners

SWIFT Network

Society for Worldwide Interbank Financial Telecommunication (SWIFT) provides secure messaging services for wholesale financial entities. Happy Birthday Day Gift Card has become a member of the worldwide banking clearing system known as SWIFT. The SWIFT network enables HAPPY BIRTHDAY GIFT CARD to settle cash transactions with any SWIFT member bank worldwide at cost effective price points to over 3 Billion consumers.

Equity Bank

Equity is the largest bank in East Africa with over 80% of the banking market in that territory. Equity is subsidizing HAPPY BIRTHDAY GIFT CARD marketing efforts to promote money transfer into Kenya

VISA Card Network

VISA card network companies that provide IT services to ~300 major telecom carriers worldwide. VISA card aggregated over one billion telecom subscribers primarily in developing countries. At some point in the near future, the majority of these subscribers will have mobile wallets. HAPPY BIRTHDAY GIFT CARD is in negotiations to contract with VISA to offer cost effective send money services to any of these one billion subscribers.

SMART

Smart is the largest telecom carrier in SE Asia with over 100M subscribers. HAPPY BIRTHDAY GIFT CARD has a signed contract to deliver remittance directly to their subscribers' mobile wallets.

Other Distribution Partnerships

HAPPY BIRTHDAY GIFT CARD is in negotiations with and signed several other distribution networks in the US, UAE, Mexico, Philippines, India, Nepal Vietnam, Russia and Bangladesh.

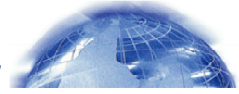
Technology/Licensing Partners

Clickatell

Clickatell's Mobile Messaging service provides access to more than two (2) billion mobile subscribers across 819 networks in 221 countries, reaching 96% of all mobile subscribers in those countries with SMS. They will



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become an important marketing partner to the carriers as those prepaid accounts are a funding source for Happy Birthday Day Gift Card retailers.

IDology

HAPPY BIRTHDAY GIFT CARD’s underlying security practices infrastructure (KYC/AML) is built with the world’s leading security and identity management technology companies. IDology’s solutions provide the ability to check multiple watch lists as well as conduct OFAC checks. They access over 10,000 resources and more than 33 billion records that represent 400 million individuals. They are used by the US Social Security Administration (SSA) and Western Union.

Acculynk

Acculynk has a patented online PIN-Debit transaction platform. The Company has a long-term agreement with Acculynk to use their technology at preferential price to be the worldwide mobile phone processor of PIN-Debit transactions. This technology will reduce our operating costs by securely processing online mobile phone purchases as a debit transaction, not a credit transaction.

III. Marketing and Sales

Business Revenue Model

Primary Market: \$500B Money Transfer Market

- Sending Countries: US, UAE
- Receiving Countries: India, Philippines, Mexico, China, India, Africa
- The above represent over 50% of worldwide money transfer market

Secondary Market: Payments and Financial Services

- Payments (POS, domestic person-to-person, bill pay)
- Micro-Finance (lending/credit, insurance)
- Airtime top-ups using our patent pending Top Up Minutes brand
- Loyalty, rewards, coupons

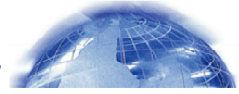
Revenue: Happy Birthday Day Gift Card will generate revenue from three separate models

- International Remittance FX – Although there are no sender/receiver fees for remittance transactions, HAPPY BIRTHDAY GIFT CARD realizes income from the retail/wholesale difference on currency conversion for all cross border transfers via the standard platform or Top Up Minutes.
- Licensing – Partners pay HAPPY BIRTHDAY GIFT CARD for the use of Top Up Minutes and bank switch technology by way of licensing fees.
- Mobile Payments System – Financial institutions, retailers and carriers can leverage Happy Birthday Day Gift Card’s eWallet and cloud platform via partnerships and joint ventures, wherein per transaction revenue applies to POS payments, person-to-person transfers, bill payments and micro-finance services.

Similar to VISA and Master Card, the Happy Birthday Day Gift Card business model is open. This allows any existing remittance organization to use the Happy Birthday Day Gift Card clearing and delivery system at zero cost. It also means we will integrate to any existing mobile wallet provider. This model is in direct contrast to the closed Western Union/Money Gram model, wherein only their agents may accept/disburse funds. The Happy



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Birthday Day Gift Card open model allows all the existing mobile wallets and remitters to participate and derive benefit from this approach.

HAPPY BIRTHDAY GIFT CARD is focused on marketing to the main sending corridors of North America and the Middle East, specifically UAE. Many of the remittance senders in these countries are already banked or have easy access to financial services through payroll debit cards. Consequently, we will reach the sending individuals via social media, digital marketing and text messages as most of these senders have internet access via computer or smart phone.

On the receiving side of the remittance, recipients either already or will soon have a mobile wallet. Via integration to VISA network, we plan to sign up major eWallet providers worldwide to ensure low cost disbursement. For mobile providers who do not already offer eWallets, Happy Birthday Day Gift Card will provide one at no cost, in order to speed adoption. Since HAPPY BIRTHDAY GIFT CARD is a member of the SWIFT Network, we can clear through to any bank in recipient countries that wants to accept additional money transfer volume. Banks have been very receptive to the Happy Birthday Day Gift Card business model to become a repository for disbursement and/or holding mobile wallet funds and attracting new customers

Mobile Financial Services Outlook

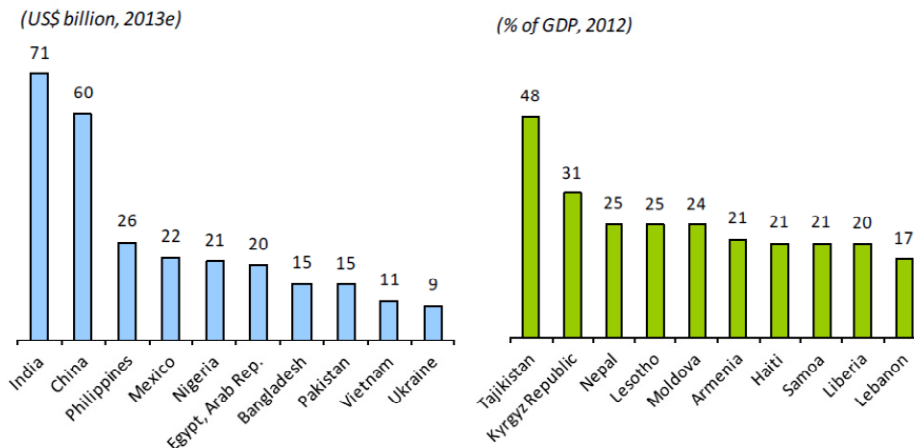
The following information is provided for perspective purposes and presents the global mobile transfer and payment market available to Happy Birthday Day Gift Card.

Remittance Market (World Bank 2013)

International migration creates a market for cross-border retail payment with special access requirements on the sending and receiving side. A vibrant international remittance industry has emerged to meet this demand.

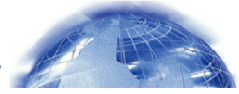
Globally, the world’s 232 million international migrants are expected to remit earnings worth \$550 billion this year with a projected CAGR of 8% for a total of over \$700 billion by 2016. The top recipients of officially recorded remittances for 2013 are India (with an estimated \$71 billion), China (\$60 billion), the Philippines (\$26 billion), Mexico (\$22 billion), Nigeria (\$21 billion), and Egypt (\$20 billion). Other large recipients include Pakistan, Bangladesh, Vietnam, and Ukraine.

