

BUSINESS DEVELOPMENT PROPOSAL

GAME
ZONE

Title: A Proprietary Mobile Game Development Plan
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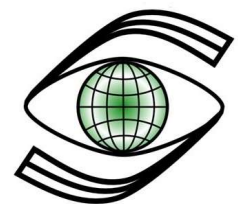


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I. OBJECTIVE

A Business Development Proposal for a proprietary mobile game and development plan with unique revenue generating and customer retention mechanisms.

II. PURPOSES

- 1) Create a unique gaming experience that is unlike others currently known to exist,
- 2) Utilize a game development process that aids the implementation of the anticipated gaming integrity features while establishing preliminary channels for eventual game roll out,
- 3) Utilize unique monetization methods unlike others that are currently known to exist to both generate revenues and retain and grow the user customer base,
- 4) Potentially leverage an existing and established brand franchise to increase visibility, notoriety, and gaming revenues, and
- 5) Provide plans for controlled growth and expansion in the absence of secured licensing permissions or due to limited capital for gaming development.



III. DEVELOPMENT PROPOSAL

Gaming for mobile devices provides a significant revenue generating opportunity. This is true because technological advances in cellular devices have increased the number of mobile games that no longer require dedicated consoles or individual gaming systems for everyday casual “gamers.” Most mobile games are categorized as freemium. The freemium game category usually permits free access and game play with revenues being generated from advertising occurring during game play along with “in app” purchases for additional premium game play benefits. As an example, Pokémon Go was a unique freemium game with an augmented reality-based gaming theme. Wikipedia states that Pokémon Go achieved 500 million downloads in its 2016 year of initial release and had amassed more than \$6 billion in revenues by 2020. Thus, with a unique game, even a freemium game model can yield significant revenues.



This proposal concerns a development plan for a new mobile game unlike others that are currently known to exist. Unlike the freemium games, this game primarily uses a pay-to-play revenue model. Additional revenues are anticipated from in-app purchases

and certain proprietary aspects of the game, should they all be successfully implemented. Consumer interest in this pay-to-play non-gambling game is anticipated from the prospect of rewarding game play with real money, which is unlike nearly all freemium games that induce user interest through false promises of game winnings and payouts.

While the game that is to be developed is not new, there are several proprietary aspects involved. Those proprietary aspects include the manner that users are anticipated to interact with the game,¹ the manner that the game is played, the monetization methods to be employed, the organization and administration of the game, mechanics of game play, projected gaming integrity security features, and user options and inter-user features affording variables in game play. These proprietary features cannot be preliminarily disclosed to preserve their integrity.

In addition to the foregoing, this mobile game is believed to be highly suitable for a branding venture with an already existing older established franchise that has a core business outside of the gaming industry. Should licensing permissions be acquired, a mutually beneficial relationship is anticipated from brand recognition lending itself to gaming success, on the one hand, and current use, renewal, and revitalization of that existing brand, on the other hand. However, the overall development, implementation, and branding of this mobile game exists independently of those possible licensing agreements. In that regard, this BDC and would-be development plan may be enhanced

¹ Note that this game does not utilize virtual reality or augmented reality like the earlier referenced Pokémon Go.

by, but are not dependent upon, the potential foregoing mentioned licensing agreement. (See **Disclaimer #1** for the General Disclaimer).

IV. FUNDING OPTIONS FOR DEVELOPMENT

This Business Development Proposal is primarily concerned with funding partnership opportunities and business arrangements in furtherance of developing this concept and the would-be proprietary mobile gaming application. To that end, based upon the below identified factors, a projected value has been attributed to this BDC, the Business Development Proposal, and the would-be Development Plan. This projected value is the starting point for any possible negotiations with prospective buyers in relation to purchase or business investment arrangements that are not specifically referenced within the proposal.

A. Projected Value of the BDC and Development Plan

The factors involved in the pricing of this BDC, the Business Development Proposal, and would-be Development Plan include:

- 1) The proprietary nature of the BDC, Development Proposal, and Development Plan,
- 2) The novelty of the BDC, Development Proposal, and Development Plan,
- 3) Time already expended and services performed towards the development of the concept to date at less than premium market rates,
- 4) Our knowledge, skills, abilities, and experience with the fields of design and law,

