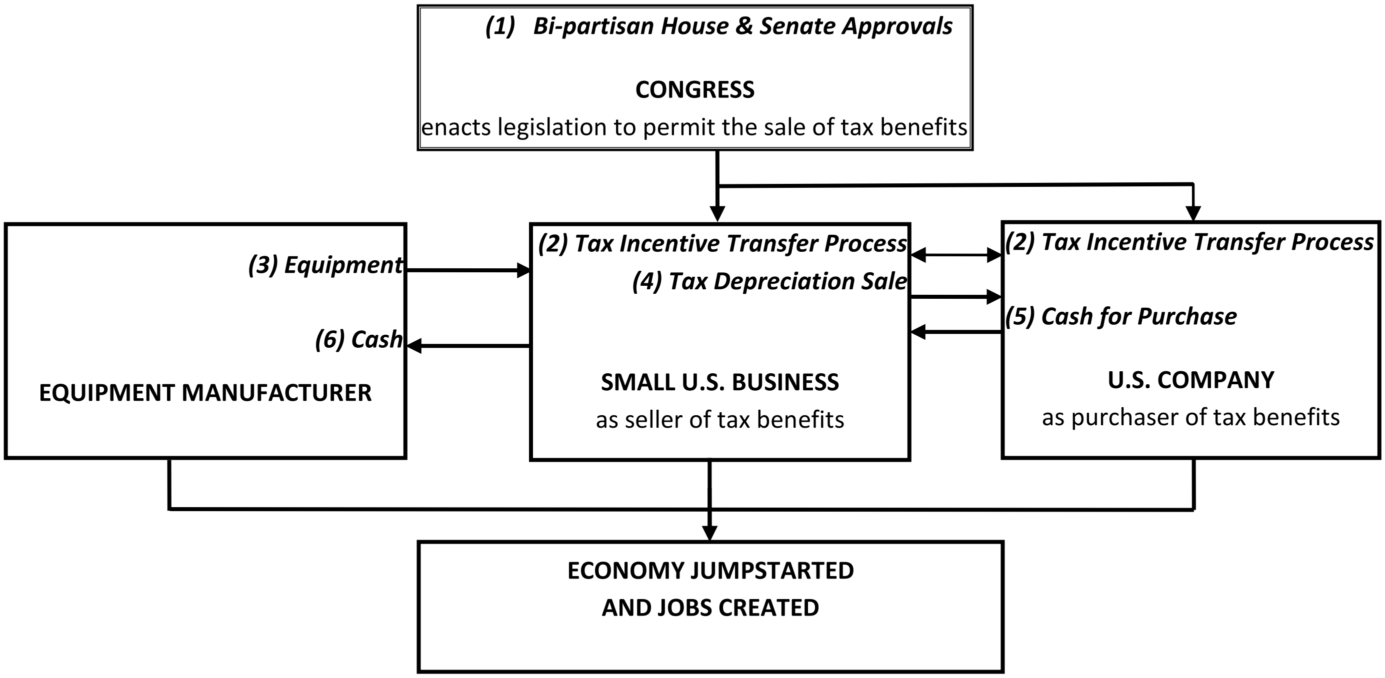
Exhibit 1: TMVi TAX LAW INCENTIVE™ FLOW DIAGRAM



TMVi TAX LAW INCENTIVE FLOW

(1) Congress enacts a tax law allowing the sale of tax depreciation deductions for equipment purchases. No increase in the deficit results since the tax depreciation benefits are already enacted and scored by the Congressional Budget Office.

(2) A new tax incentive transfer process for Small U.S. Businesses is created. A simple IRS form is filed by seller and buyer of depreciation tax benefits. A private non-governmental tax clearinghouse is formed to facilitate the sale of depreciation tax benefits. The market price for the depreciation tax benefits will be determined by a “bid and asked” process.

(3) Small U.S. Business orders equipment to expand or upgrade its business and receives U.S. tax benefits of depreciation deductions.

(4) U.S. Company Purchaser buys depreciation deductions from Small Business at price determined by the market.

(5) U.S. Company Purchaser transfers cash to Small U.S. Business for the purchase of U.S. tax benefits of depreciation deductions.

(6) Small U.S. Business transfers cash to Equipment Manufacturer to pay for purchased equipment, reduce borrowing costs or use the cash for working capital. Equipment Manufacturer supplies goods in (3) above.

TMVi Tax Law Proposal empowers Small Businesses to monetize its depreciation deductions using private capital with no cost to the US treasury. This results in a more efficient use of existing government tax incentives, thereby jumpstarting the small business economy and empowering them to increase jobs.

Phase II of proposal can:

- include medium and large businesses
- explore a 10% Investment Tax Credit for equipment with more than 50% US content
- be adapted for United Kingdom businesses