

Osborn Capital LLC

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YourCo, Inc.

Stock allocation worksheet

Assumes founders stock has already been allocated

Shares Outstanding	10,000,000
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Total authorized stock
 20% (2,000,000) for employee stock options
 Each funding stage provides a decreasing risk discount
 Each level of responsibility is rewarded proportionately

Percent Allocation	Pre-funding	Series A	Series B	Series C	IPO
CFO	3.00%	2.25%	1.69%	1.27%	0.95%
VP (Mgt Team)	1.50%	1.13%	0.84%	0.63%	0.47%
VP (Other)	0.75%	0.56%	0.42%	0.32%	0.24%
Director	0.25%	0.19%	0.14%	0.11%	0.08%
Manager	0.13%	0.09%	0.07%	0.05%	0.04%
Staff	0.06%	0.05%	0.04%	0.03%	0.02%

Shares Allocated	Pre-funding	Series A	Series B	Series C	IPO	Total
CFO	300,000	225,000	168,750	126,563	94,922	915,234
VP (Mgt Team)	150,000	112,500	84,375	63,281	47,461	457,617
VP (Other)	75,000	56,250	42,188	31,641	23,730	228,809
Director	25,000	18,750	14,063	10,547	7,910	76,270
Manager	12,500	9,375	7,031	5,273	3,955	38,135
Staff	6,250	4,688	3,516	2,637	1,978	19,067
Total	568,750	426,563	319,922	239,941	179,956	1,735,132

Number of shares for each level and stage

Hires Per Plan	Pre-funding	Series A	Series B	Series C	IPO	Total
CFO	-	1	-	-	-	1
VP (Mgt Team)	-	-	2	2	1	5
VP (Other)	-	-	1	1	1	3
Director	-	4	2	2	3	11
Manager	-	15	15	15	20	65
Staff	-	10	10	10	10	40
Total		30	30	30	35	125

Hiring plan

Bonus Shares	Pre-funding	Series A	Series B	Series C	IPO	Total
Bonus	-	50,000	37,500	28,125	21,094	136,719

Bonus shares (wiggle room to hire and retain)
 5% of total authorized as bonus incentives

Shares Per Plan	Pre-funding	Series A	Series B	Series C	IPO	Total
CFO	-	225,000	-	-	-	225,000
VP (Mgt Team)	-	-	168,750	126,563	47,461	342,773
VP (Other)	-	-	42,188	31,641	23,730	97,559
Director	-	75,000	28,125	21,094	23,730	147,949
Manager	-	140,625	105,469	79,102	79,102	404,297
Staff	-	46,875	35,156	26,367	19,775	128,174
Total		487,500	379,688	284,766	193,799	1,345,752

Share allocation per hiring plan

Total	537,500	417,188	312,891	214,893	1,482,471
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15% of total 20% allocated for employee stock options
 Funds stock options for first 125 employees up to IPO

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