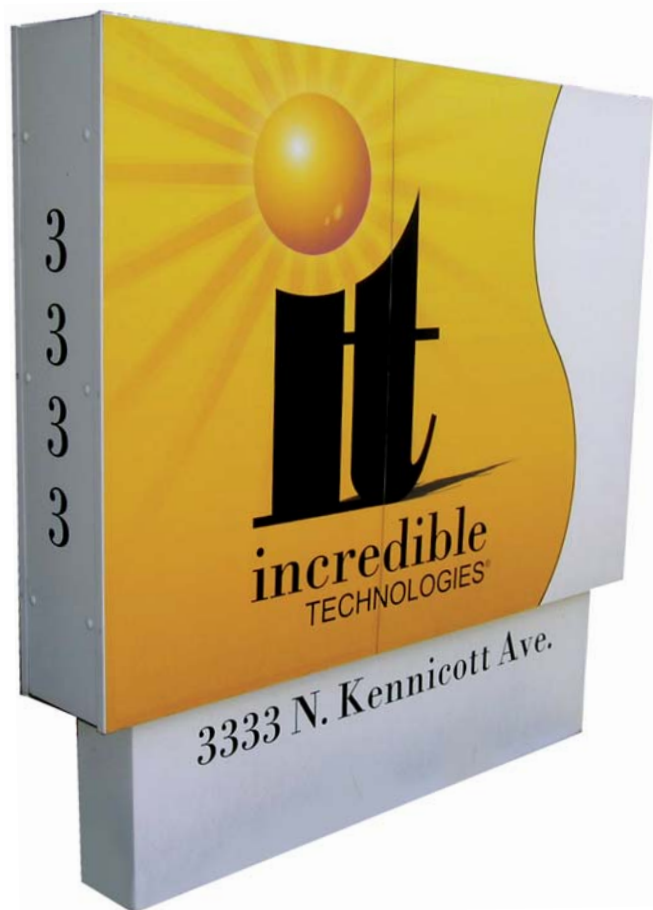


www.itsgames.com

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Incredible Technologies, Inc. (IT), located in the Chicago suburb of Arlington Heights, Illinois, specializes in the design and development of entertainment hardware and software for the coin-operated entertainment industry. The company employs over 120 designers, programmers, artists, animators, sound engineers, service technicians, sales and service reps and production personnel. IT is currently the largest US designer and manufacturer of coin-operated video games, with annual gross sales of over \$65 million. Loyalty, versatility and hard work are the hallmarks of IT employees. IT is first and foremost a high technology development company. The company's current strategy is to diversify into the entertainment arena with the development of low-cost, high performance computer hardware and software that offers innovative technology and exceptional return on investment.

COMPANY HISTORY

Elaine Hodgson and Richard Ditton began Incredible Technologies in 1985. Both were experienced designers and programmers within the video game industry. Early projects found the company developing the operating systems and programming of Data East's first pinball games, and a number of consumer games on the Apple II, Commodore 64 and Commodore Amiga for various publishers. Within

six months, the company had doubled in size, and IT's design and development skills were in continual demand.

The next few years found IT designers diversifying into numerous areas, including hardware and software for the original networked BattleTech system, highly acclaimed Amiga games for CinemaWare, more programming for Data East's pinball line, and operating systems and animating graphics for Brunswick's BowlerVision locations. In 1988, IT developed and manufactured an inexpensive hardware platform and unique game play for IT's first coin-op game, Capcom Bowling. Due to its timeless game play and exceptional return on investment, this now-classic bowling video was a huge success, and sold consistently for many years.

