



# What is ListenUp?

The **Audio-First A.I. Storytelling Platform.**

ListenUp is ushering in the era of **audio-first\*** computing!

As the first **unified audio app** we are front-running the shift to screenless operating systems with the power of AI/GPT. Using a web3 equity and accounting model, we've made a free mobile broadcasting marketplace built for the future.

Our first **killer-app** is a voice-bot that speaks 25 languages to deliver a highly curated audio feed based on location, activity, time of day, and various other detected signals.

Tuneable to user interests over time, the freemium system provides hyperlocal ad targeting and reporting.

\*audio-first operating systems and programming platform are patent pending



# Strategy

## Lab Test in Scottsdale; Then go global!

ListenUp has chosen [Scottsdale](#) as the testing ground for its technology. As the home of the founding couple, and distant from Silicon Valley's toxic tech ecosystem, the area provides for an excellent diversity of historic (tribal), educational (ASU), architectural (Frank Lloyd Wright), political (purple state), and multilingual elements. This allows us to keep costs low.

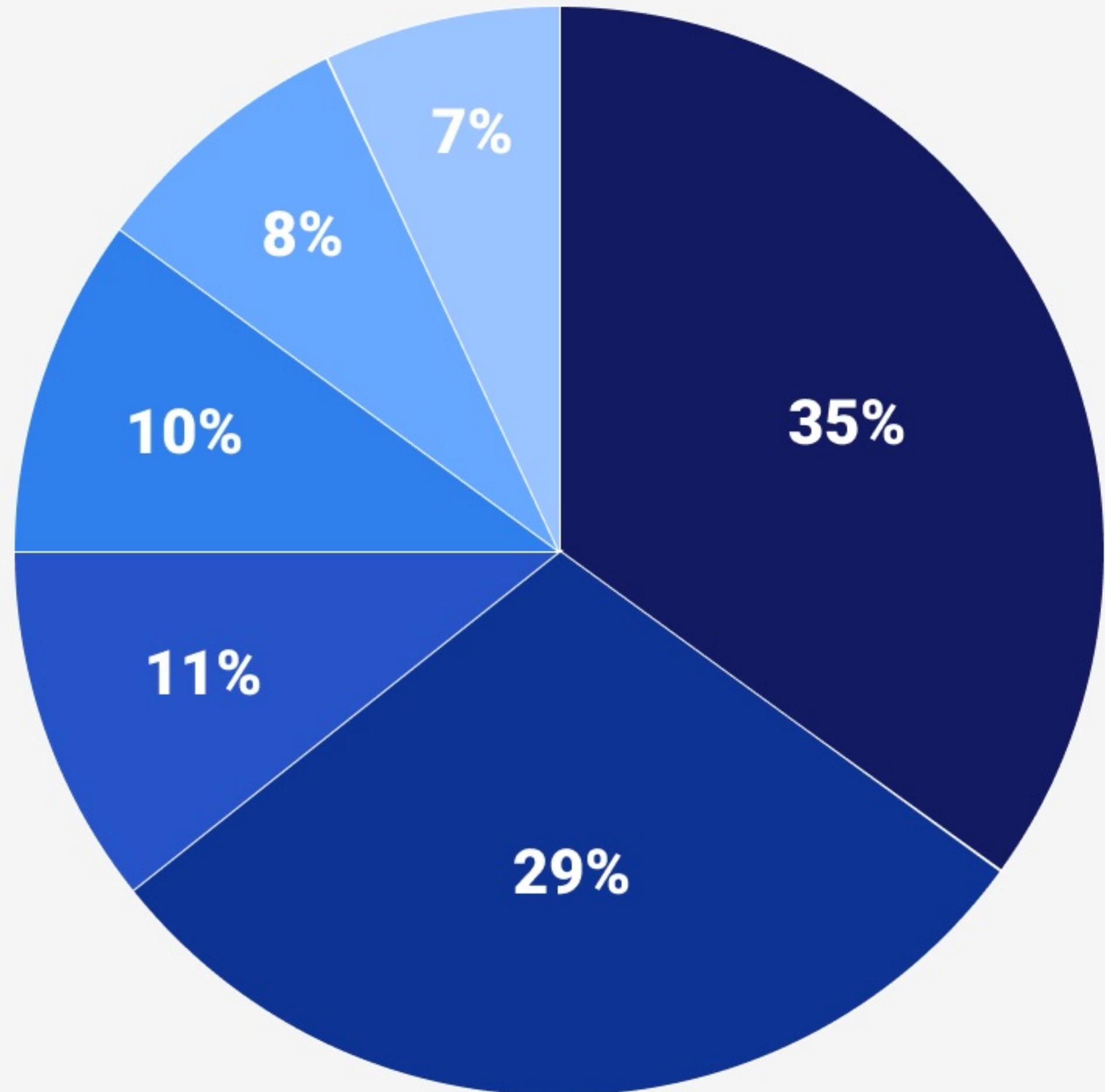
As our technology is based on AI, we can scale up from the local footprint to a global scale in a matter of weeks, however, the cost would be up to 100,000 times more, so a good portion of our funding will be spent developing monetization models that can scale globally without any language barrier.



