ProgenyLink, Inc.
1748 West 900 South
Spanish Fork, Utah 84660
(801) 798-8441
huffkw@juno.com
www.progenylink.com

Executive Summary

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ProgenyLink, the Company

   ProgenyLink, Inc. (the Company) was registered in 2012 in Utah as a Subchapter C corporation. The Company is owned 100% by three founders: Kent Huff, and sons Benjamin Huff and Jonathan Huff. Registering the corporation was one of the last steps the founders took to get the Company going. There are 600 million shares of common stock authorized and only 700,000 have been issued by the Company and are outstanding among the three founders. www.ProgenyLink.com is a registered Internet domain name wholly owned by the Company and a limited version of the website is currently functioning and online.

General Concept

   Imagine for a moment there exists a large database of all the pedigrees for every surname all linked together in one super-sized pedigree of the whole world: the family of humankind. Think of it as a "Facebook for Ancestors." Every person in that database, once correctly identified, is absolutely unique. Imagine that every name in that database is correctly linked and sourced so that all the historical public records available that referenced that person (ship's manifests, parish records, military service, cemeteries, etc.) are linked directly to each unique individual. ProgenyLink will build this definitive pedigree of humankind.

   Once the ambitious effort is underway to create that database, we intend to make that data product commercially available to everyone. An individual could search for and retrieve their own individual Sourced Personal Pedigree including all the source links for each name retrieved, and pay to download the results for personal use. Think about it... This process will become another mind-boggling technical accomplishment such as the Google Earth satellite maps of the entire earth, now available online to everyone.

   Although the plan is ambitious, the reality is that this task is completely possible, and we have the patented software and the fully designed methodology to do it. It will take many years to do the entire worldwide task, but it can be done one country at a time, beginning with the USA. With today's powerful computing technology, with super-sized incentives to cooperate, and with world-wide specialization and industrial strength assembly-line methods, we can bring that dream to reality. Along the way, the project can be profitable as the database approaches a commercially viable size.

Project Plan

   With an initial investment of $5 million, this would be the project plan:

Year 1: Hire staff to create the linked pedigrees of all US inhabitants from 1600 to 1930, to jump-start the database.

   The total number of people who lived and died between the beginning of our country and the 1930 census in the United States is approximately 70 million names. That number could easily be acquired and finished in the next 5 years by ProgenyLink. Growth from there to the full 170 million US names of the deceased is a matter of nationwide cooperation and reinvested earnings, which would be available from cash flows generated by charging very reasonable access fees to this high-quality and highly valuable database.

Year 2-4: ProgenyLink database becomes commercially viable, and the "Facebook for Ancestors" style of collaboration continues to gain momentum.

Qualified genealogists worldwide can subscribe to access and add to the information. Some pedigrees are available for purchase, and genealogists who participate earn royalties for helping to complete the database.   Some will want to "re-sell' the valuable time saving data.

Year 5: US genealogy up to 1930 is complete. ProgenyLink sells pedigrees and single names or documents, and collaboration with customers continues to complete the records of US inhabitants up to the present.

We expect to charge $240 for a five-generation pedigree, and $1500 for a fifteen-generation pedigree. (Using current methods, purchasing those pedigrees today would cost many hundreds of times those amounts and require as many as 20 years and more of paid professional efforts to complete.)

Year 6 and beyond: ProgenyLink completes all US inhabitants, and expands the database to include Europe and then the world.

Understanding the Product -- prefabricated pedigrees

To help take this project out of the realms of science fiction, it is necessary to define our terms and make clear a new paradigm, a whole new way of thinking about the problem of "genealogical research". (See the Exhibits for more detail on these genealogy research processes.)

The new process is at least 100 times more efficient than current genealogy name-assembly methods (Assembling Personal Pedigrees), and that efficiency makes it feasible to prefabricate large blocks of pedigrees and sell the results, something like selling whole published books about a purchaser's family genealogy or pages from such a book.

The ProgenyLink procedures and software provide solutions to 12 specific major problems that need to be solved all at once to reengineer the genealogy industry for maximum efficiency and quality. Eliminating all duplication, maximizing verifiability, and supporting economic and ethical fairness to contributors are three of the biggest ones. (A book entitled *Doing Genealogy the Henry Ford Way* explains the concepts in detail, available online at progenylink.com.)

The ProgenyLink Harvesting Process

1.   The new harvesting process for database building is quite different from current methods, and will focus heavily on published books containing ancient ancestors and their descendents. There are at least 1 million of these books, containing at least 1 billion historical names in their full context. Those books often go back 15 generations. This means these books contain billions of dollars of genealogy research done by families in earlier decades and centuries, but these books are mostly ignored these days because they have not yet been incorporated into the kind of comprehensive central index which genealogy researchers have come to expect and rely on. ProgenyLink will gradually create that index as part of its new database development.

2.   The vast number of original genealogical documents found online (Imaged and Indexed Public Records) in such repositories as those operated by the LDS Church and Ancestry.com, will be used in a semi-automatic procedure to verify and corroborate the data in those books, making the final data of the highest possible quality.

3.   The "family tree" offerings of the LDS Church, Ancestry.com, etc., provide other sources of information to help fill in where the first two sources may be incomplete.

The Internal and External Products

What exactly are we building and selling? We are **building** Sourced Single-Surname Descendent Family Name Structures (SSSDFNS), or Sourced Descendent Structures, or just Structures. (See attachments for all the structural details.) But we are **selling** Sourced Personal Pedigrees (SPP), which sound like completely different things. The secret is that the SSSDFNS we build can be navigated in an ascendant or pedigree sequence after all marriage links have been established between the various descendent structures to produce the desired Sourced Personal Pedigrees. This means that customers will see their highly sought-after Sourced Pedigrees, even though the underlying data is entered and improved in the more efficient descendent-sequence structures.

