Business Plan

October 2005

2737 Eastern Avenue
Sacramento, California 95821
Telephone: 916-482-2000 Fax: 916-482-2020
http://www.usclcorp.com

USCL EnergyCite Business Plan
Table of Contents

1. Executive Summary

USCL Corporation has developed and is currently commercializing and marketing a low cost real-time energy management and utility metering system for the residential and small business marketplace. USCL's lead product, the EnergyCite EMS-2020, facilitates conservation of electricity, gas, and water and increases utility revenues and profits through the introduction of value added products and services (VAPS) and the improvement of operating efficiency. As the country pushes for energy independence and the price of energy continues to rise, EnergyCite products will become increasingly important. Moreover, EnergyCite is an essential key to the successful implementation of real-time pricing and energy conservation. As the process of relaxed energy and electricity regulation progresses, the real-time coupling of energy consumers and suppliers will be an absolute requirement. The EnergyCite system fills this need.

USCL EnergyCite Sales and Revenues Forecast					
	Year 2	Year 3	Year 4	Year 5	Year 6
Product Sales	$27,280,125	$75,613,311	$186,702,840	$215,091,270	$217,260,450
Net Income	$4,585,850	$14,020,654	$35,901,414	$40,319,411	$40,690,882
After Tax Margin	17%	19%	19%	19%	19%

EnergyCite's product line consists of the Intelligent Utilities Meter module (IUM) which operates in conjunction with electric power meters, a RF based wireless local area network to gas and water meters with EnergyCite encoders, the EMS-2020 in-home energy management display console, inline appliance power monitors, temperature sensors, and thermostat interface. USCL will submit its product to Energy Star for testing and listing. Energy Star is operated by the United States Department of Energy and the Environmental Protection Agencies.

Central to the EnergyCite product line is its EMS-2020 in-home energy monitoring and conservation control panel and its wireless LAN integrating appliance power monitors, temperature monitors, thermostat control, and communications with electric, gas and water utility meters. The EMS-2020 wireless communication system can talk with the EMS power sensor as well as the SUM or Smart Utilities Meter developed at McClellan Airforce Base in conjunction with the Sacramento Municipal Utility District. USCL has designed its Intelligent Utilities Meter module and has working prototypes of the IUM. USCL has further developed a RF based IUM in cooperation with Landis + Gyr, the world's largest manufacturer of electric utility meters. USCL will use the recently introduced Landis + Gyr Focus meters as its initial metering platform. The company introduced the IUM Focus meter IUM in Q4, 2005.

Landis + Gyr has designed the Focus meter as a replacement for the country's aging installed base of approximately 150 million residential and light commercial account electric meters. Landis + Gyr controls about 35% of the installed base. Management of both firms believes that virtually 100% of the installed base of meters will turn over by 2016.

Currently, there is no existing product on the market like the EnergyCite EMS-2020 and its family of remote wireless sensors meant to measure utility service consumption, power drawn from individual appliances, indoor and outdoor temperature, humidity, and interface with HVAC thermostats.

The EnergyCite system is designed to help consumers reduce their electric, gas and water consumption by up to 20% per month. This is accomplished in the following ways:

1. The EMS-2020 will provide utility customers with real-time feedback of electricity, gas and water consumption in dollars and cents terms. That information will encourage customers to develop new conservation habits.
2. Consumers can set a monthly budget for each utility service. An alarm will sound if the actual cost is close to exceeding the budget.
3. Consumers can set the EMS-2020 to control electrical loads by using the compatible remotely controlled appliance and lighting modules reducing the power consumed by appliances, lights, etc.
4. The introduction of the internet Smart Utilities Meter will provide utilities with the ability to charge customers a variable rate based on real-time peak load demand.

The EnergyCite system contains a bi-directional interface between the consumer's meter and the utilities. Sophisticated consumption information including time of use, interval, demand and peak demand, and accumulated readings for billing and load profiling are automatically provided to the utilities without the need for human meter reading staff. Utilities can also send information such as messages, promotions, and service status to the in-home displays. Through the use of smart cards, subscribers can accumulate promotional information for redemption at retail outlets as provided by utilities' retail sales divisions. Utilities can also remotely connect and disconnect a consumer's electric service as well as reduce the amount of available power to selected accounts as a collection measure.

SOUTHERN CALIFORNIA EDISON
An EDISON INTERNATIONAL® Company

The County of Los Angeles has recently received funding approval from the California Public Utilities Commission under an energy efficiency grant program for the purchase and deployment of 350 EMS-2020 units and 450 related meters, communications equipment and software. USCL looks forward to the delivery and installation of this project with the County and in close cooperation with Southern California Edison in late 2005.

The State of California Public Utilities Commission is in the process of mandating that the State's three largest Investor Owned Utilities, Southern California Edison, San Diego Gas & Electric, and Pacific Gas & Electric begin the mass-deployment of Advanced Metering Infrastructure systems. As of October 2005, the CPUC has allowed over $45 million dollars to be released as pre-deployment funding for these projects. USCL's strategy includes advocating the CPUC mandated requirement that any power meters approved for mass-deployment in California must provide a wide area to local area network (WAN to LAN) interface. This will insure the compatibility of the EnergyCite EMS-2020 in any home or small business environment with that facilities AMI based meter for true plug and play installation and operation.

Southern California Edison (SCE) has fully embraced the communications of power meters with internal displays, communicating programmable thermostats, appliances, and even other meters such as gas and water. Further SCE has filled a novel set of proposal responses with the CPUC, which propose that a new class of meters be developed with a high level of functional integration. This filling was aided by USCL. USCL plans to develop the state of the art meter based on the SUM technology it acquired and modern state of the art ASIC Integrated Circuit development. The firm plans to partner with a company in ShenZhen, China called Kaifa to commercialize the product. USCL proposes to have demonstration unit for display to SCE in Q2 2006 with a fully commercialized product in Q4 2006.

Additionally, the firm is working in other States such as Texas, New York, Maryland, PA, and VA that are either deregulated or have competitive metering programs in place under the jurisdiction of state regulators. In these instances a ready market exists for the product today.

Finally, the Federal Energy Policy Act as signed by the President in September 2005 place burdens on the U. S. Department of Energy and the Federal Energy Regulatory Commission to insure that all utilities nation wide, including those not under the jurisdiction of state commissions such as municipals and rural electric cooperatives, provide advanced metering and demand response products to all class of services requesting them within 18 months from the bill's enactment.

2. Mission

USCL's mission is to be the preeminent supplier of affordable consumer energy conversation systems, automated utility metering, and data telemetry links. USCL will accomplish its mission by providing superior, innovative, defect-free products and services that exceed customer expectations while maintaining competitive prices. Management recognizes its obligation to maximize the value of all resources entrusted to it by its stakeholders; customers, employees, shareholders, suppliers, community, environment and government. USCL's values require the conduct of its business based on the highest standards of ethical behavior and the establishment of trustworthy relationships with all company stakeholders.

3. Markets & Products

3.1. Residential Energy Conservation Needs & Solution: USCL is developing and will be manufacturing a proprietary family of low cost energy management and utility data telemetry products that it has branded EnergyCite. Just as the PC and cellular telephone technology have changed the world from centralized to distributed computing and telephony, EnergyCite will change the habits and methods of residential energy and utility customers and the way in which utilities monitor service consumption and bill for its products. Although in the 21st century it seems almost incredible, consumers currently use and pay for electricity, gas and water without knowing what it really costs to use the appliances and systems these utility services operate. And over 85% of all electric, gas and water meters in the United States are still visually read by fleets of meter readers once a month.

As electrical power shortages become more apparent due to increased demand and the regulatory difficulties associated with building new generation and delivery infrastructure, conservation will play an ever-increasing role in the national energy policy. Further, political concerns over energy independence and environmental concerns over both pollution and mining/drilling will also cause more emphasis to be placed on conservation. Escalating energy and utility costs also require that consumers control their bills through conservation.

EnergyCite's EMS-2020 energy management system has been designed to help homeowners reduce the consumption of valuable electricity, gas, and water thereby reducing their bills. Although much work has been done in the field of energy management for larger commercial and industrial users of power, virtually no work commercially viable work has been done in this field for residential accounts. Residential accounts make up about 80% of all electrical utility accounts nationwide or 135 million accounts.

3.2. Value Proposition:

Consumers: The average American pays $1,875.00 per year for combined electricity, gas and water services. The EnergyCite EMS-2020 system will allow consumers to reduce their utility bills by at least 15%. This equates to an annual cash savings of $280 or $23 per month.

Utilities: Utilities will benefit from the elimination of meter reading expenses, reduction of meter re-reads and complaints, automatic service outage reporting, elimination of electric service connect and disconnect expenses, promotion of peak demand reduction which lowers the overall cost of wholesale power, reduces demand on the aging transmission and distribution system, reduces capital expenditures on new generating plant construction, reduces losses associated with old and inaccurate meters as well as theft of service, enhances customer service, and generates new revenue streams through the sale of value added products and services.

Government: National security and public policy is best served through conservation of natural and energy resources. This reduces the nation's ever increasing dependence on foreign energy sources and gives us extra time to solve the development of fossil fuel alternative energy prior to exhausting the world's supply of oil, gas and coal, which are finite.

Environmental Groups: Environmental benefits include a general reduction of air pollution through peak demand reduction of electric, gas and water products. Gas and water must be delivered through a distribution network of pipes and pumps and requires electricity to power these pumps. The simultaneous reduction of the peak demand of all three utility commodities has a manifold effect on the reduction of peak energy use and corresponding pollution. Further air pollution reduction is obtained through the elimination of thousands of fleet vehicles used by meter readers and other corollary personnel.

USCL EnergyCite's patent pending technology breaks traditional energy management systems barriers to entry in the low cost residential market:

- Cost. EnergyCite's system sells to the consumer for under $250.00
- Installation: EnergyCite's product utilizes wireless technology for quick, simple, low cost installation.
- Modularity: EnergyCite's product migration plan becomes progressively more network orientated with plug and play components with backward compatibility.
- EnergyCite's business strategy of partnering with a major utility meter manufacturer significantly reduces the selling costs associated to reaching a mass market and the barrier to entry in the utility industry.

