



Business Plan For Investors

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Special Note: This is a business plan. It does not imply an offering of securities. Please request a prospectus if you are interested in investing in CruiseCam's common stock.

CruiseCam International, Inc.

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1. Executive Summary

1.1. What is CruiseCam?

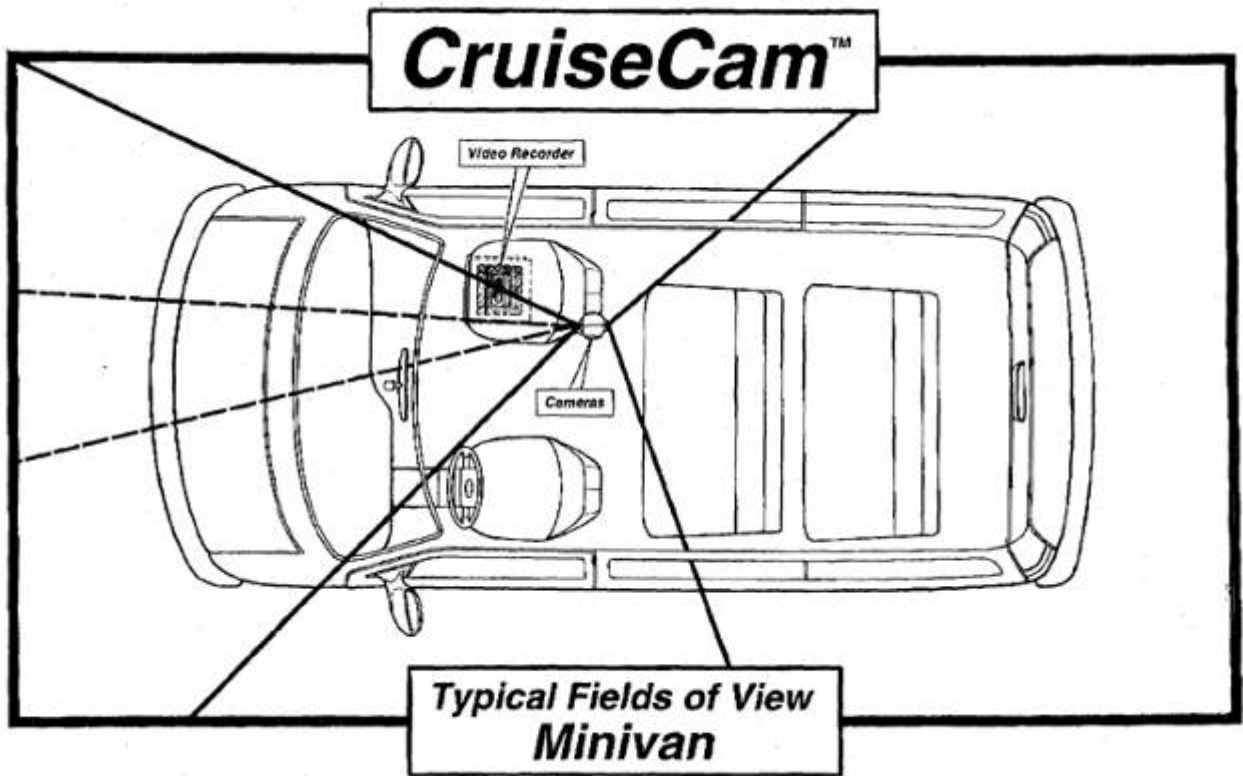
CruiseCam™ is an award winning brand that has become known throughout the automotive and auto racing industries. Created and patented by Race Car Driver / Enthusiast, Scott Watkins in 1996, the "Seat Video Imaging Apparatus" or SVIA, consists of a Video Camera and custom mount that is centrally located within a vehicle. The device further integrates audio controls and display(s). CruiseCam currently holds eleven national and international patents.

Seat Cam Video DVR



1.2. CruiseCam Clients

Our past clients include names such as: Lear, Ford Motor Company, Recaro, USPS / Carter, and more. We are currently working with Rentar, Inc., Driver's Alert, Inc., and Lease Plan on large Purchase Orders and Letters of Intent for future revenues. Hollywood professional movie makers, semi-pro and consumers represent further revenue streams.







CruiseCam DVR 1000 PR



Video from the driver's view with a camera made for racing seats.

1.3. Our Objectives

Our objective is to continue to successfully manufacture and market our superior patented products to the billion dollar automotive industry, while maximizing our shareholders value and profits. To achieve this success we need to successfully implement an initial cash infusion and then complete our multi-million DPO. Further, we will then roll out our complete product line and kick-start our full marketing efforts. Our management also has put into place a plan to move our public listing onto the OTCBB, and then onto the NASDAQ SM. We have started the process of SEC and NASD reporting compliance in furtherance of this goal. All of our current reports are available upon request.

