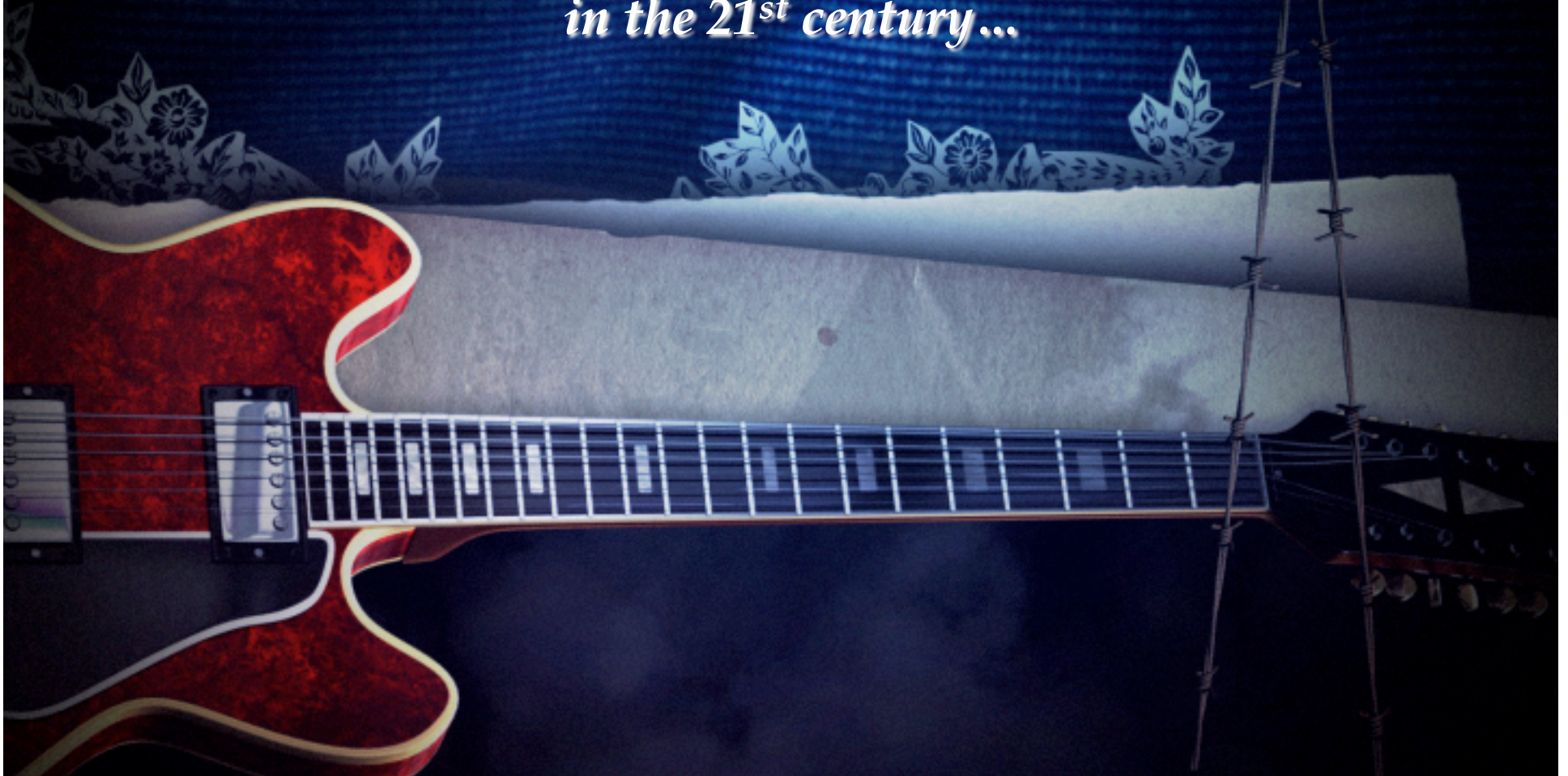


***"DIGITAL WORLD GROUP"***

***GLOBAL MEDIA AND CONTENT DISTRIBUTION***

***Producing, aggregating, and defining content & distribution  
in the 21<sup>st</sup> century...***



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# HOT IMPORT NIGHTS



CARS



MODELS



MUSIC



TALENT

**HIN** enters it's 13<sup>th</sup> year of business and National touring in 2011.

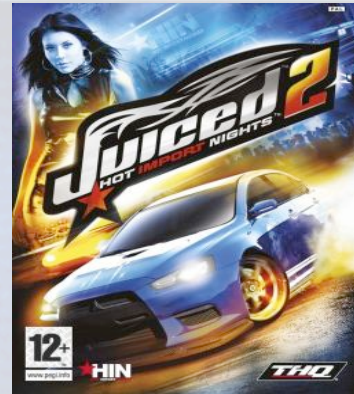
2004-2010 Tour attendance exceeds 400,000 average per year.

2010 average *monthly* web traffic is over 175,000 visits and over 1,200,000 page views between HIN and HINcity sites alone.

**HIN** web sites visited by fans from over 150 countries/territories in 2010.

**HIN** new e-commerce website to be launched in March of 2011. The website will dramatically increase its domestic and international web/mobile presence, marketing, viral and social traffic with live streaming from each event, model interaction and will include a HIN store with HIN television shows, merchandise, auto parts, ringtones, wallpaper, model and car photos.

# HIN VIDEO GAME



## HOT IMPORT NIGHTS TO RELEASE NEXT VIDEO GAME

Hot Import Night's Juiced 3 will be an online game that will be available worldwide to all of our fans.

### JUICED 2 Facts:

Hot Import Night's Juiced 2 has sold over 2.5 Million Copies

Hot Import Night's Juiced 2 is distributed World-Wide

Wholesale sales in excess of \$57 Million

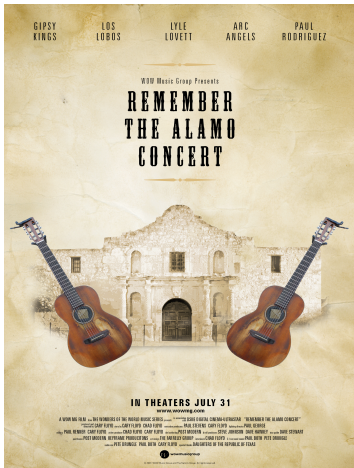
#1 Drifting Game of All Time

Real Life HIN Racing Experience