EnergyCite's product's have been developed over the course of the last two years and are in various stages of prototype testing and beginning field trials.

3.3. Intellectual Property Description and Patent Status: In the mid 1980s USCL EnergyCite's founder developed various hand held electronic meter reading systems and helped lead the first major shift in the way the utilities in the United States read meters by replacing paper cards and pencils with hand held data terminals. Within a five year period virtually every Investor Owned Utility and Municipal Utility, electric, gas, and water, in the U. S. converted from cards to the EMR systems. In the late 1980's he wrote several leading industry publications including The Complete Handbook of Automatic Meter Reading with the endorsement of the founder of the Automatic Meter Reading Association, and in the early 1990s he developed the first commercial ISM band wireless electric, gas and water automatic meter reading systems. Advances in semiconductor technology and innovative metrology techniques coupled with the prior art and industry experience provide USCL EnergyCite with significant cost advantages when the EnergyCite solution is compared to the competition.

The TAMAR electric meter encoder was the first commercialized 902 MHz, spread-spectrum AMR product.

EnergyCite's IP consists of various hardware and software designs, circuits, programs, and related product development work product. The company has filed as USPTO patent application consisting of 98 pages and 48 claims covering the metering front end, EMS-2020, communications with appliance modules and various operational features. This patent application has been prepared by Baker Botts, LLP of Washington D. C., a leading Energy and I P law firm. The company has also filed several recent provisional patent applications with the USPTO and counsel is considering the incorporation of these claims into the current application versus filling a new application limited to the subject mater of the provisionals. Further, the application has been filed with the PCT. Additionally, the company has written and copyrighted several key software elements

including software elements used within the EMS-2020, local area network, and utility real time metering data telemetry.

3.4. Competition:

3.4.1. Revenue Grade Electric Utility kWh Power Meters: The following table defines the major and minor competitors in the residential and light commercial single phase *Class 200* United States ANSI standard kWh revenue grade meter market:

Company:	**Installed Base Market Share**	**New Technology**
Majors:		
Elster (ABB)	25%	Electronic REX
General Electric	25%	No
Landis & Gyr	30%	Electronic Focus
Schlumberger	20%	Electronic Centron
Minors:		
Amron	0%, Pilots Only	Electronic
USCL SUM	0%, Pilot, Roseville Electric	Electronic SUM

3.4.2 Energy Management: The following table defines the major competitors in the energy management market:

Company	Target Markets	Entry Price
USCL/EnergyCite EMS-2020	Residential retrofit	$250
Cannon Technologies	Commercial & Enterprise	NA
Energy Management Systems	Hospitality Industry	NA
Honeywell Building Control	Commercial & Enterprise	NA
Inncom	Hospital Industry	NA
Invensys	Residential, not released	TBD
Siemens PTD	Commercial & Enterprises	NA
Smart Systems Technologies Inc.	Residential, new construction	$5,000

3.4.3 Utility Automatic Meter Reading: The following table defines the major competitors in the automatic meter reading market:

Company	Target Market	Technology
American Innovations	Residential/Commercial	Implant/phone
Cannon Technologies	Commercial	PLC
Comverge Technologies PLC	Residential/demand response	Fixed RF
Datamatic	Residential/ walk by hand held	RF
Hexagram	Residential AMR	Fixed RF
Hunt Technologies	Residential/Commercial	PLC
Itron	Residential/walk by hand held	RF
Mu Net	Residential/Commercial	IP Cable
Nexus Data	Residential/Commercial	Fixed RF

Nertec	Residential/Commercial	Telephone
Schlumberger	Residential/Commercial	Fixed RF
Smart Sync	Commercial	Pager RF

3.5. Selected Target Markets:

USCL has identified the following target markets:

3.5.1. Replacement Electric Power kWh Meter Market: There is an installed base of 150 million residential and light commercial, single phase class 200 amp kWh meters in the United States. These are electro-mechanical meters with a life cycle of approximately 30 years. Given the age of the installed base, approximately 5 million meters are being replaced by utilities nation wide annually. Industry executives generally agree that the entire base of 150 million meters will turn over by the year 2016. This equates to $6 billion in gross revenues to meter manufactures for metrology only.

In June 2001, USCL acquired innovative electric utility meter technology that the company has used in conjunction with the testing of its EMS-2020 product line and inbound telephone based automatic meter reading system communications hardware and software. This meter is called the SUM or Smart Utilities Meter and its design is meant to serve as a revenue grade kWh meter with advanced performance and feature capability and to serve as a gateway for Electric, gas, and water automatic meter reading data for remote telemetry to the respective utilities. The SUM was designed by the United States Department of Defense, Department of MicroElectronics Activity group in partnership with the Sacramento Municipal Utility District. Along with the patent, USCL purchased the technology and assets as completed by the DMEA in its testing process. USCL used the SUM meter in its early development of the EMS-2020 and in the deployment of the Roseville Electric beta project.

The power meter industry is characterized by intense competition among four principal companies who have collectively served the industry for close to 100 years. These companies have deep market channels with strong customer loyalty. The industry is further undergoing attrition and consolidation due to the changing needs of utilities in the 21st century relating to the need to incorporate new features including but not limited to automatic meter reading (remote data telemetry) which are be required by virtually all utilities in future meter purchases.

Because of these market considerations USCL will in all probability not invest further in the cost reduction design and commercialization of the SUM meter technology but will align itself with a major meter manufacturer, Kaifa, as described further in section 3.6.1 herein, for the commercialization of the SUM with enhanced features.

3.5.2. Residential & Light Commercial Energy Management Market: Given the increases in the cost of electricity, gas, and water in conjunction with the realization that the nation's energy resources are finite and rapidly diminishing, the total available

market is the base of 150 million electrical power users comprising this account category. This equates to a $22.5 billion market opportunity.

3.5.3. Automatic Meter Reading/Real Time Metering: Traditionally electric, gas, and water meters in the United States have been read by a fleet of meter readers who drive and/or walk to each and every meter once a month and record the dial indicators on the meter. Generally, each utility; i. e., electric, gas, and water, have their own meter reader staffs so the average American home is visited by three meter readers 12 times a year. A rule of thumb nation wide average for meter reading costs is $.50 per read. Based on 135 million electric, 90 million gas and 70 million water meters, the annual cost spent on meter reading in the United States for residential accounts is $1.77 billion dollars. Virtually all utilities are exploring ways to eliminate these costs in efforts to streamline operations, address security issues and increase customer satisfaction. To the extent that a cost-effective means of remote data telemetry becomes available and the capital expenditures can be recovered with a return on investment of 4 years by the year 2016 virtually all U. S. utilities will implement such equipment and systems. This equates to a $7.3 billion market opportunity.

3.5.4. Convergence of Market Demands, Technology, & Channel Partners: The above market opportunities in the aggregate equate to $35.8 billion in gross revenues and comport with various industry surveys including Allied Business Information, The Scott Report, Banc of America Securties, and Morgan Stanley Dean Witter. The common denominators are 1.) the consumer, 2.) the utility companies, and 3.) the electric utility kWh power meter companies.

- Electric power meter manufacturers have the incentive to provoke and drive the markets.
- Combining the power meter with an in-home display panel and EMS control functionality allows the utility to pass on the metering costs to the consumer thus making mass deployment of new meters and AMR/RTM feasible.
- Replacement electric power meters will have AMR/RTM communications capability.
- Aggregation of multiple utility services; i. e., electric, gas, and water will reduce the communication infrastructure cost thereby accelerating deployment of AMR/RTM.
- The electric kWh power meter is the logical location for the utility LAN receiving data from other utility meters and forwarding that information to the respective utilities. There is power available at the electric meter; gas and water meters must operate with battery supplies. Thus, the electric kWh power meter companies will drive these emerging markets.
- As AMR migrates to RTM (real time metering), IP protocol over the Internet will become the preferred means to get data to and from the meter and utility.
- Low cost radio frequency LAN technology is now available providing for the cost effective interconnectivity and interoperability of divergent devices including electric, gas, water meters, sensors, monitors, displays, and controllers.
- Utilities will forge alliances with ISPs and cable companies for the provision of new value added products and services targeted to the consumer as new revenue sources.

- Over the next ten years, in-home gateways and networks will be commonplace in the United States.

3.6. Products:

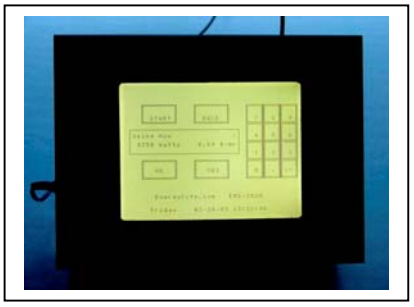
USCL has developed or is in the processing of developing the following products to reach the specified markets:

3.6.1. Revenue Grade kWh Meter: USCL owns the SUM technology and deployed 25 units at the city of Roseville Electric, Roseville, CA in a beta pilot test project. Features, functions, and specifications of the SUM are defined in appendix B.

USCL's current business strategy is to develop teaming agreements with major electric meter manufacturers in the United States such as Landis+Gyr, General Electric, Itron, etc. The EnergyCite EMS-2020 can be customized to operate in conjunction with each of these meter company's' products through the licensing of the in-meter portion of the system electronics.

USCL will also partner with Kaifa Meter in ShenZhen, China. Kaifa is the world's largest meter manufacturer and currently produces over 750,000 meters per month for Enel Electric in Italy. When completed the Enel system will deploy 30 million meters making it the largest AMR (Automatic Meter Reading) project in the world. USCL proposes to build the United States market for the Kaifa metering products serving as its sales and marketing agent in North America. A MOU between the companies is in process.

3.6.2. Residential Energy Management System:



3.6.2.1. EMS-2020 In-home Display & Control Console: The EMS-2020 is currently demonstrable in prototype form. The company will be building approximately 450 additional EMS-2020 devices for beta test prior to commercialization to be installed in a beta site project with Southern California Edison. The EMS-2020 features and functionality are defined in appendix B.