1.4. Mission Statement

CruiseCam has been built on experience, hard work and determination. We will continue to strive to become even stronger within our skill sets, and to recognize and improve our weaknesses. We will demonstrate solid fundamentals and encourage education and growth among our employees and management. We will attain award winning recognition within our peer group, and promote meritorious behavior in our industry.

1.5. Capital Needed

Negotiations are ongoing-inquiries are welcome.

1.6. CruiseCam's Origin

In 1995, David "Scott" Watkins ("Watkins") was recruited to drive a factory supported GTS-1 Oldsmobile Cutlass on the Chrysler Mosport 500K, at the Toronto, Canada racetrack. Watkins started the race from the tenth position and moved up to fifth place by the 45-minute mark. At turn three, the 140 mph downhill sweeper, under maximum acceleration, the car drifted off the outside apron and onto the grass. Watkins tried to correct; the car came back onto the track and was heavily contacted by John Paul, Jr. The car received severe damage but no one was seriously injured.



Watkins' recollection of the event was dramatically different from the ESPN replay. He scoured magazines, camera stores, race shops and the Internet for a video camera mount for use in racing. He found nothing suitable in the marketplace. He then designed the ideal mount and built a prototype. His system earned a Bronze Medal at INPEX, the largest inventor's exposition in the United States.

CruiseCam started its existence as GRP, Inc., which was formed for the purpose of commercializing the use of device patents issued to Watkins. A secondary company was formed in 2002 specifically for the distribution of a new Law Enforcement Video Recording Product. CruiseCam, LLC and GRP, Inc. were then merged into a public shell called SGCA.

In 2004 the board of directors changed the company's name to Cruise Cam International, Inc. (Ticker Symbol: CCMJ).

1.7. Our Products

- Camera Mount (Patent No. 5,833,101)
- Camera Mount Stabilizer (Patent No. 6,116,485)
- Headrest and Seat Video Imaging Apparatus (Patent No. 6,198,502)
- Headrest Camera Mount (Patent No. 6,201,568)
- Headrest and Seat Video Imaging Apparatus (Patent No. 6,215,518)
- Mount bar for Video Recording and Display (Patent No. 6,231,017)
- Cantilever Camera Mount (Patent No. 6,315,180)
- Headrest and Seat Video Imaging Apparatus (Patent No. 6,445,408)
- Projection and Illumination Device (HUD) (Patent No. 6,558,028)
- China – New Seat for Automobile
- China – Camera Mount

1.8. Awards & Accolades

CruiseCam is proud to announce the current awards given at the SEMA show in Las Vegas in November 2006. Our company is the recipient of the SEMA International New Product Award selected by the following:

The prestigious popular Mechanics Editor's Choice Award."

In addition we have also won:

- Maxi Tuning Magazine, Spain
- Hot 4s J. Performance Cars, Australia
- Media 24, South Africa
- Max Power Magazine, Norway
- Crazy Turkey Editorial, Brazil
- Tuning Magazine, Russia
- Motor Lisboa, Portugal
- Motor-Presse Bohemia, Czech Republic

These awards demonstrate our ability to produce "best of breed" products in our market space.

1.9. Marketing Plan

We are currently in the process of deploying our products, but in limited quantities. Our first Contracted Distributor, Driver's Alert, Inc. will provide access to their client base of over 4000 commercial fleets with names such as Greyhound, Keebler, Aramark, Scott's, Napa, Sysco Foods, and Allied Waste.

In addition we will provide alternate capacities:

- VAR Channel Development (Auto Parts Stores, Department Stores, etc.)
- Wholesale Distribution Networking
- Direct Sales Through our Ecommerce System
- Trade Show Participation

We have kicked-off our sales efforts and intend to use direct, face to face, and marketing to establish solid, long term relationships with our clients and distributors.

In effectuating this plan we have also implemented pricing structures to add incentives for our distributors to sell our products for a healthy monthly restocking cycle.

1.10. Highlights

The Problem to Solve:

Accidents, loss of use, life, insurance, equipment, fuel, and delays; are all able to be improved or nearly eliminated if everyone followed the laws but laws are made to be broken. In particular with vehicles, Adverse Driving Behavior (unsafe acts), by either the target operator or the unrelated party(s) has not been conclusively stopped by any other known technology to date. Monitoring vehicles by digital video recording is the ultimate solution. Digital video recording captures the other vehicle acts that GPS does not by itself.

