

MediaShares.com

Proposal for Transfer Agency and Related Shareowner Services

January 29, 2010



BNY MELLON
SHAREOWNER SERVICES





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January 29, 2010

Mr. Gene Massey
MediaShares LLC
1334 Westwood Boulevard, Suite 6
Los Angeles, CA 90024

Mr. James Volpe
Fox Consultants LLC
4335 N. 129th Drive, Suite 203
Litchfield Park, AZ 85340

Dear Sirs:

BNY Mellon is pleased to submit our response to MediaShares' Request for Proposal for Transfer Agency and Related Shareowner Services.

Given the unique nature of your business endeavor, we understand that you have special considerations as you evaluate transfer agency services providers. The attached proposal will demonstrate both our ability and commitment to meet your needs by offering MediaShares and its investors:

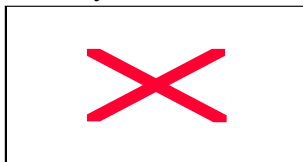
- Exceptional service and support
- A high level of online security
- The ability to respond effectively to industry and regulatory changes
- Transparency and control over your service delivery

The BNY Mellon team is deeply committed to begin a mutually rewarding partnership with MediaShares and will strive to exceed your expectations. We strongly believe the strength and stability of our organization and the depth of our experience will set us apart as your provider of choice.

On behalf of the BNY Mellon team, we thank you for your interest and look forward to exceeding expectations for you and your investors.

I will contact you shortly to discuss the enclosed proposal. In the meantime, please do not hesitate to contact me with questions or comments.

Sincerely,



Anthony Thalman
Managing Director of Shareholder Services Product Management
BNY Mellon Shareowner Services

MediaShares.comTM

S I N G L E - S H A R E I N T E R N E T I N V E S T M E N T S

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1.0 Definitions used in this RFP

1. **MediaShares** includes: We, MediaShares and all of our subsidiaries and affiliates including MediaShares.com, CinemaShares.com, (BusinessType)Shares.com, LivingstoneShares.com, (SubjectMatter)Shares.com.
2. **Supplier:** Supplier, You, includes the company receiving this RFP, the transfer agent, exchange agent, record keeper, broker, and any and all subsidiaries, affiliates, and third parties involved with the response to the RFP or sub-contractors providing services associated with this RFP.
3. **Active account** - an account with a positive share balance.
4. **Inactive account** - an account with a zero share balance that has an outstanding check or is pending the issuance of an IRS Form 1099.
5. **Closed account** - an account with a zero share balance that does not have an open check and is not pending the issuance of an IRS Form 1099.
6. **Mail** – shall mean electronic delivery by e-mail delivery. Hard copy mail may be used in limited circumstances such as cure of defective e-mail address or for Common Stock created by traditional brokerage means where specific authorization has not been granted by the shareowner or in the case where hard copy mail is required by Federal, State or Exchange rules/regulations.

2.0 Background Information and Criteria for Selection

MediaShares.com, LLC requires that you hold all details of this request for proposal confidential and private, discuss internally on a need-to-know basis only and refrain from discussing its contents with any other party.

All costs and expenses associated with the preparation and presentation of the Supplier's responses to this RFP shall be borne solely by such Supplier.

2.1 Background Information

MediaShares™ is a new and novel way of financing Movies, NASCAR teams, Video Games, CD Albums, or any type of Entertainment Company with an Internet-active fan base and distributed media as the end product. In addition to raising their much-needed capital, a principal benefit to companies using MediaShares.com's Patented Business Method is the creation of **massive online communities** of Preferred shareowners around their entertainment properties.

By establishing a one-on-one relationship with each fan/shareowner in these massive Internet communities, we provide immense opportunities to market to affinity groups of highly motivated, excited, and completely captive registered shareowners that have already demonstrated a great interest in owning the end product, as well as owning a share interest in the property.

2.2 Our Unique New Business Method

Through the use of our U.S. Patented Business Method, a Movie fan, a NASCAR fan, a Video Game Player, or a Music Lover can actually become an “owner” of his entertainment property by purchasing online **a single share of Preferred stock** in the publicly trading company that owns it. But more importantly, the purchase of our unique new online security provides the movie fan or NASCAR fan with many valuable additional benefits, given as non-cash product-based **assured stock dividends**, which are more than worth the value of their single \$20 stock purchase.

2.3 A New Type of Online Security

Our unique **liquidating Dividend Preferred, Preferred S and Common Stock Security** have been created with the help of some of the top securities attorneys, former SEC officials and subject matter experts in the U.S. Current and former SEC officers, the California Securities regulator, and top securities attorneys have reviewed our Business Method for compliance with regulations. Each Preferred, Preferred S and Common Stock Security is associated with a specific Project such as a movie or racecar team. The Preferred stock is primarily intended for individual investor affinity group members, the Preferred S stock is primarily intended for Corporate Sponsors and the Common stock is intended primarily for traditional IPO capital appreciation investors through traditional broker/dealer means. The three classes of stock differ primarily in the type of assured stock dividend provided. Preferred shareowners receive a basket of minor and major product-based dividends (described below), Preferred S shareowners receive sponsorship rights (such as product placement in a movie or logo placement on a race car) based on investment levels, and Common shareowners receive an assured per-share cash dividend.

Upon the distribution of all proceeds from the movie, or the final distribution of earnings from a racing team’s seasonal earnings, the project and security come to an end. Proceeds associated with the completion of the Project (box office success of the movie and sale of future rights, season’s race winnings) are distributed to the shareowners as a one-time Special Dividend distribution.

Through the use of our Patented Business Method, some of the benefits a Preferred stock investor (who purchases a single share of Preferred stock) will receive **as actual, real stock dividends**:

- a) **A subscription-like model where the shareholders receive free streaming video clips about their project through e-mail links.**
- b) **A free DVD Right as a stock dividend (for each Preferred share owned).**
- c) **Discounts on project-related merchandise on-line and at retail.**
- d) **Voting on the Project’s Web site for certain selected items.**
- e) **Bar-coded e-mailed coupons to our retail partners for Project related merchandise.**
- f) **Entry into Project-related contests.**
- g) **Potential of Cash dividends based on the shareholder’s equity position and the project’s revenues.**
- h) **Entrance into special contests for a chance to appear in the Project, a chance to attend the Project’s premiere or main event, and a chance to have dinner with Project personalities.**

The implementation will be a partnership between three parties: MediaShares, Ellen Philip and Supplier – each playing a role in the successful implementation of the subscription, IPO, equity recordkeeping and shareowner service. The following section provides a high level framework and function/ relationship flow to indicate how we envision this partnership would operate.

2.4 MediaShares.com Framework Summary

Outlined below for discussion between MediaShares, BNYMellon and Ellen Philip Associates (EPA) is a potential framework for implementing MediaShares.com's U. S. Patented method of on-line IPO's for funding entertainment properties.

Processing Steps

1. Promotional Website

MediaShares sets up the promotional website.

2. Membership Website

EPA sets up the Membership website. (Functionality will include member registration, shareholder pre-qualification, and possibly shareholder statement inquiry.)

3. Stock Purchase and Shareowner Services Website

BNYMellon sets up a white label Stock Purchase and Shareowner Service site. (Functionality will include the ability to submit payment for one or more shares of stock, and limited service shareholder account and statement inquiry.)

4. Regulatory

MediaShares secures underwriter and obtains SEC approval and files for NASDAQ listing.

5. Membership Registration

During the membership period, individuals with a possible interest in owning shares in the entertainment property visit the Membership site and sign up to become a member. Sign-up consists of submitting their name and email address, which is saved in the membership database. (The member's e-mail address serves as the primary identifying key for this person on the Membership site.) Membership status entitles the user to access restricted promotional content related to the entertainment property.

6. Opening of Subscription Period

During the "Pre-filing period" the Red Herring begins circulating and the "Tombstone" is available to members and the general public on the MediaShares site. After the registration statement is filed with the SEC and before it is declared effective, the "Quiet Period" begins. Once the registration statement is declared effective at the start of the subscription period, EPA sends an e-mail notification to all members in the Membership database that the offering period has begun, which provides instructions regarding the purchase of stock.

7. User Subscribes to Purchase Stock

7.1 User clicks on the link in the notification e-mail from Step 6 above that takes them to the Membership site's pre-qualification pages. The member answers a series of questions regarding name, address, SSN, age, investment experience, etc.

7.2 When the user submits this page, the following 3 actions take place:

- The data from the form is saved to the membership database.
- A text file containing the user's qualification information is created with a unique file name, encrypted with BNYMellon's encryption key, and placed on either a secure EPA or BNYMellon ftp site.

- The membership site redirects the user's browser to the page containing the offering prospectus. After the member clicks "I have read the prospectus," he/she is re-directed to the stock purchase site, sending the unique file ID as a part of the URL. The stock purchase site extracts the ID from the URL, looks for the corresponding file on the ftp site, decrypts it, and loads the contents. (If the file is not found, an appropriate message is displayed.)
- 7.3 The stock purchase site provides functionality for the member to pay for their share(s) of stock via ACH debit, credit/debit card, or PayPal transaction to a BNYMellon merchant account. Once completed, the site files data as needed for registering a new shareholder on BNYMellon's systems.
- 7.4 The membership and stock purchase site must have the capability to handle large numbers of enrollments and stock purchases daily, as MediaShares expects as many as one million shareholder accounts during the 90 day subscription period.

8. Daily TA Processing

BNYMellon will also perform standard TA functions for the *relatively small numbers of transfers*, registration changes, etc that are likely to occur in this very large population of shareholders, due to the fact that the majority of shareholders are holding their stock for the DVD dividend and other benefits.

9. Shareholder Inquiry of Stock Transaction Statements

Option 1: Members access statements on the Membership website (for discussion)

In this scenario, on a nightly basis BNYMellon would create a file of the day's share transactions, encrypt it and send to the appropriate secure ftp site for an automated EPA job to pick up and load to the Membership system. This file would include new purchases, transfers, dividends, liquidations etc. Data sent would include the Membership ID (i.e. e-mail address passed to the BNYMellon site by the original pre-qualification file) and all agreed-upon transaction-related data fields, but no other sensitive account registration information such as name, address, SSN, BNYMellon account number, etc.

Option 2: Members access statements on the BNYMellon website (for discussion)

BNYMellon would set up access for shareholders to view their statements in a MediaShares-branded website

(Note: If Option 2 is selected, EPA will still need a daily interface file from BNYMellon containing a list of valid shareholders, since this information is required in order to allow shareholders to view more privileged promotional site content than non-shareholder members and non-members.)

10. Proxy Voting and Tabulation

Both the BNYMellon and EPA systems will have a list of shareholders as of record date, so either organization will be in a position to conduct proxy processing, including e-mail blast notification of shareholders, vote capture via web and telephone voting sites, and tabulation.

11. DVD Dividend

On the pre-disclosed dividend/liquidation date, either EPA or BNYMellon can produce for MediaShares a final list of shareholders eligible for the DVD dividend, and then MediaShares or MediaShares' distribution partner sends an e-mail blast to the shareholder population with further instructions for obtaining their DVD. The DVD dividend can be delivered either by a bar-coded e-mail coupon that can be redeemed at a pre-arranged retailer or as a digital download.

See [Appendix A](#) for a chart version of the MediaShares Framework Summary.

2.5 Criteria for Selection

Proposals will be evaluated based upon the following criteria:

- a) Ability and willingness of Supplier to partner with MediaShares and to meet the terms and conditions of this RFP
- b) Commitment to the business
- c) Effective application of technology to improve service and lower costs
- d) Contractual terms and conditions
- e) Creative and innovative cost containment and problem solving
- f) Perceived ease of doing business
- g) Fees and costs - affording feasibility of single share accounts**
- h) Proposed approach and plan for supporting the MediaShares relationship
- i) Service quality and performance

All proposals are considered to be the best and final offer; updated or revised bids may not be considered. Consideration will be given to alternate bids, which vary from the specifications of the proposal, if the bidder determines that such alternative approach better fulfills the current and/or projected requirements. RFP contents, the proposal and such other provisions, terms and conditions as the parties mutually agree will become contractual obligations if an award ensues.

Responses to this RFP must be in the same sequence and use the same numbering as detailed in the RFP. In submitting a bid, Supplier accepts and agrees to all terms and conditions of this RFP. Supplier must respond fully to each specific part of this RFP. Regardless of whether a specific provision requests a reply, Supplier must respond to each of the points below and should state with specificity whether each provision is acceptable, unacceptable, or only partially acceptable. If a provision is only partially acceptable to Supplier it should state clearly the parts of the provision to which it takes exception and should provide a specific counter-proposal. Failure to specify acceptability of a provision will be considered an acknowledgment that the provision is acceptable.

All prices and other terms quoted in the Supplier's response or amendments thereto requested by MediaShares shall remain secure for a period of three months after the Deadline for Submission of Proposal and subject to any price reductions that become available.