First Driver DNA- Follows Drivers habits and creates profile

Celebrity Driver DNA- Download celebrity drivers and test your skills against them





## HD CONTENT

The Great Wall of China Concert  
The Remember the Alamo Concert  
Doyle Brahmall II with Eric Clapton  
Korn  
Hank Williams Jr.  
Hot Import Nights TV shows  
Who's the Host TV show  
Carl Lewis Presents  
Sports Undressed  
Fashion Undressed



# DISTRIBUTION

**Viacom-** Owns MTV networks, BET Networks and Paramount Pictures. Viacom aired “The Great Wall of China Concert”

**Speed Channel-** SPEED is primarily a satellite and digital cable network in the United States and carried in Canada and Brazil. Hot Import Nights tv shows were aired on Speed Channel in 2008.

**Baker & Taylor-** the world's largest distributor of books and entertainment, in business for over 181 years. Stores include Walmart, Best Buy, Sams, Costco, Borders and many more. DWG has a world-wide contract with Baker & Taylor.

**iStreamPlanet-** Streams live around the world and has enabled the deployment of more than 1,000 large live events viewed online by millions, including the Presidential Inauguration, Sunday Night Football, The Michael Jackson Memorial and the 2010 Vancouver Olympic Games. DWG has a world-wide contract with iStreamPlanet.

**ChinaCache-** The leading provider of professional content and application delivery services in China. It accounted for 53% of market share based on revenues in China's content and application delivery market in 2009. DWG has a world-wide contract with ChinaCache.

