



**Preferred Commerce Inc.**

**Learn2Grow.com**

*"Helping you become a more successful gardener"*

**Website**

www.Learn2Grow.com

**Industry:**

Gardening/Outdoor Living media

**Management:**

Michael Ferraro  
Frank Ferraro  
Frank Tansey  
Bosh Bruening  
Steve Griffin  
MaryAnn Patterson  
Mary Bruening

**Board of Advisors:**

Michael Ferraro  
Frank Ferraro, Sr  
Richard T Wolf  
Richard Centolella  
Frank Ferraro, Jr  
Joaquin Vendrell

**Current Debt:**

\$1.5 million

**Previous Investment:**

\$10.5 Million

**Financing Sought:**

\$3.5 Million - \$100,000 per unit 50,000 shares and 25,000 warrants

**Use of Proceeds:**

Advertising, Sales, site feature expansion and overall growth

**Business Description:**

PreferredCommerce Inc/Learn2Grow.com has identified a substantial niche market whereby we use the Internet, and software to provide content and real world "experience education" to the largest hobby in the United States and one of the top in the world, gardening.

**Company Name: Preferred Commerce, Inc** parent company of **Learn2Grow.com**

**Unique Value Proposition:**

We provide a niche market (over 100 million), expert content and social networking that not only helps consumer be better gardeners but also helps retailers and vendors sell more product to the targeted audiences

**Key Success Factors:**

- Secured a contract to build an training platform that represents a major percentage of a Fortune 50's revenue
- Secured the largest garden center in the world as a major alliance.
- Training of sales associates and consumer product support generated the largest percentage increase in sales in the company
- Successfully launched Learn2Grow.com and generate in excess of \$1 million in advertising sales in the first 14 months
- Created over 1,000 articles on a wide variety of gardening topics
- Built what will be the premier plant database for consumers including photos insect and disease information
- Major exposure in excess of billion impressions via partner advertising and promoting
- First company to ever have Lowe's send their customers to a third party destination for information and education
- Partnership with largest garden club in the world
- Revenue share for garden club online courses developed by Learn2Grow.com
- Successfully raised \$10 million through self-underwritten private placements

**Key Risk Factors**

- Not able to generate enough traffic
- Failure to generate enough revenue to support the model
- Failure to raise enough capital

**Status:**

- Develop course for National Garden Club, Inc - March 2009
- Launch Learn2Grow Kids - Spring 2009
- Launch social network - November 2008
- 1 million users - end 2009
- Profitability - 2<sup>nd</sup> quarter 2010

**Funding structure preferred:** Common Stock with 3 year Warrant

**Exit Strategy:** Sale to potentially a garden center leader or media/search engine interested in a niche with content and strong user demographics and loyalty. Other options are IPO, based on market conditions, to further leverage our user base for other opportunities

**Documents Available:** Private Placement Memorandum, PowerPoint, Articles, business plan