



Mission

Our mission at Proton Communications is to provide the training technologies and content to optimize individualized learning for superior job performance, safety and exceptional customer service in diverse industry verticals. Our online, interactive e-learning technologies are tailored to meet the specific needs and style of individual businesses, enabling traditional video, text, and classroom based training courses to be searchable and come alive when integrated with interactive games, tests, captioning, and online notes. Our technology also enables real-time customization of all aspects of learning. We also provide tracking and reporting features ensuring compliance to company and government regulations. Whether training one or thousands, Proton Communications has the tools required to meet the needs of most companies.

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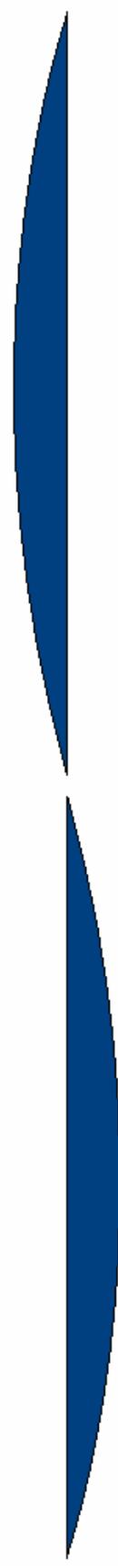
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Executive Summary

Company History

Executive Summary

Proton Communications Inc. provides a better e-learning experience. This is done through innovative technological tools, enabling anyone to build, design, implement and monitor courses and modules from any location. These powerful methods break away from traditional training methods, making a users' training experience more convenient, interactive and measurable. Proton Communications provides employers, managers and instructors with the revolutionary ability to update training content in real-time, utilize learning elements to address individual learning styles, create custom courses quickly and easily, and measure training comprehension through assessment and reports. Customers can purchase a pre-built course package or a custom course designed specifically to their needs and wants.

Company History

Proton Communications, Inc. was founded in April 2005, and despite the company's youth, it is accomplishing great things. Founder and CEO of Proton Communications, Franklin Lewis, spent the vast majority of his career in educational publishing. After 30 years in publishing, Lewis left the CEO position at the Times Mirror Higher Education Group and became an assistant to the President of Brigham Young University, Merrill J. Bateman. Some time thereafter, Lewis helped create the Millennial Star Network (MSTAR.NET), a company owned and directed by the management arm of the Church of Jesus Christ of Latter-day Saints. The purpose was to create a stronger digital presence for the Church. At MSTAR, Lewis was introduced to network administrator Vernon Stout. After accomplishing the goals for MSTAR, Lewis helped found and became CEO of Geolux Communications where Vernon Stout began as network administrator, but quickly advanced to Chief Technologist.

After three years at Geolux, Lewis and Stout teamed up for an entrepreneurial venture called Proton Communications, with Vernon Stout as president and chief operating officer. After developing Geolux Communications, the two founders continued to refine their thinking about solutions for companies needing online training resources. Companies industry-wide needed and wanted an easy-to-use, customizable program that could match their organizational reporting structure. Developing a product that would **really** give the customer the ability to customize and tailor the learning system and the training content was the foundation for Proton Communications.

A driving force behind Proton Communications and its divisions is President and COO Vernon Stout. Stout dedicates himself to running the everyday operations and business of the company. With a background in building and managing the IT infrastructure of several diverse companies, Stout has implemented many technological applications and processes that enable Proton to couple learning process and business management with technology. This background has permitted Proton Communications to provide a unique learning management and learning content management (ProLearn™) system to its clients.

ProLearn™, Proton's unique LMS/LCMS, was the first venture the company set out to design. ProLearn™ was designed with every type of user in mind. The simplicity and ease of use enables any individual with any type of computer experience to develop, deploy and take online training.

While still improving ProLearn™, Stout and Lewis began planning for products in the safety training industry as well. Using text-based courses provided by a third party as its base, Proton has created media-rich safety products which enable companies to provide interactive safety training for their employees. This resulted in the creation of one of Proton Communications' most successful entities: SafetyArc.com. SafetyArc.com uses Proton Communications' technology to deliver safety training. It serves a number of industries including construction, mining, health care, manufacturing, and others.