Lack of defense, documentation, interpretation, misrepresentation, controls and accountability – In particular for the Commercial Vehicle Sector with “high stakes” financial responsibility backed by their first dollars or insurance not to mention the men, women and children all caught up in the may lay.

Driver’s Alert, Inc., the Nation’s leading vehicle monitoring Company believes in accident reduction through vehicle monitoring and driver safety education.

Quote:

“The CruiseCam DVR will give the highest level of monitoring without 2nd and 3rd party input. It’s the answer that goes well beyond GPS and hearsay”, said Paul Milazzo, Founder of Driver’s Alert <http://www.driversalert.com>.

Reference:

Heinrich’s Pyramid: 300 unsafe acts = 1 minor injuries = 1 major injury.

Results:

Video monitoring for vehicle operations and the Announcement of that process causes driver’s to be on alert (changing their behavior) and not to create an offense captured on video. At the same time the professional driver now has a long sought after defense mechanism for false accusations and testimony. Driver’s Alert with over 20 years experience and more than 300,000 commercial vehicles and 14 Insurance Company customers has the first distribution contract to provide the CruiseCam patented Seat Video Recording technology. There are additional customers pending.

The business case calls for the following penetration and profit:

Driver's Alert Customer Base	300,000	Commercial Vehicles / Decal Monitoring
25% Penetration Over 2 Years	75,000	Registered Client Vehicles - Target
CCMC Wholesale Price Point	\$627.00	MSRP \$825.00
Gross Sales	\$47,025,000	
Gross Profit	\$24,525,000	

Outcome:

Safer roadways, better fleet efficiency, lower insurance premiums and workers' comp., higher retained values of equipment and vehicles equals an exponential ROI.

CASE EXAMPLE

ROI – Video DVR Vehicle Monitoring

The data reported is derived from an actual company operating in Tennessee, aka. NNN Trucking.

NNN Trucking Company, Crump Tennessee 38327
Insurance Program Carrier – Lincoln General Insurance, 200 tractors

Premiums Billed	\$488,840	
Losses	\$459,275	
Loss Ratio	93%	
# of Claims	68	41 losses due to equipment, tires, objects
Deductible	\$ 100,000	
Insurance Company Paid in Excess of Deductible	\$60,000	

Insurance Premium \$488K + Losses \$389K = \$908,000 COST

NNN Trucking Company, with Video DVR Vehicle Monitoring
Insurance Program Carrier – Lincoln General Insurance, 200 tractors

Premiums Billed	\$415,514	15% Schedule Credit for Cameras / DVR
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Losses	\$100,720	Losses Reduced by \$359,555
Loss Ratio	26%	
# of Claims	49	19 Deleted Losses – Red Light, Speed, etc.
Deductible	\$ 100,000	
Insurance Company Paid in Excess of Deductible	\$0	
Camera DVR Cost	\$63,999	1st yr Camera Lease, 36 Month Term

**Insurance Premium \$415K + Losses \$101K + Camera DVR \$63,999 = \$580,000
COST**

\$328,000 Reduced Costs for Losses and Premiums

522% Return on Investment

The documentation is based on actual loss run experience of a commercial carrier with 200 vehicles over a twelve month period. The estimated change in the experience is based on the reduction in claims for adverse driving behavior: following too closely, speeding, unsafe lane changes, failure to stop and backing up. Camera cost is level for 3 years based on lease.

2. Market Analysis Summary

Our target markets consist of the following:

2.1. Automobile Market

According to data obtained from NADA (National Automobile Dealers Association) there are currently over 90 million automobiles on the road in the United States alone. The annual turn-over rate for autos is 17 million cars (or units) per year.

The year 2005 ranked third among the seven best years ever for new-unit sales by franchised new vehicle dealers. Sales, measured in dollars, in all departments fell for the year from 2004, and the U.S. economy grew by 3.5 percent in 2005, below the 4.2% rise last year.

The unemployment rate was 4.7% in March 2006 and averaged 5.1% for all of 2005. Consumer confidence measures remained higher through the second quarter of 2005, but smaller employment gains, higher energy prices, hurricanes, and political unrest in the Middle East hurt the economy in the second half of the year. The first quarter of 2006 shows modest improvements in consumer confidence; fortunately for consumers and dealers, the cost of borrowing remained low last year as the Federal Reserve made measured increases in short-term interest rates. Short-term rates should continue to rise moderately in first-half 2006.

In 2005 vehicle sales continued to be driven by generous customer incentives, such as cash rebates, low rate financing, employee pricing, and lease options. New sales exceeded 16.94 million units in 2005, slightly higher than 2004's 16.86 million. Wall Street had more generous estimates, 17 million or above.

