

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

MINIMUM INVESTMENT US \$25,000

Company Logo (a **Xxxx** Corporation)

US \$2,000,000
20,000 Units - Comprised of
100 Shares of Class "A" 15% Preferred Stock
\$0.001 Par Value per Share
and
55 Shares of Class "A" Common Stock
\$0.001 Par Value per share

Offering Price: US \$100 per Unit

Your Company Name., a **State** corporation ("**Your Company Name**" or the "Company") is offering on a "best efforts" basis, 20,000 Units, comprised of 100 shares of Class "A" 15% Preferred Stock (the "Preferred Stock") and 55 shares of Class "A" Common Stock (the "Class A Common Stock" and collectively with the Preferred Stock, a "Unit"). The Preferred Stock has a par value of \$0.001 per share, with a stated and liquidation value of \$1.00 per share and the Class "A" Common Stock has a par value of \$0.001 per share. 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, in its sole discretion, will only issue Units for cash. All proceeds to be received by the Company under subscriptions, pursuant to this Memorandum, 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")

Your Company Name.

Attn: President

Address

City, State, Zip

Telephone Number

(Fax) Fax Number

Email: **Email Address** Website: **Website**

Date

No. _____