Proton Communications also provides continuing education training. One of the first and most successful endeavors began in 2007. Proton teamed up with the Associated General Contractors of Utah (AGC-Utah) to provide online continuing education training to thousands of general contractors throughout the state of Utah.

As Proton Communications grows, it continues to add valuable features to its curriculum. Proton Communications' most recent endeavor includes the creation of Trainingharbor.com. Trainingharbor.com serves as the central training center for hundreds of courses and disciplines. This center includes training information for all entities of Proton Communications and affiliates.

In January 2006, Proton Communications began broadening its focus in the online training industry and began publishing hospitality training products through the creation of the CourtesyTraining Division. President of the division, Christine H. Lewis, PHD., has continued to expand the scope of CourtesyTraining by applying her expertise in human behavior, courtesy, etiquette, and service to improving both the restaurant and hotel and lodging industries. CourtesyTraining currently serves clients such as Commander's Palace, Marriott Hotels, Wow Café & Wingery, etc.

CourtesyTraining has worked with numerous governmental agencies in many states, including Utah, Texas, and Louisiana. One of CourtesyTraining's most recent relationships with a government agency is the partnership they have formed with the Utah State Health Department, offering online food handler training for the hourly employee.

Located in Provo, Utah, Proton Communications has created a quick, effective and inexpensive way to train employees and ensure a safe and well-trained work environment. Proton continues to enhance its products and services and always strives to provide a "Better Learning Experience."

ProLearn™ (LMS/LCMS)

ProLearn™ (LMS/LCMS)

ProLearn™ is a revolutionary tool that allows non-technical administrators and users to view and manage training content. It is a combination of both a Learning Management System (LMS) and a Learning Content Management System (LCMS). What exactly is the difference between an LMS and an LCMS? The main function of an LMS is to manage, organize, and deliver training content, via the web, to learners in virtually any training setting. The LMS focuses on the who, what, where, when, and how of training. Administrators have the ability to assign specific training to specific users, at specific locations, at specific times. The administrator also decides how the training will be administered, its platform, and format.

Where the LMS is designed to manage, organize, and deliver training to learners, the purpose of the LCMS is to create and deploy new courseware. The LCMS is a powerful medium used to help training administrators design and develop courses to support their educational initiatives. Assets, or content sections, include audio, video, graphic, and written pieces that, when combined, shape a course.

What You Can Do with ProLearn™

Customize Your Training Portal

ProLearn is dynamic; you can customize your gateway to reflect your organization's unique values, image, and marketing presence. At your request, we can build your custom portal, then using wizards and palettes; you may quickly and painlessly edit your logo, colors, and landing page as you see fit.

Implement Your Training Portal

ProLearn™ allows quick and easy setup of your training gateway without consuming precious IT resources. Your LMS/LCMS can reach live status within a few hours.

Manage Your Content

Use the content management wizard to quickly upload, create, modify, and publish content to groups of learners throughout your organization. The look and feel of the system, as well as course content, is customized to match each entity's unique purpose within the organization.

Build Your Tests / Assessments

Use ProLearn's™ online test-creation tools or import your tests from a text document. ProLearn™ enables you to create a variety of tests including multiple choice, multiple answers, true/false, fill-in-the-blank, open answer, and outside events. Test questions can contain multiple forms of media such as pictures, movies and sound. This option enables questions to be available in audio format helping test-takers who may have reading challenges to show their level of knowledge. Questions may contain feedback, randomized distracters, and can be administered in random order. Additionally, different rules and parameters can be established for retaking tests.

Reuse Your Existing Course Content

If you create your own course materials, you can export the majority of the content to CDROM, HTML, and SCORM 2004 so you can reuse the content on another system.

Establish Personal Gateways

Each user has a personal area where they can review their transcript, view notes and comments from the administrator, and launch tests and courses that have been assigned to them.

Offline Events

ProLearn™ not only has the capability to take and track online courses, but also has an offline events tracking system. ProLearn™'s offline events feature gives training coordinators a central repository to store all training information, online and offline alike. Training coordinators can create a training event, invite participants, and track attendance, test scores, and training documents.

Tracking and Reports

Our powerful reporting engine contains a broad array of pre-composed reports, enabling training administrators to easily review course and test progress, consider usage statistics, track training hours both online and in the classroom and more, all in real time. ProLearn™ also enables administrators to create custom, real-time reports as needed, using an intuitive user interface.