With a strengthening economy and gains in employment nationwide, new-car dealers were able to maintain strong sales in 2005. Total dealership dollar sales in 2005 exceeded \$699 billion, down about 2% from 2004. This allowed dealers to maintain payroll employment of 1,138,000, a slight increase over the total in 2004. Total payroll in 2005 topped \$51.5 billion, up 2%. Dealership expenditures, excluding cost of goods sold, reached \$81.2 billion. With many of these expenditures made locally, dealerships provided vital support to the economic well being of their communities.

Franchised dealers were also major payers and generators of federal, state, and local tax revenue, as well as major contributors of both time and money to local and regional charities.

2.2. Law Enforcement Market

The police vehicle market is approximately 400,000 with approximately 80,000 new vehicles each year. Senate Bill 1074 has now advanced to 28 states placing responsibility on video cameras for documenting traffic stops in prevention of racial profiling.

CruiseCam has pinpointed major safety flaws in current camera designs that mount cameras on the windshield or rearview mirror. The flaw is apparent when an accident occurs and the rearview mirror detaches and becomes a projectile. CruiseCam's design is 100% safe and mounts behind the driver.

2.3. US Postal Service

CruiseCam was the first and only company to support the key General Services Administration (GSA) vehicle contractor for the Federal Government in supplying the first ever Rear Vision Monitor to the USPS last year and 6,250 systems are in operation today. The next generation effort is closely supported by DCX and has been bid as a specifically new designed vehicle that will feature a CruiseCam Quad Camera monitoring system that virtually eliminates blind spots on all sides of a USPS vehicle.

2.4. Market Segmentation

Particularly our target markets include the Commercial Automobile Market and Consumer markets. In addition we are also doing research on possible entry into International with the e first product delivered into Israel. We have completed a Supply Contract with Rentar Logics for expansion in the US and Brazil.

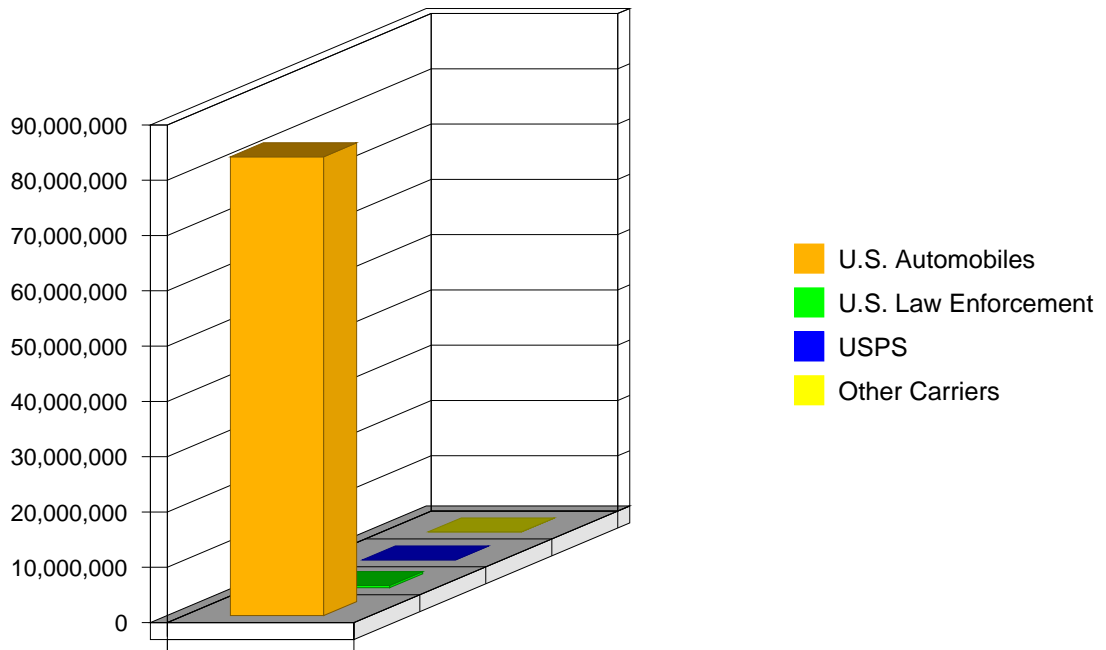
Driver's Alert supply agreement for Commercial Vehicle Digital Video Systems. We have identified a market niche in the Automobile Market with the Corvette and other leading sports cars in the Sportsman's segments.