Copies of your response to this RFP must be submitted in electronic form no later than 4:00 p.m. on January 29, 2010 to:

Gene Massey
MediaShares LLC
1334 Westwood Blvd. Suite 6
Los Angeles, California 90024

E-mail: gene@cinemashares.com

James Volpe
Fox Consultants LLC
Suite 203
Litchfield Park, AZ 85340

E-Mail: j.volpe@mriro.com

For Purposes of this RFP, the primary MediaShares contact is:

James Volpe
j.volpe@mriro.com
623-537-7087

3.0 Key Contractual Provisions

Key provisions, which will be incorporated into MediaShares.com's contract, include:

- a) MediaShares may terminate the shareholder services agreement at any time for any reason upon 90 calendar days written notice to the Supplier, without a termination fee.

Yes, with conditions. If MediaShares terminates prior to the end of the first term for cause, no penalty fee will be charged. If MediaShares terminates prior to the end of the first term without cause, an agreed upon penalty fee will be charged.

- b) Upon termination of the contract, Supplier agrees to provide, at its own cost, any services necessary in order to facilitate transition to the successor Supplier.

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- c) The Supplier will provide books and records for inspection at any time. MediaShares or its authorized representatives shall have the right to conduct an unannounced Audit or Examination, during normal business hours (except as Supplier may agree to extend those hours) of such records, accounts, documents, systems and procedures as may under recognized accounting practices contain information including but not limited to the following:
1. Amounts being billed to MediaShares by Supplier as part of its provision of services under this Agreement, and
 2. Compliance with any performance standards and terms and conditions set forth in this Agreement.
 3. Each party shall bear its own expenses associated with the conduct of the Audit and/or Examination, except that special requirements including, but not limited to, special data extractions required by MediaShares to conduct the Audit and/or Examination, will be paid by MediaShares. For the purpose of this subsection, a "special data extraction" means programming and computer time required to program and run, at MediaShares' request, an extraction of data which is not currently maintained or reported by Supplier and which MediaShares specially requests for the conduct of the Audit and/or Examination.

Agreed. We request that inspections will be conducted during business hours and that we will receive reasonable advance notice. Such inspection and access shall be limited to books and records specifically related to MediaShares and their shareowners. BNY Mellon reserves the right to receive compensation for extraordinary expenses related to such audits.

- d) All services detailed in this RFP will be provided and referenced in the contract.

Agreed.

- e) Supplier is entitled to _ of interest earned on account balances associated with Subscription monies collected and held during the Subscription period, as well as any account balance earnings achieved during the course of record keeping, cash dividend distribution and any activity involving monies held by Supplier paid by either MediaShares or its shareowners. Such balances on earnings are considered part of compensation paid by MediaShares to Supplier for services rendered.

Traditionally, balance compensation is retained by BNY Mellon to offset the costs of check clearing and other operational expenses. This compensation allows us to provide lower account maintenance fees.

- f) Flat or per account fees are all inclusive of account maintenance for the life of the account and include subscription processing, DPO share investment processing, account creation through the Enrollment Wizard, record date processing non-cash dividend distribution, provision of shareowner file including e-mail addresses upon demand by MediaShares, e-mail account statement and transaction advices, Internet

based account service, and Internet account access. Such fee, up to but not to exceed \$2.00 per account (for life of the Open, Closed or Inactive Account) is collected by the Supplier from the per-share Subscription or DPO share investment transaction of the Preferred stock.

Please refer to the enclosed Schedule of Fees and Expenses.

- g) Account maintenance fees will remain fixed for the term of the agreement. All fees charged to shareholders, intermediaries or MediaShares or fees received from Escheatment or lost securities replacement services will be detailed in the contract and Supplier will be deemed eligible to retain _ of such earnings as an element in overall compensation.

Agreed.

4.0 Initial and Recurring Services and Requirements

4.1 Stock Subscription and Enrollment

This service entails Subscription and Investment Services associated with Common and Preferred Stock including the creation and maintenance of all shareholder accounts. Subscription price per share for Preferred stock is anticipated to be \$20 - \$23 per share, Common Stock at about \$4 per share. Preferred shares carry rights to certain minor non-cash product dividends (podcasts, contests etc.), Preferred share non-cash major dividend (DVD or download rights) and potentially a Special Dividend at the end of the Project. Common shareowners have a 5:1 ratio to Preferred shareowners relating to the assured cash dividend and potential Special Dividend. This ratio is reflected in the DPO subscription pricing for these securities.

MediaShares.com's website will refer interested parties to Supplier's Subscription/Investment website or to the EPA Membership website, where Supplier's registered Broker/Dealer will, fully electronically, provide the interested party with a copy of the prospectus and enrollment material.

If the Supplier's record keeping solution is to maintain shareowner records on its broker record keeping system, electronic brokerage customer qualification data such as investment suitability profiling and income qualification may be requested at the time of enrollment. Issuer shall have complete and timely access to broker customer data, including name, physical address, e-mail address and share position. If Supplier's record keeping solution is to directly register accounts, the interested party may register through the transfer agent maintained private label website and enrollment wizard.

Shareholder records will include all pertinent registration, DRS book-entry, non-DRS book-entry, certificate and historical information for each shareholder account. Once the Supplier's enrollment wizard has established the shareholder account information, the investment process is offered. The Supplier will offer several alternative means to make the subscription or initial investment. Investment methods shall include the use of ACH debit, Pay Pal, Debit card, Credit card, check, wire (for Preferred S or large dollar value DPO investment in the other securities) or cash account the broker may maintain for its customer.

Any source of funding's associated fee (such as vendor paid credit card fee) would be identified and automatically added to the purchase amount (example – a credit card charges the vendor a 2.5% fee for a \$20 for a fee of \$.50 – the cost of the transaction will be \$20.50. Supplier will pay the \$.50 credit card fee and \$20 represents the equity raised for a single share of Preferred Stock).

All web page designs for the Supplier's presentation of the broker/dealer subscription and investment services web site shall be designed by MediaShares in collaboration with the successful bidding Supplier with the development costs paid by MediaShares subject to negotiation outside the scope of this RFP.

MediaShares will distribute all minor and major non-cash assured dividend elements to Preferred, Preferred S and Common Stock shareowners. Supplier will provide MediaShares with a secure daily refresh file of all registered owners in a format found to be mutually acceptable. Supplier will be responsible for the payment of any Special Dividend in the remote event one is declared. The pricing for calculating and distribution of the Special Dividend may be presented by the Supplier for information purposes, however must not be included in the per-account fee for purposes of the RFP bid.

Initial Business

1. MediaShares - No shareowner record keeping anticipated.
2. CinemaShares.com CUSIP - No shareowner record keeping anticipated. One-to-many relationship between 2) and 3).

Over time there will be 5 to 10 CUSIPs at this level; one (Business Type)Shares.com securities created per line of business. RacingShares.com, DerbyShares.com, RealityShares.com, MusicShares.com, CelebrityShares.com, TheaterShares.com, etc.

3. Livingstone Shares.com. One NASDAQ Small Cap publicly traded Common Stock CUSIP, one NASDAQ Small Cap publicly traded Preferred Share CUSIP and one Preferred S restricted share sub-CUSIP. The Common stock will have a minimum of 300 shareowner accounts and has the potential for a DSPP. The Preferred Stock will start from 0 accounts and will grow to a projected 500,000 shareowner accounts consisting of a mix of US and non US domiciled accounts, with the majority of accounts owning 1 share of stock. The Preferred S restricted sub-CUSIP will be small, less than 100 accounts. Both securities liquidating dividend securities and will remain active for a period of approximately 18 months.

Business Growth Projections

There will be multiple (SubjectMatter)Shares.com securities created over time, and they will exist simultaneously and independently from each other. Management projects between 5 and 10 projects under each Business Level CUSIP operating with an average of 500,000 shareowner accounts for each CUSIP for a total of between 2,500,000 to 5,000,000 shareowner accounts per business over any 12 to 18 month period. Fully loaded, Management projects this to grow over the next several years to between 12,500,000 and 25,000,000 accounts across all business lines. (Note: Due to the Affinity interest and low entrance hurdle of \$20 a share, we project a very large percentage of multiple accounts per household.)

Access to Shareholder Records

Provide on-line access capability for MediaShares personnel. This should encompass complete "read-only" access to individual shareholder files. In addition, explain on-line capabilities for obtaining special reports such as shares outstanding, accounts/shares statistics, broker trading statistics, and proxy voting. At no cost to MediaShares, provide training to MediaShares personnel as required to initially learn the system and for subsequent changes and enhancements. This training will be provided at Supplier's facilities.

Account Consolidation

The Supplier will consolidate individual record accounts as requested by shareholders throughout the year. The Supplier will be responsible for un-consolidating accounts as requested by shareholders (taking the one consolidated account and recreating the two original accounts). In addition, the Supplier must devise a method that, when requested by shareholders, prevents the consolidation of accounts that otherwise meet the account consolidation criteria. The Supplier will also check for a duplicate account for each transfer request prior to creating a new account.

4.2 Stock Transfer Services

The Supplier shall perform all functions required to process transfer debit and credit transactions. Specific services include:

- a) Issuing book-entry shares or issuing certificates for the Company's stock, when requested.
- b) Review transfer documents and certificates for acceptability and determine that the proper transfer and legal requirements have been met.
- c) Process book-to-book, certificate-to-certificate, book-to-certificate, certificate-to-book transfers. Mail to the account from which the shares were transferred an advice confirming completion of the transaction. Mail to the account to which the shares were transferred an advice confirming completion of the transaction.
- d) Process restricted and legended shares in book-entry form, including applicable rights and legends on account statements, advices and on-line presentation of registered share positions.
- e) Complete transfer debit and credit transactions within applicable SEC guidelines.
- f) Provide Conversion of common certificates into the DRS book-entry. Mail advice to shareholder acknowledging receipt of certificates and credit of DRS book-entry position.
- g) Distribute information as directed by MediaShares to new shareholders (if requested).
- h) Maintain Treasury accounts in book entry.
- i) Furnish assistance to self-service MediaShares shareholders throughout the transfer process. This includes, but is not limited to the following electronic based assistance with:
 1. Process legal (non-routine) transfers for MediaShares shares.
 2. Provide shareholders clear, simple, and detailed instructions.

3. Provide forms with the shareholder's information when possible.
4. Provide clear and concise written explanations of rejected transfers.
5. Call shareholders to explain rejections and required steps to correct documents for legal transfers when possible.
6. On a daily and monthly basis, provide MediaShares with statistics on transfer activity as requested. This can include but will not be limited to the number of legal transfers completed, transferee names, and the number of certificates issued.
7. Provide monthly certification (including totals for DRS and certificated shares) of outstanding shares including all un-exchanged shares. The certification should include all shares reserved to be issued, i.e. Restricted Shares, as well as corresponding unpaid cash exchange entitlements.
8. Provide a quarterly certification of all unpaid dividend monies, if applicable.
9. Report all un-posted debits and/or credits over 30 days old, including any un-reconciled DTC FAST transactions.
10. Provide copy of most recent TA-2 filing annually listing as filed with the SEC.
11. Post transfers to the record system daily.
12. E-Mail confirmation notices on book-to-book transfers to transferor and transferee within three days of completion of the transfer.
13. Maintain on-line tracking to ensure constant "in-balance" condition. Supplier must be able to provide MediaShares with an accurate outstanding share count as requested by MediaShares.
14. Provide Direct Registration Shares (DRS) for Common Stock accounts by providing capabilities for book-entry, statement-based, and shareholder record keeping systems. DRS participants may request issuance of physical certificates within the turnaround time specified under SEC regulations.
15. Provide book-entry record keeping for Preferred Stock by providing capabilities for book-entry, statement-based, and shareholder record keeping systems. Preferred Stock is not DRS eligible.
16. Offer courier service only at the request of MediaShares to expedite delivery of certificates. The fee for the courier service will be billed to MediaShares as out-of-pocket expense.
17. Perform all registrar services for MediaShares book-entry and certificated stock.
18. Perform all necessary functions associated with DTC processing.
19. Provide FAST capability for DRS eligible CUSIPs.
20. Maintain customary bonding insurance for the performance of Transfer and Registrar functions.