How can you build one thing and sell another?   To repeat, we are building one product and selling another. That might seem completely impossible if one were selling flashlights. However, what we are selling here is information, not metal structures, and information is indeed subject to "free and instantaneous" mathematical transformations. A simple mathematical transformation of genealogy data is at the heart of the ProgenyLink system and explains why it can work so efficiently and so profitably.

It appears that the reason this process is so hard for most people to understand, is that we are building sourced descendent family structures in a database, simply because it is at least 100 times more efficient to assemble family names in that way, and then we are selling what appears to be a completely different, completely opposite product, because that is what people are seeking. However, from a computer standpoint, the data product which is sold is just a very simple computer transformation of what was built. The computer can simply follow a different path through that same set of data and get what appears to be a completely opposite result.

Apparently, even the hundreds of computer technologists, who work at the major companies and institutions in the genealogy industry, are somewhat mesmerized or blinded by the current pervasive ascendency research paradigm. Presumably that is why, in spite of spending probably $6 billion on software development and on database development in recent decades, people in the genealogy industry have never thought of this idea before.

Throughout the rest of this document, we will refer in our discussion to this review of terms to define what we are talking about as we describe a whole new way of doing "genealogy work".

History of ProgenyLink

This project began in 1989 after Kent had worked for the US State Department and other government agencies for about 20 years as a computer programmer in various positions in Washington, DC, and Riyadh, Saudi Arabia.   Kent realized that since he was back in Washington, DC, and again had access to the Library of Congress, the National Archives, etc.,

that this would be a good time to revisit his earlier genealogy research, done as a youth with his LDS Church affiliation. But with his 20 years of computer work as a background, the genealogy process seemed terribly slow, inefficient, and antiquated, especially since it had, at that time, barely begun to use even the most minimal computer technologies, and was still mostly done on paper -- from paper to paper. He decided that with his background, he would spend his time trying to design a better way to do genealogy research rather than spend much more time on his own family's research.

Kent found a book published in 1992 about the Huff family, which starts with Englebert Huff, born in 1637 in Norway, who later moved to upstate New York, and gives 13 generations of his progeny. (Kent actually contributed data to the second edition of that book.) That book helped him understand the most efficient way to do genealogy work in the computer age. This book contains about 15,000 names, including 5,000 Huff names, all descendents of Englebert Huff. He calculated that the names in the book had been assembled about 30 times faster than is typical with current ascendency research methods. This efficiency resulted from extensive family cooperation, and also from the descendency-sequenced method of record keeping and presentation used. That method was very common in the past, but has been replaced almost exclusively with the ascendency research methods in use today.

Kent also discovered that there are approximately 1 million other published volumes of similar descendent family structures, potentially covering 1 billion historical individuals, that are available in the various libraries around the world. Among the most prominent participants in providing genealogical data is the Church of Jesus Christ of Latter-Day Saints (the Mormons) which has about 150,000 such volumes available in their library in Salt Lake City, Utah, potentially covering 150 million historical individuals. He later found instances where large amounts of completed descendency structures had been assembled at efficiencies that were as much as 200 times that of the typical current methods. Theoretically, if all the factors are identified and controlled, it should be possible to assemble finished family structures at up to 1000+ times the speeds that are typical to current methods of assembling family structures now used almost exclusively.

To put the number of published books into some kind of an overall quantitative framework, we might note that, according to the 2000 US census, there were about 6 million surnames in use then, of which 151,000 had 100 or more entries in the census. Just 1720 of those surnames covered 50% of the US inhabitants. Using about 30,000 surnames would cover 75% of the populace. The main point here is that 150,000 books should prove to offer very extensive coverage of the US populace.

Kent retired from the federal government in 1998 and has since been working by himself to experiment with data concepts and programming concepts. After many years of observation and analysis of genealogical activities, Kent concluded that it would be perfectly adequate to be able to assemble family structures at 30 to 200 times faster than current research methodologies. In the years since 2000, and especially during the years 2010 to 2012, Kent set about developing the ProgenyLink software. The basic insight underlying the ProgenyLink approach is applying specialization, higher levels of cooperation, and industrialized assembly-line methods to current "cottage industry" methods. This new paradigm of genealogical research methodology increases efficiencies and productivity hundreds of times. The specialization and cooperation which is the secret to industrial efficiency is highly effective when applied to genealogical research.

ProgenyLink software makes it practical to create assembled family structures in a massive data base in two fundamental steps. First, we fill that large scale database with descendency-ordered family structures using many of the available published books by using

individualized incentives that promote specialization, advanced cooperation, and industrial production-line methodologies. Second, we corroborate that data by using specialized software to source and link all the names to the available searchable public record images in a digitally semi-automated process.

Many people tend to think that genealogy research is an infinite process which can never be completed. However, it is possible to show that by training as many as possible of the serious genealogy researchers, and organizing a massive cooperative effort, it would be possible to complete the entire United States from scratch with just two weeks of work. (If the reader is one of those who has accepted the "infinite" expectation as unchangeable truth, then we need to discuss the parameters of that two-week scenario. 4 million people each doing 20 names gives the 70-80 million needed to have all names through 1930.)

Some problems and delays may be encountered along the way. After all, as the army generals say, "No battle plan survives contact with the enemy." However, as we reach commercially desirable numbers of names in the database, we can plan to sell that data product in the form of individual Sourced Personal Pedigrees to many, many more people at a far lesser cost than is currently even conceivable. It requires specialization, and facilitates unprecedented cooperation by employing Adam Smith's free market principles in a way very unique to genealogical research. Customers can get an ever-growing genealogy product immediately, at a very low price, in contrast to the very slow and expensive process of paying professionals to do that research for them or learning to do it themselves. Essentially, ProgenyLink is industrializing a highly demanded product that is currently only available from a very inefficient cottage industry.