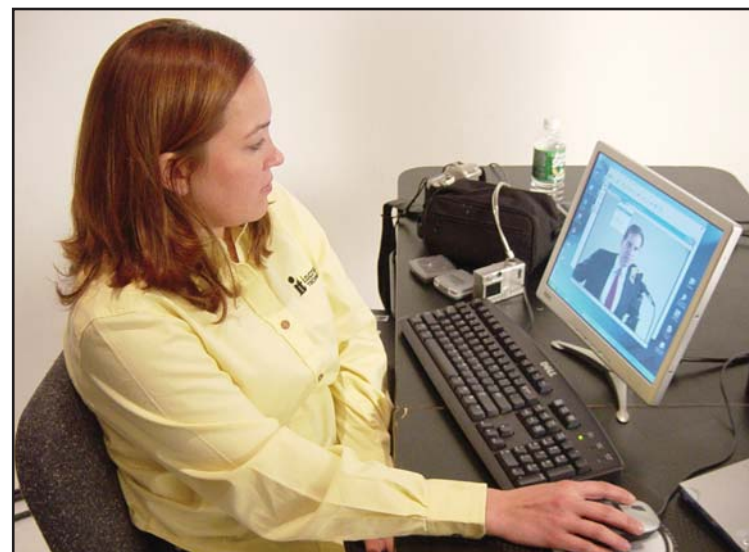
With the success of Capcom Bowling, Incredible Technologies expanded its internal coin-op development, adopting the brand name Strata for these internally generated products. The focus of most of these games, including the original Golden Tee Golf, Strata Bowling, HotShots Tennis, Arlington Horse Racing, and Rim Rockin' Basketball, was directed to an older audience typically found in "street" locations such as bars, taverns and restaurants. Other Strata games were positioned for the then active arcade market, including Time Killers, BloodStorm and NFL Hard Yardage.

Incredible Technologies has produced and manufactured over 30 coin-op games in its 20 year history. Eventually the Strata label was dropped, and new games like Golden Tee Golf, Big Buck Hunter and Silver Strike Bowling now appear under the Incredible Technologies name. Golden Tee Golf, IT's flagship product, is now in its fifth generation, and has become one of the most successful coin-operated titles in history. Home computer and Sony PlayStation versions of GT have been released, as well as a handheld version, a plug and play version, and a downloadable version for cellular phones.

In keeping with the tradition of strong and innovative support to street locations and the vending industry, IT developed and perfected a revolutionary system called ITNet,

that connects video games and other coin-op devices to proprietary servers where player and game data, statistics, audits, and other information can be tracked and transferred between the games and IT. This connectivity provides tens of thousands of locations and millions of players around the world with a plethora of exciting opportunities for future projects.

In 2005, IT expanded on the Golden Tee Golf brand and their famed tournament system with the release of its revolutionary next generation golf game: Golden Tee LIVE. LIVE utilizes wireless cellular technology to connect players in bars and taverns around the globe in real time video golf tournaments. This groundbreaking technology is the first of its kind in the on-premise video game industry and has blazed a new path of excitement among a world of gamers.





Elaine A. Hodgson



Richard A. Ditton



Laurence Hodgson



Scott Morrison



Steven Jaskowiak



James Doré



Donald Pesceone

● Elaine Hodgson, President & CEO, is a cofounder of IT and has served as President and Chief Executive Officer since IT's inception in 1985. Hodgson draws upon years of experience in entertainment and business product development. She oversees strategic planning and marketing of IT services along with client interfacing. A graduate of Purdue University with a degree in biochemistry, Hodgson began her technical career as an industrial chemist at the Kennedy Space Center. Under her direction, IT has grown from a \$150,000 start-up to a \$65 million enterprise.

● Richard Ditton, Executive Vice President, draws upon an extensive technical development background and many years of business experience to lead internal project teams and vendor relationships. He has been the key developer of hardware and software tools, including a proprietary operating system used in a wide range of products. Ditton has designed and programmed a number of successful coin-op and consumer games, including Capcom Bowling. Ditton was the initial designer of the ITS, the first commercially successful online tournament system. Ditton earned a B.S. in mathematics and a M.S. in computer science from Purdue University. Early in his career he worked for IBM as a designer of launch software for the Space Shuttle at NASA.

● Lawrence Hodgson, Vice President of Product Development, joined IT in 1987 and was appointed Vice President of Product Development in 1996. Prior to joining IT Hodgson had formed his own company that designed unique game software for use on the Commodore 64. Hodgson's strong interest in computer based entertainment led to his pioneering real-time, modem-based games prior to joining IT. His primary responsibility at IT is to oversee the teams that design and develop original IT games and simulation products. He has been the key designer, programmer, and director of development for several IT-produced sports games, including Golden Tee Golf, and is responsible for much of the software implementing 3-D simulations. He studied computer science and psychology at Prairie State College in Chicago Heights, Ill.

● Scott Morrison, Vice President of Marketing, joined IT in 1987 as an artist and game designer. Before this time, Morrison had been in the video game industry since 1981 as a designer and artist on numerous coin-op games. Currently Morrison's main focus is coordinating marketing and public relations efforts for IT. Morrison also contributes to the design, development and production aspects of many of the products created at IT.