# Market Breakdown [SAM]

Unlike single-purpose utilities, a Geospatial AR platform extends the Serviceable Obtainable Market to between **\$50B & \$200B** per annum

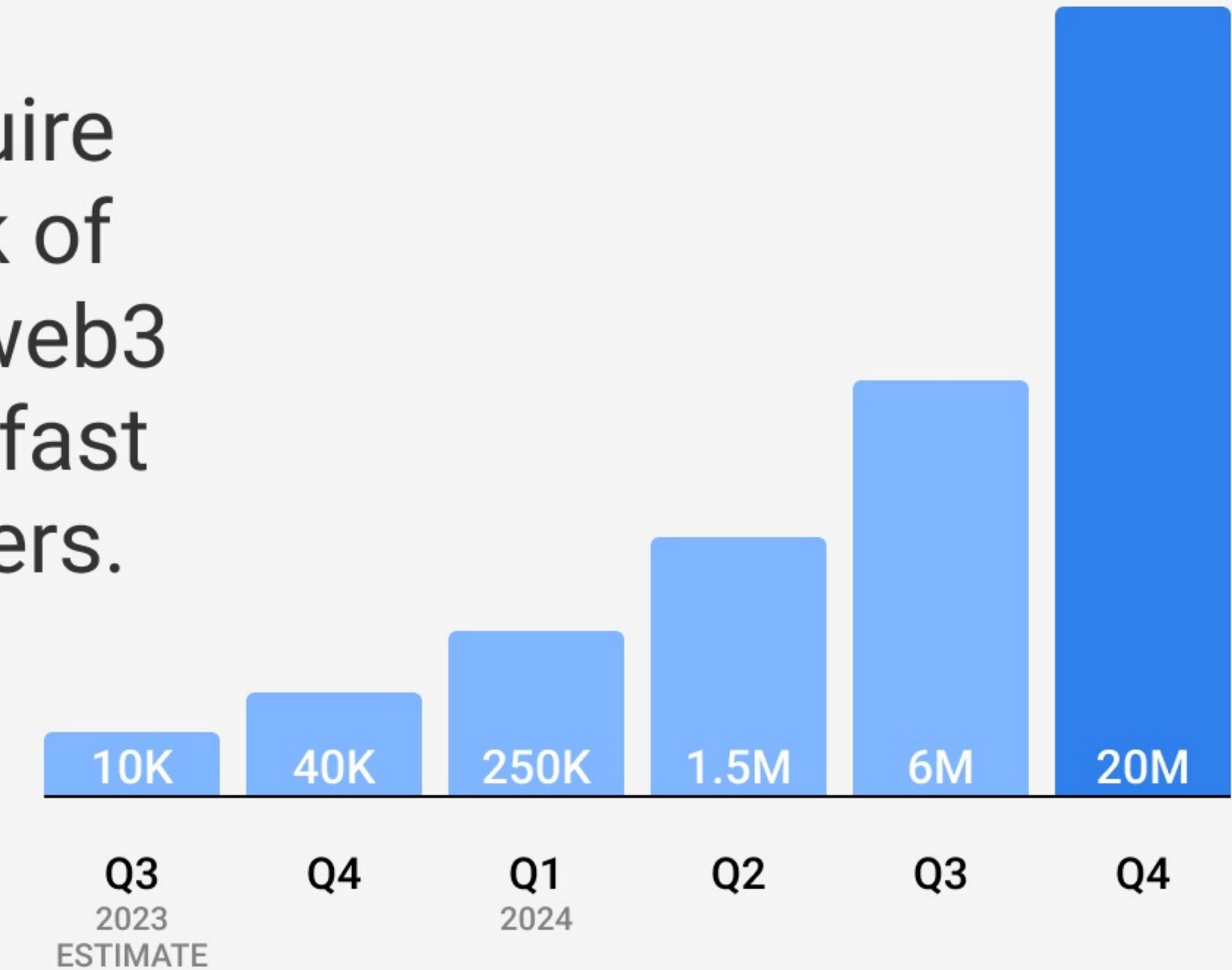
● DOMESTIC TRAVEL	35%	● EDUCATION	10%
● INTERNATIONAL	29%	● INDUSTRIAL	8%
● REAL ESTATE	11%	● UNKNOWN	7%



All numbers are future estimates based on anticipated funding being secured expeditiously. Startup investments are very high risk.

