

COMPEL **MOBILE** ecommerce POS and CONSUMER

Digital POS  | **Cart System** 

**All in One POS, Social, Loyalty,
Online/Mobile/Tablet Ordering**

ANY DEVICE. ANYWHERE. ANYTIME.

Paradigm Shift

Compel *Digital POS* represents a paradigm shift in restaurant management, now you can put your point of sale on ANY device anywhere, such as tablets, without messy configurations. Consumer facing ordering applications are powered by the *Compel Cart* eCommerce Platform, connecting seamlessly with your POS architecture across your brand. As the trend of order-taking is shifted to consumer mobile e-ordering, automate transactions and better control customer relationships, securely and quickly. Improve your customers' experience with a relationship-driven consumer ordering platform, delighting your customers, and lifting your bottom line.

Manage without Limits

All key data which you use to track performance is always up-to-date accessible through a single web-based portal anywhere anytime, for streamlined analytics, strategy, and accounting. Update pricing in an instant. At last, your data at your finger tips, eliminating much of the guesswork from your management decisions.

Scalable

Compel's system is a truly robust product providing top tier technology, architecture, and features in a solution that is right for your company. Compel helps you extend your operation in every channel with the knowledge that the system can support you through every stage.

Advanced Technology

Technologically, the heart of Compel's ability to support your operation is its scalable infrastructure. With its ability to distribute the workload to the device locally with speed and accuracy, it enables you to focus on issues other than IT concerns.

Return on Investment

Compel's core benefits are to allow you to please your customers, increase your sales, and decrease your costs, offering actionable data at your fingertips, to drive insightful marketing decisions.

Table of Contents

- I. Compel's Platform and technology**
 - i. Company/Product Offering Overview.....5
 - ii. Compel's Enterprise Architecture & Gateway6
 - iii. Digital POS.....7
 - iv. Multi-channel Ordering.....8
 - v. Cart System – Customer Experience.....8
 - vi. Mobile/Tablet Remote Ordering Application.....9
 - vii. Table Side Menu & Ordering / Kiosk Ordering.....10
 - viii. Mobile Payment.....10
 - x. Social Engagement.....11
 - xi. Credit Card Processing & Gift Cards.....11
 - xiii. Tailored Solutions.....12
 - xiv. Text Messaging.....12
 - xv. Additional Notable Features.....12
 - xvi. Our Guarantee on Products, Services and Customer Service.....13
 - xvii. 100% Uptime / No Crashes / Internet Failure Not a Concern.....14
 - xviii. Service.....15

- II. Benefits to Your Company.....16**
 - Everything works together.....16
- Digital POS**
 - i. Access POS on all devices (i.e. Smartphones, Tablets) / Untether from the terminal and be free to move POS to different devices and locations with unlimited mobile devices, giving you greater agility and control, access on a new device in an instant.....16
 - ii. Always Up –We have backups of backups / You don’t have to maintain a server & database at the location, or a locally installed POS application. Improve IT efficiency.....16
 - iii. Streamline - Online Orders / Gift Cards / Rewards / CRM & Multi-location, POS...16
 - iv. Access Anywhere.....16
 - v. Continuous Updates.....17
 - vi. Single Place to change Menu Items & Prices / Centralized data.....17
 - vii. Consumer Integrated. Brand Integrated.....17
 - viii. Centralized reporting & multi-tiered access levels.....17
 - ix. Know your Customer.....17
- Cart System**
 - i. Enable Consumers to place orders remotely in under a minute.....17
 - ii. Faster Service / Better Ease - two clicks to see a menu & order (happier customers).17
 - iii. Increase Consumer Satisfaction due to call-back elimination.....17
 - iv. Increase Financial Return on your Technology Investment (ROI).....17
 - v. Lower operating cost due to elimination of call-backs.....18
 - vi. Accurate Products and Pricing.....18

vii. Higher Return on your Marketing Investment.....	18
viii. Increase Check Average.....	18
ix. Increase Customer Loyalty and order frequency.....	19
x. Trim Staffing Cost.....	19
xi. Integrated Point of Sale/Streamlined Operations.....	19
xii. Customer Experience Analytics.....	19
xiii. Web Visitor Analytics.....	19
xiv. ECommerce Analytics.....	19
xv. Consistent Access.....	20
III. Implementation Methodology.....	21
Implementation Overview.....	21
Compel Implementation Team.....	21
Discovery and Planning.....	22
Installation.....	22
Migration to Support.....	22
IV. Hosting Facilities.....	23
Scalable, Secure Hosting Your Way. No Hassle.....	23
Security.....	23
Proven Scale Model.....	23
100% Uptime.....	23
Offsite Backup.....	23
V. Intellectual Property - Patents.....	24
VI. Project Costs.....	25
Summary of Costs Detailed.....	25
Line Item Listing: Software, Installation and Professional Services.....	25
VII. General Notes.....	26
VIII. Line Item Description.....	27
IX. APPENDIX B: TESTIMONIALS.....	29

I. PROPOSAL FOR COMPEL'S PLATFORM AND TECHNOLOGY

Company / Product Offering:

Conceived in 2003, Compel has delivered a combination of high quality services such as digital media, branding, on and offline marketing, advertising, and technology-including advanced web applications, eCommerce, and software design and development.