- 5) The complexity and number of items identified within Section V as designated deliverables or capital contributions,
- 6) The intellectual property rights that may exist in the processes and methods that are involved in the development of the mobile game, inclusive of the unique monetization methods and processes that are not currently known to exist within the mobile gaming market,
- 7) The potential that certain proprietary aspects of the Development Plan might have alternative applications to other gaming projects or endeavors,
- 8) The significant revenues anticipated to be generated from the “pay-to-play” revenue business model and the unique and proprietary monetization methods and processes to be employed,
- 9) The success found in other unique mobile gaming business endeavors, such as the earlier referenced Pokémon Go, and our good faith belief that the would-be proprietary mobile game to be developed likewise involves unique characteristics affording potential for a highly lucrative venture,
- 10) Potential to recapture multiples of the fee requested for development, even if not immediate,
- 11) Unique game integrity security features that are intended to overcome foreseeable vulnerabilities specific to the game to be developed,
- 12) Vertically integrated development processes that, if successfully utilized, should aid eventual game distribution, marketing, and popularity,
- 13) Potential for a collaborative licensing agreement to strengthen game marketing, hasten game revenues, and bring additional recognition to the partnering brand,

- 14) Potential of the partnering brand franchise to be an additional source of investment capital for the development of this proprietary mobile game that could be mutually beneficial with or in addition to a licensing agreement,
- 15) Plans for controlled growth and expansion should licensing agreements not come to fruition or available capital for game development be limited,
- 16) Potential availability of skilled legal advisory services (at a yet to be agreed value) for inclusion as part of our capital contribution (using an unfixed capital contribution valuation methodology) or alternative arrangement, but only to the extent that we retain an ownership interest in the eventual business endeavor that forms the basis of the would-be Development Plan,² (See **Disclaimer #2** regarding Legal Services) and
- 17) Other unknown or yet to be realized benefits.

This BDC and would-be Development Plan has two alternative valuations. The first is the proprietary mobile game development plan without the complimenting licensing agreement previously referenced. The second, and increased value, concerns the proprietary mobile game development plan as augmented by the mutually beneficial licensing agreement. The projected value of this Business Development Plan without and with the referenced licensing agreement is, respectively, \$800,000 and \$3,200,000. Although a mutually beneficial licensing arrangement is possible and perhaps even likely, an adjusted valuation is appropriate to make allowance for that unknown contingency.³

² Note that this factor does not come into play if the Business Development Plan is purchased without us retaining an interest in the subsequent business endeavor.

³ Because profit sharing is always an option concerning licensing arrangements, the referenced licensing arrangement is believed to be likely rather than mere possibility.

Averaging the two valuations, based upon the unknown contingency concerning a possible collaborative licensing agreement, this Business Development Plan has an adjusted valuation of \$2,000,000.

B. Purchase and Funding

Based upon the foregoing, purchase options are identified below. In all cases, the fee for the Development Plan excludes expenses or consulting fees for execution and implementation that, if desired, are to be later determined.

- 1) **Buyer at full asking price:** Where a prospective buyer is interested in purchasing this BDC and the Development Plan at the full asking price without restrictions on further use or resale, the requested fee is \$2,000,000. (See **Disclaimer #3** concerning Pooled Capital Purchases).
- 2) **Buyer at less than full asking price:** Where a prospective buyer is interested in purchasing this BDC and the Development Plan at less than the full requested asking price of \$2,000,000, the final purchase price will be evaluated on a case-by-case basis. (See **Disclosure #4** concerning Alternative Capital Contributions).
- 3) **Commission of independent agent for multiple buyers:** A ten percent commission fee, subject to pro rata modification as specified, will be afforded to an independent agent, be it an attorney or non-attorney, who desires to act as a coordinator in collecting funds for the purchase of this BDC and the business development plan. (See **Disclaimer #5** concerning Commission Computations).
If the proposed purchase of this BDC and business development plan is at less

than the full asking price, the ultimate end purchase price shall be subject to our approval, as indicated above.

While the requested fee is not insignificant, given the above identified valuation factors and the items to be delivered (set forth in the next section), the costs for this BDC and Development Plan are nonetheless believed to be reasonable.

C. Collaborative Ventures and Silent Investors

While the foregoing section concerned purchase options, this section concerns suggested business investment arrangements of less than a 100% interest. Alternative suggestions or proposals may be considered. (See **Disclosure #4** concerning Alternative Capital Contributions).