3.6.2.2. EMS-2020 Personal Computer Software and USB Interface: The company currently has a fully demonstrable PC version of the EMS-2020 that can be operated on any home PC using the wireless interface to the power meter IUM. The prototype interfaces have been RS-232. The company plans to design and commercialize a USB interface cable that contains the radio transceiver that will be blister packed and bundled with the EMS-2020 software.

3.6.2.3. Appliance Monitoring & Control Modules: The company has designed and plans to commercialize appliance monitor and control modules using the magnetic sensing and RF technology which will monitor and report the power consumed by individual appliances and control the power by modulating the loads under control of the EMS-2020.

3.6.2.4. Temperature & Relative Humidity Sensors: The company has designed and plans to commercialize wireless temperature and relative Humidity sensors that communicate using the RF technology with the EMS-2020.

3.6.2.5. HVAC Thermostat Interface Module: The company has designed and plans to commercialize a wireless thermostat interface module using the RF technology which will allow communications between the EMS-2020 and the heating, ventilation and air conditioning system.

3.6.3. Automatic Meter Reading (AMR) & Real Time Metering (RTM) System:

USCL has developed its first generation automatic meter reading system and completed a six-month beta test implemented with the City of Roseville Electric in Roseville, California. The system uses in-bound telephone communications to a host PC running the USCL MONITOR software program. In the Roseville Electric pilot configuration, 103 time interval records are uploaded from each meter daily representing 15-minute time of use bins. Reported information includes kWh, accumulated kWh, voltage, Power Factor (in Vars), maintenance reports and tamper events (if any.)

The SUM MONITOR program transfers the data to a database and in the case of small projects, Microsoft Access is typically used. The database interfaces with the utility account management and billing program. Further, the MONITOR program creates 24-hour account profiles and uploads them to the www.utilityCite.com web site for presentation to the customer.

USCL plans to modify its software for use with Internet protocol (IP) for PNA subscriber line 9,600 baud communications, DSL and cable DSL delivery to the host through the UtilityCite network.

USCL is currently developing OSGi compliant LAN networking software for the subscriber side as well as an ASP service and various "middleware" real time metering software.

The company is also developing RF mesh embedded firmware for the subscriber side LAN and post meter bi-directional delivery of data and control information to and from the host utility.

3.7 Future Products:

The company plans to design a next generation EMS-2020 console with integral OSGi compliant gateway and which will support several communication modalities including the USCL MaxStream under license, Echelon LONWORKS PLC, TCP/IP and direct connect to broadband cable via RF modulator.

4. Business Strategy:

Need & Opportunity: Provision of low cost residential and small business energy management and utility services conservation system. Such a system will monitor consumption of electricity, gas and water in real time and provide feedback to consumers in terms of real time "burn rate" of selected utility service, automatic tracking of budgets, automatic control of energy consuming devices when optional control devices are implemented, reconciliation of bills, and automatic data telemetry of real time pricing information to consumers.

Total Available Market: The total available market for this type of system is 150 million units as predicated on the installed base of 135 million residential and 15 million light commercial electric accounts using 200 amp single phase service. There is an additional new construction market of roughly 1 million units annually.

USCL/EnergyCite Solution: USCL has designed the EMS-2020 product to meet the identified need. The system consists of a low cost consumer electronics display and control panel with integral LCD display which communicates in wireless fashion using radio signals with a electricity power sensor, gas meter encoder, water meter encoder, appliance, light and plug control modules, temperature sensors, relative humidity sensors and HVAC thermostat interface. USCL has branded the product line EnergyCite and has registered the www.energycite and www.utilitycite Internet domains. Additionally, the EMS-2020 functionality can be run as an application program using a PC with an EnergyCite radio to PC adapter.

Electric Power Sensor: An electric power sensor must be installed at the point of incoming power to the building. This may take two forms: 1.) EnergyCite power sensor that is installed in the circuit breaker box. This uses current transformers placed around the incoming power wires from the utility meter, connection to a 120 Vac circuit and requires a calibration procedure. Average installation time is 30 minutes. 2.) Replacement of the utility kWh power meter with a new power meter incorporating the EnergyCite radio transceiver and signal processor device (IUM module.) This is a pre-calibrated unit that is a plug and play replacement for the existing power meter. This replacement takes 10 minutes.

Natural Gas Service Sensor: A gas power sensor is installed at the point of incoming gas service to the building. This may take two forms: 1.) EnergyCite gas flow meter that is installed inline with the gas line. This requires that the gas pipe be cut or an existing union fitting be opened and the flow meter be installed at that point. Average installation time is projected to be 1.5 hours. 2.) An EnergyCite gas meter encoder is installed over the gas utility meter's register. Average time of installation is .5 hours.

Water Service Sensor: A water consumption sensor is installed at the point of incoming water service to the building. This may take two forms: 1.) EnergyCite water flow meter that is installed inline with the water line. This requires that the water pipe be cut or an existing union fitting be opened and the flow meter be installed at that point. Average installation time is projected to be 1.5 hours to 2 hours. 2.) An EnergyCite water meter encoder is installed over the water utility meter's register. Average time of installation is .5 hours. 3.) In the event of unmetered accounts, a water meter with the EnergyCite IUM must be installed in a water meter pit. Average installation is 2 hours.

Marketing and Product Mix Considerations: Notwithstanding distribution, advertising and channel margin costs, **t**he product can be marketed through the following means:

1. Direct sales.
2. Home Improvement Centers.
3. Computer and Consumer Electronic Centers.
4. HVAC, electrical and general contractors.
5. Utility Companies.
6. Entrepreneurially based AMR-AMI providers.
7. National AMR-AMI provider or contractor.
8. Home builders and construction companies for new construction applications.
9. Property management companies for multi tenant and sub metering applications.

External Factors & Opportunities:

Installed Meter Base: There are 150 million single-phase residential and light commercial electric utility kWh power meters installed nationwide in the United States. The average life is thirty years. As meters age, they gradually become less accurate and normally slow down resulting in lost revenue to utilities.

Utility Outlook & Needs: Utilities are being forced to become more competitive and profitable by consumers and capital market shareholders. This will be accomplished through 1) reduction of overhead and non-essential personnel such as meter reading and service connect/disconnection, 2.) reduction of losses resultant from under billing and theft of power, 3.) reduction of capital and debt service expenses associated with the acquisition of new generating process capability and the maintenance associated with the transmission and distribution system when subjected to peak demand conditions through the reduction of peak demand, 4.) meeting the price elastic nature of electricity with real time metering and real time pricing strategies and technologies, and, 5.) provision of new value added services and products with strong net operating revenues. As an example, one municipal utility with whom USCL is engaged in the selling cycle has been mandated to generate 25% of all operating revenues from non electricity sales by 2008 by the utility's City Board and Chief Financial Officer.

The State of California is in the process of mandating deployment of an Advanced Metering Infrastructure within the territories controlled by San Diego Gas and Electric, Southern California Edison, and Pacific Gas and Electric. Collectively this will require the replacement of over 11 million electric meters and 5.5 million gas meters. The minimum functionality sections

of the CPUC rulemaking Order contains provisions to insure that deployed meters are capable of providing billing and usage information (data) to the consumer. USCL is extremely active in this arena at the California Energy Commission, California Public Utilities Commission, and the three utilities.

The New York Department of Public Service (Utility Commission) is also in the process of investigating advanced metering technology with emphasis on Demand Response control and it appears that the State of New York will follow California's lead with respect to the deployment of this technology in the 2006 to 2008 time frame.

Electric Meter Manufacturers: Sales of electric utility power kWh meters in the U. S. are in a slump. The market is currently limited to new construction and the sale of replacement meters due to aged meters in the field, which are deemed unreliable or unable to maintain required accuracy. The current combined single-phase class 200 meter U. S. annual sales is approximately 5 million meters. The old-line traditional U. S. meter manufacturers with existing market channels and distribution networks are General Electric, Landis + Gyr, Sangamo, and Westinghouse. Over the last 15 years there has been much attrition in the meter manufacturing industry, due to the stagnant market for these products:

- **General Electric:** Formed as Edison Electric in the early 1900s. Became General Electric Co. Very small division in very large & diversified company. USCL is negotiating with GE to become a developer to incorporate the USCL EMS-2020 front end in GE meters.
- **Landis + Gyr:** Formed in 1896 by Thomas Duncan. Acquired by Landis + Gyr AG, Switzerland, 1996. Acquired by management and KKR & Co. September 2002. Sold to Bayard Capital Ltd. In 2005. Meters and metering systems are the company's only business.
- **Sangamo:** Early 1900s. Acquired by Schlumberger in late 1980s. Sold to Itron in Q2, 2003.
- **Westinghouse:** Formed by George Westinghouse in the early 1900s. Acquired by ABB in 1990. Name changed to ABB. Recently sold to Elster AG, Mainz-Kastel, Germany, 2003. No new developments in residential meters. Very small division in a multinational European based company with principal emphasis in commercial and natural gas.

Of the above companies, Landis + Gyr is U. S. based, and has occupied the same building at 2800 Duncan Road as founded by Thomas Duncan. Landis + Gyr is now the largest electric meter manufacturer in the U.S. and has factories in the U. S., Brazil, China, and India. Although Landis + Gyr's foreign sales are healthy due to much new construction in third world countries, its U. S. sales are stagnant. Landis + Gyr has provided 30% of the U. S. installed base of meters; its current annual U. S. sales of residential meters is in the 1 million meters per year range and total U. S. gross sales revenues of $75 million.

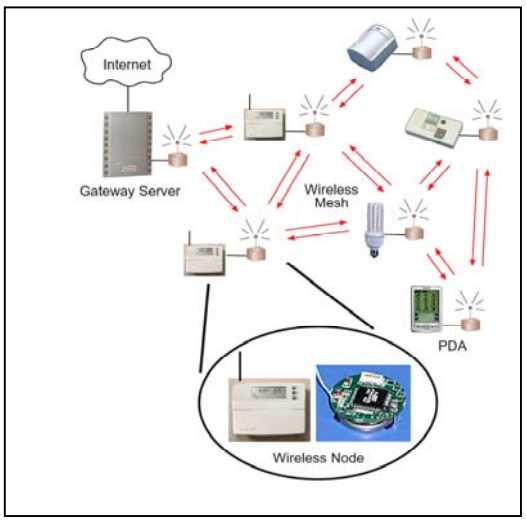
Management believes Landis + Gyr's survival depends on a significant increase in sales in the U. S. market. Senior management believes and is committed to:

- Landis + Gyr introduced its Focus meter in Q 1, 2003. The Focus meter is a basic kWh meter (accumulated kWh only) designed to support third party communication gateways. The meter sells for under $30.
- The entire installed base of 150 million single-phase meters in the U. S. will turn over by 2016.