In approximately 2006, Compel founder Theo Apostoleris recognized an opportunity for the growth of consumer facing ordering technology and point of sale that worked together between components and applications, and subsequently founded Compel Cart, a privately held Michigan limited liability company. Compel Cart has been developed and enhanced to serve the mid-and-top market tiers.

Compel Cart's background, which is rooted in both software and marketing, gives us a distinct advantage. Our primary aim is to maximize the consumer experience and ordering revenue, while working with our customers to streamline their operations.

Products Overview



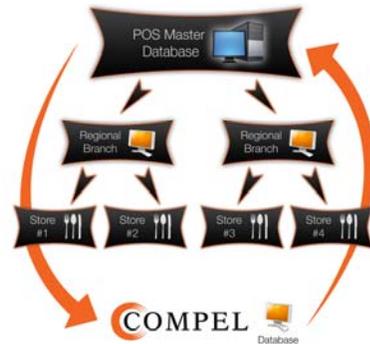
Compel Digital POS is revolutionary for the restaurant industry, adding true mobility and versatility to point of sale. Not only is it powered from the cloud, but it is delivered through the web browser - being the portal. Untether your software from your hardware and access your point of sale on any device, anywhere, anytime, instantly, as if you were standing in your restaurant at your old terminal.



Compel Cart represents a paradigm shift in restaurant management, now your entire enterprise can automate transactions and better control its customer relationships, securely and quickly. Consumer facing ordering applications are powered by the Compel eCommerce Platform with online and mobile applications, connecting seamlessly with your brand. As the trend of order-taking is shifted to consumer e-ordering, invest in your customers' experience with a relationship-driven consumer ordering platform, delighting your customers, and lifting your bottom line.

Compel Cart's Enterprise Architecture & Gateway

Compel Cart's software has been designed on a custom-built, forward-looking platform with a strong focus on scalability, security, and Network Exploitation Capacity optimization. Utilizing open source platforms such as PHP, Python, MySQL, Javascript, and Apache, Compel Cart's software has the agility of open source, but the support of a dedicated team. A dedicated, expandable server configuration, having gone through rigorous vetting for PCI Level 1 PA-DSS Certification, and load tested in various configurations, tested and perfected at all scales, allows for the ability to infinitely scale as more and more users hop on their devices to order, with a completely integrated solution. Access the administration ability through the web anywhere you are, and manage your back-office functions quickly and easily for single unit, multi-unit enterprise, and multi-brand conglomerate customers.



Operator Experience

The operator of the modern day restaurant is competing to offer the highest quality food, for the lowest cost, to the consumer as quickly as possible. The crucial nature and utilization of technology in the food-service industry, comes down to accessibility, software independence in the cloud, streamlined data with minimal redundancy if at all, and *configurability* which results in accuracy, and reliably fast deployment.

Thousands of options allow functionalities to be configured per brand and per store.

Operationally, the system allows complete control to the administrator, allowing agility

in operation. With multiple access levels, the restaurant operators themselves are able to control the online and mobile experiences offered to their guests. Individual stores and franchise administrators can modify the functionalities they rely on in marketing, operations, and optional features that are offered to customers.

Digital POS - All Devices



Works on All Platforms

Compel's point of sale solution is accessed through any device instantly, all that's needed is an internet connection. The software is lightning fast, using new technology to respond to touch instantly. Compel offers per-store licensing with unlimited devices per store. Use any device, wherever you are. No longer worry about running your point of sale only on designated devices. The software itself runs in combination between our host server and the device through a web browser, and is always up to date.



Access Anywhere

Quality Purpose-built Software

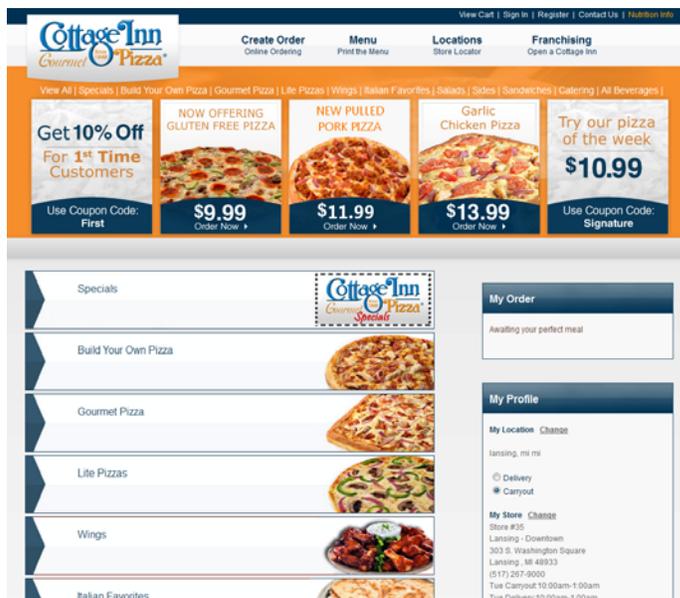
The point of sale was developed with extensive research and in conjunction with the needs of our large sample size of high quality successful restaurant customer's over nearly 10 years. It has been enhanced and optimized for top performance in high volume high demand restaurant operations, delivering the functionality and features needed in an easy to use manner for the user, for today's most demanding restaurants.