Morrison earned a B.F.A. degree in graphic design from the University of Illinois at Urbana.

● Steve Jaskowiak, Vice President of Engineering, joined IT in 1987 as a hardware engineer. Currently he leads the engineering, prototyping and development of new products and directs IT's technical support group. Jaskowiak's background prior to joining IT includes the development of automotive test equipment and mobile cellular radios. Jaskowiak has directed the hardware development of three generations of IT's custom graphics chips as well as the entire family of IT's computer boards. He earned a B.S. in electrical engineering and an M.S.E.E. from the University of Illinois at Urbana.

● James Doré, CFO, COO, joined IT in 1999. Previously, Doré was CFO at Gloria Jean's Gourmet Coffee, VP/CFO at Classics International Entertainment, and VP/Administration at Trendler Components in Chicago. Doré is responsible for all day-to-day operations of IT as well as production, forecasting, and budgeting. A 1979 graduate of the University of Illinois with a B.S. in accountancy, Doré also earned an MBA from Northern Illinois University and is a CPA.

● Donald Pesceone, Senior Vice President of Sales, joined the IT management team in 2001. Pesceone leads IT's domestic sales force, which consists of a growing team of regional and inside sales managers. He has over 10 years experience as a successful leader of sales organizations in the direct marketing, business to business, and healthcare industries. His building blocks for success are a strong focus on relationship sales and bottom line profits. Under Don's leadership, IT sales have grown significantly and the sales force has doubled in size.





Arcade Games

- 2005 - Golden Tee Fore! Complete (IT)
- 2005 - Call of the Wild: BBH 2006 (IT)(PlayMechanix)
- 2005 - Golden Tee LIVE (IT)
- 2004 - Silver Strike Bowling (IT)
- 2004 - Golden Tee Fore! 2005 (IT)
- 2003 - Golden Tee Fore! 2004 EXtra (IT)
- 2003 - Golden Tee Fore! 2004 (IT)
- 2003 - Touch-IT (IT)
- 2002 - Carnival King (IT)
- 2002 - Big Buck Hunter II (IT) (PlayMechanix)
- 2002 - Golden Tee Fore! 2003 (IT)
- 2001 - Big Buck Hunter Shooter's Challenge (IT) (PlayMechanix)
- 2001 - Golden Tee Classic (IT)
- 2001 - Golden Tee Fore! 2002 (IT)
- 2000 - Golden Tee Fore! (IT)
- 2000 - Golden Tee 2K (IT)
- 2000 - Big Buck Hunter (IT)
- 1999 - Golden Tee '99 Tournament Edition (IT)
- 1999 - Golden Tee '99 (IT)
- 1998 - Golden Tee '98 Tournament Edition (IT)
- 1998 - Golden Tee '98 (IT)
- 1997 - Shuffle Shot (IT)
- 1997 - World Class Bowling (IT)
- 1997 - Golden Tee '97 Tournament Edition (IT)
- 1997 - Golden Tee '97 (IT)
- 1996 - Golden Tee 3D Golf Tournament Edition (IT)
- 1995 - Golden Tee 3D Golf (IT)
- 1995 - Street Fighter "The Movie" (Capcom)
- 1994 - Pairs (Strata)
- 1994 - BloodStorm (Strata)
- 1993 - Driver's Edge (Strata)
- 1993 - Hard Yardage (Strata)
- 1992 - Time Killers (Strata)
- 1992 - Neck-N-Neck (Bundra Games)
- 1992 - Golden Tee Golf II (Strata)
- 1991 - Ninja Clowns (Strata)
- 1991 - Rim Rockin' Basketball (Strata)
- 1991 - Poker Dice (Strata)
- 1991 - Peggle (Strata)
- 1990 - Golden Tee Golf (Strata)
- 1990 - Hot Shots Tennis (Strata)
- 1990 - Arlington Horse Racing (Strata)
- 1990 - Strata Bowling (Strata)

- 1990 - Dyno Bop (Grand)
- 1990 - Slick Shot (Grand)
- 1990 - Wheel of Fortune (Gametech)
- 1989 - Coors Light Bowling (Capcom)
- 1988 - Capcom Bowling (Capcom)

Others

- 2001 - Silent Partner (Acquired by IT)
- 1988 - Rom-IT - EPROM Emulator (IT)

