



SportsRox Inc.

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SportsRox Inc.

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The Shares shall be subject to the provisions (including without limitation restrictions on sale of the Shares and provisions relating to the operation of the Company) of the Shareholders Agreement of the Company dated as of February 1, 2008 (as the same may be amended from time to time, the “*Shareholders Agreement*”), a copy of which is enclosed herewith as **Exhibit B**.

All proceeds from the sale of Shares will be delivered directly to the Company and be available for use by the Company at its discretion. The Company intends to use the proceeds from the Offering to finance the implementation of its business plan and to pay expenses related to the Offering.

The Offering will terminate on the earliest of: (a) the date upon which the Maximum Offering Amount has been sold, (b) the date the Company, in its discretion, elects to terminate the Offering, or (c) March 31, 2008 or such later date as may be extended from time to time by the Company at its sole discretion, but not later than 270 days thereafter.

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SportsRox, Inc.

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The Date of this Memorandum is February 29, 2008

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Executive Summary

While the use of the Internet becomes more prevalent in almost all aspects of our lives, there seems to be an underutilization of this dynamic medium in the area of youth sports. SportsRox sees an opportunity, both domestically and internationally, to provide rich content for youth sports enthusiasts which include social networking, sports training, games and fan-based information. We intend to provide useful and entertaining content free of charge to the user and supported by advertising, sponsorship and ecommerce programs.

The advertising industry is in the midst of a dramatic transfer of spending from traditional media to online vehicles. While internet advertising currently represents only about 2% of total advertising spending, online ad spending is the fastest growing sector of the industry, increasing at an explosive rate of 30% per year. Moreover, online video advertising spending has been growing between 40% and 80% per year during the last half decade. In terms of video advertising spending, the total will increase from \$775 million to \$1.4 billion between 2007 and 2008 according to eMarketer.

Capitalizing on this fundamental shift, SportsRox Inc. is developing strategies, processes and proprietary technologies that will allow it to efficiently bring top rate rich media content to large (but underserved) online markets and then to a multitude of niche markets. The company expects to utilize proprietary database content delivery systems and Flash based multi-media presentation templates among other technologies. Ultimately, SportsRox Publishing plans to become a powerful online vehicle for advertisers to reach a large international audience of loyal users.

The first focus of SportsRox will be the underserved market of sports oriented websites for children between the ages of four to seventeen including their parents. The company intends to quickly gain a large online user base by delivering, to young sports fans/players, unprecedented amounts of quality multi-media training materials and education featuring video/broadband elements, interactive entertainment and user created content. "Celebrating the sport" will be a theme that runs through SportsRox online offerings.

By delivering unexpected amounts of free quality content on rich media sites dedicated to individual sports and interests, SportsRox Inc. hopes to claim a significant piece of the rapidly expanding online advertising revenue pie. In the future, the company anticipates that it will also develop products and services for non-sports markets.

Business Opportunity

SportsRox is in the process of developing useful and entertaining content which will be made easily accessible to a vast but underserved market. This is expected to include training videos, educational aspects of sports, and social networking.

Each year, tens of millions of children participate in organized sports programs that include Little League Baseball and thousands of community based soccer and basketball leagues. Millions more in the US and internationally enjoy and play their favorite sports on a more informal basis.

A large majority of young athletes seek ways to improve their game through practice, league sponsored coaching, personal trainers, books, videos and sports magazines. However, *no easily accessible and free resource* is widely available to children and parents who are eager to learn more about playing or coaching a sport. Moreover, while large web portals and expensive media company sites (like msn.com and cbs.com) feature large amounts of rich media content, typical niche market sites (including youth sports sites) contain only text and image based content which is far less engaging.

SportsRox expects to develop a large user base of young sports enthusiasts by offering an unprecedented amount of interactive rich media content. When this offering of top-rate free content is made available, SportsRox believes that the advertising dollars will follow.

Product/Service Description

SportsRox anticipates that its sport oriented multimedia websites will provide video-based training, interactive games and valuable and entertaining features centered initially on popular sports such as baseball, soccer and basketball. Young sports fans and their parents will be able to view top rate interactive training videos. They will also be able to play reaction or trivia based games and enjoy sport related features. Social networking services will also be featured incorporating blogs and forums among others. All informational features and activities on the site will be free of charge. Revenue will be generated through online advertising, sponsorship agreements and referrals to off-site ecommerce purchases.

Once production systems are in place to effectively clone rich media functional components, SportsRox plans to launch a variety of multimedia sports and non-sports related sites in a manner that is highly cost effective.

Current Business Position

SportsRox has developed an overall strategy and approach to becoming the leading sponsor-supported online training resource for youth sports enthusiasts (and target non-sports niche interest groups). The company is in the midst of front and back end development of a sophisticated and dynamic site for baseball enthusiasts and has assembled a development group that is highly experienced in online and multimedia content production.

In the spring of 2008, SportsRox plans to launch BaseballRox.com. Relative to current online offerings, SportsRox believes that the site can be the world's premiere rich media website for young players/fans and their families. The initial baseball oriented site could alone develop a large web following. According to American Sports Data Inc., the "Great American Pastime" involved over 9.7 million baseball participants in 2004 and 5.1 million frequent baseball participants who played at least 25 times per year. As stated on the littleleague.com website, "Little League Baseball is the world's largest organized youth sports program. With nearly 3 million Little Leaguers and more than a million adult volunteers in every U.S. state and 103 other countries, no other youth sports organization comes close." Outside of North America, baseball is very popular in Latin American countries and in Asian countries such as Japan, Taiwan and Korea.

Financial Potential

While Internet advertising represents only 2% of all marketing expenditures, it represents the fastest growing sector of the advertising industry. Marketing dollars are following a global shift to the Internet as individuals spend an ever increasing percentage of their free time online. Online media vehicles that offer a connection to large numbers of individuals are increasingly seen as valuable enterprises and acquisition targets of large media companies. As an example, MySpace was purchased by The News Corporation for \$580 million in 2005 and YouTube was purchased by Google for \$1.65 billion in late 2006. The sale of ClubPenguin.com, a social networking site for children, to Disney for over \$700 million is an indication of the value placed on internet products that successfully connect with younger web users.

SportsRox plans to generate large user numbers by targeting the huge, but underserved, youth sports market. SportsRox is developing a rich media production system that management anticipates will allow it to deliver compelling interactive content to almost any niche market.

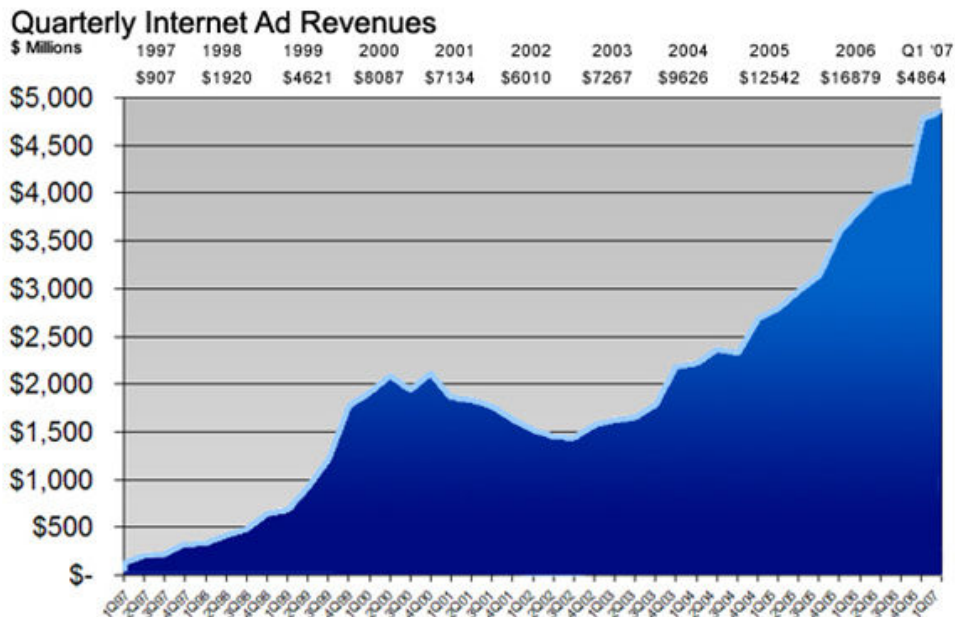
Background on Advertising

“Worldwide spending on all forms of advertising is estimated at between 500 and 700 billion dollars. Internet advertising is still a small piece of the overall advertising industry (less than 2%), but it is also the fastest growing sector of the advertising market.”

Eric Schmitt, CEO Google Inc.

Relative to “traditional” media (television, radio and print), the world’s potential customers are spending an increasingly large percentage of time on the internet. Marketers of products and services are taking note and shifting the makeup of their advertising budgets to funnel more advertising dollars to online marketing efforts. Many experts in the industry have no doubt that online advertising spending will continue dramatic increases in upcoming years, making valuable assets of vehicles that can bring advertising messages to large numbers of consumers.

“Advertisers, traditional media companies, and established Web companies are increasingly looking online to reach a targeted demographic and get concrete measurement metrics. That’s why Internet advertising grew by 30% in 2005, to \$12.5 billion. And that’s why it’s predicted to continue to grow at a similar clip in 2006 and beyond.” Source - Interactive Advertising Bureau and PricewaterhouseCoopers



Overview

SportsRox is a business designed to generate significant online ad revenue by providing compelling multi-media content to underserved niche target markets. By delivering free content (much more than is currently available or expected) to multiple targeted markets, SportsRox believes that it will be in a position to claim a significant piece of the rapidly expanding online ad revenue pie.