2.5. Growing Retail Markets

Law Enforcement Supply requests both domestic and abroad.

Market Analysis							
Potential Customers	Growth	2009	2010	2011	2012	2013	CAGR
U.S. Automobiles	6%	83,000,000	87,980,000	93,258,800	98,854,328	104,785,588	6.00%
U.S. Law Enforcement	10%	400,000	440,000	484,000	532,400	585,640	10.00%
USPS	12%	6,215	6,961	7,796	8,732	9,780	12.00%
Other Carriers	15%	25,000	28,750	33,063	38,022	43,725	15.00%
Total	6.02%	83,431,215	88,455,711	93,783,659	99,433,482	105,424,733	6.02%

Market Analysis Chart



2.6. Keys to Success

Our keys to success sit squarely on the shoulders of our management team and the precise deployment of our business plans. We need to effectively implement:

- Inventory controls and conservative spending
- Best of breed quality control for manufacturing
- Positive relationships with vendors
- Positive relationships with clients
- Employee recruiting and training
- Pro-active employee management
- Marketing and advertising programs
- Shareholder confidence
- GAAP accounting principles
- PR / IR programs
- Market-Maker and Analyst confidence

We believe our current management team will deliver these items.

3. Company Ownership

CruiseCam International, Inc. (The Company) was originally incorporated in Florida as Eutro Group Holding, Inc. in September 1991.

In October 1999, the Company filed an Articles of Amendment to its Articles of Incorporation thereby changing its name to Strategic Alliance Group, Inc.

In September 1991, the Company completed a reverse acquisition of Bio-Analytic Laboratories, Inc., which then became a wholly owned operating subsidiary of the Company.

In May 1998, the Company sold its Bio-Analytic Laboratories, Inc. subsidiary.

In July 2004, the Company completed a reverse acquisition of GRP, Inc. and subsidiaries, which then became a wholly owned operating subsidiary of the Company. The Company changed its name to CruiseCam International, Inc. in conjunction with this reverse acquisition. The company's stock shares currently trade on the Pink Sheets under the ticker symbol "CCMC."

3.1. Current Major Shareholders:

- **Scott Watkins (Chairman and President)**
 - Controlling interest
- **Miami Associates**
 - 20.0 million shares
- **Driver's Alert, Inc**
 - 7.0 million shares

3.2. Management Summary

Scott Watkins, along with the board of directors, has carefully selected members of CruiseCam management team. Each individual has an extensive knowledge of the industry and brings the highest quality skill sets. Our company incorporates a team environment and focuses on innovation and training for all members of management.

The selection process draws heavily on the relationship with Lear Corporation dating back to 1999 with its management and application mainstream automotive technologies.

*The following illustration can be scaled to meet new infrastructure requirements.

3.3. Organizational Structure

Senior management Lead by D. Scott Watkins, Peter Foley, Operations, John Lamont, Product Development. Kevin Blain, Secretary, Management, Sales and Marketing Bruce Loveall.

Operations by CCMC are that of design testing and assembly while manufacturing is outsourced.

3.4. Management Team

- **Scott Watkins – President and C.E.O.**

- **Education:**

- **University of Florida**

- **Bachelor of Arts, Marketing**

- **Minor: Economics**

- **Career History:**

- **1997 – Present: CruiseCam International, Inc., President and Chief Executive Officer**

President and Chief Executive Officer and Founder of GRP, Inc., a Sub "S" Corp and the former Holding Company of the Watkins Patent Portfolio.

Inventor and Patentee of all 10-product categories.

Consolidated GRP, CruiseCam LLC, and Commandeer LLC into CCMJ, a public company, by the means of a reverse merger.

Created 10 Domestic and International Patents that support the company's core competency.

Created the "Seat and Headrest Video Imaging Apparatus".

Developed the alignment of CruiseCam with Ford Motor Company and the pursuit of Integrated Video Recording on Police Vehicles.

Created the business case and license agreement with Lear Corporation to construct the first CruiseCam OEM product for the Ford Police Interceptor.

Created and furnished the first 6,000 Rear Vision Systems for The United States Postal Service and their GSA contractor. Created the sales distribution for the CruiseCam products.

Produced the agreement in process with Incredible Discoveries and the first infomercial for CCMJ.

- **1992 – 1997: NTI, Inc., President and Founder**

President and Founder of NTI, an Insurance Agency that specialized in Division "8" Semi Truck Liability and Physical Damage Cargo Insurances.

Organized the first and currently still in force National Insurance program for the National Association of Trucking Companies.

Written premiums were in excess of \$15,000,000.