- The knee in the curve will become apparent by Q 3, 2064 to Q 2, 2007.
- Virtually all new replacement meters will be solid state electronic and will support remote data telemetry, AMR and RTM.
- Landis + Gyr's sales goals are a minimum of 45 million meters in the 2005 to 2015 time frame.
- Utilities are ready to entertain mass deployment strategies now for action in 2004 to 2005.
- Utilities are aggressively exploring ways to rebuild their image and perceived level of customer satisfaction.
- Utilities are exploring value-added services and products with a recurring revenue basis to offset diminishing earnings and stagnant growth.
- The consumer is the key. The consumer must have access to consumption and pricing information at the touch of a finger.
- Consumer involvement will allow utilities to pass the new meter equipment acquisition costs on to the consumer.
- Over the next ten years meters will evolve from externally mounted devices with displays to encapsulated metrology mounted inside the breaker panel with remote data telemetry and in-home display access.
- Meter metrology will become progressively lower cost/margin commodity items with revenues becoming data dependent as opposed to hardware dependent.
- Remote data telemetry will require the aggregation of electric, gas and water reads in order to achieve the maximum ROI on the communication infrastructure.
- Internet Protocol utility data and control transmission and Web presentation of consumer information will become ubiquitous.
- The U. S. utility meter and data communications market is a $20 Billion + market over the next ten years.
- In order for Landis + Gyr to achieve its objectives, time to market is key.
- Richard S. Mora, President & CEO, is past COO of GE Capital.

Communication Strategies:

Since the installed base is, by definition, an installed base, retrofit metering and communication strategies must be wireless in order to achieve cost effective installation costs. In-home communications involves the communications between the electric meter, gas meter, water meter, in-home display devices, monitoring devices, control devices, and Internet Protocol transmission of data and control information.



The preferred spectrum for the RF transmission of the utility LAN signals is the 902-928 MHz ISM band which allows for the locally unlicensed transmission at a power level of up to one watt using approved frequency hoping spread spectrum techniques.

USCL has partnered with MaxStream of Provo, Utah for the 902-928 MHz radio transceiver technology.

Analysis of the various competing RF technologies suggests that the MaxStream solution is the most appropriate for the in-home metering LAN application. This analysis is based on technical considerations and the dedication of the technology provider to serve this market.

Additionally, the wireless LAN between the gas, water and electric meters will incorporate the MaxStream and/or Kaifa Technologies RF technology.

USCL's Strategy:

- USCL has entered into a developer's Agreement with Landis + Gyr. The EnergyCite IUM module is being adapted for interface with the Landis + Gyr Focus meter. A fully functional unit should be complete by May 2003.
- USCL entered into a teaming partnership agreement with MaxStream for the metering application of the MaxStream radio in September 2005. USCL has working prototype iSUM meters with the MaxStream radio technology as well as Landis+Gyr Focus meters..
- USCL will offer EMS-2020 functionality software and radio interface for PCs in conjunction with the Landis + Gyr meter for sale to utility companies on a teaming basis with Landis + Gyr.
- USCL is partnering with Kaifa Technologies for the commercialization of the iSUM meter.
- USCL/Kaifa will adapt Kaifa's wide area network advanced metering infrastructure software as deployed in Italy to the United States utility market.
- USCL has entered into a teaming arrangement with MaxStream in Provo, Utah to adapt MaxStream's proven and superior radio technology for commercialization including various forms of software configurable radio transceivers.
- USCL is working towards the execution of a utility based design consortium to fund meter commercialization and "buy in" product specification issues.
- USCL is a charter member of OpenAMI, a standards task force comprised of utilities and vendors writing standards and specifications for advanced metering infrastructure systems. USCL's President and CEO is the head of the Information and Data Model committee of OpenAMI and USCL has taken control of the use cases involved with in-premise devices communicating with power meters and prepayment methodology.
- On a national basis, USCL's President and CEO is Chairman of the Advanced Metering Committee and Co-chair of the Demand Response and Liquidity Committee of the National Energy Marketers Association, a non-profit group representing energy service providers and competitive metering firms in deregulated states and an association advocating for deregulation in regulated areas.

USCL's Tactics:

- Adaptation of IUM module to Landis + Gyr Focus meter.
- Adaptation of stand-alone EMS-2020 to universal RF open standards communications such as 815.4, ZigBee.
- Clean up of EMS-2020 PC software for GUI.

- Development of demonstrable in-home LAN and OSGi data bundles with emulated gateway function.
- Web site data presentation.
- Negotiate third party finance for end users with payback amortized through utility bill payments.
- Preparation of marketing materials for utility pitch.
- Coordination of marketing and sales pitch with Landis + Gyr.
- Working with Southern California Edison and Los Angeles County on pilot project involving 450 meters and 350 EMS-2020 units. This will become principal sales and marketing tool.
- Work with Southern California Edison after iSUM is commercialized for pilot testing under Southern California Edison's AMI filing with the California Public Utilities Commission

USCL's IP:

USCL will shift its emphasis from the SUM meter technology and associated patent to:

- EMS-2020 patent pending.
- RF based appliance control and monitoring modules using shunt method of VA sensing patent pending.
- RF based USB cable converter patent pending.
- Power Line Carrier transport to LAN router TCP/IP provisional patent pending.
- Incorporation of metering sensor in standard circuit breaker provisional patent pending.
- Software/firmware registered and copyrighted.
- Business Plan and product design trade secrets.

5. Operations:

The company has occupied its current corporate, administrative and product development offices since 1998. The company leases approximately 6,000 square feet comprised of three buildings located on a 1.5-acre campus in Northeast Sacramento California located roughly mid way between San Francisco, CA and Reno NV. Drive time to the Sacramento Airport is approximately 20 minutes and the location is central to the greater Sacramento downtown area and the various high tech supply regions of the valley.

The company has maintained very low overhead through the use of contractors and consultants on an as needed basis.

5.1 Engineering:

USCL has in-house hardware and software engineering laboratories and engineering related equipment supporting analog, digital, microprocessor, DSP, radio frequency, photo optical and software/firmware development. The company's engineering and product development strategy has been to utilize the services of a group of hardware and software engineers who have been associated with the firm's founder and/or key Board of Director member's for extended times thereby, 1) reducing the firm's overhead and employee obligations during the start-up and emerging phases of corporate evolution and 2) minimize the risk associated with bringing onboard new and uncalibrated team members. As the company nears commercialization of its products

and the revenue phase of it business cycle, key engineering and technical talent will be brought in on a full time basis.

Best method documentation and version control practices have been established under the direction of the firm's acting CTO, Mr. Phillip Fine, MS, JD, who brings 20 years of management experience with major defense contractors such as Lockheed and the U. S. Department of Defense (See management.)

5.2 Manufacturing Capacity: USCL has in-house manufacturing capacity at its current facility which has supported production of up to 1,000 surface mount device populated circuit board assemblies with fully integrated final assembly, test, certification, and shipment per week. The current manufacturing strategy is to sub-contract printed circuit board fabrication and component population to several preferred ISO-2002 certified contractors in the Sacramento area. Final assembly, test, calibration, and certification are preformed at the USCL facility. USCL plans on manufacturing first article and small beta and pilot project runs internally. As large volume orders begin to materialize, USCL plans to utilize a total turnkey production supply chain consisting of U. S. and off shore suppliers based on quality, performance, and cost criteria. This process will be fully documented and initially managed by Mr. Ray Presgrave, USCL Board of Director, who supports thirty years of high technology manufacturing and Quality Assurance experience in the semiconductor fields with such firm's as Intel, Fairchild, Honeywell, National Semiconductor (see management.)

5.3 Integrated Business Management: USCL will implement an integrated cross-functional management system developed by 3DBT. The system will provide visibility in the customer relations, order processing, enterprise planning and the execution of such functions as manufacturing, distribution, warranty repair, field support, and all G&A functions. The 3DBT system was developed by USCL Board of Director member, Robert S. Block and Mr. Block (see management) will work closely with USCL on its implementation.

5.4 Strategic Alliances: USCL will seek out strategic partners and alliances to facilitate the quick and most cost effective expansion of the business. Currently the firm has strategic partnerships in place with:

- MaxStream
- Landis + Gyr
- Covansys Systems, Inc.
- United States DOD, DMEA
- Kaifa Technologies, ShenZhen, China
- Intel (in process)
- Microsoft (possible)

6. Board of Directors, Management & Staff:

6.1. Management:

Tom D. Tamarkin, President & CEO	Founder & CEO USCL Corporation. Past president and CEO, Tamar Corporation. Past VP & COO, Datamatic, Inc. Author of "The Complete Handbook of Automatic Meter Reading" and developer of SAMREIM, Software for Automatic Meter Reading Economic Impact Measurement, for Electric, Gas and Water utilities.
Thomas J. Powers Chief Financial Officer (Acting)	Mr. Powers earned his undergraduate degree in economics from Stanford University and his M. B. A. degree from Stanford University in Business Administration. Mr. Powers has over 40 years experience in the financial management field. He started his carrier in the audit department of Ernst & Young in San Francisco. After four years with the firm he relocated to the Golden Colorado area and became controller of the corrugated products division of the Boise Cascade Company. For the next twenty years Mr. Powers served as Vice President of Finance and CFO of several publicly traded firms in the Southern California area with emphasis on engineering manufacturing and distribution. In 1984 Mr. Powers made a financial investment in Synergex International Corporation, Gold River, California. In 1992 Mr. Powers assumed the position of Chief Financial Officer of Synergex, and continues to serve on the firm's Board of Directors. Mr. Powers has extensive experience with high-tech development stage and emerging stage businesses, and has implemented numerous cash management plans, capital formation plans.
Phillip M. Fine, Chief Technical Officer (Acting)	Twenty years experience in senior level technical management in the telecommunication industry. Software design engineer, United States Space Command Space Defense Operations Center, Briefing Officer, United States North American Aerospace Defense Command Center, Orbital safety project Officer, North American Aerospace Defense Command, Orbit Analyst. BS, Engineering, United States Military Academy, West Point, MS Aerospace Engineering, University of Maryland, Juris Doctorate (JD,) Santa Clara University, State of California State Bar.