4.3 Proxy and Annual Meeting Services

The Supplier and/or Ellen Philip Associates shall provide the following proxy services:

- a) Identify and e-mail all proxy materials to shareholders of record as of the proxy record date.
- b) Shareholders with the "no annual report" coding will not receive an annual report or proxy statement as part of their proxy material. Accounts should be consolidated where possible to eliminate duplicate e-mailings. MediaShares will furnish specific criteria for the account consolidation.
- c) Within 3 days of a request from MediaShares, provide an estimate for number of annual reports required. Within 5 days after the record date, provide MediaShares with the actual number of annual reports required.
- d) Coordinate with MediaShares to design and print the proxy e-card/card. All materials are subject to MediaShares approval prior to production.
- e) If deemed appropriate by MediaShares, produce, e-mail, and tabulate follow-up proxy e-mailing to un-voted accounts as of an established date and share level as determined by MediaShares. Count the number of follow-up e-mailings responded to and returned.
- f) Upon request, prepare a list of shareholders entitled to vote at the annual meeting (stock book) and ensure that a copy is furnished to MediaShares no less than 20 calendar days prior to the annual meeting date. Produce address labels for bank/broker accounts as of a specific date if requested by MediaShares. Furnish the labels to MediaShares designated proxy solicitor for use in mailing search card materials.
- g) Ensure that all legal and regulatory requirements for bank and broker solicitations are met.
- h) Coordinate all activities associated with the tabulation of proxies, including but not limited to the following items:
- i) For Common Stock only, accurately record business reply postage charges from the U.S. Postal Service on returned proxies. (Preferred Stock is fully electronic, no paper based mailings.)

- j) Tabulate returned proxy cards in accordance with guidelines established by the Inspectors of Election. At MediaShares request, re-mail to shareholders in a timely manner all proxy cards deemed unacceptable for tabulation (i.e. no signature).
- k) Record address changes shown on or accompanying all proxy material received.
- l) If included on the proxy card, tabulate and record on the shareholder account the request to eliminate mailing of the annual report to this account for future proxy mailings.
- m) Allow proxy solicitor and MediaShares on-line access to proxy voting statistics.
- n) Retain proxy-voting records to comply with all applicable laws including SEC and state regulations/guidelines.
- o) Give all proxy cards with comments to MediaShares at annual meeting or soon thereafter.
- p) Produce proxy-voting reports and send to MediaShares daily by email in a file format determined from time to time by MediaShares (including text, HTML, Excel attachment, etc.), beginning approximately 21 days, and continuing until the day before the annual meeting.
- q) Provide support for the annual meeting which may include, but is not limited to the following:
 1. On-line access to system at the annual meeting site to update votes as necessary and to access current voting statistics. Final voting results are due to MediaShares within 5 business days after the annual meeting date.
 2. Supplier may be requested to provide one Inspector of Election for the annual meeting. MediaShares will reimburse the Supplier for out-of-pocket expenses for the Inspector of Election to attend the annual meeting.
 3. Ensure knowledgeable representatives are available in person and by telephone before and during the annual meeting.

4.4 Management Information and Reporting Services

In addition, the Supplier will be required to provide MediaShares access to statistical and demographic reports via on-line access through the Internet. Reporting capabilities will include:

- a) Daily transaction summaries for purposes of reconciling activity between the Supplier and MediaShares on any given day
- b) DPO equity raised by day, week, user-defined from-to dates. Investments waiting on good-funds clearance.
- c) Investment by course of capital – checks, ACH Debit, Credit Card, Debit Card
- d) Total balance earnings by day, week, user-defined from-to dates.
- e) The ability to drill down on data to an individual transaction
- f) The ability to review trading trends or unusual activity by broker or individual shareholder
- g) Broker trading reports, allowing MediaShares to determine the top market makers in MediaShares' stock on a monthly, quarterly and annual basis.
- h) Short interest in the common stock and availability to borrow analysis.

In addition to the recurring statistical reports and annual meeting reports, the Supplier will also be required to furnish at no additional cost to MediaShares up to 1 ad-hoc statistical report each quarter. MediaShares would determine the contents and format of each report as needed.

4.5 Tax Reporting, Escheatment, and Abandoned Property

The Supplier will be responsible for the preparation of all appropriate tax, abandoned property and other reports required by State and Federal agencies, principal stock exchanges, and shareholders for filing by MediaShares. If requested by MediaShares, Supplier will also assume the responsibility for reporting to these parties. Functions include but are not limited to:

- a) The Supplier will be responsible for preparation of escheat reporting for all State jurisdictions.
- b) Prepare for submission in electronic format to State and Federal agencies by 15 days prior to the appropriate due date all appropriate tax reports for filing by MediaShares. In addition, the Supplier must have the capability of fulfilling all IRS regulations including TIN certification and B-notice/C-notice processing.
- c) Mail tax notices to shareholders within required time frames.
- d) Maintain tax status dates and codes as required by the IRS.

- e) Process and handle IRS tax levies.
- f) Solicit citizenship certification on foreign accounts every three years, if applicable.
- g) Assist shareholders in the recovery of property (shares, dividends, or the equivalent), which has been escheated. This may include cooperation with a specified search firm to locate shareholders.
- h) Conduct, as required by regulations, searches of lost accounts to determine valid current addresses. This includes using at no cost to MediaShares or the shareholders the services of a national database to assist in finding lost accounts.
- i) Comply with all SEC regulations pertaining to abandoned property reporting.
- j) Provide escheatment services for all states as required by SEC regulations.
- k) Provide MediaShares general abandoned property statistics on a regular basis. MediaShares and the Supplier will mutually agree upon the frequency, content and format of these statistics.

4.6 Mailing Service

The Supplier will be required to prepare and mail or e-mail shareholder-related materials. Hard copy mail is only applicable in the case of cure for defective e-mail addresses and for Common Stock accounts where specific authorization was not received for e-mail distribution. Specifically, this includes but is not limited to, the following items:

- a) Mail checks when ACH deposit is defective (such as Special Dividend, replacement dividends, DRS sales, DSPP sale, DRS auto-sweep and other times where necessary).
- b) Mail Direct Registration Shares / Direct Stock Purchase Plan statements.
- c) Mail transaction advices.
- d) Mail newsletters with DRS/DSPP statements.
- e) Mail certificates.
- f) Mail other shareholder information as requested.
- g) Presort and prepare all items for mailing in such a manner as to obtain the lowest possible cost from the U.S. Postal Service.

5.0 Future Services and Requirements

5.1 Dividend Disbursement Services

Supplier shall be required to execute all functions related to the payment of dividends to shareholders, should MediaShares elect to issue dividends in the future. Specific services include:

- a) Compute dividend payment for each account as of record date. Balance to official share position.
- b) Code lost accounts to suppress printing and mailing of checks.
- c) Generate, distribute and deliver all dividend payments. Best efforts will be made to time the mailing for each geographic region to arrive at the shareholder's address on or before the dividend payment date.
- d) Provide information on the dividend check stub as follows:

Account Number	Last 4 digits of Tax ID Number
Current Net Dividend	Dividend Record Date
Rate Per Share	Year To Date Tax Withheld
Number Of Shares	Year To Date Net Dividend
- e) Provide the capability to produce a three-part dividend check as required for the efficient processing of special projects such as an EFT solicitation, MediaShares promotional material or service announcements.
- f) Replace lost or stolen dividend checks (after confirming that the un-cashed original has been stopped) at the shareholder's verbal or written request at no charge to MediaShares or the shareholder. If a shareholder requests a replacement check, Supplier shall include in that check, sufficient funds, which total all un-cashed checks in the account. A record of these un-cashed checks and an explanation will accompany the replacement check.
- g) Perform all functions to enroll accounts and to transmit dividend payments by EFT. A confirmation notice will be sent to all accounts upon successful enrollment and upon any changes in the initial enrollment such as a change in bank accounts.
- h) Print and mail dividend payment advices to accounts enrolled in EFT. This advice will include all information included on the dividend check stub.
- i) Withhold taxes on dividends for shares at the appropriate rate when applicable.
- j) Recover duplicate dividend payments from shareholders.
- k) Provide photocopies of canceled checks when requested.
- l) Perform all functions as required to maximize postage discounts as provided under current and future postage regulations. This includes but is not limited to bar coding, presorting, and updating accounts prior to each record date with the zip code plus five.
- m) Process checks returned as undeliverable, including investigation to determine a correct shareholder address. Re-mail, in specially marked envelopes, undelivered dividend checks within 7 business days after the dividend payment date. If the re-mailed check is returned as undeliverable, suppress further mailings.
- n) Maintain records of all dividend activity including replacement check requests, check registers, etc.
- o) Provide for seasonal mailing addresses on the account when notified by the post office of a new address.
- p) MediaShares may amend the prospectus or offering materials during the term of this contract.
- q) Process shareholder enrollments for dividend reinvestment.
- r) Hold fractional Investment Plan shares as nominee/trustee in book entry form, except as otherwise provided by MediaShares.
- s) As required, provide Direct Registration of share ownership for all shareowners.
- t) Mail prospectus and enrollment package as requested by shareholders.
- u) Terminate accounts in accordance with the terms of the prospectus.
- v) Notification of total dividend payment by at least three business days prior to the payment date. MediaShares will book the dividend from this notification. Adjustments should be noted on the end of month detail.
- w) MediaShares will fund the full dividend amount on the dividend payable date. Balance compensation on all outstanding dividend funds, including fractional share accounts, will accrue to MediaShares at the Federal Funds Rate. Balance compensation will be used as an offset to shareholder services invoiced amounts and will be reflected as a credit on MediaShares invoice from Supplier.

- x) Process purchases for dividend reinvestment in accordance with the terms of the prospectus.
- y) Process web site submitted, written or telephone requests for sales in accordance with the prospectus.
- z) Process withdrawals of whole shares from the plan and issue certificates at the request of the shareholder.
- aa) At the direction of MediaShares, use either Treasury, newly issued, or open market shares to provide the required shares.
- bb) Mail advice to shareholder acknowledging receipt of certificates.
- cc) Respond to shareholder inquiries concerning the plan or their account.
- dd) As requested by shareholders, provide historical Investment Plan statements at no cost to MediaShares or the shareholder. Historical statements shall include year-end statements created by previous Supplier.
- ee) Provide summary reports to MediaShares for each reinvestment date as required.
- ff) Process book-to-book transfers. Mail to the account *from which* the shares were transferred an advice confirming completion of the transaction. Mail to the account *to which* the shares were transferred an advice confirming completion of the transaction plus an Investment Plan prospectus and brochure as instructed by MediaShares.
- gg) Generate and mail investment plan statements within 48 hours of dividend payment date.
- hh) On a monthly basis, Supplier will provide MediaShares Finance a reconciliation of outstanding dividend liabilities to cash balances held for dividend payment. This also applies to any accounts set up to handle merger related situations such as (1) cash held to pay fractional share amounts on unconverted shares and (2) cash held to pay dividends accrued on unconverted shares.

5.2 Direct Stock Purchase Plan (DSPP)

The Supplier shall be responsible for administering MediaShares Direct Stock Purchase Plan (DSPP), should MediaShares elect to offer such a plan in the future, which may include, but is not limited to, the activities listed below.

- a) Hold fractional share interests as agent in book-entry form. The investment plan services are available to every Record Shareowner. Whole book-entry shares are maintained as directly registered book-entry shares and are available for DRS/Profile transaction activity.
- b) Process optional cash investments by check, ACH debit and other such sources of cash in accordance with the terms of the prospectus.
- c) Mail transaction advice to shareholders acknowledging receipt and processing of optional cash investments. The advice must include all relevant purchase information including but not limited to the following: transaction date, transaction description, amount invested, number of shares purchased, price, total share balance in account after the transaction, and the market value of the account as of the purchase date.
- d) Process Internet, written, and telephone requests for partial and full sales in accordance with the prospectus. ACH deposit, Pay Pal deposit or Checks for the proceeds of the sales will be mailed on the day following the sale.
- e) Conduct fractional share-only account sweep prior to every record date, conduct an auto-sell of the fractional share-only position at no cost to MediaShares or to the account holder, close the account and send the proceeds of the sale to the registration and address of record.
- f) Generate and mail plan statements within 48 hours of transaction activity.
- g) At the direction of MediaShares, use either Treasury, newly issued, or open market shares to be credited to participants' accounts in accordance with the terms of the prospectus.
- h) Mail prospectus and enrollment package as requested by shareholders or interested investors.

- i) MediaShares will have the flexibility to amend the prospectus during the term of this contract.
- j) Respond to shareholder inquiries concerning the plan or their account.
- k) As requested by shareholders, provide historical DSPP statements. Historical statements shall include year-end statements created by previous Suppliers and available through archives.
- l) Provide MediaShares with monthly reports on DSPP accounts, including, but not limited to, number of accounts opened and closed per week, number of enrollment kits requested and mailed on behalf of MediaShares per week, total shares purchased each week, share price at time of purchase, number of buyers and amount invested (net of fees).

5.3 Stock Splits / Stock Dividends

The Supplier will be responsible for the processing and execution of a stock split should this type of Corporate Action be declared. This includes, but is not limited to the following:

- a) All programming, testing, and system requirements.
- b) Enclosing and mailing of an announcement letter with Q&A.
- c) Issue certificates or confirmation of book shares, enclose with relevant material, and mail to shareholders.
- d) Respond to all written and telephone inquiries within normal turnaround times. The use of temporary employees to perform this task should not be considered an out-of-pocket expense.
- e) Perform all tasks required to avoid suspension of DRS sale and purchase activities, where possible, during the stock split processing period.
- f) Insure delivery of certificates for non-receipt for up to two years after issuance.
- g) Special handling of accounts with stops as appropriate.