**Avail Media-** (PPV, VOD, IPTV) IPTV partners Verizon Fios and AT&T Uverse. DWG has a domestic contract with TVN.

**Mobilcoco-** Distributes mobile content to Australia, Hong Kong, Indonesia, Malaysia, Singapore, China, India, Taiwan, Russia and Thailand. DWG has a contract with Mobilcoco for the above territories.

**Carmike Theaters-** They have 2,111 digital screens and 591 3-D screens. 4<sup>th</sup> Largest U.S. Exhibitor. “The Remember the Alamo Concert” was premiered by Carmike Theaters.

**Freemantle-** Domestic and International distributor of television content. Freemantle is currently placing the concerts and television shows of Digital World Group.

**InDemand-** World's leading supplier of PPV and VOD programming. InDemand aired “Doyle- Live from the Great Wall”

**Premiere Retail Network-** Is the largest in-store television network in the U.S. PRN is in more than 10,000 of today's most well known retail stores. The Great Wall of China and The Remember the Alamo concert were played in all of the Best Buys and Costco's in the U. S. through PRN.

**I-Tunes-** I-Tunes is the number one music retailer in the world. DWG has a world-wide contract with I-Tunes.

**Baidu-**Known as the Google of China, Baidu provides an index of over 740 million web pages, 80 million images, and 10 million multimedia files and is the largest search engine in China. DWG has a contract with Baidu.

**National Cine Media (Fathom events)-NCM** operates NCM Media Networks, a leading integrated media company reaching U.S. consumers in movie theaters, online and through mobile technology and currently airs special events on over 17,300 screens.

**Verizon FIOS-** Is now in 10 million U.S. homes and growing. DWG has it's own channel with Verizon.



## FILM PROJECTS

**"Bad Fast: The Angela Harkness Story"** - An ex-stripper from Iran leaves a dead judge and others in her wake in LA. When she cons a black banker from Wells Fargo into helping her steal 1.3M to start a NASCAR team, she takes several good 'ol boys for one helluva ride on the NASCAR circuit. With Carter DeHaven (Producer "Hoosiers") as our producing partner.

**"The Big Rich: The Rise and Fall of Texas' Biggest Oil Fortunes."** We have a relationship with the author, Bryan Burrough, who has agreed to participate in presenting to HBO.

**Merle Haggard's life rights.** We have inside track on timing and affirmation on players involved that Merle would approve and have met with Merle Haggard.

**Hot Imports Night-The Movie** will be cut from the same mold as "Fast and Furious" (that works with us on promoting their films) but with a fight club twist utilizing fight stars (Steven Seagal and Manny Pacquiao) with Colin Callendar as our producing partner (Former President HBO films).

**Pat Tillman-** We have an option on a book, a screenplay and have discussed/met with the Tillman family.

**Tupac Shakur bio, Pablo Escobar and Lucky Luciano** are also available through our relationships in the entertainment industry. The Tupac Shakur screenplay (written by Tupac) has been given to us to review.



# Advisory Board

**Mr. Bert Padell, of Padell, Nadell, Fine, Weinberger & Co. brings decades of business experience. Often referred to as the "Accountant to the Stars" Mr. Padell has an impressive client list that is comprised of many of the world's greatest entertainers, performers, sport stars, and artists. (Robert Deniro, Britney Spears, Lou Pinella, etc..)**

**Don Ritzman, Mr. Ritzman has over 25 years business development, sales and marketing, and engineering experience, with 15 in the entertainment industry. He recently was VP Marketing, New Media, at Global Crossing, developing studio, post-production, broadcast and the publishing market segments. Mr. Ritzman has owned and operated a video and post-production company working with clients such as National Geographic, Discovery, TLC and The Smithsonian.**

**Mr. Carl Banks, currently a highly successful executive with G-III of New York. Mr. Banks has two NFL Super bowl rings and an "All-Pro" career history in the NFL. Carl brings years of experience in professional and collegiate sports, along with an acting career in TV and film. Mr. Banks will advise the company with his significant experience and history in both the Sports and Entertainment areas.**