Some online companies create value by generating a significant base of loyal customers/users that generate product sales or advertising revenues. Other companies develop useful proprietary technologies or processes. SportsRox has developed a strategy that can deliver on these two main objectives. The company plans to target large but underserved demographic/interest groups and offer them a variety of multimedia content that is appealing, valuable and free of charge. While delivering this product, the company plans to also be developing proprietary web and multimedia tools and processes that will allow the rapid production and simultaneous delivery of multimedia content to multiple niche-market websites.

Mission Statement

SportsRox sole focus is “celebrating the sport.” Our commitment, from our employees to our website to our products, is to engage, motivate, and celebrate being a participant, parent, or enthusiast of youth sports. We strive to provide the highest quality training content, sports related information, and games available for free. Our users will come to know and return frequently to help them (or their sons and daughters) to become better team players, better athletes, and better students of the game, with engaging, stimulating, and level specific material. We can deliver all of this with a focus on efficient use of talent, processes and technology

Initial Target Market - Families with Children Involved in Youth Sports

In recent years, there has been a tremendous focus on online offerings like MySpace and FaceBook geared for teenagers and young adults. In comparison, the pre-teen and early teen Web audience has been relatively ignored and underserved. However, younger audiences do spend a significant amount of time online and are a focus of major advertisers. A recent report, "Kids & Teens: Blurring the Line between Online and Offline," states that “kids and teens make up 19% of all US Internet users. That's approximately 18.8 million teens and another 14.1 million children. About 73% of teens ages 12-17 and 39% of children ages 3-11 are online regularly.” By launching compelling sites and targeting a worldwide

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audience, SportsRox believes that the potential user base of SportsRox online products could be in the tens of millions.

While members of this young audience do not conduct a significant amount of independent online or offline purchases, they have a great influence on family purchases of products ranging from toys and apparel to packaged foods and family automobiles. "Children have become the epicenter of our consumer culture," states M. Schor who recently completed a study on children and the media for the Kaiser Family Foundation (www.kff.org). SportsRox plans to focus on children and parents who have an interest in youth sports.

Younger Online Users

It is the opinion of SportsRox that generally, younger Web users do not have the sophistication or desire to create online journals or personas (MySpace). Rather, they seem to enjoy simple online games and want easily accessible information that supports other interests or activities in their lives, which typically include school, hobbies and sports. Game/activity sites like NickJr.com and Disney.com are two of the most visited sites on the internet. Club Penguin, which combines simple 3D games with limited social networking, has 3 million users and was recently acquired by Disney for \$700 million. Non entertainment websites visited by children include hundreds of predominately low budget educational oriented sites that are frequently visited by students of all ages.

Youth Sports

SportsRox believes that one large youth oriented area seems to be greatly underserved.

SportsRox has determined that sponsored sports oriented entertainment and training delivered online is an extraordinary niche market business opportunity.

In the US and abroad, it is common for a majority of kids in a community to participate in one or more organized sport programs. A child involved in an organized youth sport activity will typically spend two to ten hours per week enjoying the sport and developing his or her playing skills. Given the depth and breath of interest in youth sports, SportsRox believes that a free offering of quality video-based training paired with entertaining online features focused on individual sports could quickly develop a large audience.

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Developing innovative products to feed the passions of sports enthusiasts has led to many highly successful business enterprises. In the early days of video games, no game publishers focused on sports oriented games. After identifying the niche, Electronics Arts, now a giant in the industry, began offering video games like Madden NFL aimed directly at sports fans. Focusing on a younger market, Humongous Entertainment built a very successful company by creating sports oriented titles, such as Backyard Baseball and Backyard Soccer, aimed at preteen video game players.

Just as the emerging video game industry created a great opportunity for companies able to create compelling sports oriented products, the Internet has created a great opportunity for companies to create compelling and attractive sport centered offerings for the young fan/athlete.

SportsRox has an initial goal of developing and marketing a series of innovative Websites, each devoted to a single sport. The sites will feature effective sports training video media for young athletes. A variety of multimedia content can also be delivered via highly interactive websites and feature high-level production values and advanced internet media production technology.

We intend that visitors to SportsRox sites will be able to view some of the best video-based training available anywhere and will also experience feature documentaries, read entertaining or useful articles, and “play” with interactive features such as trivia games. There may also be history and math modules that can be both fun and educational. *The SportsRox plan is that all activities will be sponsor supported and free of charge to the visitor.*

The initial site will focus on two main groups—(1) youth baseball players and (2) their parents (many of whom participate as coaches). SportsRox believes that the site, www.BaseballRox.com, should become a destination for millions simply because no other site offers even a fraction of the anticipated compelling, useful and entertaining content which will be found on our site. The initial launch of BaseballRox.com will be available in English and may include Spanish and Japanese as well.

Soon after the release of BaseballRox.com, two other sites are planned for release: BasketballRox.com and SoccerRox.com. All sites can be released in multiple languages and target a worldwide audience. Considering the widespread interest in the first three targeted sports, SportsRox believes that the potential user base of the initial sites in aggregate could be in the tens of millions.

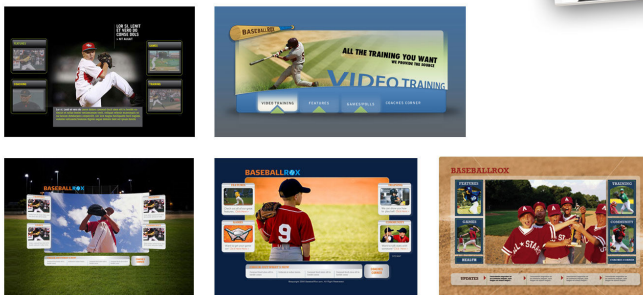
BaseballRox.com

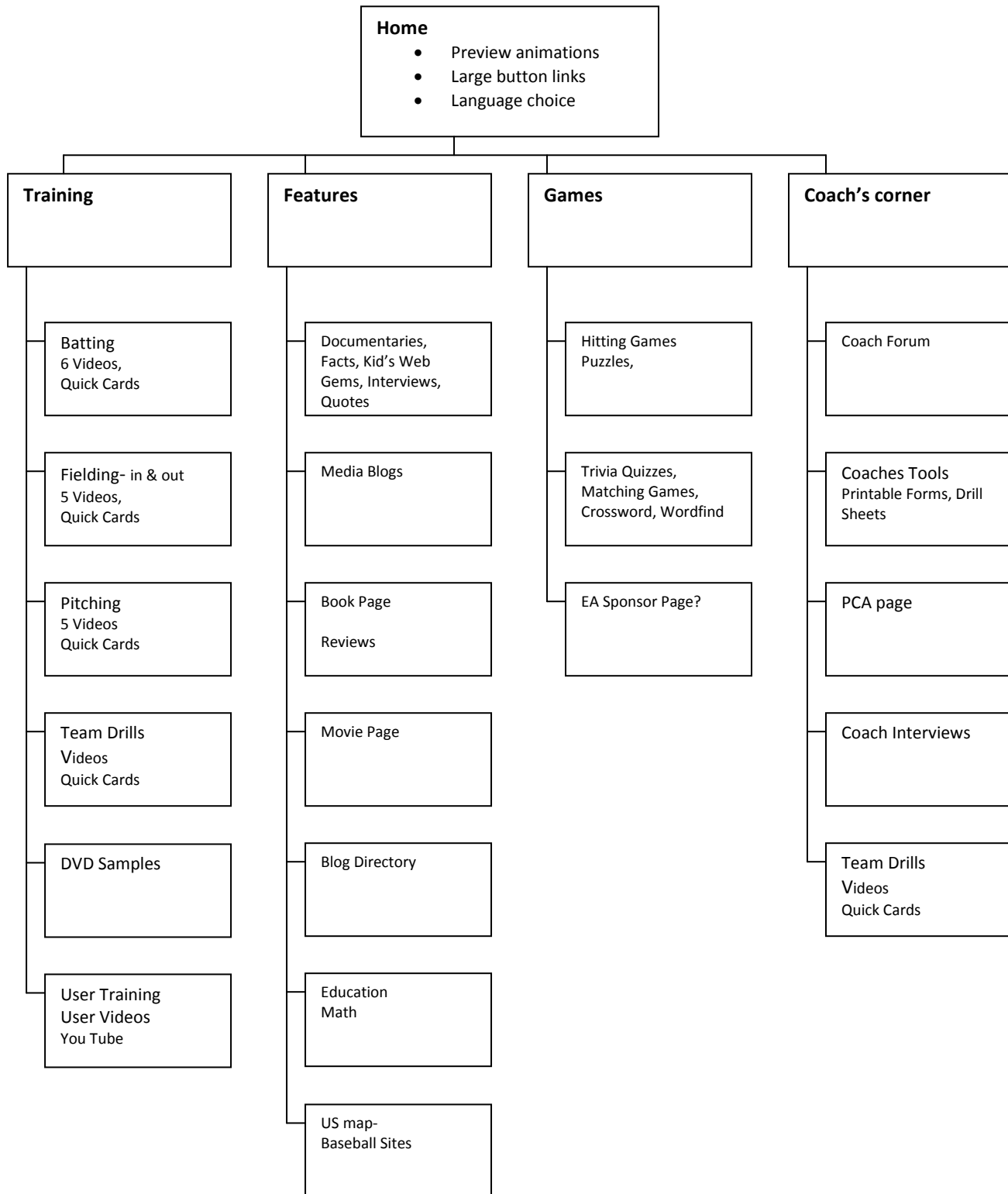
The initial baseball oriented site alone could develop a large web following. According to American Sports Data Inc., the “Great American Pastime” involved over 9.7 million baseball participants in 2004 and 5.1 million frequent Baseball participants who played at least 25 times per year. As stated on the littleleague.com website, “Little League Baseball is the world's largest organized youth sports program. With nearly 3 million Little Leaguers and more than a million adult volunteers in every U.S. state and 103 other countries, no other youth sports organization comes close.” Outside of North America, baseball is very popular in Latin American countries and in Asian countries such as Japan, Taiwan and Korea.

