

### 3. CAPITALIZATION AND OWNERSHIP

#### Capitalization

##### Current and Pro Forma Capitalization

	31-Dec-09	Pro Forma For Offering
<b>Cash</b>	90,516	10,090,516
<b>Shareholders' Equity</b>		
Common Shares	28,605	38,605
Additional Paid In Capital	22,496,408	32,486,407
Accumulated Deficit	(21,743,524)	(21,742,110)
<b>Total Shareholders' Equity</b>	<u>781,489</u>	<u>10,782,902</u>
<b>Total Liabilities and Shareholders' Equity</b>	<u><u>1,552,839</u></u>	<u><u>10,752,974</u></u>

#### Ownership

##### Current Shareholders

SHAREHOLDER	SHARE HELD	%
G24 163 3457 ONESCREEN PARTNERS INC.	12,120,001	42.37%
G31 162 1978 VSIP, INC.	6,818,182	23.84%
G31 162 1945 VIDSHADOW PARTNERS INC.	6,752,499	23.61%
G31 162 2166 VSP PARTNERS INC	584,850	2.04%
OTHER	1,167,783	4.08%
ANDRE WADSWORTH	535,000	1.87%
BRYAN MYERS	535,000	1.87%
CEDE & CO	91,471	0.32%
<b>TOTAL</b>	<b>28,604,786</b>	<b>100%</b>

##### Current Options Holders

Optionholder	Options	Exercise Price	Grant Date	Exp Date
Former Consultant	3,000	\$ 0.01	5/27/2008	5/26/2015
Former Consultant	10,000	\$ 0.01	7/15/2008	7/14/2015
Former President	300,000	\$ 0.11	1/30/2009	1/30/2012

##### Negotiated Future Options

The Company reserved the right to reserve 6,000,000 shares of common stock issued or issuable at not less than fair market value to officers, employees or directors of, or consultants to the Company pursuant to any stock purchase or option plan or other employee stock bonus arrangement as provided by the Company's board of directors.

INTELLIGENT CONFIDENTIAL INFORMATION MEMORANDUM

VIDSHADOW INC SETTLE STOCK RECORD 04/03/09 PG: 1  
-RESTRICTED CUR PRICE .690 DATE 030509 92660N917  
NAME LAST ACTIVITY LONG/SHORT MEMO DSL  
TEMPLETON GREGG D 020909 2,000,000 L 2000000 SGG311614304-1-A3E  
VIDSHADOW PARTNERS 082008 52,150,000 L 2150000 SGG311621945-1-A3E  
VSP PARTNERS INC 082008 5,848,500 L 5848500 SGG311622166-1-A3E  
MYERS BRYAN 092208 5,350,000 L 5350000 SGG311623032-1-A3E  
WADSWORTH ANDRE 091908 5,350,000 L 5350000 SGG311623040-1-A3E  
BROWN ALDEN 031909 500,000 L 500000 SGG311625979-1-A3E

MEMO TOT SG 0  
MEMO TOT SK 0  
MEMO TOT TFR 0  
MEMO TOT TI 0  
MEMO TOT LGL 0  
MEMO TOT NM 0  
MEMO TOT CD 0

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TRADE DATE STOCK RECORD

ONESCREEN INC RSTR

68272B996

RR # A3E

LAST ACTIVITY

LONG/SHORT

MEMO

DSL

—	TEMPLETON GREGG D	051509	200000	L	200000	SK	G311614304-1
—	MYERS BRYAN	051509	535000	L	535000	SK	G311623032-1
—	WADSWORTH ANDRE	051409	535000	L	535000	SK	G311623040-1
—	BROWN ALDEN	060909	50000	L	50000	SK	G311625979-1

\*\*\*\*\* TOTALS 1320000.0000

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<F1>HOLD <F2>N&A <F3>MONEY <F4>HIST <F5>HELP <F8>CUST <F9>FAIQ <F12>MAIN

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**CONFIDENTIAL**  
**INFORMATION MEMORANDUM**

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**\$X MILLION**

**SERIES X PREFERRED STOCK**

**MARCH 2010**

