

DRAFT

Dear Endeavor Client (Use specific addressing)

As you are probably aware, the ownership of Endeavor has, for the last several years, been seeking a buyer who would continue the tradition of service excellence and quality for which Endeavor has gained its fine reputation. We are pleased and excited to notify [Organization Name] that that search has now reached a successful conclusion. The terms and conditions for the sale of Endeavor's business to Why Not, Incorporated (WNI) have been finalized. Pending final completion of all the necessary paperwork, in about 6 weeks, WNI, a 10 year old company with a unique approach to roadside assistance and an outstanding investor team with a mission to grow the business, will take over the reins officially. This is an excellent match of two companies who have played leadership roles in their respective markets; Endeavor with its automotive and other clients representing diverse markets, and WNI with its dominant market share in the wireless industry and its strong position with insurance companies.

In keeping with this activity, we felt it would be appropriate to let you know what you can expect as a valued client of Endeavor/WNI. First of all, it is important that you understand that it is our intention to join the companies, paying close attention to efficiencies and the attributes of each company that can be considered "best of breed". In the short term, there will be very little impact on you or your customer. The same people will be answering the phones from the same office in Thousand Oaks with the same reporting and billing you have come to expect. Naturally, we will be very open to ideas and suggestions you may have for improved service, but, rest assured, we will make no substantive changes without being absolutely certain that service will meet or exceed current service standards.

You will enjoy some new benefits from this arrangement as well:

- ☐ ☐ **Completely redundant call centers** – With the Thousand Oaks facility and WNI's primary call center in Houston, you and your customers will be protected even more from a failure that might disable the current operation.
- ☐ ☐ **Company-owned Canadian based call center** – Now when your customers travel to Canada, a company-owned facility will answer their calls for assistance providing for a consistent delivery of quality service throughout the U.S. and Canada.
- ☐ ☐ **Company-owned fleet of vehicles** – WNI is the only national provider of roadside assistance with its own fleet of service vehicles in cities throughout the country. Our employee drivers are professionally trained and earn specific financial rewards for providing excellent service to the customers of our clients.
- ☐ ☐ **Increased volume will increase leverage with vendors** – The combined volume of Endeavor and WNI is significant and will increase our ability to leverage improved service quality and pricing for the vendor network.
- ☐ ☐ **Motivated investor team** – WNI is backed by very significant private investors who are committed to the growth of this business and who have invested millions in the company

over the past several years. This support is expected to continue as WNI continues its quest to gain significant and leading market share.

- □ **Experienced and committed management team** – Made up of seasoned professionals who live roadside assistance on a daily basis, you will enjoy the commitment of our team to meeting your needs and to being flexible in our partnerships with clients.

To assist you in better understanding what you can expect, please find attached a list of questions and answers that we hope will provide you with any answers you seek. This information includes information about WNI and its experience and programs as well as information about Endeavor, its operations and employees. As part of our arrangement and to ensure that your service continues uninterrupted, WNI has agreed to take on responsibility for the agreements Endeavor has made with its clients based on receiving signed letters of assignment from our clients. For your review and execution, we have attached a letter of assignment that will place squarely on the shoulders of WNI all of the Endeavor obligations of your existing contract. Please take the time to review it and pass it to your attorneys for their assessment. Assuming your agreement, we are asking that these be returned to us signed by _____ . In the meantime, please contact us if you have any comments or desired changes.

Your representation in terms of account management with Endeavor will not change for the foreseeable future as all key employees will remain in place to ensure a smooth transition. We think the level of service our new organization will provide to you, our customer, will pleasantly surprise you. We are committed to each client relationship and look forward to working with your organization as a partner to meet and exceed your expectations. Please let us know if there is any way that we can serve you and your customers better. Every member of our management team is eager to meet you personally, perhaps even during your visit to our primary call center operation in Houston if that is convenient. Thank you for your attention to this correspondence and thank you for your business. Please do not hesitate to call if we can be of service in any way.

Sincerely,

President

Why Not, Inc.

Frequently Asked Questions

Who is Why Not, Inc.?

Throughout its 10-year history, Why Not has developed an unparalleled reputation as the premier roadside assistance provider in the country to the extremely service-sensitive wireless communications industry. Why Not has developed a fully customized menu of services designed to meet the service requirements of not only wireless carriers but also insurance companies, auto manufacturers and other companies interested in providing first class value added services to enhance customer satisfaction and retention.

Because of its custom and high quality service, Why Not is the leading provider of roadside assistance to the cellular industry with a dominant market share. WNI currently serves close to 1.5 million cellular subscribers across the U.S. and Canada. As a result, WNI clients have found their WNI program to be a valuable tool in attracting new customers and reducing customer attrition, all while providing a source of revenue and profit.

Because of this experience, clients have grown to trust and rely on Why Not to serve their customers. For more than a decade, Why Not has handled customer and other confidential information without a complaint. Why Not is aware that, if it is to remain a leading provider of roadside assistance, it must continue to maintain the highest level of integrity, and its service must reflect positively on the companies it serves. As testimony to its success in satisfying clients and their customers, WNI has never lost a major client.

Who are some of the major clients WNI serves?

Why Not has significant contracts with GTE MobilNet, Southwestern Bell Mobile Systems, AirTouch, Primeco, Time-Warner and other major cellular carriers around the country and in Canada. In addition, WNI has recently begun offering its unique brand of services to insurance companies including a major exclusive contract with Nationwide Insurance, a top 5 auto insurance provider.

What differentiates WNI from its competition?

While operating a carefully managed network of independent subcontractors throughout the U.S. and Canada, WNI is the only national provider of roadside assistance operating its own fleet of service vehicles with employee drivers in major markets across the country. The quality of each service event handled through the Mr. Rescue fleet is superior as the drivers are all motivated to excellence with specific incentives for delighting customers and exceeding their expectations. As evidence of this, WNI receives more than 1,000 letters monthly from satisfied customers praising the service they received and the clients who offered it.

What is the experience of the WNI management team?

The WNI management team is made up of professionals handpicked for their experience in managing the various departments that make up the

organization. In addition to WNI's President and Chairman described above, WNI's sales department is headed by William Clark, a seasoned veteran with more than 13 years experience in the roadside assistance industry, having acted as the national sales manager for both the United States Auto Club and Cross Country Motor Club. The company's CFO, Christopher Thomajan has _____ years experience as _____. WNI's call center operations manager, Joseph Rando, spent years in multiple capacities within The Fennuil Group, a major provider of customer research to the automotive and utilities industries. Brian Roberts, _____.

Combined with the experience of key Endeavor personnel like Donna Stevens and Alan Rachmiel, the WNI/Endeavor merger will result in one of the most powerful combinations to take place in this industry.

What kind of operation does WNI run?

WNI's operation is designed to ensure that service is available to its clients' customers without fail 24 hours a day, 365 days a year. With elaborate disaster backup plans in place, WNI has never in its 10-year history had a failure that resulted in a customer being left without assistance. WNI's main operation and call center is in Houston, Texas. Smaller regional centers are located in Dallas and Toronto to support local needs and

What is planned for the Endeavor operation?

For the next year, the Endeavor operation in Thousand Oaks will remain in place and will operate as it does now. Throughout the next year, the management team will actively explore and plan for the implementation of productivity and efficiency improvements. An important focus will be in the vendor network area where the two units can be combined to take advantage of the strengths of each company's approach. Certainly, there will be additional opportunities to consolidate and it goes without saying that each will be approached with deliberation to ensure that changes are transparent to clients and their customers while improving service quality.

Who from the Endeavor management team will be leaving and who will be staying?

Who will manage the Endeavor operation?