Multi-Channel Ordering

Integrated Online Ordering

Customer Experience

Online ordering systems are arguably the first piece of restaurant technology that is consumer facing. Would you serve your restaurant customers undercooked food? Or would you ideally have it cooked to perfection, plated with flare, and garnished well? Many online ordering solutions are the equivalent of undercooked food. They will nourish you. They will do the job. But they won't leave customers wanting to come back for more.



Consumer facing technology needs to do a lot more than just work. It needs to work intuitively and effortlessly for your customers. Ease of use is the primary driving factor behind how frequently a customer orders online from any given system. Compel Cart's entire philosophy on the Graphical User Interface (GUI) aspect of our

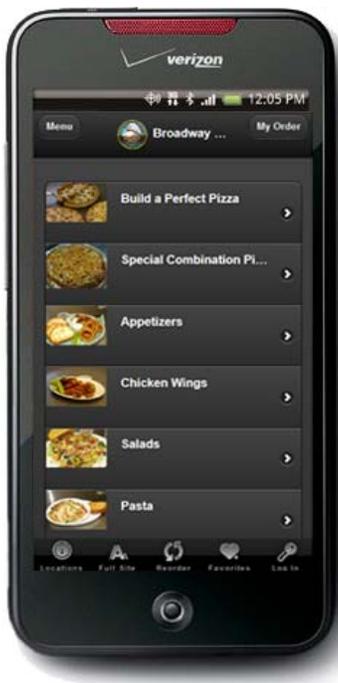
system is that of intuitive navigation and instinctive feature usage.

A few examples:

- Users do not have to sign up for an account to access the ordering system.
- An integrated, Google Maps based store locator eliminates the need for clunky "step-through" store locators.
- Customers who do register are awarded the benefit of saving their favorite orders
- A cookie will remember previous users and pre-populate most required information
 - Automatically remembers your store and gets you to the menu in one click
 - Prompts to reorder 3 previous orders
 - Remembers non-sensitive Guest Checkout information

The driving force behind our GUI is speed of use. Because we know that customers are ordering online for convenience, speed of use is critical in diminishing any technology-related frustrations.

Mobile Remote Ordering Application



With smart phone and tablet usage, and IT needs in America spiraling into the future, Compel Cart has created a distinctive mobile, tablet, and kiosk formatted ordering experience that works on all devices with a browser. Formatted for mobile phones, tablets, and kiosks for the various different user types and applications. Customers can order from mobile phones, and tablets, in a quick, simple and interactive manner.

By building most of the same features into the mobile website as the full browser version, the engagement factor is increasing fast on smart phones. It fits into an intuitive interface with an easy click through ordering process.

Table Side Menu & Ordering / Onsite Kiosk, Applications



Allow customers to link in to your menu with their smart-phone by scanning a QR code with their phone, to access your menu and see pictures of your food, the price, and configure and send the item themselves. You will have chosen in advance which items customers will be able to view and even order themselves tableside or while waiting in-line at a drive-thru.

Mobile Payment - On Location



Customer's can pay with a credit card using their phone while at the table, inside or outside your location after they've placed their order. Mobile payments are processed and the order is updated appropriately in the point of sale. Allow customer's to scan a QR code on their receipt, in order to expedite their own payment and exit for added convenience.

Social Media / Loyalty Rewards for customers



Encourage customer to publicize their Favorites, as well as share its transaction activity details while ordering, with friends and followers on Facebook, Twitter, or other social media sites by offering specialized incentives for them and their friends for sharing their activity with you on facebook and twitter.

Credit Card Processing / Gift Card Management

As an effort to make the transition to Compel as easy as possible for our clients, we are flexible while working with your existing systems. Change merchant processor's as quickly as changing a drop down in our admin portal to any of the four gateway's we are currently integrated with. We will integrate with any additional credit card processor upon customer request. Our system manages gift cards as well. Sell gift cards online and charge them within the POS, or sell them from the POS. Customers can redeem their gift cards online or they can be redeemed for the customer by a staff member.



Tailored Solutions

We understand that our customers require front-ends that are tailored to multiple devices uniquely formatted to mirror your company image and targeted consumer experience. To ensure the best user experience for your customers, we will work with you to tailor the front-end of our ordering solution to build upon your brand. A custom front-end web design will be reflected in your mobile and tablet ordering sites.



