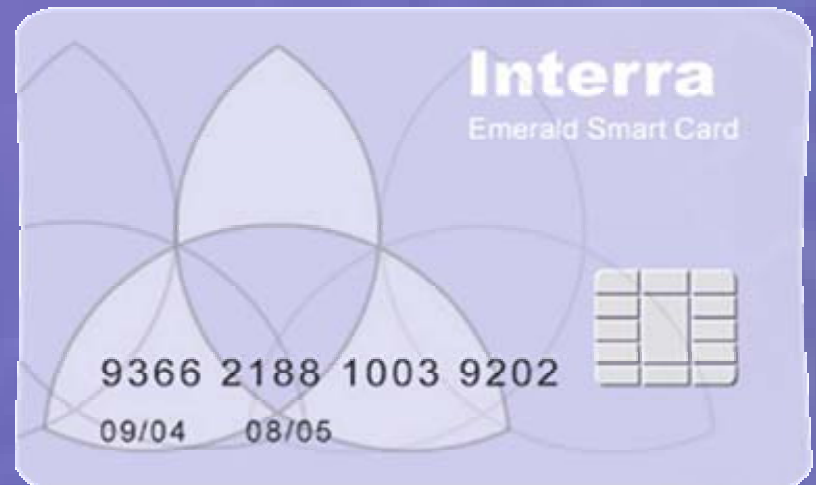


The little card that will change the world... one community at a time

Interra Project Description
and Proposal

March, 2004



A VISION TO SHARE:

Motivated by a deep concern about our future and the increasingly apparent disconnect between the values of our society and the actions of the large institutions that are shaping our world, over the past two years a group of over 100 visionaries have come together with Dee Hock, the founder of Visa International and Greg Steltenpohl, founder of Odwalla Juice Company, to develop a new model of economic democracy and exchange based upon values.

We live in an economically fragmented society. While consumers own the power of 70% of GNP, we do not wield it.

Our idea is simple. Create Community Alliances at the local level composed of individual customers, local businesses and social benefit organizations who agree to vote with their dollars, connect and support each other to grow a values based economy.

The principal tool for this re-empowerment is a payment card and transaction platform that rewards customers for purchasing from locally owned and sustainable businesses, donates automatically to community organizations and facilitates linkage to like minded members in a self organizing manner. This allows for grass roots growth of national and international proportions to ultimately shift trillions of dollars towards a more restorative economy.

Since the inception of the Interra project, we have assembled a team that is rapidly making this vision a reality. This presentation is an introduction to the Interra concept, our progress, our plan of action and how we can join our resources and work together to meet the needs of our communities.

In commitment, The Interra Founders Circle



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There is a great disconnect between the values of our society and the institutions that control our world

- Through our daily purchase decisions, we have supported the growing dominance of large centralized businesses and an unsustainable economy
- We are living with the consequences of absentee ownership, where big businesses are disconnected from local communities and are not accountable for unsustainable practices
- Over time, this situation has created a flow of wealth out of local economies, weakening them and destroying a vital local support structure
- The problem is the unseen disconnect between our values and the consequences of our purchase decisions

What if there were a way to make the connection between our values and our purchase decisions?

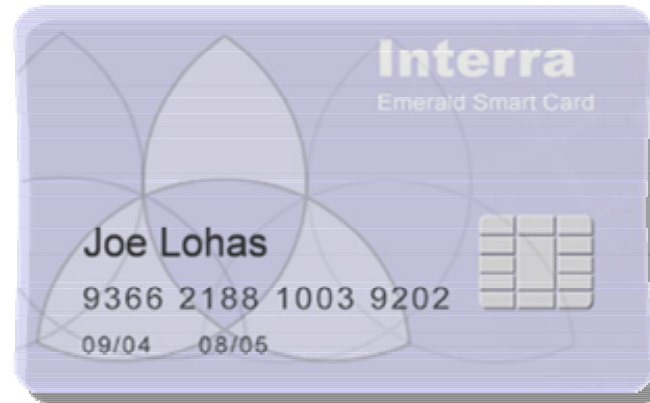
The Interra Mission

Empower a community-based movement of citizen consumers by providing tools for a direct alignment between daily economic activities and our deepest human values.

Interra is a revolutionary platform

Payment card

- It allows you to pay for your purchases at values based merchants
- It gives you loyalty points for each dollar spent
- It allows you to gift directly to non-profit organizations of your choice



Connectivity card

- It connects you to a rising group of like minded people for social networking
- It gives you access to a directory of value based merchants and products
- It creates a coalition of consumers, social benefit organizations and businesses

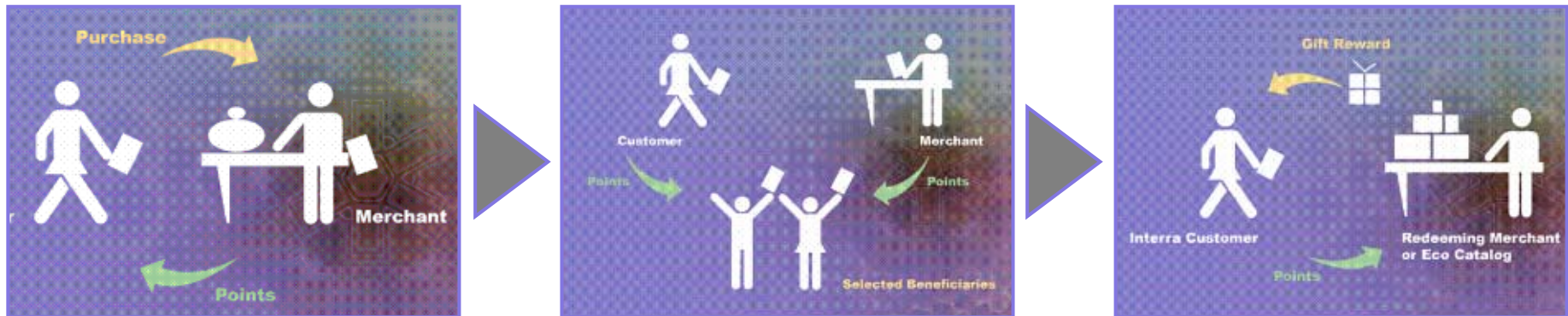
'Voting' card

- Each time you use the Interra card you 'vote' for a just and sustainable economy