Kent personally designed and programmed the first five versions of the software. The sixth version was produced under his immediate direction with two additional programmers and a professional genealogist, plus two other data entry personnel and a marketer. That group attended numerous genealogy conferences over a two-year period and presented the product concept. It was only at perhaps the sixth or seventh conference they attended where they actually had a working model of the product to show.

Initial efforts at marketing were unsuccessful when they discovered that genealogists, like most other people, are steeped in tradition. The current research paradigm suggests that research is done working alone and looking for data wherever it can be found, and in whatever form, and at any level of quality. Most researchers work strictly alone and have little appreciation or understanding of the power of cooperative research, and see little or no incentive in learning about it, and have no idea how or why they should want to participate in doing such a project. The concepts and theory that enable complete acceptance of this new paradigm require advanced understanding, and therefore the new process must essentially be treated as a "black box" or as "under the hood" of the computing process to hide any unnecessary and unsettling complexity from most consumers.

These conference experiences made it clear that a successful approach to the market required significant further thinking and analysis. There are enormous benefits to genealogy hobbyists and to the entire genealogy community by making this new database commercially available. As Steve Jobs discovered, people don't just want another device with a long list of features, that does "this or that"... they simply want to listen to music immediately and conveniently... and the iPod was introduced. The ProgenyLink research paradigm and the descendency structure database has plenty of features and benefits, but what the Company needs to sell are the actual results for the customer... the "sizzle".

To date, Kent has spent about $300,000 in cash on this project, plus essentially all of his

time since 2000. On the website at ProgenyLink.com is a large collection of documents describing the system's new research paradigm, the concepts and methodologies that make it work, the software, the patents, and many other things of interest. Behind that first webpage is also a running version of the basic software necessary to execute this whole program online.

Mission Statement: Why we do what we do.

Since the dawn of time, concerns about the ancestry of mankind have had tremendous influence on civilization. The spirit of our ancestors continues to motivate genealogical research. The facts are that genealogy research is the second most prevalent activity on the Internet. (It is, sadly enough, second only to pornography.)

The Company's reason for existence is to significantly increase the quality AND efficiency of genealogical research by utilizing specialization, significantly increased cooperation, and industrialized assembly-line methods to collect and digitize, as much as possible, all the genealogical data available in the world, and make the resultant database of high quality, accurate Sourced Descendency Structures readily and conveniently available to the people of the earth so that their Sourced Personal Pedigrees can be quickly created and downloaded.

Using the highest level of integrity and professionalism that we can muster, the Company intends to offer the very most innovative and highest quality genealogical data product that can be assembled, in the most convenient way and at the lowest price possible.

The Market

Almost everyone has heard the statistics that the hobby of genealogy research is second only to gardening as a favorite pastime, and represents the second largest reason why people do searches on the Internet. There are at least 4 million avid genealogy hobbyists in the United States, but that number could as high as 12 million. There are no definitive statistics available, but, using just the 4 million number, if a typical hobbyist spends 10 hours a week, that is about 160 million hours a month. Valuing that amount of time at $10 per hour can give us some idea of the total potential market... about something around $1.6 billion per month for just the most active hobbyists. Conservatively, if you take 50% of that number and annualize it, you end up with about $9.6 billion a year, representing the amount of effort, labor resources, that are expended. And this is just the most dedicated hobbyists we are talking about.

Most people are NOT participating in this often complicated and expensive research hobby. However, if it were made readily and conveniently available, probably a larger percentage of the populace would participate to satisfy their curiosity and urge to know something of their ancestry. As a rough estimate, based on typical direct mail marketing experience, we find that approximately 1 to 2% of the population would respond to marketing efforts to sell almost anything. Thus, if a high quality Sourced Personal Pedigree were offered to the general population, we estimate that about 4.78 million people would respond to such an appeal on the first go around. Especially if you were able to provide that high quality for up to a 20-generation pedigree for under $2,000. (A typical 5 generation pedigree would be priced at around $200.)

The website www.cyndislist.com has categorized about 300,000 websites which are devoted to genealogical information, most of which are set up and used on a volunteer basis. Most people have heard of the extensive databases, totaling perhaps 10 billion images, which have been assembled by such organizations as www.ancestry.com, the LDS Church,

www.myheritage.com, www.findmypast.com, etc. These sites are offering Digitized and Indexed Public Records for aiding people in the process of Assembling Personal Pedigrees or are selling other personal software aids and programs to help interested researchers.

An international company, Global Industry Analysts, Inc., that provides marketing research, has prepared a study for the genealogy industry in which they estimate the number of all genealogists worldwide to be about 84 million. The cash size of that genealogy industry is estimated to be at least $84 billion, as those 84 million genealogists each spend an estimated average of $1,000 a year on their hobby. (A few may spend up to $15,000 a year and more.) If those 84 million people each also spent 50 hours a year doing genealogy research as an unpaid hobby activity, that is 4.2 billion hours of hobby activity and might be valued at $42 billion if we were to impute a $10/hour value to that activity.

The LDS Church has the most extreme goals in sponsoring and setting up a genealogical organization. The stated goal is to complete the basic genealogy for everyone who has lived on the earth, for which records can be found. That Church religious goal has created a nearly infinitely large demand for genealogical information which can clearly never be completed using the current Ascendency Research-oriented paradigm and the resulting redundant and duplicative effort.

About 300,000 LDS Church members are engaged in genealogy research work on a regular basis, devoting about 150 million hours a year to various projects. That would equal $1.5 billion a year in labor costs if a cost of $10/hour were imputed to that work. Genealogy research work of this sort had its beginning starting in about 1880, and in the last 15 years has reached this enormous level of activity. In spite of this huge effort, the amount of progress made each year is actually quite minimal. If this work were done using the significantly more cooperative and industrialized measures of ProgenyLink, then Sourced Personal Pedigrees for the whole United States from its inception through the 1930 census could be completed from scratch in a few years.