Plan Valuation:	\$2,000,000 (adjusted)
Capital Commitment:	\$200,000 per 10% equity ownership interest. (See Disclosure #5 concerning Retained Minority Interest).
Funding:	Funding may come from any source, subject only to applicable legal restrictions. (See Disclaimer #3 concerning Pooled Capital Purchases).
Coordinating Fees:	Coordinating and implementing fees to execute the completed Development Plan are not included, but may be separately negotiated.
Other:	If partnering arrangements rather than purchase options are to be pursued, \$600,000 is the recommended minimum capital commitment for a new business startup due to the development expenses related to the application and unique costs for game integrity security measures.

V. THE DEVELOPMENT PLAN

If engaged, this BDC and Business Development Proposal will be further augmented and worked up into a Development Plan that will include **the following deliverables** or, alternatively, SEE Consulting's capital contribution to a collaborative business endeavor:

General Information

- 1) A general description of the proprietary mobile game to which this BDC, Development Proposal, and Development Plan relate,
- 2) The preliminary selected name for the proprietary mobile game without the complimentary licensing agreement,

Interface Design

- 3) Description of the user interface design to be used to play the proprietary mobile game,
- 4) Explanation of how the main user interface is anticipated to function,
- 5) Image(s) of the preliminary user interface design for, at a minimum, the main display screen to be used in playing the proprietary mobile game,

Technical Features

- 6) Identification of the mobile device technical features implicated for developing the proprietary mobile game,
- 7) Identification of the mobile device user permissions required for playing the proprietary mobile game,
- 8) Explanation of how the proprietary mobile game functions as between the user/client, on the one hand, and the server/company, on the other hand,

Security Features

- 9) Identification of the anticipated control group data against which game play may be assessed,
- 10) Identification of a suggested method for obtaining the control group data,
- 11) Explanation of the proposed process for gathering the control group data,
- 12) Identification of potential device-related security concerns that may implicate game play integrity,
- 13) Identification of the anticipated countermeasures to preserve game play integrity,
- 14) Photos or illustrations that, in our sole discretion, may be necessary or useful to understanding the technical aspects of the proprietary mobile game,

Game Play Mechanics

- 15) Explanation of how the proprietary mobile game is to be played,
- 16) Explanation of the proprietary mobile game's key features,
- 17) Explanation of how the proprietary mobile game is won,
- 18) Explanation of the potential multi-levels associated with game play and game wins,
- 19) Explanation of how a game win affects or implicates game play with other game users,
- 20) Explanation of how a potential game win is proposed for review and verification,
- 21) Identification of potential limitations to be optionally applied to game wins for game security, fair play, and revenue concerns,
- 22) Identification of optional user-initiated variables in game play,
- 23) Photos or illustrations that, in our sole discretion, may be necessary or useful to understanding game play mechanics,

Game Rewards

- 24) Identification of the rewards structure associated with playing the proprietary mobile game,
- 25) Explanation of how the rewards structure functions,
- 26) Explanation of how a game win is rewarded,
- 27) Explanation of how potential multi-level game wins are rewarded,
- 28) Explanation of how the rewards structure is affected with a game win or potential multi-level game wins,
- 29) Identification of an optional rewards structure implementation that has a potential likelihood for increasing game users and game play popularity,
- 30) Photos or illustrations that, in our sole discretion, may be necessary or useful to understanding game play rewards structures,

Revenues

- 31) Identification of the manner that revenues are anticipated to be generated from the “pay-to-play” services delivered through the proprietary mobile game,
- 32) Identification of the preliminary suggested price point for delivering services through the proprietary mobile game,
- 33) Explanation of how the “pay-to-play” services are to be implemented to generate potential recurring revenues,
- 34) Explanation of how the “pay-to-play” services afford potential recurring revenues that differs from “cost-to-download” apps typically found within the app stores,
- 35) Identification of the suggested fees to be charged to generate gross revenues,

- 36) Identification of potential “in app purchase” (IAPs) options for revenues above and beyond those to be collected through the “pay-to-play” delivered services,
- 37) Identification of revenues that are anticipated to be earned from sources other than paid services,
- 38) Explanation of how the optional rewards structure implementation (deliverable #29), if adopted, has a potential likelihood of increasing game revenues,

Contingent Licensing Agreements

- 39) Identification of the existing brand franchise that may form the basis of the referenced complimenting and mutually beneficial licensing agreement,
- 40) Identification of the name of the proprietary game if a mutually beneficial licensing agreement should be realized with the brand to be identified, and

Miscellaneous

- 41) Any additional information that, in our sole discretion, may be necessary or useful to understanding this BDC, the would-be Development Plan or the proprietary mobile game to which they relate.