Interra aggregates the power of individual choice into a social movement that works for both the people and the environment



Interra is a payment card

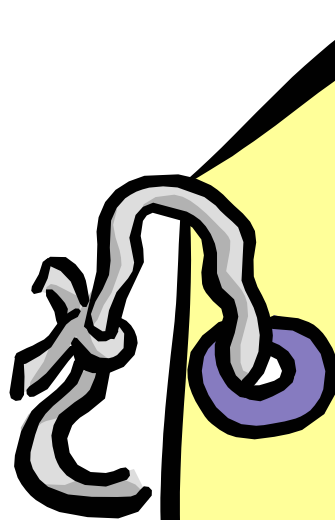


- A consumer enrolls in Interra and pays for her purchase at a qualifying merchant
- The merchant provides a rebate, in the form of cash-backed Interra points that can be accessed through the cardholder's online account
- A portion of the rebate is automatically donated to a non-profit of the cardholder's choice
- The cardholder can elect to donate additional points from her online account
- The cardholder can redeem her points from an eco-catalog or at participating merchants who accept points as partial payment
- The cardholder receives her statement with an accounting of her activity and points balance as well as progress indicators for the whole community

The Interra card rewards both cardholders and non-profit beneficiaries

Interra is a payment card

Breakout of a
\$100 purchase
with a 5% rebate:
(Normal card
processor fees
still apply)



- \$100 charged to the cardholder's account*
- \$100 credited to the merchant's account minus \$5 billed as follows:
 - \$2.00 Donation to designated charity
 - \$2.00 Interra points to cardholder's account
 - \$1.00 System fees for marketing and account mgt.

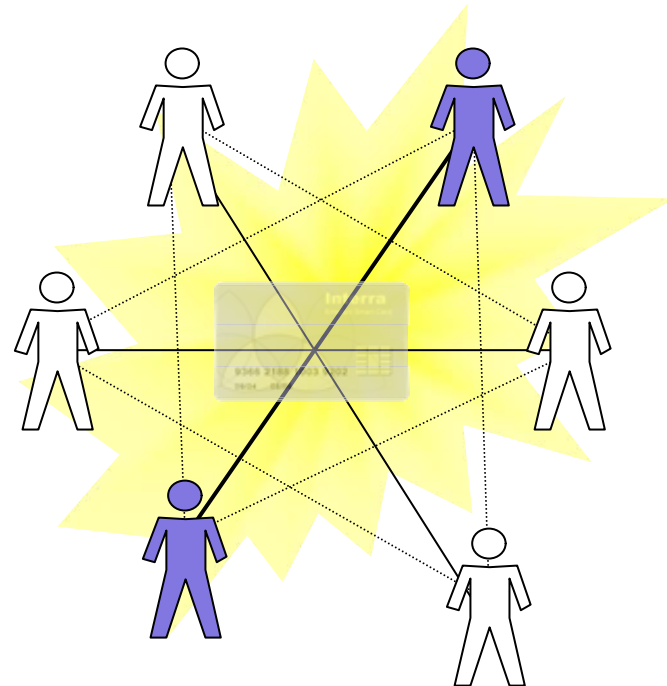
Interra functions as the rebate manager to disperse points and funds to cardholders and beneficiaries



Interra is a connectivity card, linking cardholders to like-minded individuals

How it works:

- Complete an online profile with privacy parameters controlled by each user that captures areas of personal interest and expertise
- Connect and organize with other local members that share similar interests and strategic goals
- Post notices of events to the local Interra community
- Receive notices of local events that match personal interests



Interra cardholders are also members of a unique organization that uses values as a membership filter

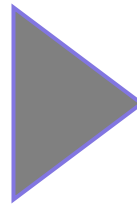
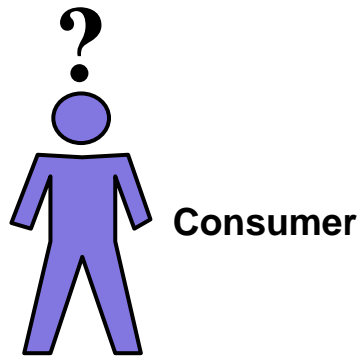


Interra is a connectivity card, enabling the growth of self-organizing networks



Interra links individual members into a national movement where local initiatives can gain access to the wider resources of the network

Interra is a voting card, empowering consumers to become *Citizen Consumers*



- Does not connect the greater consequences of his or her daily purchase decisions
- Contributes to a system that wastes resources and creates feelings of conflict
- Looking for more to life than a pure consumptive lifestyle

- Is empowered with information and a choice; can grant dollars or withhold dollars
- Understands that making purchases with the card directly contributes to improving the community, the local economy and the environment
- Alters their daily habits and contributes to a social movement for a sustainable economy and a changing culture