Assign User Permissions

ProLearn™ has an assignment permission structure unique to the e-learning industry. Each user can be assigned one of three access permissions: read, edit, and create. This feature gives training administrators the ability to grant learners access to read courses, review and edit reports, or create content. Controlling access privileges to different areas of ProLearn gives users only the training tools specific to their job function.

Notify Users

ProLearn™ also gives administrators the ability to notify users via email or bulletins posted on each user's gateway portal. Administrators can send notifications regarding new course availability, course and test completion, certification status, and more. This feature can also be used to notify users about upcoming renewals such as CPR training or their yearly Sexual Harassment training. This feature was developed as a setup and forget system which could potentially save the training administrator hundreds of hours per year.

Conform to Industry Standards SCORM

ProLearn™ conforms to the SCORM 2004 standards; both in course upload and course creation. ProLearn™ also extends the SCORM standard by not only enabling users to modify SCORM courses contained within ProLearn™, but enabling them to republish materials for utilization in other SCORM 2004 conformant LMS systems.

Additional Tools & Options Available

Create Your Custom Courses

Optional development tools enable you to author course content using any one, or a combination of tools. These tools include audio manipulation, video capture and manipulation, graphic creation, PowerPoint to Flash conversion, HTML development, easy Flash development, and software simulation tools.

Name Your Training Portal

ProLearn™ can seamlessly integrate your Web site and your training. For example, your Web site address can access your training portal: training.yourcompany.com. Additionally, you can add a login form right on your current web page.

Integrate Single Sign-On

With our help, you can integrate ProLearn™ into your company intranet. This way, when employees login to your intranet, they automatically are logged into ProLearn™ as well. This saves your entire organization time and energy when accessing training.

Disaster Recovery Plan

Security Audits

Disaster Recovery Plan

To date we have never needed to execute any part of our disaster recovery plan as the servers are very redundant.

Our disaster recovery plan is a multi-tiered plan including:

Level 1 (Location Virginia, Production Server Farm)

- Real time server configuration backups and all server files and databases are backed up by a third party contracted to maintain a current backup.

Level 2 (Location Provo, Utah, Development Data Server 1)

- Each night a backup of all production databases is created
- Each night all production database backups, server configuration files, and user data files including all course assets are backed up to an off site location. This is a hot server for instant restoration.

Level 3 (Location Provo, Utah, Onsite Backup Server 2)

- Each night all development files and all production databases, and production files from the previous day are backed up to a second server on the same site as the Level 2 backup. This is also a hot backup.

Level 4 (Location Orem, Utah, Offsite Backup Server 3)

- All files from Server 2 are backed up to Server 3.

Each week the server logs are reviewed to ensure proper backup, and each month a data integrity check is made to ensure that all servers are in proper sync.

Estimated recovery times

- Hard drive failure (no down time)
- Hard drive controller failure (1 to 2 hours)
- Power failure (no down time)
- Complete server failure (estimated max 12 hours)

Security audits

Proton uses both hardware and software to ensure that our servers are secure. Proton has data-center harden its software prior to release, and applies all security patches. Proton also subscribes to all of the appropriate services to be notified when security vulnerabilities are found. Firewalls are also used in the appropriate locations to prevent intrusion attacks.

- Weekly security audits are done where Proton attempts to attack their own servers using port scanning and kitty scripting software. Once a quarter we use third party software to evaluate our security. This software completes 14000 tests and then sends us reports if any new vulnerabilities are found. Any appropriate configuration changes are then made.

Authoring Tools

Authoring Tools

Proton Communications is a distributor of academic tools that can aid administrators in the course building process. We have used these same programs to build courses and make them available for our customers to use as well. Proton Communications offers the following programs for purchase:

Adobe-Visual Communicator

Visual Communicator is an easy-to-use tool that enables a single inexperienced computer user to quickly setup a personal video studio including a teleprompter, green screen, movie set, and editing tools. The user can then output the new video in most video formats. This tool also includes hundreds of customizable graphics, music clips, and special effects to create video presentations that look like a television newscast. Visual Communicator is one of the easiest to use and most robust video production tools on the market today.