PC

- 2000 - World Class Bowling (WizardWorks)
- 1998 - Peter Jacobsen's Golden Tee Golf (IT)
- 1990 - Balance of the Planet (Chris Crawford)
- 1990 - Duck Tales: The Quest for Gold (Walt Disney)
- 1989 - Grave Yardage (Activision)
- 1989 - Harley Davidson: The Road to Sturgis (Mindscape)
- 1989 - Snow Strike (Epyx)
- 1987 - The Three Stooges (Cinemaware)

Commodore 64

- 1990 - Duck Tales: The Quest for Gold (Walt Disney)
- 1989 - Snow Strike (Epyx)
- 1989 - Grave Yardage (Activision)
- 1987 - The Three Stooges (Cinemaware)

Commodore Amiga

- 1990 - Duck Tales: The Quest for Gold (Walt Disney)
- 1987 - The Three Stooges (Cinemaware)

Nintendo

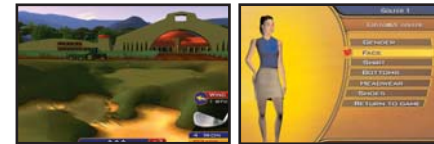
- 1991 - American Gladiators (GameTek)

PSX

- 2000 - Peter Jacobsen's Golden Tee Golf (IT)

NEC TurbografX-16

- 1990 - Battle Royale (NEC)



Golden Tee Golf has become a staple in bars and pubs around the world during the past ten years. With more than one billion games played to date, Golden Tee Golf has generated over \$2 billion in revenue for thousands of small business owners around the globe, making it the most successful game in coin-operated amusement history.

Golden Tee has been featured in a multitude of media including ESPN, MTV, The Golf Channel, TIME, CNN, CBS, NBC, Sports Illustrated, Esquire, GQ and hundreds more magazines and daily newspapers. Golden Tee has been christened "the pool table of the next generation" and its acclaim has reached an iconic status in today's popular culture.

In April of 2005 IT released Golden Tee LIVE, the next iteration of the video golf phenomenon. LIVE utilizes wireless technology to allow players to compete in real-time, worldwide Golden Tee tournaments. This groundbreaking feature is the first of its kind in coin-operated amusement and earned the Amusement and Music Operators Association's Innovator Award in 2004 and 2005.

LIVE is also the first on-premise entertainment video game to accept credit cards and gift cards for payment, as well offer players the ability to compete with real life golf equipment provided by Top Flite®. LIVE's cutting-edge features have revolutionized the coin-operated amusement industry and single handedly raised the bar for the future of on-premise video games.

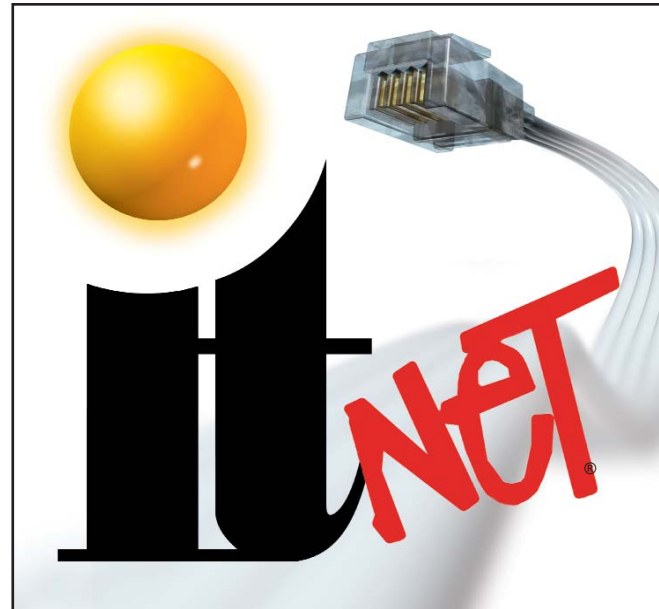


The name that pioneered route management software 20 years ago has once again revolutionized the way today's operators do business.

Silent Partner EX is the newest version of the acclaimed management software and marks the most extensive refinement in the product's long, auspicious history. EX integrates traditional route management tools with a new user interface to bring the software to the quality level expected in today's tech-savvy global marketplace.