Figure 1: Top 10 Remittance Recipients





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The US is home to the largest number of migrants from developing countries and is the largest sender of remittances. The World Bank estimates that remittances from the US alone topped \$110.8bn in 2011 – over 80% of the size of global aid flows at \$132bn that year. The biggest recipients of US remittances are thought to be Mexico (\$22bn), followed by China and India (around \$12bn each).

Remittance is a major source of income and GDP in most developing countries yet the cost of transferring cash is exceedingly high due to:

- Lack of Remittance Standards
- Industry Fragmentation
- Lack of Banking Infrastructure
- Security Issues
- Increasingly Difficult Regulatory Environment

The average cost for sending remittances globally is approximately 9%. Happy Birthday Day Gift Card plans to deliver superior delivery services directly to the consumers mobile bank account with no fees. The Company will make 2%-4% from foreign exchange (FX) conversion, netting approximately 1% after splitting revenue with its distribution partners.

Mobile Payments (Morgan Stanley 2013)

Mobile payments could expand the revenue pie by \$75 billion globally. The significant opportunity for mobile devices to facilitate payments is underscored by the disparity between active credit/debit accounts globally (estimated at 1.3 billion) and active mobile phone accounts (~7 billion, some 2 billion of them smart phones or similar). We think mobile payments can expand the global revenue pie from \$175 billion to \$250 billion, including \$45 billion in developed markets and \$30 billion in emerging markets.

~Morgan Stanley Blue Paper, *The Coming Battle for the Wallet*

Mobile Internet (McKinsey & Co, Disruptive Technologies, May 2013)

The McKinsey Global Institute believes that Cloud technology has the potential to improve productivity across \$3 trillion in global enterprise IT spending, as well as enabling the creation of new online products and services for billions of consumers and millions of businesses alike. Internet-enabled portable devices have gone from a luxury for a few to a way of life for more than one billion people who own smart phones and tablets. With its new equity infusion, Happy Birthday Day Gift Card plans to lead this mobile revolution in the international remittance and payments space.

Mobile User Market – International Remittance (Juniper Research 2013)

Juniper Research’s user forecasts for the take-up of international money transfer services show the following:

- The total number of mobile users who send an international money transfer will grow from 11 million in 2011 to 56 million by 2016. This represents around 1% of the total mobile user base, or around 1 in 6 of all those sending international remittances worldwide.
- The largest region will be Africa & Middle East, which will reach over 14 million users by 2016. This region will be driven by Saudi Arabia, which is the second largest remittance sending country in the world, with a large expatriate workforce. In addition the region is advanced in the instigation of mobile-based money services in general and also sees intra-region international transfers.

Figure 2: Strong and Accelerating Regional Growth (Dollars)



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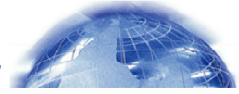
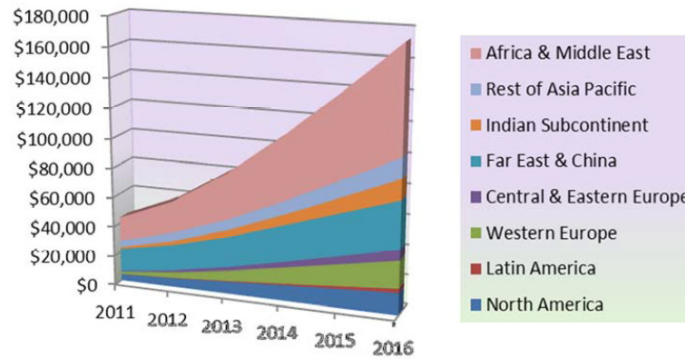


Figure 3.3: Total Value of All Mobile Money Transfers (\$m) p.a. Split by 8 Key Regions 2011-2016



Source: Juniper Research

The Worldwide Unbanked Market

The Happy Birthday Day Gift Card retail network will provide financial services to the unbanked mobile phone consumer. The target consumer market size analysis is as follows:

- 56 million people in the United States do not have a bank account or use traditional financial services.¹
- Data gathered in the last four years for Mexico, Colombia and Brazil suggests that in these countries somewhere between 65% - 85% of urban populations do not hold any kind of deposit account in a financial institution.²
- The Reserve Bank of India reports that 41% of India’s adult population is not served by banks. Over 51% of 147 million rural households have no access to formal or informal sources of credit.³
- China’s small to medium-sized enterprises (SME’s) are to a considerable degree unbanked. There are about 12 million SME’s that contribute 60% of the gross domestic product (GDP) but only make up 16% of the loan portfolio for Chinese banks.⁴
- China’s 1.6 billion people only have about 10 million credit cards.⁵
- Diebold estimates that 40 percent to 60 percent of Chinese have no formal ties to a financial institution. That’s about 500 million to 800 million people.⁶
- 45% of the total population in Russia - over 60 million people - does not have access to financial services.⁷

1. The World Bank Group. Access Finance. February 2009. The high cost of being unbanked.
2. Live Mint.com. The Wall Street Journal. July 30, 2007. Foreign banks jostle for foothold.
3. Asia Times. May 11, 2009. China times.
4. Time Magazine. Sunday, Jan 26, 2008. The bank that ate the world.
5. Business. Jan 3, 2008. Diebold pushes ATM’s as banks move into rural China.
6. Department for International Development. June 18, 2008. Billion benefit from bank accounts.
7. Mikhail V. Mamuta, RMC President. Centurion Capital Deputy Chair of the Board. October 25, 2007. Russian Microfinance Center and Centurion Capital: The history, lessons learned and the future.

Happy Birthday Day Gift Card Benefits

Mobile Money transfer services can become most successful in markets where an established Mobile Network Operator and/or Financial Institution have taken the initiative to develop a domestic mobile financial ecosystem. Such ecosystems exist in Kenya (mPesa), the Philippines (Globe and Smart), India (mChek), and are being developed in China and various parts of Central and South America. These ecosystems fill a consumer need



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where traditional financial services infrastructure are lacking, plus these markets are typically large Money Transfer recipient markets.

Happy Birthday Day Gift Card’s mobile centric functionality provides numerous benefits to any Money Transfer Agent (MTA), the most notable being instant interoperability across several of the most desirable markets globally. With a single connection to Happy Birthday Day Gift Card, an MTA would expand its distribution network to a growing number of these ecosystems, including our own cross carrier branded prepaid minute currency, Top Up Minutes. The Happy Birthday Day Gift Card Trusted Agent Network (TAN) will offer a large number of cost-effective payout locations and destination of funds, and consequently is very desirable to the larger MTAs such as Western Union and Money Gram.



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Figure 3: Top Up Minutes Unite 3+ Billion Bank accounts and over 1 Billion mobile bank accounts

Customers

HAPPY BIRTHDAY GIFT CARD’s primary customer acquisition strategy is to make online consumers aware of the opportunity to send money to a birthday honoree.

