



8 THE GREEN, STE A  
DOVER, DELAWARE 19901  
732-898-0241  
What if Y not Everything, Inc.

---

# **What if Y not Everything, Inc. Commences Exchange Offer to Acquire Value Companies, Inc.**

## **For Immediate Release**

What if Y not Everything, Inc. (or “WiYnE”), a privately held Delaware corporation, announced today it is commencing an exchange offer to acquire all outstanding shares of common stock and preferred stock of Value Companies, Inc. for the equal fair market value of What if Y not Everything stock on a first come 1st serve, prorated basis for each Value Companies common share outstanding, without interest and less any applicable withholding taxes, if applicable. The exchange offer is being made pursuant to a Notice of Intent to Exchange/Offer to Exchange, dated June 19, 2018, and in connection with an Agreement and Plan of Merger not yet in effect.

The exchange offer and any withdrawal rights to which Value Companies' stockholders may be entitled will expire at 12:00 midnight EST on July 31, 2018, unless the exchange offer is extended in accordance with the Merger Agreement or applicable law.

Following the acceptance for payment of shares in the exchange offer and completion of the transactions contemplated in the Merger Agreement, the separate corporate identity of Value Companies, Inc. will cease to exist and What if Y not Everything, Inc. shall be the surviving Corporation after certificate of merger is filed in the State of Delaware and the State of New Jersey.

There is no financing condition to the exchange offer. The closing of the exchange offer is subject to various conditions set forth in the Merger Agreement, including, but not limited to (i) the valid tender into the exchange offer, without proper withdrawal, of a number of shares of Value Companies common stock that, represents at least a majority of the outstanding shares of Value Companies common stock, on a fully diluted basis, and no less than a majority of the voting power of Value Companies' capital stock, on a fully diluted basis, and entitled to vote upon the adoption of the Merger Agreement and approval of the merger, (ii) the expiration or termination of the applicable Hart-Scott-Rodino Act waiting period, if any, (iii) the absence of any Company Material Adverse Effect (as defined in the Merger Agreement and described in the Notice of Intent to Exchange / Offer to Exchange with respect to Value Companies business. Subject to the terms of the Merger Agreement, WiYnE reserves the absolute right in its sole discretion to waive any of the specified conditions of the exchange offer in the case of any shares tendered; provided, however, that the conditions described in clauses (i) through (iii) of this paragraph shall not be waivable and may not be waived by WiYnE.

The complete terms and conditions of the exchange offer are included in the Notice of Intent to Exchange / Offer to Exchange, letter of transmittal and other related materials to be disseminated to Value Companies by What if Y not Everything, Inc. on June 19, 2018. In addition, Value Companies will also no later than the third business day after the date of What if Y not Everything, Inc.'s request, Value Companies shall orally notify WiYnE describing the Board of Directors of Value Companies, Inc. unanimous recommendation that Value Companies, Inc. stockholders tender their shares into the exchange offer, which notification shall be confirmed in writing, of the Value Companies' election made.

### **Additional Information**

This press release is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. WiYnE and Value Companies will mail the Exchange Offer Materials, to Value Companies stockholders. Investors and security holders are urged to carefully read these documents and the other documents relating to the transactions contemplated by the Merger Agreement because these documents will contain important information relating to the exchange offer and related transactions. Investors and security holders may obtain a free copy of these documents, as well as any updated versions thereof, promptly at WiYnE's website <https://whatifynot.wixsite.com/offering> under Exchange Offers or by calling 732-898-0241 or by emailing What if Y not Everything, Inc. at [whatifynoteverything@gmail.com](mailto:whatifynoteverything@gmail.com). This offer is being made pursuant to an exemption from registration of securities. This acquisition is being made solely for the purpose of investment.

### **About What if Y not Everything, Inc.**

What if Y not Everything, Inc., is a hyper competitive startup company, that will manufacture, distribute and sell solar and / or electric vehicles and advance vehicles that are submersible and hydro propulsive, retail coffee and donut eateries, conduct music recording, production,

distribution, and competitive arts, build and manage indoor and outdoor amusement parks, build and manage retail fitness facilities along with other business activities. Currently headquartered in New Jersey. WiYnE stock is not traded on any exchange.

### **Forward-Looking Statements**

Certain statements in this press release may contain forward-looking statements relating to WiYnE, including WiYnE's expectations for its proposed acquisition of Value Companies. All statements included in this press release concerning activities, events or developments that WiYnE expects, believes or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and involve known and unknown risks, uncertainties and other factors that may cause actual results and performance to be materially different from any future results or performance expressed or implied by forward-looking statements, including the following: uncertainties as to the timing of the exchange offer and the subsequent merger; uncertainties as to how many of Value Companies' stockholders will tender their shares of common stock in the exchange offer; the risk that competing offers or acquisition proposals will be made; the risk that the exchange offer and the subsequent merger will not close because of a failure to satisfy one or more of the offer closing conditions (including regulatory approvals); the risk that the announcement and pendency of the transactions may make it more difficult to establish or maintain relationships with employees, suppliers and other business partners; the risk that stockholder litigation in connection with the exchange offer or the merger may result in significant costs of defense, indemnification and liability; the risk that WiYnE's or Value Companies business will have been adversely impacted during the pendency of the exchange offer and the merger; the risk that the operations of the companies will not be integrated successfully; the risk that the expected cost savings and other synergies from the transaction may not be fully realized, realized at all or take longer to realize than anticipated; and other economic, business and competitive factors affecting the business of WiYnE generally.,

These forward-looking statements speak only as of the date of this communication and WiYnE does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events and developments or otherwise, except as required by law.

*WiYnE and the WiYnE logo are trademarks or registered trademarks of What if Y not Everything, Inc. All other brands, product names and marks are or may be trademarks or registered trademarks used to identify products or services of their respective owners.*

### **WiYNE Press Contact:**

What if Y not Everything, Inc. Public Relations

Shakeem Duren, 732-898-0241

whatifnoteverything@gmail.com

Or

**WiYnE Investor Relations Contacts:**

What if Y not Everything, Inc. Investor Relations

Shakeem Durden, 732-898-0241

[whatifnoteverything@gmail.com](mailto:whatifnoteverything@gmail.com)