Consumers generate 70% of GNP. With Interra, they can finally wield that power



Interra produces clear benefits for each of our constituencies



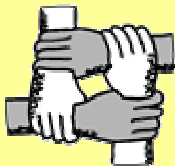
Cardholder

- A ballot to vote with their dollars
- A method for automatic gifting to favorite causes
- Rewards for contributing to community vitality
- Easy access directory and connectivity tool to like minded people groups and merchants
- Direct feedback on local impact



Merchant

- Cost effective way to increase sales
- A low cost loyalty program and management tool to identify and reward valued customers
- A positive image and cause-related market tool that gives back to the community
- Access to aggregate database information, including relevant community trends and opportunities



Civic Organizations

- New source of direct contributions
- Low cost management for ongoing funding
- Greater access to resources and contacts
- Greater identity and brand recognition



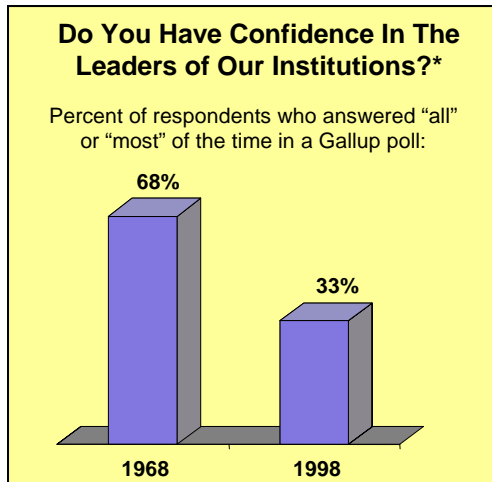
The Community

- A tool kit for mapping resources and identifying assets
- A design process for forming a multi-stakeholder community alliances
- A reinvigorated local economy through increased local spending, increased re-circulation of dollars and a greater tax base



Cultural shifts have created new demand

Increasingly, the public is dissatisfied with the ability of our institutions to solve the issues plaguing our society and our environment



The growing movement to connect purchases with values goes beyond the Cultural Creatives; there is evidence that the general public is beginning to connect values and purchase decisions

According to industry research - values and pragmatic concerns drive consumer loyalty:**

- 78% would more likely buy a product related to a cause
- 62% would switch retail store to support a cause
- 67% rated rebate from local merchants as a primary reason to participate in loyalty program
- 55% indicated local issues are more important than national (30%) and global (10%)

- Interra's addressable market is the intersection between the \$4 trillion in small business sector and a growing population of conscientious consumers***
- As a leading indicator and a core market for Interra, the Cultural Creative movement (about 50 million Americans) is driving the emerging Lifestyles of Health and Sustainability (LOHAS) industry that is already an estimated \$230 billion a year ****
- While Cultural Creatives may be a core market segment we believe Interra will appeal to a much greater portion of the population. Interra's market includes the LOHAS market, but is much more expansive in terms of potential goods, services and merchants



Communities are looking for solutions

- Over the past decade, our collective spending habits shifted significantly from local businesses in our community to large corporate stores located outside of town
- This shift has created some serious consequences for local communities
 - *Local merchants go out of business*
 - *The local tax base shrinks*
 - *Cash flow out of the community shrinks the capital base and the ability of the local economy to generate new wealth*
- It is a growing trend for municipality governments to commission economic studies to find methods of improving economic vitality and to keep business local and stimulate job creation
- Various towns are already attempting their own buy local promotions (for example, Philadelphia PA, Portland OR, Boulder CO, Ithaca NY)

“Big Box” stores, such as Wal-Mart derive 84% of their business from pre-existing businesses within the community, putting local merchants out of business and deteriorating downtown areas*

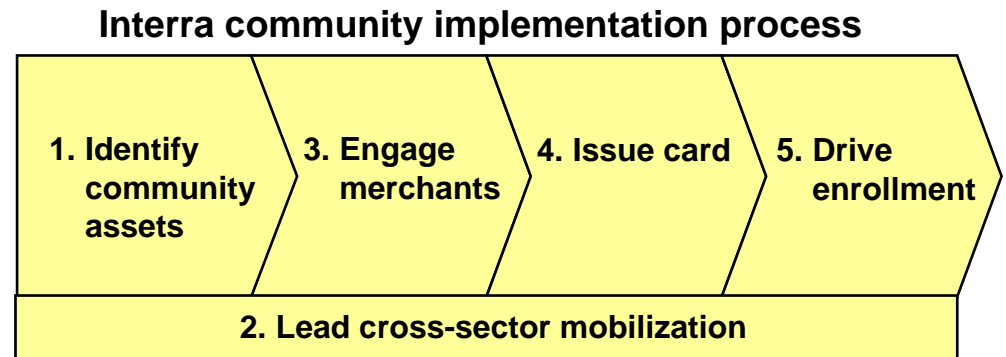
Out of \$100 spent at a “big box” store, only \$13 stays within the local economy, vs \$45 for a local merchant**

Community efforts to increase vitality are a step in the right direction, but lack the necessary integral systems approach offered by Interra



Interra directly addresses community needs

- Interra provides communities with a platform of service solutions
- Interra brings a systematic process along with the skills and leadership needed to mobilize the community
- Interra provides the technical knowledge to operate the card system and the sales and marketing background to enlist merchants and drive membership enrollment



Interra provides community leaders a viable solution and builds the mobilization and momentum to make it happen

Our solution delivers measurable outcomes

Measures of Success

Recirculating dollars inside local economies and increasing values-based business transactions

Revitalizes local economies and supports local businesses which are more accountable and responsible to community needs.



