To: Denny Chittick[dcmoney@yahoo.com]; Scott Gould[scottgould@cox.net]; Robert Koehler[rzkoehler@yahoo.com];
 mike@clearaz.com[mike@clearaz.com], kevin@postedproperties.com[kevin@postedproperties.com]; rob
 oakum[roboakum@gmail.com], mswerlyk@lmtwo.com[mswerlyk@lmtwo.com]; Gregg S
 Reichman[greichman@activefinancegroup.com]; smena98754@aol.com[smena98754@aol.com];
 msteinbeck@merchantsfundingllc.com[msteinbeck@merchantsfundingllc.com]; vanpelt75@gmail.com[vanpelt75@gmail.com];
 tom@halefunding.com[tom@halefunding.com]; bmortensen@cox.net[bmortensen@cox.net];
 aaronzeese@hotmail.com[aaronzeese@hotmail.com]; steve@turnerluxuryproperties.com[steve@turnerluxuryproperties com];
 diethelm@mindspring.com[diethelm@mindspring.com], lynnhoebing@cox.net[lynnhoebing@cox.net]
 From: Noah Brocious
 Sent: Thur 9/22/2011 8:25:45 PM (UTC)
 Subject: RE: Investment Property Information per Your Request

Correct, but the issue is they want provide proof of the vesting on the property like all the other trustee's do, apparently until you hand over the checks. You have to take the bidder's word that they vested the property correctly.

I am going to go pay for one today so I can understand the process better. I will let you know how it goes.

Noah Brocious Mortgage Loan Originator NMLS# 367074 Noah@CapitalFund1.com Capital Fund I, LLC BK-0917799 Company NMLS# 396288 www.CapitalFund1 com 7890 East McClain Drive | Suite 5 | Scottsdale AZ 85260 o 480.889.6100 | c 602.689.1282

Kochler
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12-17-18
Kelly S. Oglesby CR 50178



From: Denny Chittick [mailto:dcmoney@yahoo.com]
Sent: Thursday, September 22, 2011 1:21 PM
To: Noah Brocious; Scott Gould; Robert Koehler; mike@clearaz.com; kevin@postedproperties.com; rob oakum; mswerlyk@lmtwo.com; Gregg S Reichman; smena98754@aol.com; msteinbeck@merchantsfundingllc.com; vanpelt75@gmail.com; tom@halefunding.com; bmortensen@cox.net; aaronzeese@hotmail.com; steve@turnerluxuryproperties.com; diethelm@mindspring.com; lynnhoebing@cox.net
Subject: Re: Investment Property Information per Your Request

From my understanding they are just forcing what happens down town, you have to vest the property when you win the bid, not the next day when you pay for it. dc

DenSco Investment Corp www.denscoinvestment.com/ 602-469-3001 602-532-7737 f

From: Noah Brocious <noah@capitalfund1.com>

To: Denny Chittick <dcmoney@yahoo.com>; Scott Gould <scottgould@cox.net>; Robert Koehler <rzkoehler@yahoo.com>; "mike@clearaz.com" <mike@clearaz.com>; "kevin@postedproperties.com" <kevin@postedproperties.com>; rob oakum <roboakum@gmail.com>; "mswerlyk@lmtwo.com" <mswerlyk@lmtwo.com>; Gregg S Reichman <greichman@activefinancegroup.com>; "smena98754@aol.com" <smena98754@aol.com>; "msteinbeck@merchantsfundingllc.com" <msteinbeck@merchantsfundingllc.com>; "vanpelt75@gmail.com"

<vanpelt75@gmail.com>; "tom@halefunding.com" <tom@halefunding.com>; "bmortensen@cox.net" <bmortensen@cox.net>; "aaronzeese@hotmail.com" <aaronzeese@hotmail.com>; "steve@turnerluxuryproperties.com" <steve@turnerluxuryproperties.com>; "diethelm@mindspring.com" <diethelm@mindspring.com>; "lynnhoebing@cox.net" <lynnhoebing@cox.net> Sent: Thursday, September 22, 2011 10:37 AM Subject: RE: Investment Property Information per Your Request

Anyone founds a way around Bosco's new bullshit sale receipt policy? For those who haven't encountered it yet they now only give the bidder a receipt that shows the sale ID#. The bidder fills out the vesting info at Bosco's office and they don't get a copy. We called Bosco and they said they WILL NOT verify the vesting and that "you need to trust your bidder." I found that pretty entertaining – trust a bidder?

So, they won't tell you who is vested on the property until you pay for it – Jose Montes is going to have a hay day.

Let me know if anyone has heard anything different. Thanks.

Noah Brocious Mortgage Loan Originator NMLS# 367074 <u>Noah@CapitalFund1.com</u> **Capital Fund I, LLC** BK-0917799 Company NMLS# 396288 <u>www.CapitalFund1.com</u> 7890 East McClain Drive | Suite 5 | Scottsdale AZ 85260 o 480.889.6100 | c 602.689.1282



From: Denny Chittick [mailto:dcmoney@yahoo.com] Sent: Monday, August 15, 2011 7:31 PM

To: Scott Gould; Robert Koehler; mike@clearaz.com; kevin@postedproperties.com; rob oakum; mswerlyk@lmtwo.com; Gregg S Reichman; smena98754@aol.com; msteinbeck@merchantsfundingllc.com; vanpelt75@gmail.com; tom@halefunding.com; bmortensen@cox.net; aaronzeese@hotmail.com; Noah Brocious; steve@turnerluxuryproperties.com; diethelm@mindspring.com; lynnhoebing@cox.net Subject: Fw: Investment Property Information per Your Request

Avoid this guy and anything to do with him like an ugly girl with herpes! dc

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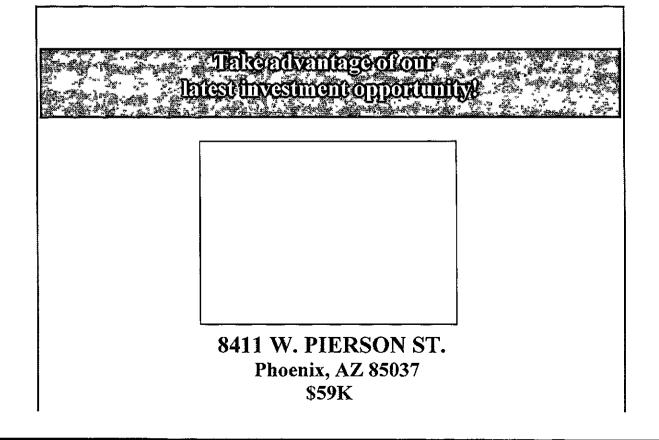
Aaron J. Morris GREATER PHOENIX REAL ESTATE ALLIANCE 402 W Roosevelt Sunte C | Phoenix AZ 85003 Office 602-368-6099 Direct 602-692-5165 Fax 602-368-6093

aaron@gprea.com www.gprea.com

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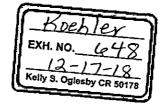
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Kevin McKiernan[kevin@postedproperties.com]; Denny Chittick[dcmoney@yahoo.com]; Scott Gould[scottgould@cox.net];
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 vanpelt75@gmail.com[vanpelt75@gmail.com]; tom@halefunding com[tom@halefunding.com];
 bmortensen@cox.net[bmortensen@cox.net]; aaronzeese@hotmail.com[aaronzeese@hotmail com];
 steve@turnerluxuryproperties.com[steve@turnerluxuryproperties.com]; lynnhoebing@cox.net[lynnhoebing@cox.net]
 To: Noah Brocious[noah@capitalfund1.com]
 From: Dan Diethelm
 Sent: Thur 9/22/2011 8:24:50 PM (UTC)

Subject: Re Investment Property Information per Your Request

Borrowers borrow money for the same property from multiple lenders giving each a Deed of Trust while telling each they are the only lender. Like kiting "checks" they are kiting Deed of Trust. The lenders can all argue about priority, but at the end of the day, it matters little as the money is long gone on hookers and blow......

On Sep 22, 2011, at 12:15 PM, Noah Brocious wrote:



Can you explain what that is?

Noah Brocious Mortgage Loan Originator NMLS# 367074 Noah@CapitalFund1.com Capital Fund I, LLC BK-0917799 Company NMLS# 396288 www.CapitalFund1.com 7890 East McClain Drive | Suite 5 | Scottsdale AZ 85260 o 480.889.6100 | c 602.689.1282 <image001.jpg>

From: Dan Diethelm [mailto:diethelm@mindspring.com]
Sent: Thursday, September 22, 2011 11:08 AM
To: Noah Brocious
Cc: Kevin McKiernan; Denny Chittick; Scott Gould; Robert Koehler; <u>mike@clearaz.com</u>; rob
oakum; <u>mswerlyk@lmtwo.com</u>; Gregg S
Reichman; <u>smena98754@aol.com</u>; <u>msteinbeck@merchantsfundingllc.com</u>; <u>vanpelt75@gmail.com</u>; <u>tom@halefunding.co</u>
m; <u>bmortensen@cox.net;aaronzeese@hotmail.com</u>; <u>steve@turnerluxuryproperties.com</u>; <u>lynnhoebing@cox.net</u>
Subject: Re: Investment Property Information per Your Request

This opens up a greater possibility of the return of kiting of deeds of trust which was somewhat prevalent in the mid 70's and the late 80's.

C

On Sep 22, 2011, at 10:48 AM, Noah Brocious wrote:

Thanks.

Noah Brocious Mortgage Loan Originator NMLS# 367074 Noah@CapitalFund1.com Capital Fund I, LLC BK-0917799 Company NMLS# 396288 <u>www.CapitalFund1.com</u> 7890 East McClain Drive | Suite 5 | Scottsdale AZ 85260 o 480.889.6100 | c 602.689.1282 <image001.jpg>

From: Kevin McKiernan [mailto:kevin@postedproperties.com]
Sent: Thursday, September 22, 2011 10:47 AM
To: Noah Brocious; Denny Chittick; Scott Gould; Robert Koehler; <u>mike@clearaz.com</u>; rob
oakum; <u>mswerlyk@lmtwo.com</u>; Gregg S
Reichman; <u>smena98754@aol.com</u>; <u>msteinbeck@merchantsfundingllc.com</u>; <u>vanpelt75@gmail.com</u>; <u>tom@halefunding.com</u>; <u>bmortensen@cox.net;aaronzeese@hotmail.com</u>; <u>steve@turnerluxuryproperties.com</u>; <u>diethelm@mindspring.com</u>; <u>ly nnhoebing@cox.net</u>

Subject: RE: Investment Property Information per Your Request

I will talk to my bidders and see what I can come up with.

Kevin "Laser" McKiernan

P: 480-363-4893 F: 480-718-7584 <u>kevin@postedproperties.com</u> <image002.jpg>

From: Noah Brocious [mailto:<u>noah@capitalfund1.com]</u> Sent: Thursday, September 22, 2011 10:37 AM To: Denny Chittick; Scott Gould; Robert Koehler; <u>mike@clearaz.com; kevin@postedproperties.com</u>; rob oakum; <u>mswerlyk@lmtwo.com</u>; Gregg S Reichman; <u>smena98754@aol.com</u>; <u>msteinbeck@merchantsfundingllc.com</u>; <u>vanpelt75@gmail.com</u>; <u>tom@halefunding.co</u> <u>m;bmortensen@cox.net</u>; <u>aaronzeese@hotmail.com</u>; <u>steve@turnerluxuryproperties.com</u>; <u>diethelm@mindspring.com</u>; <u>ly</u> <u>nnhoebing@cox.net</u>

Subject: RE: Investment Property Information per Your Request

Anyone founds a way around Bosco's new bullshit sale receipt policy? For those who haven't encountered it yet they now only give the bidder a receipt that shows the sale ID#. The bidder fills out the vesting info at Bosco's office and they don't get a copy. We called Bosco and they said they WILL NOT verify the vesting and that "you need to trust your bidder." I found that pretty entertaining – trust a bidder?

So, they won't tell you who is vested on the property until you pay for it – Jose Montes is going to have a hay day.

Let me know if anyone has heard anything different. Thanks.

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From: Denny Chittick [mailto:dcmoney@yahoo.com]
Sent: Monday, August 15, 2011 7:31 PM
To: Scott Gould; Robert Koehler; mike@clearaz.com; kevin@postedproperties.com; rob
oakum; mswerlyk@lmtwo.com; Gregg S
Reichman; smena98754@aol.com; msteinbeck@merchantsfundingllc.com; vanpelt75@gmail.com; tom@halefunding.co

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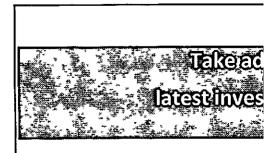
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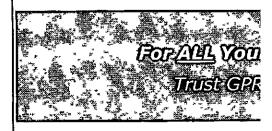
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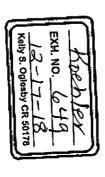
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(<u>http://maps.google.com/maps?</u> (<u>http://maps.google.com/maps?</u> <u>f=q&h]=en&geocode=&time=&date=&ttype=&q=222+E,+Javelina,+Mesa,+Arizona+85210&sII=33.44702,-112.077657&sspn=0.007905,0.013411&ie=UTF8&z=17&iwloc=addr&om=1)</u>
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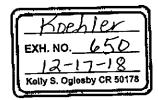
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	TOR CLAIM						
	it or loan of the Claimant's own funds with DenSco Investment dential Private Offering Memoranda.						
Calculation of Your Claim:	bential Private Oriening Memoranua.						
A. Total Combined Principal Invested: \$84,000 -							
A. Total Combined Principal Invested: B. PLUS Interest Accrued but not Paid through December 31, 2012: \$92,335.49							
B. PLUS Interest Accrued but not Paid through December 31, 2012: 5 <u>42, 350 · · · ·</u> C. MINUS Total Principal Withdrawn: (\$ <u>0</u>)							
D. MINUS Total Cash Interest Payments from January 1, 2013 forward: (\$ 0-)							
E. MINUS Third Party Recoveries:	(\$ 0-)						
F. NET CLAIM AMOUNT (A + B - C - D - E)	\$ 176,335.49						
Third Party Recoveries: Image: A second state of the second s							
Name of Third Party: Amount Recovered: \$							
Documentation of Your Claim: Please attach copies of all documents in support of this claim, such as Private Offering Memoranda, statements, cancelled checks, or any other documents establishing the indebtedness of DenSco Investment Corporation or the Receivership Estate to you. Do not file original documents with your Claim. If a supporting document is not available, you must attach an explanation as to why the document is not available.							
· · · · · · · · · · · · · · · · · · ·							
I have personal knowledge of the facts set forth above and I declare, under the penalty of perjury, that the above information is true and correct.							
Name (Print): <u>Robert Z.Koehler</u> Signatur	re: Date: <u>4-12-2017</u>						
Name (Print): Signatu	e: Date:						
· · · ·	aim and copies of all documents supporting your claim						
	<u>t or before June 30, 2017</u> .						
Simon (3200 N	Receiver Consulting, LLC orth Central Avenue, Suite 2460 ç, Arizona 85012						