At present, the very large nationwide and worldwide aggregate demand for Sourced Personal Pedigrees has only been met to a relatively small degree. The main commercial actors in the genealogy industry altogether bring in only about $3 billion in revenue each year, most of it based on making Digitized Public Records available as a support for the on-going cottage industry, out of the entire potential market of about $84+ billion in resource expenditure per year and growing.

In summary, there is a huge demand for the results of genealogical research. This huge demand is coupled today with an extremely inefficient cottage industry doing genealogical research, which naturally generates a large amount of frustration with the current processes. One might reasonably conclude that some creative uses of technology could expand the current levels of meeting this huge demand for Sourced Personal Pedigrees and cause the industry to grow many times larger.

Our Products

Our main data product will consist of high quality Sourced Personal Pedigrees for essentially all surnames in current use which will eventually cover the entire nation and go back in time as far as the records will permit, which is typically about a full 15 generations, but it could be more in some cases. When we say "full generations" we mean the pedigree would follow every surname line back as far as it goes, giving 1024 surnames and 2048 people at 10 generations back. At 15 generations back that is about 32,000 surnames and about 65,000

names. Going back beyond 1400AD usually means that only royal lines are documented, and nearly everyone is related in some way to one of those royal lines. As one genealogy mathematician remarked: "Everyone is related to Charlemagne. The challenge of genealogy is to demonstrate it."

There are many other potential uses for this large amount of high quality data. Medical and genetic studies are obvious possibilities, with historical and sociological studies being other significant possibilities. Using this genealogical data anonymously to help these kinds of studies has already happened in the past, on a small scale at a relatively high cost, but the much larger quantities of higher quality data available from ProgenyLink should be very valuable in these other areas as well.

Company Objectives

The Mission or Quest of the Company is broken down into feasible objectives as follows:

1.   Within the first two years of operation, we plan to have acquired and digitized a total of 3.9 million names in Sourced Descendency Structures (transformed and made available for sale as Sourced Personal Pedigrees) making it possible for us to begin to offer database access to the few early adopters who will recognize the value and convenient accessibility of this highest quality data. The database will probably not be large enough to draw widespread interest.

2.   This process will dictate growing a trained staff of people who can monitor and "quality control" the data entry process and the building of an effective organization which can manage the complicated process of achieving that relatively modest goal.

3.   Marketing and public relations activity will be focused on promoting a simple understanding of the benefits that this streamlined Sourced Descendency data structure can provide in convenience and low cost, which should encourage people to seek out their own Sourced Personal Pedigree.

4.   Each subsequent year of operation will find us continuing to add an increasing volume of high quality data to our growing database. We fully expect by the third year end to have 16.1 million names, by the fourth, 40 million names and by the fifth year, 76.7 million names. That would complete the names available for the United States of America from the founding of the country, and its first census conducted in 1790, through all the people who have died up to the census completed in 1930. That database and the time, five years, to complete it, would make it possible for the Company to:

5.   Offer the nation an economical and efficient way to create complete and high quality Sourced Personal Pedigrees, and make available for highly efficient search and retrieval any related family histories, life sketches, stories, or time-lines, and provide for any other anonymous research needs for statistical, sociological, and medical research purposes.

6.   As financially feasible, to extend the acquisition of high quality genealogical data to all other parts of the world, beginning with Europe and extending from there, as politically feasible, to all other parts of the world. That data would then be made available on a world-wide basis to all interested parties, first on a general subscription basis as is common today, and then in Sourced Personal Pedigree format as in the specialized ProgenyLink database described above.

Our Specific Opportunities

Data as a commodity is becoming increasingly valuable around the world. This particular type of data, i.e. genealogical data, has probably the most universal appeal of any form of data ever conceived. At present, the genealogical research currently conducted, using the available data, is at best an obsolete cottage industry, still continuing intact into the post-industrial information age. Our opportunity is very similar to the opportunity that was recognized by Henry Ford when he industrialized the fledgling automobile industry back in his day. Our product will similarly evolve from the Model T to the latest models of the highest quality cars driven, and we believe the market will grow in a manner also very similar to the market for cars, with nearly every person having access to the product.

At this advanced point in the development of the nation's and world's genealogical industry, many billions of dollars of preparatory work has been done by individuals, by the LDS Church, and by companies such as Ancestry.com. The genealogy industry's limited ability to assemble the available data about historical individuals into family structures has been far outpaced, perhaps by a factor of 10 to 1, or even 100 to 1, by the imaging and indexing of the world's Public Record documents.

What needs to happen at this point is what we call a harvesting process which will assemble into final form all of the Public Record data which now has been made available online. Perhaps 10 billion basic public records have been imaged and indexed, which altogether describe about 1 billion historical individuals, but only approximately 50 million of those names have been assembled into the appropriate Personal Pedigrees. That raw Public Record data is now available for free, or nearly free, so that there now exists the opportunity to provide a great public service while also reaping a healthy business return for providing that public service.

The Competition

There is no company now offering the data product which we plan to offer. We will be offering access to the most complete and high quality Sourced Same-Surname Descendent Family Name Structures ever assembled which can virtually instantly generate Sourced Personal Pedigrees at a very low cost per name. Those offering the closest competing product are the professional genealogists who do personalized research for individuals or families. They may charge fees from $25 an hour to $200 an hour for their custom product, depending on their experience and the difficulty of the assignment. Fees of $50 per name are probably the lowest that could reasonably be charged. Their fees are likely to be many times higher than we will be charging, especially on ancestors further back in time.