# Estimated Growth [MAU]

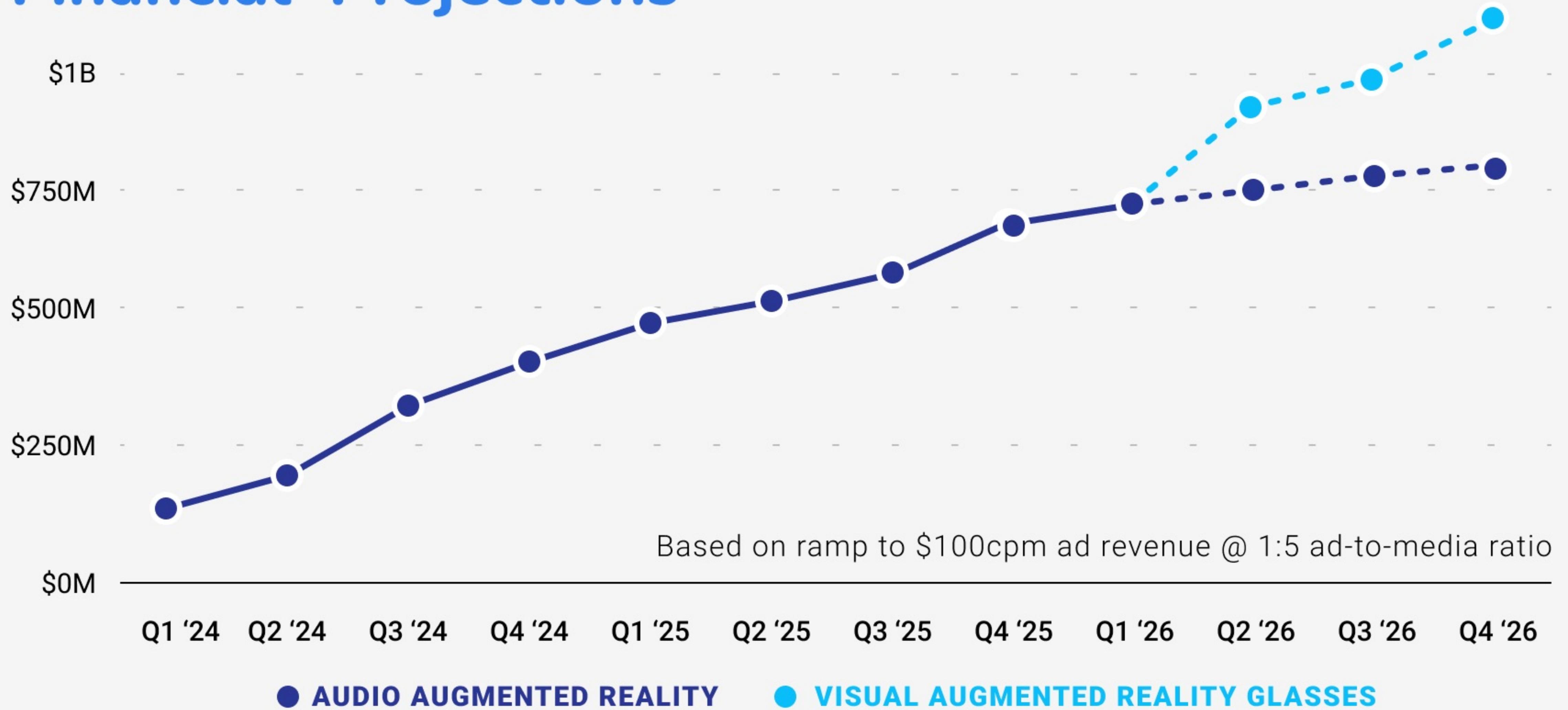
At global scale, our cost to acquire new users is lower due to a lack of competition, the use of AI and web3 equity incentives, so we expect fast growth within the first six quarters.



All numbers are future estimates based on anticipated funding being secured expeditiously. Startup investments are very high risk.