Along with the comprehensive business modules that made Silent Partner an integral business utility in the past, EX now lets operators analyze their business more thoroughly than ever before. With the ability to create extensive reports and design detailed route schedules through a simple user menu, operators can now track and manage every facet of their business.

As a member of the Incredible Technologies product family, Silent Partner EX is supported by a full development and customer service team to ensure operators get the most value for their investment. Silent Partner EX is versatile and adaptable and can be customized for the individual needs of any amusement or vending business.

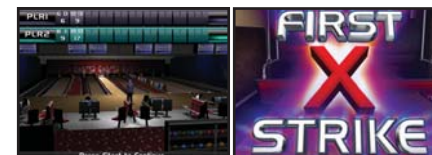


For over a decade groundbreaking game designs and state-of-the-art online tournament technology have credited Incredible Technologies as the pioneers of innovation in the coin-op industry. The ITNet system connects game play data from nearly 100,000 games around the globe and computes the statistics for thousands of online tournaments and contests each year.

Through the ITNet tournament system players of Incredible Technologies' games have been awarded over \$15 million in prize money to date.

For years Incredible Technologies has equipped games with analog modems to communicate statistics to its ITNet servers. With the launch of Golden Tee LIVE in April of 2005 the ITNet system matured with real time communication that utilizes cutting edge CDMA technology provided by Sprint®. The LIVE ITNet system instantly connects millions of players without the use of a phone line or Internet connection.

The IT Net system has been a critical component of IT's success and continues to forge a new standard for the future of on-premise entertainment video games.



Silver Strike Bowling was introduced to the public in June of 2004, since then it has grown to become one of the most played games in restaurants and bars across the country. Over 10,000 locations have joined in on Silver Strike's success in 2 years and it's being called the most realistic ten-pin bowling video game in history by players coast-to-coast.

Up to eight players can play SSB at once, while enjoying three different modes of play, including "Vegas Bowling". Similar to its barroom brother, Golden Tee Golf, players interact with a trackball to control their on-screen character in a virtual bowling alley. All the nuances of real life bowling are included in Silver

Strike and color commentary by pro bowler and TV announcer, Randy Pedersen, adds to the overall entertainment experience.

SSB's popularity has gained so much momentum that a "300 Club" was designed for bowlers who can roll a perfect game. Members are introduced into an elite society and enshrined at www.silverstrikebowling.com. The game's acclaim has become so broad that a Spanish version has been designed, making it one of the first bilingual barroom video games in history. A new online version of SSB is slated to hit the streets in 2006.

**2005**

- AMOA Innovator Award: Golden Tee LIVE Cashless Revenue System

2004

- Deloitte & Touche Chicagoland Fast 50: Ranked 16th
- AMOA Innovator Award: Golden Tee LIVE
- PlayMeter Magazine, 2004 Operator's Choice Award: Best Video Game, Golden Tee Fore! 2005

2003

- Deloitte & Touche Chicagoland Fast 50: Ranked 27th
- FastCompany Magazine Fast 50 2004 Finalist
- AAMA: Platinum Achievement Award, Golden Tee Fore! 2004 Update
- AAMA: Platinum Achievement Award, Golden Tee Fore! 2004 Dedicated
- AAMA: Gold Achievement Award, Big Buck Hunter Kit
- AAMA: Silver Achievement Award, Golden Tee Fore! Kit

2002

- University of Illinois Chicago's Entrepreneurship Hall of Fame, Elaine Hodgson & Richard Ditton, Incredible Technologies, Inc.
- Ernst & Young's Illinois Entrepreneur of the Year in Technology, Elaine Hodgson, Incredible Technologies, Inc.
- US Department of Commerce Export Achievement Award
- Deloitte & Touche Chicagoland Fast 50: Ranked 30th

2001

- KPMG: Illinois High Tech Entrepreneur Award winner, Elaine Hodgson, Incredible Technologies, Inc.
- PlayMeter Magazine, Operator's Choice Award: Best Dedicated Video Game, Golden Tee Fore!
- AAMA: Diamond Achievement Award, Golden Tee Fore! Dedicated

- AAMA: Gold Achievement Award, Golden Tee Fore! Kit
- AAMA: Gold Achievement Award, Big Buck Hunter Kit
- AAMA: Silver Achievement Award, Golden Tee Fore! 2002 Update
- The Business Ledger's Influential Women in Business Award, Elaine Hodgson, Incredible Technologies, Inc.
- Deloitte & Touche Chicagoland Fast 50: Ranked 17th