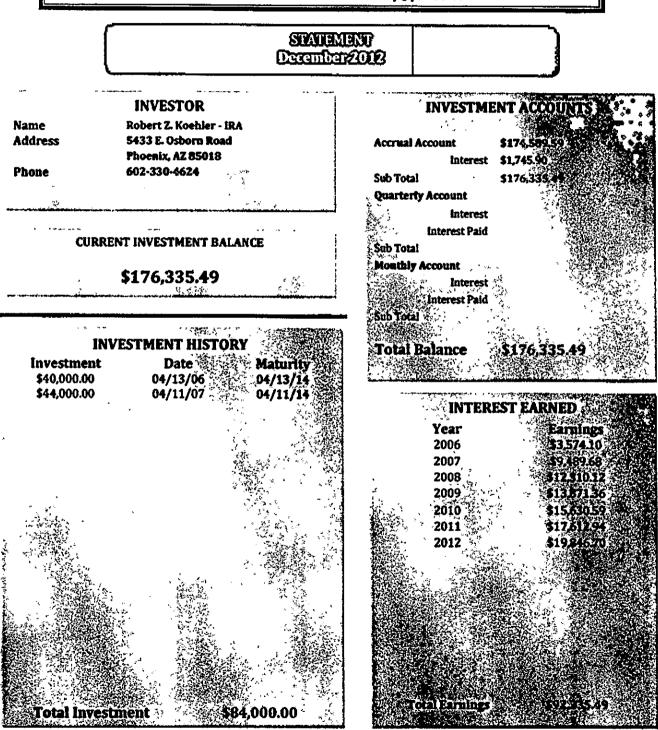
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DenSco Investment Corporation

6132 W. Victoria Place Chandler, AZ 85226 Cell: 602-469-3001 Home: 480-636-1180 Fax: 602-532-7737 DenScoInvestment.com dcmoney@yahoo.com





6132 W. Victoria Place Chandler, AZ 85226 Cell: 602-469-3001 Home: 480-636-1180 Fax: 602-532-7737 DenScoInvestment.com dcmoney@yahoo.com



INVESTOR

<u>م</u> ا

Name **Robert Z. Koehler - IRA** 5433 E. Osborn Road ages Address 12054 Phoenix, AZ 85018 Phone / 602-330-4624

CURRENT INVESTMENT BALANCE

\$156,488.79

INVESTMENT HISTORY

 Investment
 Date
 Maturity

 \$40,000,00
 04/13/06
 04/18/43

 \$44,000,00
 04/11/07
 04/11/12

Total Investment \$84,000.00

INVESTMENT ACCOUNTS

Accrual Account \$154,939.40 Interest \$1,549.39 Sub Total \$156 468.79 Quarterly Account

interest. Interest Paid

Sub Total Monthly Account

interest Interest Paid Sub Total

Total Balance \$156,488,79

INTEREST EARNED

 Year
 Earnings

 2006
 \$3,574,40

 2007
 \$9,489,69

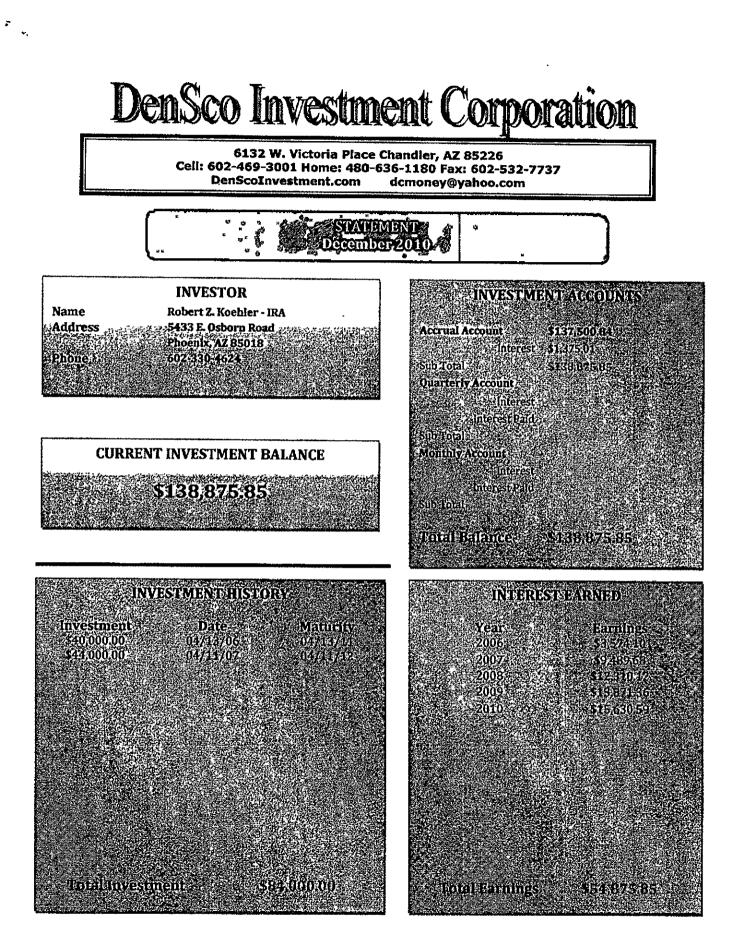
 2008
 \$12,340,12

 2009
 \$13,874,36

 2010
 \$15,630,399

 2011
 \$17,612,94

Total Bernings \$72,488,79



DenSco Investment Corporation

6132 W. Victoria Place Chandler, AZ 85226 Cell: 602-469-3001 Home: 480-636-1180 Fax: 602-532-7737 DenScoInvestment.com dcmoney@yahoo.com

GURREND INVESTMENT BALANCE

, SDAUEMEND

\$44,000,84

January 2007

INVESTOR

· ..

Name Address Phone Robert Z. Koehler – IRA 5433 E. Osborn Rd., Phoenix, AZ 85018 602-330-4624

INVESTMENT ACCOUNTS

INVESTMENT HISTORY

Accrual Account Interest	\$43,574.10 \$435.74	investment	Date	Maturity
Sub Total	\$44,009.84	\$40,000.00	04/13/06	04/13/11
Quarterly Account Interest Interest Paid Sub Total				
Monthly Account Interest Interest Paid Sub Total		Total Investment	\$40,000	.00
Total Balance	\$44,009.84			

INTEREST PAID

Year	Earnings	
2006 2007	\$3,574.10 \$435.74	
Total Earnings	\$4,009.84	
_		

DENSCO INVESTMENT CORPORATION **GENERAL OBLIGATION NOTE**

This certificate evidences the Company's unconditional peomise to pay to the registered holder the principal amount at maturity together with interest at the rate and terms described herein and further described in the subscription agreement which by this reference is made a part hereof.

REGISTERED HOLDER

Address: 301 Leonard Street, Onaga, K.S 66521 Name: First Trust Company of Onaga. FBO, Robert Z. Koehler

s 40,000.00 3/31/2006 Principel Amount: PRINCIPAL Date of Issue:

Payable: 🗌 Monthly 📋 Quarterly 🕅 At Maturity Annual Rate: 12%

INTEREST

First Interest Payment Date: 3/31/2011

NOTICE TO HOLDER

3/31/2011

Maturity Date:

The investment in the Company's General Obligation Note(s) represented by this Certificate have not been registered under the Scourlifics Act of 1933, and is a restricted security within the meaning of the regulations promulgated pursuant to such Act. Such Note(s) may not be sold, assigned, pledged or transferred in any manner in the absence of an effective registration of such Note(s) under the Securities Act of 1933 unless the transaction is such that registration under such Act is not required. No request for transfer or re-issue shall be honored unless the holder produces evidence and opinion of counsel satisfactory to the Company that such transaction does not violate the registration requirements of both such Act and any applicable state secilities law.

SI -President Demy J.

DenSco Investment Corporation

March 31, 2006

First Trust Company of Onaga Marlene Holthaus 301 Leonard Street, Ste#200 Onaga, KS 66521

Re: Robert Z Koehler Account # unknown

Marlene:

I am including in this fax: Purchase Authorization Subscription Agreement General Obligation Note

I am requesting that once you review the file, that you wire the funds to my business account. Please wire to:

Bank of America 44th Street and Camelback Phoenix, AZ 85018 DenSco Investment Corp ABA#

If you have any questions, please call me. Thank you for your help in this transaction.

Sincerely,

Denny J. Chittic

6132 W. Victoria Place Chandler, AZ 85226 Cell: 602-469-3001 Home: 480-636-1180 Fax: 602-532-7737 denscoinvestment.com <u>demoncy@yahoo.com</u>

$\Box / =$	First Trust Company of Onaga
- KI - E	Company
	Company of Onaga
ACTING	AS CUSTODIAN

PURCHASE AUTHORIZATION

Forward to:

301 Leonard Street, Suite 200 PO Box 420 Onaga, KS 66521-0420

Account Name Account Number Date Kobert Z. Kochler Zool 31 Gross Cost Broker (if apolicable) low Monissory Note icel Unit Price Units/Ouantity Trade Date (if applicable) Cueio Number (if svallable) SPECIAL INSTRUCTIONS: Beyond transferring the cash as specified Settlement Instructions: above and maintaining custody of the above-described assets and the Deusco Investment Corporation 6132 W Victoria Pl. Check To: documents listed below, First Trust Company of Onega, is under no obligation to take any further action with respect to the completion or documentation of this transaction. The only instruments or documents that Chardler, AZ 85226 First Trust Company of Onega, is to obtain and hold (or to record if so indicated below) in connection with this transaction and the assets being Wire (\$20 Processing Fee) acquired are as follows: To: (Bank) Contribute _all dellars ABA Routing No: se Account Number Dersie promissory note Account Name and Address for the Account Receiving Funds **Direction of Investment** I acknowledge that it is the sole responsibility of the accountholder acting directly or through the Authorized Representative, to direct the investment of the accountholder's assets, and that the First Trust Company of Onaga, ("Trust Company"), acting as custodian of accountholder's Account, will not have responsibility, discretion, or involvement in evaluating or selecting any assets or investment, and shall have no liability for any loss, damage, tax (including a prohibited transaction tax or plan disqualification tax) that may result from or be associated with the transaction requested herein. I acknowledge the investment review performed by "Trust Company" was solely to determine that the investment is administratively feasible to hold by "Trust Company" for my account. I further acknowledge that this was not a due diligence review, and that "Trust Company" has not rendered any investment advice, nor has "Trust Company" expressed any ophion as to the prudence or suitability of the investment. I agree to hold "Trust Company" harmless from any liability for any loss, damege, Injury or expense which may occur as a result of the execution of this purchase authorization. Furthermore, I agree to indemnify and hold "Trust Company" harmloss from and against any and all claims, ilabilities, causes of action, losses and expenses (including, without limitation to, any court costs, attorney's fees and other expenses) asserted against or incurred by "Trust Company" as a result of, or in any way relating, to action requested or directed by the Authorized Representative (whether in this Purchese Authorization, or otherwise) that is not authorized by the accountholder. Other than maintaining custody of the above documents, "Trust Company" shall have no obligation to take any action with respect to the assets accurate for this Account pursuant to this Purchase Authorization, "Trust Company" may condition any action or any further action it may agree to undertake, upon its receipt from the accountificities, in form satisfactory to it, of written instruction to undertake such action, together with such further agreement or undertaking of indemnification from the accountholder as "Trust Company" may reasonably request. The purchase of assets described above or any action requested or directed by the undersigned (whether in this Purchase Authorization or otherwise) is subject to all terms and conditions of the Simplifier/Personal Custody Agreement as amended from time to time. Non-Deposit Investment Product Notice I recognize that the assets purchased and/or held in this Account are: not insured by the FDIC not a deposit or other obligation of, or guaranteed by, First Trust Company of Onaga subject to investment risks, including possible loss of principal amount invested Suitability and Prohibited Transaction Statement Thereby certify that the undersigned and/or the accountholder have reviewed all pertinent information relating to the above transaction (i.e., prospectus, offering circular, limited partnership agreement, etc.) and that the accountholder moets the autability requirements of the offering. I understand that certain transactions are prohibited for tax-exempt retirement arrangements under Internal Revenue Code Section 4975, I further understand that the determination of whether the transaction directed hereby is a prohibited transaction depends on the facts and circumstances surrounding this purchase. I warrant and represent that I have consulted with such advisors as I deem necessary and appropriate, and have determined among other things, that ^{this} investment does not constitute a prohibited transaction as defined in Internal Revenue Code Section 4975, and that the offering entity or any affiliate thereof, is neither a "disqualified person" (as defined in Section 4975 (e)(2) of the Internat Revenue Code) nor a party in Interest" (as defined in Section 3(14) of ERISA). I understand that should my account engage in a prohibited transaction, a taxable distribution equal to the fair market value of my account will result and certain penalties may be incurred. I further understand that if such a deemed distribution takes place prior to my attaining age 59 1/2, an additional 10% premature distribution penalty may be imposed by the internal Revenue Service.

 Signature

 The undersigned directs the purchase of the above referenced assets.

 Signature of Account hades or Authorized Account Representative
 3/31/200 L

Revised 9/2002

DENSCO INVESTMENT CORPORATION GENERAL OBLIGATION NOTE

This certificate evidences the Company's unconditional promise to pay to the registered holder the principal amount at maturity together with interest at the rate and terms described herein and further described in the subscription agreement which by this reference is made a part hereof.

REGISTERED HOLDER

Name: Robert Z. Koehler

Address: 5433 E. Osborn Rd.