5.4 Exchange Agent / Paying Agent Services

The Supplier would be given preference to act as MediaShares Exchange Agent in connection with mergers, tender offers, and acquisitions. This includes, but is not limited to the following:

- a) Interacting with the acquired company's Supplier to receive and integrate its stock transfer records.
- b) Production and mailing of appropriate Letters of Transmittal.
- c) Placing appropriate legends and stop transfer orders on selected accounts, as directed by MediaShares.
- d) Processing the surrender and exchange of certificates to maintain a constant in-balance condition.
- e) Provide daily report of total number of items received including shares received and shares exchanged and issued.
- f) Provide zero balance accounts representing any cash disbursements.

Should the Supplier utilize an outside service bureau for the processing of any or all of the contracted exchange services, it will provide the company with the name of the organization and will indemnify the company regarding the sub-contracted duties in a separate exchange agent agreement.

6.0 Other

6.1 Shareholder Written and Telephone Inquiries

The Supplier will be required to provide appropriate responses to electronic, telephone and written inquiries from MediaShares shareholders. These inquiries may pertain to a variety of shareholder-related matters or services including transactions handled by past Supplier. In addition, the Supplier must have the capability to provide historical and current stock price data and cost information. Specifically, the Supplier will be required to:

- a) Common Stock and Preferred Stock accounts do not have access to live representative handled calls from IVR or web site references.
- b) Provide MediaShares with a toll number, and a TDD number in conjunction with an interactive telephone system capable of providing information and handling shareholder requests without talking to a representative. No toll free or reverse charge calls are authorized.
- c) Provide MediaShares with an e-mail address capable of providing information and handling shareowner requests without talking to a representative.
- d) Provide executive "VIP" account services coordinating through MediaShares. This includes expedited processing of special requests for transfers, transmittal of account information, replacement statements, and other matters as deemed necessary by MediaShares.
- e) Provide expedited service to research and resolve complaints and second requests so that they are resolved within 48 hours.
- f) Provide an internal mechanism for tracking the process and resolution of shareholder inquiries.
- g) Establish and maintain a dedicated homepage on the Internet that provides specific MediaShares shareholder information and services. Shareholders will be able to hot-link to this homepage through MediaShares homepage and vice versa. Information on the homepage will include, but is not limited to full account information, stock information, account history, dividend history, DSPP statements, prospectus, transfer instructions, etc. In addition, the Supplier will provide shareholder transaction capabilities on the Internet with adequate security and safeguard.

6.2 Storage and Inventory of Materials and Records

The Supplier will be required to coordinate and maintain adequate inventories of all items, as authorized/approved by MediaShares, which are necessary for the provision of shareholder services. More specifically, the provider of service will be required to:

- a) Order and maintain adequate supplies of certificates, checks, prospectuses, proxy material, notices to shareholders, statements, envelopes, and other required forms.
- b) Maintain storage capability for canceled stock certificates as well as microfilm/microfiche equipment and facilities for long-term storage of historical transaction information in accordance with required storage retention regulations (i.e., shareholder correspondence documentation, proxy voting, etc.)
- c) Provide detailed itemization of out-of-pocket expenses for forms and related expenses on the monthly bill.
- d) Provide forms design expertise.
- e) Comply with inventory retention guidelines as required by the SEC.
- f) Provide MediaShares with a binder containing a sample of all forms used for MediaShares shareholders. This includes forms unique to MediaShares as well as generic Supplier forms approved by MediaShares. The binder should be sorted by functional category (DSPP, proxy, tax reporting, etc.).
- g) Perform generational (daily, weekly, monthly) backups of all electronic data for MediaShares for storage at an off-site facility.

6.3 Billing

An itemized bill, categorized by function (i.e., DSPP, regular Supplier charges, tax reporting, etc.) will be issued by the Supplier within 15 calendar days following the close of each month in which the service is rendered. The terms of the bill are 45 days net and shall include the following:

- a) Out-of-pocket expenses with the appropriate volume, associated service and dollar amount recorded.
- b) Balance Earning credit for the billing period
- c) Net billable/earnings amount

The Supplier may be required to provide separate bills by function, if requested by MediaShares.

With advance written notice to MediaShares of at least 30 calendar days, the Supplier may request in advance of a mailing an amount to be deposited for postage expenses related to a large mailing such as proxy, stock split, etc. MediaShares will deposit these funds no later than one business day prior to the start of the mailing. The amount of the funds to be deposited by MediaShares shall be no more than a reasonable estimate of the postage expenses.

6.4 Record/File Conversion

There is no expected record or file conversion.

6.5 Other Services

The Supplier will also provide the following services as part of the account maintenance fee:

- a) Restricted Stock. MediaShares has certain employee plans that authorize the issuance of restricted stock awards, (i.e. subject to vesting conditions) and may, from time to time, issue restricted stock in connection with acquisitions (i.e. unregistered shares). The Supplier must be able to identify accounts with restricted shares, the type of restriction, and take appropriate measures to prevent the transfer of these shares prior to the expiration of the restriction, including placing stop transfer orders on the shares and appropriate legends (as directed by MediaShares) on the certificates. The Supplier must also work closely with MediaShares regarding restriction removal requests. The Supplier should provide regular quarterly reports of all restricted shares, together with the applicable legend code, for reconciliation with MediaShares' records. The Supplier should also be able to provide such reports on an "as requested" basis.
- b) Hold Treasury shares and issue per MediaShares' instruction.
- c) Provide an experienced account administrator. The administrator shall carry a pager during business hours of 8:00 AM to 6:00 PM PST.
- d) Expedited investigation and resolution of shareholder complaints upon request by MediaShares. Make every attempt to have resolution within 48 hours.
- e) Issuance of stock for acquisitions (not including Exchange Agent Services).

6.6 Performance Standards

The following performance standard commitments are stated as expectations of MediaShares. The Supplier will be responsible for preparing a report detailing these results on a monthly basis.

Written Correspondence

- a) At least 95% of written correspondence will be responded to within 5 business days.
- b) At least 99% of requests for security replacement certificates will be responded to within 72 hours.
- c) At least 99% of all executive correspondence received from MediaShares Investor Relations personnel will be resolved and a response prepared within two Business Days of receipt by the Supplier
- d) E-mail correspondence acknowledgment immediately, qualified answer within 24 hrs. of receipt.

Securities Transfer

- a) At least 99% of all routine (as defined by SEC regulations) transfers will be completed within 48 hours. At least 90% will be completed within 24 hours.
- b) At least 99% of non-routine transfers will be completed within five Business Days of receipt by the Supplier.

Dividend Checks

- a) Accurate dividend checks will be released to the ACH system or postal system, according to a schedule determined by MediaShares and agreed to by MediaShares, with the objective that all checks are delivered to shareholders by no later than the payable date.
- b) Reconciliation report packages will be mailed to MediaShares by the 15th business day monthly.
- c) 100% of replacement dividend checks will be mailed within five business days of the request (after an initial waiting period of 15 calendar days after the payable date).

Direct Stock Purchase

- a) 100% of all share sales will be mailed within three business days of sale.
- b) 100% of all requests for e-mailing Direct Purchase Plan enrollment packages within 5 hours of receipt.
- c) 100% of plan statements will be e-mailed within three business days of receipt of transaction requests.
- d) 100% of optional cash investments will be processed within the time period established in the plan prospectus.

Annual Reports/Proxy Material

The Annual Report and Proxy Material will be mailed according to a schedule determined by MediaShares with the objective that all materials are delivered to shareholders by the date established by MediaShares.

Other

100% of statistical reports will accurately reflect the stock record as of the specific run date.

6.7 Service Provider's Overview

- a) Please provide a **concise** history and overview of your Supplier services, including size and scope of your business, and any pending ownership or ownership changes within the past 5 years.

The Bank of New York Mellon Corporation serves more than 100 markets through a global presence in 34 countries establishing it as a truly global provider to a truly global clientele.

The company is a leading provider of financial services for institutions, corporations and high-net-worth individuals, providing superior asset management and wealth management, asset servicing, issuer services, clearing services and treasury services through a worldwide client-focused team. The company has \$20.7 trillion in assets under custody and administration, \$926 billion in assets under management, services \$11.8 trillion in outstanding debt and processes global payments averaging \$1.8 trillion per day.

BNY Mellon Shareowner Services (BNY Mellon) is the equity administration business of The Bank of New York Mellon Corporation, the product of the July 2007 merger of two dynamic and well-respected leaders of the transfer agency industry – The Bank of New York's Transfer Agency Division and Mellon Investor Services.

BNY Mellon operates through Mellon Investor Services LLC, The Bank of New York and Mellon Bank N.A., all subsidiaries of The Bank of New York Mellon Corporation.

We offer full Stock Transfer, Corporate Trust and American Depositary Receipt recordkeeping services. We are one of the strongest financial institutions in the United States. Our fiscal health, along with a strong commitment to securities processing services, provide a level of contribution to products and services that ensures our continued leading position in the securities industry.

BNY Mellon's commitment to the Transfer Agency business has never been stronger than it is today. We have made changes and additions to the senior management team that place us in a position of strength in order to sustain that commitment. We have added a new CEO, a Chief Accounting Officer, a dedicated resource to pursue international opportunities as well as an alignment between our stock transfer business and our employee plan business. We have also re-engineered our relationship management to be client advocates, with the full support of every discipline within our organization.

- b) Please provide an organization chart explaining the reporting structure of your organization. If applicable, the chart should also show the relationship of your organization to other lines of business.

Please refer to Exhibit A for our organization chart.

- c) Please provide us with the following information concerning your operation.

- Total shareholder accounts maintained

As of 12/31/2008 - 29,080,415 shareholder accounts maintained.

- Annual number of shareholder telephone inquiries

During 2009, there have been 7,542,259 shareholder telephone inquiries.

- Annual number of shareholder written inquiries

During 2009, our workflow system has created 2,023,902 cases. This number consists of transactions as well as shareholder correspondence.

- Annual number of proxies mailed

There have been approximately 9 million proxies mailed in 2009.

- Annual number of proxies tabulated via telephone, Internet and mail

There has been a total number of approximately 800,000 tabulated proxies.

- Annual number of shareholder inquiries via the Internet

Throughout 2009, a number of 2,893,780 shareowners performed 500,499 transactions using Investor ServiceDirect (ISD) and viewed 9,857,963 different pages within ISD.

d) Please provide the following information, if publicly available:

- Gross & Net Income of the stock transfer business
- ROI for the years 2000 - 2006
- Percentage of Parent Company Revenue for the years 2000 - 2006
- Location of Main and Branch Offices

As a line of business of The Bank of New York Mellon Corporation, BNY Mellon Shareowner Services is precluded from disclosing financial information concerning our company.

For the most recent public financial information on the performance of The Bank of New York Mellon, visit the following Web site:

<http://www.bnymellon.com/investorrelations/financialreports/index.html>

For additional information, copies of The Bank of New York Mellon annual reports are available online at <http://www.bnymellon.com/investorrelations/annualreport/index.html>.

Our locations are the following:

Corporate Headquarters:

The Bank of New York Mellon Corporation
One Wall Street
New York, NY 10286

BNY Mellon Shareowner Services
480 Washington Boulevard
Jersey City, NJ 07310

Relationship Management Offices:

Dallas, TX
600 North Pearl Street, Suite 1010
Dallas, TX 75201

Los Angeles, CA
400 South Hope Street, Floor 4
Los Angeles, CA 90071

Denver, CO
201 Columbine Street, Suite 200
Denver, CO 80206

Pittsburgh, PA
One Mellon Center
Pittsburgh, PA 15258



Certain of the information contained within this document is confidential and proprietary information. Therefore, the information included within the document may not be disclosed or provided to any third parties without the prior approval of BNY Mellon Shareowner Services.

St. Louis, MO
 One Memorial Drive, Suite 900
 St. Louis, MO 63102

East Hartford, CT
 111 Founders Plaza, Floor 11
 East Hartford, CT 06108

Atlanta, GA
 300 Galleria Parkway, Suite 1020
 Atlanta, GA 30339-5945

San Francisco, CA
 525 Market Street, Suite 3500
 San Francisco, CA 94105

Chicago, IL
 200 West Monroe, Suite 1590
 Chicago, IL 60606

Seattle, WA
 520 Pike Street, Suite 1220
 Seattle, WA 98101

Call centers: Our Global Investor Care Network includes call centers in: College Station, TX, Pittsburgh, PA, Manila, Philippines.

Operations: Troy, MI, Pittsburgh, PA and Jersey City, NJ

- e) Please describe your insurance coverage for Supplier services.

The following insurance coverage is maintained. All coverage is continually renewed prior to expiration dates. Please note that our policies are stand-alone policies and loss limits are not combined.