Competition

The following companies provide mobile financial services:

Xoom

With their emphasis on marketing directly to the online sender, Xoom is the most direct competition to the Happy Birthday Day Gift Card model. They are one of the lowest cost money transfer companies on the market at \$4.99 per transfer. Xoom started in the Philippines and have since expanded to over 25 countries. Happy Birthday Day Gift Card will provide the same or similar services at a gross cost lower than Xoom, drawing their customers away with “Send The Perfect Gift – The Gift of Cash”

Western Union

The most established player globally, Western Union is beginning to partner to provide send money services via mobile devices, but continues to predominantly rely on their traditional business model and physical infrastructure to conduct operation. This incumbent is ripe for disruption.

VISA Network

VISA network and TPP a joint venture provides a global payments network, as well as software and IT consulting services to the major telecom vendors worldwide. They have aggregated over 1 billion subscribers via contracts with dominant carriers in countries that receive large percentages of remittances. HAPPY BIRTHDAY GIFT CARD is currently in negotiations to conduct business with VISA network to deposit cash directly into their carriers’ mobile wallets.

EastNets

EastNets has been building a global infrastructure to enable money transfer for close to a decade. They have partnered with IBM, HP and several other technology developers and are currently conducting transfers in many countries. Their main disadvantage is due to their “Big Iron” partner approach creating too much overhead and having expensive service providers involved in every transaction. Consequently, it will be very difficult to compete with Happy Birthday Day Gift Card on price alone.

PayPal Mobile

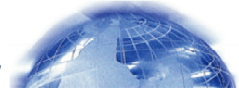
80%+ of PayPal revenue comes from eBay. They charge a premium for processing internationally (4%) giving HAPPY BIRTHDAY GIFT CARD a strong pricing advantage. Currently, they do NOT permit their system to be used for money remittance due to compliance concerns. This gives HAPPY BIRTHDAY GIFT CARD a clear opportunity to offer money transfer services without concern of direct competition from PayPal in the near term. There is little indication of traction either domestic or internationally for their mobile platform.

Firethorn

Though Firethorn has little transaction volume; they were purchased by Qualcomm for their proprietary eWallet offering. Its product capabilities are limited to notifications, simple inquires and bill payment linked only to an



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existing bank account. Therefore, they do NOT serve the unbanked market that Happy Birthday Day Gift Card seeks to serve. They have no stated plans to expand internationally.

M-Via/Boom Financial

Management focus is on remittance primarily to Mexico via their retail brand. They have launched a working system. We are considering a potential partnering arrangement with them to integrate to them as a co-branded TAN Agent network.

eWallet Providers

There are over a dozen international mobile wallet providers seeking carriers as customers. We view them all as potential partners as recipients of money transfers from Happy Birthday Day Gift Card, as very few have the ability to send cash outside their own networks. A perfect demonstration of this type of opportunity is our current discussions to partner with VISA network.

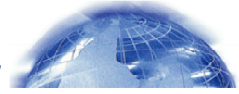
BitCoin and other Virtual Currencies

BitCoin and the like are 100% anonymous, decentralized crypto-currencies used primarily to conduct transactions invisible to government and/or regulatory interference. Top Up Minutes has all the advantages of an eCurrency like BitCoin (Low-cost, real-time value transfer), but without the downside(s) of no inherent value, severe price volatility and risk of government shut down.

Bank-grade security, central issuing control, auditability and stringent KYC/AML processes make Top Up Minutes the next generation of eCurrency.



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Competitive Advantage

Happy Birthday Day Gift Card’s low price point will enable the Company to take significant market share from the leaders in the industry, Western Union and MoneyGram. The convenience of direct withdrawal and deposit to/from bank accounts and eWallets also provides added value to both the sender and the recipient.

- Most aggressive pricing cannot be matched on a sustainable basis
 - Established competition cannot afford to cannibalize its existing business model
- First mover advantage to establish a ***global brand based upon the transfer of cash in any global currency including virtual currencies such as BitCoin***
- Open model benefits banks, carriers and retailers
 - Increases the value and usage of eWallets by making them the new low cost destination for money transfers. This value added cannot be replicated by the recipient country.
- Leverage substantial telecom subscriber base
 - Successful VISA network partnership immediately creates one billion low cost potential recipients

Key Business Model Differentiator

Similar to VISA, the Happy Birthday Day Gift Card virtual and physical gift card business model achieves cost effective economies of scale and the resultant network effect from its co-branded services along with its bank and carrier partners in money transfer recipient countries.

Especially in the developing world, banks and wireless carriers want to preserve their oligopolistic relationship with their customers by offering a proprietary mobile banking solution. Consequently, Happy Birthday Day Gift Card anticipates that none of their eWallet systems will become a standard; they are closed and far from extensible. Only an independent agency who adds value by low cost transfers between their closed systems has an opportunity to become that worldwide standard. Happy Birthday Day Gift Card’s does exactly this by aggregating both the carriers' and banks own eWallet customer bases; versus acting as the eWallet provider ourselves.

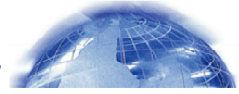
By integrating to the three major clearing settlement networks (SWIFT, MasterCard and VISA network), HAPPY BIRTHDAY GIFT CARD can securely send cash and/or prepaid minutes to 90% of the world’s mobile phone population. By providing a worldwide retailer network capable of either funding or disbursing funds from any mobile phone, Happy Birthday Day Gift Card is uniquely positioned to become that standard and meet the global needs of both carriers and banks.

Key Technical Differentiators

The open Happy Birthday Day Gift Card architecture is unique in aggregating closed systems. However, the key technical differentiator and expression of our Intellectual Property (IP) is Top Up Minutes (BTM). By integrating BTM to every major mobile wallet platform (VISA network/TransferTo), every major bank (SWIFT) and every major retailer (VISA Card), HAPPY BIRTHDAY GIFT CARD will succeed in uniting these three major closed networks.



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Compliance

Compliance is paramount to Happy Birthday Day Gift Card’s business.

Happy Birthday Day Gift Card’s network and service sets are materially compliant with, on a global basis:

- USA Patriot Act of 2001
- Dodd Frank 1073
- Anti-Money Laundering (AML) regulations
- Know Your Customer (KYC) regulations
- Security standards set by Visa and MasterCard Electronic Funds Transfer (EFT) Networks
- FinCen compliance enables future alternative payments and virtual currency trading capability

Additionally, our platform integrates watch list monitoring:

- Bank of England Sanctions
- Commodity Futures Trading Commission List of Regulatory and Self-Regulatory Authorities
- Defense Trade Controls (DTC) Debarred Parties
- FBI Fugitives 10 Most Wanted, Most Wanted Terrorists and Monthly Most Wanted
- Financial Crimes Enforcement Network Special Alert List
- Foreign Agent Registrations
- International Police Most Wanted
- Office of Foreign Asset Control
- OFAC - Enhanced Sanctioned Countries
- Office of Controller of Currency of Unauthorized Banks
- OSFI - Canada
- Palestinian Legislative Council
- Politically Exposed Persons
- State Department Terrorist Exclusions
- Terrorists Inside of European Union
- Terrorists Outside of European Union
- United Nations Named Terrorists
- US Bureau of Industry and Security - Unverified Entity List
- US Bureau of Industry and Security - Denied Entity List
- US Bureau of Industry and Security - Denied Person List
- World Bank Ineligible Firms

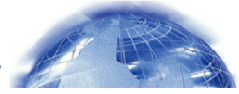
Barriers to Entry for Potential Competition

The most likely competitors (Western Union, VISA, PayPal, and Amazon) are much larger than Happy Birthday Day Gift Card. Consequently, they have corresponding overhead and much longer lead times to adapt to the market due to their size. Happy Birthday Day Gift Card also has the advantage of using state of the art technology from the very beginning with pending patent protection.