The primary basis for the association program was through a comprehensive risk management program designed by Watkins for the purpose of reducing accidents.

The program incurred no "At Fault" fatalities while operating thousands of Semi Trucks and incurred accidents fell less the 50% of the national average.

- **1983 – 1992: Sedgwick James of Florida, Vice President of Commercial Services**
- **Gordon & Sands, Vice President of Commercial Sales**

- **Other Experience:**

- Thirty year Motor Cycle and Pro Auto Racing Driver experience
 - Florida State Champion 1975 and Third 1977
 - Six time competitor in the Rolex 24 Hours at Daytona Motor Speedway
-

-
- Last competition was in 2000
 - 2008 Daytona PBOC testing with Porsche Twin Turbo 911

 - **Peter Foley –Operations**
 - **Career History:**
 - Founder and CEO of Nations Builders Insurance Services, Inc. (“NBIS” www.nbis.com)
 - Vertically integrated specialty insurance company focused on commercial and residential construction and transportation sectors
 - Built company from inception to over \$140mm premium volume and \$21mm in EBITDA company (~\$100mm valuation)
 - In 2006 named 5th Hottest Company in U.S. by *Entrepreneur Magazine*
 - Left in Dec-07 due to strategic differences with private equity investors
 - Prior to founding NBIS, had 25 years experience in financial services sector with major emphasis in insurance.
 - Experience includes working in senior operating and financial positions for such companies as General Re, CIGNA, Sedgwick Group (now Marsh & McLennan), Frontier Insurance and Unified Financial Services
 - Experience includes 11 years international experience working from London
 - Has held the senior executive role for two significant insurance restructurings; extensive M&A experience as well as capital raising experience in both public and private markets
 - Demonstrated experience in building businesses, improving operating performance and sourcing new opportunities
 - Current founder and CEO of American Pinnacle Partners, Inc.

NBIS Business Strategy

- Commencing summer of 2001:
 - Examined reasons for insurance carrier losses
 - Created a working group of legal, claims, underwriting and brokers to create solutions
 - Capitalized a specialty insurance group to offer an insurable response
- Group operational early 2002
- Combination of risk (underwriting) income and commission/fee revenues

American Pinnacle Strategy

- Create a specialist brokerage/MGA platform in the A&H/Benefits and P&C sector
 - Develop niche programs and trade association endorsements
 - Identify and implement leading edge risk mitigation resources
 - Strong Underwriting Profitability
-

- **John Lamont – China, VP New Product Development**

- **Education:**

- **University of Pittsburgh**

- **Bachelor of Science**, Electrical Engineering

- **Career History:**

- **1999 – 2006: Elint Corporation**

Substantial history of accomplishment and promotion in multiple departments as:

- Six Sigma Black Belt
- Electronics Project Leader
- Platform Manager
- Electronics Platform Manager
- Full Service Supplier Engineer – Lear Corp / UT Automotive, Dearborn, Michigan

- **1972 – 1999: United Technologies**

Twenty-five year career in electronics design, engineering, product development, and advanced product and wireless programs, including positions as:

- **Manager**, Advanced Technology - RF / Wireless Programs
- **Manager**, Interiors Advanced Engineering
- **Manager**, Electronic Product Development
- **Principal Engineer**, Electronics
- **Senior Engineer**, Electronics
- **Design Engineer**, Electronics
- **Technician – Engineer – Supervisor**, Electronic Integrated Circuit Testing

- **Awards:**

- **Nine U.S. Patents Issued**
 - **1985 UTC Special Award for Extraordinary Achievement in Product Design**
 - **1984 UTC Board of Directors Trophy** (Awarded to Multiplex Design Team)
-

Kevin Lee Blain – Secretary/ Treasurer

Kevin Lee Blain has been appointed Secretary/Treasurer. Mr. Blain is the founder, principal and chairman of [Malibu Investment, Inc.](#), which manages portfolios and invests funds in equities, stock, bonds, mutual funds, and options for individuals with high net worth. He has a Masters of Business Administration (MBA) from George Washington University and a Juris Doctor (JD) from the David Clark School of Law.

3.5. Management Team Gaps

Management has worked hard to recognize weaknesses in our staff and our overall methodology. This was due, primarily, to a lack of proper funding; however, we also got off path a bit and over spent some of our capital on research and development. To correct the problem we are exercising our option to raise the proper amount of capital and we have hired a new key manager to handle the marketing in our company.

We will undoubtedly find other weaknesses and will take corrective measures to eliminate them as they arise.

3.6. Personnel Plan

We have experienced rapid growth in the past and have recognized and corrected weaknesses. To function at the capacity needed to effectuate our plans we need to have the highest quality employees that understand the level of integrity that is required to complete their tasks and keep our company moving in a positive direction.