Financial Institutions Bond/Computer Crime Includes Safe Deposit Box Coverage	
Per Loss Limit:	\$150,000,000
Carrier:	Lloyd's of London
Coverage Type:	a) Dishonesty of Employees b) Forgery of securities, checks, drafts or other written instruments c) Loss or destruction of cash or securities
Expiration:	12/1/10
Excess J-Form and Transit All Risk Money and Securities Coverage (On premises and in transit) Excess of the F. I. Bond	
Per Loss Limit:	\$850,000,000
Carrier:	Lloyd's of London
Coverage Type:	Loss or destruction of cash or securities on or off premises (including securities of others held in custody).
Expiration:	12/1/10
Mail Insurance (per envelope limit)	
Per Envelope Limit:	\$100,000,000 non-negotiable \$10,000,000 negotiable
Carrier:	Chubb Group of Insurance Companies
Coverage Type:	All risk of physical loss of property sent by registered mail or overnight courier.
Expiration:	Continuous
Bankers Professional Liability (E & O)	
Per Loss Limit:	\$75,000,000
Carrier:	Houston Casualty, XL, Ace, Axis & BNY Trade Ins Ltd
Coverage Type:	Losses due to errors or omissions
Expiration:	12/1/10

Directors and Officers Liability	
Per Loss Limit:	Corporate: \$30,000,000 Individual: \$30,000,000
Carrier:	XL and HOUSTON CASUALTY
Coverage Type:	Coverage for wrongful acts in respective capacities of Directors or Officers of the Company
Expiration:	12/1/10
Primary General Liability / Automobile Liability	
Per Loss Limit:	\$2,000,000 (separate limit for each)
Carrier:	Federal Insurance
Coverage Type:	3 rd party bodily injury / property damage
Expiration:	4/1/10
Excess / Umbrella Liability	
Per Loss Limit:	\$25,000,000
Carrier:	AIG
Coverage Type:	Liability coverage in excess of primary coverage
Expiration:	4/1/10
Property	
Per Loss Limit:	\$800,000,000
California Earthquake	\$50,000,000
Carrier:	AIG ,Chubb, Ace, & Various Other Carriers
Coverage Type:	Coverage includes Data Processing, Business Interruption, Boiler and Machinery Service Interruption / Extra Expense, Earthquake / Flood, Fine Arts
Expiration:	6/1/10
Workers Compensation/ Employers Liability	
Carrier:	AIG
Coverage Type:	Job related injuries. Statutory \$1,000,000 Limit for Employers Liability
Expiration:	4/1/10
Enterprise Privacy Liability	
Carrier:	Lloyd's of London & AIG
Limit:	\$30,000,000 Limit
Coverage:	Privacy Breach and Internet Liability
Expiration:	12/1/10

The insurance coverage listed provides protection for The Bank of New York Mellon Corporation and all other corporations, companies, firms, enterprises, or entities which are subsidiaries of, or affiliated with it, and in which the named insured has more than 50% ownership. All carriers are rated A- or better by A.M. Best.

- f) Please describe any dependencies your organization has on third party providers for any aspect of the services described in this RFP. Identify each third party supplier and the specific service provided in support of the MediaShares business.

In those instances where we believe working with a third party allows us to bring the most efficient and cost-effective solution to our clients, we select only those strategic partners with a comparable business discipline and a focus on quality and controls that meets our standards. BNY Mellon retains 100% accountability for the services provided by our service partners detailed below.

Processing and Distribution Support

- Creative Corporate Business Solutions (CCBS), Long Island, NY - Management company who manages all of our outbound mailings for proxy.



Certain of the information contained within this document is confidential and proprietary information. Therefore, the information included within the document may not be disclosed or provided to any third parties without the prior approval of BNY Mellon Shareowner Services.

- RR Donnelley (parent company for Moore Wallace North America, Inc., *Thurmont, MD & Logan & UT, Nashville, TN* – Service provider of outbound mail services (checks, ACH notifications, statements, transaction advices, tax forms, correspondences and change of address cards).
- Broadridge Financial Solutions, *New York, NY & Coppell, TX & Columbus, OH & Edgewood, NY* - Service provider of outbound mail services (checks, ACH notifications, statements, transaction advices, tax forms, correspondences and change of address cards).
- UPS Mail Innovations, *Alpharetta, GA* - Service provider of "bulk" mail and foreign mail services.
- InfoAge, Inc, *Rochester, MI and Andover, MA and St Lucy, FL* – Service provider of "lost" shareowner search data (Required for SEC 17Ad-17 searches).
- Proxy Services Corporation, *Edgewood, NY* – Service provider for the fulfillment and distribution of proxy materials.
- Mobular Technologies, *Huntsville, AL* – Service provider for documents-on-demand (DOD), e-document storage and presentation and eVote services.
- Precision Response Corporation, *Manila, India* – Management company for service providers of inbound contact center customer service and transaction processing services.
- TRG Customer Solutions, Inc, *Jacksonville, FL* - Management company for service providers of inbound contact center customer service.
- Minacs Worldwide - Service provider of inbound contact center customer service.
- Scotti Financial Data Systems, *New York, NY* – Service partner for data processing, computer network and repository services for corporate action related services.
- Paladin Business Systems Inc., *Dresher, PA* – Service provider of electronic proxy voting (eVote) and Internet and Voice Response Unit (VRU) transaction processing.
- Ellen Philip Associates, Inc., *New York, NY* - Service provider of data file processing services.
- Kubra Canada– Service provider of e-document processing and storage solutions.
- Language Line Services - Service provider for contact center foreign translations services.
- Globe Tax Services, *Pittsburgh, PA* – Foreign tax reclamation
- ScanOptics, LLC - Service provider of back-end "RPO" scanning/processing.
- Sungard, (confidential)— Disaster recovery services

6.8 Management and Staff

- a) List names, titles, phone and fax numbers and e-mail addresses and provide brief biographies of Supplier contact personnel.

Anthony Thalman

Managing Director of Shareholder Services Product Management

Phone: 201-680-4983

Fax: 201-680-4601

Email: anthony.thalman@bnymellon.com

Anthony Thalman is a member of the Senior Management Team of BNY Mellon. He currently manages the product lines that include asset recovery, merger & acquisition, distribution services and transfer agency. His team is focused on strategy, innovation and market awareness activities in support of the overall business.

Anthony graduated from New Jersey City University with a BA in Business Management and is currently a member of the Society of Corporate Secretaries and the STA.

Matthew Shannon



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Vice President and Product Manager for Shareholder Services
Phone: 201-680-3944
Fax: 201-680-4607
Email: matthew.shannon@bnymellon.com

Matt Shannon manages the team responsible for our portfolio of Core Transfer Agency products. In his role, Matt serves the company through new product development, process improvement, and is responsible for the overall profitability of our core services. Matt joined BNY Mellon in 1999 as a Specialist in our Asset Recovery group. In 2001, he was an integral part of the formation of the Product Management group, and has held increasingly senior positions within the group.

Matt earned his B.S. in Business Administration & Marketing from Saint Joseph's University in Philadelphia, PA.

- b) One primary contact will be assigned to our account. Please identify the likely candidate and which regional office this individual primarily works out of. Provide 3 customer references serviced by this individual located in the MediaShares geographic region.

BNY Mellon's Relationship Management organization is structured to provide you with a single point of contact – a Relationship Manager (RM). Anthony Thalman will be assigned to your account.

We recognize that each of our clients is an individual partnership, with unique requirements and individual service philosophy. BNY Mellon will work very closely with you to ensure that these service philosophies are met – through a robust schedule of corporate-sponsored events as well as individual status meetings based on a mutually agreed upon schedule. Most importantly, our CRM organization is designed to offer the flexibility to recognize and support these varying needs.

Anthony is supported by a strong network of highly experienced senior staff and leadership team that represents the Client Relationship Management (CRM) organization at a management level as well as BNY Mellon's Production Administration and Client Services (PACS) organization located in our Jersey City, NJ headquarters

Finally, BNY Mellon's product and operations specialists within our organization continuously support our clients and their shareowners. This structure ultimately provides your RM team with the opportunity, flexibility and resources to achieve their primary goal: to provide our clients with the best experience and highest services levels.

Your RM's primary role is to direct all matters of stock transfer and related services, acting as the primary liaison between MediaShares and our various lines of business. Anthony will proactively solicit your feedback, act as your advocate within BNY Mellon, recommend improvements to operational processes to mitigate risks, improve quality, and help ensure that all services are being billed in an accurate and timely manner.

- c) How many employees does the Supplier have in key areas providing the service?

Total BNY Mellon Shareowner Services headcount is 1,080. This number includes full and part time employees. Additionally, the number of Shared Services is 124. However, please note that the employees (Legal, Finance, HR, Technology, etc.) that support this area may not support Shareowner Services for 100% of their job function.

- d) What is the average tenure of your shareholder services, stock transfer, and first-line supervisory operations staff? To what extent do you use part-time and temporary employees?

BNY Mellon recruits the best and brightest candidates from a wide variety of sources. We do not limit our search to the stock transfer industry alone and we perhaps have the most experienced and diverse staff in the industry.

BNY Mellon staff with average tenure is as follows:

Relationship Managers – 9 years

Management – 12 years

Contact Center/Operations – 10 years

Temporary and part-time staff is utilized in event processing. BNY Mellon utilizes a trained group of temporary employees to assist in event processing during peak periods or when an extraordinary client event occurs. For example, BNY Mellon would mobilize additional staff internally from our general contact center, or shareowner relations departments to support high-volume seasonal events, such as tax. BNY Mellon is very selective in hiring temporary support and temporary staff is not used in place of full-time employees. This group is required to participate in customized training curriculum appropriate for a given assignment and is cross-trained in various functions so they may be readily reassigned as necessary.

e) What has been your employee turnover rate for the past 3 years?

The voluntary turnover rate has been the following:

2007 – 9.3%

2008 – 6.9%

2009 – 7.6%

The primary drivers of turnover are:

- redeployment within BNY Mellon,
- replacement of underperforming customer service representatives (CSRs),
- career opportunity outside of BNY Mellon,
- return to school to pursue advanced college degrees, and
- company relocation.

f) Please describe your training program for Customer Service Representatives.

Our training program is unique and specifically designed by and for BNY Mellon. All new hires must complete a nine-week training course with the first six weeks concentrating on textbook instruction, covering securities recordkeeping and shareowner servicing and all products and systems available through BNY Mellon. The next three weeks varies by department, and includes a combination of system skills and transaction processing specifics for employees who will work in processing areas, and call scenarios, coaching and techniques of handling shareowner calls for contact center employees.

All training modules are conducted in real time and deal with topics germane to a CSR's responsibilities and duties. Training occurs in a facilitated classroom environment and is presented online via our KnowledgeSource. New hire training covers the following topics:

- The Customer
- Trust
- Team Concept (Behavior _ Individual and Team)
- Rules and Roles associated with Team Behavior
- Consumer Decision Making _ What it is and How to do it?

Communication skills are integral to the success of our CSRs. These sessions include:

- What Is Communication?
- Effective Listening Skills
- In and Out Listening
- Empathy
- Communication and the Customer
- Attitude versus Behavior
- Telephone Communication Skills
- Customer Service
- Effective Call Control
- Problem Resolution

CSRs also receive technical training related to job function, including both classroom and hands-on training. These modules include:

Department Topics

- Presentations by department heads that provide an in-depth understanding of services offered by BNY Mellon.

Stock Transfer

- Mechanics of stock transfer.
- FreshStart (BNY Mellon's browser-based customer service system).
- Stock transfer services.
- To differentiate between a simple and complex legal situation.

Lost Securities

- FreshStart (BNY Mellon's single user interface to all company records/contact histories, and imaged documents).
- RUMBA (BNY Mellon's direct access to stock transfer recordkeeping system, used as a backup to FreshStart).
- Abandoned Property.
- On-the-Job Training.
- Telephone monitoring with an experienced CSR.
- Answering telephones with an experienced CSR.

To help ensure learning, our CSRs engage in role-playing and participate in case study situations.

Other courses available to our associates are:

- Microsoft Project Management.
- Effective Presentations.
- Business Writing.
- The American Language Program.
- Computer Training.
- Access, Excel, Word, PowerPoint.
- Educational Training _ Licensing for Broker/Dealer Services.

In addition, we offer CSRs comprehensive ongoing training. CSRs are assessed every 30 days for the first three months of their tenure and provided with continuous uplift training on specific areas of deficiency. All representatives are cross-trained during their first 12 months so that as they reach one year of service, they are able to handle a minimum of four "skills" or call types. CSRs also

receive continuous “soft skills” training. We have found that training created in partnership with the client produces the best results.

- g) How do you handle surges in workloads?

BNY Mellon Call Centers employ a multi tiered skilled environment approach. CSRs are multi-skilled to handle specific clients, products, calls within different priority levels. Additionally there are secondary & tertiary CSRs teams that can be skilled to assist during volume surges. These back up teams keep knowledgeable through regular handling of calls on the various different clients and products.

