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The Offer Document

This document contains information that **MUST** be read by all prospective investors in the new international Security Company, to be formed.

INTCOM

Tomorrows Security, Today

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Application - Order of events:

- * Read the offer document
- * Read the cash-flows and budget sheets
- * Read the explanation sheets
- * Read the offer again – understand it and be comfortable with what the offer is about.

Any questions contact the offerror:

Robert South – offerror / promoter
76 Forge Rd., Unit 3
Silverdale
Auckland
Tel: +64 (9) 421 0032
Cell: + 64 (21) 141 7538

Not what you can understand or relate to? Thank you for getting this far!

You're interested in purchasing shares? What's the next step:

If you are paying for the shares now go to step 2, if you want some extra time to secure your funding to purchase the shares, start at step 1, step 2 can then be completed within a few weeks.

1. Complete the attached "Letter of Intent", this can either be mailed or faxed to the offices of Development Systems Ltd., at the following address:

*Attn: Robert South - Promoter
Development Systems Ltd.,
P. O. Box 302 074
North Harbour Postal Centre
North Harbour
Auckland
New Zealand
Fax: +64 (09) 421 0082*

2. Complete the 'Details Form' attached – *thinking about who the shareholder will be – you personally, your company, a trustee (on behalf of a named trust – Trusts cannot own shares). If necessary – take advice from your lawyer or accountant.*

3. Fax a copy of the completed sheet to the promoter,

*Attn: Robert South - Promoter
Fax: +64 (9) 421 0082*

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4. Deposit the funds into the account of Development Systems Ltd.,

Bank: BNZ

Branch: Orewa

Account Name: Development Systems Ltd.

Account Number: 020390 – 0001243 - 000

Please place on the transfer (funds from), - the same name as the shareowner, so as we can trace which investor paid which funds!

5. The completed 'Details Form' to be signed, dated and returned to the offices of Development Systems Ltd.,

Attn: Robert South - Promoter

Development Systems Ltd.,

P. O. Box 302 074

North Harbour Postal Centre

North Harbour

Auckland

New Zealand

6. You will be sent a copy of the 'Details Form', with the share numbers attached (we do not issue share certificates), a receipt for the money, and a copy of 'Shareholders Rights'. Once the company is formed, these rights are applicable.

The funds are treated as a loan to Development Systems Ltd., from the new company, for the further development of the products, systems & services required by the new company.

*A company name will be found and registered. It is very important to get a name that is both available as a newly registered company, and the International website, and can be trademarked for brand recognition. Please note that we thin the offer document and other paperwork, in order to clarify the companies structure and requirements – until we have a suitable name for the new company - it is called and labelled 'IntCom' (which is an abbreviation for **International Company**).*

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Main terms of offer:

The company IntCom (to be formed) will have 1,000,000 (One Million) Shares issued at start-up.

The 'foundation' shares are to be allocated as follows:

Original inventor	200,000
Family Trustees	100,000 (to benefit the origination entities family)
DevInd	100,000 (on-going interest)
DevSys	50,000 (on-going interest)
DevMan	50,000 (on-going interest)
Staff Trustees	100,000 (to benefit the staff members)
Capitalisation	200,000 (held by 'Promoter' – until company running)
Initial share release	<u>200,000</u> (max)

Total shares issued 1,000,000

The total number of shares available to outside investors at the inception of IntCom is 200,000 (Two Hundred Thousand) shares.

The Initial director of IntCom has decided to release these initial shares at an asking price of NZ\$10.00 (Ten New Zealand Dollars) per share.

If the offer is fully subscribed – this is expected to raise NZ\$2,000,000 (Two Million New Zealand Dollars).

This will value IntCom at NZ\$10,000,000 (Ten Million New Zealand Dollars).

Well under the IntCom realisable value, once the inherent risks have been minimised.

Once the risks have been minimised it is believed that the promoter will offer for sale the 'capitalisation' portion of the shares. The director presently believes that this release will raise a further NZ\$10,000,000 (Ten Million New Zealand Dollars) to allow IntCom to be fully capitalised.

This will allow IntCom to sell Licenses in allotted markets – based on pre-sales test marketing in New Zealand, prior to December 2006.

This will value IntCom at NZ\$50,000,000 (Fifty Five Million New Zealand Dollars)

Identifiable risks involved in this investment:

The products not working

The systems not working

The services not working

The market not accepting a better yet cheaper method of premise protection.

Not being able to find the 'right stuff' in proposed licensees.

Not being able to find the 'right stuff' in proposed franchisee.

Not being able to find the 'right stuff' in proposed installers.

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Name and address of offeror

Postal:

*Development Systems Ltd.,
P. O. Box 302 074
North Harbour Postal Centre
North Harbour
Auckland
New Zealand*

Physical:

*Development Systems Ltd.,
Unit 3, 76 Forge Rd.,
Silverdale
Auckland
New Zealand*

Phone:

+64 (09) 421 0032

Fax:

+64 (09) 421 0082

Email:

IntCom-offeror@devind.com

Directorate and advisors

Robert South will be the sole director, until after the first shareholders meeting, whereupon his resignation will be tendered. The shareholders can then vote for a new board.

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Description of activities of issuing group

The issuing group consists of the following companies, along with a short description of what function they perform.

The original idea for the products and services have been vested into a Trust Management company called Business Service Trustees Ltd (BSTL).

Business Service Trustees Ltd., issues a "Development License" to Development Industries Ltd., (DevInd).

DevInd is charged, under the license with developing the products, systems and services required to run and maintain the new company.

DevInd contracts an R&D (Research and Development) company called Development Systems Ltd., (DevSys) to develop the product and types of systems and services that the new operation will need.