2000

- Deloitte & Touche Chicagoland Fast 50: Ranked 17th
- PlayMeter Magazine, Operator's Choice Award: Best Dedicated Video Game, Golden Tee Fore!
- AMOA: Most Played New Technology, Golden Tee Fore!
- AMOA: Most Played Conversion Kit, Golden Tee 2K
- Note: 2000 was the last year AMOA was awarded
- AAMA: Diamond Achievement Award, Golden Tee Fore! Tournament Edition
- AAMA: Gold Achievement Award, Golden Tee Fore! Dedicated
- AAMA: Silver Achievement Award, Golden Tee Fore! Kit
- AAMA: Silver Achievement Award, Golden Tee 2K Update Set

1999

- PlayMeter Magazine, Operator's Choice Award: Best Video Kit, Golden Tee 3D Golf
- AMOA: Most Played Video Game, Golden Tee '99
- AMOA: Most Played Conversion Kit, Golden Tee '99
- AAMA: Gold Achievement Award, Golden Tee 3D Golf Kit
- AAMA: Gold Achievement Award, Golden Tee 3D Golf Updates
- AAMA: Silver Achievement Award, Golden Tee 3D Golf Dedicated
- AAMA: Silver Achievement Award, Golden Tee '99 Golf Updates

1998

- PlayMeter Magazine, Operator's Choice Award: Best Video Kit, Golden Tee '98

- AMOA: Most Played Video Game, Golden Tee '98
- AMOA: Most Played Conversion Kit, Golden Tee '98
- AAMA: Gold Achievement Award, Golden Tee 3D Golf Dedicated
- AAMA: Gold Achievement Award, Golden Tee 3D Golf Kit

- AAMA: Gold Achievement Award, Golden Tee '98 Golf Kit
- AAMA: Gold Achievement Award, Golden Tee 3D Golf Updates
- Computer Gaming World: CGW Star and Choice Awards, Peter Jacobsen's Golden Tee Golf for PC
- Software Publishers Association, Excellence in Software Award

1997

- PlayMeter Magazine Operator's Choice Award: Best Video Game Kit, Golden Tee '97
- AAMA: Gold Achievement Award, Golden Tee 3D Golf Dedicated
- AAMA: Platinum Achievement Award, Golden Tee 3D Golf Kit
- AMOA: Most Played Conversion Kit, Golden Tee '97
- Rolling Meadows Chamber of Commerce: Small Business of the Year, Incredible Technologies, Inc

1996

- AAMA: Manufacturer of the Year, Incredible Technologies, Inc
- AAMA: Platinum Achievement Award, Golden Tee 3D Golf

1993

- Inc. Magazine/Ernst & Young: Entrepreneur of the Year Award Finalist, Elaine Hodgson, Incredible Technologies, Inc
- Illinois Department of Commerce & Community Affairs: Illinois Top 25 Women Exporters, Elaine Hodgson, Incredible Technologies, Inc.



- AAMA: Gold Achievement Award, Time Killers
- AAMA: Gold Achievement Award, Golden Tee Golf Kit

1992

- Inc. Magazine/Ernst & Young: Entrepreneur of the Year Award Finalist, Elaine Hodgson, Incredible Technologies, Inc

1991

- Inc. Magazine: Inc. 500, America's 500 Fastest Growing Private Companies, Incredible Technologies, Inc, Ranked 64th
- Inc. Magazine/Ernst & Young: Entrepreneur of the Year Award Finalist, Elaine Hodgson, Incredible Technologies, Inc
- Peat Marwick: Illinois High Tech Entrepreneur Award Finalist, Elaine Hodgson, Incredible Technologies, Inc.

- AMOA: Most Played Conversion Kit, Capcom Bowling
- Arlington Heights Frontier Days Festival: SilverAward, Incredible Technologies, Inc

1990

- Peat Marwick: Illinois High Tech Entrepreneur Award Finalist, Elaine Hodgson, Incredible Technologies, Inc
- Arlington Heights Frontier Days Festival: Silver Award, Incredible Technologies, Inc

1989

- Computer Entertainer: Sports Program of the Year, Grave Yardage (published by Activision)

1987

- Software Publishers Association: Best Sound Award, Three Stooges (published by CinemaWare)