Happy Birthday Day Gift Card’s key competitive advantage over Western Union and Money Gram is its ability to offer money transfer. HAPPY BIRTHDAY GIFT CARD’s smaller size coupled with its leverage of the global secure infrastructure of the internet, SWIFT Network and aggregation of eWallets such as VISA network and Transfer to allows the company to offer this price point. Large money transfer systems require an expensive computer, cumbersome paperwork and, most importantly, a physical telephone landline; very difficult and costly to obtain in developing countries. HAPPY BIRTHDAY GIFT CARD’s emphasis on marketing initially to



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banked sending consumers lowers both the customer acquisition cost as well as the cost to acquire the funds (no retailer involved) with which to conduct the transaction.

A prominent player could enter the market. However, to navigate the numerous challenges across the disparate markets from a technical, marketing and legal perspective will take an estimated 2-3 years and likely result in a complex closed model littered with unmanageable requirements. The Happy Birthday Day Gift Card focus on acquiring online senders is the quickest and most cost effective means to establish and implement a global standard. The Happy Birthday Day Gift Card solution is simple, based on open standards (cloud computing/operations) and is functional today generating limited revenue.

Market Share Objective

The planned remittance market share within the target markets grows from 0.01% in Year 1 to 0.5% by the end of Year 3. World Bank Remittance Data (<http://siteresources.worldbank.org/INTLAC/Resources/Factbook2011-Ebook.pdf> 2011 Release) supports our market segmentation. The following table is a current estimate based upon 2010 data provided in the World Bank report aligned to HAPPY BIRTHDAY GIFT CARD Target Markets. The full report is available by double-clicking the embedded web link.

Remittance (US\$ Billions)	2013 est.
India	\$70 B
China	\$66 B
Mexico	\$25 B
Philippines/Vietnam	\$34 B
Bangladesh/Pakistan	\$23 B
Kenya/Nigeria	\$13 B
Total HAPPY BIRTHDAY GIFT CARD Target Markets	\$233 B

Aggregate over 1 Billion Carrier Customers

Wireless carriers already have a trusted brand established with the unbanked. They have the distribution channels in place to provide retail banking services today. Many have their own eWallet offerings: Vodaphone in Kenya, MTN in South Africa, China Mobile, and Smart/Globe in the Philippines.

Through a pending agreement with telecom eWallet aggregator VISA network, Happy Birthday Day Gift Card will provide international clearing and settlement to the carriers who already have an eWallet strategy. This agreement will permit Happy Birthday Day Gift Card to provide money transfer services to **over 1 billion potential eWallet customers**. One of the synergies of aggregating existing mobile wallet networks is that carriers have solved the learning curve dilemma and educated the consumer as to the mechanics of using eWallets.

To achieve scale quickly, the Company is working with carriers’ existing retail distribution networks. The Happy Birthday Day Gift Card unique technical distinction is the ability to allow end-users to cross between proprietary platforms. For example, a foreign-national using any debit card can send cash to his/her unbanked mother’s mobile phone on an immediate funds availability basis. She can then receive those funds to her existing mobile account (eWallet).



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Partner Benefits

Wireless Carriers

- Remittance revenue opportunity
- Increased brand value by providing value-added financial services

Banks

- Remittance revenue opportunity
- Increased brand value by providing value-added financial services
- Increased geographic market reach
- Innovation via mobile service

Customer Acquisition Strategy

By enabling money transfers to target countries, we estimate that HAPPY BIRTHDAY GIFT CARD will acquire significant market share. The key to building this demand will be an awareness campaign with special emphasis placed on social media, followed by consistent marketing support. Demand will increase as awareness and completed transactions build confidence with the consumer. The Company's low cost structure and aggregation of distribution via partnerships reduces the capital requirements to implement the Company strategy; a major strategic advantage when compared to other available money transfer options. The Company will offer its services directly online to banked remittance senders with distribution directly into the recipients' mobile wallets.

Pricing Strategy

Initial pricing to send cash to any country where Happy Birthday Day Gift Card has distribution will be minimal. Because we market solely via the Internet, we will be able to accept funds from a country's Diaspora wherever they may be located. The Company anticipates that this aggressive price point will quickly establish the Happy Birthday Day Gift Card brand.

Initial Rollout Strategy

Happy Birthday Day Gift Card plans to market directly to the Diaspora within the world's largest remittance corridors:

1. U.S. to Kenya
2. U.S. to Vietnam (5th largest recipient of US money transfers)
3. U.S. to Mexico
4. U.S. to Southeast Asia and Latin America
5. UAE to Southeast Asia

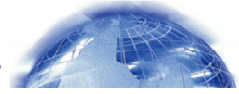
HAPPY BIRTHDAY GIFT CARD has signed agreements covering 21 countries in the above target markets.

The Company is working with the second largest bank in East Africa, Equity Bank as our first banking partnership implementation into Kenya. Though the Kenyan remittance market is small (\$1.2B) compared to our target markets above, its an ideal testing ground for direct integration to a relatively “mature” mobile wallet country with over 70% penetration of the mobile phone population having a eWallet. This level of penetration is what the rest of the developing world market will look like in 5-10 years.

Advertising and Promotion



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The Company will utilize the following to develop the Happy Birthday Day Gift Card brand and establish a consistent message with the online consumer. All initial advertising will be directed towards acquiring online remitters.

- Public Relations
- Online Promotions w/Affiliates
- Online Advertising (Google Ad Words, Facebook, Instagram, Pinterest, Periscope and country equivalents)
- Hispanic Radio
- Email Marketing
- Text Communications

The Company plans to offer promotional bonuses, such as a sign-up bonus, automatically deposited into the sender’s Happy Birthday Day Gift Card eWallet. Additionally, a referral marketing program is also planned: for every new customer a Happy Birthday Day Gift Card customer brings into the network, the Company will deposit a referral bonus into the referring customer’s Happy Birthday Day Gift Card eWallet. All identified campaigns will vary depending upon best practices in the country being targeted.

Geographical Specific Analysis

Each region below has favorable populations of mobile phone users and familiarity with existing remittance and microfinance products.

Africa

Africa is a hotbed of mobile financial services with several carriers, MTN, Vodaphone and Orange participating throughout Africa. Happy Birthday Day Gift Card is in negotiations with several operators from Angola to Nigeria to create eWallet distribution networks. The Company contracted and implemented with the second largest bank in East Africa, Equity Bank, to jointly promote money transfer their bank accounts and to over 30 Million Kenyan M-Pesa accounts. The pilot program is in process.

Since Africa is too large geographically to be covered efficiently by Happy Birthday Day Gift Card, the Company plans to integrate to existing African eWallets and license its technology as the opportunity arises.

Our CTO, Morris Mwanga, has extensive experience in the Kenyan financial services market as he developed that country’s largest currency exchange clearing and settlement network.

Philippines

Next to Kenya, the Philippines have the most developed mobile wallet infrastructure. Though not as widely used, the Philippines have approximately 10M eWallets out of over 100M subscribers. Happy Birthday Day Gift Card has a contract with the largest carrier in the Philippines, SMART Communications.

