

EXHIBIT A

TERM SHEET FOR SERIES AA PREFERRED STOCK

**TOTAL COMMUNICATOR SOLUTIONS, INC.
SALE OF SERIES AA PREFERRED STOCK
TERM SHEET--SEPTEMBER 14,, 2012**

Summary of Terms

<i>Issuer</i>	Total Communicator Solutions, Inc. (the “Company”).
<i>Amount of Financing</i>	Up to \$900,000 to Accredited Investors (each an “Investor” and together the “Investors”). No minimum offering amount.
<i>Minimum Investment</i>	\$25,000 Units, each comprised of 13,888 shares, or 500,000 shares in the aggregate if the full Offering is subscribed.
<i>Type of Security</i>	Series AA Preferred Stock convertible into common stock on a 1-for-1 basis.
<i>Price/ Description of Series A Preferred Stock</i>	\$1.80 per Share, or \$25,000 per Unit (the “Original Purchase Price”). Fractional Units may be issued in the discretion of the Company. The valuation is before giving effect to the 10% Stock Option Pool referenced below. The Series A Preferred Stock is convertible into the next round of financing at a 30% discount of at least \$500,000 (which would include the Series AA Preferred Stock if such amount is fully subscribed and is redeemable at the cash amount invested.)
<i>Dividends</i>	No preferential dividends. Common, Series A Preferred and Series AA Preferred to share in dividends on a pro rata basis, when and if dividends are declared by the Board.
<i>Stock Option Pool</i>	The Company intends to establish a stock option pool of 20% of the capital stock on an as converted basis for the capital stock presently issued and outstanding. Shares from the pool shall be available to directors and employees of the Company and consultants, including persons providing advice in connection with the financing of the Company. The terms of the plan governing this pool will contain customary terms regarding, among other things, determination of awards and grant price.

Selling Commissions..... Direct placement by the Company without commission, subject to the right of the Company to retain FINRA registered broker dealers to assist in the placement of Units for commissions not to exceed legally permitted rates.

Additional Terms of Series AA Preferred

Liquidation Preference..... In the event of any liquidation or winding up of the Company, the holders of the Series AA Preferred shall be entitled to receive, on a *pari passu* basis together with the holders of the Series A Preferred, and, in preference to the holders of the Common Stock a per share amount equal to the applicable original issue price of such series (as adjusted for stock splits, dividends and the like) plus any accrued but unpaid dividends (the “Liquidation Preference”), with any remaining proceeds to be shared pro rata among the holders of the Common Stock. The holders of the Series AA Preferred shall have the right to convert the same to Common Stock on a 1-for-1 basis (subject to adjustment for stock splits, recapitalizations and other similar transactions), and subject to equitable adjustment for stock splits, stock dividends and recapitalizations.

Events Constituting Liquidation A sale of substantially all of the assets of the Company (an “Asset Transfer”) or a merger, acquisition, or sale of voting control in which the shareholders of the Company do not own a majority of the outstanding voting power of the surviving corporation (an “Acquisition”) shall be deemed to be a liquidation.

Capitalization The pro forma capitalization of the Company, assuming the issuance of all of the Series AA Preferred and the existing issued and outstanding capital stock of the Company presently outstanding (assuming no conversion of the Series A Preferred into another class of Securities is as follows):

	Share Amount	Percent of Outstan ding	Percent age Fully Diluted
B. Erik Bjontegard	2,400,000	87.7%	74.1%
Other Common Holders ..	136,842	5.0%	4.2%
Series A Preferred		7.3%	6.2%
	<u>200,000</u>		
Series AA Preferred	500,000		15.5%
<i>TOTAL FULLY DILUTED:</i>		100.0%	<u>100.0%</u>
	<u>3,236,842</u>		
	<u>2</u>		

