

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

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UNITED STATES OF AMERICA,)
)
Plaintiff,)
)
v.)
	Case: 1:08-cv-01345)
)
8 GILCREASE LANE, QUINCY)
FLORIDA 32351,	Hon. Rosemary M. Collyer)
)
and)
)
ONE CONDO LOCATED ON)
NORTH OCEAN BOULEVARD IN)
MYRTLE BEACH, SOUTH)
CAROLINA,)
)
and)
)
ALL FUNDS, INCLUDING)
APPROXIMATELY \$53 MILLION,)
HELD ON DEPOSIT AT BANK OF)
AMERICA ACCOUNTS IN THE NAMES)
OF (1) THOMAS A. BOWDOIN, JR.,)
SOLE PROPRIETOR, DBA)
ADSURFDAILY, (2) CLARENCE)
BUSBY, JR. AND DAWN STOWERS,)
DBA GOLDEN PANDA AD BUILDER,)
AND (3) GOLDEN PANDA AD BUILDER,)
)
Defendants, and)
)
ADSURFDAILY, INC., THOMAS A.)
BOWDOIN, JR., AND BOWDOIN HARRIS)
ENTERPRISES, INC.,)
)
Claimants.)
)

**ADSURFDAILY, INC. PROPOSED
COMPLIANCE AND OVERSIGHT PLAN**

The following sets forth the terms of a proposed Compliance and Oversight Plan (the "Plan") for AdSurfDaily, Inc. (the "Company"):

1. A monitor acceptable to the Court (the "Monitor") will be appointed to oversee the Company's implementation of, and compliance with, the Plan.
2. The Plan will govern the operations of the Company's business during an interim period in which the Company will develop a Future Business Operations Plan, as more particularly described below. The Future Business Operations Plan will be developed by the Company under the oversight of the Monitor and, once completed, will be presented to the Court for approval.
3. Upon Court approval of this Plan:
 - A. The Company's business assets (including its computer equipment and the two vehicles that were seized) will be returned to the Company pursuant to a plan agreed to with the Government. Such plan will provide that the data on such computer equipment shall continue to be available to the Government upon request.
 - B. All of the funds that were seized by the Government will be returned to the Company.
 - (1) All but \$2 million of those funds will be placed in restricted Company accounts at one or more banks reasonably acceptable to the Government. The Company funds currently held in Antigua will be repatriated to the US and will be held subject to this provision. Further, the Company funds currently being held with Solid Trust Pay in Canada will be held subject to this provision.
 - (2) None of the funds in restricted Company accounts will be available for use by the Company, and all such restricted funds will only be used in the manner and subject to the approvals provided for in the Plan. The restricted funds will be held in interest-bearing accounts.
 - (3) The up to \$2 million available for use in the Company's operations will be expended pursuant to a budget established by the Company and approved by the Monitor. No funds will be expended outside the terms of the budget approved by the Monitor without the consent of the Monitor.
 - C. As part of the approval of the Plan, the Court will order that the Government not re-seize Company funds that are being held pursuant to and in conformity with this Plan.

4. In connection with the development of the Future Business Operations Plan, the Company will take the following steps:
 - A. The Company will engage an independent accounting firm to assist the Company in determining its current financial position and results of operations for periods before August 1, 2008. This financial assessment will include a determination of member balances, including aggregate cash purchases by members of ad-packages prior to the shutdown and aggregate cash-outs paid to such members prior to the shutdown. The requisite financial statements will be prepared and presented to the Monitor and the Court before the Court is asked to consider and approval the Future Business Operations Plan.
 - B. The Company will organize a Members Steering Committee that will represent the interest of the Company's members in this process. The Members Steering Committee will be an active participant in the development of the Future Business Operations Plan. Efforts will be made to include on the Members Steering Committee representatives of all different classes of members, so that the committee is truly representative. The selection of members to serve on the Members Steering Committee will be subject to the Monitor's approval.
 - C. The Future Business Operations Plan will include the following:
 - (1) It will describe with specificity the terms of service and business model to be followed by the Company in the future, including any changes from the business model operated by the Company prior to the Government's seizure of the Company's assets. It will also include a detailed plan for the back-office operation of the Company (customer service, computer infrastructure, facilities, etc.) and a detailed operating budget.
 - (2) It will describe the management infrastructure that will operate the Company in the future:
 - (a) The Board of Directors and officers of the Company will be persons who are acceptable to the Monitor. It will also include a strong Code of Conduct that will apply to the Company's operations.
 - (b) Unless otherwise agreed to by the Monitor, Andy Bowdoin will not be an employee, officer or director of the Company. He will act as a consultant to the Company on terms acceptable to the Monitor and will agree to follow the Code of Conduct developed as part of the Future Business Operations Plan.
 - (3) It will include a robust compliance plan to ensure that members understand and are following the terms of service.

- (4) It will include a Cash-Out Plan for those members who wish to cash out and not continue as members of the Company.
- D. The Members Steering Committee and the Monitor will have active involvement in the development of the Future Business Operations Plan.
5. The Future Operations Business Plan will not be implemented without approval of the Court. If approved, members that elect to continue doing business with the Company will be obligated to re-subscribe to the new terms of service.
6. During the interim period while the Future Business Operations Plan is being developed, the Company will provide the Monitor and the Court will interim financial statements showing its receipts and disbursements, on such timetable as is requested by the Monitor and the Court but in all cases on no less than a monthly basis.

Dated: September 16, 2008

Respectfully submitted,

AKERMAN SENTERFITT

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ATTORNEYS FOR CLAIMANTS

¹ Mr. Goodman has been permitted to Appear *Pro Hac Vice*.