One can easily predict that these professional researchers will be most directly impacted by the changing paradigm ProgenyLink will make in research procedures and methodologies and the current business model in the genealogy industry. We should expect a very vigorous reaction, possibly even escalating to include a smear campaign. Mitigating that reaction may require an effort on our part to include these people as "middle men" in our marketing approach by allowing them to resell our data product.

The other major offering in the industry is a "do-it-yourself" kit where the organization offers access to large amounts of Digitized Public Record data through a subscription program, and the subscriber does his own research using those materials. It is exactly that do-it-yourself process that we will be executing for them in a much more efficient way.

It may take some time for these other organizations to understand the disruptive nature of this new paradigm. To begin with, our researchers will need to use the databases of the

established online database companies to add Public Record links to each name within the data which we assemble. But, eventually, the goal of this new process is to use each of the data records offered by these online genealogy organizations *once, and only once*. This will help end the current thrashing, where millions of subscribers comb through the Public Record databases many millions of times, each separately seeking their own ancestors. But when each of those records has been used once, and is offered for sale as a completed Sourced Personal Pedigree, it is quite possible that revenues from subscriptions to those websites will deteriorate.

Ideally, at some point the new ProgenyLink process will have reached the level where it makes sense to acquire these Public Record sources so that they can be used more efficiently than they are today. It may happen this way: There could come a time at which these large data providers will want to cut us off from access to their facilities through subscriptions because they see where the market is beginning to trend based on our new processes. That might be the point at which we will need to find a way to acquire these organizations.

Competitive Advantage:

The ProgenyLink project represents a set of disruptive concepts and technologies which are at least 100 times more efficient than current methods for individual Assembly of Personal Pedigrees, making it economically very desirable to move from "cottage industry" methods of assembling families to an industrialized method, featuring extensive specialization and cooperation. It also offers the opportunity to be up to 1000 times faster in the area of assembling the more ancient names, especially in the timeframe between five generations back and 15 generations back. These efficient processes are described in two separate US patents which should help keep out copycat attempts to duplicate the process and compete directly.

With name assembly costs of about $1 per name instead of about $50 a name using traditional research methods, it becomes feasible, as a first and independent step, to prepare the basic genealogy for large portions of a nation's populace, and then to later market that assembled data on an individual per-name basis.

There is also another kind of practical protection for the Company that should occur, simply because adopting the new processes would require the existing big players in the genealogy industry to completely change their business models, something they would likely be loath to do. This could be like the famous "disruptive technology" studies by Clayton Christensen where the manufacturers of small disk equipment gradually filled new market niches and then began to intrude on the traditional business of the manufacturers of large disk equipment. The "large disk" people continued to serve their very extensive clientele as they were gradually replaced by the "small disk" people.

Management Team:

The current company officers and directors consist of Kent Huff and two of his sons. The oldest son, Benjamin, attended Massachusetts Institute of Technology, Brigham Young University (BYU), and Notre Dame University, and is now a professor of philosophy at a small college in Virginia. The youngest son, Jonathan, just completed a computer science degree at BYU and has been working for a year with a local software company that offers product design and marketing analytical services to many of the largest US companies. Both of these young men will contribute significant experience and wisdom to future company operations.

Kent Huff, CEO (Chairman of the Board)

Kent grew up in Utah Valley, attended Brigham Young University (BYU), University of Utah (U of U) and George Washington University (GW) in Washington DC. He studied engineering, mathematics, and political science at BYU, law and science at U of U, and earned two law degrees from GW, specializing in government regulation of business and tax law. He worked for 12 different federal agencies, for 3 years as an attorney and 27 years as a computer consultant, retiring from the US Department of State after tours in Riyadh, Saudi Arabia; Mexico City, Mexico; and Moscow, Russia. He then worked as a computer consultant for two large companies on Y2K matters -- the American Airlines SABRE system (US Airways was the client) and Electronic Data Systems (EDS, now part of HP) of Plano (near Dallas), Texas (Verizon was the client). The main applicable experience relates to very large systems -- US Treasury disbursing system ($3 trillion in payments), State Department visa systems (most international travel of foreigners), Verizon (all telephone calls for the East Coast), SABRE (most airline reservations worldwide), import/export (oil) trade statistics for Saudi Arabia, Association of American Railroads (all rolling stock in the US, Canada, and Mexico), US Bureau of Prisons (centralized accounting system for 28 prisons), and others.

Kelly Wilson, Acting CFO (Consultant)

Formerly of Dixie College's Small Business Development Center, Kelly began helping Kent to fashion the new ProgenyLink, Inc. in late 2014. Kelly holds a Bachelors Degree in Advertising and Communications and has his Masters Degree in Business Administration from Brigham Young University and over 40 years of professional experience working with, funding and guiding entrepreneurs, and in fact starting and running several of his own successful businesses in top management positions. The insight and perspective he brings to the table has helped to move ProgenyLink along toward critical mass. Kelly retired in March of 2014 to pursue other interests and has continued to help Kent, now, with ProgenyLink.

The rest of the staff

Obviously, on starting up the ProgenyLink Company, it will be necessary to quickly assemble a full working staff. But starting up a new genealogy company in Utah Valley should be a fairly easy thing to do. All that is needed is the money to draw them in and organize them. There are thousands of people who have the basic training, skills, and interests to quickly come up to speed and do their part, whether as genealogists, data managers, librarians, accountants, computer programmers, or computer consultants. I have already identified some good candidates for some of the early positions. Many of these people have already heard a little bit about my project ideas and have indicated their interest. Five of them worked on the project in the past. It would probably be too early to intentionally try to steal some good people from the many existing large genealogy organizations that are already here, but that is a possibility.

There are also numerous retired engineers and managers in Utah County who would probably be glad to get paid for engaging in genealogy pursuits that they were probably planning or hoping to do anyway. They could learn and contribute to an efficient new process rather than do their work using old methods.