Audacity

Audacity is a free, open source software package for recording and editing sounds in Linux, Mac OS X, and other operating systems. You can use Audacity to record live audio, convert tapes and records into digital recordings or CDs, edit Ogg Vorbis (DVD audio), MP3, and WAV sound files, cut, copy, splice, and mix sounds together, change the speed or pitch of a recording, and more!

AVS Video Tools/Flash Video MX

Our easy-to-use video editing software works seamlessly with the rest of our tools. We offer several programs that enable you to capture video from your camera, edit it, and convert and compress it for the Web in just a few mouse clicks. There are many tools of this type available today, however we have done all the research for you and found the ones that produce the best quality output and are easy to use.

Demo Builder

Demo Builder is a powerful software tool used to create interactive flash movies, which demonstrate how computer applications and systems work. This application offers a solution to those who need to train employees on software products whether it is a standard Microsoft application, a POS (Point of Sale) or any other type of Windows-based application. Demo Builder is the quickest and easiest to use application training tool on the market.

Presentation Pro—Power Converter

Power Converter accurately converts your existing PowerPoint presentations into Flash and retains all of your special effects, including audio narration, video, animations and transitions, and hyperlinks. The converted Flash presentation will look and function much like your PowerPoint presentation plus you will have all the benefits of Flash. Benefits include a single file that is easily placed into your training course or chapter, greatly reduced file size, a secure and tamper proof format, and seamless integration with the ProLearn™ player.

Content and Course Offerings

Content and Course Offerings

When you select a course created by Proton Communications, TrainingHarbor, SafetyArc.com, or CourtesyTraining, you can customize it to fit your company's needs. This includes altering text, images, and tests to meet the specific needs of your organization. You can also request courses to be translated into different languages. Supplemental materials such as your employee handbook, employment forms, etc. can be uploaded to courses as well by our staff or yours.

TrainingHarbor.com

TrainingHarbor.com uses Proton Communications' technology to deliver all types of online training. It serves a number of industries including construction, healthcare, industrial, manufacturing, and many more. Many companies take their existing training content, whether in print, video, or stand-up presentation format, and convert it to an online program using our Learning Content Management System (LCMS). TrainingHarbor.com is the harbor where an organization can come to fulfill their training needs, protecting a company's most important asset: their employees.

CourtesyTraining

CourtesyTraining uses Proton Communications' technology to publish hospitality training. It serves both the restaurant and hotel and lodging industries.

Experts in human behavior, courtesy, etiquette, and service set CourtesyTraining courses apart from any other training provider in the industry. CourtesyTraining content is designed to take hospitality training and education to the next level by focusing on effective customer and employee communication and interaction.

CourtesyTraining enables companies to combine their existing training with CourtesyTraining content to deliver a custom experience with the image and message of their organization. CourtesyTraining will help design, organize, and deploy content to educate and groom their workforce to be more qualified and productive in their work. Administrators can also use the Learning Content Management System (LCMS) to create a fully-customized training program for their team.

Custom Development

ProLearn™ can be integrated to seamlessly operate alongside your current systems. Additionally, Proton Communications regularly enhances ProLearn™ to improve its performance and the learning experience of users. If there is ever a feature which would be of benefit to your organization let us know. We may be able to add that feature to ProLearn in the near future.

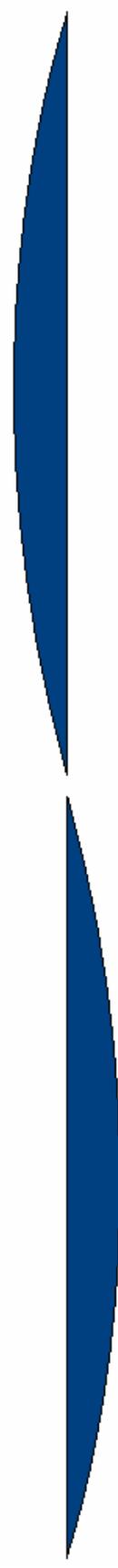
Reference List

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Client List

Partial Client List

Proton

Association of Women's Health, Obstetric and Neonatal Nurses (AWHONN)
Big-D Construction
BrayConn Inc.
Expert Insurance
Interstate Barricades
Certified Fluid Power
Mountain States Fence
National Cancer Registrar's Association (NCRA)
Power Transmission Distribution Association (PTDA)
Professional Convention Management Association (PCMA)
Utah Business Magazine

Courtesy

Commander's Palace
Provo Marriott
WOW Café & Wingery
Rubio's Fresh Mexican Grill
Southwest Utah Health Department
Salt Lake Health Department
Tooele County Health Department
Tucanos Brazilian Grill
Wings 'N More Restaurant and Bar
Weber's Inn
Roosters
Dee Jay's

Continuing Ed.