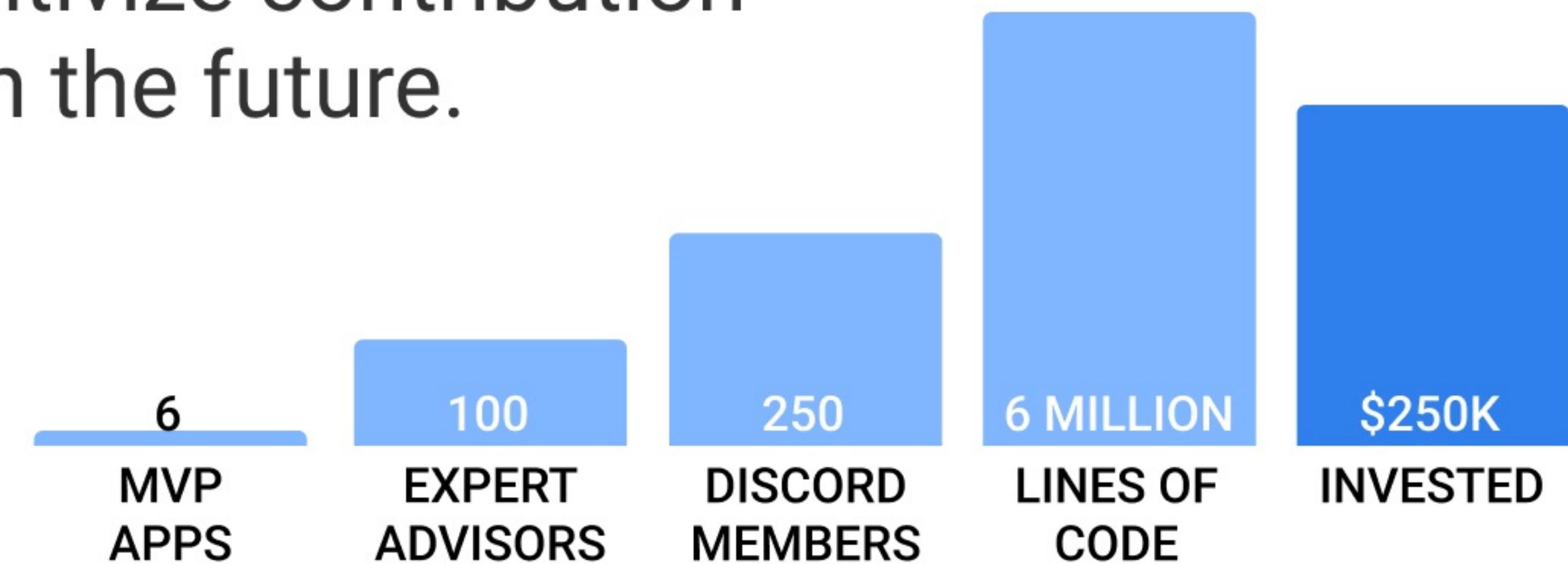
# Financial Projections



All numbers are future estimates based on anticipated funding being secured expeditiously. Startup investments are very high risk.

# Balance Sheet & Cap Table

With fewer than 5 shareholders, ListenUp has a clean cap table. Founders invested roughly \$250K of their own funds into the project so they can incentivize contribution with community equity in the future.