- Automatic Conversion* The Series AA Preferred shall be automatically converted into Common Stock, at the then applicable conversion price: (i) in the event that the holders of a majority (on an as-if-converted basis) of the Series AA Preferred of the Company consent to such conversion; or (ii) upon the Company having registered as a publicly reporting company under the Securities & Exchange Act of 1934 and having raised a minimum of at least \$5,000,000 of equity capital since inception.
- Antidilution Provisions* The conversion price of the Series AA Preferred will be subject to a broad-based weighted average adjustment to reduce dilution in the event that the Company issues additional equity securities (other than outstanding options, warrants, conversion rights and other rights outstanding to acquire shares, shares reserved as employee pool shares below, and other customary exclusions as set forth in the Certificate of Incorporation) at a purchase price less than the applicable conversion price. The conversion price of the Preferred Stock will be subject to proportional adjustments for changes to the Company's outstanding securities such as stock splits, stock dividends, reverse stock splits, recapitalizations and the like.
- Voting Rights* The Series AA Preferred will vote together with the Series A Preferred and Common Stock and not as a separate class except for amendments to the Series AA Preferred rights or election to require conversion to Common Stock. Each share of Series AA Preferred shall have a number of votes equal to the number of shares of Common Stock then issuable upon conversion of such share of Series AA Preferred. Any vote by the Series AA Preferred as a class shall be based upon approval of the holders of a majority of the then issued and outstanding Series AA Preferred.
- Information Rights* To the extent requested by an Investor, the Company shall: (i) no later than 120 days after the end of each fiscal year, deliver to such Investor the Company's annual financial statements, and (ii) no later than 45 days after the end of the Company's first, second and third quarterly accounting periods, deliver to such Investor its unaudited quarterly financial statements.
- Payment and Offering Terms* The purchase price for the Units is payable in U.S. dollars upon delivery of the Subscription Agreement (included in the Subscription Documentation Package attached hereto). All subscription funds will be released for immediate use by the Company. This Offering shall continue until the earliest

of sale of all the Units, termination of the Offering by the Company or May 31, 2013.

Risk Factors..... Investment in the Units involves a high degree of risk. See “Risk Factors,” contained in the Subscription Agreement for the Units.

Additional Information For additional information regarding the Company, please contact Erik Bjontegard, (619) 277-1488 or erikb@communicatar.com.

EXHIBIT B

**CERTIFICATE OF DESIGNATIONS, RIGHTS AND PRIVILEGES
FOR SERIES AA PREFERRED STOCK**

**CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND RIGHTS
of
SERIES AA CONVERTIBLE PREFERRED STOCK
of
TOTAL COMMUNICATOR SOLUTIONS, INC.**

**Pursuant to Section 151 of the
Delaware General Corporation Law**

Total Communicator Solutions, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies that the following resolutions were duly adopted on August 31, 2012 by the Board of Directors of the Company (the "Board") pursuant to the authority of the Board as required by Section 151 of the Delaware General Corporation Law.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the authority granted to the Board in accordance with the provisions of the Company's Certificate of Incorporation, the Board hereby authorizes a series of the Company's previously authorized Preferred Stock, par value of \$0.00001 per share (the "Preferred Stock"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges and restrictions thereof as follows (together the "Certificate of Designations).

1. DESIGNATION AND AMOUNT.

The designation of this series, which consists of Five Hundred Thousand (500,000) shares of Preferred Stock, is the Series AA Convertible Preferred Stock (the "AA Preferred Shares") and the face amount shall be One Dollar and 80/100 (\$1.80) per share (the "Stated Value").

2. DIVIDENDS.

The holders of shares of Series AA Preferred Stock (each a "Holder" and collectively, the "Holders") shall be entitled to receive dividends ("Dividends") on the Series AA Preferred Stock at the rate paid on the Company's Common Stock (the "Common Stock"), whenever funds are legally available and when and as declared by the Board. Dividends on the Series AA Preferred Stock are not cumulative and will accrue only if declared by the Board.

3. PRIORITY.

(a) Payment upon Dissolution, Etc. Upon the occurrence and continuance of:
(i) any insolvency or bankruptcy proceedings, or any receivership, liquidation, reorganization or other similar proceedings in connection therewith, commenced by the Company or by its creditors, as such, or relating to its assets, not stayed or dismissed