Text Messaging



Text Message Re-Ordering not only makes ordering faster and more convenient for regular customers but also serves as a reminder of the ease of use of your brand's ordering experience. By pairing Text Message Ordering with our mobile ordering site, we have worked to maximize customer convenience and as a result strengthen brand loyalty. We also issue text alerts to customers notifying

them of when their order is out for delivery and is recorded at different stages of the sale process, marking a precise timestamp.

Additional Notable Compel Cart Features

- Integrated store locator overlay / my profile with fast javascript user control
- Enforce delivery boundaries / zones & other store configurations
- Two click ordering & asynchronous javascript powered menu for faster browsing
- Reorder previous order, save favorites, group ordering, future orders
- Out-for-delivery customer text message notification
- Multiple-menus for different company divisions
- Enterprise menu, menu item / modifiers per-store variances are stored via differentials, stores can inherit another store's differentials (i.e. regional menus), pizza and catering functionality built-in
- Advanced coupon recognition system - corporate and per-store
- Intelligent up-sells / site configuration
- Text message reordering links
- Corporate and store manager admin access privileges
- Holiday Manager - Special Hours
- Robust internal reporting engine
- Visitor Analytics
- Customer Experience Analytics
- eCommerce Analytics
- A myriad of operational modules (i.e. direct print...our IP printers do not require a PC or processing device)

Additional Notable Digital POS Features

- Enter orders between different stores on same system
- Employee time and security management / Multiple jobs / rates / overtime
- Cash drawer / Staff Bank Management. Option to carry over staff banks
- Tab / Table management / floor-plan
- Inventory, COGS. Stock Levels, Recipes
- Multiple Menus & day-parts order types & payment configurations
- Menu Forks/pizza topping halves/and arrange modifiers in groups
- Expo printer, multiple make-ticket printers, remote-order notification tickets
- Table transfers / Combine Tabs / Server transfer
- Split Tickets, split or move items between splits, strange fraction splits
- Multiple tender / Special Tender, Post-sale refunds, Reopen tickets, Revenue Centers
- Voids / Discounts / Post-sale Refunds & Reporting in transactional journal
- Count-downs and manually mark item unavailable

- Payins / Payouts
- Credit card gateway integration / card present transactions
- Adjust up for tips / Adjust total up (i.e. after "starting a tab") / adding to order
- Customer Name on Receipt
- Coupons, Automatic discounts
- Happy hour pricing, Add message to receipt
- Add Gratuity / Seat #'s / Adjust tax / Adjust Delivery Charge / Delivery Boundaries
- Reopen/backout staff/drawer cashout - Console to see status of store
- Filter journal by time periods, location(s), and types
- Revenue / Accounting & Labor Reporting
- Category check to ensure (i.e. beverages) have been added to ticket
- Guest count & check averages

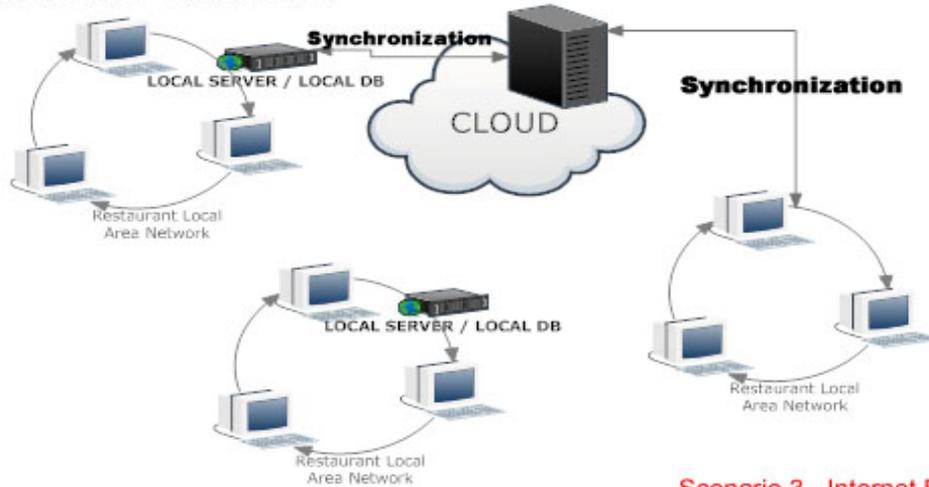
Our Guarantee on Products, Services and Customer Service. Compel understands each client has particular needs. Our implementation methods use best practices to professionally analyze business processes, coordinate project plans, execute the implementation and train your employees, ultimately delivering on the Compel promise of service and quality.

100% Uptime / No Crashes / Internet Failures not a Concern

Because we're not dealing with an installed application on a computer, there is no risk of having a computer crash and have the application go with it. We have several backup plans documented for you to ensure that your operation is never without its point of sale. We host backups of backups of backups, and back everything up in many ways as well as create footprints of your data at given intervals in case we need to fetch old data.