India

The Reserve Bank of India (RBI) is setting mobile wallet standards within the country. Per in-country business traditions, Happy Birthday Day Gift Card contracted with a local partner to negotiate with several banks and retail distribution networks to offer its remittance services. Happy Birthday Day Gift Card has an initiative underway in India to demonstrate our mobile payments clearinghouse capabilities between two of the largest wireless carriers in India: Bharti and BSNL.



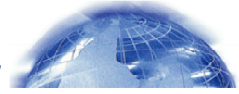
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Latin America

In 2012, the World Bank reported over \$22 Billion of money remittances from US to Mexico. The Hispanic remitter market in the US is much less “banked” than our other target markets. Consequently, Happy Birthday Day Gift Card is working with a large retail distributor of prepaid products to sell and promote Top Up Minutes for remote Top-Up to mobile phones in Mexico in addition to funding HAPPY BIRTHDAY GIFT CARD eWallets to enable remittance payments.

HAPPY BIRTHDAY GIFT CARD intends to develop the Trusted Agent Network (TAN) domestically first, targeting the Hispanic/Mexican market. Once successful, TAN will be developed in additional countries where the opportunity best presents itself. Current candidates include: Vietnam, Myanmar and India. Additionally, US Banker indicates that 68% of Payday loans were issued to Hispanics working in the US. Payday loan chains are another potential retail distribution partner to reach the Hispanic remittance sending client in the US.



V. Technology, Research and Development

Objectives

The purpose of the Happy Birthday Day Gift Card Platform is to interconnect a large number and variety of disparate systems. As such, the primary design goals include:

Ease of Adoption by Happy Birthday Day Gift Card partners. This is accomplished by using modern but simple and well-understood standards, avoiding proprietary implementations, and keeping partner-specific customizations at the outer layer of the system. For example, the basic messaging format is XML over http/https without assuming a specific method of Remote Procedure Call.

Adaptation to Partners Infrastructure: All communications to and from the Happy Birthday Day Gift Card bank switch will be done through gateways dedicated to a partner or existing processing network. The gateway is able to interact with the external service in a manner that is native to that service, thus requiring a minimum of investment or disruption from the partner. It performs the protocol and data translations between the internal and external formats in order to make the unique attributes of the partner transparent to the hub.

Reliability and Scalability are required from the platform, which must always be available for conducting business, and expects a rapidly growing volume of transactions. This is achieved by ensuring that all services can be performed by multiple instances of the applications, distributed across multiple servers. Established technologies for load balancing and failover can then be used as available from infrastructure vendors.

Ease of Extension has been designed in the overall architecture of the system by separating the generic transaction and data models used internally from the external representation of the information, which is specific to a given type of activity. This allows the platform to be extended to support new transaction types, partners, and business models.

Hardware/Software Requirements

Due to the distributed nature of the Happy Birthday Day Gift Card architecture, our computer hardware requirements are modest. The Company uses Amazon Cloud Services (ACS) to meet VISA/MasterCard PCI requirements, provide secure 24/7 reliability and to regularly back up the transaction information.

The software is designed to run on commodity hardware that can be installed and supported practically anywhere in the world. The intent is to install gateways near the service that they support in order to keep as much of the traffic local as possible. For example, there may be a Mobile Payments Gateway in each country where eWallets are used, so that communications to the eWallets, the partner financial institution, and the country’s clearing system will all be local.

The ability of the Company to maintain a secure worldwide ability to clear and settle payments between closed networks of mobile wallets is the key component of its payment cloud. Typically, a minimum configuration of a Virtual Private Network (VPN) server is required behind the firewall of a clearing bank in any country in which the Company sends or receives cash transfers.

Implementation

General Hub Operation

The function of the hub is to receive a message (request) from one of the gateways, execute the processing steps applicable for the type of request, and respond. The hub can execute a payment in either *push* or *pull* mode. Push mode is used when the funds can be deposited without action from the beneficiary, as in a Bank account. In this case, the system will complete the transaction according to the timing specified in the business rules. Pull mode is used when the beneficiary must initiate the payout action that will complete the transaction, for example by



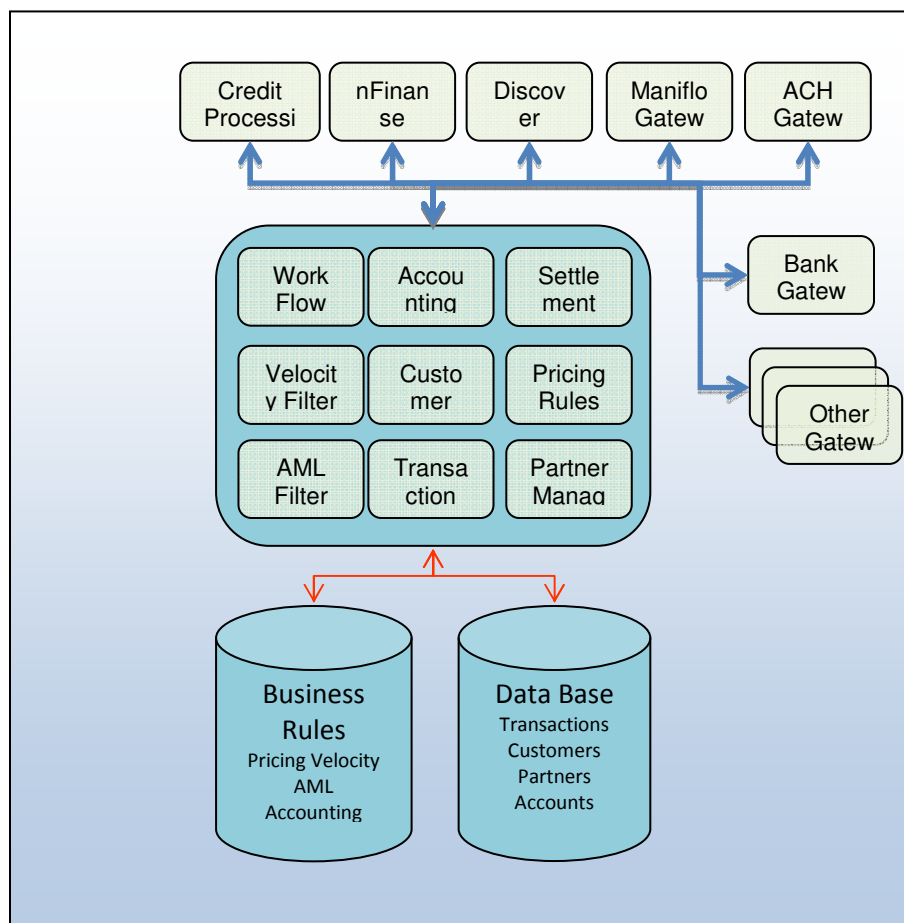
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presenting a transaction reference number to a payout agent. In this case, the system will hold the funds in an internal account until the request to pay is received.

Execution of an online Happy Birthday Day Gift Card remittance:

- Happy Birthday Day Gift Card generates and issues a one-time Tracking Number (TN) to the mobile phone of the Recipient
- If the Recipient has a mobile wallet or bank account, the cash is deposited directly into that account
- If the Recipient does not have a eWallet, they are instructed to go to a participating retailer to show ID to get a free eWallet from Happy Birthday Day Gift Card

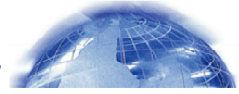


Security and Integration

The Company developed all its proprietary technology in-house. The Company uses secure hosting services from Amazon for its transaction processing, consumer database, financial clearing activities, internal accounting, marketing and website analytics, therefore providing a very cost effective solution for all the Company’s IT services. The Company recently incorporated the latest security and identity verification technology from IDology to detect and reduce the risk of fraud.