6.2. Board of Directors:

Tom D. Tamarkin, Chairman	Founder & CEO USCL Corporation. Past president and CEO, Tamar Corporation. Past VP & COO, Datamatic, Inc. Author of "The Complete Handbook of Automatic Meter Reading" and developer of SAMREIM, Software for Automatic Meter Reading Economic Impact Measurement, for Electric, Gas and Water utilities.
Robert S. Block	Holder of over 150 U.S. and foreign patents including that of the "V" Chip technology required by Congress to be incorporated in all television sets sold in the United States for program content access control. Pioneer and innovator in the Pay for View Television Industry, Cable Television Industry and Cellular Telephone Industry. Past founder and CEO of a major advertising agency and national agency of record of the Atlantic and Pacific Tea Company (A&P Company.) Bob Block graduated from the U.S. Army Medical Corps school of Pharmacy. He has BS, Education from the University of Wisconsin, Milwaukee, a BS, Foreign Trade from the Latin American Institute, Chicago, and an honorary Doctorate from the United States Sports Academy.
Gary Hexom	Principal, Jefferson School. Thirty-one years of service in the California, Connecticut State, and Sydney, Brisbane, Australia Public School Systems. Adjunct Professor at National University. BA California State University, Chico, MA University of San Francisco.
Hugh Roy Marshall	President, HRM Enterprises, owner of the Marshall Mint, President, Ione Gold Mining Corporation, and President Marshall Earth Resources. Largest property owner in Storey County, NV with numerous gold, silver and rare earth metals claims. BS University of Houston, MA Theology, University of Saint Thomas.
Ray Presgrave	VP, California Integration Coordinators. Twenty-five years experience in the Semiconductor Industry with Intel, Honeywell, and Fairchild Semiconductor. US Army 1971-73: Vietnam Veteran, Bronze Star, Combat

	Infantry Badge. Bowling Green State University, Ohio, Bachelors in Chemistry and Business, 1968.
Emily J. Tamarkin	Co-founder, USCL Corporation. Twenty-five years experience in administrative positions. Experience in graphic arts, collateral material production, and Web site design.

6.3. Advisory Board:

Barry D. Stigers: Past Vice President, Transaction Print and Mail. Past Vice President, U. S. Computer Services. Vice President, Operations, Time Warner, Metropolitan Cable Division. President & COO, Southern CT Cablevision. General Manager, VERTO Cable TV. Accomplished motivational speaker, jazz musician and private pilot. Part time lecturer and consortium member of the California State University, Sacramento Continuing Education Department. Recipient of the United States Postal Service Mail Center Manager of the Year Award. Member of Rotary International, National Cable Television Association, Cable Pioneers, National and Local Postal Associations.

William (Tom) McEntire: Past Director of Operations, Sacramento Municipal Utility District (SMUD.) Responsible for all engineering and operations of SMUD. Championed the development of the Smart Utilities Meter (SUM) by SMUD and the Department of MicroElectronics Activity group, U. S. Department of Defense.

6.4. Consulting Engineering Staff:

Fredrick Brown: EnergyCite senior hardware engineer. Designed EMS-2020 hardware, firmware, and PC to radio interface. Past associate engineer, Energy and Environmental Engineering Center, Desert Research Institute, University of Nevada. Past positions with Advanced Memory Systems, University of Florida, Unitec, and RCA. BSEE University of Florida. United States Navy, Electronics Technician, Submarine Service. U. S. patent number 5,299,577, Apparatus and Method for Image Processing Including One-dimensional Clean Approximation, and 4,737,030, Computer Automated Scanning Teleradiometer.

Richard Fleischer: USCL Software Engineering Manager. Twenty-five years experience. 1978-1982, ITT, 1983-1984, Software Engineering Manager, Texcon Corporation, 1984-2001 Senior Software Engineer, Alan Bradley/Rockwell International, Patent Award, "Capture the Moment Award." BS, Computer Science and Engineering, Massachusetts Institute of Technology (MIT), 1978.

Winston Hodge: Consulting Engineering, Cable modem and modulators. Thirty years experience leading companies and development resulting in the next generation computing and entertainment systems. Intimately knowledgeable in design of Interactive TV, Video on Demand, Pay per View TV, Digital Video Servers, Advance Multimedia, ATM, Set Top Boxes, Digital Television and Digital Telecommunications Systems. Held senior scientific and engineering management positions with Rockwell, Xerox, Hughes, Storage Technology Corporation, Micropolis/Spectradyne and Proxima. Author of Interactive Television: A

Comprehensive Guide for Multimedia Technologists, McGraw Hill, Inc., ISBN 0-07-029151-9, March 1995. BS Physics and applied Mathematics, Chapman University, 1962. Holder of two granted U. S. patents and several pending patents.

H. George Pires: Consulting Engineer, ASIC chip development. Thirty years hardware design experience. Developed video mixed signal ASIC chips for a public company, developed high security microwave television scrambling technology and conditional access billing system for TV Set Top Boxes. Designed several video and audio control products. Nine years with Eagle-Rest Technology, sixteen years with Crosspoint Latch Corporation, three years with Teleglobe Corporation. BSEE, London, England, graduate courses in computer engineering, Stony Brook University, Long Island, NY. Holder of 13 U. S. patents. Federal U. S. commercial pilots' license.

Pamarjit Basal: Principal in realContext Networks, partner to EnergyCite, OSGi and AMR/RTM middleware software engineer. Ten years senior development and management in software. Experience: Intel, Pandesic, Unisys PulsePoint Communications, ADP Networking and management s/w, systems s/w, application s/w, Internet technologies. B.S. Tech (Metallurgy), IIT, Kanpur, India.

Ramesh Vasu: Principal in realContext Networks, partner EnergyCite, GUI, OSGi and AMR/RTM middleware senior software engineer. 15 years senior development and management experience in software. Experience include: Intel, Pandesic, IBM, Westinghouse Microprocessor-based h/w design/dev, firmware, device drivers, instrumentation s/w, embedded systems, application s/w, Internet technologies. (MBA), UC Davis, B.E (EE), IISc, Bangalore, India; B.Sc. (Chemistry) University of Madras.

6.5. Personnel Plan:

The following table schedules USCL's human resource requirements. The firm does not plan to hire many full time employees in the year 2003 pending completion of the firm's product development and the beginning of its revenue stage. The company will be conducting most of its R&D activities through the use of consultants and contractors thereby reducing the overhead associated with benefits administration, etc., until the company has sufficient working capital to meet increased payroll burdens, etc.

Personnel Plan						
	2005	2006	2007	2008	2009	2010
R&D:						
CTO	0	1	1	1	1	1
Hardware Engineers	0	2	3	3	3	3
Software Engineers	0	5	6	6	7	7
Cable/Modem Engineers	0	1	1	1	1	1
Mechanical Engineers	0	1	1	1	1	1
Hardware Technician	0	0	1	1	1	1
Total R&D Staff	0	10	13	13	14	14
Sales & Marketing:						
V.P. Sales & Marketing	0	1	1	1	1	1
Marketing Manager	0	0	1	1	1	1
Sales/Mkt. Assistant	0	1	2	2	3	3
Marketing Communications Mgr.	0	1	1	1	1	1
Sales Manager	0	1	1	1	1	1
Sales People	0	2	6	8	8	8
Total Sales & Marketing	0	6	12	14	15	15
Customer & Field Service:						
Director	0	0	1	1	1	1
Customer Service Reps.	0	1	2	3	3	3
Project Managers	0	1	2	2	3	3
Repair Technicians	0	1	2	3	3	3
Total Customer & Field Service	0	3	7	9	10	10
Operations & Manufacturing:						
Operations Director	0	0	1	1	1	1
Purchasing Manager	0	1	1	1	1	1
Operations Assistant	0	1	1	1	1	1
Technicians	0	0	2	2	2	2
Manufacturing Specialists	0	0	1	1	1	1
Total Operations & Mfg.	0	2	6	6	6	6
General & Administration:						
CEO	1	1	1	1	1	1
Executive Vice President		1	1	1	1	1
CFO		1	1	1	1	1
Executive Assistant	1	1	1	1	1	1
H.R. Director			1	1	1	1
Facilities Manager			1	1	1	1
General Manager			1	1	1	1
Secretary/Receptionist		1	2	2	2	2
Total General & Administration	2	5	9	9	9	9
Total Employees	2	26	47	51	54	54

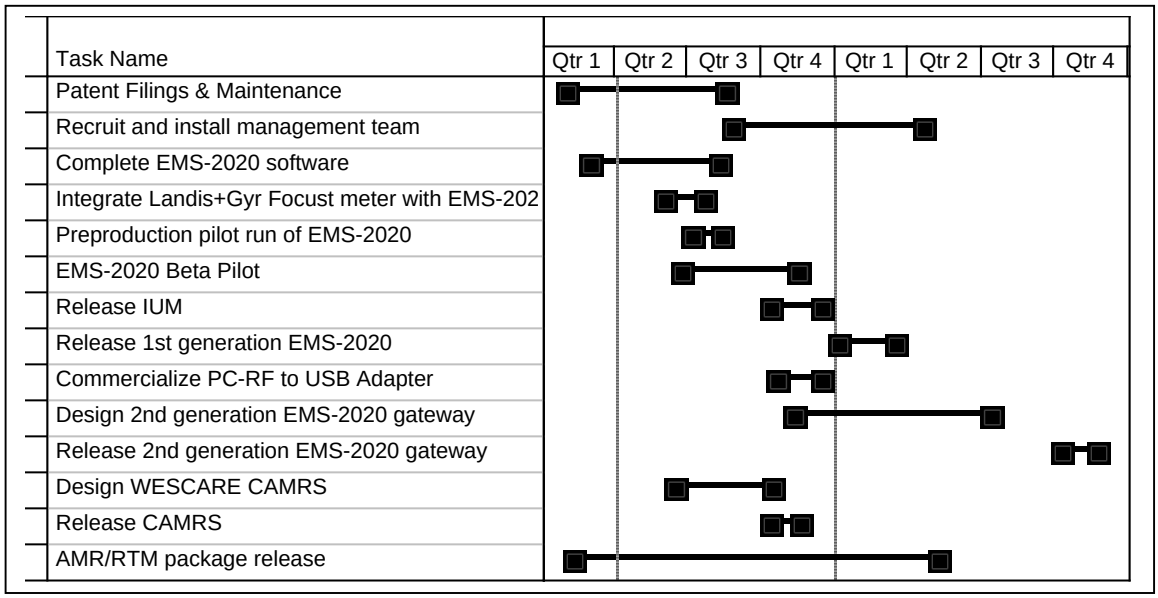
7. Financials & Milestones:

USCL's summarized major milestones are defined in the following table and are the overall basis for the projected Sales and Income and projected Expense Statement. The sales and revenue projections are based on USCL's strategy of partnering with Landis + Gyr and result form the sales of the EMS-2020 and related products as well as AMR/RTM services to utilities.