Current Design



Design Development





Competition

Currently, there are very limited quality multimedia sites that offer free entertainment, training and community-based experience for young fans/players of baseball, basketball or soccer.

Extensive searches online for baseball training tips and advice sites have yielded only a few examples of cheaply produced sites with long paragraphs of tedious text describing proper baseball technique. Plenty of baseball and sports oriented sites exist on the Web, but they are typically geared toward selling sports gear, videos and/or training camps. Today, most sports related sites devoted to players (as opposed to fans/spectators) are simple ecommerce destinations designed to sell. These sites are frustrating or even useless for children, since minors are not allowed to buy online and many parents are still weary of making online purchases. We have been unable to find any quality multimedia sites which we believe offer the type of free training, entertainment, and community-based experience for young sports enthusiast which the fans/players will be able access on the SportsRox Websites. There is a cable channel called Sportskool that provides video training, however, they use the video to direct traffic to their cable channel.

Mlb.com and ESPN.com are extremely successful examples of fan sites. These multimillion dollar productions, like other well known sports related sites, are clearly geared towards adults. Most of their content is not accessible to the typical preteen sports fan, and their content is designed for serious spectators of professional sports, not young fans who are also participants.

Sites such as nickjr.com and disneygo.com, as mentioned, are hugely successful web productions that present a variety of games and entertaining interactive activities. But, in general, they do not connect directly with the passion of young sports fans.

The sikids.com (Sports Illustrated's kid's website) is perhaps the most compelling current offering for young sports fans. There are interviews with athletes and general interest articles about several sports. There are also some simple flash based games. However, the site contains no sports training content and its general nature limits the amount of content available for each sport.

Niche Markets

"Consumers are looking for specialized content—stuff that speaks to their passion," says Martin Green, senior vice-president of CNET Networks (CNET), a San Francisco-based media company.

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Increases in fragmentation or diversification on the internet are resulting in explosive growth of niche market sites catering to specific passions and interests. In his best selling book, “The Long Tail”, Chris Anderson, formally of the Economist and currently editor of Wired Magazine writes:

“In short, although we still obsess over hits, they are not quite the economic force they once were . . . The simple picture of the few hits that mattered and everything else that didn’t is now becoming a confusing mosaic of a million mini-markets and micro-stars. Increasingly, the mass market is turning into a mass of niches . . . consumers finding niche products, and niche products finding consumers—it’s suddenly becoming a cultural and economic force to be reckoned with.”

Small markets are increasingly more important to sellers of products and services. Companies that can establish a connection with many niche markets are viewed as valuable vehicles to reach consumers.

The first goal of the Company, as discussed above, is to develop a few high traffic youth sports oriented websites, and the second (and long-term) goal of the company is to create media tools and programming components that allow content editors to work with artists and web production personnel with a degree of efficiency that is unprecedented, in order to allow the company to inexpensively create quality media rich Websites for variety of sports, hobbies or interest oriented niche markets. Potential niche market sites that could help build the SportsRox brand and contribute to a very large aggregate total of web users may include:

FootballRox.com	GymnasticsRox.com	DrawingRox.com
BowlingRox.com	SkatingRox.com	GuitarRox.com
TennisRox.com	RacingRox.com	TypingRox.com
SnowboardingRox.com	DogTrainingRox.com	EquestrianRox.com
SkateboardingRox.com	DanceRox.com	CricketRox.com

Each SportsRox site would have video training content and interesting multimedia features and games. Some would focus on youth markets and others on adult markets.

Developing multimedia production processes and technology can also allow us to collaborate with established content producers such as niche market magazines to produce multimedia modules for new or existing websites. User generated content sections would also allow site visitors to learn from, and be entertained by, videos and text uploaded by other users.

Product Description

While a large majority of all content on the Web is still in the form of text and small images, the appeal of multimedia and interactivity is undeniable, especially among younger audiences. More prominent sites, typically launched by major media companies, are increasingly incorporating more media features into their content. But, for a majority of Websites, introducing large amounts of multi-media content is generally considered cost prohibitive.

What we anticipate will distinguish SportsRox websites from the norm will be the quality and amount of compelling multimedia and interactive content. SportsRox expects to be able to offer a cost effective media rich offering by shrewdly utilizing existing/available web technology offerings and by developing proprietary labor saving tools and processes.

Initially, the company plans to utilize advanced video interactive multi-media production techniques to create sites that offer useful and entertaining content in simple and highly digestible forms to kids and their parents. The core of the offering can be dozens of interactive video modules that will offer expert coaching in basic skills for the young player. Supplementing the site's video-based training, SportsRox anticipates including multimedia features and interactive games that can be fun and often educational. In general, the content, from training videos to mini documentaries, will be served up in small packets. Closely monitoring the usage of different features and site sections can allow the Company to update and add content to improve the popularity and level of engagement of the site in general.

SportsRox sites are expected to reflect the trends that are influencing the type and presentation of content on the web's most progressive sites. Those trends include:

- Increase in broadband content in the form of video or Flash documentaries
- Increase in interactive elements on websites in the form of games, opinion polling and product/service ratings.
- Increase in user generated content. (For example, SportsRox anticipates that sites such as BaseballRox.com will partner with online video hosting services to allow users to post their own training videos or kids "web gem" videos.)

BaseballRox.com example content:

Video Training

The core of our website's offering will be compelling interactive video modules. SportsRox believes that our training modules will be the next evolutionary step in video-based training. The modules on BaseballRox.com are expected to show situations such as:

- a coach explaining a specific technique or principle.
- a player demonstrating the technique in real time (possibly from different angles).
- the same footage in slow motion with notes arrows highlighting important steps in the process.
- a printout of the lesson that can be taken to a play field or court (which would include the sponsor's ad).

SportsRox believes that these multidimensional lessons will be more useful to young players and coaches than even expensive store bought training videos. We also believe that an offering of first-rate video training can be a "tipping point" component of SportsRox sites. While only a small percentage of the public will pay for expensive DVDs or subscriptions, we believe that free and highly accessible training online will invite widespread and repeat use and cause a viral effect.

Moreover, we plan to feature a variety of coaches who have years of experience teaching players of varying ages and skill levels. As an example, one of the training features we are planning includes tips from some of the most well known and successful coaches in college baseball.

Features

The planned features section of the site includes a variety of rich media presentations such as:

- Baseball history presented in mini documentary style.
- Interesting number facts presented in a game format.
- The best baseball quotes.
- Baseball movies, books and videogames reviewed and rated.
- User contributed kids "web gems" videos.
- MLB player interviews.

Games/Polling

A games/polling section can include fun activities that will expect will either be developed by SportsRox or could be licensed from other technology providers. Some examples of potential offerings include:

- A strikeout and other reaction games which would be licensed from another provider.
- Polling which would allow kids to compare their thoughts and opinions to those of their peers.
- “Would you rather?” game is an example of polling in another form.
- A “Players from the world” drag and drop flash-based game would allow kids to match famous major league players with their country of origin.
- Matching games would allow users to match players with their present team.
- Word find and puzzle games are entertaining and easy to produce.
- A variety of baseball history and current season trivia games.

Learning and Math

The learning section is anticipated to contain games and features designed to help grade school children learn basic skills such as multiplication and number problem solving. These modules should be fun and educational. The section can be featured in PR campaigns directed toward family oriented publications and educational institutions. Modules within the learning section may include:

- Number facts.
- Basic math strike out game.
- Explaining baseball statistics.
- How to figure batting averages, ERA’s etc.

Coaches’ Corner

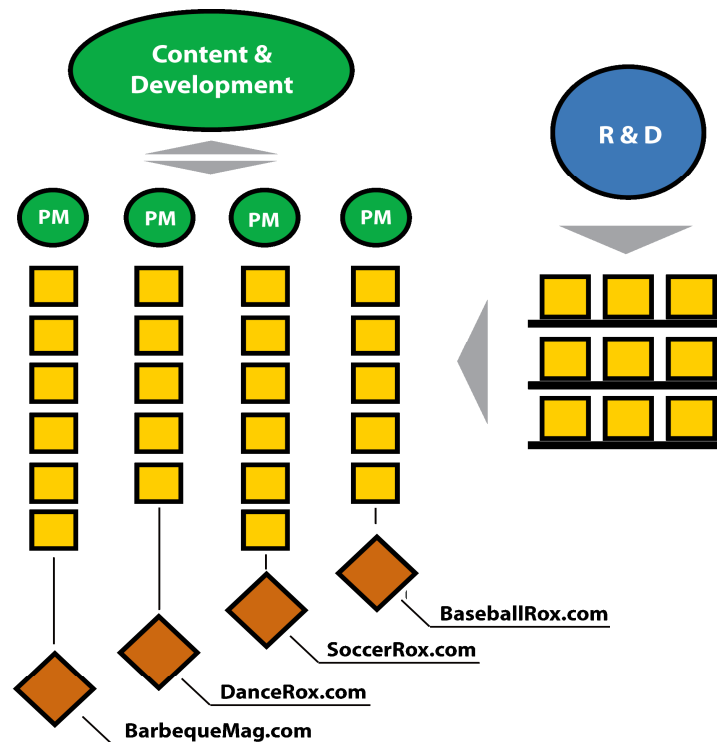
The coaches’ corner will include coaching advice from our experts and video drills instruction. It could also feature:

- A forum that will let any coach post a question, comment or words of advice.
- Videos and printable drills that can be brought to the field, watched or handed out to players.
- Useful forms and printable pages such as score sheets, roster cards among others.
- Written and video based information on positive coaching techniques.
- Video instruction on the rules of the game and scoring for parent assistants.