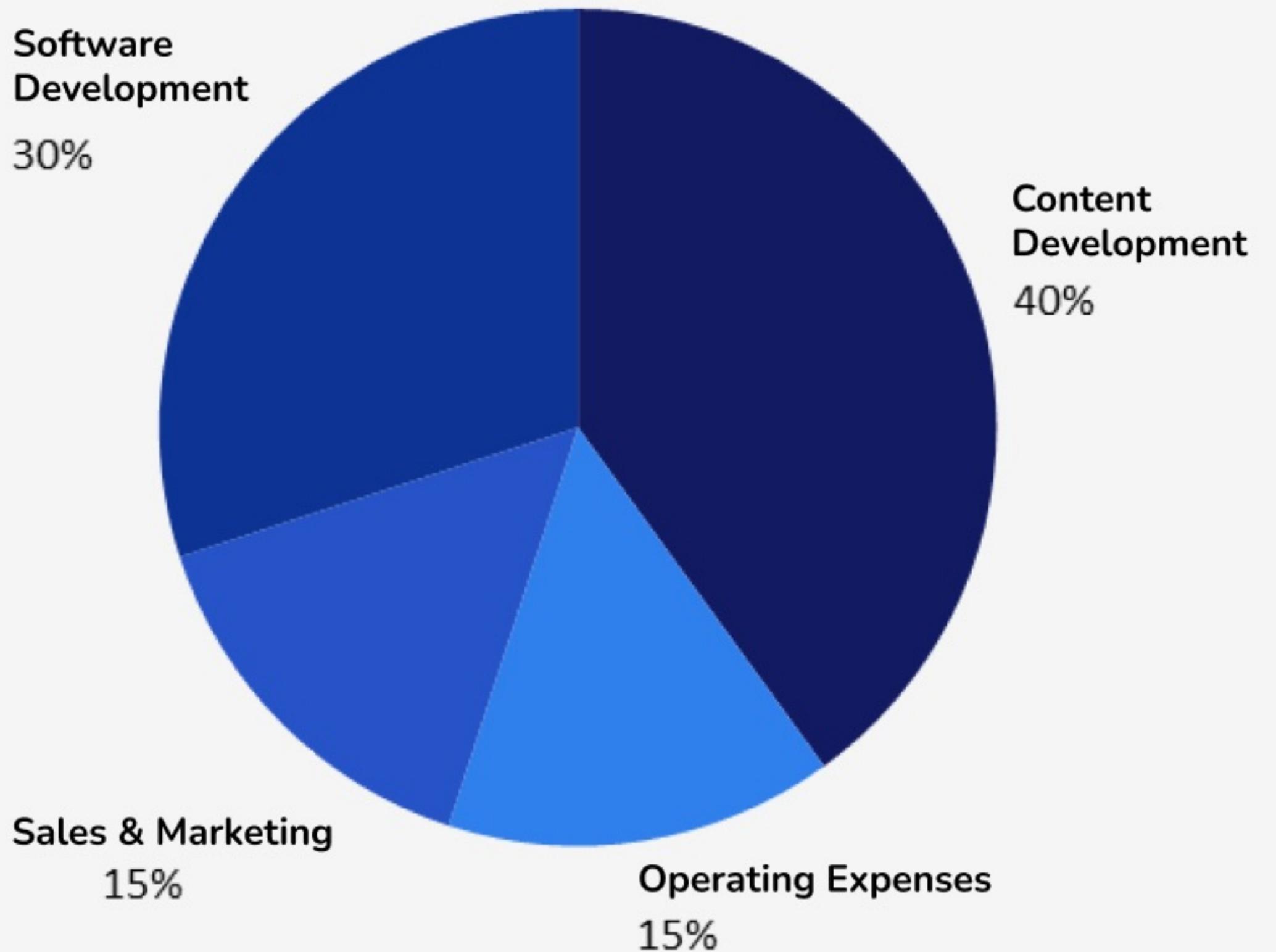
# Raise & Use of Funds

- Raising up to **\$2M** Pre-Seed in **\$500K** tranches
- **\$100K** Initial Minimum Investment
- Deescalating Monthly Discount (25% to 5%)
- Provides an additional **10-12 month** runway

Current raise allows for an expedited global deployment through 2023.

Detailed funding budget allocation:

<https://joinlistenup.com/Funding.html>



# Growth Funding

We are raising **up to \$2M**. The initial (pre-tokenization) fund will be offered via SAFE with a token warrant and no valuation cap; Checks will be accepted in monthly tranches with a deescalating monthly discount, followed by a SAFT at a \$27M FDMC pre-money valuation with a 50% token bonus offered to warrant converting accredited investors; A tokenized crowdfund (bootstrap liquidity pool) or traditional Equity CrowdFund (Reg-CF) may be deployed to fill out any remaining funding gaps. Current runway at slow burn is 9 months. This raise is expected to provide a 10-12 month runway at an expedited “first mover advantage” pace.

## Seeking \$2 Million

Primarily to be used for development, moderation and expanding bounties. Up to \$.5M may be issued as a treasury for the DAO.



## Early Investor ++

Earliest investors benefit from favorable valuation caps and token multiples.



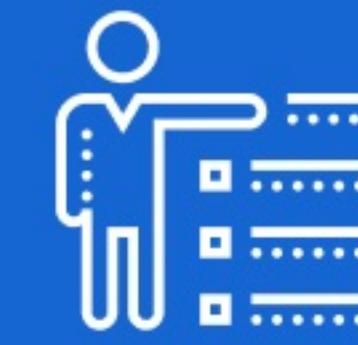
## DeFi Investments

Rather than let them idle, treasury funds will provide liquidity for our token and we'll scour our network for Yield Farming pools.



## Access to Alpha

As a collaborative crypto-native organization we get earliest access to world changing founders, technologies and projects.