USCL's strategy of direct sales to utilities without traditional distribution along with the use of local and overseas contract manufactures for production greatly reduces the sales and marketing

costs, as well as the capital equipment expenditures normally associated with a start-up manufacturing operation.

7.1. Product Introduction Timeline:



7.2. Projected Meter Sales by Landis+Gyr:

Projected Landis+Gyr Focus Meter Sales												
2007	2008	2009	2010	2011	1012	2013	2014	2015	2016	2017	2018	2019
1%	3%	8%	10%	11%	11%	11%	11%	10%	9%	8%	4%	2%
.45M	1.35M	3.6M	4.5M	4.95M	4.95M	4.95M	4.95M	4.5M	4.05M	3.6M	1.8M	.9M

Above data prediated on Landis+Gyr's 10 year Sales Forecast of 45 million meters.

7.3. Projected Product Unit Sales

Projected USCL EnergyCite EMS Product Sales by Device Quantity					
Product	**2007**	**2008**	**2009**	**2010**	**2011**
Landis & Gyr Sales:					
Landis+Gyr Focus Meter	450,000	1,350,000	3,600,000	4,500,000	4,950,000
USCL Sales:					
EMS-2020	90,000	270,000	720,000	900,000	990,000
Gas Module	58,500	175,500	468,000	585,000	653,400
Water Module	46,800	140,400	374,400	468,000	514,800
HVAC Interface	90,000	270,000	720,000	900,000	990,000
PSM/Ts/VT	90,000	270,000	720,000	900,000	990,000
PSCM	90,000	270,000	720,000	900,000	990,000

7.4. Financial Plan:

Financial Plan

Financial Assumptions
Sales Forecasts
Statements of Operations Forecast
Proforma Balance Sheets
Proforma Statements of Cash Flows

Revised June 2005

Prepared by:
USCL Acting Chief Financial Officer
Thomas Powers, CA CPA (retired status)

STATEMENTS OF OPERATIONS FORECAST ASSUMPTIONS

Sales Forecast

USCL Corporation expects to start taking orders for its EnergyCite utility meter systems about six months from the date it receives funding. Shipments would commence during the following quarter. Using the recently introduced Landis+Gyr Focus meters as its metering platform, USCL will sell its products to utility companies as add-on features. Using L+G's sales forecast of its new meters for the next five years, USCL has made the assumption that 20% of the focus meters will be sold with EnergyCite (EMS-2020)(See Exhibit B). In addition to the basic EMS-2020 units, the company expects to sell add-on modules as follows:

- **Gas modules – 65% of EMS-2020 sales**
- **Water modules – 52% of EMS-2020 sales**
- **Power Sensor Module (PSM) and Temperature Sensor Module (TSM) at the rate of one device per EMS-2020 sold**
- **Power Sensor Control Module (PSCM) – one per EMS-2020**
- **HVAC**

Cost Of Goods Sold Forecast

USCL does not plan to become a manufacturing company. Except for some R & D work and to fill small orders, the Company's production will be outsourced. Until unit volume reaches economic and somewhat predictable levels, most of the devices will be provided by suppliers in northern California. At some point, it is likely it will be found advantageous to shift production abroad.

Based on actual quotes obtained from potential suppliers, management has determined that the average purchase price from suppliers is expected to be about 50% of the selling price across all product lines before importation and transportation costs. It is anticipated that unit costs will decline about 5% per year over the five year forecast period as production processes are improved, and through economies of scale. Import and transport fees are expected to run about 6% of product costs. However, selling prices are forecasted to decline over the period, too, as USCL's success invites competition. The forecast of Gross Margin percentages, therefore, anticipates a slight decline over the five-year period.

Expenses

After the receipt of the $2,000,000 being sought, the Company will enter its last phase before commencing sales. During this six months period, the existing functional prototype devices will be converted to finished, commercial products ready to be sold to utilities for installation in homes and businesses. Of the $944,000 to be spent during this phase, the major components will be consultants and contractors, development of sales

samples, conducting field trials, and hiring of staff to prepare the Company to complete the transition from an R & D activity to an operating organization. (See Exhibit A)

After the six months conversion period, orders will be taken from customers and purchase orders given to suppliers. USCL will not become a manufacturing company, although it will have the facilities to conduct R & D activities and a limited production capability for emergency situations. Deliveries, and therefore sales, will commence about three months from the start of operations. Although initial costs may be a little higher by placing initial orders with local suppliers, time savings and control are considered more important than cost during the initial phase of operations. Eventually, it is expected that much of the manufacturing will be done abroad, with some assembly being done in the U.S. Exhibit C portrays projected statements of operations for the first five years after USCL becomes a fully operational company.

Management has identified five primary functions to be performed once the Company enters full operations: Product Development / R & D, Sales & Marketing, Customer & Field Service, Operating & Manufacturing, and General & Administrative. USCL will have, in house, the necessary staff to conduct ongoing improvements to existing products and the development of new ones. Initially, the department will consist of a chief technical officer, four software engineers, two hardware engineers, two cable modem engineers, and a mechanical engineer. Over the five-year period, the R & D staff is expected to grow to fifteen persons.

The Sales & Marketing Department will solicit orders directly from utilities and other customers. Employment of independent sales agents will not be necessary. Initially, it will be a five-person department that will grow to fifteen over the five-year period. This organization will be responsible for conducting field tests and demonstrations.

The Customer & Field Service Department will provide customer service, oversight of installations, and repairs. Starting with three persons, this department is expected to eventually grow to ten.

The Operations & Manufacturing Department will handle purchasing and the coordination of assembly by outside suppliers. From time to time, contract labor may be brought in to manufacture small test runs of new products and provide limited production in emergency situations. Over the five-year period, staff is expected to grow from two to six persons.

General & Administrative personnel will initially consist of a CEO, a CFO, an accountant, and two office assistants. Even with the rapid rate of growth forecasted, the staff is not expected to grow beyond eight persons during the five-year period. The Company expects to be able to stay in its current facilities for the next two years, but will then move to new ones somewhere in the Sacramento area thereafter. Other Income is expected to consist of interest earned on cash balances not required for immediate operations. Loss carry-forwards and research and development credits are expected to reduce the Company's tax rates in first year of full operations.

PROFORMA BALANCE SHEETS ASSUMPTIONS

Exhibit D projects balance sheets for USCL just before obtaining the financing sought, just after the injection of funds, at the start of operations, and at the end of each year over the first five years as an operating company. The assumptions contained in Exhibit D are as follows:

Cash and Cash Equivalents. The Company has developed its prototype products using part time engineers, consultants, etc., incurring expense only when absolutely necessary. No one is currently drawing a salary from the Company. The injection of $2,000,000 is shown as an addition to cash and to stockholders' equity. The Company is expected to generate significant cash flows over the forecast period. For forecast purposes, cash balances have been allowed to accumulate in amounts far in excess of operating needs. In fact, those excess cash balances may be used to invest in new products or businesses, or be distributed as dividends to stockholders.

Accounts Receivable. The Company will not have any sales until its first year as an operating company. Year-end balances have been projected to represent two months of sales just prior to the balance sheet date.

Inventory. Represents two months of Cost of Goods Sold from the time parts leave the manufacturing plant, are delivered to the meter manufacturer, and shipped to customers.

Other Current Assets. Various prepaid expenses such as rent, insurance, etc.

Property & Equipment. Forecast includes specific and general fixed asset acquisitions planned by management over the five-year period according to the Capital Expenditures Plan. Depreciation periods have been assumed from three to ten years depending upon the nature of the asset.

Other Assets. Patents, lease deposits, etc. Not expected to vary significantly over the forecast period.

Accounts Payable. Assumes balance represents the last thirty days of Cost of Goods Sold plus $100,000 to cover other obligations once operations are in full swing.

Bank Line of Credit. During the first year of operations, internally generated working capital will be inadequate to finance the inventory/receivables cycle. However, receivables from the utilities should be more than sufficient to provide collateral for bank financing. (An alternative might be for the meter manufacturer(s) to provide the required funds,) After the first year, cash flow will be more than sufficient to provide needed working capital.

Accrued Liabilities. Composed of payroll-related liabilities and other miscellaneous obligations.

Other Current Liabilities. Other unspecified debts.