Phoenix, AZ 85018

INTEREST

Principal Amount: **\$ 44,000.00** Date of Issue: 4/11/2007 Maturity Date: 4/11/2012

PRINCIPAL

Annual Rate: <u>12%</u> Payable:
Monthly
Quarterly
At Maturity First Interest Payment Date: 4/11/2012

NOTICE TO HOLDER

The investment in the Company's General Obligation Note(s) represented by this Certificate have not been registered under the Securities Act of pledged or transferred in any manner in the absence of an effective registration of such Note(s) under the Securities Act of 1933 unless the transaction is such that registration under such Act is not required. No request for transfer or re-issue shall be honored unless the holder produces evidence and opinion of counsel satisfactory to the Company that such transaction does not violate the registration requirements of both such Act 1033, and is a restricted security within the meaning of the regulations promulgated pursuant to such Act. Such Note(s) may not be sold, assigned, and any applicable state securities law

Denny J. Chirtick - President

SUBSCRIPTION AGREEMENT

Ladies and Gentlemen:

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Date: ______April 11, 2007_____

1. Subscription. The undersigned investor has received and reviewed the Confidential Private Offering Memorandum dated June 1, 2005. The undersigned certifies that the undersigned meets the applicable suitability standards as evidenced on the attached Prospective Purchaser Questionnaire and the undersigned hereby subscribes for and agrees to purchase the following Note from DenSco Investment Corporation (the "Company"):

- Accrual Note in the amount of \$ 44,000.00 for 60 months that will bear interest at the rate of 12 % per year (1 % monthly). The interest will be compounded monthly. The principal and accrued interest will be paid back to the undersigned investor at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with \$10,000 increments above the minimum amount).
- Quarterly Payment Note in the amount of \$______for ______months that will bear interest at the rate of _____% per year (___% monthly). The interest will be compounded monthly. The principal and any accrued and unpaid interest will be paid back to the undersigned investor at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with \$10,000 increments above the minimum amount).
- Monthly Payment Note in the amount of \$______ for _____ months that will bear interest at the rate of _____% per year (____% monthly). The interest will be paid to the undersigned investor on a monthly basis, and the principal will be paid to the undersigned at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with \$10,000 increments above the minimum amount).

As a condition of the offer, the undersigned agrees to deliver this executed Subscription Agreement to the Company. Such Note will be issuable only upon acceptance of this Subscription Agreement by the Company and receipt of the consideration set forth in this Subscription Agreement.

2. Representations and Warranties. By executing this Subscription Agreement, the undersigned represents, warrants and acknowledges to the Company that:

a. Based on personal knowledge and experience in financial and business matters in general, the undersigned understands the nature of this investment, is fully aware of and familiar with the proposed business operations of the Company, is able to evaluate the merits and risks of an investment in a Note and is capable of protecting the undersigned's interests in investing in the investment;

b. The undersigned has been given the opportunity to ask questions about the Company and has been granted access to all information, financial and otherwise, with respect to the Company which has been requested, has examined such information, and is satisfied with respect to the same;

c. The undersigned, in determining to purchase a Note, has relied solely upon (i) the advice of its legal counsel and accountants or other financial advisers with respect to the tax, economic and other consequences involved in purchasing a Note and (ii) the undersigned's own, independent evaluation of the business, operations and prospects of the Company and the merits and risks of the purchase of a Note;

d. The undersigned has been advised and understands that this investment is, by its nature, very speculative;

e. The undersigned has sufficient income and net worth such that the undersigned does not contemplate being required to dispose of any portion of the investment in a Note to satisfy any existing or expected undertaking or indebtedness. The undersigned is able to bear the economic risks of an investment in a Note from the Company, including, without limiting the generality of the foregoing, the risk of losing all or any part of the investment and probable inability to sell or transfer the investment for an indefinite period of time;

f. The Note when purchased will be acquired for the account of the undersigned;

g. The undersigned acknowledges that the offering and sale of securities are being made by the Company in reliance upon an exemption from registration under the Securities Act of 1933, as amended (the "1933 Act"). The undersigned understands that the Notes have not been registered under the 1933 Act or any state securities laws, are "restricted securities" in the hands of the undersigned within the meaning of the 1933 Act and any future sale or transfer of a Note is prohibited without the prior written consent of the Company;

h. The undersigned understands that the Company is not presently subject to the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and that the undersigned may not be permitted to rely on the provisions of Rule 144, promulgated by the Securities and Exchange Commission, for authority to sell or otherwise dispose of a Note after a fixed period of time;

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i. The undersigned will not sell or otherwise transfer or dispose of a Note (i) except in strict compliance with (A) the provisions of this Subscription Agreement and (B) the restrictions on transfer described herein and (ii) unless such securities are (X) registered under the 1933 Act, and any applicable state securities laws or (Y) the undersigned represents that such securities may be sold in reliance on an exemption from such registration requirements;

j. The undersigned is an accredited investor, as defined in Rule 501(a) of Regulation D promulgated pursuant to the Securities Act, by virtue of the facts set forth in the attached Purchaser Questionnaire;

k. The investment in the Company has been privately proposed to the undersigned without the use of general solicitation or advertising;

I. No federal or state agency, including the Securities and Exchange Commission or the securities regulatory agency of any state, has approved or disapproved the Notes, passed upon or endorsed the merits of such investment, or made any finding or determination as to the fairness of a Note for private investment; and

m. The investment is being made in reliance on specific exemptions from the registration requirements of federal and state securities laws, and the Company is relying upon the truth and accuracy of the representations, warranties, agreements, acknowledgments and understandings set forth herein in order to establish such exemptions.

3. Non-Transferability of Note. The undersigned agrees to the non-transferability of the Note, except with the prior written consent of the Company, which may be withheld in its sole discretion for several reasons, including compliance with the exemptions under the Investment Company Act of 1940.

4. Indemnification. The undersigned acknowledges and understands the meaning and legal consequences of the representations and warranties contained herein and agrees to indemnify and hold harmless the Company, its directors, officers, agents, employees and attorneys from and against any and all claims, loss, damage liability, cost or expense including attorneys' fees and courts costs due to or arising out of or connected directly or indirectly to any breach of any such representation or warranty made by the undersigned.

5. Successors and Assigns. This Subscription Agreement shall be binding upon and shall inure to the benefit of the parties hereto and to the successors and assigns of the Company and to the legal representatives, successors and permitted assignees of the undersigned.

6. Governing Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Arizona without regard to principles of conflicts of law.

7. **Counterparts.** This Subscription Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement.

DATED: April 11, 2007

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Ву:	\leq
Signa	ature of Investor
	Koehler
Print Name of	of Investor
Address:	_5433 E. Osborn Rd
	Phoenix, AZ 85018
CON (as ED)	D.
SSN (or EIN	
Ву:	
Sign	ature of Co-Investor (if any)
Print Name	of Co-Investor (if any)
	of Co-Investor (if any)
Print Name Address:	of Co-Investor (if any)
	of Co-Investor (if any)

Agreed to and accepted by DenSco Investment Corporation as of the <u>April 11, 2007</u>.

By: Klinne

Name: Denny J. Chittick

Title: President

		crest at the rate and				rity		Securities Act of e sold, assigned, 1933 unless the holder produces of both such Act	
Kokokokokok	CORPORATION ON NOTE	pay to the registered holder the principal amount at maturity together with interest at the rate and ement which by this reference is made a part hereof. REGISTERED HOLDER	Address: 214 West 9th Street	Onaga, KS 66521	EST	nte: 12% Monthly Quarterly X At Maturity	First Interest Payment Date: 4/13/2014	NOTICE TO HOLDER The investment in the Company's General Obligation Note(s) represented by this Certificate have not been registered under the Securities Act of 1933, and is a restricted security within the meaning of the regulations promulgated pursuant to such Act. Such Note(s) may not be sold, assigned, poledged or transferred in any manner in the absence of an effective registration of such Note(s) under the Securities Act of 1933 unless the transaction is such that registration upder guelt Reels not required. No request for transfer or re-issue shall be honored unless the holder produces evidence and opinion of coupaet sufficient. No request for transfer or re-issue shall be honored unless the holder produces and any applicable state scontiges fuer. The Company that such transaction does not violate the registration requirements of both such Act mut any applicable state scontiges fuer.	Kotkotkotkotkotk
	DENSCO INVESTMENT CORPORATION GENERAL OBLIGATION NOTE	This certificate evidences the Company's unconditional promise to pay to the registered holder the principal amount a terms described herein and further described in the subscription agreement which by this reference is made a part hereof. REGISTERED HOLDER	Dnaga	0	INTEREST	Annual Rate: 12% Payable: Omnt	First Inter	tion Note(s) represented by this Cert ing of the regulations promulgated pur ence of an effective registration of bis not required. No request for tran e Ourpany that such transaction doe	and the second of the second
	DENSCO	This certificate evidences the Company's unconditional promise to terms described herein and further described in the subscription agree	Name: First Trust Company of (fbo Robert Koehler		••••	4/13/2014	NOTICE TO HOLDER The investment in the Company's General Obligation Note(s 1933, and is a restricted security within the meaning of the re pledged or transferred in any manner in the absence of an transaction's such that registration, upder guelt Rebis not req evidence and opinion of coupart satisficatory to the Oompan and any applicable state scontifies flaw. The forman ind any applicable state scontifies flaw. The forman Denny J. Chiptck President	etestestestest
		This certificate evidence the terms described here	Name: First	fbo 9	PRINCIPAL	Principal Amount: Date of Issue:	Maturity Date:	NOTICE TO HOLDER The investment in the Cor 1933, and is a restricted as pledged or transferred in transaction's such that reg evidence and opinion of o and any applicable state so and any applicable state so Denny J. Chiptck, Pres	

DENSCO INVESTMENT CORPORATION

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SUBSCRIPTION AGREEMENT

	DENS	SCO INVESTMENT CORPORATION	нет м. тъ
	;	SUBSCRIPTION AGREEMENT	
Ladies and (Gentlemen:	Investment #_1 Date	April 13, 2012
1.	Subscription.	The undersigned investor has received	ed and reviewed the

Confidential Private Offering Memorandum dated July 1, 2009 (the "POM"). The undersigned certifies that the undersigned meets the applicable suitability standards as evidenced on the attached Purchaser Questionnaire and the undersigned hereby subscribes for and agrees to purchase the following Note from DenSco Investment Corporation (the "Company"):

- Accrual Note in the amount of \$ 81,913.01 for 24 months that will bear interest at the rate of 12% per year (1% monthly). The interest will be compounded monthly. The principal and accrued interest will be paid back to the undersigned investor at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with additional increments in a minimum of at least \$10,000).
- Quarterly Payment Note in the amount of \$______ for _____ for ____ ٥ % monthly). The interest will be compounded monthly. The principal and any accrued and unpaid interest will be paid back to the undersigned investor at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with additional increments in a minimum of at least \$10,000).

Monthly Payment Note in the amount of \$_____ α for % per year (_____ months that will bear interest at the rate of _____ ___% monthly). The interest will be paid to the undersigned investor on a monthly basis, and the principal will be paid to the undersigned at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with additional increments in a minimum of at least \$10,000).

As a condition of the offer, the undersigned agrees to deliver this executed Subscription Agreement to the Company. Such Note will be issuable only upon acceptance of this Subscription Agreement by the Company and receipt of the consideration set forth in this Subscription Agreement.

Representations and Warranties. By executing this Subscription Agreement, 2. the undersigned represents, warrants and acknowledges to the Company that:

Based on personal knowledge and experience in financial and business **(a)** matters in general, the undersigned understands the nature of this investment, is fully aware of and familiar with the proposed business operations of the Company, is able to evaluate the merits and risks of an investment in a Note and is capable of protecting the undersigned's interests in investing in the investment. The undersigned has received and carefully reviewed the POM. The undersigned has relied solely on the information contained therein, and information otherwise

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provided to me in writing by the Company. The undersigned understands that all documents, records and books pertaining to this investment have been made available by the Company for inspection by me or my attorney, accountant and Purchaser Representative. The undersigned is familiar with the Company's business objectives and the financial arrangements in connection therewith and the undersigned believes that the Note being purchased is the kind of securities that the undersigned wishes to hold for investment and that the nature and amount of the Note is consistent with my investment program.

(b) The undersigned has been given the opportunity to ask questions about the Company and has been granted access to all information, financial and otherwise, with respect to the Company which has been requested, has examined such information, and is satisfied with respect to the same. No representations have been made or information furnished to me or my advisor(s) relating to the Company or the Note which were in any way inconsistent with the POM.

(c) Subject to the terms and conditions hereof and the form of Note, the undersigned hereby irrevocably tenders this Subscription Agreement for the purchase of a Note in the amount indicated in Paragraph 1 above and shall pay for such Note as instructed to by the Company. The undersigned is aware that the subscription made herein is irrevocable but that the Company has the unconditional right to accept or reject this subscription in whole or in part, and that the Notes issued pursuant hereto are subject to the approval of certain legal matters by counsel and to other conditions. If my subscription is not accepted for any reason whatsoever, my money will be returned in full, with any interest that may be earned thereon, and the Company will be relieved of any responsibility or liability which might be deemed to arise out of my offer to subscribe to a Note from the Company.

(d) The undersigned, in determining to purchase a Note, has relied solely upon (i) the advice of its legal counsel and accountants or other financial advisers with respect to the tax, economic and other consequences involved in purchasing a Note and (ii) the undersigned's own, independent evaluation of the business, operations and prospects of the Company and the merits and risks of the purchase of a Note. The undersigned, and if applicable the undersigned's Purchaser Representative, has carefully reviewed the POM. The undersigned has, either alone or together with my Purchaser Representative, such knowledge and experience in business and financial matters as will enable me to evaluate the merits and risks of the prospective investment and to make an informed investment decision.

(e) The undersigned has been advised and understands that this investment in a Note is, by its nature, very speculative and that an investment in the Note involves a high degree of economic risk, due to a number of risks. In addition, there is, and will be, no public market for the Note.