Server Hosted in Secure Facility

Scenario 1 - both servers



Scenario 2 - Internet Failure:
Restaurant continues without internet

Scenario 3 - Internet Failure and local server failure.
Restaurant Continues without internet or local server.

Service. At Compel we place particular emphasis on offering a comprehensive support package for our clients. We understand that your eCommerce system is integral to your marketing and operations and we provide you with personal, reliable support for any questions or issues, unique to your enterprise, which may emerge.

Our in-house Support Specialists are **professional programmers** and **installation experts**, always available to provide solutions to problems that result from software and operational difficulties. In many instances, a Specialist can take care of the problem, remotely, with minimal end user assistance utilizing the communications backbone already in place to handle operations.

Compel stands behind our product and offers support that will:

- 🕒 reduce costly downtime
- 🕒 guarantee priority service
- 🕒 provide phone assistance with a Support Specialist 24 hours a day
- 🕒 offer preventive maintenance (upon request)

II. BENEFITS TO YOUR COMPANY

Put your Point of Sale on Any Device, Anywhere



When everything works together (i.e. hardware and various software applications/components), your business runs better, your costs are lower, and your time becomes more available and expendable. The heart of our solutions are to be able to increase loyalty from consumers, and increase cost savings by simplifying your technology, and your operation.

Digital POS

- Works on all devices and platforms



Access POS on all devices in an instant (i.e. Smartphones, Tablets) whether Apple, Android, Microsoft, etc. Untether from the terminal and be free to move POS to different devices and locations with unlimited mobile devices, giving you greater agility and control. Use tablets or even mobile phones in-house.

- Always Up - No Server / Improve IT efficiency / No setup / Internet Backup

Access on all devices within an instant through the device's web browser. It never goes down. If a device breaks, you can go to a retail store like Best Buy and buy a new device such as tablets or a full touchscreen PC or Apple product. We have backups of our backups, and it continues to run locally even if your internet goes down without any issue. You don't have to maintain a server & database at the location, or a locally installed POS application.

- Streamline Online Orders into POS / Gift Cards / Rewards / CRM & Multi-location

Run multiple brands and locations all from a single system which manages all of your information. Online & mobile remote orders flow directly into the point of sale and print through the point of sale, and gift cards / rewards are all integrated with all applications, creating a customer database that you can use to manage customer relationships.

- Access Anywhere.

Access your point of sale and central admin from your cell phone or laptop instantly wherever you may be.

- Continuous Updates
Always up to date / new features always being added / current
- Single Place to Change Menu Items & Prices / Centralized data access
Single place to change menu items & prices / menu info. Integrates with all web devices in an open system. Up to date / time analytics.
- Consumer Integrated. Brand Integrated.
Consumers can place orders from online and mobile devices. Loyalty programs supported around the globe. Multiple stores / multiple brands support. Catering and back-office.
- Centralized reporting & multi-tiered access levels
- Know your customer

Cart System

- Enable Consumers to place orders remotely in under a minute
Speed is a factor in user experience, and user experience is the number one determining factor in how often a customer orders online. If a customer can add items to their cart faster and more easily, they tend to add a greater number of items to their cart in general.
- Faster Service / Better Ease - two clicks to reach a menu & order (happier customers)
The sooner that you are able to engage your customers the less likely they will be to leave your site. Our system focuses on getting your customers from your restaurant home page to our checkout with as few clicks as possible. Less clicks equals speed and speed equals customer satisfaction and conversion
- Increase Consumer Satisfaction due to call-back elimination
The use of our system will essentially eliminate errors. Customers place their own orders so they are able to ensure their own accuracy

- Increase Financial Return on your Technology Investment (ROI)

With Compel you will be getting a system that does what it is supposed to do and it does it well. Compel's eCommerce platform allows a faster transaction at a lower macro-transaction-cost (and very likely from a micro level too), increasing the utility gained from your Technology investment.

- Improve Support

Compel works to always ensure customer satisfaction. We have a theory on customer service: "Whatever it Takes." Compel doesn't just "do" business with our clients; we earn their business every day. Tireless energy and relentless customer service are at the core of our business philosophy, and we strive to keep it that way.

- Lower operating cost due to elimination of call-backs

Since customers are placing their own orders online there will not be callbacks about order inaccuracy or other issues. This will allow your staff to work uninterrupted to complete other tasks.

- Accurate Products and Pricing

With Compel's PPMB product (POS-Powered Menu Buffer)/menu import feed, products and pricing are automatically synchronized online from your point of sale system.