Loans Payable - Stockholder/Officers. Represents loans and accrued compensation, most of which will not be paid until the Company becomes operational

EXHIBIT A

USCL CORPORATION
STATEMENT OF OPERATIONS FORECAST
For the Six Months Period Between Funding and Commencement of Operations

Expenses:	
Product Development / R & D:	
Consultants / Contractors	365,000
Materials Consumed	8,500
Tools & Supplies	500
Travel	4,200
Subtotal - Product Devel.	378,200
Sales & Marketing:	
Sales Samples	145,000
Field Trials	115,000
Marketing & Advertising	25,000
Travel	12,000
Subtotal - Sales & Marketing	297,000
Operating & Manufacturing:	
Consultants / Contractors	3,500
Tools	300
Subtotal - Operating & Mfg.	3,800
General & Administrative:	
Employee Compensation	131,200
Consultants	28,500
Depreciation & Amortization	3,000
Rent	7,200
Utilities	2,700
Security	200
Communications	4,500
Legal	32,500
Insurance	3,500
Audit & Tax	9,000
Patents	28,000
Office Supplies	3,000
Postage	600
Reference Materials	500
Dues & Subscriptions	600
Travel & Entertainment	9,000
Automobile Expense	1,500
Subtotal - G & A Expenses	265,500
Total Expenses	944,500
Operating Income (Loss)	(944,500)
Other Income / Expense	500
Net Income (Loss)	(944,000)

EXHIBIT B

USCL CORPORATION
SALES FORECAST
For the First Five Years as an Operating Company

Product	Year 1 Units/Dollars	Year 2 Units/Dollars	Year 3 Units/Dollars	Year 4 Units/Dollars	Year 5 Units/Dollars
EMS-2020 (Display)	90,000	270,000	720,000	900,000	990,000
	$13,500,000	$37,260,000	$92,160,000	$106,200,000	$106,920,000
Gas Module	58,500	175,000	468,000	585,000	653,400
	$3,510,000	$9,757,800	$24,008,400	$27,600,300	$28,226,900
Water Module	46,800	140,400	374,400	468,000	514,800
	$3,276,000	$9,103,500	$22,407,800	$25,758,700	$25,945,900
HVAC Interface	90,000	270,000	720,000	900,000	990,000
	$2,700,000	$7,506,000	$18,468,000	$21,240,000	$21,384,000
PSM/TSM	90,000	270,000	720,000	900,000	990,000
	$1,710,000	$4,752,000	$11,700,000	$13,455,000	$13,553,100
PSCM	90,000	270,000	720,000	900,000	990,000
	$2,340,000	$6,501,600	$16,005,600	$18,396,000	$18,532,800
AMR		$244,100	$732,400	$1,953,000	$2,441,200
New Products					5,000,000

EXHIBIT C

USCL CORPORATION
STATEMENTS OF OPERATIONS FORECAST
For the First Five Years as an Operating Company

	Year 1	Year 2	Year 3	Year 4	Year 5
Revenues:					
EMS-2020 and Modules	27,036,000	74,880,900	184,749,800	212,650,000	214,562,700
Automatic Meter Reading		244,100	732,400	1,953,000	2,441,200
New Products					5,000,000
Total Revenues	27,036,000	75,125,000	185,482,200	214,603,000	222,003,900
Cost of Goods Sold:					
Purchases	13,518,000	38,524,900	96,969,600	114,907,500	119,196,000
Importation & Transport Costs	810,000	2,308,500	5,816,500	6,885,000	7,128,000
Total Cost of Goods Sold	14,328,000	40,833,400	102,786,100	121,792,500	126,324,000
Gross Profit	12,708,000	34,291,600	82,696,100	92,810,500	95,679,900
Gross Margin	47%	46%	45%	43%	43%
Expenses:					
Product Development / R & D	1,038,400	1,363,600	1,540,600	1,670,500	1,761,500
Sales & Marketing	2,230,300	5,845,200	13,110,700	15,091,900	15,239,600
Customer & Field Service	168,000	428,000	552,000	630,000	657,000
Operating & Manufacturing	131,500	390,000	482,000	517,000	530,000
General & Administrative	1,030,800	1,636,200	2,008,800	2,575,400	2,813,200
Total Expenses	4,599,000	9,663,000	17,694,100	20,484,800	21,001,300
Operating Income	8,109,000	24,628,600	65,002,000	72,325,700	74,678,600
Other Income (Expense)	2,000	40,000	40,000	40,000	40,000
Income Before Taxes	8,111,000	24,668,600	65,042,000	72,365,700	74,718,600
Income Taxes	2,433,300	7,327,400	18,158,700	25,328,000	26,151,500
Net Income	5,677,700	17,341,200	46,883,300	47,037,700	48,567,100

EXHIBIT D

USCL CORPORATION
PROFORMA BALANCE SHEETS

	Before Funding	After Financing	Start of Operations	End of Year 1	End of Year 2	End of Year 3	End of Year 4	End of Year 5
Cash and Cash Equivalents	10,000	2,010,000	1,011,500	393,700	2,614,800	16,672,400	71,659,700	118,716,100
Accounts Receivable				9,016,500	16,542,200	42,191,600	35,767,200	37,000,600
Inventory				4,778,400	8,999,200	23,407,100	20,298,700	21,054,000
Other Current Assets				30,000	50,000	50,000	50,000	50,000
Total Current Assets	10,000	2,010,000	1,011,500	14,218,600	28,206,200	82,321,100	127,775,600	176,820,700
Property & Equipment	75,000	75,000	90,000	364,500	744,000	965,500	1,178,500	1,393,500
Less: Accumulated Depreciation	50,000	50,000	53,000	128,800	287,400	497,400	713,600	969,200
Net Property & Equipment	25,000	25,000	37,000	235,700	456,600	468,100	464,900	424,300
Other Assets	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
Total Assets	60,000	2,060,000	1,073,500	14,479,300	28,687,800	82,814,200	128,265,500	177,270,000
Accounts Payable	37,500	37,500	25,000	2,385,600	4,592,900	11,786,000	10,149,400	10,527,000
Bank Line of Credit				5,400,000				
Accrued Liabilities	20,000	20,000	20,000	100,000	150,000	200,000	250,000	300,000
Other Current Liabilities	10,000	10,000	10,000	10,000	20,000	20,000	20,000	30,000
Total Current Liabilities	67,500	67,500	55,000	7,895,600	4,762,900	12,006,000	10,419,400	10,857,000
Loans Payable - Stockholders/Off.	121,500	121,500	91,500					
Loans Payable - Supplier	21,000	21,000	21,000					
Common Stock	954,500	2,954,500	2,954,500	2,954,500	2,954,500	2,954,500	2,954,500	2,954,500
Retained Earnings (Deficit)	(1,104,500)	(1,104,500)	(2,048,500)	3,629,200	20,970,400	67,853,700	114,891,400	163,458,500
Total Stockholders' Equity	(150,000)	1,850,000	906,000	6,583,700	23,924,900	70,808,200	117,845,900	166,413,000
Total Liabilities & Stockholders' Equity	60,000	2,060,000	1,073,500	14,479,300	28,687,800	82,814,200	128,265,300	177,270,000

EXHIBIT E

USCL CORPORATION
PROFORMA STATEMENTS OF CASH FLOWS

	To Start of Operations	Year 1	Year 2	Year 3	Year 4	Year 5	Five Years
CASH FLOWS FROM OPERATING ACTIVITIES							
Net income (loss)	(944,000)	5,677,700	17,341,200	46,883,300	47,037,700	48,567,100	164,563,000
Adjustments to reconcile net income (loss) to net cash provided by operating activities:							
Depreciation & amortization	3,000	75,800	158,600	210,000	216,400	255,400	919,200
(Increase) decrease in assets:							
Accounts receivable		(9,016,500)	(7,525,700)	(25,649,400)	6,424,400	(1,233,400)	(37,000,600)
Inventory		(4,778,400)	(4,220,800)	(14,407,900)	3,108,400	(755,300)	(21,054,000)
Other current assets		(30,000)	(20,000)				(50,000)
Increase (decrease) in liabilities:							
Accounts payable	(12,500)	2,360,600	2,207,300	7,193,100	(1,636,600)	377,600	10,489,500
Accrued liabilities		80,000	50,000	50,000	50,000	50,000	280,000
Other current liabilities			10,000			10,000	20,000
Net cash provided (used) by operating activities	(953,500)	(5,630,800)	8,000,600	14,279,100	55,200,300	47,271,400	118,167,100
CASH FLOWS USED IN INVESTING ACTIVITIES							
Acquisition of property and equipment	(15,000)	(274,500)	(379,500)	(221,500)	(213,000)	(215,000)	(1,318,500)
Net cash used in investing activities	(15,000)	(274,500)	(379,500)	(221,500)	(213,000)	(215,000)	(1,318,500)
CASH FLOWS PROVIDED (USED) FROM FINANCING ACTIVITIES							
Proceeds (payments) from bank line of credit		5,400,000	(5,400,000)				0
Payment of loans payable - shareholders/officers	(30,000)	(91,500)					(121,500)
Payment of loans payable - suppliers		(21,000)					(21,000)
Issuance of common stock	2,000,000						2,000,000
Net cash provided (used) in financing activities	1,970,000	5,287,500	(5,400,000)	0	0	0	1,857,500
NET INCREASE (DECREASE) IN CASH	1,001,500	(617,800)	2,221,100	14,057,600	54,987,300	47,056,400	118,706,100
CASH, beginning of year	10,000	1,011,500	393,700	2,614,800	16,672,400	71,659,700	10,000
CASH, end of year	1,011,500	393,700	2,614,800	16,672,400	71,659,700	118,716,100	118,716,100

8.0 Investment Opportunity and Exit Strategy

8.1 Investment needs and use of proceeds: USCL is progressing with the commercialization of its EnergyCite EMS-2020 product, Intelligent Utilities, Module, subscriber side radio frequency utility LAN, automatic meter reading/real time metering network with migration towards in home residential gateway platform on which the EMS-2020 functionality will reside. The company is currently seeking $2 million dollars in equity private placement funding. These funds will be used to complete product development, recruit management and begin the sales and marketing programs. U. S. patent fillings began in June 2002 and will continue through 2006.

The company anticipates issuing one additional round of equity capital at a higher valuation for working capital and expansion. This will in all probability occur in Q 1, 2007.

8.2 Exit Strategy: Management believes USCL's valuation will increase rapidly. The strategy of launching the product closely coupled with Landis + Gyr will allow the company to take advantage of an existing and very stable market channel and the positioning of USCL in the critical path of the utility industries rapid adoption of the Landis + Gyr metering solution will insure maximum stability and availability of needed funding at reasonable cost. The companies core strategy is to launch the iSUM meter in Q3 2006 or Q1 2007. Management forecasts several separate exit strategies including:

8.2.1 The sale of part of all the company to a large utility meter manufacturer, home control products, cable, communications, infrastructure or diversified service's company.

