

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

(Company Logo)
(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").

COMPANY NAME

Attn: Name

Address

City, State, Zip

Phone: | Fax: |

Website

The date of this Confidential Private Offering Memorandum is January 25, 2008

No. _____

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