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The Company has integrated its mobile device money transfer capabilities to the worldwide SWIFT bank transfer network, multiple processing card platforms, both domestic and international and the United States Automated Clearing House (ACH) network. The Company has secured international rights to existing patented software for conducting online debit transactions requiring a PIN.

Patents and Trademarks

The Company owns the trademark protection for the service mark “Happy Birthday Day Gift Card” with the US Trademark authorities and has registered the domain name "<http://happybirthdaygiftcard.com>" and our branded prepaid currency, Top Up Minutes.

VI. Operations

General and Administrative

General and administrative expenses consist primarily of salaries and stock-based compensation for HAPPY BIRTHDAY GIFT CARD’s executive, administrative, legal, finance and human resources personnel, cost of facilities, computer and communications equipment, support services and professional services fees.

Consumer Use of the Happy Birthday Day Gift Card Gateway or Mobile eWallet

Funding Payments

Senders fund payments in several ways:

- From their bank, using the Automated Clearing House, or ACH network
- As a debit transaction from their bank account
- As a cash advance from the sender's credit card
- Any prepaid retail debit card such as Green Dot

Sending Cash

To send cash, a user first must simply register a Happy Birthday Day Gift Card account. HAPPY BIRTHDAY GIFT CARD’s process is fast and simple. We require a minimum of user name, mobile phone number and a Government issued ID. Once the HAPPY BIRTHDAY GIFT CARD account is funded, a sender simply enters the name and mobile phone number of the recipient and the payment amount.

Receiving Cash

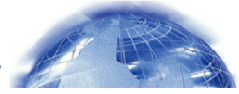
A recipient who receives a transfer from Happy Birthday Day Gift Card initially receives a SMS message. The recipient has two options: the deposit can be directed into an existing bank account or mobile wallet; or, they can register a new free Happy Birthday Day Gift Card eWallet account. Payment recipients may use their funds to make payments to others, leave the funds in their Happy Birthday Day Gift Card account or withdraw the funds at any time by that country’s retail distribution network.

Withdrawing Cash

Happy Birthday Day Gift Card recipients may withdraw their funds at any time through the partner bank or that country’s retail distribution network, co-branded as the Trusted Agent Network or TAN.



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Making Mobile Payments

From any computer, Android smart phone with the Happy Birthday Day Gift Card APP, the sender enters the recipient's mobile phone number and the dollar amount he wishes to send. Happy Birthday Day Gift Card debits the senders' bank account either via direct ACH transfer, debit or credit card transaction and places the money into a secure Happy Birthday Day Gift Card account. This balance is then immediately sent to the recipient's mobile wallet; SMS notification is also sent to user's mobile device.

Sources of Revenue from Operations

International Remittance: The Company will earn revenues from the difference between the wholesale and retail currency exchange rates (FX); typically 2-3% of the amount being exchanged. Thus, the Company does not need to bill or collect from its customers and the Company will have no receivables with respect to transaction fees.

Top Up Minutes Licensing and Processing Fees: The Company will earn revenue by licensing Top Up Minutes issuers and from processing Top Up Minutes used to purchase prepaid time in \$1 USD increments from over 200 MNO's globally representing over 1 billion prepaid accounts. HAPPY BIRTHDAY GIFT CARD will purchase that prepaid time at discounts ranging from 4-10% and will split that in revenue sharing agreements with retail distribution partners. The Company does not need to bill or collect from its customers as the Company has no receivables with respect to transaction fees.

International Funds Transfer Fees

The Company plans to charge nothing to online consumers to send money to its target countries.

Operating Costs

Initial Fees- Obtaining Funds

The Company will incur charges to fund transmission to their mobile wallet customers. Bank account transfer charges will be approximately \$0.15 per ACH transfer, but will reduce with volume. Debit card processing fees will range from 1.5%-2.0% depending upon the country of origin. Credit card processing fees will be passed to the consumer similar to the PayPal model as a cash advance fee. We anticipate that the average processing cost to the Company will be approximately 0.25% to .50% of the amount transferred.

The Company will incur a one-time Know Your Customer (“KYC”) mobile wallet set-up fee for approximately \$.25. The leader in the online KYC field, IDology, provides these services to HAPPY BIRTHDAY GIFT CARD in addition to other clients including the U.S. Social Security Administration.

Fund Disbursement Fees

The Company has several distribution agreements in place to deliver funds directly to bank accounts, mobile wallets and through retail networks. Most of these are based upon revenue sharing agreements derived from the FX exchange rates. We estimate that our cost to deliver good funds will range from \$1.00-\$3.00 depending upon the location and the method of delivery. This estimate includes the cost of both the SWIFT messages sent to banks and the SMS messages sent to the sender and recipient.

Customer Service and Operations

HAPPY BIRTHDAY GIFT CARD will develop industry-leading standards for customer service as a strategic competitive advantage. HAPPY BIRTHDAY GIFT CARD's original customer service team will be located in Atlanta, GA and staffed by multilingual employees. This will enable HAPPY BIRTHDAY GIFT CARD to closely monitor customer service issues while improving email and telephone customer support procedures. Eventually the Company will outsource customer service to in-country concerns.



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Risk Management

All online payment service providers face significant risks of loss due to fraud and disputes between senders and recipients, including: unauthorized use of credit card and bank eWallet information and identity theft; merchant fraud and other disputes over the quality of goods and services; breaches of system security; and use of the system for illegal or improper purposes.

Happy Birthday Day Gift Card's network Gateway enables the Company to detect and prevent fraud at three points - when funds enter the Happy Birthday Day Gift Card network, as funds move within the network and when funds leave. Achieving a balance between the dual objectives of controlling fraud and providing a user-friendly system will remain a critical challenge for Happy Birthday Day Gift Card.

To address that challenge, HAPPY BIRTHDAY GIFT CARD's risk management techniques include three factor authentications: the sender's eWallet information, the recipient's mobile phone number and the Happy Birthday Day Gift Card tracking numbers as they move through the gateway. The Company's approach has been examined and approved by Defense Department Homeland level security consultants. In addition, Happy Birthday Day Gift Card will leverage the latest advances in transaction processing and pattern detection techniques. Happy Birthday Day Gift Card will deploy industry standard anti-fraud screens for every credit card transaction used to fund an account. The Company will use behavioral scores from third party software in addition to running Address Verification System, or AVS, and more advanced credit card checks.

Provision for Transaction Losses

HAPPY BIRTHDAY GIFT CARD may incur small losses due to fraud and non-performance of third parties and customers. The Company plans to establish reserves for these estimated losses. Examples of transaction losses include ACH returns, debit card overdrafts, charge-backs for unauthorized credit card use and merchant-related charge-backs due to non-delivery of goods or services. The reserves represent an accumulation of the estimated amounts necessary to cover all outstanding transaction losses, including losses incurred as of the reporting date but of which the Company has not yet been notified.