Associated General Contractors of Alabama NW Florida Chapter
Associated General Contractors of Utah
Construction Association of South Florida
South Florida Chapter Associated General Contractors

Partners

Certified Fluid Power
Kendall Hunt Publishing Company
Leadership Excellence
Makau
MFHA (Nonprofit)
ShiftSPIN

Associated General Contractors of Utah is an independent chapter of the AGC of America. It is an organization of qualified construction contractors and industry related companies dedicated to skill, integrity, and responsibility. The association provides a full range of services satisfying the needs and concerns of its members, thereby improving the quality of construction and protection of the public interest. AGC of Utah trained more than 6000 contractors in 2007 through online and classroom training.

The Association of Women's Health, Obstetric and Neonatal Nurses (AWHONN) promotes the health of women and newborns. Through its resources, support and education AWHONN empowers its 25,000+ members to excel as professionals and to provide superior care.

BrayConn provides debt and equity capital to businesses and entrepreneurs seeking to build value through expansion, R&D, and strategic acquisitions.

Certified Fluid Power is a fluid power and motion control training, troubleshooting, and engineering firm based on creating and distributing innovative and effective training and troubleshooting materials. Certified fluid power distributes ProLearn™ to organizations such as Boeing, Kamatsu, Pacific Fluid systems and many others.

Commander's Palace founded in 1880 is a New Orleans landmark known for the award winning quality of its food and many commodious dining rooms. Also in Las Vegas, Commander's Palace is an upscale restaurant.

Expert Insurance is a privately owned insurance firm serving Utah residents with all major insurance needs.

Kendall Hunt Publishing Company is an Iowa based major publishing company locally and privately owned throughout its existence. With over 50 years of experience, and over 6,000 titles in print, they have expertise in all levels of educational and professional education.

Leadership Excellence was founded in 1984 by Ken Shelton, Stephen R. Covey, Ken Blanchard, and Charles Garfield. A monthly publication, Leadership Excellence had the goal to redefine how businesses were conducted, how people were motivated, and how success was achieved.

National Cancer Registrar's Association (NCRA) is a not-for-profit association representing cancer registry professionals and Certified Tumor Registrars (CTR). NCRA's primary focus is education and certification with the goal to ensure all Cancer Registry professionals have the required knowledge to be superior in their field. Worldwide, there are over 4,200 NCRA members and over 4,000 CTRs.

Professional Convention Management Association (PCMA) represents nearly 6,000 meeting industry leaders including planner professionals, suppliers, faculty and students to help in the development, organization, and management of meetings, conventions, exhibits, and seminars.

Provo Marriot, a hotel in the Marriot chain.

Roosters is a multi unit restaurant specializing in wings, voted Budweiser People's Choice in 2005, 2006, and 2007.

Rubio's Fresh Mexican Grill is a chain of over 160 restaurants with full menus and a famous fish taco.

South Florida Association General Contractors as chartered in 1922 and is the oldest, most prestigious, contractor association in Southern Florida.

Southwest Utah Health Department has partnered with CourtesyTraining, a division of Proton Communications to offer a food handling permit online.

Tooele County Health Department has partnered with CourtesyTraining, a division of Proton Communications to offer a food handling permit online.

Tucanos is a Brazilian fine dining restaurant featuring steak, pork, fried pineapple and many other tasty meats, fruits, and vegetables from Brazil.

Utah Business Magazine is Utah's only statewide business publication.

Utah County Health Department has partnered with CourtesyTraining, a division of Proton Communications, to offer a food handling permit online. Over 60% (1000 per month) of the permits purchased in Utah County are taken online.

Wings 'N' More was founded in 1986 by professional football player Mark Dennard. It is a multi-location restaurant.

WOW Wingery is a fun, casual dining, family restaurant founded in 2001. WOW is a multi-location (75 locations) restaurant that features a wide assortment of choices, but specializes in wings.