6.9 Competitive Position, Future Commitment, and Experience

- a) How do you plan to keep this product current and competitive?

BNY Mellon has a stringent innovation program that is centered on development of new services, products and enhancements across our line of business. These activities take place on a regular basis and include all disciplines and senior management. Initiatives are captured, evaluated and prioritized based on client need. We expect the MediaShares product to be added to the discussion and any enhancements that are aligned with this product will be implemented accordingly.

- b) What approach are you taking in the development of new services?

The shareowner services business is an interesting mix of arcane business processes operating within an environment of dynamic regulatory change. We believe that by employing only the strongest service delivery, technological and point of contact strategies will enable our clients to achieve the goals of their shareowner services program. We deliver each of these essential elements and empower our clients with a robust set of three fundamental building blocks: *expertise, solutions and performance*, as the foundation of BNY Mellon’s business methodology. Through the application of both strategic and practical tactics, we deliver solutions that in a world of standardized and oftentimes-typical offerings deliver a measurable difference.

- c) What new services or features do you plan to offer, and within what time frame?

BNY Mellon generates a list of capital and discretionary technology initiatives every year and looks to implement those initiatives in accordance with client need, funding and resources. New releases to systems, applications and services are released on an annual basis

- d) Identify by name your Subject Matter Experts in DRS, Stock Transfer, Investment Plans, Shareowner Communications, and Proxy.

Your Relationship Manager, Anthony Thalman, is your single point of contact. He will be acting as the primary liaison between you and our various departments and lines of business. He will reach out on your behalf to product and operations specialists within our organization. This structure ultimately provides your RM with the opportunity, flexibility and resources to achieve his primary goal: To provide MediaShares with the best experience and highest services levels.

- e) Please explain how your organization will interface with MediaShares on a day-to-day basis. Please be specific.

After MediaShares’ plan has been implemented, the RM will continue to serve as your primary point of contact. Your RM will be responsible for managing the delivery of ongoing services to ensure that service delivery conforms to agreed upon standards. The RM will be supported by additional staff members in many of our operating areas, such as Operations, New Business,

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Product Management, Contact Center, and Technology. There are also additional resources that we can utilize in the event of high transaction volumes or rollout of new plans. This approach ensures that our clients are assigned a RM to effectively manage their needs from the start of the relationship.

6.10 Shareholder Communication

What type of information can shareholders hear via your voice response system? What kinds of information can shareholders request via voice response system? Please provide a comprehensive list of questions and answers.

- a) What types of inquiries will cause you to refer a shareholder back to our company?

Your Investor Relations department will provide BNY Mellon with a periodically updated list of areas that are company-specific and, as such, has instructed BNY Mellon to refer shareowner inquiries directly to you. Examples include shareowner inquiries that involve your corporate information, stock value or quarterly earnings. If you or BNY Mellon anticipates a spike in shareowner inquiries as a direct consequence of a specific event, you will provide us with a standard response script. If BNY Mellon recognizes an inflated number of calls for a specific inquiry not addressed on the MediaShares list, BNY Mellon contacts you to request a company-approved response.

- b) What are your normal hours of operation for IVR supported shareholder inquiries?

Our contact center is available from 8 a.m. to 7 p.m. Eastern time, Monday through Friday (excluding holidays). Shareowners can access their account at any time using one of our self-service platforms. BNY Mellon can also provide access to live representatives outside of the hours listed above by leveraging our global service center network.

- c) Please describe your correspondence tracking system. Describe how we have access to the correspondence tracking system via the Internet.

Enterprise Workflow streamlines correspondence processing. Its robust capabilities increase efficiencies and drive faster resolutions - which further enhance your experience as well as your shareowners' experience. This system is focused on the reduction of paper documentation and elimination of archival storage; and its productivity management component.

Perhaps the best tool we provide to our clients is the ability to monitor our performance on a constant basis. Included, as part of Client ServiceDirect®, is our Business Intelligence Dashboard. The Dashboard allows each client to identify several unique operating metrics that are important to them and have our performance displayed each time the client signs onto the system. This immediate feedback allows the client to notice unusual activity and contact the Relationship Manager to explore the situation. The feedback received has been extremely positive as our clients see that the Dashboard gives them a window directly into our operations.

- d) Please describe your procedures for handling incoming written communications. How do you generate correspondence on-line? Who signs letters to shareholders?

BNY Mellon has independently conceptualized, designed, engineered, and developed a proprietary workflow technology support system known as Enterprise Workflow. It is a thin-client system that requires no workstation/client-based components other than a browser. It is accessible through standard Internet and intranet networking and fully complies with the BNY Mellon-standard firewall, 128-bit encryption, secure socket layer (SSL) and related requirements.

The single most key feature of Enterprise Workflow is its flexibility to handle real-world business circumstances with their variety of many-to-many relationships among work elements and their need for work to flow in both structured and ad hoc ways, in sequential, parallel, or random order.

Upon receipt _ Shareowner correspondence is opened, examined, prepped, and scanned from many sources, reviewed to determine the type of correspondence, and controls are established for monitoring turnaround times _ either internal or SEC mandated.

Inbound shareowner e-mail automatically creates a Case in Enterprise Workflow. When that Case is created, a confirmation message is e-mailed to the shareowner acknowledging receipt of the inquiry and providing a case number for reference. This item is then researched and a response is provided in a manner similar to that followed with other inbound shareowner correspondence. Letters are not signed.

Review and Sort _ Correspondence is reviewed to determine the appropriate recipient. Time-sensitive items are priority (expirations) and are scanned for special handling at this time.

Record _ Items are time-stamped to document date and time received.

Forwarding _ If documents can be processed electronically, they are imaged and electronically delivered to the receiving department. Items involving multiple transactions, change of address and sales of shares are routed to a department and based on the skill-set and priority the cases are sent to the corresponding representatives to respond to the case, thus saving time and helping to ensure the complete satisfaction of the shareowner inquiry. Documents, such as, physical certificates, must be physically forwarded.

Document _ Originals of imaged items are labeled and archived. Management reports are created to detail the number of items received and processed.

The “Process and Resource Management” component of Enterprise Workflow includes a facility called “ManageDirect” that provides real-time management of work and workers, including statistical reporting and other management information.

ManageDirect provides access to a series of standard reports including client-specific Case Inventory, service-level, etc. These reports are rendered in HTML for online viewing and can be downloaded to Excel for further analysis (e.g., to identify opportunities for process improvement, proactive management of Group Five, Inc. drivers of satisfaction, etc.). Authorized users of ManageDirect can access real-time and historical client information including work inventory, service-level, workforce utilization and overall performance. In addition, authorized users can view individual work items (in the inquiry-only mode).

Enterprise Workflow is a generic transaction engine that is geared for straight-through electronic processing _ it presumes no human intervention unless required. To the extent that the written communication includes forms or coupons, the potential exists to reduce the core processing flow to two steps: validation of data and, if valid, posting a transaction to the shareowner’s account. Exceptions would be routed for repair/reject by a human worker, and then processed accordingly.

Non-form/coupon-based communication would also flow into Enterprise Workflow upon scanning. Business rules would be created/leveraged to identify, prioritize and dispatch work to transaction processors, investigators, reviewers, and other workers as necessary. Most coupon-based communication can be processed automatically without any human intervention.

A shareholder can generate e-mail correspondence by doing the following:

- Go to www.bnymellon.com
- Click on the tab titled ‘Investor Resources’
- Select the link titled ‘Contacts’
- Select the appropriate email tab to send an email

Once the email is sent, it is imaged into Enterprise Workflow. A case is then generated and forwarded into the appropriate queue for completion.

We typically use electronic signatures. The name of the representative is typed and printed unless the letter has to be physically mailed by the representative; in that case, the representative usually signs their name.

- e) How does MediaShares with access to your system determine the status of written communications?

Our Business Intelligence Dashboard, available via Client ServiceDirect (CSD), provides our clients with access to metrics and reporting of nearly every transaction processed by BNY Mellon on your behalf. This intuitive tool translates data into a user-friendly vehicle that offers reports that trend 13 months of activity. The drill-down metrics display:

- Account Maintenance Activity
- Contacts By Channel (VRU, ISD, Call Center/Live Agent-Handled Shareowner Inquiries)
- Control Books Details for all issued and reserve transaction details
- Correspondence Activity
- Enterprise Workflow Performance Statistics
- ISD Activity

- f) Please describe your procedure for processing written communications.

Outbound communications are drafted using a set of pre-established templates, which allow for customization if necessary. Responses are quality reviewed prior to mailing commensurate with a worker's experience level. Electronic copies of these outbound communications are maintained in Enterprise Workflow.

6.11 Controls and Security

- a) Has your firm at any time failed to meet the turnaround time standards of the SEC or NYSE during the past 3 years? What plans do you have to upgrade your information technology systems?

No. BNY Mellon follows regulatory guidelines in accordance with the SEC or customer-specific turnaround time metrics as specifically outlined in our clients' Service Level Agreement. BNY Mellon strives to exceed the turnaround times for processing for the more stringent of the two established metrics and exceeds the SEC guidelines for all regulated items. The SEC governs our standard for turnaround times with written correspondence.

- b) Please note any deficiencies noted in your three previous SEC or external audits, the steps taken to remedy the deficiencies, and the name of the firm conducting the audits.

The results of our SEC examinations are confidential and are not generally disclosed to clients. In any case, the SEC in its last examination of BNY Mellon Shareowner Services has cited no material deficiency. In accordance with SEC Rules, BNY Mellon's outside accounting firm, KPMG, performs an annual SAS 70 review of the internal controls, the latest copy of which is available for your reference upon request.

- c) Describe the services you offer MediaShares Common Stock shareholders via the Internet.

Today's shareowners are more technologically savvy and independent in the management of their investments than ever before. They seek the confidence that the tools they use to manage their

assets are secure, easily accessible and will support a full range of transactional capabilities. BNY Mellon's capital investments and innovations demonstrate our commitment to meeting and exceeding your investors' expectations. We offer a full portfolio of technological resources that will support your shareowners' self-service, including compliance with the highest industry standards of security; industry-leading functionality and a dynamic team of professionals who support the systems on which they run.

The following is detailed information on tools that are available to your shareowners.

Investor ServiceDirect® (ISD)

Investor ServiceDirect (ISD) provides full Web based, self-service functionality. BNY Mellon recently improved the navigation and functionality of ISD. The enhancements were launched December 2009. ISD provides shareowners with a portfolio view of all of their holdings and allows the shareowner to inquire and transact within any of his or her accounts. ISD enables shareowners to maintain profile-level information across all holdings (i.e., address, e-mail), allowing shareowners to update all accounts in a single transaction.

The most recent version of ISD, released on December 2009, is the product of continuous collaboration with our clients to enhance this tool that provides shareowners with 24/7 access to account information and self-service transaction capabilities.

ISD provides shareowners with convenient access to the following:

- **My Profile** — Allows shareowners to edit their addresses across multiple holdings, provide email addresses and phone numbers and change their PINs.
- **My Portfolio** — Summarizes the shareowners' holdings.
- **Account Summary** — Provides details about a specific holding, including share balance and market value. Links are provided to functionality specific to the holding. During tabulation for your company, a message on this page reminds shareowners to vote their proxies. A link from this page takes the shareowner directly to the voting site. From this page your shareowners can request and print confirmation of ownership reflecting their total balance as of any business day on which they held shares.
- **Perform a Transaction** — Offers plan summary information as well as the ability to Buy Shares (recurring and/or optional), Sell Shares within the specific parameters of your plan, request Certificate Issuance from book-entry holdings and transfer up to 250 book-entry shares online on a daily basis.
- **Manage Account Info** — This section gives the shareowner access to various account management tools, including taxpayer certification, primary address change (this account only), dividend option selection and direct deposit instruction modification of dividends or withdrawal of funds for investments.
- **Review Account History** — Provides Pending Transaction information on pending sales, pending investments, certificate issuance requests and pending online transfers; Transaction History related to certificate issuances and cancellations as well as book-entry transactions; a record of restrictions to book entry, Payment History, which records dividend distributions via check and direct deposit and allows the shareowner to replace some or all outstanding checks; and Historical Market Price, which allows access to price history for up to 10 years to assist in cost basis analysis.
- **Forms and Materials** — Provides access to frequently used forms such as Transfer of Stock Ownership Form, Dividend Order Form, Broker/Dealer Authorization Form and others, as well as, your plan materials and other shareowners communications such as Letters of Transmittal, Chairmen's Letters, etc.
- **Help** — This section provides an online User Manual for ISD, as well as a glossary of shareowner terms, Frequently Asked Questions, Investor Support, and the ability to submit their feedback.

- **Contact Us** — This feature provides assistance to the shareowner when sending an inquiry. The online form will pre-populate with the shareowner’s account information and provides the shareowner with a drop down menu of specific inquiry categories.
- **Transfer Instructions** — From the log in page shareowners will be presented with specific stock transfer instructions based on the type of transfer and shares they own.