Management Compensation

There is no accrued compensation that is due any member of Management. Each Manager will be entitled to reimbursement of expenses incurred while conducting Company business. Each current Manager may own shares in the Company and as such will share in the profits of the Company when and if profits are disbursed. Future Managers may also be allowed

to come in under similar terms, if that seems beneficial to the Company. Management reserves the right to reasonably increase their salaries assuming the business is performing profitably and Company revenues are growing on schedule. Any augmentation of these salaries will be subject to the profitability of the Business and the effect on the Business cash flows. Current and projected Management salaries for the next 12 months are:

Kent Huff
> Current: $ -0- annualized salary payable monthly
> Projected 12 months: $100,000 annualized salary payable monthly
> Kent also expects to begin gradually paying off the debt (about $300,000, mostly in bank loans) he has incurred so far in this project, as and after the Company reaches profitability.

Kelly Wilson
> Current: $ -0- annualized salary payable monthly
> Kelly has recently retired and will simply be paid a monthly stipend of $1,000 per month for attending Board of Directors and Executive Committee meetings and will develop and serve on the Board of Advisors and will monitor the financial affairs of ProgenyLink, Inc.

Other Staff
> Current: $ -0-
> See the Financial Projections attached as Exhibit 2 for the staffing requirements and growth of the cost of management and staff into the anticipated future.

Ownership of the Company

The Company has issued and outstanding 700,000 shares of its common stock. No other shares of any class of stock has been issued or is promised to be issued under any written or verbal agreement to date. The founders of the Company, i.e. Kent Huff and sons Benjamin Huff and Jonathan Huff, are owners of the Company as follows:

Kent Huff	-	520,000 common shares representing	74.0%
Benjamin Huff	-	77,500 common shares representing	11.0%
Jonathan Huff	-	77,500 common shares representing	11.0%
WJ Trust	-	25,000 common shares representing	4.0%

> (Kelly Wilson is Trustee of WJ Trust and is consulting with Kent
> helping to structure and raise investment capital for ProgenyLink)

When the Investment suggested herein is subscribed, the new Investors will acquire 300,000 preferred shares of the company representing 30% of the then outstanding ownership of 1,000,000 shares. The preferred shares will have all the same rights and privileges of the common shares but will have in addition, first claim on the company (after debt obligations) to be paid back their invested capital of $5 million without interest, at which time their share shall revert to common shares.

Upon subscription, the Company ownership will be as follows:

Kent Huff	-	520,000 common shares representing	52.00%
Benjamin Huff	-	77,500 common shares representing	7.75%
Jonathan Huff	-	77,500 common shares representing	7.75%
WJ Trust	-	25,000 common shares representing	2.50%
New Investors	-	300,000 preferred shares representing	30.00%

Research and Development

We believe that essentially all the research and development that can be done without an operating business and an operating website has already been done. Two software patents have been issued which should help with future competitive situations. There is a whole set of data handling techniques, market extension techniques, and related software features that have already been envisioned, analyzed, and described but not implemented. Once the basic computer system and marketing system is in place and operating, then these numerous expansions can begin. It will probably take us a year or two to implement all those extensions, and then we can consider new ideas that will have arisen along the way.

Future features

The following describes a few of the advanced features which are planned. One set of features we call micro-history, or what might be called a "Facebook for Ancestors." Most historical materials focus on a few important leaders such as presidents and generals or prophets, partly because there is usually no practical way to look at all the individuals involved in the pioneer movements, or in World War I or World War II, for example, and learn something about them. But if there are entries for all of these people somewhere in the database we might be able to learn some very interesting things, at least from a general sociological perspective. It would become feasible to do surveys on the dead by asking where most of the soldiers came from, how old they were, whether there were soldiers from particular parts of the country that bore the brunt of war(s) more than others. Were those soldiers who died of the terrible influenza pandemic of 1918 that killed millions, more from one part of the country than another? On a more personal basis, if there were letters or journals that were linked to these people, one of those letter writers or journal writers might be able to speak for many other people who were in his same situation. It is easy to see how that could apply to traveling pioneer companies or to a military operation. Adding friendship or association links among people would make these kinds of data relationships possible.

Another set of features has to do with providing individual incentives, allowing as many people as possible to assemble data and make it available to others, on a per unit of work incentive or on a royalty basis for names contributed. The central installation will naturally run on the basis of a collection of the products of individual data providers and owners. A little later, people who wish to supply data images or finished name collections on a proprietary basis can do so as a small business sub-contractor. For example, there was one man who decided to photograph all of the historical documents in a county courthouse somewhere in the South. Ancestry.com was not interested in his collection, or at least would pay him only a pittance for adding it to their centralized collection. It is easy to imagine that many people from that state would find his data very interesting, but he had no practical way to present it to the world and make a business out of this kind of work. It would be fairly simple to add features to the ProgenyLink database which would index that data and make it available along with all other

data sources that are available at the central site. This is one way to get thousands of people involved on a mutually profitable basis doing work which would be of benefit to all the genealogists of the world. This would also be a way to greatly expand the portion of the world's genealogy record images that are online.

Long-term goal of maximum speed

The long-term Company goal is to continually improve the speed at which historical names are assembled into complete family structures, and new procedures and software will regularly be developed to accomplish this goal. This will make it feasible to finish the entire known world within a few decades. As I mentioned before, we can already observe efficiency increases of 30 times up to 200 times in actual real-world circumstances that we can see and study further. Those increments are enough of an improvement to make this new business model feasible. However, we should eventually get this system into "hyperdrive" where we can actually observe the "1000 times" phenomenon which will make possible many things that were previously thought to be impossible.

