

Confidential Private Offering Memorandum

This Confidential Private Offering Memorandum (“Memorandum”) has been prepared by the Company, solely for use by prospective investors in considering potential interest in **Company Name** (“the Company”). The Memorandum does not claim to be all-inclusive or to contain all the information that a prospective investor may require to evaluate this opportunity. Each recipient of the Memorandum should carry out independent analysis of the Company and the information and data contained herein.

By accepting this Memorandum, each recipient agrees that this Memorandum and all information contained herein that is not already in the public domain shall be treated as STRICTLY CONFIDENTIAL at all times. Each recipient also agrees that neither they nor their agents, representatives, directors or employees will copy, reproduce or distribute to anyone this Memorandum, in whole or in part, at any time without the prior written consent of the Company.

Although the information contained herein is believed to be accurate, the Company has not conducted any analysis with respect to such information, and expressly disclaims any and all liability for representations and/or warranties, expressed or implied, or for any omissions from this Memorandum or any other written or oral communications to any interested party in the course of their evaluation.

This Memorandum includes statements, estimates and projections provided by the Company with respect to its future performance. Such statements, estimates, and projections reflect significant assumptions and subjective judgments by the Company’s management concerning the expected results. These assumptions and judgments may or may not prove to be correct, and there can be no assurance that any projected results are attainable or will be realized. The Company does not assume any responsibility for verifying any such statements, estimates and projections, and the Company does not make any representation or warranty as to their accuracy or completeness or that the assumptions on which they are based are valid.

The Company reserves the right to negotiate with one or more prospective investors at any time and to enter into any definitive agreement for any investment involving such investor without prior notice to the recipient or other prospective investors. The Company also reserves the right to terminate at any time without any reason thereto.

The Company and its respective agents, representatives, directors, employees and affiliates make no representation to any recipient of this Memorandum regarding the legality of a possible investment. The Company and its respective agents, representatives, directors, employees, advisors or affiliates are not acting as legal, tax, accounting or investment advisors to any recipient of the Memorandum. Each recipient should consult with advisors and make an independent analysis of the financial and tax consequences, and all other matters relating to a potential investment in the Company, prior to making a decision whether or not to enter into an agreement in connection with a potential investment into the Company. In addition, each investor should completely read all sections.

This Memorandum is the property of the Company. The Company reserves the right to require the return of this Memorandum at any time. All Communications and inquires relating to this opportunity should be directed to the Company.

**CONFIDENTIAL PRIVATE OFFERING MEMORANDUM
ACCREDITED INVESTORS ONLY
MINIMUM INVESTMENT US \$50,000**

LOGO
GOES HERE

Company Name
(a **State** Corporation)

US \$1,000,000
Offering 40 Units consisting of Class "A" Common Shares
equal to 10% equity ownership of **Company Name**

Offering Price
US \$25,000 per Unit

Company Name, a **State** Corporation ("**Company Name**" or the "Company") is offering on a "best efforts" basis, 40 Units with each unit comprised of 25,000 Class "A" Common Shares of **Company Name** (the "Units" or "Unit")

Subscriptions are irrevocable and the purchase price is non-refundable, as expressly stated in this Confidential Private Offering Memorandum (the "Memorandum" or the "Offering"). The Company, by determination of the Board of Directors of Manager, in its sole discretion, will only issue Units for cash. All proceeds received by the Company pursuant to this Offering, will be remitted to the Company upon acceptance of subscriptions by the Company.

THE SECURITIES OFFERED HEREBY ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS/HER ENTIRE INVESTMENT (SEE "RISK FACTORS").

THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE SECURITIES AND EXCHANGE COMMISSION (SEC); HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES BEING OFFERED ARE EXEMPT FROM REGISTRATION. THE SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SELLING LITERATURE.