(f) The undersigned has sufficient income and net worth such that the undersigned does not contemplate being required to dispose of any portion of the investment in a Note to satisfy any existing or expected undertaking or indebtedness. The undersigned is able to bear the economic risks of an investment in a Note from the Company, including, without limiting the generality of the foregoing, the risk of losing all or any part of the investment and probable inability to sell or transfer the investment for an indefinite period of time. The undersigned acknowledges that this investment is speculative and may only be sold to persons who understand the nature of the proposed operations of the Company and for whom the

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investment is suitable. The undersigned represents that the undersigned meets such suitability standards.

(g) The Note when purchased will be acquired for the account of the undersigned.

(h) The undersigned acknowledges that the offering and sale of securities are being made by the Company in reliance upon an exemption from registration under the Securities Act of 1933, as amended (the "1933 Act"). The undersigned understands that the Notes have not been registered under the 1933 Act or any state securities laws, are "restricted securities" in the hands of the undersigned within the meaning of the 1933 Act and any future sale or transfer of a Note is prohibited without the prior written consent of the Company. The undersigned further understands that such exemptions depend upon my investment intent at the time the undersigned acquires the Note. The undersigned therefore represents and warrants that the undersigned is purchasing the Note for my own account for investment and not with a view to distribution, assignment, resale or other transfer of the Note. Except as specifically stated herein, no other person has a direct or indirect beneficial interest in the Note. Because the Note is not registered, the undersigned is aware that the undersigned must hold it indefinitely (until the Maturity Date in the Note) unless it is registered under the Act and any applicable state securities laws or the undersigned must obtain exemptions from such registration.

(i) The undersigned understands that the Company is not presently subject to the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and that the undersigned may not be permitted to rely on the provisions of Rule 144, promulgated by the Securities and Exchange Commission, for authority to sell or otherwise dispose of a Note after a fixed period of time.

(j) The undersigned will not sell or otherwise transfer or dispose of a Note (i) except in strict compliance with (A) the provisions of this Subscription Agreement and (B) the restrictions on transfer described herein and (ii) unless such securities are (X) registered under the 1933 Act, and any applicable state securities laws or (Y) the undersigned represents that such securities may be sold in reliance on an exemption from such registration requirements. The undersigned acknowledges that the Company is under no duty to register the Notes or comply with any exemption in connection with any attempt by me to sell, transfer or other disposition of the Note by me. The undersigned understands that in the event the undersigned desires to sell, assign, transfer, hypothecate or in any way alienate or encumber my Note in the future, the President of the Company can require that the undersigned provides, at the undersigned's own expense, an opinion of counsel satisfactory to the President to the effect that such action will not result in a violation of applicable federal or state securities laws and regulations or other applicable federal or state laws and regulations.

(k) The undersigned is an accredited investor, as defined in Rule 501(a) of Regulation D promulgated pursuant to the Securities Act, by virtue of the facts set forth in the attached Purchaser Questionnaire.

(1) The investment in the Company has been privately proposed to the undersigned without the use of general solicitation or advertising. The solicitation of an offer to purchase the Note was directly communicated to me. At no time was the undersigned presented with or solicited by or through any leaflet, public promotional meeting, circular, newspaper or

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magazine article, radio or television advertisement or any other form of general advertising in connection with such communicated offer.

(m) The undersigned recognizes that an investment in the Company involves certain risks and I (and my Purchaser Representative) have taken full cognizance of and understand all of the risk factors related to the business objectives of the Company and the purchase of the Note, including the risk factors for speculative investments as described in the POM.

(n) No federal or state agency, including the Securities and Exchange Commission or the securities regulatory agency of any state, has approved or disapproved the Notes, passed upon or endorsed the merits of such investment, or made any finding or determination as to the fairness of a Note for private investment.

(o) The investment is being made in reliance on specific exemptions from the registration requirements of federal and state securities laws, and the Company is relying upon the truth and accuracy of the representations, warranties, agreements, acknowledgments and understandings set forth herein in order to establish such exemptions.

(p) All information that the undersigned has provided in the Purchaser Questionnaire, including, without limitation, information concerning myself, my financial position and my knowledge of financial and business matters and that of my Purchaser Representative, is correct and complete as of the date hereof, and if there should be any material change in such information prior to the acceptance of this Subscription Agreement, the undersigned will immediately provide the Company with such information.

(q) If the Subscriber is a corporation, partnership, trust, unincorporated association or other entity, it is authorized and otherwise duly qualified to purchase and hold the Note subscribed hereunder; such entity has not been formed for the specific purpose of acquiring a Note from the Company. If the Subscriber is a trustee and is acquiring the Note for the trust of which he is a trustee, he has sought the advice of counsel regarding whether the purchase of the Note is an authorized trust investment and has been advised by counsel that after reviewing the applicable state law and the terms of the trust instrument, such counsel is of the opinion that the undersigned has the authority to purchase the Note for the trust.

3. Non-Transferability of Note. The undersigned agrees to the non-transferability of the Note, except with the prior written consent of the Company, which may be withheld in its sole discretion for several reasons, including compliance with any applicable federal and/or state securities laws and any applicable exemptions.

4. Indemnification. The undersigned acknowledges and understands the meaning and legal consequences of the representations and warranties contained herein and agrees to indemnify and hold harmless the Company, its directors, officers, agents, employees and attorneys from and against any and all claims, loss, damage liability, cost or expense including attorneys' fees and courts costs due to or arising out of or connected directly or indirectly to any untrue statement made herein or any breach of any such representation or warranty made by the undersigned.

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5. Miscellaneous.

(a) The undersigned agrees that the undersigned may not cancel, terminate or revoke this Subscription Agreement or any covenant hereunder and that this Subscription Agreement shall be binding upon and shall inure to the benefit of the parties hereto and to the successors and assigns of the Company. Further, the undersigned agrees that this Subscription Agreement and the representations, warranties and covenants contained herein shall survive my death or disability and shall be binding upon my heirs, executors, administrators, successors and assigns.

(b) This Subscription Agreement shall be enforced, governed and construed in all respects in accordance with the laws of the State of Arizona, without regard to principles of conflicts of law provisions.

(c) Within five days after receipt of a written request from the Company, the undersigned agrees to provide such information and to execute and deliver such documents as may reasonably be necessary to comply with any and all laws and ordinances to which the Company is subject.

(d) This Subscription Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement.

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DATED: <u>April 13, 2012</u>	By:
	Signature of Investor <u>First Trust Company of Onaga, for the Benefit of</u> <u>Robert Z. Koehler</u> Print Name of Investor
	Account Number:Address: 5433 E Osborn Rd Phoenix, AZ 85018 SSN or EIN:
	TIN Number:
	FTCO:
Agreed to and accepted by DeaSco tax	Address: <u>214 W 9th Street</u> <u>Onaga, KS 66521</u>
Corporation as of the <u>14 of y of April</u> By: <u></u> Name: <u>Denny J. Chittick</u>	
Title: President	

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NSCO INVESTMENT CORPORATION	GENERAL OBLIGATION NOTE This cardificate evidences the Company's unconditional promise to pay to the registered holder the principal amount at maturity together with interest at the rate and terms described herein and further described in the subscription agreement which by this reference is made a part hereof. REGISTERED HOLDER	Address: 214 West 9th Street	Onaga, XS 66521	INTEREST	Annual Rate: <u>12%</u> Payable:	NOTICE TO HOLDER The investment in the Company's General Obligation Note(s) represented by this Certificate have not been registered under the Securities Act of 1933, and is a restricted security within the meaning of the regulations promulgated pursuant to such Act. Such Note(s) may not be sold, assigned, pledged or transferred in any manner in the absence of an effective registration of such Note(s) under the Securities Act of 1933 unless the transaction is such that registration under sigh Act is ruot required. No request for transfer or re-issue shall be honored unless the holder produces evidence and opinion of coursel satisfictory to the Company. that such transaction does not violate the registration requirements of both such Act and any opplicable state securities law.	<u> </u>
DENSCO INVEST	GENERAL OBLIGATION NOT This cartificate evidences the Company's unconditional promise to pay to the registered holder the principal amount a terms described herein and further described in the subscription agreement which by this reference is made a part hereof. REGISTERED HOLDER	Name: First Trust Company of Onaga	fbo Robert Koehler	PRINCIPAL	Principal Amount: s 79,963.08 Date of Issue: 4/11/2012 Maturity Date: 4/11/2014	NOTICE TO HOLDER The investment in the Company's General Obligation Note(s) repredinted security within the meaning of the regulation 1933, and is a restricted security within the meaning of the regulation pledged or transferred in any manner in the absence of an effect transaction is such that registration under such Act is ruot required. evidence and opinion of counsel satisfictory to the Company, that s and any applicable state securities law.	いたまたたまた。またたたたたたたたたたたたたた。 たたたいまたためにないたいたいたいたいであったがい

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DENSCO INVESTMENT CORPORATION

SUBSCRIPTION AGREEMENT

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Ladies and Gentlemen:

Investment # 2

Date: April 11, 2012

1. Subscription. The undersigned investor has received and reviewed the Confidential Private Offering Memorandum dated July 1, 2009 (the "POM"). The undersigned certifies that the undersigned meets the applicable suitability standards as evidenced on the attached Purchaser Questionnaire and the undersigned hereby subscribes for and agrees to purchase the following Note from DenSco Investment Corporation (the "Company"):

- Accrual Note in the amount of \$<u>79,963.08</u> for <u>24</u> months that will bear interest at the rate of <u>12</u>% per year (<u>1</u>% monthly). The interest will be compounded monthly. The principal and accrued interest will be paid back to the undersigned investor at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with additional increments in a minimum of at least \$10,000).
- Quarterly Payment Note in the amount of \$______ for _____ months that will bear interest at the rate of ______% per year (______% monthly). The interest will be compounded monthly. The principal and any accrued and unpaid interest will be paid back to the undersigned investor at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with additional increments in a minimum of at least \$10,000).

As a condition of the offer, the undersigned agrees to deliver this executed Subscription Agreement to the Company. Such Note will be issuable only upon acceptance of this Subscription Agreement by the Company and receipt of the consideration set forth in this Subscription Agreement.

2. Representations and Warranties. By executing this Subscription Agreement, the undersigned represents, warrants and acknowledges to the Company that:

(a) Based on personal knowledge and experience in financial and business matters in general, the undersigned understands the nature of this investment, is fully aware of and familiar with the proposed business operations of the Company, is able to evaluate the merits and risks of an investment in a Note and is capable of protecting the undersigned's interests in investing in the investment. The undersigned has received and carefully reviewed the POM. The undersigned has relied solely on the information contained therein, and information otherwise provided to me in writing by the Company. The undersigned understands that all documents, records and books pertaining to this investment have been made available by the Company for inspection by me or my attorney, accountant and Purchaser Representative. The undersigned is familiar with the Company's business objectives and the financial arrangements in connection therewith and the undersigned believes that the Note being purchased is the kind of securities that the undersigned wishes to hold for investment and that the nature and amount of the Note is consistent with my investment program.

(b) The undersigned has been given the opportunity to ask questions about the Company and has been granted access to all information, financial and otherwise, with respect to the Company which has been requested, has examined such information, and is satisfied with respect to the same. No representations have been made or information furnished to me or my advisor(s) relating to the Company or the Note which were in any way inconsistent with the POM.

(c) Subject to the terms and conditions hereof and the form of Note, the undersigned hereby irrevocably tenders this Subscription Agreement for the purchase of a Note in the amount indicated in Paragraph 1 above and shall pay for such Note as instructed to by the Company. The undersigned is aware that the subscription made herein is irrevocable but that the Company has the unconditional right to accept or reject this subscription in whole or in part, and that the Notes issued pursuant hereto are subject to the approval of certain legal matters by counsel and to other conditions. If my subscription is not accepted for any reason whatsoever, my money will be returned in full, with any interest that may be earned thereon, and the Company will be relieved of any responsibility or liability which might be deemed to arise out of my offer to subscribe to a Note from the Company.

(d) The undersigned, in determining to purchase a Note, has relied solely upon (i) the advice of its legal counsel and accountants or other financial advisers with respect to the tax, economic and other consequences involved in purchasing a Note and (ii) the undersigned's own, independent evaluation of the business, operations and prospects of the Company and the merits and risks of the purchase of a Note. The undersigned, and if applicable the undersigned's Purchaser Representative, has carefully reviewed the POM. The undersigned has, either alone or together with my Purchaser Representative, such knowledge and experience in business and financial matters as will enable me to evaluate the merits and risks of the prospective investment and to make an informed investment decision.

(e) The undersigned has been advised and understands that this investment in a Note is, by its nature, very speculative and that an investment in the Note involves a high degree of economic risk, due to a number of risks. In addition, there is, and will be, no public market for the Note.

(f) The undersigned has sufficient income and net worth such that the undersigned does not contemplate being required to dispose of any portion of the investment in a Note to satisfy any existing or expected undertaking or indebtedness. The undersigned is able to bear the economic risks of an investment in a Note from the Company, including, without limiting the generality of the foregoing, the risk of losing all or any part of the investment and probable inability to sell or transfer the investment for an indefinite period of time. The undersigned acknowledges that this investment is speculative and may only be sold to persons who understand the nature of the proposed operations of the Company and for whom the investment is suitable. The undersigned represents that the undersigned meets such suitability standards.

(g) The Note when purchased will be acquired for the account of the undersigned.

(h) The undersigned acknowledges that the offering and sale of securities are being made by the Company in reliance upon an exemption from registration under the Securities Act of 1933, as amended (the "1933 Act"). The undersigned understands that the Notes have not been registered under the 1933 Act or any state securities laws, are "restricted securities" in the hands of the undersigned within the meaning of the 1933 Act and any future sale or transfer of a Note is prohibited without the prior written consent of the Company. The undersigned further understands that such exemptions depend upon my investment intent at the time the undersigned acquires the Note. The undersigned therefore represents and warrants that the undersigned is purchasing the Note for my own account for investment and not with a view to distribution, assignment, resale or other transfer of the Note. Except as specifically stated herein, no other person has a direct or indirect beneficial interest in the Note. Because the Note is not registered, the undersigned is aware that the undersigned must hold it indefinitely (until the Maturity Date in the Note) unless it is registered under the Act and any applicable state securities laws or the undersigned must obtain exemptions from such registration.

(i) The undersigned understands that the Company is not presently subject to the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and that the undersigned may not be permitted to rely on the provisions of Rule 144, promulgated by the Securities and Exchange Commission, for authority to sell or otherwise dispose of a Note after a fixed period of time.