VI. DISCLAIMERS & DISCLOSURES

- 1) **General disclaimer.** In deciding to engage the formal work-up of a Business Development Concept as a Development Plan, no assurances or guarantees are provided that the proprietary processes or development plan to be provided have not been previously conceived, contemplated, considered, or even rejected by

knowledgeable specialists within the particular industry to which the Business Development Concept relates. While significant effort has been made to provide accurate information for evaluation, in deciding to engage the formal work-up of a BDC and proposal into a Development Plan, you understand and agree that there is the possibility, even if remote, of unforeseen or unanticipated circumstances that may render a development plan incapable of being implemented or possibly useless. **Please refer to the Terms of Service on our website for additional important information and applicable terms.**

2) No legal practice or legal services. This proposal is **ONLY** for a Proprietary Mobile Game Business Development Plan. While we possess the requisite legal education, we are not engaged in the practice of law or providing tax advisory services, nor are we are licensed to practice law. Any performance of legal services by us is limited to those circumstances where we are acting on behalf of our own interests in conjunction with any overall business venture. Further, we do not represent any prospective purchaser of this business plan in an attorney-client relationship absent changed circumstances, which are currently unforeseen. We are not a registered investment advisor and, despite the business investment aspects of this proposal, we are not engaged in the sale or offering of any securities. Additional consultation with legal or other professionals may be required.

3) Pooled capital purchases. This BDC, proposal, and would-be proprietary plan might be purchased by investors using a pooled capital funding and purchase method to

defray the development fee or cost of acquisition. If this BDC and would-be plan are to be purchased by several people using pooled capital, whether for full purchase or purchase of less than a 100% interest, it is recommended that investments occur in no less than \$200,000 increments. For individuals who may desire to pool lesser amounts of capital to aggregate the \$200,000 recommended minimum investment, it is suggested that they consult with an attorney for purposes of forming a business entity as an investment vehicle for that purpose.

4) Alternative capital contributions. While monetary capital commitments are always preferred, in some instances, alternative capital contributions may be considered. No suggestion is made as to the form that an alternative capital contribution may take, in part, because the skills required for any business endeavor will vary according to its specifics. Alternative capital contributions may, for example, take the form of software developing services, intellectual property services, or other types of service that may be needed or required in the context of the specific BDC and its Development Plan.

5) Commissions computations. For purposes of commission fee assessments and computations, the referenced commission is based upon the independent status of the agent. If the agent is acting as the coordinator in funding the requested development fee for multiple buyers, the commission available will be a pro rata percentage in proportion to the funding of the paid fees that originate with parties independent of themselves. For example, for an agent coordinating and raising funds for the development fee that is to be partially (50%) paid by him or her and partially (50%) paid by others unassociated with

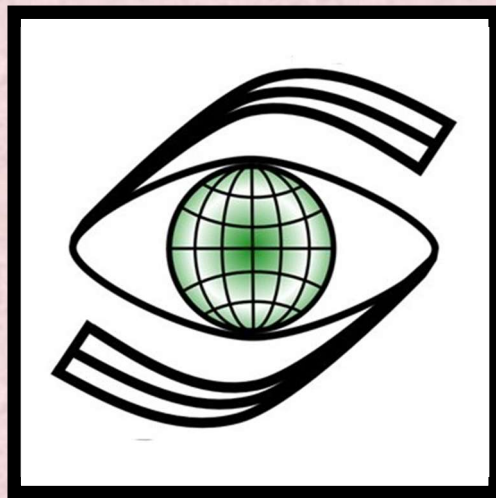
him or her, the agent will be allotted 50% of the referenced commission for external coordinated funding efforts as an offset to his or her portion of the cost, as based upon the agreed sale price. Any person coordinating the purchase solely on behalf of themselves or their own business will not be afforded or eligible for any commission.

5) Retained minority interest. This BDC, proposal, and would-be proprietary plan affords various possibilities concerning the purchase of a limited, general, or complete interest in the BDC and would-be Development Plan. Should the final agreement of purchase afford us, or should we otherwise retain, a minority ownership interest in the business endeavor, our retained interest shall, regardless of the eventual business' legal form, not be subject to involuntary buyout, redemption, or forced sale of any kind or type without our prior written consent, except where contrary to law. This restriction constitutes a material term and condition in any agreement for the preparation of the development plan and said restriction shall exist without regard to permissible or authorized acts applicable to any business entity that may be formed for carrying out the development plan and business endeavor.

Thank you for considering SEE Consulting to potentially assist you with further developing or improving your company or business operations.

Sincerely,

Mr. Cameron Mostaghim



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