Easier and multiple navigation paths through the use of breadcrumbs and landing pages, with Helpful Tips, Short Cuts and Related Links displayed on each page, help the shareowner quickly locate where they want to be. Confirmations, on screen and via email, confirm all transactions. A drop down menu allows the shareowner to navigate between holdings. Perpetual links to the Help Center, My Profile and Contact Us pages provide support.

MLinkSM

MLink is a comprehensive online program that leverages BNY Mellon’s existing Web applications — Investor ServiceDirect® and Client ServiceDirect® — to provide clients and shareowners with secure online access to important financial documents including 1099 tax documents, account statements and notification of direct deposit of dividends.

Unmatched by our competitors, this technology offers the most comprehensive online correspondence program in the industry. With 24/7 online access in a secure environment, shareowners have the ability to manage their documents, thus reducing their reliance on CSRs and Voice Response Unit (“VRU”)-initiated requests, as well as, reducing mailing costs for our clients.

Interactive Annual Meeting eKit

BNY Mellon was the first transfer agent to distribute proxy material and tabulate votes online. The Interactive Annual Meeting eKit is BNY Mellon’s companion service to MLink, providing electronic voting and paperless delivery of annual meeting materials. It is integrated in one concise electronic shareowner information package that includes a consolidated annual report, 10K or 10K wrap, proxy statement, proxy card, proxy voting and reporting service. Following receipt of your customized email notification, shareowners retrieve their annual meeting and proxy materials online, where they can search across the entire package of documents. An integrated proxy-voting site promotes quick voter action.

Live Chat

Live Chat (an instant messaging service empowered by Live Person technology) is available through ISD. Live Chat allows shareowners to interact with a BNY Mellon CSR in real-time via free form instant messaging. Experienced CSRs in Pittsburgh, PA; College Station, TX; Manila, Philippines; and contact centers support Live Chat.

Equity Access Portal

BNY Mellon is the first investor services company to offer clients both Transfer Agent Services and Employee Stock Plan Services (“ESPS”). For clients, where we are both their TA and ESPS provider, their employees will have access to Equity Access Portal, which provides a level of integration across products by allowing an employee of a company subscribing to multiple products to create a single account to access all services. BNY Mellon is also the first transfer agent to provide an aggregation portal, which provides plan participants with a consolidated view of their holdings across stock option, stock purchase, and stock transfer accounts. The single sign-on feature allows a participant to establish one authentication account and password to gain access to all available services. (This eliminates the need to remember multiple account numbers and passwords or to keep multiple passwords synchronized.) We developed Equity Access using an open, Web base architecture, which allows ease of integration with any service, whether offered by BNY Mellon or another service provider.

Internet Enrollment Wizard and Plan Search

BNY Mellon developed and implemented a proprietary enrollment wizard and investment plan search capability to make it easier for shareowners and interested investors to access investment plan materials immediately online. Our process protects the privacy of your shareowners — no

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third-party has access to inquiry accounts, nor will any solicitations be made for competitive investment alternatives. Electronic fulfillment and enrollment provides the quickest and most cost-effective way for an interested investor to purchase initial shares of MediaShares stock directly through the plan's services.

- d) Describe the services you offer MediaShares Preferred Stock shareholders via the Internet

Please refer to the previous answer.

- e) Describe the internal controls built into the stock transfer system.

BNY Mellon incorporates audit controls for all update transactions. Stock and/or cash distributions utilize a pre-audit balancing process, manually confirmed by multiple operational departments. System reports are screened prior to distribution, to ensure that there are no omissions or errors present. Outstanding option information is reconciled with the client on a prescribed schedule not to exceed 30 days.

The accuracy of any transaction is contingent upon the accuracy of the detail contained on the shareowner database file. Efficient management of shareowner accounts is essential and requires commitment and quality servicing. BNY Mellon maintains two recordkeeping systems and two dedicated reconciliation teams to ensure the accuracy of the database and shareowner accounts.

Each of these teams independently and concurrently perform the following daily functions:

- Verify that certificate detail is accurately and promptly recorded,
- Confirm that changes to the outstanding shares are monitored and tracked, and
- Vigorously research any activity that may result in a negative effect on the accuracy or completeness of the database detail.

- f) What are your company's security procedures?

Physical Security

BNY Mellon has defined and implemented policies and procedures for controlling general access to buildings and specific access to areas within those buildings (e.g., computer rooms). The objective of these policies is to safeguard BNY Mellon employees, equipment and our clients' data. Specific safeguards take the form of fire warning and suppression devices, backup power sources, specified locations for computer equipment and similar devices.

Systemic Security

BNY Mellon's policies and procedures establish security standards for information accessed through our computer systems or via public networks. These procedures are designed to encompass all regulatory requirements, such as maintaining the confidentiality of social security numbers and protected health information. These standards identify requirements and accountabilities intended to protect all information assets. The basic precepts contained in BNY Mellon's policies regarding computer-based security controls include:

- Allowing access only as required by job function and training
- Segregating access control functions from business units that also require access to the data for business functions
- Uniquely identifying individuals and processes that access data
- Recording and following up on access violations and attempted violations
- Tracking successful access to sensitive data and changes to security environment
- Providing regular review of system access privileges
- Maintaining a comprehensive virus protection function comprised of firewall protection, identification and defense software, and periodic audit and inspection of hardware

- Maintaining high-level encryption of all client transmission of payroll and employee indicative data

Procedural Security

The Mellon Code of Conduct is the foundation of Mellon's policies and procedures for maintaining the privacy and confidentiality of information. We establish our employees' understanding of responsibilities for protecting confidential information during the hiring process and reinforce it through an annual re-certification process. Training is an integral part of our security process. Our training programs include a variety of approaches: classroom, self-study and computer-based. When government agencies issue new regulations affecting privacy standards (e.g., HIPAA), we implement special one-time training, subsequently incorporating it into our general privacy training programs. We hold all suppliers involved in delivering services to our clients to the same standard of information security we apply to our staff. We also apply this standard to any contractor or temporary help.

- g) Are the controls regularly audited by a third party? If so, identify the third party and describe the outcome of the most recently completed audit.

Yes. In accordance with SEC Rules, Mellon's outside accounting firm, KPMG, performs an annual SAS 70 review of Mellon's internal controls. Please see attached Exhibit B as the SAS 70 Letter which summarizes the audit report for the period October 1, 2008 through September 30, 2009.

6.12 Disaster Recovery

Describe your formal disaster recovery plan for web-based and operational services.

- a) In the event of Internet based/IVR/mainframe failure, what and where are your back-up facilities and when does the back-up plan kick-in for these three critical service components?

As part of our mainframe and LAN services contract The Bank of New York Mellon Corporation provides for BNY Mellon, two fully redundant data centers approximately 550 miles apart. This provides for primary and backup mainframe, network and LAN systems. This will allow BNY Mellon the ability to process its every day work in event of a primary mainframe data center failure. In event of such failure, all processing will be switched to the backup center. Our LAN based systems have production servers in the primary facility and our QA and test servers in the backup facility. In event of an outage, the QA and Test servers will be configured for production. All production mainframe and server based data is mirrored between both locations. Testing of this solution is done annually.

- b) Does this site maintain detailed processing procedures, dual systems, dual equipment, copies of programs, signatures, logos, etc.? Explain.

Yes. The Bank of New York Mellon Corporation and Iron Mountain provide BNY Mellon mainframe computer and LAN data recovery solutions. These copies are in addition to the mirrored data. This agreement allows the daily storage of critical computer files safely offsite at an underground storage facility. All production mainframe and LAN based systems are backed up daily and the data is stored offsite at Iron Mountain in their secured offsite facility.

- c) Specify plans for:
- Short-term disaster recovery
 - Long-term disaster recovery
 - Power failures

For obvious security reasons, BNY Mellon does not disclose this information.

- d) How often are these plans reviewed and tested? When was the last time the plans were tested?

Business owners validate the plan throughout the year, all elements of the disaster recovery plan are tested, and senior management reviews the results. The entire plan is tested at least once a year.

- e) Have disaster recovery procedures ever been employed for a real disaster? If so, please explain the two most recent occurrences.

Yes. Two most recent events that prompted execution of our disaster recovery procedures:

2007 Northeast Ice Storm - Work from home plan implemented

2005 NYC Transit Strike - Shuttle bus plan implemented

6.13 Implementation

Provide a copy of all agreements that will be required to initiate the service.

- a) Please describe your Project Management implementation plan for MediaShares, including information and time required from us and from your organization.

We work the timing of each client conversion based on your needs. In the past, we've categorized and converted from simplest to most complex. On an individual client level, we envision working hand-in-hand with you to customize the essential features of our services. The transition process generally consists of four stages; however, each stage may consist of a number of phases.

- 1) **The Discovery and Planning Stage**, typically consisting of a "fact-finding" period. At minimum, we would recommend creating a client fact sheet or profile for each client transitioning to our shareowner system. This document will outline the particulars of the administration of the transfer agency or employee plan and all business requirements of the transition. The transition team will implement a tactical strategy to help ensure the accuracy of information gathered is consistently understood between BNY Mellon and the client, if applicable. In addition to documenting the processing requirements, the transition team will begin data analysis of the record layouts and data files received from you. A data-mapping document will be prepared to help ensure the shareowner base is converted to BNY Mellon accurately, seamlessly, and in a timely manner. The data mapping document and program will serve as a baseline for all clients being converted from your system; however, as an additional quality control, we will review the client requirements and data to our mapping program for each client converting to our system. Should any employee payroll feeds be required for an employee plan, we'd also begin to discuss the data layout structure and transmission methods with the client and/or payroll provider during this stage.
- 2) **The Data Analysis and Transition Stage** begins once the full analysis of each client's shareowner data is complete. The transition team will then convert and load each client's data into a test database for further review and analysis. The results of this test will be documented and any discrepancies will be discussed directly with you. The business analyst will review each client's participant/shareowner registrations and data, and will continue test runs (if applicable) until the results are satisfactory. All applicable payrolls feeds and established file transmissions for employee plans will also be reviewed and tested during this phase. Ideally, BNY Mellon would like to have each client "production ready" one week prior to the effective date. We envision running a parallel system with your current agent and accept transfer/activity journals to keep the database in synchronization.
- 3) **The Post Conversion Phase of the Transition Stage** will occur when BNY Mellon is updating transfer/activity journals provided by you. In addition, if we are converting a client who pays a dividend, all open/uncashed checks generally will be converted and posted to the BNY Mellon system within six months after the effective date.

- 4) The final stage is the **Production Stage**, which begins after the client's conversion is complete and the stock issue and/or employee plan is in a production environment. During this stage, the RM, who has overseen the conversion process, will take over as the primary point of contact with BNY Mellon.

Process Tracking

During the planning stage for each client conversion, the transition team will prepare a project plan and milestone chart. The Project Manager will manage each client transition to the milestones and prepare weekly status reporting. While our best practices are to follow a standard process, we are flexible in our approach and will customize a plan should that be required.

Our plan for MediaShares will require a detailed meeting to be held in advance of the start of the implementation project. The purpose of this meeting will be to finalize your service requirements and expectations. Once the implementation parameters have been established, your involvement will be minimal.

- b) What is the average lead-time to initiate the service? What are the critical factors that may impact that lead-time?

It is our goal to ensure that on the morning of the effective date, the conversion is complete and seamless to the client and their employees. We believe in extensive customer involvement in the process. We will need the lead-time to review all material such as checks, statements, communication materials, forms and supplies. This will also provide our clients the time to consider recommendations that we might make. Their active participation will assist in developing the sense of partnership that we feel is so important to a successful relationship.

- c) Describe support provided during implementation including training, technical assistance, user manuals and on-site visits.

BNY Mellon provides a "welcome kit" explaining the transition and how to access us. Alternatively, our communications team can tailor a custom plan to meet the needs of your shareowners plan participants.

As an optional service BNY Mellon's shareholder communications business would provide MediaShares consistent, clear messaging to its shareowner while driving shareholder behavior.

BNY Mellon integrates high-impact, action-oriented shareowner communications designed to inform, educate, set expectations, and call shareowners to action. We leverage every shareowner touch point, deploying strategic communication techniques designed to effectively influence shareholder behavior. Our breadth of solutions ranges from carefully designed administration forms, to shareowner welcome kits, investment plan materials, and other event-driven communications.

- d) Each subsequent MediaShares (BusinessType)Shares and (SubjectMatter)Shares.com will be a clone of the first one implemented. Identify the time and cost to implement clone (BusinessType)Shares and (SubjectMatter)Shares.com and clone subscription and record keeping services.

BNY Mellon's new business unit (NBU) has extensive experience leading our clients through the implementation process. This team employs a detailed project management methodology to facilitate a smooth and successful process. The team employs project management specialists, data experts, and plan and equity compensation experts to lead the joint businesses in this endeavor. They coordinate other parties within BNY Mellon who contribute in the implementation.