(j) The undersigned will not sell or otherwise transfer or dispose of a Note (i) except in strict compliance with (A) the provisions of this Subscription Agreement and (B) the restrictions on transfer described herein and (ii) unless such securities are (X) registered under the 1933 Act, and any applicable state securities laws or (Y) the undersigned represents that such securities may be sold in reliance on an exemption from such registration requirements. The undersigned acknowledges that the Company is under no duty to register the Notes or comply with any exemption in connection with any attempt by me to sell, transfer or other disposition of the Note by me. The undersigned understands that in the event the undersigned desires to sell, assign, transfer, hypothecate or in any way alienate or encumber my Note in the future, the President of the Company can require that the undersigned provides, at the undersigned's own expense, an opinion of counsel satisfactory to the President to the effect that such action will not result in a violation of applicable federal or state securities laws and regulations.

(k) The undersigned is an accredited investor, as defined in Rule 501(a) of Regulation D promulgated pursuant to the Securities Act, by virtue of the facts set forth in the attached Purchaser Questionnaire.

(1) The investment in the Company has been privately proposed to the undersigned without the use of general solicitation or advertising. The solicitation of an offer to purchase the Note was directly communicated to me. At no time was the undersigned presented with or solicited by or through any leaflet, public promotional meeting, circular, newspaper or

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magazine article, radio or television advertisement or any other form of general advertising in connection with such communicated offer.

(m) The undersigned recognizes that an investment in the Company involves certain risks and I (and my Purchaser Representative) have taken full cognizance of and understand all of the risk factors related to the business objectives of the Company and the purchase of the Note, including the risk factors for speculative investments as described in the POM.

(n) No federal or state agency, including the Securities and Exchange Commission or the securities regulatory agency of any state, has approved or disapproved the Notes, passed upon or endorsed the merits of such investment, or made any finding or determination as to the fairness of a Note for private investment.

(0) The investment is being made in reliance on specific exemptions from the registration requirements of federal and state securities laws, and the Company is relying upon the truth and accuracy of the representations, warranties, agreements, acknowledgments and understandings set forth herein in order to establish such exemptions.

(p) All information that the undersigned has provided in the Purchaser Questionnaire, including, without limitation, information concerning myself, my financial position and my knowledge of financial and business matters and that of my Purchaser Representative, is correct and complete as of the date hereof, and if there should be any material change in such information prior to the acceptance of this Subscription Agreement, the undersigned will immediately provide the Company with such information.

(q) If the Subscriber is a corporation, partnership, trust, unincorporated association or other entity, it is authorized and otherwise duly qualified to purchase and hold the Note subscribed hereunder; such entity has not been formed for the specific purpose of acquiring a Note from the Company. If the Subscriber is a trustee and is acquiring the Note for the trust of which he is a trustee, he has sought the advice of counsel regarding whether the purchase of the Note is an authorized trust investment and has been advised by counsel that after reviewing the applicable state law and the terms of the trust instrument, such counsel is of the opinion that the undersigned has the authority to purchase the Note for the trust.

3. Non-Transferability of Note. The undersigned agrees to the non-transferability of the Note, except with the prior written consent of the Company, which may be withheld in its sole discretion for several reasons, including compliance with any applicable federal and/or state securities laws and any applicable exemptions.

4. Indemnification. The undersigned acknowledges and understands the meaning and legal consequences of the representations and warranties contained herein and agrees to indemnify and hold harmless the Company, its directors, officers, agents, employees and attorneys from and against any and all claims, loss, damage liability, cost or expense including attorneys' fees and courts costs due to or arising out of or connected directly or indirectly to any untrue statement made herein or any breach of any such representation or warranty made by the undersigned.

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5. Miscellaneous.

(a) The undersigned agrees that the undersigned may not cancel, terminate or revoke this Subscription Agreement or any covenant hereunder and that this Subscription Agreement shall be binding upon and shall inure to the benefit of the parties hereto and to the successors and assigns of the Company. Further, the undersigned agrees that this Subscription Agreement and the representations, warranties and covenants contained herein shall survive my death or disability and shall be binding upon my heirs, executors, administrators, successors and assigns.

(b) This Subscription Agreement shall be enforced, governed and construed in all respects in accordance with the laws of the State of Arizona, without regard to principles of conflicts of law provisions.

(c) Within five days after receipt of a written request from the Company, the undersigned agrees to provide such information and to execute and deliver such documents as may reasonably be necessary to comply with any and all laws and ordinances to which the Company is subject.

(d) This Subscription Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement.

DATED: <u>April 11, 2012</u>	By: Signature of Investor
	First Trust Company of Onaga, for the Benefit of Robert Z. Koehler Print Name of Investor
	Account Number:Address: 5433 E Osborn Rd. Phoenix, AZ 85018
	SSN or EIN:
	TIN Number:
	FICO:
	Address: <u>214 W 9th Street</u> <u>Onaga, KS 66521</u>
Agreed to and accepted by DenSco Invester Corporation as of the <u>11 day of April</u> 201 By:	
Name: Denny J. Chittick	
Title: President	

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Confidential Private Offering Memorandum

DenSco Investment Corporation

June 1, 2007

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Name of Payce: Ribert Machler

Confidential Private Offering Memorandum DenSco Investment Corporation

General Obligations Notes Minimum Purchase \$50,000

The General Obligation Notes (the "Notes") are general obligations of DenSco Investment Corporation, an Arizona corporation (the "Company"). The Notes, together with all other outstanding notes and all other advances or liabilities owed by the Company to any holder of an outstanding note will be secured by a general pledge of all assets owned by or later acquired by the Company. The Company's largest assets will be the Trust Dceds, as defined herein, acquired by the Company and the Notes will be superior in priority and liquidation preference to Notes subscribed for by officers and shareholders of the Company. Interest will be paid monthly, quarterly or at maturity. The Notes are not insured or guaranteed by any state or federal government entity or any insurance company, and the Company will not establish a sinking fund for the Notes. The Company generally may transfer, sell or substitute collateral for the Notes. The Company may modify the interest rate to be paid on subsequently issued Notes. The Company will use good faith efforts to prepay Notes upon receipt of written request, but the Company will not be obligated to do so. The Notes may be redeemed by the Company prior to maturity upon notice at a price equal to the principal amount of the Notes plus accrued interest to the date of redemption. See "Description of Securities - Note Terms." Default may occur with respect to one Note and not another. The Notes may be purchased directly from the Company without commission. The Company intends to offer the Notes on a continuous basis until the earlier of (a) the sale of the maximum offering, or (b) two years from the date of this memorandum; provided, however, the Company reserves the right to amend,

modify and/or terminate this offering if the Company changes its operations or method of offering in any material respect. See "Description of Securities" and "Plan of Distribution."

THE NOTES ARE SPECULATIVE AND INVESTMENT IN THE NOTES INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS."

THE NOTES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR APPLICABLE STATE SECURITIES LAWS, NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM OR ENDORSED THE MERITS OF THE PLACEMENT OF NOTES. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE NOTES ARE OFFERED PURSUANT TO EXEMPTIONS PROVIDED BY SECTION 4(2) OF THE ACT, REGULATION D THEREUNDER, CERTAIN STATE SECURITIES LAWS AND CERTAIN RULES AND REGULATIONS PROMULGATED PURSUANT THERETO. THE NOTES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY AND ITS COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.

	Initial Offering	Underwriting	Proceeds to the	
	Price (1)	Commissions (2)	Company (3)	
Note	\$50,000	-0-	\$50,000	
Total Minimum Offering	\$500,000	-0-	\$480,000	
Offering Maximum	\$50,000,000	-0-	\$49,980,000	

- The Notes are offered in \$50,000 initial investment with additional increments with a minimum of at least \$10,000. All subscriptions for Notes are subject to review and acceptance by the Company
- (2) Its President, Denny J. Chittick, is making the private placement of the Notes on behalf of the Company. Mr. Chittick will not receive any sales commission in connection with the placement of the Notes. The Company reserves the right to pay costs and commission to a licensed broker-dealer with an approved custodian to facilitate procedures by investors using qualified funds (i.e., IRA, SEP IRA, ROTH IRA and KEOGH Plans), up to one percent (1%) of the principal Note amount.
- (3) Organizational expenses and initial offering expenses, estimated at \$20,000, will be paid from the funds raised.

DenSco Investment Corporation 6132 W. Victoria Place Chandler, Arizona 85226 602-469-3001 602-532-7737(f)

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THE NOTES ARE OFFERED ONLY TO PERSONS WHO ARE: (1) "ACCREDITED INVESTORS" WITHIN THE MEANING OF RULE 501(a) OF REGULATION D PROMULGATED UNDER THE ACT AND STATE SECURITIES LAW; (2) ABLE TO BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE NOTES; AND (3) SUFFICIENTLY KNOWLEDGEABLE AND EXPERIENCED IN FINANCIAL AND BUSINESS MATTERS TO BE ABLE TO EVALUATE THE MERITS AND RISKS OF AN INVESTMENT IN THE NOTES EITHER ALONE OR WITH A PURCHASER REPRESENTATIVE. SEE "INVESTOR SUITABILITY." THE NOTES ARE NOT OFFERED AND WILL NOT BE SOLD TO ANY PROSPECTIVE INVESTOR UNLESS SUCH INVESTOR HAS ESTABLISHED, TO THE SATISFACTION OF DENNY J. CHITTICK, THAT THE INVESTOR MEETS ALL OF THE FOREGOING CRITERIA. EACH INVESTOR MUST ACQUIRE THE NOTES FOR HIS, HER OR ITS OWN ACCOUNT, FOR INVESTMENT PURPOSES ONLY, AND WITHOUT ANY INTENTION OF DISTRIBUTING OR RESELLING ANY OF THE NOTES, EITHER IN WHOLE OR IN PART.

THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO ANYONE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED. IN ADDITION, THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE PERSON WHOSE IDENTITY APPEARS IN THE APPROPRIATE SPACE PROVIDED ON THE COVER PAGE HEREOF. THE RIGHT TO PURCHASE NOTES AS DESCRIBED HEREIN IS NOT ASSIGNABLE.

THE OBLIGATIONS AND REPRESENTATIONS OF THE PARTIES TO THIS TRANSACTION WILL BE SET FORTH ONLY IN THE DOCUMENTS DESCRIBED HEREIN. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY

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REPRESENTATIONS CONCERNING THE COMPANY OTHER THAN AS CONTAINED IN THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM, AND IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON. THE DELIVERY OF THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM DOES NOT IMPLY THAT THE INFORMATION SET FORTH IN IT IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF.

THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM HAS BEEN PREPARED SOLELY FOR THE BENEFIT OF CERTAIN INVESTORS TO WHOM IT HAS BEEN DIRECTED. A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM, AGREES TO RETURN THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM AND ALL ENCLOSED DOCUMENTS TO THE COMPANY IF THE HOLDER DOES NOT UNDERTAKE TO PURCHASE ANY OF THE NOTES OFFERED HEREBY.

PRIOR TO THE SALE OF ANY NOTES OFFERED HEREBY, THE COMPANY WILL MAKE AVAILABLE TO EACH INVESTOR THE OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM MR. CHITTICK CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ADDITIONAL INFORMATION NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED HEREIN, TO THE EXTENT THE COMPANY OR MR. CHITTICK POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE.

ANY REPRODUCTION OR DISTRIBUTION OF THE CONFIDENTIAL PRIVATE OFFERING MEMORANDUM IN WHOLE OR IN PART, OR THE DISCLOSURE OF ANY OF

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ITS CONTENTS, WITHOUT THE PRIOR WRITTEN CONSENT OF MR. CHITTICK IS STRICTLY PROHIBITED.

REFERENCE IS MADE TO THE SUBSCRIPTION AGREEMENT AND SUITABILITY QUESTIONNAIRE ATTACHED HERETO FOR COMPLETE INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF INVESTORS WHO PURCHASE THE NOTES OFFERED HEREBY. CERTAIN PROVISIONS OF AGREEMENTS AND DOCUMENTS ARE SUMMARIZED IN THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM, AND THE SUMMARY IS QUALIFIED IN ITS ENTIRETY BY THE DETAILED INFORMATION OR AGREEMENT OR DOCUMENT APPEARING ELSEWHERE. IN CASE OF A CONFLICT BETWEEN THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM AND SUCH AGREEMENTS OR DOCUMENTS, THE AGREEMENT OR DOCUMENT, AS THE CASE MAY BE, SHALL GOVERN. REFERENCE IS MADE HEREBY TO THE COMPLETE TEXT OF ALL DOCUMENTS RELATING TO THIS PLACEMENT THAT ARE DESCRIBED HEREIN. A COPY OF ALL DOCUMENTS AND AGREEMENTS SO DESCRIBED BUT NOT INCLUDED HEREIN WILL BE MADE AVAILABLE TO A PROSPECTIVE INVESTOR AND ITS COUNSEL, ACCOUNTANT AND ADVISER(S) UPON REQUEST.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR MR. CHITTICK OR THEIR AFFILIATES AS LEGAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN COUNSEL, ACCOUNTANT AND OTHER ADVISERS AS TO TAX MATTERS AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE COMPANY.

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NOTWITHSTANDING ANYTHING CONTAINED IN THIS CONFIDENTIAL OFFERING MEMORANDUM TO THE CONTRARY, EXCEPT AS REASONABLY NECESSARY TO COMPLY WITH APPLICABLE SECURITIES LAWS, INVESTORS (AND EACH EMPLOYEE, REPRESENTATIVE OR OTHER AGENT OF THE INVESTORS) MAY DISCLOSE TO ANY AND ALL PERSONS, WITHOUT LIMITATION OF ANY KIND, THE U.S. FEDERAL INCOME TAX TREATMENT AND TAX STRUCTURE OF THIS OFFERING AND ALL MATERIALS OF ANY KIND (INCLUDING OPINIONS OR OTHER TAX ANALYSES) THAT ARE PROVIDED TO THE INVESTORS RELATING TO SUCH TAX TREATMENT AND TAX STRUCTURE. FOR THIS PURPOSE, "TAX STRUCTURE" IS LIMITED TO FACTS RELEVANT TO THE U.S. FEDERAL INCOME TAX TREATMENT OF THIS OFFERING AND DOES NOT INCLUDE INFORMATION RELATING TO THE IDENTITY OF THE ISSUER, ITS AFFILIATES, AGENTS OR ADVISORS.