Personnel Plan					
	2010	2011	2012	2013	2014
Management	\$176,441	\$482,389	\$1,255,653	\$2,156,855	\$4,845,781
Sales & Marketing	\$130,975	\$653,140	\$2,023,568	\$4,560,120	\$9,658,402
Clerical	\$60,106	\$180,856	\$251,000	\$475,480	\$2,621,029
Manufacturing	\$127,450	\$362,475	\$654,125	\$1,854,560	\$2,457,501
Total People	12	21	33	67	84
Total Payroll	\$494,872	\$1,676,840	\$4,183,346	\$9,047,015	\$19,582,713

4. Financial Plan

CruiseCam is expected to grow extremely fast. According to our recent chartable growth we have accomplished many goals, and we expect to continue this trend. Our company has established a recognizable brand that is both high quality and competitive.

At the recent SEMA show in Las Vegas, Nevada our products were recognized by Popular Mechanics and won the International New Product Award. This exemplifies our dedication and attention to detail.

We plan to finance our growth using the following methods:

- Initial capital Financing
- Newly Issued Stock Offering

4.1. Senior Notes

Due to our recent successful product introduction at trade shows, we are currently growing rapidly and expect to continue for the foreseeable future. Our product sales are subject to, and effected by market trends. One of our goals consists of actually creating a market (need) for our product and hence creating a market trend in our industry. We feel this will allow us to maintain a stronghold on our market space and will help to define us as the leader in our industry.

4.2. Break-even Analysis

Our break even point is figured in reference to our company plan "following" our bridge funding and the DPO round of financing. Currently we operate at a break even point of roughly \$85,000 per month. The higher projections are assumption made by taking into consideration the heightened cash position when we finalize our funding.

Break-even Analysis	
Monthly Revenue Break-even	\$85,363
Assumptions:	
Average Percent Variable Cost	30%
Estimated Monthly Fixed Cost	\$38,655

FORWARD-LOOKING STATEMENTS

This document contains certain statements that are forward looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act which can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "estimates," "will," "should," "plans" or "anticipates" or the negative thereof or other variations thereon or comparable terminology or by discussions of strategy. Such statements include, but are not limited to, the discussions of our operations, liquidity and capital resources. Forward-looking statements are included in the "Investment Considerations" and "Business" sections of this prospectus. Although we believe that the expectations reflected in forward-looking statements are reasonable, there can be no assurances that such expectations will prove to be accurate forward-looking statements.

Generally, forward-looking statements relate to business plans, strategies, anticipated strategies, levels of capital expenditures, liquidity and anticipated capital financing needed to effect the business plan. All phases of our operations are subject to a number of uncertainties, risks and other influences, many of which are outside of our control and cannot be predicted, with any degree of accuracy. In light of the significant uncertainties inherent in the forward-looking statements made in the prospectus, the inclusion of such statements should not be regarded as a representation by us or any other person that our objectives and our plans will be achieved. Investors are cautioned that such forward-looking statements involve risks and uncertainties, including, without limitation, the risks set forth in "Risk-Factors."

The forward-looking statements contained herein speak only as of the date of this prospectus and we expressly disclaim any obligation or undertaking to release any updates or revisions to any such statement to reflect any change in our expectations or any change in events, conditions or circumstance on which any such statement is based.

MANAGEMENT OF GROWTH

We plan to experience rapid growth in our operations. This rapid growth will place a significant strain on our managerial, operational and financial resources.

Furthermore, we must continue to improve our financial and management controls, reporting systems and procedures, and expand, train, and manage our work force. There can be no assurance that our systems, procedures or controls will be adequate to our expanding operations or that our management will be able to achieve the rapid execution necessary to successfully offer our solutions and implement our business plan. Although we expect to effectively implement our business plans, our failure to manage growth effectively would have a material adverse effect on our business, result of operations and financial condition.

GOVERNMENT REGULATION AND LEGAL UNCERTAINTIES

Due to the global nature of our business, it is possible that, although transmissions relating to our solutions originate in the State of Michigan, the governments of other states or foreign countries might attempt to regulate our transmissions or levy sales or other taxes relating to our activities. There can be no assurance that violations of local laws will not be alleged or charged by state or foreign governments, that we might not unintentionally violate such laws or that such laws will not be modified, or new laws enacted, in the future. Any of the foregoing developments could have a material adverse effect on our business, result of operations and financial condition.

PENNY STOCK REGULATION

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ® system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange system). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market.