DevInd also contracts (once the designs and service descriptions are complete) Development Manufacturing Ltd. to supply the logistics for the new company.

Development Manufacturing Ltd. (DevMan) is utilised to produce at least the minimal quantity of products to satisfy the initial market and maintain buffer stocks. It is also charged with originating the parts and supplies to be supplied to a 'known & friendly' manufacturing plant for the mass production run. Having manufactured the parts DevMans' job is complete once the consumer receives the completed unit in their hands, ie they are responsible for the entire logistical chain.

While the supply chain is being originated and organised, DevInd has the task of putting in place the Business Plan, Marketing plan, and every other system and service that the new company will require to operate.

DevInd will eventually supply a newly registered company for the operation to begin, including the allocation of the initial shares. If DevInd deems it appropriate to offset some of its own costs it can pre-sell a quantity of initial shares in the new company. (These founding members are in theory taking a 'sight unseen risk', consequently, can expect to have a large discount from the share's eventual price at time of going public - capitalisation).

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Summary of financial information

Contained in the attached documentation

Prospects and forecasts

Contained in the attached documentation

Appointment and retirement of directors

As per the constitution. Please see the constitution in place for Development Systems Ltd., either available from the companies office, at www.companies.govt.nz or from the DevInd website at www.devind.com.

Directors' interests

The director of IntCom has an interest (either a shareholding only) and or/ directorship in each of the companies mentioned in this document.

Commitments and contingent liabilities

Once the company is formed, and has completed the set-up stage, a number of contracts will be held by the company. They are either related to its ability to supply, and are binding on its customers, or ability to procure, and are shown below:

DevSys – 2 yr contract to be supplied with ongoing R&D and technical support.

DevInd – 2 yr contract to supply overall management supply and support services, including employee payments etc.

DevMan – 2 yr contract to supply and support procurement, manufacturing, storage, delivery, (Logistics).

Staff Trustees - manage a staff bonus scheme.

Fixed assets

Does not have any fixed assets.

The only fixed assets that IntCom will need to acquire is normal office equipment.

Investments

The funds supplied to IntCom as equity is going directly to DevInd as development capital.

Once the products, systems, services and company are running, this will be treated as a loan. This will allow IntCom to recall the loan.

Current Assets

There are presently no assets.

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Intangible and other assets

IntCom will own the exclusive rights to sell the products and services it owns, this exclusive right is granted by BSTL under contract from DevInd. What value this contract will actually have is open to debate, it can reinforce the 'goodwill portion of the accounts etc. (up to the shareholders and accountants).

Statement of cash flows

As attached in the document entitled IntCom-costs.pdf

Places of inspection of documents

All documents can be inspected either at the offices of Development Systems Ltd.,

Unit 3, 76 Forge Rd

Silverdale

Auckland

New Zealand

Or

On-line at www.devind.com/project/intcom.htm

Once IntCom becomes a registered company, the companies information can be inspected at the companies office, at www.companies.govt.nz

Other material matters

There will be no external costs associated with the introduction of IntCom. Once IntCom begins trading in its own right (anticipated to be about December 2006), the income it earns, and the debts it creates are its own, until then all debts and costs will be the responsibility of Development Industries Ltd.

Directors statement

The single initial director is expected to be Robert South. Once the company begins trading, Robert South will offer his resignation to the shareholders (at the first shareholders meeting) and a new board can be appointed

Auditors Report

There are no accounts to Audit. Therefore the Auditors cannot audit anything. Once the company begins to trade, it is anticipated that the shareholders will want the accounts audited annually.

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Letter of Intent:

To:
Development Systems Ltd.,
P. O. Box 302 074
North Harbour Postal Centre
North Harbour
Auckland
New Zealand

From:
Name _____
Address: _____

I do hereby confirm my intent to purchase shares in the company known as IntCom.

I accept that I did approach the promoter of my own free will, and have read and understood all the documentation that was available.

I accept that I am taking a calculated risk, and further accept that the expected return while high does match the inherent risk.

I wish to purchase _____ [qty] shares in IntCom.

I understand that I am required to pay _____ [NZ\$] within the following 14 days to complete the purchase, and must complete & return the 'Details form'.

I hereby agree to pay the above amount by no later than ___ / ___ / ___.

I dutifully request that the promoter please hold that quantity of shares for me until the date so shown.

Signed _____

Name _____

Date signed ___ / ___ / ___

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Details Form

Please find below the details we presently have on file. If any of the details need correcting or are not listed please do so in the "Change" column.

Name:	Change (if required)	Details we have
Salutation: Mr Miss Mrs		
Surname:	_____	
First Name:	_____	
PHYSICAL ADDRESS:		
Street Name:	_____	
Suburb:	_____	
City:	_____	
Country:	_____	
POSTAL ADDRESS:		
P.O. Box:	_____	
Suburb:	_____	
City:	_____	
Country:	_____	
Telephone Home:	_____	
Telephone Work:	_____	
Telephone Cell:	_____	
Fax:	_____	
E-mail:	_____	
Web Access: Yes / No		
Shares (percentage)	_____	
Shares (quantity)	_____	

In paying dividends, we would like to pay them directly into a bank account that you nominate. We also are required to notify IRD of those payments, consequently please complete the following details.
If no account details are supplied we have to assume that you wish to come in personally to pick up a cheque - please give five days written notice prior to your arrival. (We still need to notify IRD of the payment at time of dispersal).

Bank Details

Name of Bank:	_____
Branch:	_____
Account Name:	_____
Account Number:	_____
IRD Number:	_____

_____ Signature

_____ Shareholders Name

Date completed: ____/____/____