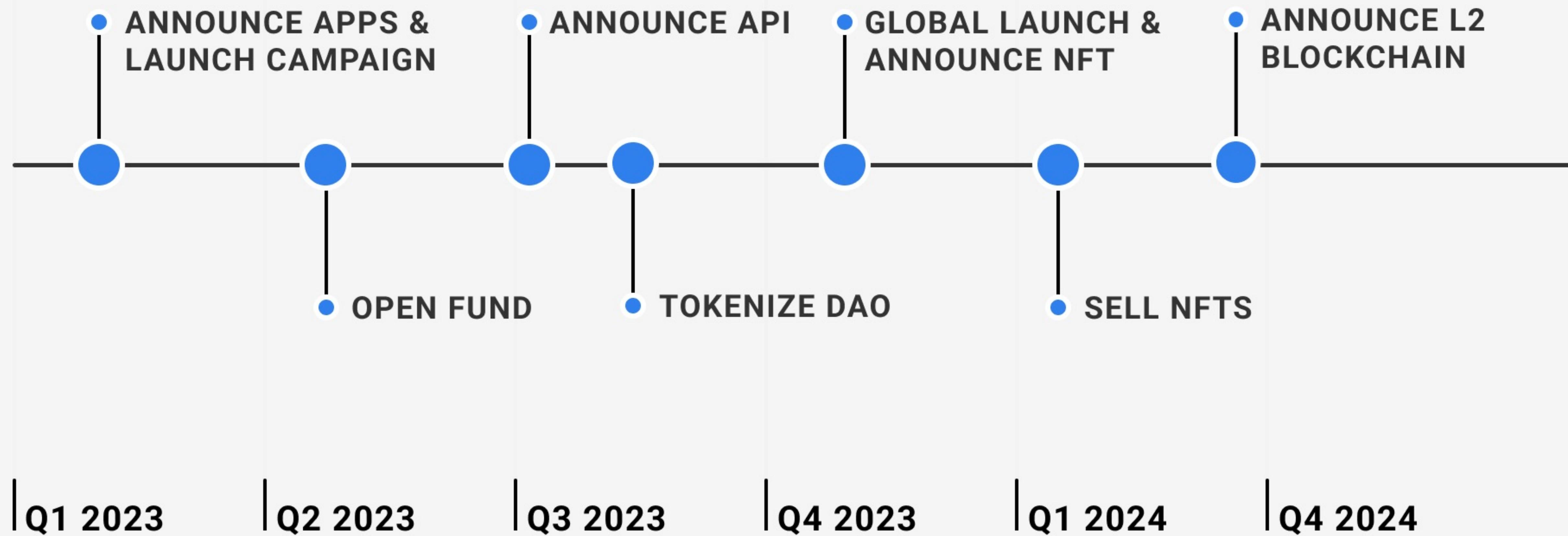


## Web3 is the wei...

We understand that adopting crypto is the best way to fight tyranny and censorship. We will do our part to get the world back to black.



# Timeline



listenUp

# Already making waves...



**THE BUSINESS OF LOVE**

Igor and Irina Ilyinsky are firm believers that business and pleasure go hand-in-hand. So when they first met, on a cruise ship in 2002, the long-distance couple would meet up every night and every night, which proved essential in developing the connection while they were living in a mutual friend's basement in Moscow.

It was on a family trip to Italy years later that they realized they had something in common: a desire to start their own business. "We encouraged each other's entrepreneurial spirit," says Irina. "We are organized and had some issues in software, but we didn't want to buy it. We decided to build our own app that would impact us running a tour guide - we kept running on tourist sites.

Igor worked with a background in technology and love of travel, using these skills to create the ListenUp app. "The community aspect and love of travel is what motivates us," says Irina. "It's a momentous fact that keeps going on, one unique feature that keeps driving us forward."



**VIRTUAL VALLEY**

Igor and Irina Ilyinsky recently launched their startup ListenUp, which has arrived at just the right time for the Valley's tourism industry - many are familiar with Phoenix and Scottsdale - native to travel. After traveling through Europe with their average daughter, the couple found themselves missing the personal touch of the places they discovered, all of which will be on the promise of delivering an immersive audio experience to tourists.

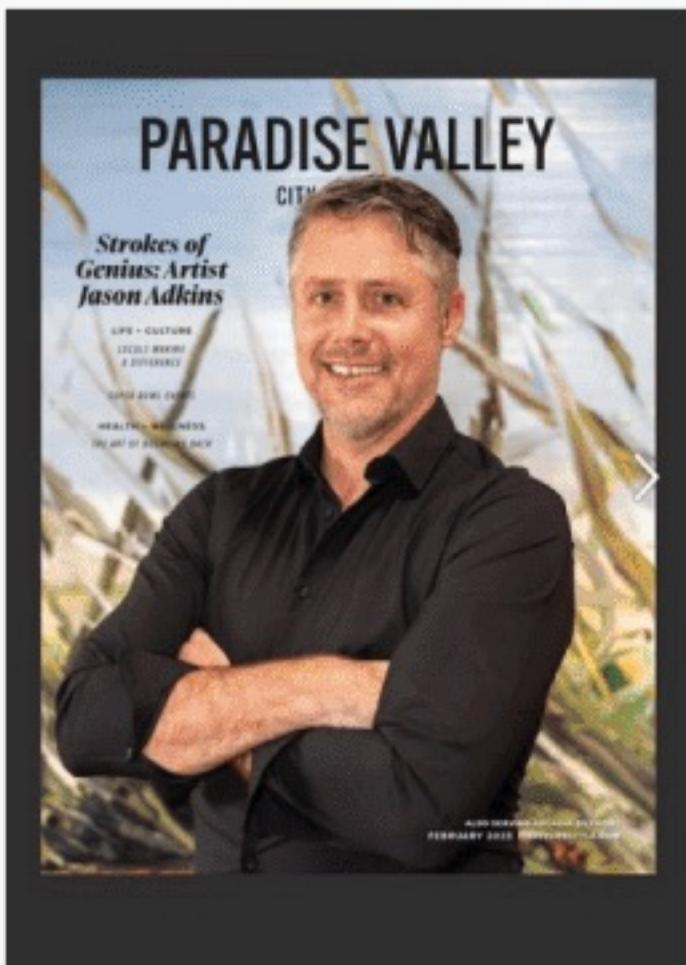
"We wanted to offer a more personalized audio experience beyond the Valley's most interesting destinations, from exotic activities in the mountains to local businesses. Here, the Ilyinskys share their story:

**Q**: Igor, on hearing about ListenUp, what inspired you to launch the app? **A**: Irina and I were walking along Phoenix's downtown Phoenix and hearing audio stories detailing history of the Roosevelt House, Mercantile Building, or the Phoenix Art Museum, and we thought, "We can do this." Irina has also suggested audio vision, to create the same revolutionary shift that broadcasting has done in a century.