The "1000 times" parameter can be applied in this way: it appears that it typically takes a full lifetime of work (which for most people is probably about 10,000 hours) to complete a 5-generation pedigree consisting of 64 ancestors. In order to get a full 10-generation pedigree (or 2048 names) it would normally take 320,000 hours of work. And to get a full 15-generation pedigree (over 65,000 unique names) it would normally take over 10.24 million hours of an individual's work. Obviously, for one person working alone, that could never happen.

But this new "1000 times" parameter means that someone could in fact finish a full 15-generation pedigree for themselves in 10,000 hours, since 10,240,000 hours/1000 equals just over 10,000 hours which would become enough to complete 15 generations using the new methods. Actually, it seems possible that in a fully operational, highly cooperative situation, a person might accomplish that 15 generations of work, or at least their part of it, in only 2000 hours of work, or one year. In other words, they would actually have experienced a performance boost of 5000 times. Based on Adam Smith's economic studies, where efficiency improvements in the 4000 to 5000 range were observed, we should not be terribly surprised to see this happen in the genealogy world. But we do need to remember that this is a theoretical possibility until we have made available the database we propose and this efficiency factor can be realized. We hope to see that happen.

Financials:

To date, ProgenyLink, as a company entity, has no financial history. Prior business activities for software program development and patent applications were under Kent's sole proprietorship. Kelly Wilson has used a comprehensive set of assumptions to develop a 5-year projection of the company's financial needs and expected performance. His assumptions about burn-rates and cost-of-goods-sold are probably on the high side, and his assumptions about the revenue from sales are probably on the low side, while still demonstrating that the company can be financially viable and rewarding. I expect to dial back the assumed rate of spending for the first few months while I carefully explore the possibilities and opportunities for engaging participants at a minimum level of immediate compensation, hopefully allowing the database to reach toward commercial success with a minimum immediate outlay of cash. (See ProgenyLink, Inc., financials attached as Exhibit 2.)

Investment Opportunity:

We anticipate the need for a total of $5,000,000 in invested capital for which we are

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1748 West 900 South, Spanish Fork, Utah 84660
www.progenyLink.com huffkw@juno.com (801) 798-8441

prepared to offer 30% of the ownership in ProgenyLink, Inc.

The largest single hurdle in making this Company fully successful is to gradually expand the understanding of genealogists, especially LDS Church genealogists, of this new paradigm, this alternate method for doing genealogy research using specialization, significantly enhanced cooperation, and industrial strength methodologies. We know of no way of creating this new level of "mind share" without doing some individual-level training, and making it clear through real-world demonstrations that the new methods not only work as advertised, but also offer real personal incentives to participate in the new process. Unique, and perhaps chief, among those new incentives, people can now expect to actually earn money for doing genealogy, rather than always paying out time and money without any hope of monetary recompense. Whoever heard of getting paid for doing their own genealogy work? That is a revolutionary concept which we hope we can transmit to enough people to reach a critical mass.

Once the initial overwhelming resistance to new ideas has been at least partially overcome at the individual participant level among early adopters, and participants can actually see the results and benefits right before their eyes, and can develop faith that ProgenyLink has the ability, determination, and staying power to keep the project going to completion, we should be able to greatly accelerate the process.

The power of "free genealogy," sponsored by the LDS Church, has had an unreasonable grip on the imagination, choices, and activities of LDS Church members, and that unreasonable expectation needs to be changed. However, most NON-LDS genealogists already understand the cost of doing serious research even though many of them also take advantage of that "free" opportunity. The current Church system, and all other large-organization systems, are not, in reality, "free" at all, since the LDS Church has, in recent history, actually allocated large budgets of volunteer time and money annually in genealogical efforts that exceed by at least 15 times the entire cost for completing the basic Sourced Descendency structures for the United States from scratch, compared to doing that work using the new methods. The available data is still far from being assembled into the desired family structures.

And this estimate does not include the effort by all the genealogists outside the Church who have similarly expended about 200 times the cost of doing the entire nation, and we have still barely scratched the surface of finishing that huge genealogy effort. For Church members and all others, it would be a much greater bargain to spend a small amount of time and money to join with the Company and use a totally new system which is at least 100 times more effective, rather than loyally staying with the Church system and continuing to constantly duplicate efforts, get inefficient and often questionable results, AND spend years of minimally effective work. That is the lesson we hope we can teach to a few early adopters, and then have that realization reach out to eventually include a majority of the market.

Having made a few converts to this new paradigm, this new way of thinking and working, the way should be open to providing the "back room" processing needed to make this happen nationwide, and the current $3 billion size of the market can be tapped into and further expanded upwards toward the current estimated market of $84+ billion as the size of the worldwide market for Sourced Personal Pedigrees expands.

The attached spreadsheet demonstrates that we should reach a breakeven point in the last quarter of the second year of operation, and that our capital in reserve will never descend significantly below about $865 thousand. That provides a substantial cushion in case litigation or some other unpredictable event(s) might complicate the smooth growth of the Company.

We are offering 30% ownership in the Company for an investment of $5 million. As the

Financial Projections indicate, we anticipate that early investment in the Company will pay a handsome return in the range of 100s of percent ROI, along with the anticipation of returning the initial capital investment within the anticipated five year timeframe projected for the database's commercial value to be realized.

The Operational Strategy

Building a nationwide, and then a worldwide, genealogy database is a very complicated business and involves many major steps and sub-steps. Doing such a project all at once, and directly, would require vast amounts of funding, available only to the largest organizations. Assuming that we will be starting on a smaller basis, and will need to use various bootstrapping techniques to accomplish the job, this longer and more complex process will add other categories of activities and steps which might not be necessary for a very large-scale "brute force" start up. The gradual approach does require management to be a great deal more clever, adaptable, and agile to solve problems and exploit opportunities as they arise.