Total dollars that we retain within local economies

Supporting a new and broadly democratic source of charitable giving

Provides new avenues of committed giving and raises public awareness of the non-profit sector by attaching the act of gifting to every purchase.



Total donations that we generate for our beneficiaries annually

Aggregating the power of individual choice

Creates aggregated demand as a counterweight to the forces that are creating an unsustainable economy and environment.



Number of members that we have empowered to change their spending habits



Within 5 years Interra expects to be instrumental in retaining over \$10 billion worth of commerce at the local level

- By focusing on an addressable market of self-identified customers within the 100 communities that could benefit the most from Interra, Interra expects to attract a minimum of 5 million active members within 5 years
- Assuming a 5% rebate from merchants, and average member purchases of \$20 twice a week, in its fifth year Interra would:



- **Account for and help to retain \$10 billion worth of commerce at the local level**
- **Provide \$200 million worth of rewards points to customers**
- **Provide \$200 million worth of donations to NGOs****

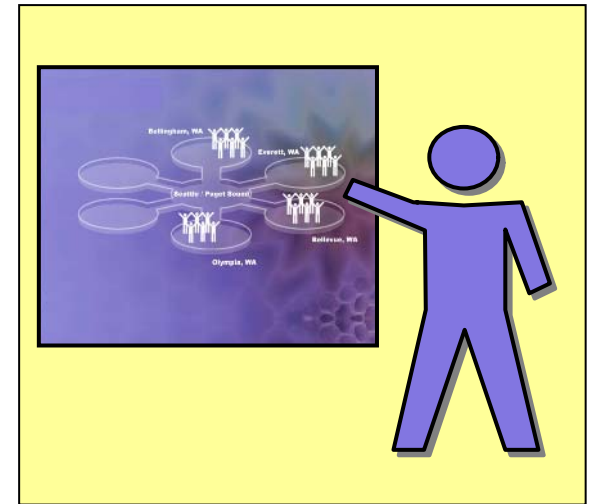
Money purposely spent within a local economy is more likely to re-circulate back into the community. Accordingly, there is an additional multiplier effect which provides the local economy 3x the value retained*



Interra is actively building an organization

Organizational Progress:

- ✓ Assembled a world class founding team with social entrepreneurship, business development and technology skills
- ✓ Conducted research to determine concept feasibility from both a needs base and an opportunity viewpoint
- ✓ Engaged teams of experts and advisors from diverse sectors and relevant industries
- ✓ Developed a detailed economic and financial model
- ✓ Developed a go-to-market strategy and a business plan
- ✓ Identified and engaged pilot communities and designed a high-level technology infrastructure

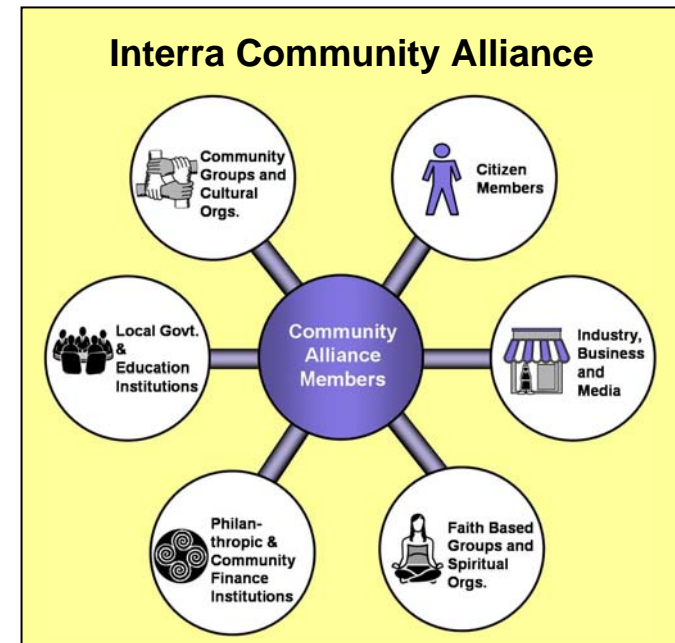


The Interra concept is rapidly becoming a reality

Interra is engaged with potential pilot communities

Puget Sound (WA), Portland (OR), and the San Francisco Bay Area (CA)

- ✓ Designed a development toolkit with a practical method for identifying community assets and engaging prominent community groups
- ✓ Identified and engaged government leaders, civic groups and business leaders
- ✓ Formed a community alliance with highly visible civic groups with 1000's of members
- ✓ Established an Interra Founders circle comprised of 50-75 volunteer leaders who are eager to launch Interra in their community
- ✓ Identified an extended group of qualifying merchant participants (over 1000 in the Puget Sound area alone)
- ✓ Identified and held early discussions with local banks interested in issuing the Interra card