**Q**: What would a perfect day in Phoenix be like? **A**: We would start with a guided tour of Camelback's Cholla Trail, and then drive to the desert, listening about all of the names of the cacti. Then we'd stop at the Superstitions and the golf course where Steve Nickels and other celebrities lived. We would end up at the Omni Montelucia, which offers a great view of the city and shopping at Scottsdale Quarter. Then we'd head down Old Town Scottsdale to visit a nursery and check out the annual flower show.

**Q**: You mention that ListenUp can tell stories in multiple languages. How does that work? **A**: ListenUp can tell stories in multiple languages and define them specifically for each location. For example, in Mexico, users can hear their own words in Spanish and English, or in Japan, users can hear their words in Japanese and English, etc.

**Q**: How does ListenUp stand out from others? **A**: There is nothing like this; few people continue the experience with audio stories in locations. The world is so much more, and we do it better.



**ListenUp**

**PARADISE VALLEY CITY**

**Strokes of Genius: Artist Jason Adkins**

**LIFE • CULTURE LOCAL HISTORY & HERITAGE GARDENING HEALTHY WELLNESS**

**S OUR**  
**ARTIFICIAL**  
**IS OUR**  
**WANT PEOPLE**  
**ND EXPLORE?**

**FOX 10**  
**PHOENIX**

**SCOTTSDALE COUPLE LAUNCHES LISTE**

**4:07 55\***

**aztv**

**arizona DAILY MIX**

**FREE AUDIO STORYTELLING APP**  
**LISTENUP**

## PHOENIX BUSINESS JOURNAL

January 20, 2023  
AMY EDELEN  
Cover technology innovation and more

### Turning the world into a museum

Scottsdale couple launches ListenUp audio storytelling app

Imagine walking along Phoenix's downtown Phoenix and hearing audio stories detailing history of the Roosevelt House, Mercantile Building, or the Phoenix Art Museum, and we thought, "We can do this."

A free app developed by Scottsdale couple Igor and Irina Ilyinsky introduces a new dimension of storytelling. It's called ListenUp, and it just launched in January. Local storytellers across multiple communities can record stories about the culture, natural beauty, historic neighborhoods, and destinations in their neighborhoods. Through crowdsourcing and artificial intelligence, users can hear these stories in 22 languages. The app also allows local businesses to participate and share stories and details about their locations to attract a passerby for a small fee. It's an immersive experience the founders hope visitors will use to learn about the Valley during the busy tourism season. For further information, visit [www.listenup.com](http://www.listenup.com).

### PROFTSCH UNICORN BROADENS REACH WITH \$950M ACQUISITION

A Scottsdale-based unicorn company has acquired PROFTSCH, a software management tool for managing powerplants, and Chicago-based i-Grid Solutions, a property technology company that connects facilities management, engineering, and construction companies.

PROFTSCH announced the acquisition last week.

i-Grid Solutions, based in Chicago, has agreed to acquire PROFTSCH's assets to expand its ability to offer energy and facility management services, offering the newly combined company a platform to serve the growing demand for industrial services, says Michael Lippman, CEO of i-Grid Solutions.

ListenUp, the company's customer base, which includes 100 companies, will expand to include more than 1,000 additional partners, which could result in a 100 percent revenue increase over three years.

A majority of PROFTSCH's clients have moved to ListenUp since the acquisition, according to the two companies.

The deal, which closed in December, is the latest in a series of acquisitions for ListenUp.

The two companies plan to merge ListenUp's platform with PROFTSCH's system to create a single platform for energy management.

The two companies plan to merge ListenUp's platform with PROFTSCH's system to create a single platform for energy management.

