

3.0 MARKET VALUATION & ASSUMPTIONS

The following six market verticals are structured to reflect future market valuation estimates for each IPG market vertical's aggregate product lines projected annual revenue, at full scale operations and performance.

The market valuation estimates for each market vertical was determined by multiplying aggregate product line annual projected revenue, with a conservative market valuation factor; derived from, when appropriate, careful analysis of relevant public industry performance data, and current competitor(s) public market capitalization data at the time of comparison.

Market Valuation Estimates for IPG Market Verticals:

Market Vertical 1 – Secure Mobile Payments / 2 Product Lines

Market Valuation: \$150 - \$200 billion / Market Value Factor: 5-6

Market Vertical 2 – Mobile Advertising Ecosystems / 4 Product Lines

Market Valuation: \$300 - \$400 billion / Market Value Factor: 5-6

Market Vertical 3 – Cyber Security Defense / 6 Product Lines

Market Valuation: \$300 - \$400 billion / Market Factor: 5-6

Market Vertical 4 – Vehicle Safety Technologies / 2 Product Lines

Market Valuation: \$20 - \$30 billion / Market Range: 3-4

Market Vertical 5 – Mobile & Wearable Devices / 3 Product Lines

Market Valuation: \$100 - \$150 billion / Market Factor: 2-3

Market Vertical 6 – Personal Health Products / 6 Product Lines

Market Valuation: \$150 - \$200 billion / Market Factor: 3-4

4.0 ENTERPRISE RISK SUMMARY

Summary Risk Factors

The risk factors that our business faces are characterized in primarily four areas of, market risk factors, technology risk factors, intellectual property risk protection, and execution risk factors.

These risk factors arise from the nature of our business, launching new and disruptive products and services that have the high potential to change the business landscape across significant business areas. Each of these risk areas is briefly described as follows:

Market risk factors

Our business is based on conceptualizing, developing and launching new products and solutions in a large number of (seventeen) markets based on technology in pending and issued patents that would be disruptive to the market place. These seventeen market areas are listed elsewhere. There is an inherent market risk as the markets in any of these market areas may change and evolve over time and may not need our products or that the competition comes out with better products. This same risk exists for each of the markets and the products and services we are engaged in. These risk factors are:

Competition

There are businesses that compete and would compete in the markets we operate and they could introduce products in the market place that would directly compete with our products. Even though the products that we would introduce are based on proprietary technologies, there is no assurance that our products would succeed in the marketplace or that consumers would like the features in our products and that they would be differentiating factors in purchase decision.

Changing markets

The preference of consumers may change and would change with time and over time and there is no assurance that our products collectively and individually would continue to be desired by the consumer.

Technology risk factors

Our business is founded on technology as described in detail in the pending and issued patents. Some of these technologies depend on technologies external to us such as global network of computers, known as internet, and its governing protocols and standards in the control of international bodies. Our products and services are based on our best understanding of how these technologies work and may evolve and change over time. We consider the risk based on technology embedded in our products relatively low, but there is still a risk that should be evaluated and understood based on the products and the markets. These external

technologies may change and evolve requiring us to change and reevaluate our products and services.

Intellectual Property Risk

We have two different types of intellectual property we own. One of these kinds is pending patent applications and issued patents and pending trademarks and issued trademarks. Each of these areas has their own risks that are unique to them. These are covered here.

Patents and Pending Patent Applications

Our business is based entirely on proprietary products that are protected by issued and pending patents. We have issued patents and pending applications in the United States and have pending applications in selected Foreign Jurisdictions that may include Canada, Europe, China and India.

There are inherent risks in any patent or patent pending technology.

Others would challenge our patents in courts and proceedings before other judicial tribunals such as ITC and USPTO. There is no assurance that these patents would survive these challenges and if they do survive these challenges, the legal claims may need to be amended.

There is no assurance that the pending patent applications would issue as patents in view of prior art. Examination of a patent application is a lengthy and time consuming process, requiring many years and may require appeals at the agency level and in the federal courts.

List of Patents and pending Applications

These type of IP falls in three categories, an issued patent, pending in foreign jurisdictions, pending US applications and US applications that have not been published and applications that have withheld publication due to the sensitive nature of the technologies.

An attached table identifies a list of these pending and issued patent and applications.

Patent Life Risk

The patents and applications have a limited life that is defined as from filing or from issue date. We may not be able to fully utilize their value in that limited life of these assets. We continue to generate new IP and the same holds true for them.

Trademarks and pending applications

We have a large number of trademarks and trademark applications in different stages. We continue to file new trademark applications to support our new and

growing products lines across these seventeen market areas. A large number of them have been approved for use. An attached table identifies a list of these pending and issued trademarks.