Technology

All products produced by SportsRox would rely on the latest Flash, Ajax and PHP web technology and would be supported by a MySQL based proprietary database or backend system. XML technology is also used to handle certain types of data transfer and site organization. SportsRox is building its software product on the most advanced versions of appropriate web technologies. The result is an “off the shelf” system of rich media functional components that can be quickly brought together in different ways to create powerful multifunctional Web site products for specific niche markets.

In developing the technology, SportsRox will work with bConnects LLC, which is a software development company and Web agency that supported initial development efforts in the early phases of the SportsRox venture. bConnects supplied design and technology resources used in the design and development of the SportsRox demo and expertise used to define the production strategy. SportsRox will also utilize proprietary database technology developed by bConnects in its future sports related vertical offerings.



The diagram above describes a system where website function modules are created by Flash and database experts. The modules, that may include interactive video, trivia games, slide shows etc., can be assembled in various combinations to create different rich media websites for particular sports or niche interests. Project managers/editors will work with writers, artists, videographers and lower skilled web developers to generate and place content into the rich media modules.

Production Strategy

The website publication process can be semi-automated with the use of Flash templates and database content input systems. High-skilled artists and programmers can build the production tools and templates. Then, lower skilled production personnel will be able to use those tools to process the raw content assets (text, audio and image files) and generate what we believe will be an impressive and professional looking multimedia web content in a fraction of the generally-expected production time. Standardization of content inputs is anticipated to be a key component of the production system.

Core Competencies

In regards to the Management team of SportsRox, the core competencies of the Company include:

- Website development
- Interactive rich media content development
- Flash front end development
- Concept and script development for video and interactive content
- Database development for clonable website functional units
- Online game development
- Live video production and post production
- Computer graphics and animation
- Variety of content experts and sports trainers

Some of the recent work of bConnects Agency, as an example, demonstrates the developmental experience that will be required for the SportsRox venture. The SportsRox effort will utilize expertise and actual programming, PHP, XML, and Flash presentation modules, developed by bConnects.

Goals

The primary short-term goal of the company will be to test the viability of the sport training/ interactive rich media concept by launching BaseballRox.com in February of 2008. Production of the site began in the Fall of 2007.

SportsRox will have access to a proprietary technology system allowing for functional cloning of database and front-end presentation modules originally developed by bConnects LLC. The system that allows some cloning of key functional and presentation elements should be completed during the summer of 2008. This system, based on self-contained functional units, should allow bConnects to

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assemble a rich media Website with video tutorials, feature “documentaries” and games for a specific sport or interest group in a quick and cost effective manner. In bConnects product offerings like LawConnects, some of the basic data input and export strategy and functionality required by SportsRox has already been built and tested.

While the future goal of SportsRox Publishing is to launch 3-5 high traffic websites devoted to youth sports in 2008, the long-term goal of the company is to develop a broadband online magazine production system. In such a system, technology and processes are used to link editors, artists, translators and production personnel in a way that lets colleagues focus on their areas of expertise while producing products and services at a highly efficient pace. In a sense, SportsRox can be like a manufacturing company that has streamlined its mass production system to maximize efficiencies. We hope to use such a system to produce many products that can, in the aggregate, generate large amounts of revenue and income for the company.

Go to market strategy

SportsRox plans to release an Alpha version of its BaseballRox.com website in March of 2008. Initial effort will be on developing the look and feel of site and content samples for each section. Following the release, initial contact with potential sponsors can begin. Below is an outline of the development and marketing plan for the product. The plans outlined below may change or be updated to respond to new strategic goals or to meet new market conditions or resource allocations.

March 3, 2008 (Demo)

Product

- Redesigned site with all intended pages that will be in the initial release.
- Flash animations and sounds added to site.
- Training- 4+ completed video training segments, 3 quick-card examples.
- Games- 3 trivia and arcade games, 3 video puzzles, 3 images of non-functional games.
- Features- 2 slideshows, 3 cool facts units, movie section, book section, math flash card units.
- Coach’s Corner- coaches forum, ½ of printable drill sheets, ½ of coach tools, ½ PCA section.

The March 3rd product goal is a complete demo product with the look and feel of the final product and examples of real content in all product sections. It will be shown immediately to prospective sponsors as soon as possible after release.

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Marketing

- Marketing plan completed.
- Event based program plan completed.
- Social networking program started.
- Sponsor target list completed.
- Initial calls to targeted companies.
- Sales collateral complete.

Traffic

- PR plan completed.
- Traffic plan completed.
- Direct mail campaigns to Leagues.
- Initiate contact with PONY League, Little League and other youth baseball organizations.

March 17, 2008 (Alpha)

Product-

- Google AdSense and other programs activated.
- Training- video training segments for batting, pitching, infield and outfield, 3 quick-card units.
- Games- 7 trivia and arcade games, 3 video puzzles, 2 images of coming soon games.
- Features- 2 slideshows , 3 cool facts units, movie section, book section, math flash card units, health section, 1-2 media blog features, kids web gems, 1-2 interview segments.
- Coach's Corner- coaches forum, printable drill sheets, coach tools, PCA section.

With the aid of a fully functioning product, public relations and advertising can be fully started.

Marketing

- Marketing plan completed-v2.
- Sponsor targets revisited and closed- target 1-2 signed, 4-6 in progress.
- Event based programs in negotiation phase.

Traffic

- PR program executed.
- Traffic plan implementation.
- Direct mail etc. campaigns sent to leagues.

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(March 31th - MBA opening day) - SportsRox has scheduled the release of the BaseballRox.com website to coincide with the start of the Major League Baseball season in order to access the largest amount of potential users to the BaseballRox website.

March 31, 2008 (Launch)

Product

- All sections (training, games, features and coach's corner) expanded and improved.
- More user contributed content activated.
- Foreign language sites launched?
- Micro site program to be linked to league websites.
- Social networking program launched.

Marketing

- Marketing plan completed-v3.
- Sponsor targets revisited and closed- target 2-4 signed, 3-5 in progress.
- Event based program signed?

Traffic

- PR program executed.
- Online banner advertising launched.
- Radio, print advertising?
- Direct mail etc. campaigns sent to leagues.

Management, board of directors and board of advisors

Management

CEO / Director - Erik Stanton Chan

During the last 15 years, Erik Chan has been responsible for the management and production of hundreds of multimedia and web-based products.

Since 2002, Erik Chan has been managing partner/creative director of the bConnects Agency, an interactive agency. Prior to founding the bConnects Agency, Erik was Creative Director of ZapMe! Inc. (later named rStar Media). As the company's lead creative officer, he spearheaded development of marketing pieces for clients including Gatorade, Kodak, Xerox and the US Navy.

Erik also worked at Stormfront Studios, 911 Entertainment and Rocket Science Games. In art director and senior digital artist roles, he worked on projects such as Madden Football 97 and Microsoft's Interactive TV Network. In addition, Erik's background includes successful "garage start-up" development. As a founder and art director of Attitude Software, Erik worked with four programmers and a lawyer to develop an advanced 3D web chat technology offering that was sold to Adobe Systems in 2001.

He is a licensed architect and holds a bachelor's degree in Architecture from the University of California at Berkeley (1980-84). As a graduate of Art Center Europe's advance design program, Erik also studied product design and computer graphics in Vevey, Switzerland (1989-1990).

President / Director - Oliver Simons

Since the late 1990s, Oliver Simons helped to found and develop a multiple high growth companies. Utilizing two decades of private and professional experience in sales and marketing, business development and information technology, Mr. Simons is poised to bring his expertise to a new online demographic.

Oliver Simons helped co-found an Educational Internet Company called ZapMe! in 1997 and aided the company in going public in October 1999, raising over \$100 million. The Company established (at the time) the largest private satellite network in the United States, encompassing 2,200 sites within eighteen months in conjunction with Gilat Satellite Networks. Mr. Simons also helped develop a strategic partnership with Dell Computer Corporation and Toshiba America, Inc. Both partnerships

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provided investment capital to the organization and worked closely with the company in developing the ZapMe! Network.

Mr. Simons has been involved with strategic sales and business development since acquiring a BS in Computer Technology, along with an MBA and a BA from the University of Southern Colorado. The degrees in business emphasized management and marketing, along with Management Information Systems Technology for Corporations with multiple locations.

Advisory Board

Advisor / Chairman of the Board - Jon Joss

Jon Joss is a 1987 graduate of the University of Washington. He continued his education by receiving a Fellowship in the Society of Actuaries. Jon is currently a consultant designing and solving retirement work force issues for several of the largest companies in the Bay Area.

Jon is the father of four boys who are active in many different sports. Jon has been coaching baseball for the last ten years as well as serving on the Orinda Baseball Association board as President and Commissioner.