COMPANY NAME
Attn: **Name**
Address
City, State, Zip
Phone: | Fax: |
Website

The date of this Confidential Private Offering Memorandum is January 25, 2010

No. _____

NOTICES AND INITIAL DISCLAIMERS

NO MARKET IS EXPECTED TO DEVELOP FOR THE COMPANY’S SECURITIES IN THE FUTURE NOR IS IT EXPECTED THAT IF A MARKET IS DEVELOPED, SUCH MARKET WILL BE SUSTAINED. THE OFFERING PRICE PER UNIT WAS DETERMINED BY THE COMPANY AND IS NOT NECESSARILY RELATED TO THE COMPANY’S ASSET VALUE, NET WORTH OR OTHER ESTABLISHED CRITERIA OF VALUE.

THIS OFFERING IS MADE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER FEDERAL SECURITIES LAWS PROVIDED BY RULE 506 PROMULGATED UNDER REGULATION D OF THE SECURITIES ACT OF 1933, AS AMENDED.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Proceeds to the Company (2)	Price to Investors	Commissions (1)
Per Unit (3)	\$ 25,000.00	\$ 25,000.00	\$ 0.00
Total Maximum (4) (5)	\$ 1,000,000.00	\$ 1,000,000.00	\$ 0.00

- (1) The Company is issuing this Memorandum and is making it available to qualified Offerees directly; however the Company may accept, if necessary, investor referrals from finders where a small finder’s fee may be paid.
- (2) The proceeds to the Company before deducting legal and other direct expenses of this offering that are payable by the Company, which are estimated at \$20,000 to \$100,000.
- (3) Each Unit is comprised of 25,000 Class “A” Common Shares.
- (4) The offering made pursuant to this Memorandum is on a “best efforts” basis.
- (5) The Company reserves the right to reject any subscription submitted to purchase one or more Units for any reason.

NO ADVISOR OR OTHER THIRD PARTY RETAINED BY THE COMPANY HAS CONDUCTED ANY INVESTIGATION WITH RESPECT TO THE INFORMATION CONTAINED IN THIS MEMORANDUM AND NO REPRESENTATIONS OR WARRANTIES AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN ARE MADE BY ANY ADVISOR OR OTHER THIRD PARTY.

THIS OFFERING IS MADE, AND THE SALE AND PURCHASE OF SECURITIES HEREUNDER WILL BE MADE, ONLY TO PURCHASERS WHO QUALIFY UNDER REGULATION D PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (“THE ACT”).

CERTAIN INFORMATION CONTAINED IN THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO OFFEREES SOLELY FOR THE PURPOSE OF EVALUATING THE PURCHASE OF UNITS AS DESCRIBED HEREIN. WITHOUT THE EXPRESS PRIOR WRITTEN PERMISSION OF THE COMPANY, THE INFORMATION CONTAINED HEREIN, IN WHOLE OR IN PART, MAY NOT BE COPIED, DUPLICATED OR DISCLOSED TO ANY PARTY. THIS MEMORANDUM MAY NOT BE COPIED OR REPRODUCED, IN WHOLE OR IN PART, NOR MAY IT BE GIVEN OR DISTRIBUTED TO ANY PARTY, OTHER THAN THE SPECIFIC INDIVIDUALS TO WHOM THIS MEMORANDUM IS DELIVERED BY THE COMPANY. ACCEPTANCE OF THIS MEMORANDUM BY EACH OFFEREE IS WITH THE UNDERSTANDING THAT IT WILL BE RETURNED UPON REQUEST BY THE COMPANY.