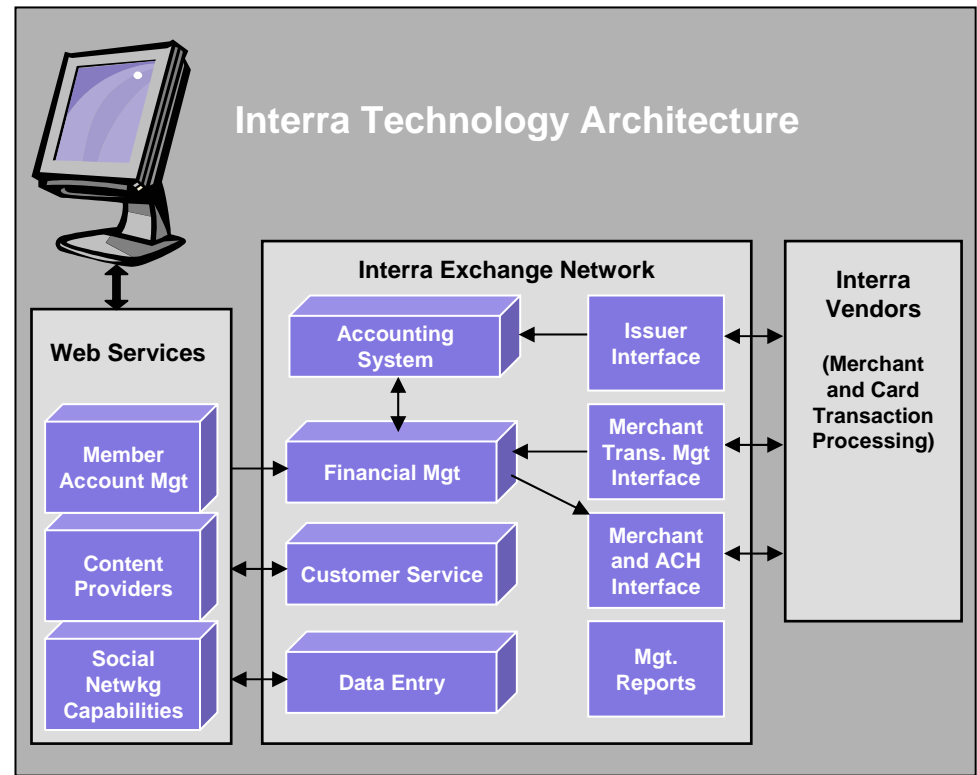


We have built sufficient momentum with each of these communities to launch a pilot card program

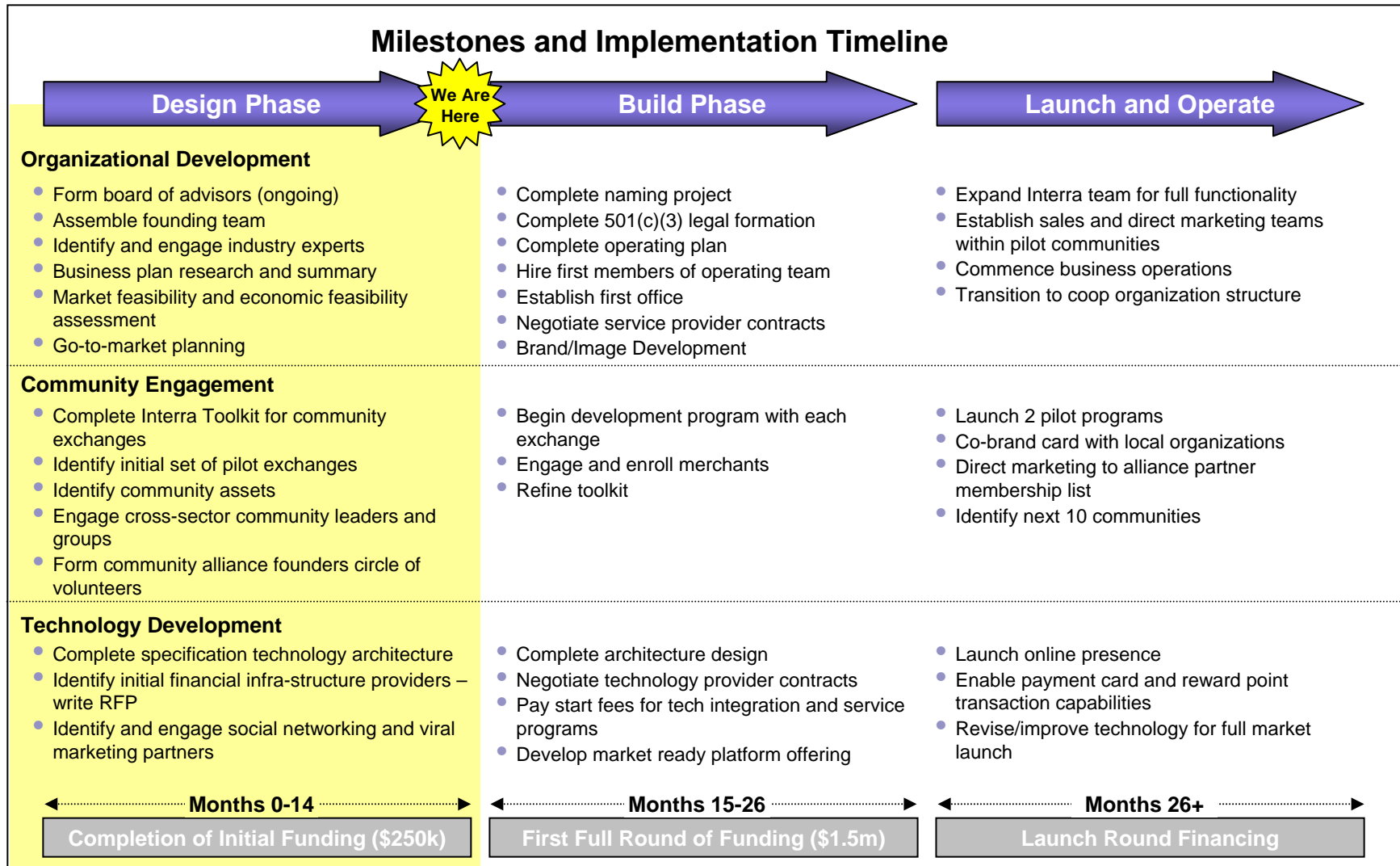
Interra's technology architecture is ready for build out