Execution Risk factors

The execution risk factors are same and similar as would be to any new business enterprise and non-comprehensive specific risk factors are identified here

1. Ability to attract, hire and retain qualified executive management
2. Ability to attract, hire and retain qualified technology personnel
3. Ability to attract, hire and retain qualified human resources, financial and legal personnel.
4. Ability to protect our IP - Others may copy and steal our IP, requiring us to litigate them and any litigation has considerable risk.
5. The time we estimate to launch a product/service has inherent risks.
6. The time we estimate to generate revenue has inherent risks.

Our business is subject to numerous risks described in the section entitled "Risk Factors" and elsewhere in this prospectus. You should carefully consider these risks before making an investment. Some of these risks include:

- If we fail to launch our products and services and once launched, retain existing users or add new users, or if our users decrease their level of engagement with our products and services, our revenue, financial results, and business may be significantly harmed;
- We expect to generate substantial revenue from advertising from our advertisement driven products and services. The loss of advertisers, or reduction in spending by advertisers with our advertisement driven products and services, could seriously harm our business;
- Growth in use of IPG through our mobile products, where our ability to monetize is unproven, may negatively affect our revenue and financial results;
- IPG's product and services user growth and engagement on mobile devices depend upon effective operation with mobile operating systems, networks, and standards that we do not control;
- We may not be successful in our efforts to grow and further monetize the products and services in the IPG conglomerate;

- Even though our products and services are backed by issued and pending patents, our business is highly competitive, and competition presents an ongoing threat to the success of our business;
- Improper access to or disclosure of our users' information, or violation of our terms of service or policies, could harm our reputation and adversely affect our business;
- Our business is subject to complex and evolving U.S. and foreign laws and regulations regarding privacy, data protection, and other matters. Many of these laws and regulations are subject to change and uncertain interpretation, and could harm our business;
- Our CEO has control over key decision making as a result of his control of a majority of our voting stock;
- The loss of Tara Chand and his key associates or other key personnel could harm our business;
- The patents and applications have a limited life that is defined as from filing or from issue date. We may not be able to fully utilize their value in that limited life of these assets. We continue to generate new IP and the same holds true for them.
- The market price of our Class A common stock may be volatile or may decline, and you may not be able to resell your shares at or above the initial public offering price; and
- Substantial blocks of our total outstanding shares may be sold into the market as "lock-up" periods end, as further described in "Shares Eligible for Future Sale." If there are substantial sales of shares of our common stock, the price of our Class A common stock could decline.

Corporate Information

Internet Promise Group was incorporated in California on November 10, 2014. Unless expressly indicated or the context requires otherwise, the terms "Internet Promise Group," "company," "we," "us," and "our" in this prospectus refer to Internet Promise Group, Inc., a California corporation, and, where appropriate, its

wholly-owned subsidiaries. The term "Internet Promise Group" may also refer to our products, regardless of the manner in which they are accessed. Our principal executive offices are located at 21250 Hawthorne Blvd. Suite 500, California 90503, and our telephone number is (310) 787-1400. Our website address is www.Internet Promise Group.com. The information on or that can be accessed through our website is not part of this prospectus.

Internet Promise Group, the Internet Promise Group logo, IPG, and our other registered or common law trademarks, service marks, or trade names appearing in this prospectus are the property of Internet Promise Group, Inc. Other trademarks, service marks, or trade names appearing in this prospectus are the property of their respective owners.

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- IPG's product and services user growth and engagement on mobile devices depend upon effective operation with mobile operating systems, networks, and standards that we do not control;
- We may not be successful in our efforts to grow and further monetize the products and services in the IPG conglomerate;
- Even though our products and services are backed by issued and pending patents, our business is highly competitive, and competition presents an ongoing threat to the success of our business;
- Improper access to or disclosure of our users' information, or violation of our

terms of service or policies, could harm our reputation and adversely affect our business;

- Our business is subject to complex and evolving U.S. and foreign laws and regulations regarding privacy, data protection, and other matters. Many of these laws and regulations are subject to change and uncertain interpretation, and could harm our business;
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- The market price of our Class A common stock may be volatile or may decline, and you may not be able to resell your shares at or above the initial public offering price; and
- Substantial blocks of our total outstanding shares may be sold into the market as “lock-up” periods end, as further described in “Shares Eligible for Future Sale.” If there are substantial sales of shares of our common stock, the price of our Class A common stock could decline.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 1st day of February 2015.

INTERNET PROMISE GROUP, INC.

S / TARA CHAND

Tara Chand
Founder & CEO