Advisor / Board Member - Karen Francis

From 2004 to 2007, Karen C. Francis was Chairman and CEO of Hal Riney ad agency, Hal Riney clients under her direction included well-known brands such as U.S. Cellular, WellPoint, Wrigley and Pinnacle Foods. Prior to joining Riney in 2004, Francis was Vice President of Ford Motor Company, responsible for global ebusiness strategies, customer relationship management, and export operations. Francis also held several positions at General Motors, including General Manager of the Oldsmobile division. Her accomplishments at GM led her to being named the “Top Newsmaker of 1999” by the Automotive News magazine and a 1998 “Woman to Watch” by Advertising Age. Prior to joining General Motors, Francis served as Vice President of Marketing at Berol Corporation and was a consultant at Bain & Company.

She earned a bachelor’s degree in Economics from Dartmouth College and a M.B.A. from Harvard University.

Advisor - Jeffrey J. Holland

Mr. Holland Co-founded Seacoast Capital in 1994. Previously, Mr. Holland was a Senior Investment Manager of Signal Capital and opened the San Francisco office in 1989. Prior to joining Signal Capital in

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1987, Mr. Holland was a consultant with The MAC Group, Inc., where he worked on strategy engagements in the financial services industry, and Andersen Consulting. He received a BS in Industrial Engineering from Stanford University and an MBA from Harvard Business School. In addition to serving on the boards of several Seacoast and Signal Capital portfolio companies, Mr. Holland is on the board of the Harvard Business School Association of Northern California.

Advisor - John McGonigle

Prior to his retirement in late 2006, John worked for 17 years at Charles Schwab & Co., Inc., where his various roles included EVP and head of mutual funds and asset management, member of the management committee, and (later, when he worked part time) Chief of Staff to Chuck Schwab.

A California native, John has an MBA in Finance from UC Berkeley and a BS in Ag Econ from UC Davis.

Advisor - Bob Edwards

Bob Edwards is currently CFO of SelectQuote. Prior to his current position, Bob was CFO of ZapMe!, a publicly traded internet company. Mr. Edwards was also the CEO and Chairman of A Sports, Inc which was a \$15 million sporting goods manufacturer serving the action sports industries. He was also a senior VP of Corporate Development and Planning for K2, Inc which is a diversified consumer products manufacturer that is geared towards sports.

Mr. Edwards has a BA in Economics from Tufts University and an MBA in finance from UCLA.

Advisor - Rob Weikert

Mr. Weikert is a litigation partner with the international law firm, Thelen Reid Brown Raysman & Steiner LLP. He has extensive litigation experience involving intellectual property such as trademarks, copyrights, and trade secrets. His representative cases have involved the computer (hardware and software), building materials, construction, electronics, produce, hotel, publishing, yachting and credit services industries, as well as manufacturers of toys, food and pharmaceuticals.

Mr. Weikert holds an AB degree in Economics from UC Berkeley and a JD degree from Santa Clara University School of Law.

Stock Ownership (in shares) following the closing of the Offering (assuming all of the offered Shares have been purchased):

Investors in the Offering (\$150K):	1,500,000
Erik Chan – Founder	2,150,000
Oliver Simons – Director	800,000
Advisory Board	400,000
bConnects (Technology Provider)	800,000
Jeff Holland and Jon Joss – Lead Advisors	1,050,000
Total	6,700,000

Summary of the Offering

Set forth below is a summary of the terms of the Offering, which is being conducted as a private placement of the Company’s common stock. This summary is qualified in its entirety by express reference to this Memorandum and the exhibits hereto. Each prospective subscriber should carefully review this entire Memorandum and all materials referred to herein and conduct his or her own due diligence before subscribing for the Shares.

Securities Offered: Up to 1,500,000 shares of the Company’s common stock, no par value per share (the “Shares”), at a purchase price of \$0.10 per share.

Offering Period: The Offering will terminate on the earliest of: (a) the date upon which the Maximum Offering Amount has been sold, (b) the date the Company, in its discretion, elects to terminate the Offering, or (c) March 31, 2007 or such later date as may be extended from time to time by the Company at its sole discretion, but not later than 270 days thereafter.

Use of Proceeds: The Company intends to use the proceeds from the Offering for (i) Product development

fees, (ii) Business operations, and (iii) Marketing and traffic building programs.

Subscription Agreement: Each Investor who purchases Shares must execute and deliver a Subscription Agreement and Investor Suitability Questionnaire in the form attached hereto as **Exhibit C**.

Shareholders Agreement:..... Each Investor who purchases Shares must enter into a Shareholders Agreement governing certain issues relating to its ownership of the Shares and operations of the Company. Each Investor is required to review the Shareholders Agreement in the form attached hereto as **Exhibit B** and must sign such Agreement in connection with his or her purchase of the Shares.

Risk Factors: Prospective purchasers of the Shares should give careful consideration to certain risk factors described under “RISK FACTORS,” and especially to the speculative nature of this investment and the limitations described therein for a resale market for the Shares and the resulting long term nature of any investment in the Company. See “Risk Factors” beginning on page 39 of this Memorandum.

THIS MEMORANDUM IS THE EXCLUSIVE OFFERING DOCUMENT RELATING TO THE OFFERING. PROSPECTIVE INVESTORS SHOULD NOT RELY ON ANY INFORMATION NOT CONTAINED IN THIS MEMORANDUM OR INCORPORATED HEREIN BY REFERENCE.

Revenue and income

A majority of the Company's income is expected to come from advertising programs and sponsorship. Initially, a dynamic online ad delivery system, such as Google AdSense, will be utilized to generate impression based revenue from text and banner ads. Ad rates may vary, but a general rule of thumb states that each 1000 impressions should generate \$15 of ad revenue.

While impression based ad income will be an important component of SportsRox revenue, management believes that click based revenue will probably prove to be a more profitable revenue component. As Google's CEO, Eric Schmit states, "relevance is the key". Sports equipment online retailers have shown that they are willing to pay 50+ cents for each click on text ads related to baseball equipment keywords. Niche oriented SportsRox sites should provide a high rate of "click-throughs" from its users

In addition to revenue from dynamically placed ad programs, the company may also develop agreements directly with advertisers to sponsor specific features or whole sections of our websites. Our video-based training modules should be particularly attractive to advertisers who already have online video ads produced for the internet.

Target companies for sponsorships are expected to fall into two groups. First, SportsRox will approach baseball equipment companies and sports apparel/shoe companies. Second, SportsRox will target companies that have a history of marketing to youth sports players/fans. For example, the company will approach companies that were sponsors of the Little League World Series.

The creation of games, videos and even printed material that can feature product placement and rich media messages can all encompass revenue potential from sponsors. Sponsorship revenue may ultimately become the largest source of income for SportsRox because sponsorship programs can guarantee a very targeted and comprehensive marketing message.

For example, if a company like Easton sponsors the batting section within video training, Easton bats will appear prominently in videos within the section. In addition to logo and video commercial appearances at the beginning of video segments, slow motion close-up shots during the actual training videos may provide an extremely powerful branding experience for companies like Easton.

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If Tops trading company signed up to be a sponsor, we might create a flip card matching game that featured Tops trading cards. Advisory board members of SportsRox have strong ties with potential SportsRox sponsors and SportsRox believes that its advisors will be helpful in attracting sponsor signups.

Once the site is launched, affiliate programs with sites like amazon.com may allow additional revenue generating opportunities. We are also exploring an ecommerce partnership with a large sports equipment supplier that would sell discounted overstock sports items.

Finally, SportsRox production staff may charge companies who utilize rich media production services for the creation of online ad programs.

Our financial projections show income in the spring of 2008 and positive cash flow within 12 months. Please review the SportsRox financial projections for more detailed information.