- Higher Return on your Marketing Investment

The internet has led to a sharpening of the competitive climate in today's world. High-conversion-rate, low-conversion-cost, personable interactions / digital marketing, engage consumers, and satisfy buying contingencies quickly and inconspicuously. The "delivery systems", enhance impression-to-customer conversion rate with targeted and harmonious functionality, increasing your ability to market aggressively, while maintaining customer confidence in your ability to deliver their expectations accurately. Reaching consumers and delivering quickly, easily, accurately, aggressively, and competitively, cultivates your customer retention rate and ordering revenue. As a result, your marketing dollars will be best utilized.

- Increase Check Average

Average ticket prices are higher for online orders. This is because adding items is easy, fun, and low pressure. Our system focuses on images allowing customers

to see exactly what they are ordering and to encourage larger orders. We also use intelligent features within our system that we have developed to significantly help increase average ticket price.

- Increase Customer Loyalty and order frequency

With no registration required and a hassle-free store locator that remembers user information after one visit, customers become involved in the ordering process in as little as one click. Engaging your customers as soon as possible creates the highest turnover.

- Trim Staffing Cost

With the ability for you to offer online ordering, there will be less demand for employees to attend to the phone, freeing them up for other activities.

- Integrated Point of Sale/Streamlined Operations

Streamlining your operations with integrated point of sale allows an end-to-end transaction, maximizes technology to reduce costs, and improves accuracy, offering comprehensive actionable data.

- Customer Experience Analytics

Fully understanding how people navigate and use your site is vital to make improvements. Important information that our Customer Experience Analytics are able to gather are: What people click on first on your site? How long people visit your site for? And why do people add an item to their cart and then abandon it? By analyzing this data we are able to constantly make improvements to your ordering site to always get you the highest order rate.

- Web Visitor Analytics

Our system does an excellent job of gathering user information, integrated with Google analytics, which has the full gamut. Our system also has a "big brother" module, allowing you to collect customer email addresses and other data about customers from cookies and javascript abilities, to offer insights on visitors and system performance.

- eCommerce Analytics

Track your conversion rate, per-product sales, transaction volume, average order value, shopping cart abandonment, and more useful information in evaluating product performance and sales activity. Setup goal conversion funnels and more.

- Consistent Access

You can access the ordering and administration from a mobile next-generation device from the comfort of any location where you can access the internet.



First Class Agency - We've Served Fortune 10, Fortune 500, and National Restaurant Brands

Compel Cart's user-friendly software brings customers back more often. Compel Cart's focus on user experience comes with an unmatched level of personalization that drives performance through customer retention.



Why? That's simple. Because Compel Cart's work is highly customized, highly efficient and always updated to reflect the latest marketing initiatives.

Remember: Since you can't shake your customer's hand, the ultimate success of your online business is completely dependent on the lasting impression you make during their short online transaction. In other words, make it a good one. If you can do that, then, at the end of the day, you'll drive increased profit and revenue.

A few years ago, simply offering online ordering was enough to make a brand a trendsetter, but as the popularity of the service expanded, user-experience, speed, and convenience became almost as crucial as the quality of the food itself. These days, to remain on the forefront of this growing trend, it is essential to deliver the most customer-friendly online ordering experience. Compel Cart is just that: faster, easier, more brand-integrated, and the preferred choice of customers nationwide.

III. IMPLEMENTATION METHODOLOGY

Implementation Methodology

Compel understands each client has particular needs. During the discovery phase of the implementation process, our team professionally analyzes business processes, mapping your current functionality, where needed, helping you adapt to Compel's functionality where desired, and specifying changes, where necessary, to ensure that your organization can utilize the software to its best advantage. Additionally the project team will document every step to be taken, and will coordinate project plans with your staff and, internally, with Compel's training and support staff, to ensure that your needs are met. Additionally, they will execute and monitor the completing of all the steps in the implementation and launch cycle to deliver the Compel promise of service and quality.

Compel Implementation Team

Typically your implementation team will be comprised of staff from various disciplines in Compel. At a minimum the following people will staff your implementation from the very start: an *Implementation Manager* will be your chief point of contact and most likely your project manager. Your *Salesperson* or a member of your sales team will also migrate to your implementation team as your liaison and your internal advocate. This person's role will also continue to mature during the relationship as he or she becomes your Account Representative in Compel. Finally a member of the *technical support staff* will round out your core team, ensuring that the other members of the technical support staff are in tune with your needs from the very start.

If your needs are more complex additional staff will also be brought in early on, but typically trainers, programmers, consultants, and other technical resources are involved on a as needed basis.

Discovery and Planning

Full disclosure of your needs is the first and most important step in the smooth transition to Compel's Cart System. Significant discoveries are often made during the sales cycle and the implementation team is made aware of these issues through a database of expected gaps and in a handoff meeting with your salesperson or team. Additionally your salesperson or sales team remains involved in your implementation throughout the entire process to ensure that all of your needs and expectations are fully met.

A Statement of Work (SOW) is written after the contract is completed and this sets forth the general description of the work intended to be performed, Software Development, Consulting, Hardware Installation, Support, Training, etc., all as you have discussed. This document is derived from the contract deliverables appendix and is written by the implementation manager with information derived from the handoff meeting with the salesperson or team.

