

## VIPORBIT SOFTWARE INTERNATIONAL, INC.

### Summary of Terms for Proposed Financing

Set forth below is a summary of terms for the proposed sale of shares of common stock in VIPorbit Software International, Inc., a Texas corporation (the “Company”).

- Type of Security:*** Shares of common stock of the Company (the “Common Stock”).
- Offering Size:*** Up to \$2,750,012.16 based on the sale of up to 58,912 shares of Common Stock at a purchase price per share of \$46.68.
- Valuation:*** \$10,750,000 pre-investment valuation.
- Warrants:*** For every two shares purchased, investors will also receive a ten-year Warrant to purchase an additional share with an exercise price of \$46.68 per share.
- Capitalization:*** See Company capitalization as set forth on the attached Exhibit A.
- Investors:*** All investors must be approved by the Company and qualify as accredited investors as defined under Rule 502 of Regulation D under the Securities Act of 1933, as amended.
- Definitive Agreements:*** The definitive agreements will include a Common Stock Purchase Agreement and, if needed, a Joinder to the Company’s existing Shareholders Agreement, each containing customary representations, warranties, covenants and conditions. The definitive agreements will be drafted by Company counsel.
- Governing Law:*** All definitive agreements shall be governed by Texas law.

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VIP ORBIT SOFTWARE INTERNATIONAL, INC.

**EXHIBIT A**  
**CAPITALIZATION**

	<u>Current</u>		<u>Pro-Forma</u>	
	<u>Shares</u>	<u>%</u>	<u>Shares</u>	<u>%</u>
Current Shares of Common Stock Outstanding	197,019	85.55%	197,019	61.8%
Stock Option Pool	33,272	14.45%	33,272	10.4%
New Shares of Common Stock Offered	-0-	0%	58,912	18.5%
Warrant Shares of Common Stock Offered	<u>-0-</u>	<u>0%</u>	<u>29,456</u>	<u>9.3%</u>
<b>Total</b>	<b>230,291</b>	<b>100.0%</b>	<b>318,659</b>	<b>100.0%</b>