Marketing & Traffic Generation

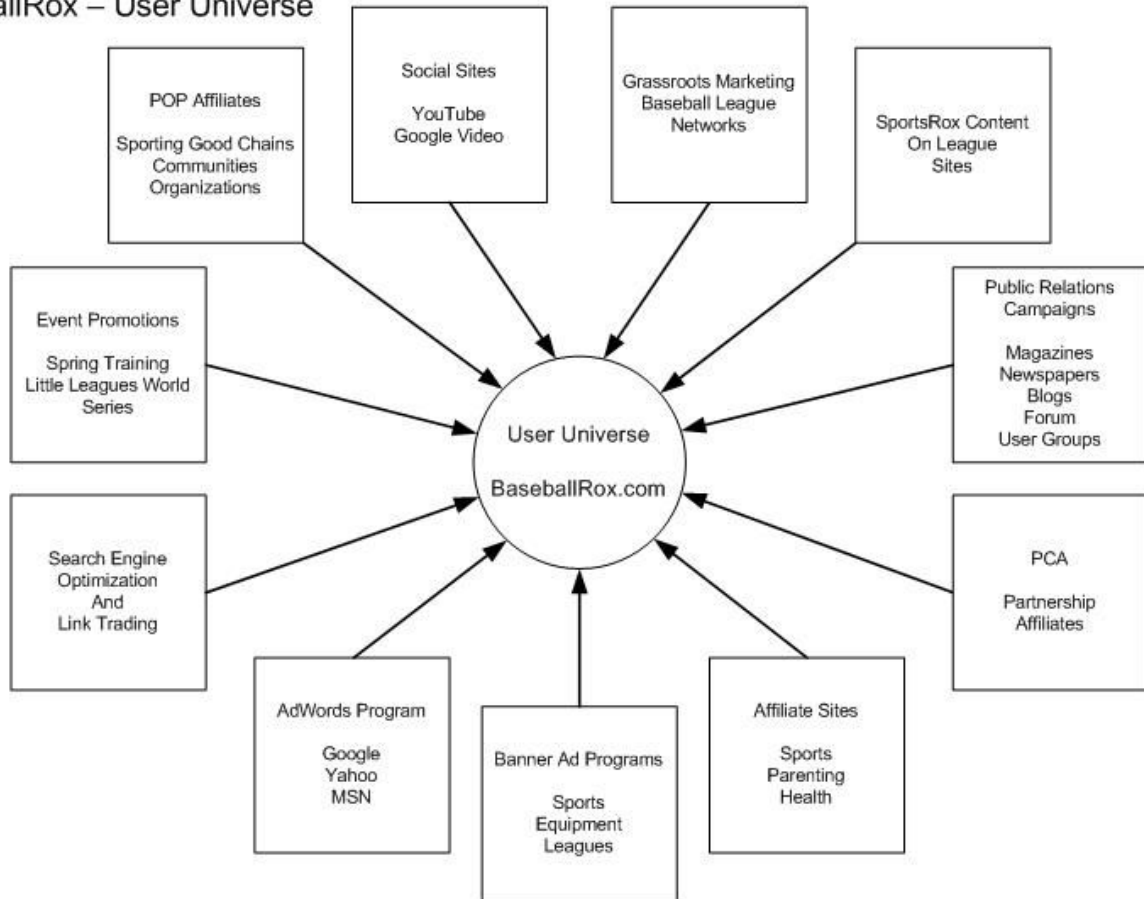
One of the main challenges of any Internet Site is the acquisition and retention of users. SportsRox is focused on providing relevant and compelling content for free to the Youth Sports market. Management believes that since SportsRox will be offering useful and entertaining Web content absolutely free to users, this will be a distinct advantage when promoting its first sites to increase their user base. Utilizing Baseball as the jumping off point for the website, the following is an explanation of how SportsRox could capture a significant user base in a short amount of time.

SportsRox Publishing will seek to promote site usage of its first website offering, BaseballRox.com, with a variety of traffic building programs including:

- Grassroots Marketing - Baseball League Networks
- SportsRox Content on League Sites
- PR - Public Relations Campaigns Targeted at Magazines, Newspapers and Blogs
- PCA – Positive Coaching Alliance
- Connections with Sports, Parents and Health Related Online Destinations
- Online Banner Ad Programs
- Text-based Adwords Programs
- Search Engine Optimization and Link Trading
- Promotions at Events (Spring Training, Little League World Series)
- Displays at Sporting Good Retail Establishments, Community Centers, etc.
- YouTube, MySpace, Google Videos & other Social Sites.

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BaseballRox – User Universe



League Networks

We believe that one of the best ways to drive traffic to BaseballRox.com will be to promote the product to members of large baseball organization networks, such as Little League Baseball and The Pony Baseball Organization. Each of these networks, which connect localized leagues, have connections to several thousand to multi-million potential users. The anticipated SportsRox strategy will involve contacting highly influential league presidents, coaches and commissioners. We believe that these individuals will be encouraged to pass on their discovery of BaseballRox.com to coaches, players and parents in their league/community after sampling the website.

As contact lists are acquired, we will utilize email and direct mail in campaigns to reach league members. Several members of the SportsRox advisory board have strong ties to the PONY Organization. SportsRox will also utilize free and paid lists to provide focused marketing material to coaches and baseball related organizations.

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SportsRox content on league sites

SportsRox will also provide programs for league sites to help promote our Internet services. This can be accomplished using link exchanges and targeted advertisements in exchange for the league sites to integrate our name and content to their Internet presence. Because families repeatedly check schedules on local league sites, training information on these sites from BaseballRox (that is updated weekly or monthly) can generate significant amounts of user sessions.

PR- Public Relations

Management believes that SportsRox public relations campaigns will present the youth oriented products as a valuable free service or resource which will be valued by a variety of newspaper and magazine publications. Targeted publications may include:

- Youth/sports related publications, such as Junior Baseball and Sports Illustrated Kids
- Magazines aimed at mothers, families and child rearing.
- Health related magazines
- Local and national publications that highlight community activities like sports leagues

In addition, business and new media publications, such as Business Week and Wired Magazine, could be encouraged to write about SportsRox as an example of new business models on the Internet. Attractive article topics for such publications could include: marketing to generation z, sponsored online free training videos threatening the training DVDs industry, the emergence of youth oriented multimedia e-zines or the rise of niche market online publications.

PCA

PCA, the Positive Coaching Alliance, is an organization that strives to provide all young athletes the opportunity for a positive, character-building experience. PCA has partnerships with more than 1,100 youth sports organizations, leagues and schools. SportsRox advisors will utilize their relationships with the leadership of PCA to provide a synergistic partnership that will allow both SportsRox and PCA to build upon their corresponding missions.

Sports, parents and health related online destinations

SportsRox plans to produce some of the best training, health and sport specific features on the web. Versions (or subsets) of this content can be placed on high traffic sites that are always hungry for new content to be placed on their sites. Sites like ivillage.com, msn.com, yahoo and aol.com, among others,

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regularly showcase articles from content partners like magazine publications and community-based Internet offerings. SportsRox would offer content in exchange for exposure and links back to our sites.

Online banner ad programs

The industry standard benchmark rate for banner ad placement is \$15 for 1,000 impressions. At this rate, BaseballRox could get exposure to 100,000 potential users for \$1,500. Selective targeting of impression based banner ads could be one of the company's more successful traffic building programs. Utilizing a banner advertising program also allows the Company to facilitate future relationships with companies dealing with sports, apparel and accessories to become a future sponsor and/or advertiser.

Text ad programs

Utilizing text advertising on several target specific sites will also provide increased traffic to SportsRox. Text advertising programs can be highly customized to provide reach into geographical areas. Text ads are generally a quick and simple way to purchase relatively inexpensive and highly targeted advertising. These programs are highlighted as users search for specific content. As an example, utilizing the words "baseball training" provides estimated clicks per day of 50 to 63 on a minimal budget of \$70 to \$80 a day. This equates to a Cost per Click (CPC) rate of 70 cents. On the other side of the spectrum, a CPC rate of 5 cents would provide 164 to 250 clicks for the term "baseball" at a daily cost of \$15.

Search engine optimization and link trading

SportsRox expects to create generic linking options by strategically registering on every major search engine for all baseball related topics. Specific relevancy can be achieved for minimal cost using this approach. This would also include trading links with many baseball related sites on the Internet to help increase traffic. We consider these options to be a very inexpensive way to continuously provide exposure to the SportRox family of websites.

Promotions at events (Spring Training, Little League World Series)

Using major events as a promotional opportunity for SportsRox is another important element in building awareness for our services. One example would involve distributing flyers on all parked cars during Spring Training to highlight SportsRox. Another effort could involve partnerships with companies like Vitamin Water and Powerbar to produce multi-product gift bags that also contain BaseballRox brochures. Event organizers could also be contacted to possibly provide banners and other related promotional material to help build traffic and awareness along with helping build a stronger loyalty to baseball in general.

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Displays at Sporting Good Retail Establishments, Community Centers, etc.

Promotions at sporting goods stores, community centers, schools and online retailers may be offered in exchange for such things as promotional links on the BaseballRox.com site. This could also encompass point of purchase displays (or cards) for retailers and community centers and other related handouts for schools.

YouTube, MySpace, Google Videos & other Social Sites

Because SportsRox, through BaseballRox.com, will be producing a rather large and varied amount of content, we can look at posting certain pieces of this content to different sites throughout the internet. Many of these “social” sites have large followings and loyal users. SportsRox can also showcase its content (i.e. videos, games, training info, etc.) to users that are interested in baseball and we would expect that the initial sampling of content would bring many of them to BaseballRox.com. Management believes that creating a BaseballRox widget for FaceBook will become a high priority item in the spring of 2008.

Traditional media advertising

Finally, the company may experiment with traditional advertising vehicles such as radio commercials print and billboard ads.

Exit Strategy

"Today, more and more large companies such as AOL and InterActive (IAC) are buying small Web sites to bolster their Web presence, or expand into new content offerings. They're eager for the loyal audiences, traffic, and brands that small sites—often with only 10 to 30 staffers—have created in specific niche markets." - BusinessWeek

SportsRox seeks to dominate a youth market and create scaleable processes and proprietary technology that will be seen as valuable to new media companies and traditional media companies that want a stronger online presence. By achieving company goals outlined in this business plan, the Company believes that it can become an attractive buyout target. Moreover, we believe that the Company will begin generating significant revenues within months of beginning operations.

Recently, ClubPenguin.com, a social networking site for children, was sold to Disney for over \$700 million. Internet products that successfully connect with younger web users will become major components of large media companies that offer a range of online and offline products.

"There are two levels of purchase going on right now," says Allen Weiner, research director at Gartner, a firm that tracks technology companies. "Established Web companies are entering new categories to expand content spread and functionality, and traditional companies are vying for platforms for viral distribution. Both are going after acquisitions; they're just looking at different things," says Weiner.

Risk Factors

You should consider the following factors and other information in this Memorandum relating to our business and prospects before deciding to invest in the Shares. This investment involves a high degree of risk, and you should purchase the Shares only if you can afford to lose the entire sum invested in the Shares. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, you may lose all or part of your investment.

The following factors, among others, could cause actual results to differ materially from those contained in forward-looking statements made in this Memorandum and presented elsewhere by management from time to time.