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Summary of the Offering

Introduction.....	This summary sets forth certain facts, highlights information contained in more detail in this Memorandum and is qualified in its entirety by reference thereto, including any exhibits and attachments. Each prospective investor is urged to read this Memorandum and the exhibits and attachments in their entirety.
Securities Offered.....	A maximum of 40 Units with each Unit comprised of 25,000 Class “A” Common Shares. The total offering represents 10% equity of the Company priced at \$25,000.00 per unit for a maximum of \$1,000,000. See “Company Securities” and “Securities Offered”.
Dividends.....	No dividends are contemplated on the Common Shares. See “Company Securities” and “Securities Offered”.
Minimum Investment.....	\$50,000.00 (two units) unless reduced at the sole discretion of the Company.
Common Shares Outstanding	
Before Offering.....	850,000 of Class “A” Common Shares. 7,600,000 of Class “B” Common Shares.
After Offering.....	1,850,000 of Class “A” Common Shares. 7,600,000 of Class “B” Common Shares.
Terms of the Offering.....	This Offering is on a “best efforts” basis.
Restriction on Transferability.....	The Common Shares offered hereby will not be registered under the Act or the securities laws of various States that exempt such sales from registration requirements. The shares may not be resold unless subsequently registered or an exemption from registration is then available. See “Risk Factors - Restrictions on Shares” and “Plan of Distribution.”
Use of Proceeds.....	The proceeds of this offering will be used to. See “Company” and “Use of Proceeds.”
Description of Common Shares.....	The Common Stock is divided into two classes, Class “A” Common Stock and Class “B” Common Stock. The rights and privileges of both classes are identical, except that the holders of the outstanding Class “B” Common Stock have the right to elect a majority of the Board of Directors. Class “B” Common Stock may be converted into Class “A” Common Stock at any time on the basis of one share of Class “B” Common Stock for each share of Class “A” Common Stock so converted. Notwithstanding anything contained herein to the contrary, the provisions of the Class “B” Common Stock set forth above with respect to the right to elect the balance of the Board of Directors and the right of the majority of the holders to approve certain actions taken by the Company, shall cease to be of any further force or effect upon (i) the consummation of a public offering; or (ii) conversion of all the class “B” Common Stock into Class “A” Common Stock. . See “Company Securities” and “Description of Securities”

to any person or entity unless they are subsequently registered or exemption from registration is available. The securities referred to herein will be sold to, and acquired by, the holder in a transaction exempt under section 517.061 of the Florida securities act. The Shares have not been registered under said act in the state of Florida. In addition, all Florida residents shall have the privilege of voiding the purchase within three (3) days after the first tender of consideration is made by such purchaser to the issuer, an agent of the issuer, or an escrow agent or within three (3) days after the availability of that privilege is communicated to said purchaser, whichever occurs later.

11. For Georgia residents: these securities have not been registered under securities act of 1933, as amended, or section 10-5-5 of the Georgia securities act of 1973 and are being sold in reliance upon exemption s therefrom. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available. The investment is suitable if it does not exceed 20% of the investor's net worth.

12. For Hawaii residents: these securities have not been registered under the securities act of 1933, as amended, or the Hawaii uniform securities act (modified), by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

13. For Idaho residents: these securities have not been registered under the Idaho securities act (the "act") and may be transferred or resold by residents of Idaho only if registered pursuant to the provisions of the act or if an exemption from registration is available. The investment is suitable if it does not exceed 10% of the investor's net worth.

14. For Illinois residents: these securities have not been approved or disapproved by the secretary of state of Illinois or the state of Illinois, nor has the secretary of state of Illinois or the state of Illinois passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

15. For Indiana residents: these securities have not been registered under section 3 of the Indiana blue sky law and are offered pursuant to an exemption pursuant to section 23-2-1-2(b)(10) thereof and may be transferred or resold only if subsequently registered or if an exemption from registration is available. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time. Indiana requires investor suitably standards of a net worth (exclusive of home, furnishings, and automobiles) of three times the investment but not less than \$75,000 or a net worth (exclusive of home, furnishings, and automobiles) of twice the investment but not less than \$30,000 and gross income of \$30,000.

16. For Iowa residents: these securities have not been registered under the Iowa uniform securities act (the "act") and are offered pursuant to a claim of exemption under section 502.203(9) of the act requiring sales to accredited investors only. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available. Investors should be aware that they will be required to bear the financial risks of this investment for an indefinite period of time.