The NBU team follows an information-gathering procedure that revolves around each client's scheduling requirements. Highly detailed information is captured on our fact sheet; this level of

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detail allows us to be fully prepared to handle every aspect of your plan requirements and helps us set the milestones in each client's customized project plan. Once you have signed off on the fact sheet, the NBU will have collected all of the detailed information your plan requires. The data are uploaded to the BNY Mellon Knowledge Source, which serves as a repository of information to be used in the future by your client relationship management team and the customer service representatives in the call center.

- e) Please provide samples of your monthly transfer transactions reports, including issuances and retirements.

Daily transfer journals are available online for our clients to view via our CSD application. A sample view is attached as Exhibit C.

- f) The following conditions are a requirement for MediaShares.com. **Please indicate, with a yes or no, whether or not you will agree to them.**

1. Term of Agreement: 3 years, with automatic one year extension for existing, operating CUSIPs if 90 days notice to terminate is not received prior to agreement expiration. The Agreement is exclusive to the CUSIPs listed in the agreement and amendments as additional CUSIPs are added.

Yes.

2. Termination: MediaShares may terminate the agreement prior to the end of the term, without cause, with 90 days written notice. The Supplier may terminate the agreement prior to the end of the term, without cause, with 180 days written notice. If MediaShares terminates, MediaShares will pay reasonable expenses to convert records, and no penalty fees will be paid by MediaShares. If agent initiates termination, agent agrees to pay all costs to convert to a new service provider.

Yes, with conditions. If MediaShares terminates prior to the end of the first term for cause, no penalty fee will be charged. If MediaShares terminates prior to the end of the first term without cause, an agreed upon penalty fee will be charged.

3. Fees: The fee will remain unchanged during the initial and extended term of the agreement.

Yes.

4. Out-of-Pocket Expenses: The agent will bill out-of-pocket expenses to MediaShares at cost and without any markup or additional charges. Any rebates paid to agent by vendors servicing MediaShares directly or indirectly will be proportionately rebated to MediaShares. All Supplier invoices for MediaShares out-of-pocket expenses will be made available to MediaShares upon request.

No. We have provided a list of current out-of-pocket expenses in section 7.3 of the RFP. The list represents BNY Mellon's current charges. We do not rebate prices for out-of-pocket expenses, instead we charge a rate that is generally less than an issuer would be able to attain on their own.

5. Assignment of Agreement: In the event of the agent's sale, merger, or other restructuring of the business, the contract to provide shareholder services for MediaShares cannot be assigned without MediaShares written permission. If MediaShares does not grant permission for the assignment, Supplier will provide 180 days written notice of termination of the contract and assume any costs of conversion.

Yes.

6. Shareholder Fees: All shareholder fees will be delineated in the service agreement. The service provider may not charge MediaShares shareholders any fees, other than those listed in the agreement, without express permission from MediaShares.

Yes.

7.0 Fees and Expenses

7.1 Supplier Fees

- a) MediaShares securities are self-liquidating dividend, self-liquidating, limited shareowner service based securities for a specific limited life, generally 12 to 18 months, and however some could extend for a longer period. Fee per account is based on per Preferred account opened, for the life of the account. All Preferred accounts are created through the MediaShares patented Business Method, the exclusive way an account may become a Preferred shareholder account. This fee is inclusive of all Section 3 services and related out-of-pocket costs associated with these services.
- b) Please provide your account administration and services fee proposal based on total MediaShares accounts maintained across multiple CUSIPs in the following table. Use either a "per account" or a "flat fee" basis.
- c) Supplier may propose an alternative volume discount with rationale.

Supplier Fees				
Services (listed in Sections 3, 4, 5, and 6 of the RFP). Inclusive of:	Up to 500,000 accounts	500,001 to 1,000,000 Accounts	1,000,001 to 5,000,000 Accounts	5,000,001 and Greater
Account Maintenance				
Account Fee (deducted from Initial Investment)	\$2.00	\$1.95	\$1.85	\$1.75
Minimum Fee per Project	\$50,000	\$50,000	\$50,000	\$50,000
Proxy/Annual Meeting				
Account Fee	\$0.40	\$0.40	\$0.40	\$0.40
Electronic delivery of Proxy Material	Included	Included	Included	Included
Telephone & Internet voting set-up	Included	Included	Included	Included
Tabulation of votes	Included	Included	Included	Included
Other Fees				
Initial Set-up of Private Label Website (one-time fee)	\$150,000 Minimum			
Electronic Distribution Fee (one is included in per account fee for dividend liquidation)	\$0.20	\$0.20	\$0.20	\$0.20
Physical Check Distribution Fee	\$0.85	\$0.80	\$0.70	\$0.65
Certificate Request (if available)	\$2.00	\$2.00	\$2.00	\$2.00
Out-of-pocket expenses	Additional	Additional	Additional	Additional

7.2. Supplier Services

Please list all services, and their associated fees, for which you intend to directly charge MediaShares shareholders. An Investment Service Plan if offered would be exclusive to the publicly traded Common Stock Security only. Be specific.

Supplier Services - Shareholder paid	Per Transaction
Dividend Reinvested	5% of the dividend amount, to a maximum of \$3.00
Initial Investment	\$10.00
Optional Purchase of shares by check	\$5.00
Optional Purchase of shares by direct debit	\$2.00
Sale of shares	\$15.00
Insufficient funds	\$35.00
Rejected automatic debit	\$35.00
Broker fee for Purchase of Shares	\$0.06
Broker fee for Sale of Shares	\$0.12
Rush transfer	\$50.00
Wires	\$50.00
Lost certificate replacement - Administrative fee	
Lost Certificate under \$250	\$50.00
Lost Certificate \$251 - \$3,000	\$100.00
Lost Certificate over \$3,000	\$200.00 plus 1% surety bond premium

7.3. Fees and Out of Pocket Expenses

Please provide a list of all fees and out-of-pocket charges that MediaShares could incur.

Include details of the per item fees. Please differentiate between current and future services and individual services for each category. For example, Current Services: Stock Transfer, Annual Meeting Services, etc. Future Services: Cash Dividends, Direct Stock Purchase Plans, etc.

Below is a list of out-of-pocket expenses that a client could incur. Out of pocket expenses are based on current stationery and postal rates and are subject to change.

Description	Rate
Dividend Reinvestment Plan Expenses	
DRIP statement & envelope	\$0.095
DRIP statement w/1099 & envelope	\$0.19
DRIP return envelope for investment	\$0.021
Postage for DRIP statement (includes presort)	\$0.42
Dividend Disbursement Expenses	
Dividend Check & envelope	\$0.10
Check w/1099 & envelope	\$0.19
ACH confirmations forms and envelopes	\$0.09
Postage for Dividend Check or ACH form (includes presort)	\$0.42

Description	Rate
Tax Compliance Expenses	
Stand alone 1099 and 1042 forms, envelope, & postage (sent without dividend check)	\$0.54
1099B Forms & postage	\$0.56
W-8 Forms & postage	\$1.60
W-9 Forms & postage	\$0.73
Annual Meeting Expenses (estimated)	
Proxy card	\$0.08
Proxy outgoing envelope	\$0.07
Postage – Outgoing Package	By Appraisal
Proxy BRE envelope	\$0.04
Proxy BRE postage	\$0.53
Proxy return PO Box Retention and Rental	\$310.00
ADP Link up charge	\$315.00
Telephone Charges	
Telephone expenses - Toll and Line charges, per call	\$1.32
Custom changes to IVR	By Appraisal
Other	
General Correspondence Letter, envelope, & postage	\$0.54
Transaction Advice, envelope, & postage	\$0.54
Optional Cash Purchase statement, envelope, & postage	\$0.52
Certificate insurance, envelope, & postage	\$1.48
Change of address notification stationary & postage	\$0.37
Shareholder Authentication (real time)	\$0.50
Electronic Notification per delivery (MLink)	\$0.21
Electronic Delivery Failure (MLink)	\$0.45
NCOA Postage and Stationery	\$0.50
Overnight delivery charges	As Incurred

7.4. Efficiencies or Cost Reductions

Please identify any efficiency or cost reduction capabilities Supplier may offer to lower the overall expense to MediaShares for its shareowners. Supplier will be entitled to a portion of the documented (and MediaShares authorized) cost saving benefit.

BNY Mellon offers many cost reduction programs such as Oddlot Programs, Electronic Distribution of materials, statement consolidation, etc. Because of the unique nature of MediaShares offering, we would welcome the opportunity to discuss cost reduction opportunities that would be most beneficial to MediaShares.

7.5. Other Services or Fees

Please identify any other services and their associated fees, that MediaShares could require, which are not included in the figures above.

Upon BNY Mellon's and MediaShare.com's agreement of acceptable investment methods, BNY Mellon will charge a fee to MediaShares.com for expenses and services related to the construction of systems/processes to facilitate non-traditional investment methods for purchase of shares (i.e. Pay Pal, Debit Card, Credit Card). The fees and expenses for such services shall be appraised after both parties agree on which methods of investment are acceptable.

Any fees associated with the source of funding (i.e. credit card fees, pay pal fees) will be identified during the discovery process, and charged to either the investor or MediaShares.com (as an out-of-pocket expense).

Thank You!

Appendix A - MediaShares – Ellen Philip Associates – BNYMellon Relationship Diagram

	MediaShares	Ellen Philip Associates	BNYMellon
Pre-Subscription Period	<p>MediaShares Website. SEC approves, Red Herring filed, NASDAQ approves Livingstone listing</p> <p>Promotional, high level content</p> <p>List of film/race car projects</p> <p>Become a member (EPA link)</p> <p>Project Website</p> <p>Log in/Member ID</p> <p>Member Content</p> <p><i>[Daily Member ID reconciliation]</i></p>	<p>Member Registration (name, contact information) Member ID</p> <p>Maintain Member Database</p> <p>Add/Delete/Change</p> <p>MediaShares Website link</p> <p>MediaShares Project link</p>	<p>Broker of Record/MediaShares Project, NASDAQ/SEC file for Project IPO</p>
<p>Subscription period</p> <p>90 days</p> <p>2nd 90 days if needed</p>	<p>Project Website</p> <p>Notify Member Database of Offering period</p> <p>Become a member (EPA link)</p> <p>Log In (Project Website - Member content)</p> <p>Subscribe Now (EPA link)</p> <p>Subscription Owner Link (to BNYMellon)</p> <p><i>[Daily - true-up Member ID]</i></p>	<p>Project Subscription enrollment- Member ID access, Present Prospectus, validate/solicit registration details,</p> <p>Process Payment Information - PayPal, DACH, other. Produce Confirm</p> <p><i>[Daily - EPA supplies BNYM subscription registration details, Project Member ID, payment details]</i></p> <p><i>[Daily true-up with EPA]</i></p>	<p>Establish Subscription Database, validate receipt of funds, matching on Member ID. Once Receipt of funds are validated assign Investor ID and send e-Delivery confirmation that funds are received and account is established.</p> <p>Maintain Subscription funds in Escrow</p> <p>Account Access though BNYM or EPA (to be determined) - Internet only, no telephone support. Private label version website, limited to account view, terminate subscription (send check of subscription amount, close the account)</p> <p>Subscription fails to meet Goal, unwind the Subscription, return subscription funds to members by check, and close the account.</p>
<p>MediaShares Project IPO</p> <p>12 - 18 months life</p>			<p>Subscription Goal met, company goes public</p>

		<p>New accounts established throughout the Live period, same as during subscription period.</p> <p><i>[Daily - EPA supplies BNYM subscription registration details, Project Member ID, payment details]</i></p> <p><i>[Daily - true-up Member ID]</i></p>	<p>Convert Subscription to DRS book-entry, 3 classes of stock, maintain reserves for Preferred Stock shareowner files, Common Stock with 1:5 conversion rate to Preferred and Restricted Preferred, issue shares, e-Delivery account details and proxy notice/access disclosure.</p> <p>Standard TA processing - establish accounts through EPA enrollments or traditional brokerage transactions, process transfers and DRS sale requests, notice/access proxy.</p> <p><i>[Daily true-up with EPA]</i></p>
<p>MediaShares Project self liquidating dividend</p> <p>Distribution of Product Dividend CD to shareowners</p> <p>Sale of Project assets, funding special liquidation dividend</p>	<p><i>[Daily - true-up Member ID]</i></p>	<p><i>[Daily true-up with EPA]</i></p>	<p>Record date for self-liquidating dividend. Send MediaShares the Database of record date Preferred accounts for distribution of the Product dividend.</p> <p>Pay Common Stock and Restricted Preferred Cash dividend. 1099DIV delivered with dividend check.</p> <p>Pay Preferred, common stock, restricted Preferred the special liquidation dividend proceeds. Un-cashed checks - escheat</p>

Appendix B MediaShares.com Short Executive Summary