The broker-dealer also must provide the customer with bid and offer quotations for the penny stock, the compensation of the broker-dealer, and our salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from such rules, the broker-dealer must make a special written determination that a penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in any secondary market for a stock that becomes subject to the penny stock rules, and accordingly, customers in company securities may find it difficult to sell their securities, if at all.

CONTROL BY PRINCIPAL STOCKHOLDERS, OFFICERS AND DIRECTORS

Prior to the distribution, the directors and executive officers and their affiliates beneficially own approximately 76% of the outstanding common stock. As a result, these stockholders could exercise control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. This concentration of ownership may have the effect of delaying or preventing a change in control of the company.

LACK OF DISINTERESTED, INDEPENDENT DIRECTORS

All of our directors have a direct financial interest in the company. We believe that our current directors will be able to exercise their fiduciary duties as directors and we do not intend to add independent, disinterested directors to serve on the Board of Directors or on separate committees in the near future.

DIVIDEND POLICY

We have not paid any dividends on our common stock and expect to retain any future earnings for use in our business. Future dividend policy will be determined by the Board of Directors in light of our prevailing financial needs.

ACCOUNTING, TAX, INSURANCE, AND LEGAL ISSUES

ACCOUNTING POLICIES

We intend to furnish our stockholders with annual reports containing financial statements audited by our independent certified public accountant, who will be engaged during or immediately following this Offering, and such other reports as we deem appropriate or as may be required by law. All accounting policies and audits will be conducted in accordance with the generally accepted accounting principles ("GAAP") of the United States.

TAX ISSUES

Under the current U.S. tax codes, our corporate tax rate will be about 36%. Under the United States Federal Tax Code amendments enacted in 1993 for small businesses, we will be able to deduct up to \$17,500 annually on certain capital expenditures for office equipment (i.e. personal computers, copiers, telephones systems, etc.) instead of amortizing such equipment over several years. Specifically, this deduction allowance is included in section 179 of the I.R.S. Tax Code.

INSURANCE

Upon completion of this Offering, we currently plan to commence basic commercial and business liability insurance coverage in the following categories: (i) fire liability (covers fire, lightning or explosion), (ii) products and completed operations, (iii) personal and injury, and (iv) medical liability expense. In addition, our commercial, property, casualty, and business insurance coverage will be adequately increased our operations and revenues grow in size.

EMPLOYEE BENEFIT PLAN AND MEDICAL AND HEALTH INSURANCE

Upon commencement of full operations, or shortly thereafter, we expect to implement an Employee Benefit Plan and medical and health insurance competitive with industry standards for our employees.

KEY MAN INSURANCE

We do not hold "Key Man" life insurance on any of our officers and directors. However, we are currently considering key man life insurance on each of our officers upon the closing of the Private Placement offering described herein or shortly thereafter.

LEGAL MATTERS

There is no current or pending litigation, claims or counter claims involving us as a Plaintiff or a Defendant.

Financial Statements and filings:

www.pinksheets.com search CCMC

1.1. Exit Strategy

Our exit plans contain two parts.

1) Management Exit

2) Investor Exit

1.1.1. Management Exit

Our management expects to find and hire predecessors for each management position within 24 months. We expect our current management to turn over within 5 years.

1.1.2. Investor Exit

Our plans include three separate rounds of financing with different ROI options.

- **Bridge Round Exit**
-

Investor(s) will have the option of a 12 month exit with a 15% Return, or a 10% equity stake in the company.

- **DPO Equity Round Exit**

Investor(s) will retain up to 33% of the equity in the company.

- **Senior Note Exit**

Investors will have the option of a 36 month exit with a return of 15% per annum, or a 6% equity stake in the company.

1.2. Use of Funds

We anticipate a Return on Investment for our bridge loan within 12 months. However, we have structured the ROI as an equity investment of up to 10% using newly issued "restricted" stock (please see Rule 144).

The investor will have the option of either obtaining an ROI within 12 months or holding equity in the company.

Use of Funds	
Use	Amount
Inventory	\$618,000
Payroll / Payroll Taxes	\$485,168
Marketing / Advertising	\$6,500
Telephone Expenses	\$11,600
Utilities	\$13,500
Stock Expenses	\$68,677
Patent Expenses	\$59,000
Automobiles	\$42,232
Travel & Entertainment	\$43,000
Freight Premium	\$1,200
Taxes	\$67,000
Misc.	\$6,000
R & D Materials	\$106,050
Rent / Lease (Office - Warehouse)	\$57,000
Insurance	\$17,500
Total	\$1,403,227

Thank you for reviewing our information.

All inquiries can be made to:

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