DEVELOPMENT STAGE COMPANY

SportsRox, Inc. was incorporated on November 15, 2007. We plan to launch our initial website, BaseballRox.com, in March 2008. As such, we have a limited operating history on which investors can base an evaluation of our business and prospects. Our revenue and income potential are unproven and our business model is unique, constantly evolves and will continue to evolve. We have limited insight into trends that may emerge and affect our business. The Company's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the creation and expansion of a business, operation in a competitive industry, and the continued development of advertising, promotions and a corresponding customer base. We anticipate that the Company will sustain losses in the future. There can be no assurances that the Company will ever operate profitably.

An investor in the Shares must carefully consider the risks and difficulties frequently encountered by companies in an early stage of development, as well as the risks we face due to our participation in a new and rapidly evolving market. To address the risks we face, we must, among other things:

- expand our sites through partnerships, organizations, clubs and other steps to attract additional users to the SportsRox sites;
- ensure that our users use our sites frequently;
- attract a large number of sponsors from a variety of industries;
- adapt to changing government regulations and political processes;
- anticipate changes in and adapt to a new and developing market;
- maintain our current strategic alliances and develop new ones;
- maintain our relationships with key third parties;
- build and strengthen user loyalty;
- offer compelling content;
- gain acceptance of interactive online sponsorship by users and sponsors;
- increase awareness of the SportsRox brand;
- respond effectively to competitive pressures;
- continue to develop and upgrade our communication and collaboration services and our technology; and
- attract, retain and motivate qualified personnel.

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Our business strategy may not be successful and we may not successfully overcome these risks.

HISTORY OF LOSSES; ANTICIPATED INCREASED OPERATING EXPENSES

We plan to incur net losses of approximately \$180,000 for the period of inception through April 30st, 2008. These losses should result primarily from costs related to developing the SportsRox sites, developing content and features for SportsRox sites, marketing expenses and general business expenses. We do not expect to achieve profitability in the first six months of operation. We expect to have increasing net losses and negative cash flows for the foreseeable future. The size of these net losses will depend, in part, on the rate of growth in our revenues from our sponsors, advertising programs, e-commerce offerings and sites services and on the level of our expenses. If our business plan is successful, we intend to increase our operating expenses substantially as we:

- increase the number of users of our sites through the deployment of our youth sports sites, starting with BaseballRox.com;
- increase our sites usage through marketing activities and the addition of new features; and
- increase our general and administrative functions to support our growing operations.

As a result, we expect that our operating expenses will increase significantly for the foreseeable future. With increased expenses, we will need to generate significant additional revenues to achieve profitability. Consequently, it is possible that we will never achieve profitability, and even if we do achieve profitability, we may not sustain or increase profitability on a quarterly or annual basis in the future. If we do not achieve or sustain profitability in the future, then we may be unable to continue our operations.

FLUCTUATING AND UNPREDICTABLE OPERATING RESULTS

Our quarterly and annual operating results are likely to fluctuate significantly in the future due to a variety of factors, many of which are outside of our control. Some of the factors that may affect our quarterly or annual operating results include:

- the rate of usage of our sites
- our ability to generate and sustain significant levels of sponsorship revenue;
- our ability to manage costs, including personnel costs; and
- costs relating to possible acquisitions and integration of technologies or businesses.

Due to the above factors, we believe that period-to-period comparisons of our operating results are not necessarily meaningful, and should not be viewed as indicators of our future performance.

UNTESTED PLAN FOR GENERATING REVENUE

The success of our business will depend on our ability to generate multiple revenue streams through the SportsRox online sites. We initially expect to receive the majority of our revenue from:

- sponsorships;
- e-commerce;
- impression and click-based advertising;
- partnerships; and
- online publishing services

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From inception through March 31, 2008, we expect to generate most of our revenue from sponsorships with advertising revenue to start generating income by April, 2008. Over the longer term, we expect most of our revenue to come from sponsorships, e-commerce, partnerships and online advertising.

We expect that revenue from sponsorships will make up a significant amount of our revenue for the foreseeable future, although we may never achieve significant sponsorship revenue. Since the SportsRox sites will be in a new and unproven advertising medium, advertisers that have traditionally relied on other advertising media may be reluctant to purchase advertising from us or they may face creative challenges in developing media for sponsorships on the SportsRox sites. Potential sponsors may believe that online advertising in general, and sponsorship on our sites in particular, is less effective than traditional advertising media for promoting their products and services. Consequently, they may allocate little or none of their advertising budget to sponsorships on the SportsRox offerings.

In addition, competition for Internet-based advertising revenue is intense and the amount of available standard banner advertising space on the Internet is increasing at a significant rate. These factors may cause Internet advertising rates to decline and we expect that these rates may continue to decline in the future. While we expect to have the ability to deliver online advertising in a richer format than standard banner advertising, we anticipate that we would be subject to the continued decline. We cannot be sure that we will be able to attract sponsorship revenue in quantities and at rates that are sufficient to support our business model or at all. Our failure to attract sufficient sponsorship would result in decreased revenue than anticipated and it would likely impact our ability to meet our business plan.

The success of our e-commerce initiative depends on our users being willing to engage in commerce over our sites and more generally upon the continued adoption of the Internet as a medium for commerce by a broad base of customers and our users. If this market fails to develop or develops more slowly than expected, or if our e-commerce services do not achieve market acceptance, our revenue generated from e-commerce will be lower than expected.

REQUIREMENT TO RETAIN AND GROW USER BASE

The success of our business will depend on our ability to add users and demonstrate to sponsors and advertisers that our users are using the SportsRox online offerings on a regular basis.

There are also a variety of reasons why our users might not continue to regularly use our service. Some users may dislike our advertising methods. Users may find that our features and content are not sufficiently compelling to continue regular use, or may turn to other Internet sites. A number of our users may not actively use our service for periods of time. If we do not have an active and growing user base or we are not able to demonstrate to the satisfaction of our sponsors that we have an active and growing user base, sponsors may choose not to enter into sponsorship agreements with us and our revenue generated from sponsorships would suffer.

DEMAND FOR RICH MEDIA SPORTS RELATED CONTENT

No companies have yet provided the mix of sponsor supported rich media training and entertainment products to young sports enthusiasts and their parents that SportsRox is planning to offer. Therefore, we can only speculate on how the target market will respond to such a product. High user adoption rates for such an offering cannot be guaranteed.

COMPETITION

The environment within which SportsRox operates is new and rapidly evolving, and we expect competition in and around this market to intensify in the future. While we do not believe any of our competitors currently offer the useful and engaging content that will be offered by the SportsRox, we may face competition from a number of companies who could market products and services to a similar base of users, and who could in the future seek to compete more directly with us. In this light, we believe current and potential competitors of SportsRox (and potential partners) could include companies and organizations such as Disney, Major League Baseball, ESPN, Youth Sports Organizations (like Little League Baseball) and sporting equipment companies like Nike. Such companies have substantially greater financial and business resources than the Company and could offer specialized services similar to those being offered by the Company.

INADEQUATE FUNDS; REQUIREMENT FOR ADDITIONAL CAPITAL

We expect to use the net proceeds of this offering primarily to develop and launch an initial online product (BaseballRox.com), to continue product development and to fund initial sales and marketing activities. If all of the offered Shares are sold, we believe that such proceeds, together with our existing capital resources, will be sufficient to meet our cash requirements for at least the next six months. If fewer than all of the offered Shares are sold or certain assumptions contained in the Company's business plans, as described in this Memorandum, prove to be incorrect, or if capital requirements vary materially from those currently planned, we may require additional financing sooner than anticipated.

We expect to require additional funding in the foreseeable future and anticipate closing such a transaction not later than the second quarter of 2008. Further, such additional funding may be at a different price or on a different valuation than the Offering. If additional funds are raised through the issuance of equity securities, the percentage ownership of all of our stockholders will be reduced, stockholders may experience additional dilution, and/or these equity securities may have rights, preferences or privileges senior to those of the holders of the Company's common shares. If additional funds are raised through the issuance of debt securities, such securities would have rights, preferences and privileges senior to holders of the Company's common shares and the terms of such debt could impose restrictions on our operations. Additional financing may not be available when needed on terms favorable to us or at all. If adequate funds are not available or are not available on acceptable terms, we may be unable to deploy our sites, develop or enhance our services, take advantage of future opportunities or respond to competitive pressures, all of which would severely harm our business.

BRAND RECOGNITION

The development of our brand is important to our future success. If we fail to develop sufficient brand recognition, our ability to attract advertising and sponsorship revenue may be impaired, and our revenue will suffer. In order to build our brand awareness we must succeed in our brand marketing efforts, deliver features and services that are engaging to our users, provide high-quality content and increase user traffic to the SportsRox sites. These efforts have required, and will continue to require, significant expenses. If we expend additional resources to build the SportsRox brand and do not generate a corresponding increase in revenue as a result of our branding efforts, or if we otherwise fail to promote our brand successfully our business could be harmed. We cannot assure you that we will be successful in developing our brand.

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POTENTIAL LIABILITY

Potential Product Liability. We plan to develop a range of e-commerce opportunities. Consumers may sue us if any of the products that we sell online are defective, fail to perform properly or injure the user. Liability claims resulting from our sale of products could require us to spend significant time and money in litigation or to pay significant damages.

Potential Liability for Information. Our plans include development of training and information modules which will be broadcast over our sites, which may subject us to liability. As an example, if an injury occurs to a baseball player who has reviewed a training video, we may be sued for causing the injury. While we cannot predict whether or not we would ultimately be held liable in such a situation, any such claims could require us to spend significant time and money in litigation or to pay significant damages.