Technology Progress

- ✓ Defined our technical architecture
- ✓ Determined which capabilities to outsource vs which to develop in-house
- ✓ Defined our data management needs
- ✓ Identified potential partners to integrate Interra with the financial transaction infrastructure
- ✓ Authored a detailed RFP (request for proposal) for payment card and financial transaction vendors
- ✓ Designed a technology build plan and organization structure
- ✓ Entered into partnership with a developer of a suite of social networking technologies
- ✓ Identified unique content opportunities for web-marketing that can be launched prior to our pilot card



Interra is preparing to pilot cards in two communities





Current Status

- Over \$250k has been contributed to Interra in our initial round of financing
- Contributors include: Rudolf Steiner Foundation, The Tides Foundation, Chaordic Commons, Founders and Private Donors
- Key milestones achieved:
 - ✓ Conceptualization, design, source documentation
 - ✓ Business plan research and summary
 - ✓ Three day scoping and exploration conference with 75 sustainable business participants and social entrepreneurs
 - ✓ Technology architecture
 - ✓ Qualifying research & targeting for community pilots
 - ✓ Identification and enrollment of key contributors

Interra is currently a tax exempt project of the Rudolf Steiner Foundation and is in the process of obtaining independent 501(c)(3) status

Interra's small team has achieved significant progress with limited funds



Future Needs

Interra is currently seeking \$500K payable in Q1 and Q2 out of an estimated \$1.5M needed prior to our first full card launch

- Complete operating business plan and detailed financial modeling (*Summer 2004*)
- Launch pre-pilot website to build online community and build anticipation in advance of card services
- Negotiate technology and service provider contracts (*April 2004*)
- Pay start fees for technology integration and service programs (*May 2004*)
- Staff key positions (*Mar-Nov 2004*)
- Brand / image development (*April 2004*)
- Start-up and implementation costs for pilot community program in two cities (*Starting Feb-Feb 2004-5*)

Interra's earned income strategy will provide for self-sustaining funding after our initial start-up and launch phases

We estimate that Interra will require an additional \$3-5 million to service cash flow needs during the first 2 years of operations - much of which could be structured as program related investment

Interra is founded by a dedicated team of social entrepreneurs with proven success

The Interra Team

Greg Steltenpohl

Co-Founder, Executive Director
(*Founder, Odwalla; Presiding Director, Chaordic Commons; Board Member, Social Venture Network*)

Jon Ramer

Conceptual Design and Community Coordinator
(*Founder, SmartChannels, ELF Technologies, and Ramer and Associates*)

Dominique Leveuf

Principal Contributor
(*Manager - Communications/Direct Marketing, Wunderman NY; Partner, Publicis, Paris*)

Sri Rao

Co-Founder, Chief Technologist
(*Founder, Exchange.com; Chief Technologist, Firefly, Inc.*)

Rick Balakier

Business Plan, Financial and Economic Modeling
(*Senior Strategy Consultant, IBM; MBA, Dartmouth*)

Kelly Jones

Business Development
(*Founder and President of Visionary Media*)

Scott Loftesness

Financial Network Infrastructure
(*Partner, Glenbrook Partners; Former Group Exec. VP, First Data Merchant Services and Visa*)

Tim Pearson

Marketing Strategy
(*PHD ABD Economics, Product Mgt and Strategic Marketing*)

Dennis Moser

Financial Network Infrastructure
(*Partner, Glenbrook Partners; Former Senior VP, Visa International*)

Interra's dedicated and active advisors span diverse sectors and relevant industries

Active Advisors

Dee Hock

Principal Advisor

(Founder and Chairman Emeritus, Visa International)

Richard Perl

Principal Advisor

(Cofounder: Social Venture Network, Manyone Networks, and Dragonfly Media)

Hazel Henderson

Contributing Advisor

(Economist, Author, Activist, Via 3 Board, Social Venture Network)

Alisa Gravitz

Contributing Advisor

(Executive Director, Coop America)

Wayne Silby

Contributing Advisor

(Chairman, Calvert Social Investment Fund)

Nina Utne

Contributing Advisor

(Chair and CEO of the Utne Reader)

Woody Tasch

Contributing Advisor

(Chairman and CEO, Investors Circle)

Gifford Pinchot

Contributing Advisor

(Author, "Intrapreneuring", Founder, Chair, Bainbridge Graduate Institute)



Greg Steltenpohl

Co-Founder, Executive Director (Founder, Odwalla)

Greg is founder, former CEO, and chair emeritus of Odwalla, Inc, the leading U.S. supplier of fresh juice and nourishing beverages (www.odwalla.com). Since his departure from Odwalla in May 2000, Greg has headed a consultancy group active with assisting enterprises that combine unique strategic social vision with broad market opportunity. Together with founder and former Visa International Chairman, Dee Hock, Greg was a founding Trustee of the Chaordic Commons (www.chaordic.org). The commons is dedicated to developing new forms of purposeful organization compatible with the human spirit and based upon the self-organizing principles of natural systems.

Greg has been a board director of Frontier Natural Products Cooperative and an advisory board member of the Social Venture Network, (www.svn.org). Greg graduated from Stanford University with a Bachelor of Science degree in Environmental Studies. A once and future saxophonist, he is the proud father of a 15 yr. old son, Eli, currently residing in San Francisco and Davenport California.