The implementation team will then request as much internal documentation as you can provide as a starting point in their analysis of your needs: data samples, organizational charts, contacts per working section, third party software and hardware contacts, workflow diagrams, employee manuals, required reports, are all examples of helpful information.

The implementation manager will schedule a face-to-face meeting with your staff to elicit more in-depth information about your operations. The duration of this meeting is dependent on the complexity of your needs, the expected services to be rendered, and the amount of base documentation available.

Installation

Installation is a multi-faceted process that pulls together hardware, software, data conversion services, and training into an organized sequence that allows your staff to learn the basics and to progress towards competency in using Compel Cart System, ultimately culminating in your ability to launch stores.

Some examples of Compel services delivered during this period:

- Data conversion from flat file
- Data manipulation to create clean flat files for data import
- Development of a custom training curriculum
- Remote hardware set up and testing services
- On-site training and active configuration of roll out stores in first group
- Scheduled formal reviews per major phase of the installation

Migration to Support

Once you begin to use Compel you will start using our support services. The further along you get in your launch, the more you will rely on our technical support team to ensure that you are able to utilize Compel Cart as you have intended. While your system will be increasingly managed through the support services, your implementation team will continue to monitor and manage your progress throughout your first months of operation.

Along the way, or by design, you may go back to the implementation side of our range of services. Some examples of these services are bringing additional functionality online after launch, following up on extended training plans, adding modules, or launching new stores.

Whatever your need, whenever you need it, Compel stands committed to accommodate your organization with appropriate services that continue to add value to your existing software investment.

IV. HOSTING FACILITIES & MEMBERSHIP

100% Uptime – High Availability

Compel works with multiple hosting providers, for high-demand applications which require high-availability hosting. 24x7 Proactive Technical Support includes technical and configuration support as well as hands and eyes support to ensure your services are always up and running.

Proven scale model

Compel's system has been rigorously vetted for scalability and security on multiple environments and enterprise server architectures. Our standard environment handles submission of hundreds of transactions per second and we have the knowledge and experience to scale for large server loads and users.

Security

Our data centers are SAS 70 Type II, SSAE 16 (SOC 1) and SOC 2 audited to provide the security and reliability needed. Our facilities are also PCI and HIPAA audited to ensure we can meet national industry compliance standards and protect sensitive data in a secure environment.

Offsite Backup

Risking critical data and application loss can severely impact your bottom line, but preparation can reduce future recovery costs and decrease recovery times. As the baseline for data protection, our backup solution delivers continuous data protection and full service restoration. We provide a superior client experience with full file level restoration from our backups.

Updates & Upgrades

We continuously work to ensure our software is in prime operating condition and perform maintenance from time to time to update the software. We also produce new features for customers, and offer upgrades. Updates & Upgrades along with hosting is included within our membership package.

Membership is offered for \$660 / yr.

VI. INTELLECTUAL PROPERTY - PATENTS

Custom-built from the ground-up on a custom-engineered MVC framework similar to Code Igniter or Zend, Compel has intellectual property transfer agreements on file from all programmers who have delivered code on the project over the years.

In 1998, a company called **Ameranth** applied for and was subsequently issued a patent titled “Information Management and Synchronous Communications System with Menu Generation”, protecting “menu” synchronization between devices. The intentions of the patent were to protect synchronization architecture between a central POS server (database), and a handheld ordering device for wait staff. The patent, however, was written broadly so as to encompass synchronization of menus between devices in the food service industry. In *Ameranth v Menu Soft* litigated 2010 – 2012, on a motion for Summary Judgement, an issue was argued as to whether synchronizing a menu onto a web page, from a database, is protected by the patent. The court agreed with Ameranth, that the patent included coverage of such synchronization, effectively confirming that **Ameranth’s patent could be construed as a patent for online ordering of food (menus) in the restaurant industry.**

After trial, in September 2010, the jury found that Ameranth’s claims were invalid both as anticipated by the prior art, and for obviousness. Reaching the appellate court, with other unresolved issues still in dispute, Ameranth and Menu Soft settled claims, and the parties motioned the court together to have the prior judgment vacated. To date, the synchronization patent and others, are actively held and protected by Ameranth. Ameranth is plaintiff in a number of cases currently being litigated in federal courts including but not limited to California, Texas, and Ohio, and includes defendants such as Domino’s, Papa John’s, Pizza Hut, Quik Order, and Onosys, with more lawsuits being filed by Ameranth as time goes on. Counsel to Compel advised these cases are expected to take several years to resolve, and so Compel has negotiated a very favorable agreement with Ameranth which offers Compel’s clients a license and protection under Ameranth’s various patents. Compel’s primary responsibilities under the license agreement are required while the patents remain valid, but are released upon invalidation of the patents when all appeals are exhausted.