Currency Risk

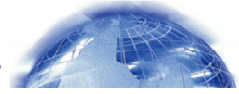
The Company uses the U.S. dollar as the functional currency of its system and of Top Up Minutes which are always equal to \$1 USD per Top Up Minute. Foreign exchange risk does not pose a significant threat because the Company lets its foreign exchange banking partners hold the transfer and deposits. Happy Birthday Day Gift Card receives a percentage of the FX spread, but assumes minimal risk as the Company only holds the cash necessary for the 1-2 days of clearing and settlement time via the SWIFT Network. The more widespread Top Up Minutes are used within our clearing network, the lower will be our daily FX exposure and consequent risk. Though the Company plans to recognize all revenue in U.S. dollars, but may choose to recognize revenues in foreign currencies based upon Joint Venture requirements. As a result, Happy Birthday Day Gift Card's operating results may become subject to significant fluctuations based upon changes in the exchange rates of some currencies in relation to the U.S. dollar and diverging economic conditions in foreign markets. The Company will continue to monitor its exposure to currency fluctuations, and, when appropriate, may use financial hedging techniques to minimize the effect of these fluctuations.

Operational Security and Privacy

Because of the financial nature of the Happy Birthday Day Gift Card product, the Company maintains a high level of data security in order to build customer confidence and to protect its customers' private information. The Company protects data from unauthorized access, both physically and over the internet. Because of HAPPY BIRTHDAY GIFT CARD's special security needs, the Company houses its equipment in physically secure data



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vaults and tightly controls physical access to its systems. The Company servers have been PCI certified meeting VISA and MasterCard security standards.

Multiple layers of network security and network intrusion detection devices further enhance the security of the Company's systems. The Company segments various components of the system logically and physically from each other on its networks. Components of the system communicate with each other via Secure Sockets Layer, or SSL, an industry standard communications security protocol, and require mutual authentication. Finally, the Company will store all data it deems private or sensitive only in encrypted form in its database. HAPPY BIRTHDAY GIFT CARD will decrypt data only on an as-needed basis, using a specially designated component of its system that requires authentication before fulfilling a decryption request.

Happy Birthday Day Gift Card plans to offer new standards for ID theft protection as they become available. As a security device, Happy Birthday Day Gift Card plans to offer unique biometric capture and display using the Android smart phone software.

VII. Management and Ownership

The most important component of any company is the management team. Happy Birthday Day Gift Card has assembled a world class team to implement its financial services Standard.

Brett Hudson - Chairman and CEO

Mr. Hudson has significant Internet, financial services experience. Over 18+ years of management experience in the high technology computer field, created a start up Dot Com Company from the ground floor and took it public within 2 years with Goldman Sachs.

Founded a stored value debit/gift card company in 2001 that was acquired by a publicly traded company in 2003.

I have a proven track record of success in team development. Responsible for social website 2.0 marketing, online/retail distribution, lead generation as well as strategic product sales planning that has resulted in high profitable growth both domestically and internationally.

Happy Birthday Day Gift Card Consultants

Jay Postma- Money Transfer Compliance

As founder and President of MSB Compliance, Inc., Jay has extensive experience in providing money transfer compliance advice. He is advising Happy Birthday Day Gift Card regarding acquiring money transfer Licenses in the states that require them and FinCen approval at the Federal level.

Peter Carruthers- FX Advisor

Mr. Carruthers is Director at 4X2, specializing in financial risk management, advisory and market execution services. Mr. Carruthers' career spans 25 years advising Fortune 500 and institutional clients on FX risk management. He focuses on providing highly effective, innovative FX solutions to long-term clients. Mr. Carruthers practiced FX advisory for 15 years at Citibank, the last six years as Director of Capital Markets. He also worked at Credit Suisse/First Boston, Bank of Nova Scotia and Royal Bank of Scotland. Mr. Carruthers received his Bachelor of Science in Finance and a minor in Accounting at Manhattan College and a Masters in Business Administration at Fordham University. He is NFA Series 3 registered and FINRA series 7 and 63.



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Bob Moore - Human Resources

Bob has over 25 years of experience in Human Resources management. He has conducted a study on behalf of Happy Birthday Day Gift Card and has recommended an outsource vendor for payroll and employee benefits package management. He will assist the implementation, but will not be available full time

In-Country Agents/Partners:

India- B.M. Khanna

Mr. B.M. Khanna has vast experience in the telecom field serving the Indian Government's Dept. of Telecom (DOT) for over 40 years, holding several key positions.

Mr. Khanna most recent position was as Chairman & Managing Director of Mahanagar Telephone Nigam Ltd., a public telecom company, serving two of the largest cities in India, Delhi and Mumbai. During his tenure as CEO of MTNL, over seven years, MTNL was recognized as amongst the five most efficiently managed Public Sector Undertakings in India. For his outstanding achievements, several awards were conferred upon Mr. Khanna: *Telecom Man of the Year Award* and *Shiromani Vikas Award* presented by the Rev. Mother Teresa at Kolkata.

Previously, Mr. Khanna was the CEO of Indian Telephone Industries (ITI) at Allahabad and Deputy Director General responsible for the formulation and implementation of the long term planning for Indian Telecommunications at Telecom Headquarters. He was the senior expert with the ITU at Addis Ababa for the implementation of PANAFTEL SYSTEM for the Africa Region. Prior to that, he was Director Long Distance at Telecom Headquarters. He also was Director, Microwave Projects at Mumbai responsible for installing new systems in the Western Region of India from scratch.

Mr. Khanna consulted to several Multinational corporations including: AT&T, NCR, Lucent Technologies, Arraycom, Hughes Network Systems, HCL Infosystems, American Tower Corporation and CH2M Hill. As a senior member of the telecom fraternity in India, Mr. Khanna has been associated with the Confederation of Indian Industries (CII) and Fellow of the Institution of Electronics and Telecom Engineers at the key policy planning level. As a member of the CII's National Telecom Council, he has been intimately involved in several key telecom policy initiatives taken by the CII, as also the regulatory issues affecting the Telecom Industry in India.

Philippines- Chito Collins

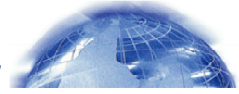
Chito has 25 years computer and payment processing industry experience in companies such as IBM, Digital Equipment Corp, Sun, and startup companies including e-commerce expertise specializing in internet payment services from CyberCash, IBM Payments Group and CyberSource. She has extensive experience in business development, strategic partnerships & alliances with key players in the electronic commerce industry. Chito has a proven track record in sales and in establishing a profitable, independent, remote sales and technical regional office for companies large and small. She will spend most her time between the US and Philippines where she attended college with many of the country's current leaders.

China- Peter Pang

Mr. Pang is the founder and Principal Attorney of IPO PANG P.C., a premier international law firm with substantial expertise in the areas of intellectual property, corporate law and international joint ventures. He was formerly general corporate counsel to several Fortune 500 companies, including Shell Oil Company, Hershey Foods Corporation, Dole Food Company, and Nissan North America. Mr. Pang specialized in protecting Famous American Brands from piracy and counterfeiting, especially in the People's Republic of China. He is also an expert at M&A, having participated in over US\$5 billion of such transactions.