Sri Rao

Co-Founder, Chief Technologist (Founder of Exchange.com)

Sri was a founder of Exchange.com. This revolutionary e-commerce site amassed a catalog of over 8 million items and was sold in 1999 to Amazon.com providing the platform for Amazon's historic launch of z-Shops. The success of z-Shops was heralded by the investment community as the 'next step in ecommerce' and added over \$4 billion to Amazon's market cap. Prior to creating Exchange, Sri was instrumental in the successful growth and sale of Firefly, Inc. to Microsoft. His focus has been on the strategic growth, and development of business in relation to technology. Sridhar's media endeavors have included being a principal architect for NASA's Digital Library Technology Initiative and technical/conceptual development lead for exhibits at the Smithsonian Institutions Museum of American History.



Dee Hock

Principal Advisor (Founder and Chairman Emeritus, Visa International)

Dee is founder and CEO emeritus of VISA. In 1968 he developed the concept of a global system for the exchange of value and a unique new concept of organization for that purpose. In 1970 he founded a company that became VISA. He is currently founder and CEO of The Chaordic Alliance, a nonprofit committed to the formation of practical, innovative organizations that blend competition and cooperation to address critical societal issues, and to the development of new organizational concepts that more equitably distribute power and wealth and are more compatible with the human spirit and biosphere.

Richard Perle

Advisor, Executive Director (Founder, Odwalla)

Richard is well known as an advisor to many businesses with socially responsible missions. He has been a leader in the Social Venture Network since 1987, when he was one of its initial organizers and Executive Committee members. He was also a co-founder and early major force in the Threshold Foundation, a 21 year old philanthropic network and community launched in 1981.

Richard is a member of the executive team of ManyOne Networks, an upcoming internet portal service dedicated to serving global civil society. He is President of The ManyOne Foundation. He is also on the Boards of Dragonfly Media, a multi-city publisher of progressive/green free monthly magazines and of Earthstone International, a producer of recycled abrasive products.

Richard was a convener and co-author of The Path to Living Economies, a collaborative visionary document developed with Hazel Henderson, David Korten, Elisabet Sahtouris, Amory Lovins, Bernard Lietaer, Edgar Cahn and others. His business experience also includes co-founding in 1988 and managing Pacific Partners International Investments, Inc. Richard received his Masters in Business Administration, Law Degree, and B.A. from Columbia University in New York City.



Interra is a practical approach for building a sustainable economy and an evolution for philanthropy and charitable giving

- ✓ ***Acts as a new strategic partner for existing community development initiatives stimulating investment and job creation***
- ✓ ***Enables diverse civic groups to work together with clear benefits to all constituencies***
- ✓ ***Employs a new model of active philanthropy and charitable giving***
- ✓ ***Leverages an earned income strategy for financing sustainable growth***



Interra's strategy is a self-funding and market based approach to citizen empowerment that provides for efficient re-allocation of capital to address critical community needs while supporting environmentally and community friendly business enterprise.



Social Return on Investment: The Top 9 Reasons for Buying Local*

Reason #1: Self-Reliance

Builds capacity and empowers the community.

Reason #2: Circulation

Dollars you spent stay in the community and increase overall community quality of life.

Reason #3: Business

Local business owners provide jobs and can donate time and money to community activities.

Reason #4: Cost Savings

Locally-produced goods save transportation costs (and transportation subsidies).

Reason #5: Stability

Greater self-sufficiency in meeting local needs creates less vulnerability to the volatility of global markets.

Reason #6: The Environment

Meeting needs with local resources localizes the impact, and promotes better care of the environment.

Reason #7: Diversity

Local businesses are unique and reflect local culture. Buying local protects this diversity.

Reason #8: Responsiveness

Local businesses are more responsive to the community's needs.

Reason #9: A Caring Community

Needs are best met through relationships. Doing business locally encourages neighborly care.