VIII. LINE ITEM DESCRIPTIONS

Note: Not all items listed below have been proposed. The information is provided to inform you of additional options that are available.

Compel Cart Main Software License: This charge is based on the number of locations and the number of months / time period.

Initial Software Setup & Backup Config: This covers the allocation of hosting provisions and initial installation of the software's, a quick systems check, configuration of backups, security certificates installation, and style configuration for a basic skeleton.

Onsite Hardware Setup: Hardware is subject to an additional fee to cover the time for setting up the device on location. The fee for us to set up the hardware onsite for you is \$100 per device.

Visual Customization of Online Ordering site: Compel designs your online ordering site to match your existing brand image and website giving you software that is your own. A customer will never even notice they have navigated from your site and will be immersed in your brand throughout the ordering process.

Initial Menu Setup / Style Configuration: The initial work to input the bulk of your menu items into the Compel system. This fee is based on \$500 per day and can be billed in 1/2 day increments.

Menu / System Optimization: This includes the work to review the menu items and operational procedures, to move items and modifiers around in order to organize the menu correctly, to put everything in the right place and correct order, as well as to complete the operational configurations such as hours of operation, discounts, and operational styles.

Menu Revisions & Handoff System Control: For the work after the optimization to make additional final revisions necessary and polish the system as much as possible, while further educating and handing off system control to the identified lead administrator.

Inventory Consideration: This is included with system setup and configuration only when asked, and includes menu setup with inventory considerations and to enter all of the ingredients as well as configure the system to report and deduct inventory and to be used for inventory accountability.

Custom Payment Gateway Integration: Payment integration can be performed for a client based upon their individual requirement. If your need requires us to integrate with a gateway that we are not already integrated with, we are able to analyze the gateway's process, and consider Compel's current processing architecture and your unique needs to fit with your operational processes.

Data Conversion: Prices are quoted for custom conversion from clean flat file format of all: orders, customers, and loyalty values. We will actively help you re-map fields and re-organize your data to fit your reporting requirements you define in Compel Cart System. The result of this work forms the creation of your database. This is based on a daily rate of \$1,000 per day.

Onsite Network Wiring / Router Configurations:

We will work onsite to professionally run wires at your location, punch wires to jacks, and finish installing network jacks, running the wires to a back office or patch terminal closet.

Implementation Services: Implementation services represent all actions taken on behalf of a new client that are not covered under the other line item listings. There is a great range of possibilities however some examples are:

- Implementation meetings for discovery and full disclosure of your business needs, processes, and integration specification
- Development of the custom programming and integration specification, development of a custom training curriculum

- Active configuration of roll out stores in first group
- On-site monitoring and support for grouped launches
- Formal reviews per major phase

Program Education / Training: Training can be delivered both on site and remotely depending on the task being reviewed. We can also develop periodic group courses based on specific curriculum to help defray the cost of a typical regimen of individualized training. The following are individually listed segments; the actual curriculum will vary by operational need.

- Orientation and Navigation for conversion review
- Back Office I: Basic Set Up
- Back Office II: Product Setup
- Back Office III: Operations, Error Avoidance/Correction, and Operational Processes
- Technical Support Staff Training
- Reports: Training on all high level reporting
- Store I: Train-the-Trainers sessions for every store role, Management to Cashier

Training is often a continuum where users gain proficiency at their own pace and seek additional training once they have mastered a particular section. Compel's training outline is geared to cover all the basic functionality within Compel that has been identified as important.

X. APPENDIX B: TESTIMONIALS

"I would do absolutely anything for you guys. You are the nicest people to work with. The software is so much easier to use, and I just love working with you. I would recommend you to any brand in the world."

Pam Cole
Marketing Manager, Papa Romano's Pizza

TIOS

"Working with Compel has been an excellent experience. They do what they say they are going to do, get things done quickly and to specification, and are always available to answer any questions I might have. As a small business owner my time is very important to me. Compel has always been flexible with their schedule and always answer their phone.

Not only was Compel available to work with me, but I knew they were a strong advocate for me as well. In developing the on-line order website for Tios they had coordinated with my credit card processor to finalize transactions. I have never had outside consultants work so hard as a member of my team. They were tireless at working the phones and e-mails pushing the processor to get the project done and even scouting offers from their competitors to help save me money. They were tough when they needed to be and managed to get the project finished as quickly as possible.

Now that the site is up and running it has worked exactly as it was supposed to. Whenever I have had questions Compel is still there to assist me at all times. They continually follow up with me to make sure I am satisfied. I would recommend Compel to any business looking to add an online ordering presence to their portfolio."

Jeremy Seaver
President, Tio's Mexican Cafe

"Working with you is so easy, I talk with you on the phone and I feel like I've known you guys. After switching to Compel for our online ordering, our stores sales have doubled. We didn't change any of our marketing efforts, it had to be the software's ease of use."

Missy Veldhuisen
Assistant Controller, Broadway Pizza