17. For Kansas residents: these securities have not been registered under the securities act of 1933, as amended, or the Kansas securities act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

18. For Kentucky residents: these securities have not been registered under the securities act of 1933, as amended, or the securities act of Kentucky, by reason of specific exemptions thereunder relating to an exemption for accredited investors. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

19. For Louisiana residents: these securities have not been registered under the securities act of 1933, as amended, or the Louisiana securities law, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of

to any person or entity unless they are subsequently registered or an exemption from registration is available. The investment is suitable if it does not exceed 25% of the investor's net worth.

20. For Maine residents: these securities are being sold pursuant to an exemption from registration with the bank superintendent of the state of Maine under section 10502(2)(r) of title 32 of the Maine revised statutes. These securities may be deemed restricted securities and as such the holder may not be able to resell the securities unless pursuant to registration under state or federal securities laws or unless an exemption under such laws exists.

21. For Maryland residents: these securities have not been registered under the securities act of 1933, as amended, or the Maryland securities act, by reason of specific exemptions thereunder relating to an exemption for accredited investors. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

22. For Massachusetts residents: these securities have not been registered under the securities act of 1933, as amended, or the Massachusetts uniform securities act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

23. For Michigan residents: these securities have not been registered under section 451.701 of the Michigan uniform securities act (the "act") and may be transferred or resold by residents of Michigan only if registered pursuant to the provisions of the act or if an exemption from registration is available. The investment is suitable if it does not exceed 10% of the investor's net worth.

24. For Minnesota residents: the securities represented by this memorandum have not been registered under chapter 80a of the Minnesota securities laws and may not be sold, transferred, or not otherwise disposed of except pursuant to registration or an exemption therefrom.

25. For Mississippi residents: the securities, if offered, must be offered pursuant to a certificate of registration issued by the secretary of state of Mississippi pursuant to rule 477, which provides a limited registration procedure for certain offerings. The secretary of state does not recommend or endorse the purchase of any securities, nor does the secretary of state pass upon the truth, merits, or completeness of any offering memorandum filed with the secretary of state, any representation to the contrary is a criminal offense.

26. For Missouri residents: these securities have not been registered under the securities act of 1933, as amended, or the Missouri uniform securities act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

27. For Montana residents: these securities have not been registered under the securities act of 1933, as amended, or the securities act of Montana, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

28. For Nebraska residents: these securities have not been registered under the securities act of 1933, as amended, or the securities act of Nebraska, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

29. For Nevada residents: these securities have not been registered under the securities act of 1933, as amended, or the Nevada securities act, by reason of specific exemptions thereunder relating to the limited availability of the offering. These securities cannot be sold, transferred, or otherwise disposed of to any person or entity unless they are subsequently registered or an exemption from registration is available.

30. For New Hampshire residents: these securities have not been registered under the securities act of 1933, as amended, or the New Hampshire uniform securities act, by reason of specific exemptions thereunder relating to the limited

Offering Memorandum No. _____

(Company Logo)

a **State** Corporation

Subscription Documents
for
Common Share Units of the **Company Name**

These subscription documents do not constitute an offer to sell or a solicitation of an offer to buy any security. The subscription documents may only be used in conjunction with, and such offers and solicitations may only be made by means of **Company Name**'s Private Placement Offering Memorandum dated January 25, 2010. **Company Name**, a **State** Corporation (the "Company" or "**Company Name**"), is offering securities in the form of Common Share Units in **Company Name**, consisting of:

[] 40 Units comprised of 25,000 shares of Class "A" Common Stock, par value \$0.0001 in **Company Name** at \$25,000 per Unit totaling \$1,000,000 or 10% of the Company.

The securities of the Company ("Share") referred to herein have not been registered under the United States Securities Act of 1933, as amended (the "Act"), the **State** Securities and Investor Protection Act or the securities laws of any other **State**. These Units may be acquired for investment purposes only and not with a view to distribution or resale, and may not be sold, mortgaged, pledged, hypothecated or otherwise transferred without an effective registration statement for such Units under the Act, unless exempt under the Act and applicable **State** securities laws.

Company Name requires an opinion of counsel, satisfactory to counsel for the Company that any such transfer shall not violate any federal or **State** securities laws.