**Mr. Willie Gault, currently a well-known business executive in Los Angeles in conjunction with his successful acting career in TV and film. Willie is a Gold medal track star along with a pristine career in the NFL for eleven years, including the Super Bowl XX Champs Chicago Bears of 1986. Mr. Gault brings years of experience and value to the Advisory Board and the company in business, Sports and Entertainment. Mr. Gault additionally, is a Vice President in DEN and President of E&I Music.**

**Leigh Steinberg, Leigh Steinberg, one of the most successful sports agents ever. Steinberg has negotiated the largest rookie contract in NFL history. Since 1992, Steinberg has negotiated more than \$1 billion in contracts for his clients. He advises NFL team owners such as Dallas Cowboys' Jerry Jones, offering advice on marketing strategies to stadium economics. Steinberg served as a technical advisor for Oscar Award winning; *Jerry Maguire*, and *Any Given Sunday***

**Mr. Carter DeHaven III is a third generation Los Angeleno in the film business. He has produced over 20 studio pictures, including "Hoosiers," "The Exorcist III," and "Best Seller."**



# Management

**Digital World Group has an experienced management team and will acquire additional executives to implement the business plan.**

**Mr. Cary Floyd, CCO, Founder of Digital World Group has over 16 years of Executive Producing and Producing of world class events, music and entertainment programming including the 2004 "Great Wall of China" show in HDTV with Alicia Keys, Cyndi Lauper, and Boyz II Men. Mr. Floyd has worked with Eric Clapton, Hank Williams Jr., Sting, Gipsy Kings, Sheryl Crow and many others. He has also been the creative director and producer of live events for The Ford Motor Company, Daimler Chrysler, Mercedes Benz, Mazda and other fortune 500 companies. He owns "Hot Import Nights" which is the number one auto-lifestyle tour in the country as well as a top rated show on the Speed Channel.**

**Mr. Paul Stevens, CEO, Founder of Digital World Group provides eighteen years of executive level management experience in several industries including, Sports & Entertainment, Telecommunications, and Consumer Electronics. Mr. Stevens has a proven track record of creating and managing success in several businesses including selling and buying companies, consulting, and management in NASDAQ and NYSE companies. Including, General Dynamics, Hughes Electronics, Verizon, DIRECTV, Circuit City Stores, Mitsubishi Electronics, The NFL, VIACOM-MTV Networks, and others. Mr. Stevens holds a degree in Industrial Electronics and has attained several industry awards.**

**Mr. Chad Floyd, CMO, Founder of Digital World Group and Creative Executive, is an entertainment industry veteran with over 25 years in Hollywood. He is a screenwriter, producer, and actor. Producer and writer of the "Remember the Alamo Concert" featuring the Gipsy Kings, Lyle Lovett, Paul Rodriguez and the Arc Angels. Mr. Floyd holds a Bachelors of Science degree from The University of Texas.**

# INVESTMENT OPTION ONE (Other options available)

## Use of Funds \$ 2 MM loan

Content-Programming acquisition license/distribution Marketing & Sales	\$500,000.00
Development of Apps and Video Games to drive sales and revenues	\$700,000.00
Global Operations, Content Production and Network Distribution	\$400,000.00
General & Administrative	\$300,000.00

## Investor Terms:

Convertible Debenture based upon a Corporate Bond of the company. This is not a security transaction. Please see disclaimer A.

Capital: to be disbursed between February 2011 and July 2011.

Loan Term: 24 months

Collateral-Perfected first priority senior secured lien on select content and contract assets of the Company.

Interest: The higher of Prime Rate + 3 or 12% per annum (Interest calculated monthly on the outstanding loan amount, based on a 360-day year), payable monthly in the arrears beginning 30 days after Closing.

Lender will have an opportunity to convert to common shares of the company.

Exit: The Company plans a formal Reg D filing and offering prior to the company going public on one or more global stock exchanges.

\* These Investor terms above are subject to negotiation with any accredited Investor as the company deems reasonable and as approved by the Board of Directors of the company.



## Contact

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Digital World Group

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[www.hotimportnights.com](http://www.hotimportnights.com)