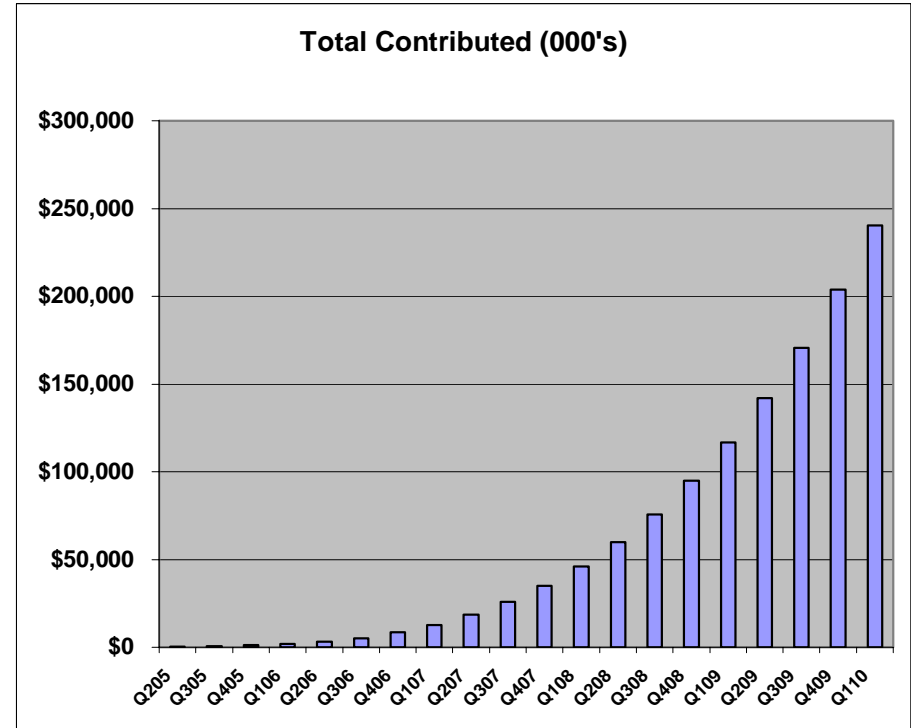
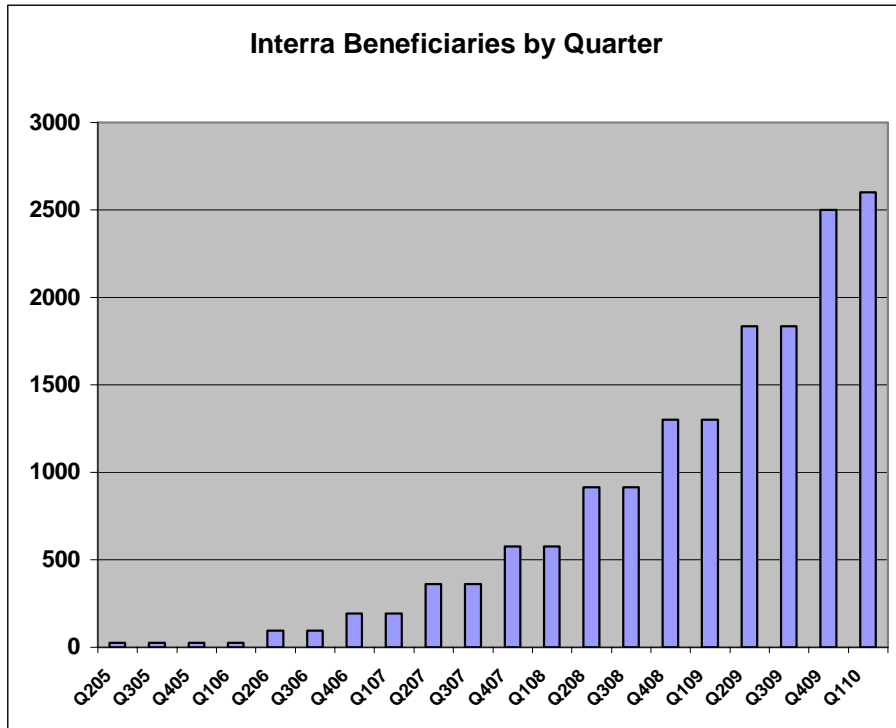


Interra 12 Month Pre-Launch Budget (Q2 '04 – Q1 '05)

Interra 04-05 12 Month Budget

<u>Interra Expenses</u>	<u>Total</u>	<u>Q204</u>	<u>Q304</u>	<u>Q404</u>	<u>Q105</u>
Salaries and Wages	\$405,333	\$23,000	\$45,000	\$135,333	\$202,000
Benefits and Payroll Taxes	\$93,600	\$6,900	\$15,500	\$34,600	\$36,600
Consultancy	\$180,000	\$45,000	\$45,000	\$45,000	\$45,000
Technology Development	\$269,999	\$70,000	\$90,000	\$99,999	\$10,000
Brand/Image Development	\$80,000	\$10,000	\$10,000	\$50,000	\$10,000
Internet Presence	\$12,000	\$3,000	\$3,000	\$3,000	\$3,000
Community Alliance Support	\$16,500	\$1,500	\$1,500	\$1,500	\$12,000
Public Relations and Fundraising	\$79,000	\$6,000	\$18,000	\$25,000	\$30,000
Cards and Marketing Materials	\$75,000	\$0	\$0	\$0	\$75,000
Equipment/Capital Items	\$16,000	\$3,000	\$5,000	\$5,000	\$3,000
Travel	\$45,000	\$9,000	\$6,000	\$15,000	\$15,000
Supplies, Printing and Postage	\$21,600	\$1,800	\$1,800	\$1,800	\$16,200
Communications (Tel. and Fax)	\$9,000	\$1,500	\$1,500	\$3,000	\$3,000
Rent and Utilities	\$14,000	\$0	\$2,000	\$6,000	\$6,000
Misc. Expenses	\$10,000	\$2,000	\$2,000	\$3,000	\$3,000
Accounts Payable	\$120,000	\$10,000	\$50,000	\$60,000	\$0
Total Budget Requirements	\$1,447,032	\$192,700	\$296,300	\$488,232	\$469,800

Non-Profit beneficiary and contribution schedule



By the end of the 5th year of operations, Interra will have generated hundreds of \$millions in contributions to more than 2,000 local non-profit beneficiaries



Total contributions to non-profit beneficiaries

Individual Community Alliance	Year 1	Year 2	Year 3	Year 4	Year 5
New Beneficiaries	12	12	12	14	0
Total Beneficiaries	12	24	36	50	50
Average Contribution	\$77,686	\$64,117	\$47,594	\$34,848	\$34,848
Annual Contributions	\$932,237	\$1,538,817	\$1,713,398	\$1,742,400	\$1,742,400
Total Contributed	\$932,237	\$2,471,054	\$4,184,452	\$5,926,852	\$7,669,252

Total Interra*	Year 1	Year 2	Year 3	Year 4	Year 5
New Beneficiaries	24	168	384	724	1300
Total Beneficiaries	24	192	576	1300	2600
Average Contribution	\$80,846	\$55,623	\$57,985	\$54,270	\$47,559
Annual Contributions	\$1,940,297	\$10,679,593	\$33,399,412	\$70,551,277	\$123,654,291
Total Contributed	\$1,940,297	\$12,619,889	\$46,019,301	\$116,570,579	\$240,224,870