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MEMORANDUM SUMMARY

The following summary should be read in conjunction with, and is qualified in its entirety by the more detailed information appearing elsewhere in this Confidential Private Offering Memorandum.

The Company

DenSco Investment Corporation, an Arizona corporation (the "Company"), is an Arizona corporation, which has been in operation since April, 2001. Despite only six years of operation, the Company has engaged in 975 loan transactions. The Company has been and will continue to be engaged primarily in funding purchases of houses through preforeclosure process, foreclosure sales and funding and purchasing construction loans, all of which will be secured by real estate deeds of trust ("Trust Deeds") to Arizona builders of new commercial and residential properties with defined loan-to-value ratios. The Company will seek to maintain a diversity of builders, loan size, back-office commercial properties, medical offices, strip commercial centers, high-end specialty and custom residential properties and construction locations. The Company does not intend to exceed a maximum loan size of \$1,000,000.00 and a maximum loan-to-value ratio of 70% percent in the aggregate for all loans in the loan portfolio.

The Company's office is currently located at 6132 W. Victoria Place, Chandler, Arizona 85226. Its current telephone number is 602-469-3001.

The Offering

Securities: The Company is offering the first \$500,000 in principal amount of Notes on an "all-or-none, best efforts basis" and on a "best efforts" basis with respect to the

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remaining \$49.5 million in principal amount of Notes. In addition to the Company's President, Denny Chittick initial capital contribution to the Company, Mr. Chittick maintains a \$1 million investment in the Company at all times. This investment takes the form of Notes. Therefore, depending on the maturity of the Notes currently held by Mr. Chittick, the minimum offering may be met with his investment only. The interest rates of the Notes will vary and will depend on the denomination of the Note and the term selected by the investor. The Notes are offered in denominations ranging from \$50,000 to \$1,000,000.00, increasing in additional increments with a minimum of \$10,000. The Notes are paid "interest only" during their terms, with principal payable only at maturity. Investors may elect to have interest paid monthly, quarterly or at maturity. If interest is paid other than monthly, interest will compound monthly. The Notes are not transferable without obtaining the prior written consent of the Company. The Notes are general obligations of the Company and are not directly secured by any specific asset of the Company. At any particular point in time, the assets of the Company will consist primarily of Trust Deeds in an aggregate principal amount approximately equal to the amount of the outstanding Notes. See "Use of Proceeds" and "Description of Securities."

Restricted Nature of

Securities: The Notes are not registered and are restricted securities. This is a private placement intended to be exempt from the registration requirements under federal and applicable state securities laws, and may only be made personally by a principal of the Company to a qualified investor who intends to hold the investment to maturity. See "Description of Securities."

- Risk Factors: An investment in the Notes involves a significant degree of risk. Only investors who can bear the economic risk of such an investment should purchase the Notes. See "Risk Factors" and "Investor Suitability."
- Use of Proceeds: The proceeds of the offering will be used as working capital primarily for lending secured by, and the purchase of, Trust Deeds within the guidelines set by the Company. See "Use of Proceeds" and "Business."
- Plan of Distribution: Notes may be purchased directly from the Company without commission. The Company intends to make a continuous offering of the Notes until the earlier of two years from the date of this memorandum or upon the sale of the maximum offering of \$50 million; provided, however, the Company reserves the right to amend, modify or terminate this offering if the Company changes its operations or method of offering in any material respect. See "Description of Securities" and "Plan of Distribution."

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BUSINESS

The Company was incorporated in Arizona on April 30, 2001 and is engaged primarily in the business of: (i) funding Foreclosure Specialists, who purchase houses through the preforeclosure process, and at foreclosure sales and (ii) funding and purchasing construction loans secured by real estate deeds of trust ("Trust Deeds") to Arizona builders of commercial and residential construction projects.

Target Markets and Potential Future Markets

The Company will target the funding and purchasing of Trust Deeds to qualified purchasers of foreclosed homes and qualified builders of Arizona commercial and residential projects. The primary focus is to lend money to qualified borrowers who can fulfill their loan obligation on highly marketable real properties with sufficient equity. When purchasing Trust Deeds, the Company intends to consider Trust Deeds that the loan-to-value ratio does not exceed 70 percent (70%) and the current yield is 18 percent (18%) or greater. Most of these purchased loans will have short-term maturities (less than one year), and under certain circumstances, Company may charge a higher interest rate or pass through additional costs incurred on short-term loans. Most Trust Deeds will range in size from \$50,000 to \$500,000, with the largest loan size not to exceed \$1,000,000. Each loan will be secured by its underlying real property (or in rare instances, separate real properties) as well as by personal property involved in the construction projects and personal guaranties (as determined on a case by case basis). The target loan duration is to last between two to four months and any loans longer than six months is structured to require monthly interest payments.

For lending to Foreclosure Specialists who purchase foreclosed homes prior to or at the foreclosure sale, the Company will target remodelers, contractors and other entities engaged in this niche real estate market, but the Company will not limit its efforts to this niche. The Company intends to have

these Trust Deeds have loan-to-value ratios, no greater than 70 percent but with an objective goal of 50 percent to 60 percent. The Company anticipates that the minimum loan size will continue to be \$50,000, and the maximum loan size will continue to be \$1,000,000. The values of these homes are determined to be based on the value to which they will appraise at or sell for on the retail market.

For lending on commercial projects, the Company will target established, reputable contractors and developers who are developing back-office commercial properties, medical and other professional offices, strip and pre-sold commercial centers, build-outs and high-end specialty projects on Arizona land they own or have rights to purchase. The Company intends to have these Trust Deeds have loan-to-value ratios, no greater than 65 percent but with an objective goal of 50 percent to 60 percent. The maximum loan size is intended to be \$1,000,000, with subordinated participation from other lenders for larger projects, which will probably obligate the Company to act on behalf of the other participating lenders. The Company intends to directly (through an officer or employee) or indirectly (through a real estate consultant) perform due diligence to verify certain information in connection with funding a Trust Deed. The loan-to-value ratio is determined by calculating the reasonable market value of the property at the end of the construction project.

For residential loans, the Company will seek reputable, licensed contractors who have pre-sold homes to build for qualified buyers. The Company also plans to finance builders' models, builders' "spec" homes and those projects that are highly marketable and have substantial builder equity. Most of these borrowers may qualify for conventional bank financing but they may use the Company because of the faster financing, competitive rates, better service and personal relationships with Mr. Chittick. The Company will not lend to natural persons for personal, family or household purposes.

The Company may elect to participate as an equity partner in some projects should the benefits warrant the risk. The Company may diversify its financing operations in the future to include other areas

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of finance. The Company does not anticipate entering any non-Arizona market without first attempting to contact the significant Note holders and discussing this market with them.

Cash Flow

The Company uses a proprietary cash flow-management model for balancing the terms of the Trust Deeds the Company makes to its borrowers with the terms of the Notes purchased by the Company's investors. The Company's objective is to have sufficient cash coming in from Trust Deed payoffs to be able to redeem all Notes as they come due and maintain reserves without any need to sell assets or issue new Notes to repay the earlier maturing Notes. See "Risk Factors - Proceeds from Subsequently Issued Notes May Be used to Repay Earlier Maturing Notes."

Limited Due Diligence

To the extent Trust Deeds are purchased, Trust Deeds will be purchased through a network of consultants, mortgage brokers and title companies that the Company believes are reliable referral sources. Prior to purchasing a Trust Deed or funding a direct loan, the Company intends to have an officer, employee or an authorized representative conduct a due diligence review by interviewing its owner, verifying the documentation and performing limited credit investigations as are deemed appropriate by the Company and visiting the subject property in a timely manner. For purchases of foreclosed homes, the properties are inspected after purchase, before or during rehabilitation and after rehabilitation to insure the property is improved to a marketable condition. The Company will not make residential loans to natural persons for personal, family or household purposes.

Funding and Purchase of Loans

The Company reserves the right to approve or decline the funding of each direct loan or the purchase of each Trust Deed submitted for purchase.

Collections

The Company services the contracts it purchases and originates. If a customer misses a payment without making satisfactory arrangement prior to the due date, the Company's policy will be to contact the customer within three to five days and watch the account closely until the payment or satisfactory arrangement has been made. At the discretion of the Company, the Company's normal documents provide that a late charge of ten percent of the interest amount due is to be assessed on a delinquent payment that is not cured within five days. If payment on a Trust Deed is 30 days delinquent, an accelerated default rate goes into effect and foreclosure proceedings may begin under the Deed of Trust; provided, however, the Company may elect not to begin foreclosure proceedings if the property secured by the loan is under contract for sale or is in the process of being refinanced. When a property is in foreclosure, the Company will reserve against loan losses to the extent the Company deems necessary. The Company believes that the reserves will be sufficient to protect the Company against project losses in excess of reserves would adversely affect the operations of the Company.

Regulation

The financing of construction loans and other types of real estate transactions are regulated by various federal and state government agencies, including the Arizona Department of Financial Institutions. Arizona Revised Statues §§ 6-901 to 910, §§ 6-941 to 948 and 6-971 to 985, and regulations

issued thereunder, have specific mortgage broker and mortgage banker licensing and operating requirements. The Company believes that it is not required to be licensed by the Arizona Department of Financial Institutions as a mortgage broker or a mortgage banker nor under certain federal laws, such as Truth-In-Lending or the Real Estate Settlement Procedures Act. The Company intends to take the necessary steps to ensure that the borrowers it lends to and the projects covered by such loans will not fall within the requirements imposed by the foregoing agency and acts.

The Company will not receive any points, commissions, bonuses, referral fees, loan origination fees or other similar fees in connection with its real estate loans. The Company will only receive periodic interest resulting from the application of the note rate of interest to the outstanding principal balance remaining unpaid from time to time. By limiting its compensation in this manner, the Company believes it will not need a license from the Arizona Department of Financial Institutions as either a mortgage loan broker or mortgage banker; provided, however, the Company reserves the right to work with and to pay a reasonable and customary mortgage broker fee to a licensed mortgage loan broker or mortgage banker for services in connection with its loans or to other third-party professionals in connection with due diligence for its loans.

Certain federal laws and regulations, such as the Truth-in-Lending Act, Real Estate Settlement Procedures Act and others contain specific requirements for lenders seeking to make loans to certain types of borrowers, which may or may not be secured by certain types of residential real property. Most of these statutes and regulations apply to transactions only if the loans are made to natural persons for personal, family or household purposes. The Company will not lend to natural persons for these purposes.

The U.S. Federal Housing Administration previously implemented nationwide restrictions on the issuance of FHA financing for houses being resold within 90 days of its acquisition, including additional

appraisal requirements. After some initial disruption to the home loan market, the interpretation of these restrictions was cased. If new regulations are issued or if a more strict interpretation of these regulations is implemented in the future, these regulations could reduce the demand for the Company's loans from Foreclosure Specialists which could impair the Company's ability to keep all of the proceeds from this offering fully vested.

Other states in the West have instituted additional restrictions concerning loans secured by private real estate, which are commonly referred to as "predatory mortgage lending laws." Although Arizona has not passed a similar statute, it is likely that some of those provisions will become in effect in Arizona either through law or regulation during this offering. The Company's management believes that the Company's practices will not need to change in order to be in compliance with any of the current proposals that may go into effect. However, there can be no assurance that such will be the case.

Diversity of Risk

The Company will attempt to maintain a diverse portfolio of Trust Deeds and loans by seeking a large borrowing base, participating in several local markets, acquiring Trust Deeds for any lending into residential and commercial projects, establishing loan-to-value guidelines and limiting financing to short terms. Currently, the Company's base of borrowers exceed 200 approved and qualified borrowers. It is the Company's plan that the base of borrowers eventually will exceed 500 qualified contractors and foreclosure specialists. The Company will maintain loans throughout the Phoenix metropolitan area to reduce its risk to fluctuations in values and conditions in markets within the metropolitan area. The Company also believes that it can reduce risk by participation in various types of financing: Trust Deeds on foreclosed properties, residential Trust Deeds and lending from \$50,000 tract homes and condominiums to \$1,000,000 custom "spec" homes; and commercial investments for flex-office, back-office, medical/general office and retail. In addition, the Company intends to maintain general loan-to-

value guidelines that currently range from 50 percent to 65 percent, (but it is intended not to exceed 70%), to help protect the Company's portfolio of loans. Further, all loans are relatively short term.

Because of these varying degrees of diversification, the relatively short duration of each of the loans, and management's knowledge of the Phoenix metropolitan area market, the Company anticipates that it will not experience a significant amount of losses; however, there can be no assurance that the Company will not experience such losses. Mr. Chittick, individually, has made or participated in approximately 1,000 loans secured by real estate over the last ten years. As of the date of this Memorandum, Mr. Chittick has experienced only five default requiring initiating foreclosure, and no loans that resulted in principal losses. To the extent the Company deems necessary, the Company intends to use the services of outside real estate lending consultants to assist in evaluating any loan or the security for the loan to reduce the risk of a loss of principal due to the default of a real estate loan by a borrower and the resulting foreclosure upon the security for the loan.

The Company will make available to each prospective investor, prior to the consummation of the offering and sale of a Note to such investor and such investor's representative and advisers, the opportunity to ask questions and receive answers concerning the terms and conditions of this offering and to obtain any additional information that the Company may possess or may be able to obtain without unreasonable effort or expense, and which may be necessary to verify the accuracy of the information furnished to such prospective investor.

Executive Offices

The Company's office is currently located at 6132 W. Victoria Place, Chandler, Arizona 85226. Its current telephone number is 602-469-3001.

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RISK FACTORS

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An investment in the Notes offered by the Company involves a significant degree of risk. The securities offered hereby should not be purchased by anyone who cannot tolerate significant risk, including the possibility of losing their total investment in the Notes. In analyzing a possible investment in the Notes, prospective investors should consider carefully the following factors, together with the information contained elsewhere in this Memorandum.

Operating History

In the Company's six year operating history, the Company has completed in excess of 975 loan transactions. However, even with these number of loans over six years, the evaluation of prior company performance set forth in Prior Performance is limited in time. Accordingly, there can be no assurance that the Company will be able to continue to operate and achieve these results on a going-forward basis, which could limit the Company's ability to repay the Notes as planned.