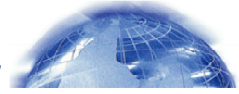


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As a seasoned businessman and entrepreneur, Mr. Pang was the founder and CEO of Globalontime.com, a logistics startup company with operations in Guangzhou, PRC and was also the former Director of International Shopping Network, Inc., a home shopping company with operations in Beijing, the first foreign company to introduce home shopping to PRC in 1994. Mr. Pang was also formerly President of CMC Technologies International, Inc., an electronics device manufacturer and oversaw the sale of the company to Australian bidders. Mr. Pang is a noted expert on doing business in the People's Republic of China, an expert on the legal and economic effect of China's entry into the World Trade Organization (WTO), and a well-respected businessman having founded, operated and sold a number of businesses ranging from internet companies to manufacturing facilities located in the PRC.

Mr. Pang speaks both Cantonese and Mandarin Chinese. Mr. Pang is a graduate of UC Berkeley in Biochemistry, Santa Clara Law School where he was a member of Law Review, University of Houston with a LLM in International Economic Law, attended the Fuqua School of Business at Duke University and studied law and economics in China and Hong Kong.



EMEA

Pakistan/India- Sam Merchant

Mr. Merchant and his extended family have been involved in the banking sector in SE Asia for close to 100 years. He is willing to represent Happy Birthday Day Gift Card mobile banking services through his family's extensive banking channels in the region.

Bangladesh- Samuel Bretzfield

Sam is the founder of bGlobal Interactive, a US and Bangladesh based IT outsourcing and Software Development Company. bGlobal represents Happy Birthday Day Gift Card in Bangladesh for product development and servicing the entire country. Sam has significant software development and implementation experience as a member of the early foundational teams of the second largest Internet Services Provider in the US, EarthLink.

Sam has years of management and consulting experience in the ISP, Business Process Operations and software development sectors. He and his firm have implemented software deployments for large multinational firms including NBC, HBO, Avaya, Sprint and Cisco.

Sam is a founding board member of the Bangladesh American Software Association (BASA) and is a graduate of University of Reno, Nevada with a B.S. in Economics.

Advisory Board

Leonard H. Schrank

Leonard Schrank was CEO of SWIFT from 1992 to 2007, the Brussels based industry owned global financial messaging system which supplies secure standardized financial messaging services and interface software to some 8,000 financial institutions in 200 countries. SWIFT is overseen by a senior committee drawn from the G-10 central banks given its critical role in international payments. Following the attacks of September 11, 2001 Mr. Schrank oversaw the relationship with the US Treasury Department and other countries on counter-terrorism issues. Mr. Schrank, an MIT graduate, currently serves on a number of international boards including leading international bank, HSBC.

Brian W. Smith

Mr. Smith has a 42-year involvement in the financial services industry. His roles have included as SVP General Counsel and Corporate Secretary of MasterCard International where he was a member of the Office of the President; as Chief Counsel and Member of the Policy Group of the Office of the Comptroller of the Currency and, as a senior partner in several multinational law firms – most recently Latham & Watkins, LLP - where he headed those firms' financial regulatory practices. He is a member of the Boards of Directors of several companies and of a charitable foundation.

Mr. Smith is a recognized expert in the laws and regulations applying to banks and other financial services firms and in payments systems and products.

Nabil Kabbani

Mr. Kabbani is currently CEO of Account Control Technology. Previously, he was General Manager of Vigo and Orlandi Valuta at Western Union. He led the organization globally complementing the traditional Western Union product offering. Nabil was also President and Chief Executive Officer of Omnex Group, a financial services company providing money transfer and transaction processing services to the under-banked and underserved ethnic markets.



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Prior to joining Omnex Group, Mr. Kabbani had a 10-year career at Western Union. He was General Manager, Middle-East and North Africa where he had responsibility for over \$200MM in annual revenue, generating \$60MM EBITDA. Mr. Kabbani, as VP, developed the US/Canada international bound business to exceed \$500MM in revenue with 43,000 Agent locations in North America and 210 countries and territories served.

Prior to Western Union he had a wide range of banking experiences and helped start one of the first credit card operations in Lebanon. Kabbani holds a Masters Degree in Banking and Finance from the American University and an Economics undergraduate degree from St. Joseph University. In addition, he has participated in leadership and management programs at Harvard Business School, MIT and the Leadership Institute.

VIII. Organization and Personnel

There are basically two types of individuals needed within Happy Birthday Day Gift Card: High level international business development personnel and retail distribution support staff. Due to the aggregation of large number of mobile phone subscribers within the large carriers, Happy Birthday Day Gift Card can reach over 1 billion mobile phones with relatively few professional sales personnel by conducting deals directly with the carriers and/or their distribution channels. The personnel necessary to support these consumer deals will be a direct function of the number of subscribers and retailers within each country supported. Each country will be organized according to that country's local customs directed and overseen by a Country Manager for each Country.

Compensation and Organization Method

Specific salary levels are detailed in the Business Model. Typical for a “C” level Executive is \$150,000 base salary with benefits and cash and stock bonuses based upon specific targets for each area of discipline that the executive is responsible for. The Company will also offer long term stock options to all Happy Birthday Day Gift Card employees. The Company believes that this significant financial incentive will result in superior performance from the employees and enable Happy Birthday Day Gift Card to grow rapidly and profitably. Happy Birthday Day Gift Card is a very flat organization structure due to the simplified personnel requirements outlined above.

IX. Required Funds and Their Uses

Funds Required

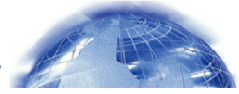
Since the Company system is developed and operational, with a pipeline of signed contracts, the minimum quarterly cash flow needs are fairly consistent: Q1- \$600,000 (includes Current Happy Birthday Day Gift Card Payables, Financing Fees and Closing Costs), Q2-\$500,000, Q3- \$500,000, Q4 - \$400,000. The projections show that a minimum total of \$2M will enable the Company to breakeven by Q4, with focus on marketing remittance to at least five (5) countries. Once that milestone is reached, additional funds will be required to expand the marketing efforts to new countries.

Exit Strategy

The Company plans to either be acquired by one of its international banking or telecommunication partners or file an **IPO** within 2 years.



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X. Financial Data

In Year 1, revenue is expected to be \$4.7M with a net loss of \$1.7M. Quarterly Breakeven is expected to be reached Q3 and perhaps sooner. Revenue in Year 2 will have risen to \$25.2M with \$9.5M in Net Income. Year Three Revenue is \$41.7M and \$14.0M in Net Income. These and other detailed financials are provided in the “Happy Birthday Day Gift Card Financial Operations Plan” contained within the Appendix.

Because Happy Birthday Day Gift Card revenue is received instantly upon a cash transfer over the mobile device, minimal working capital is expected to be needed. Some payables can be paid under normal commercial terms to offset this number. Furthermore, the financials do not show the benefit of interest received on the cash investment while it is waiting to be sent to support operations. Also, Top Up Minutes are prepaid and therefore will add substantial capital to the HAPPY BIRTHDAY GIFT CARD Balance Sheet. This follows a philosophy that the financials should be presented to show the real performance of operations.

Capital expenses, for MSB licenses and mobile app software to run the operations, as described under the appropriate earlier section, have been shown separately.

The taxes in Year 3 will take appropriate recognition of tax loss carry forward from Years 1 and 2. When the time comes to recognize these taxes, programs will be initiated to ensure that they are minimized within legal limits.

These projections show that a cash flow breakeven is achieved in the third quarter post funding, after which positive cash flow will be used to expand operations to other countries.