

REVENUE ENGINEERING, INC.

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CONFIDENTIAL

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Tom Tamarkin
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Tom,

Following the pervious interviews and after the marathon session today:

Revenue Engineering, a professional services company, and Leadership Engineering, a Professional coaching company, have come to the following conclusions and recommendations:

First:

Conclusions:

Jack Mador has a very high energy personality, and uses intimidation to win every argument, seeks to control every situation, and uses basic aggressive techniques to overcome all objections and negative situations. He is very uncomfortable in situations that he does not control; however, he will condescend to over powering personalities to appear to conform or agree, although, he really believes he is controlling the situation.

Tom Tamarkin has a strong but passive personality based on basic ethical honesty, and has a very high quality of courage of conviction and integrity that is unquestioned. In other words, a deal is a deal and his word is his bond. In Revenue Engineering's opinion, Jack Mador took advantage of this situation, and the basic conviction of Tom Tamarkin under duress, and "sold" a package of survival and future gains that forced Tom Tamarkin to make a decision that appeared to be "saving the company". This is supported by the fact that Tom did not follow normal

protocol of consensus (with Emily on stock amounts & stock options) or with the board and outside council (like Revenue Engineering) he would normally use in such situations.

A contract was created by Jack Mador and his attorney, Kirk Rimmer under extreme pressure for investment money, and Jack Mador used this situation, (similar to a predator), to cut a deal that appears to be opportunistic, and favors Jack Mador in several ways. He gains a major control over operations and stock of the company, over future stock of the company, and has a salary and benefit guarantee for three years. There also appears to be a provision to force the Tamarkin's to force sell all stock of the company which fuels the perception that this is a predator contract that was forced on Tom Tamarkin under the stress of investment and potential investment capital when the company was in a "crisis" situation.

Second

Recommendations:

Revenue Engineering has been involved with this situation for three months, at the request of Tom Tamarkin & the Board of Directors. There has been some improvement in Jack Mador's behavior and some movement toward a "working" relationship with Tom. There, however, there has been severe damage caused by Jack Mador's actions, behavior, mismanagement, rudeness and verbal attacks to both Tom and Emily Tamarkin. If Jack makes major changes in personality and his behavior, then healing could occur; however, it would take several months; perhaps years.

Following the six (6) hour session on Thursday May 30, 2001 with Tom, Jack, and Emily (for a limited time,) Revenue Engineering concludes that Jack Mador is only making superficial changes to attempt to save what has become a very uncomfortable situation, and will revert to his normal patterns when there is no longer a threat to his position.

The emotional drain on all parties, Jack Mador included, has and will continue to take a major toll on time, resources, and potentially the health of all. There appears to be no solution to, nor any major change in the situation in the near or reasonable future, that will relieve this pressure.

Revenue Engineering recommends that a severance take place, removing Jack Mador from the company, and Tom Tamarkin regain control over the company, its assets, and titles. We believe Jack Mador will accept this decision from Tom Tamarkin, but will attempt to change Tom's mind (typical pattern used by Jack) using recent investments from Jack Mador acquaintances as leverage. This is a risk that can be handled by personal contact, and typically, people who invest are convinced that a company has a product or service that warrants an investment, and pulling back may not occur as long as the stock was handled properly.

Tom Tamarkin has already offered to make a fair settlement on the contract, and Revenue Engineering recommends a one-year salary (or continued salary) as a fair settlement. The Stock options will terminate upon dismissal. The Stock Jack Mador holds will probably be used as a negotiating asset and can be used by both parties to work the salary amount and timing.

Revenue Engineering can help in this settlement negotiation if you need us.