Competition

The Company is engaged in a highly competitive industry. The Company competes with banks, savings and loan institutions, credit unions, mortgage brokers, finance companies and other private investors that are more established in the finance business. Competition in the finance business is based upon the lowest overall loan cost which consists of interest rates, fees, closing costs, document fees, reputation, and availability of funds and the length of time it takes to approve a loan. The cost of funds to many of our competitors is typically lower than the Company's, allowing them to compete for borrowers on better terms, such as interest rates, which is a significant component of loan cost. The competition usually has lower costs on longer-term loans. The Company's higher cost of capital and lending rates

may result, in part, in the Company acquiring Trust Deeds and lending to borrowers who are unable to obtain financing from these larger competitors. In some cases, these types of borrowers have weaker credit worthiness than other borrowers, which could expose the Company to a greater risk of nonpayment of its loans by borrowers. See "Business-Target Markets and Potential Future Markets."

Ability To Generate Sufficient Cash Flow To Service The Outstanding Notes

The Company's ability to generate cash in amounts sufficient to pay interest on the Notes and to repay or otherwise refinance the Notes as they mature depends upon the Company's receipt of payments due under the loans that are in the Company's portfolio. The Company's financial performance and cash flow depends upon prevailing economic conditions and certain financial, business and other factors that are beyond the Company's control. These factors include, among others, economic and competitive conditions, particularly in areas in which the borrowers operate their businesses, and general economic conditions that affect the financial strength of developers and real estate investors in the areas that the Company intends to make investments. Accordingly, an investment in the Notes offered hereby involves substantial risk and Notes should not be purchased by anyone who cannot tolerate substantial risk, including the possibility of losing their total investment in the Notes. There can be no assurance that the Company will be able to continue to operate and repay the Notes as planned.

Expansion of Real Estate Loan Base

After giving effect to this offering and the application of the net proceeds, the Company will have significant outstanding indebtedness. The Company's ability to make scheduled principal and interest payments on the Notes will depend upon the Company's ability to generate adequate revenues from its real estate lending operations. The Company has historically received approximately 18% effective interest on its real estate loans but minimal interest on its cash accounts at its bank. Therefore, in order to

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pay the principal and interest due on the Notes, the Company will need to loan a significant amount of its capital to its real estate loan borrowers and reloan any repayment proceeds in a timely manner. As the Company receives the proceeds from this offering, the Company intends to expand its real estate loan base in order to keep its capital loaned to its real estate loan borrowers as opposed to being in its cash accounts at the bank. If the Company cannot continue to expand its real estate loan base, it may not generate enough revenues to service its debt obligations, including the Notes. Accordingly, the Company will continue to rely upon repeat borrowers, word of mouth referrals and the referral network of outside mortgage brokers and consultants that Mr. Chittick has developed. See "Business-Target Markets and Potential Future Markets."

Demand for Real Estate Loans

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The Company's success depends, in part, upon its ability to continue to develop and achieve growth in its real estate lending operations and to manage this growth effectively. In formulating and implementing its business plan, the Company relied on the judgment of its officers and consultants, and on their research and experience to determine customers, marketing strategy and procedure. The Company has not planned, conducted or contracted for any independent market studies concerning the anticipated demand for the Company's real estate lending services. Although the Company has reviewed general reports concerning the number of houses being built, houses for sale, jobs created and people relocating to Metropolitan Phoenix, the Company has not reviewed any specific analysis concerning the demand for its niche in real estate lending. Although Mr. Chittick and the Company have developed a network of qualified borrowers and referral sources of current borrowers and escrow officers, there can be no assurance that there be sufficient demand for loans by qualified borrowers, this could have an adverse effect on the anticipated demand for the Company's real estate lending services and limit the Company in its efforts to generate

sufficient revenues to make scheduled interest and principal payments on the Notes needed for growth. See "Business-Target Markets and Potential Future Markets."

Management of Rapid Growth

The Company's success depends, to a large extent, on its ability to achieve growth in the number of loan applications and closings, the due diligence and servicing of these loans and the ability to manage this growth effectively. This growth will challenge the Company's management, resources and systems. As part of its business strategy, the Company intends to pursue continued growth through its business contacts, marketing capabilities and marketing alliances. As the Company continues to grow, the Company will need to expand its resources and systems to manage future growth, but there can be no assurance that the Company will continue to be able to grow in the future or to even manage this growth effectively. Failure to do so could materially and adversely affect the Company's business and financial performance. See "Business," and "Management".

No Sinking Fund Provision; Lack of Governmental Insurance

The Notes represent general obligations of the Company and will not be subject to redemption through a sinking fund. As a result, the risk of loss on the Notes is greater than would be the case if the Notes were backed by a sinking fund. Repayment of the Notes by the Company is not secured by any property owned by the Company or any third party. There will be no limitation on the amount of future indebtedness that the Company may issue, create or incur, and the Company will not be prohibited from permitting liens to be placed on or creating senior liens on its property for any purpose, including for the purpose of securing payments or additional indebtedness. Furthermore, neither the Federal Deposit Insurance Corporation nor any other state or federal government agency insures the Notes. See "Description of Securities."

Terms of Notes

The Company expects to redeem the Notes as they mature, including the initial principal balance of each Note and all accrued and unpaid interest. However, the Company has the right to redeem the Notes at any time prior to maturity upon 30 days' written notice to the Noteholder. In the case of early redemption, the Company has the absolute discretion to select the Notes that it will redeem, and there is no requirement that Notes be redeemed from Noteholders on a pro rata or any other basis. Notes redeemed prior to maturity would prevent Noteholders of the Notes called for redemption from receiving the anticipated return on such Notes. See "Description of Securities."

Proceeds from Subsequently Issued Notes May Be Used to Repay Earlier Maturing Notes

The Company may be dependent upon the proceeds of subsequently issued Notes to repay earlier maturing Notes. If sufficient proceeds from such subsequently issued Notes are not raised, the Company would rely on its cash reserves, its operating capital and proceeds from the sale of Trust Deeds to repay the earlier maturing Notes. Such funds may be insufficient to repay the earlier maturing Notes, in which event the Company may be unable to repay such Notes or the subsequently issued Notes. The ability of a Noteholder to obtain payment of principal and interest on a Note in these circumstances could be limited to the Noteholder's ability to gain control over and sell assets of the Company. See "Use of Proceeds" and "Description of Securities."

Variable Rates and Maturities of Notes

Each Note bears a fixed rate of interest from the date of its issuance until maturity or early redemption. However, Notes issued subsequent to those purchased by an investor may be issued at

higher or lower interest rates and shorter or longer maturities, depending upon market conditions and other factors. Notes outstanding at any given time will not be modified to reflect the terms and conditions of such subsequently issued Notes. Therefore, any particular investor risks investing in the Notes on terms less favorable than may be available at later dates to future investors. See "Description of Securities."

Management anticipates that the interest rate on each Note will be determined and agreed upon on the date of issuance, in significant part, by the demand for funds and the competitive environment in the foreseeable future by the Company. Since the interest rate the Company may charge its customers is limited by competitive and other factors, the Company may not be able to pass on increases in its funding rate to investors. See "Description of Securities."

Value of Company's Assets

The Notes, together with all other outstanding Notes and all other advances or liabilities owed by the Company to any holder of an outstanding Note, will be unsecured as to any and all assets owned by or later acquired by the Company (the "Company's Assets"). There can be no assurance that the proceeds of any sale of the Company's Assets pursuant to and following an Event of Default (as defined in "Description of Securities") would be sufficient to repay the Notes. In addition, investors in the Notes will have no ability to cause a sale of Company assets. See "Use of Proceeds," "Business" and "Description of Securities."

Collections and Foreclosures

The Company is responsible for collecting payments from loan obligors and for foreclosing under the applicable Trust Deed in the event of default by an obligor. If the Company must complete a project repossessed by it, the Company may have to inject additional capital, which it may not be able to fully recover. Further, the completion time may be in excess of one year, causing a severe strain on the cash flow of the Company, depending upon the project size. The Company also is subject to strict state law requirements in the collection and repossession of its collateral securing each loan. Although the Company will make every effort to comply with all applicable laws, any failure to comply may subject the Company to severe monetary damages or penalties and may result in administrative or judicial action against the Company. See "Business-Regulation."

No Assurance of Conventional Financing for the Company's Operations

In addition to Note proceeds, the Company may establish lines of credit or obtain various forms of financing from a financial institution or any other person or entity. The Company believes that during the past few years, conventional financing for speculative business enterprises, such as the Company's lending operations, has become more difficult to obtain. If regular, continued sale of the Notes is not successful, and the Company is not able to obtain sufficient financing from other sources, the Company may be forced to sell Trust Deeds and/or loans in its portfolio to pay maturing Notes as they come due. Mr. Chittick has provided liquidity to the Company through an equity line of credit in the past and he intends to do so in the future. When Mr. Chittick advances funds to the Company from this equity line of credit, Mr. Chittick draws an interest rate of 12% per annum. Funds advanced in this manner are generally only short term (3-5 days). If the Company were to require additional conventional financing, the lender will probably secure its loan to the Company by requiring a lien on the Company's assets, including the Trust Deeds. The lender's lien would have priority to any claims of any of the investors in the Notes, which puts these investors at risk. There can be no assurance the Company would be able to receive sufficient proceeds from the sale of the loans or Trust Deeds to repay any additional financing, if applicable, and to repay all of the outstanding Notes. See "Use of Proceeds," "Business" and "Description of Securities."

Regulation

Because it will not make loans for personal, family or household purposes, the Company believes it has structured its operations to be exempt from various federal and state regulations, and particularly from regulations affecting lending and financial institutions. If it is determined that the Company has not structured its operations so that it is exempt from regulation, the Company could become subject to extensive regulation, including the Truth in Lending Act, the Homeownership and Equity Protection Act of 1994, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Real Estate Settlement Procedures Act and the Home Mortgage Disclosure Act, as well as various state laws and regulations. Failure to comply with any of these requirements, or any similar state law requirement, may result in, among other results, demands for indemnification or repurchase, rescission rights, lawsuits, administrative enforcement actions and civil and criminal liability. In addition, there can be no assurance that existing regulations will not be revised to govern the activities of the Company as currently structured. Compliance with existing or future regulation could be costly and could materially adversely affect the operations of the Company. See "Business – Regulation," including the predatory mortgage lending discussion contained therein.

FHA Regulation

In addition, the Federal Housing Administration previously implemented nationwide restrictions on the issuance of FHA financing for houses being resold within 90 days of its acquisition. After some initial disruption to the home loan market, the interpretation of these restrictions were eased. If new regulations are issued or if a more strict interpretation of these regulations is implemented in the future, these regulations could reduce the demand for the Company's loans from prospective borrowers, which could impair the Company's ability to keep all of the proceeds from this offering fully invested. See "Business - Regulation."

No Assurance of Successful Placement of the Notes

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The Notes are being privately placed by the Company to qualified investors who intend to hold them for their own account until maturity. There is no underwriter, and there is no assurance that the Company will be successful in the continued placement of the Notes in a manner sufficient to satisfy its cash flow requirements to continue funding loans to its borrowers. See "Use of Proceeds" and "Business."

Absence of Public Market/ Non-Transferability of Notes

The Notes have not been registered under the Act or any state securities law and, unless so registered, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Act and applicable state securities laws. The Company does not intend to register the Notes under the Act or any state securities law. In addition, the Notes are non-transferable without the prior written consent of the Company, which consent may be withheld in the Company's sole discretion. Accordingly, there is no public or private trading market for the Notes, and it is highly unlikely that a trading market will develop. The Company has no obligation to make any effort to cause a trading market to develop and does not intend to take any actions to cause a trading market to develop and does not intend to take any actions to cause a trading market to develop and does not intend to take any actions to cause a trading market to develop and does not intend to take any actions to cause a trading market to develop and does not intend to take any actions to cause a trading market to develop and does not intend to take any actions to cause a trading market to develop the restricted nature of the security prohibits the purchase of the Notes for any purpose other than holding to maturity, an investor in the Notes must anticipate holding the Notes to maturity. See "Description of Securities."

Impact of Change in Economic Conditions

An unforeseen change of general economic conditions, and particularly in Arizona and the southwestern United States, may adversely impact the Company's business and its ability to generate sufficient operating income to satisfy its debt obligations, including its obligations under the Notes as they become due. The Company maintains the right to adjust the interest paid in subsequently offered Notes and on the Notes offered hereby with 30 days' written notice. In the past, Arizona's real estate market has been cyclical and has experienced severe fluctuations. Investors should anticipate that these real estate markets might experience cyclical fluctuations in the future. The Company would adjust its operations in response to changing conditions, but there can be no assurance that the Company will be able to operate as planned during periods of such fluctuation or adjust its operations to avoid the impact of such changed conditions. See "Business-Target Markets and Potential Future Markets."

Dependence on Key Personnel

The Company is dependent on the continued services of Mr. Chittick. The Company's ability to continue its lending operations would be significantly and adversely affected by the loss of Mr. Chittick if a qualified replacement could not be found without undue delay. Although Mr. Chittick occasionally uses the services of outside consultants who have assisted Mr. Chittick in limited absences, it is unlikely that an outside consultant would be able to perform Mr. Chittick's duties as successfully as Mr. Chittick has done. If Mr. Chittick is disabled or unavailable for a long period of time, Mr. Chittick has developed a contingency plan for a consultant to wind down the Company's business, but there can be no assurance that such plan will be successful. See "Management."

Management's Outside Interests and Conflicts of Interest

Mr. Chittick may maintain some activity in personal investments outside of the Company and he may manage similar types of outside portfolios as those maintained by the Company. Some of the Company's outside consultants who occasionally assist Mr. Chittick also make investments in loans secured by deeds of trust. In addition, Mr. Chittick invests in similar instruments on his own behalf. Since the Company plans to invest in portfolios similar to those of some of its consultants and Mr. Chittick, and because of the past (and limited present) consulting relationships between and among Mr. Chittick and some consultants, conflicts of interest exist and will continue to exist between the Company and the outside interests of Mr. Chittick and some consultants. See "Management."