It is our intention to start out gradually by spearheading efforts at a local level, building Sourced Same-Surname Descendency Structures which will include the ancestral surnames of many of the prominent founding families of the first sample location(s) chosen. We suspect that Utah County will prove to be a good place to begin, although several other places in Utah could probably serve well enough. Utah generally was founded by pioneer settlers, and those original families have intermarried so that, to a large extent, doing the genealogy for several founding family surnames will also be doing a major portion of the genealogy for multiple other families, thus "chumming" the market, so to speak, as we alert these other families to the opportunities and benefits of the new project and invite them to participate.

This should be a very interesting local application of the powers of cooperation in doing genealogy research. We will encourage local residents to join in the process by either voluntarily entering their family data themselves or by contracting with us to do it for them. Ideally, much of this work could be done by volunteers or part-time or consignment workers, and much of the results will be purchased by local residents, providing revenues which can then go to the workers, plus generate extra funds for use in operating the larger system and moving on to other areas. This will make the process a microcosm of what needs to be done on a nationwide basis, and should both lower costs and increase revenue right from the beginning. If we are successful, this local bootstrapping process can then be spread to other areas in the state and in surrounding states and the nation. It should be noted that doing the genealogy for families who have roots in a particular city will also necessarily provide valuable genealogy data for descendants or in-laws of those families who have moved to other places, so the revenue sources are not limited to any one locale, although the initial work would be focused locally.

To those participating, we will present a complete plan for building the large Sourced Descendency Structure database, and offer a menu of ways people can help with the work or pay for the product, or both. We might start out offering $1 per name for finished, high-quality work, but, where possible, request that those people wait until we have reached a commercially feasible database size and have actual income before we "bonus" them what they have done. In other words, they would be operating on a consignment basis at the beginning, for the first 2 to 5 years. (This is similar to a KickStarter approach where they essentially donate their labor in exchange for database access, or completed Sourced Personal Pedigrees, at a future time.)

Hopefully, we can make it clear that we need to stretch a $5 million startup funding into creating a commercial-sized portion of the 170 million names which will eventually need to be in that database -- 70 million who died before 1930 and about 100 million who have died since. Doing a $170 million project for only $5 million will make it clear to everyone that some creativity

and idealism and patience will need to be involved. In other words, these people will be investing their time into this project with an expectation of returns later, perhaps within one year or two years. This should encourage them to watch the growth of our Company closely and perhaps help in other ways to make it a success. We will probably need a staff of full-time workers so that we can be sure that we have solved all the practical problems and can offer all the needed support for the part-time or consignment people.

A portion of that $5 million will need to be expended for development of the many additional features of the software and additional upgrades and for all the other central training and control operations, without which the project could never hope to reach its goals. In other words, we begin with the funds to only pay about $0.07 to $0.11 per name which goes into a commercially feasible database. ($5 million/45 to 70 million names (a commercially feasible sized database) = somewhere from $0.07 to $0.11 per name). Obviously, we will have to use every trick in the book to leverage that startup fund into something which is much, much larger.

In the end, we expect to pay a contingent obligation of $1 dollar per name on the first-round of payments, and then, hopefully, at least for the early participants, another $1 per name on the second round of payments that should come somewhere around the time that the database reaches its full commercial value and can be fully marketed. If we are able to move the project along quickly and people can see that they will in fact receive reasonable compensation for their work, perhaps they will have the faith to participate with us. As a confidence-building exercise, we might actually pay out as much as $0.05/ name which is added and approved, to demonstrate that the system is working correctly, and that we have the correct information about each of the payees. For people who have added 15,000 usable names, as might be the case for the Leavitt family, for example, paying them $750 is not a large sum, but it might help demonstrate our good intentions and capabilities for a future payout of the balance of the $15,000 first round payout, and perhaps another $15,000 on the second round payout.

A few examples of procedural steps: At the point that someone finishes entering the contents of a valuable genealogy book correctly, we would have our quality control personnel, in a supervisory capacity, verify that their work has been done to the quality level required, and will then make entries in the accounting part of our database showing that this person has done the work properly. That amount will remain on record as a contingent obligation at least until we are able to break-even and begin to free up significant cash flow. With today's Internet payment systems, such as PayPal, we can simply e-mail them their "bonus" payments without the need for a huge office staff to create and mail statements and checks. We may find that there can be other rounds of payouts after the system becomes a little more mature. These early participants would be treated somewhat like preferred shareholders who continue to benefit from their early work and commitment to a new paradigm in genealogical research.

Higher level merger and acquisition strategies

At the beginning of building this database, we will need to become customers of the large suppliers of online images and related indexing. This would include such organizations as the LDS Church, Ancestry.com, MyHeritage.com, FindMyPast.com, etc. Some of those subscriptions are free, and some are not. For our first few months of startup operation, there should not be a problem with using these data sources in the normal way, as active customers.

However, when the database begins to reach a commercially significant size, we will probably need to consider other ways to interact with some of these organizations, and perhaps consider partnering with them (LDS Church) or acquiring them (Ancestry). If my calculations as to the market value of this new genealogy database are correct, then we might want to consider the acquisition of other organizations, but not any mergers, at least not a merger in which

Ancestry.com, for example, acquires ProgenyLink. It is likely that their interest in acquiring ProgenyLink would be to suppress it or extinguish it, not to fully exploit the possibilities for gathering in the maximum revenue, and using it to do the maximum good for the entire world of genealogy participants. Their current win-lose strategy eventually needs to be replaced with a win-win strategy for more of the genealogy industry participants.

Highest level

By tapping into the idealism found in the LDS Church and in the nation at large, and by maintaining and projecting that same level of idealism within ProgenyLink, the Company will seek to minimize the upfront cost of building the nation's genealogy database, and, after paying off all contingent obligations and other legitimate business interests, invest in and proceed as far as possible to complete the entire genealogy project for the world.