Potential Liability for Content. We may be subject to claims relating to content that is published on or downloaded from the SportsRox sites. We also could be subject to liability for content that is accessible from our sites through links to other web sites or that is posted by members in chat rooms or bulletin boards. Although we carry general liability insurance, our insurance may not cover potential claims of this type, such as defamation or trademark infringement, or may not be adequate to cover all costs incurred in defense of potential claims or to indemnify us for all liability that may be imposed. In addition, any claims like this, with or without merit, could require us to change our sites in a manner that could be less attractive to our customers and would result in the diversion of our financial resources and management personnel.

THIRD PARTY SOFTWARE, SYSTEMS AND RELATED SERVICES

All of our advertisements are served using licensed software. While there is other software available, it would substantially disrupt our business in the near term to switch to another provider. As such, we are reliant on this software. If the software fails to perform as expected, or if we are not able to renew such agreement or license or internally develop similar software in the future, we may not be able to effectively display advertisements to our users. In such event, our revenue from sponsorships would likely suffer. Similarly we are dependent on bConnects, LLC to provide proprietary technology and software that might not perform as specified, which could hinder the growth of the Company in the near term. If either party were to terminate the arrangement with bConnects, this could increase our expenses in creating replacement products and hinder the growth of the Company in the near term.

PRODUCT AND SERVICE DEVELOPMENT

Our market is characterized by rapidly changing technologies, frequent new service introductions and evolving industry standards. The recent growth of the Internet and intense competition in our industry exacerbate these market characteristics. Our future success will depend on our ability to adapt to rapidly changing technologies by continually improving the performance, features and reliability of our sites. We may experience difficulties that could delay or prevent the successful development, introduction or marketing of new features, content or sites services. In addition, our new enhancements must meet the requirements of our current and prospective users and must achieve significant market acceptance. We could also incur substantial costs if we need to modify our service or infrastructures to adapt to these changes.

MANAGEMENT OF GROWTH

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We expect to rapidly and significantly expand our operations. We anticipate that further significant expansion will be required to grow our user base if we are to be successful in implementing our business strategy. We may not be able to implement management information and control systems in an efficient and timely manner, and our current or planned personnel, systems, procedures and controls may not be adequate to support our future operations. If we are unable to manage growth effectively, our business would suffer.

RELIANCE ON KEY PERSONNEL

Our success depends to a significant degree upon the continued contributions of the principal members of our sales, marketing and management departments many of whom perform important management functions and would be difficult to replace. Specifically, we believe that our future success is highly dependent on our senior management and in particular on Erik Chan, Chairman and Chief Executive Officer. We do not have employment contracts with our key personnel. The loss of the services of any key personnel, particularly senior management, could seriously harm our business.

FUTURE PERSONNEL

We have recently hired and anticipate continuing to hire additional engineering, sales, marketing, e-commerce, customer support and accounting personnel. We may not be able to attract and retain the necessary personnel to accomplish our business objectives, and we may experience constraints that will adversely affect our ability to deploy the SportsRox sites in a timely fashion or to support our users and operations.

POTENTIAL ACQUISITIONS OR PARTNERSHIPS

As part of our business strategy, we expect to review acquisition or partnership prospects that would complement our current product offerings, augment our market coverage, enhance our technical capabilities, or otherwise offer growth opportunities. While we have no current agreements or negotiations underway with respect to any such acquisitions, we may acquire businesses, products or technologies in the future. In the event of such future acquisitions, we could:

- issue equity securities which would dilute current stockholders' percentage ownership;
- incur substantial debt; and
- assume contingent liabilities.

Such actions by us could have a detrimental effect on our results of operations and/or the value of our securities. Acquisitions also entail numerous risks, including:

- difficulties in assimilating acquired operations, technologies or products;
- unanticipated costs associated with the acquisition that could materially adversely affect our results of operations;
- negative effects on our reported results of operations from acquisition related charges and of amortization of acquired technology and other intangibles;
- diversion of management's attention from other business concerns;
- adverse effects on existing business relationships with suppliers and customers;
- risks of entering markets in which we have no or limited prior experience; and
- potential loss of key employees of acquired organizations.

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We may not be able to successfully integrate part or all of any businesses, products, technologies or personnel that we might acquire in the future, and our failure to do so could seriously harm our business.

INTELLECTUAL PROPERTY

We seek to protect our intellectual property and to respect the intellectual property rights of others. To protect our own intellectual property, we rely on U.S. and international law regarding copyright, patents, trademarks and trade secrets as well as confidentiality agreements with employees, consultants, contractors and business partners. We cannot guarantee that we will succeed in obtaining, registering, policing or defeating challenges to our intellectual property rights, or that we will avoid claims that we are infringing the rights of others.

We anticipate applying to the US Patent and Trademark Office in the near term for registered trademark status in the United States for SportsRox and various other marks but we have not done so to date. We have not registered any copyrights. SportsRox controls access to our trade secrets and proprietary information by entering into confidentiality agreements with its employees, consultants, contractors and actual and potential business partners. We currently own the following examples of Internet domain names:

- sportsrox.com
- baseballrox.com
- soccerrox.com
- basketballrox.com

Despite our efforts to protect our intellectual property, we may be unsuccessful in doing so. We may be unable to register trademarks for a variety of reasons, including a mistaken belief that these items are eligible for intellectual property protection, that we are the entity entitled to this protection, if any or that a third party will not file for such marks prior to the filing of our applications. Our copyrights and trade secrets may similarly turn out to be ineligible for legal protection. In addition, parties may attempt to disclose, obtain or use its proprietary information despite, or in the absence of, a confidentiality agreement. Some foreign countries do not protect intellectual property rights to the same extent as the United States, and intellectual property law in the United States is still uncertain and evolving as applied to Internet-related industries. The status of domain names and the regulatory bodies in charge of them is also unsettled. Any inability to register or otherwise protect our intellectual property rights could seriously harm on our business since it could, among other things, enable competitors to copy important features on our sites.

Furthermore, third parties may assert intellectual property infringement claims against SportsRox. These claims, possibly including those from companies from which we license key technology for its operations, could result in significant liability, the inability to use key rights and technologies, and the invalidation of our own proprietary rights. In addition, regardless of the outcome, any litigation could be time-consuming, expensive, and distracting of management's time and attention. Any intellectual property claims and the possible resulting litigation could materially adversely affect our business.

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General Economic Conditions

Our market is characterized by rapidly changing technologies, frequent new service introductions and evolving industry standards. The growth of the Internet and intense competition in our industry exacerbate these market characteristics. Our future success will depend on our ability to adapt to rapidly changing technologies by continually improving our service offerings, performance and depth of our content. The Company is dependent on the continued growth of the Internet and increases in advertising and sponsorship revenue as current economic condition suggest.

SportsRox is also dependent on the continued popularity of sports in the youth market, both domestically and internationally. The Company can be adversely affected if the youth sports market size stays constant or declines.

The financial success of the Company may be sensitive to adverse change in general economic conditions in the United States or internationally, such as recession, inflation, unemployment, and interest rates. Such changing conditions could reduce demand in the marketplace for the Company's products. Management believes that the niche product it is creating will insulate the Company from excessive reduced demand. Nevertheless, the Company has no control over these changes or their effect.

Limited Transferability and Liquidity; Long Term Nature of Investment

To satisfy the requirements of certain exemptions from registration under the Securities Act, and to conform to applicable state securities laws, each investor must acquire his or her Shares for investment purposes only and not with a view towards distribution. Consequently, certain conditions of the Securities Act may need to be satisfied prior to any sale, transfer, or other disposition of the Shares, as described in the Investor Questionnaire. No public market exists for the Shares and no market is expected to develop. Consequently, owners of the Shares may have to hold their investment indefinitely and may not be able to liquidate their investments in the Company or pledge them as collateral for a loan in the event of an emergency.

An investment in the Shares may be long term and illiquid. As discussed above, the offer and sale of the Shares will not be registered under the Securities Act or any state securities laws by reason of exemptions from such registration, which depends in part on the investment intent of the investors. Prospective investors will be required to represent in writing that they are purchasing the Shares for their own account for long-term investment and not with a view towards resale or distribution. Accordingly, purchasers of the Shares must be willing and able to bear the economic risk of their investment for an indefinite period of time. It is likely that investors will not be able to liquidate their investment in the event of an emergency.

No Current Market for Shares

There is no current market for the offered Shares, and no market is expected to develop in the near future.

Offering Price

The price of the offered Shares have been arbitrarily established by the Company, considering such matters as the state of the Company's business development and the general condition of the industry

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in which it operates. The pricing bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

Projections: Forward Looking Information

Management has prepared projections regarding the Company's anticipated financial performance which are set forth in the Company's business plans. The Company's projections are hypothetical and based solely upon assumptions by Management regarding revenue from sponsorships and other income sources, and other factors influencing the business of the Company. The projections are based on management's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by the Company's independent accountants or any other third party. While we believe the projections are reasonable, there can be no assurance that they are correct. Furthermore, some assumptions upon which the projections are based invariably will not materialize due the inevitable occurrence of unanticipated events and circumstances beyond our control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into the Company's market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While SportsRox believes that the projections accurately reflect possible future results of the Company's operations, those results cannot be guaranteed.

Financial information

Please see File Named: SportRox_Financial_Projections.xls (Appendix A)

Offering documents

Stockholders agreement (Appendix B)

Investor questionnaire and purchase/subscription agreement (Appendix C),