### RUBIES DASHES LAUNCHES RUBYBOTS



**IN Business**  
THE MAGAZINE OF ECONOMIC LEADERSHIP

**INTEPRENEURS & INNOVATORS**

**ListenUp with This App That Tells Users All about Where They Are**

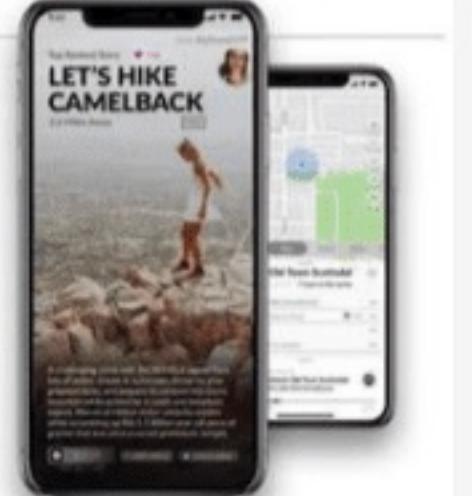
**ListenUp** is a revolutionary free audio app that tells its users stories about where they are, wherever in the world they may be. It uses artificial intelligence to assemble stories, then can translate them into up to 22 languages. In essence, the founders have discovered a way to source information about any location in the world, at almost no cost, and make it available to anyone to whom it may be relevant, regardless of language. Between stories, users will hear promotional clips featuring businesses within walking distance. This provides the app with a unique way to market traditional advertising that is self-promotional; these stories are meant to either connect emotionally with users or empower users to promote their favorite businesses. Both users can be sponsored through the website [www.yourlistenup.com](http://www.yourlistenup.com).

Community. A user does not need to be set up with a cryptocurrency account, however, to experience or contribute to the audio app.

"Helping people understand a new paradigm shift when eliminating visuals is hard, and enabling them to participate — not just absorb — takes time," says Igor, comparing the disruption being experienced today to earlier societal disruptions from radio, telephone and, more recently, the internet. "Now again we are seeing the beginning stages of this massive shift aided by artificial intelligence. We meet that challenge with a tremendous amount of love."

The Yilmazys launched ListenUp last month after several months of collaborations and experiments in AI speech technologies. Specifically, the Yilmazys used the OpenAI tool Generative Pre-trained Transformer, which uses deep learning to produce human-like text.

As an added incentive and benefit for natural storytellers, educators, and social media users who love to post and share their favorite city finds, the founders have designed a blockchain-based incentivization model, where tokens will eventually be distributed in addition to experiences and benefits special to those in ListenUp.



"They've also been inspired by this observation from Seth Godin: 'There's no shortage of remarkable ideas; what's missing is the will to execute them,'" shares Irina. "Virtual reality can help us see them; they've had a similar idea to ours. Some have even gone down the path of trying. It's not always their fault that they did not execute. It was probably bad timing, lack of scalability, poor margins, unfamiliarity with technology or all of the above. We have the will, and know the way."

Igor and Irina Ilyinsky are both Soviet immigrants who faced uncertainty from an early age. "It's a privilege to be able to help people learn about the places they visit or wherever they move to, especially refugees, such as those that recently arrived from Afghanistan or Ukraine," says Irina. "We don't take for granted that we now live in a safe country. Globally, people are still displaced daily, and many are finding their way to Phoenix. As much as we want to offer entertainment to tourists, our work will also expedite the assimilation of refugees. It can be quite a culture shock to move from Afghanistan to a fluctuating tourist destination like Scottsdale, and we hope ListenUp can help make the city feel less intimidating and more exciting and soon familiar to those finding their way here." ■ By Anne Marsh

ListenUp.com

FOUNDING DIRECTOR

IRINA D. ILYINSKY



CONNECTOR

EX-ARTHUR ANDERSEN

TOP SELLING REALTOR

CORPORATE SALES

MASTER NEGOTIATOR

SOVIET REFUGEE

MOTHER

FOUNDING DIRECTOR

IGOR "ROGI" ILYINSKY

 listenUp  
Key Player

FOUNDER  
CODER  
DESIGNER  
BUILDER  
UKRAINIAN  
ARCHITECT  
EVANGELIST  
EXECUTIVE  
INVENTOR  
ARTIST  
DAD  
...





FOUNDING ADVISOR

DR. LOUIS ROSENBERG

listenUp

Key Player



AUGMENTED REALITY PIONEER

OVER 350 PATENTS

STANFORD DOCTORATE

SWARM AI INVENTOR

AWARD-WINNING SCREENWRITER

TENURED PROFESSOR

GRAPHIC NOVELIST

VC FUNDED FOUNDER

EXIT FOUNDER



## Still wondering what it is?

As a new technology that bucks the trends of previous ones, it may be hard to imagine one that delivers the exact experience or information you would enjoy or benefit from at any given time...

in Scottsdale's Old Town it can be a historical tour guide.

at Fashion Square mall it can be a shopping concierge.

on a Greenbelt jog it can play songs to the pace of your run.

on a Sedona hike it could guide you through meditation.

at Arizona State University it can be a campus ambassador.

in the Encanto neighborhood it can be your real estate advisor.

Or in corporate scenarios, it can also provide invaluable data:

in another country it can be a cultural respectfulness translator.

on a construction site it can report the status of each project.

... and about 50 other use cases we have identified.



# Get In touch...

Irina Ilyinsky

312.282.1232

irina@joinlistenup.com

<https://linktr.ee/joinlistenup>

