

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

Confidential Number:

>>Your Company Name Here<<

**\$1,000,000.00**

1000 LLC Memberships

\$1,000.00 per Membership

800 Memberships (\$800,000.00) Minimum Offering Amount

25 Memberships (\$25,000.00) Minimum Subscription (1)

*>>Your Company Name Here<<, a >>Your company location here<<, is offering 1000 Memberships for \$1,000.00 per Membership. The offering price per Membership has been arbitrarily determined by the Company - See Risk Factors: Offering Price.*

**THESE ARE SPECULATIVE SECURITIES WHICH INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THESE MEMBERSHIPS.**

**THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), THE SECURITIES LAWS OF THE STATE OF NEW YORK, OR UNDER THE SECURITIES LAWS OF ANY OTHER STATE OR JURISDICTION IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED BY THE ACT AND REGULATION D RULE 506 PROMULGATED THEREUNDER, AND THE COMPARABLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS.**

	Sale Price	Selling Commissions (1)	Proceeds To Company (2)
Per Membership	\$1,000.00	\$30.00	\$970.00
Minimum	\$800,000.00	\$24,000.00	\$776,000.00
Maximum	\$1,000,000.00	\$30,000.00	\$970,000.00

(Footnotes On Page 2)

>>Your Company Name Here<<

>>Address<<

>>City, State, Zip<<

>>Telephone Number<<

**The Date of this Memorandum is Month Day, 2008**

(1) The Offering is not underwritten. The Memberships are offered on a “best efforts” basis by the Company through its officers and directors. The Company has set a minimum offering amount of 800 Memberships Unit with minimum gross proceeds of \$800,000.00 for this Offering. All proceeds from the sale of Memberships up to \$800,000.00 will be deposited in an escrow account. Upon the first and subsequent membership sales, all proceeds will be delivered directly to the Company’s corporate account and be available for use by the Company at its discretion (Florida, Georgia, and Pennsylvania Residents see NASAA Legend). Memberships may also be sold by NASD member brokers or dealers who enter into a Participating Dealer Agreement with the Company, who will receive commissions of up to 3% of the price of the Memberships sold. The Company reserves the right to pay expenses related to this Offering from the proceeds of the Offering. See “Plan of Placement and Use of Proceeds.”

(2) The Offering will terminate on the earliest of: (a) the date the Company, in its discretion, elects to terminate, or (b) the date upon which all Memberships have been sold, or (c) **Month Day, 2009**, or such date as may be extended from time to time by the Company, but not later than 180 days thereafter (the “Offering Period”).

THIS OFFERING IS NOT UNDERWRITTEN. THE OFFERING PRICE HAS BEEN ARBITRARILY SET BY THE MANAGEMENT OF THE COMPANY. THERE CAN BE NO ASSURANCE THAT ANY OF THE SECURITIES WILL BE SOLD.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES AGENCY, NOR HAS ANY SUCH REGULATORY BODY REVIEWED THIS OFFERING MEMORANDUM FOR ACCURACY OR COMPLETENESS. BECAUSE THESE SECURITIES HAVE NOT BEEN SO REGISTERED, THERE MAY BE RESTRICTIONS ON THEIR TRANSFERABILITY OR RESALE BY AN INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT HE MUST BEAR THE ECONOMIC RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD, SINCE THE SECURITIES MAY NOT BE SOLD UNLESS, AMONG OTHER THINGS, THEY ARE SUBSEQUENTLY REGISTERED UNDER THE APPLICABLE SECURITIES ACTS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THERE IS NO TRADING MARKET FOR THE COMPANY’S SECURITIES AND THERE CAN BE NO ASSURANCE THAT ANY MARKET WILL DEVELOP IN THE FUTURE OR THAT THE SECURITIES WILL BE ACCEPTED FOR INCLUSION ON NASDAQ OR ANY OTHER TRADING EXCHANGE AT ANY TIME IN THE FUTURE. THE COMPANY IS NOT OBLIGATED TO REGISTER FOR SALE UNDER EITHER FEDERAL OR STATE SECURITIES LAWS THE SECURITIES PURCHASED PURSUANT HERETO, AND THE ISSUANCE OF THE SECURITIES IS BEING UNDERTAKEN PURSUANT TO RULE 506 OF REGULATION D UNDER THE SECURITIES ACT. ACCORDINGLY, THE SALE, TRANSFER, OR OTHER DISPOSITION OF ANY OF THE MEMBERSHIPS WHICH ARE PURCHASED PURSUANT HERETO MAY BE RESTRICTED BY APPLICABLE FEDERAL OR STATE SECURITIES LAWS (DEPENDING ON THE RESIDENCY OF THE INVESTOR) AND BY THE PROVISIONS OF THE SUBSCRIPTION AGREEMENT REFERRED TO HEREIN. THE OFFERING PRICE OF THE SECURITIES HAS BEEN ARBITRARILY ESTABLISHED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY SPECIFIC RELATION TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.