8.2.2 A merger or acquisition with another Data & Information services company.

8.2.3 An Initial Public Offering.

Through any of the above means an investment in USCL could substantially increase in value based on the current valuation of the firm versus the valuation at the time of such future event.

Thinking about the future? . . . so are we.

In times of economic uncertainty, corporate downsizing, and rolling power blackouts, we at EnergyCite are looking towards the future.

As the new millennium ushers in the information age and deregulation of the electricity and gas industries, we have been working hard to make life a little easier for you by providing products to help reduce your energy bills and ease power shortages.

EnergyCite
div. of USCL Corporation

. . . innovations in metering, consumer information, and AMR technology

2737 Eastern Avenue
Sacramento, CA 95821
tel: 916-482-2000
fax: 916-482-2020
www.energycite.com

EnergyCite
div. of USCL Corporation

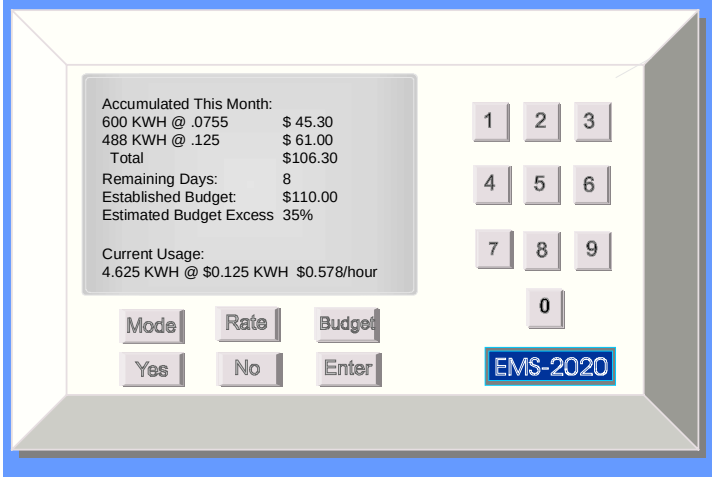
Our system is centered around a smart meter which monitors electric, gas and even water usage and transmits this information to an electronic display panel located inside the home. Studies have proven that energy savings of 15% and more occur when people have information that allows them to make informed decisions on how and when to use power.

Use of the EMS-2020 provides many important benefits for the millennium.

- **Savings on utility bills**
- **Tax and energy credits**
- **Energy conservation**
- **Air pollution reduction**
- **Consumer choice**
- **Creation of new jobs**
- **Real time in-home visual display**
- **Information and specialized advertising may be downloaded via the energycite.net network and displayed on the EMS-2020**
- **The consumer may consummate purchase transactions at the touch of a button**
- **Read & Write Smart Card for loayalty and trading credits transfer**

The EMS-2020 provides up to the second consumption and cost information for electric, gas and water services and answers the key question:

How much electricity, gas and water am I using now and how much is it costing me?



The EMS-2020 allows you to establish a budget that is computer monitored and controlled. If the budget is in jeopardy of being exceeded, you're informed. And, if you purchase and install the optional control modules, the EMS-2020 will automatically make certain that your budget is not exceeded.

The EMS-2020 provides peace of mind. No more worries about insuring meter readers access to your property. Utility bills will be their absolute lowest and you will be contributing to the reduction of air pollution by the elimination of meter reading fleet vehicles and reduced energy generation.

Product Summary
Internet Smart Utilities Meter & EMS-2020

I. Internet Smart Utilities Meter (iSUM.)

The iSUM is a fully integrated solid state 200 ampere single phase Kilowatt hour meter meeting applicable ANSI standards and pin for pin compatible with conventional electro-mechanical Kilowatt hour meters.

Additionally, the SUM provides the following features and functions:

1.0 Automatic Meter Reading (AMR). The SUM contains a bi-directional RF transceiver and an external FCC part 68 compliant modem and is fully programmable to initiate out-bound telephone calls to a utility or Internet pop server. The device has been designed to operate with a consumer's standard telephone line and will not interrupt access to the telephone line by the consumer. The meter is fully programmable in terms of its dialing schedule. The meter serves as a communications gateway for electricity, water, natural gas and propane gas automatic meter reading. All accumulated electricity KWH readings between communication cycles as well as datalog information and gas and water readings (optional) are transmitted in each communication session. The modular design of the meter is such that the integral telephone modem may be replaced with a 902-928 MHz spread spectrum transmitter.
2.0 Interval Time of Use. Programmable interval bins from twelve hours to one minute.
3.0 Peak Demand Recording. Peak demand may be recorded and time stamped for programmable time intervals between 31 days to one minute.
4.0 Power Factor Measurement. Datalogging of time stamped power factor for programmable time intervals between 31 days to one minute.
5.0 Service Outage. Automatic dial up of pre-programmed telephone number in the event electrical service is lost for a programmable time period of one to sixty minutes.
6.0 Tamper Alert. Automatic dial up of pre-programmed telephone number in the event of a tamper action.
7.0 Remote Service Connect Disconnect. Optional integral 200 ampere relay for remote service activation and disconnect.
8.0 Prepay Service. Optional Smart Card based in-home terminal.
9.0 Peak Demand Service Limiter. The peak amount of power may automatically be set to programmable thresholds in the event of customer arrears in payment thus conforming to the rules and regulations of certain states regarding the disconnect of power for non-pay situations. As an example the utility may direct a certain meter to limit an account to10 amperes or 1.2 kW. If the consumer creates conditions of a load greater than that set, the meter will disconnect service requiring the customer to manually press a re-set button located at the meter. This feature requires incorporation of the optional 200 ampere relay.

10.0 Reverse Power Measurement. Reverse power flow is measured in the same fashion as normal power flow both with respect to the storage and time stamping of interval and demand as well as power factor.
11.0 LCD Display. Five X Twenty LCD displays accumulated and real time electrical power, gas, and water readings.
12.0 In-home Display. Communicates via RF or PLC with the EMS-2020 in-home display and management system.
13.0 Administrative. Unique meter identification serial number. Programmable customer name and address. 15-day back-up power source for all datalogging memory. Twenty-four hour diagnostics.
14.0 Specifications. Meets all applicable ANSI standards. Accuracy: 0.024 % at standard test points for energy demand. Voltage: 225 to 275 Volts. Frequency: 48 to 62 Hz. Current: 200 Amperes. Operating temperature: -20 to + 85 degrees C. Humidity: <=95%Rh

EMS-2020

1.0 Functional Description. The EnergyCite EMS-2020 panel is a small, attractive, wireless display and function control console, which may be wall mounted or set on a counter top. A user interface is provided consisting of various keys and an attractive graphic LCD display.

The EnergyCite EMS-2020 system enables consumers to take control of their monthly energy expenditures by establishing an energy budget and constantly monitoring energy usage to insure that the budget is not exceeded. The EMS-2020 alerts the homeowner if their budget is in jeopardy of being exceeded. Through the implementation of optional remote control devices, the EMS-2020 can automatically fine tune a home or small business's energy consumption. Electrical, natural gas, propane and even water consumption is displayed in accumulated dollars and cents or real time cents per minute. The display is updated every 15 seconds. The EMS-2020 system uses state of the art spread spectrum wireless technology to communicate with remote sensors and transmitters located at the residence’s electric kilowatt hour power meter, natural gas meter, propane tank level sensor module or water meter. The consumer receives a payback and future return on investment in the form of reduced electric and/or gas bills. Implementation of various variable rate structures by the utility can significantly increase expected savings and help the utility balance its load and reduce peak power demand strain. Many states and utilities are experimenting with novel and complex rate structures including peak power demand and time-of-use rates modified for residential consumer application. When the EMS-2020 is used in conjunction with variable rate structures and automatic meter data telemetry, the consumer has even more control of their energy cost savings. In this instance, the most current rate structure information may be downloaded automatically by the utility to the EMS-2020 via inbound or outbound telephone, digital pager network interface or the embedded Internet browser in conjunction with the energycite.com and energycite.net web sites.

EMS-2020 Benefits:

- Displays current burn rate of electricity, natural gas, or propane in cents per minute.
- Displays up-to-the-minute accumulated electricity and gas bills since the last statement.
- Displays previous monthly billings for the last twelve months.
- Ability to enter a budget and monitor costs-to-date versus budget amount.
- Programmable audible alarms may be set if the budget is in jeopardy.

- Displays accurate electric and gas meter dial readings in power units.
- Time of Use (TOU) and Peak Power Demand (PPD) rate structure compatible.
- X-10 base compatible.
- Automatic turn on/turn off and ramp up/ramp down of remotely controlled devices.

Functional Specifications:

Display Mode:

- Real time current burn rate in energy units or dollars & cents.
- Accumulated to date. Zero 1 Mo. N Mo. Year Display in power/utility units or dollars & cents.
- Power units or dollars & cents.
- Peak demand. Store last 31 days. Display selectable by last 24 hours 48, hours, 72 hours, or by date for last 31 days.
- Time of use. Store last 31 days. Display selectable by last 24 hours, 48 hours, 72 hours or by date for last 31 days.
- Utility selected. Three choices. Nominally electric, gas, and water.
- Econo Meter graphic display in bar graph format.
- Peak demand exceeds set level.
- Accumulated run rate exceeds available balance of users pre set monthly budget.
- Messages may be downloaded from the utility for display.

Alarm Mode:

- Peak demand exceeds level set by consumer. LED and piezoelectric beeper.
- Accumulated run rate exceeds user's available balance of pre-set monthly budget. LED and piezoelectric beeper.

Control Mode:

- Remote modulated device ID number.
- Turn on/turn off, ramp up/ramp down schedule.
- Modulate resistive loads. Switch inductive loads.

Program Mode:

- Set Real Time Clock
- Enter power cost in cents per energy/utility units
- Set monthly budget for each type of energy/utility service
- Set peak demand limit
- Set time of use rate structure