No Protections From Investment Company Act Registration

The Company is not registered, and does not intend to register, under the Investment Company Act of 1940 in reliance upon an exclusion from the definition of an investment company provided in Section 3(c)(5) thereof. As a result, the operation and conduct of the Company's business will be subject to substantially less federal and state regulation and supervision than a registered investment company. If the Company was subject to the Investment Company Act of 1940, the Company would be required to comply with significant, ongoing regulation which would have an adverse impact on its operations. This could occur if a significant proportion of the proceeds from the sale of the Notes were invested in shortterm debt instruments for longer than a one-year period. The Company intends to take all reasonable steps to avoid such classification. See "Business."

Control by and Benefits to Insiders

Notcholders will not be able to influence the management of the Company because Mr. Chittick owns all of the outstanding shares of common stock of the Company. See "Management" and "Principal Shareholder."

Difficulties and Costs of Continuous Offering

Until the maximum offering proceeds are attained or the Company terminates this offering, the Company expects to offer the Notes for placement on a continuing basis for two years from the date of this Memorandum unless the Company changes its operations or method of offering in any material respect prior to the expiration of the two year offering period. See "Plan of Distribution." In order to continue offering the Notes during this period, the Company will need to update this Memorandum from time to time. Keeping the information in the Memorandum current will cause the Company being subject to a claim under Section 10b-5 of the Securities Act for employing a manipulative or deceptive device in the sale of securities, subjecting the Company, and possibly the management of the Company, to claims from regulators and investors. In addition, an investor might seek to have the sale of the Notes hereunder rescinded which would have a serious adverse affect on the Company's operations.

Certain Charter Provisions

Arizona law provides that Arizona corporations may include provisions in their articles of incorporation or bylaws relieving directors and officers of monetary liability for breach of their fiduciary duty as director or officers, respectively, except for the liability of a director or officer resulting from: (i) any transaction from which the director derives an improper personal benefit; (ii) acts or omissions involving intentional misconduct or the absence of good faith; (iii) acts or omissions showing reckless disregard for the director's or officer's duty; or (iv) the making of an illegal distribution to shareholders or an illegal loan or guaranty.

The Company's Articles of Incorporation provide that the Company's directors are not liable to the Company or its shareholders for monetary damages for the breach of their fiduciary duties to the fullest extent permitted by Arizona law. The Company's Bylaws provide that the Company may indemnify its directors and officers as to those liabilities and on terms and conditions permitted by Arizona law including the payment of expenses incurred by a director or officer in advance of final disposition of the proceeding following the furnishing of certain written representations.

Notes are Unsecured General Obligations

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The Notes are unsecured obligations of the Company, and Noteholders will be general unsecured creditors of the Company. The Notes do not limit the Company's ability to obtain additional capital from other sources and do not limit the Company's ability to grant such other financing sources liens or other security interests in the Company's assets and other property. If a bankruptcy proceeding is commenced by or against the Company, creditors of the Company who were granted a security interest in the Company's property will be entitled to repayment prior to any general unsecured orditors, which could reduce the funds available for repayment of the Notes in a bankruptcy or other liquidation scenario. Title 11 of the United States Code (the Bankruptcy code'') also specifies that certain other creditors be entitled to repayment prior to general unsecured creditors. There can be no assurance that the Noteholders will receive any payments in respect of the Notes if the indebtedness of any secured creditors of the Company exceeds the value of such secured creditors' collateral.

Changes in Investment and Financing Polices without Noteholder Approval

The major business decisions and policies of the Company, including its investment and lending policies and other policies with respect to growth, operations, debt and distributions, will be determined by the Company's management. The Company's management will be able to amend or revise these and other policies, or approve transactions that deviate from these policies, from time to time without a vote of the Notcholders. Accordingly, the Noteholders will have no control over changes in strategies and policies of the Company, and such changes may not serve the interests of all the Noteholders and could materially and adversely affect the Company's financial condition or results of operations.

Issuance of Additional Debt and Equity Securities

The Company will have authority to offer additional debt and equity securities for cash, in exchange for property, services or otherwise. The Noteholders will have no preemptive right to acquire any such securities. Further, the Company is not subject to any agreement that limits or restricts the amount or the terms of additional debt that the Company may incur in the future. To the extent that the Company incurs debt and grants its creditors security interests in or other liens upon the Company's assets or other collateral, those other creditors would enjoy priority in right of payment compared to the Noteholders, up to the value realizable from such collateral.

Concentration of Loans in Arizona

The Company's portfolio of loans is concentrated in Arizona. Consequently, the Company's operations and financial condition are dependent upon general trends in the Arizona market in which such concentration exists and, more specifically, its respective real estate market. A decline in a market in which the Company has a concentration may adversely affect the values of properties securing the

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Company's loans, such that the principal balance of such loans may equal or exceed the value of the underlying properties, making the Company's ability to recover losses in the event of a borrower's default unlikely. In addition, uninsured disasters such as floods, terrorism, and acts of war may adversely impact the borrowers' ability to repay loans, which could have a material adverse effect on the Company's results of operations and financial condition.

Possible Inadequacy of Allowances for Loan Losses

The Company's allowance for losses related to the loans is maintained at a level considered adequate by management to absorb anticipated losses, based upon historical experience and upon management's assessment of the collectibility of loans in the Company's portfolio from time to time. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond the Company's control and such losses may exceed current estimates. Although management believes that the Company's allowance for losses related to the loans is adequate to absorb any losses on existing loans that may become uncollectible, there can be no assurance that the allowance will prove sufficient to cover actual losses related to the loans in the future.

Broad Management Discretion as to Use of Proceeds

The net proceeds to be received by the Company in connection with this offering will be used for working capital and general corporate purposes, including the funding of loans. Accordingly, management will have broad discretion with respect to the expenditure of such proceeds. Purchasers of the Notes will be entrusting their funds to the Company's management, upon whose judgment they must depend, with limited information concerning the specific working capital requirements and general corporate purposes to which the funds will ultimately be applied. See "Use of Proceeds."

Federal Income Tax Risks

The discussion entitled "Certain United States Federal Income Tax Considerations" includes a discussion of certain U.S. income tax risks involved in an investment in the Notes. The section does not discuss all aspects of U.S. federal income taxation that may be relevant to any particular investor and cannot address any investor's specific investment circumstances. In addition, the section does not include a discussion of state, local or foreign tax laws. Each investor should consult its own tax advisor with respect to these and other tax consequences of an investment in the Notes.

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FORWARD-LOOKING STATEMENTS

This Confidential Private Offering Memorandum, including information incorporated by reference in this Memorandum, contains forward-looking statements regarding the Company's plans, expectations, estimates and beliefs. Actual results could differ materially from those discussed in, or implied by, these forward-looking statements. When used in this Memorandum, the words "anticipate," "intend," "believe," "estimate," and other similar expressions generally identify forward-looking statements, which are found throughout this Memorandum whenever statements are made that are not historical facts.

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USE OF PROCEEDS

The Company intends to use the net proceeds received from the sale of the Notes, after deducting organizational and offering expenses not expected to exceed \$20,000, primarily for operating capital, to purchase and fund Trust Deeds and to acquire interests in properties or notes, which the Company's management anticipates to be able to resell or collect as applicable. The proceeds from the sale of Notes may be used to repay earlier maturing Notes; provided, however, the Company will limit the amount of money that may be raised for this purpose so that the Company will not become subject to the Investment Company Act of 1940. See "Risk Factors – Proceeds from Subsequently Issued Notes May Be Used to Repay Earlier Maturing Notes."

The Company may use proceeds from this private placement for general business purposes, including rent, advertising, labor and administrative expenses, if needed, investment, expansion or the purchase of capital assets and to fund loans to borrowers and purchase Trust Deeds. However, the Company expects that no more than .04 percent of the proceeds of the offering will be allocated to general business purposes. The Company is not required to maintain reserves or to deposit any of the proceeds of the offering, into a reserve account, for the purpose of providing liquidity to service interest payments on, and redemption of, the Notes as they mature. The Company does not intend to maintain reserves from the proceeds of the offering in a cash reserve account. The remaining proceeds, net of cash reserves, if any, should be available to fund and purchase Trust Deeds. The Company is not required or obligated to give Noteholders notice of any changes in the Company's intended use of proceeds of the offering. See "Business."

The following table sets forth the Company's best estimates of the use of the minimum and maximum target gross proceeds from the sale of the Notes.

	Minimum	Percent of	Target	Percent of
	Amount	Offering	Amount	Offering
	Raised		Raised	
Gross Offering Proceeds	\$500,000	100%	\$50,000,000	100%
Commissions & Costs (1)	-0-	0%	-0-	0%
Cash Reserve (2)	-0-	0%	-0-	0%
General Business (3)	\$20,000	4%	\$20,000	.04%
Proceeds Available For Funding/	\$480,000	96%	\$49,980,000	99.96%
Purchase of Construction Loans (4)				

- (1) The Company does not anticipate paying costs and commissions in excess of the costs associated with this offering. The Notes may be purchased directly from the Company without commission. Notes maturing more than two years also may be purchased by investors using qualified funds (i.e., IRA, SEP IRA, ROTH IRA and Keogh Plans), through a licensed broker-dealer and with an approved custodian; provided, that such investments meet the investor suitability requirement. Transaction costs for Notes purchased with qualified funds will be paid by the Company up to one percent (1%) of the principal Note amount.
- (2) The Company intends (but is not required) to maintain cash reserves (or access to other funds) approximately equal to a minimum of one percent of the aggregate balance of Notes outstanding in its general accounts to provide funds to service interest payments and to facilitate redemption of the Notes. This amount will be calculated using a proprietary cash-flow management model. Interest accruing in the general accounts will belong to the Company.

- (3) The Company anticipates that its current facilities are adequate to fund real estate loans and to service the volume of contracts that would be purchased at the minimum level of proceeds. If its business is significantly increased, the Company may invest in additional personnel, computer equipment and facilities capable of processing increased data. General business expenses also include the organizational and initial offering expenses.
- (4) This use of the proceeds is only an estimate and the Company reserves the right to allocate the proceeds in a different manner consistent with the Confidential Private Offering Memorandum.

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PRIOR PERFORMANCE

Mr. Chittick organized the Company in April of 2001 to provide a short-term funding source for primarily real estate developers and foreclosure specialists. Mr. Chittick has arranged for the funding and administration of real estate loans since that time.

Mr. Chittick initially capitalized the company with one million dollars of his personal funds. From July 2001 through December 2001, an additional \$500,000 was raised from investors. In 2002, an additional \$930,000 was raised from investors. In 2003, an additional \$1,550,000 was raised from existing and new investors. In 2004, the amount from both old and new investors increased to an additional \$2,450,000. In 2005, an additional \$2,670,000 was raised from existing and new investors. In 2006, an additional \$2,800,000 was raised from existing and new investors. From January 2007 to the end of May 2007, there has been an additional \$1,070,000. Mr. Chittick uses an equity line of credit to help facilitate cash flow for the Company. All of the money raised from investors has been through the sale of promissory notes like those being offered in this placement. Such notes were for terms of 6 to 60 months and have, to date, drawn interest at the rate of 8 to 12% per annum. The Company has never defaulted on either interest or principal for any of such notes.

The money raised by the Company from investors has historically been divided into a large portfolio of loans secured by marketable properties with varying values and locations in the Phoenix metro area. The Company is currently lending in approximately 30 cities in the Phoenix metro area, which include Maricopa and Pinal Counties. The Company will have loans secured by properties in many of these cities simultaneously. The Company has endeavored to maintain a large and diverse base of borrowers as well as a diverse selection of properties as collateral for its loans to the borrowers.

All real estate loans funded by the Company have been and will be secured through first position trust deeds. The loan to value ratio of the Company's overall portfolio has averaged less than 70% and the Company intends to maintain a loan to value ratio of 50% to 65%.

In 2001, the Company funded 37 loans in its first year of operation. The aggregate amount of these loans totaled \$3,378,000, with the value of underlying homes totaling \$6,393,000. Of those 37 loans, 15 were repaid in 2001. The repaid loans totaled \$1,452,000, with the value of the underlying homes equaling \$2,431,000. All interest due from all loans was collected.

In 2002, the Company funded 69 loans in its first full year of operation. The aggregate amount of these loans totaled \$5,685,000, with the value of the underlying homes totaling \$8,780,000. Of the 69 new loans in 2002 and the remaining unpaid loans from late 2001, 66 were repaid in 2002. These repaid loans totaled \$5,267,000, with the value of the underlying homes equaling \$9,076,300. All interest due from all loans was collected.

In 2003, the Company funded 124 loans. The aggregate amount of these loans totaled \$11,673,000, with the value of the underlying homes totaling \$17,530,500. Of the 124 new loans in 2003 and the remaining unpaid loans from late 2002, 106 were repaid in 2003. These repaid loans totaled \$9,693,500, with the value of the underlying homes equaling \$14,488,500. All interest due from all loans was collected.

In 2004, the Company funded 185 loans. The aggregate amount of these loans totaled \$19,907,000, with the value of the underlying homes totaling \$30,422,600. Of the 185 new loans in 2004 and the remaining unpaid loans from late 2003, 170 were repaid in 2004. These repaid loans totaled \$17,951,700, with the value of the underlying homes equaling \$26,939,500. All interest due from all loans was collected.

In 2005, the Company funded 236 loans. The aggregate amount of these loans totaled \$34,955,700, with the value of the underlying homes totaling \$50,487,300. Of the 236 new loans in 2005 and the remaining unpaid loans from late 2004, 232 were repaid in 2005. These repaid loans totated \$31,001,940, with the value of the underlying homes equaling \$45,111,500. All interest due from all loans was collected.

In 2006, the Company funded 215 loans. The aggregate amount of these loans totaled \$34,468,100, with the value of the underlying homes totaling \$52,784,000. Of the 215 new loans in 2006 and the remaining unpaid loans from 2005, 212 were repaid in 2006. These repaid loans totaled \$35,301,250, with the value of the underlying homes equaling \$53,057,200. One loan that was foreclosed on, and successfully resold, did not pay all the interest due. However, the small uncollected amount was absorbed by the Company.

From January 1, through May 31, 2007, the Company has funded 114 loans for a total of \$17,849,950, with the underlying homes valued at \$28,119,900. There have been 99 loans repaid in 2007 for a total of \$15,794,250, and house values of \$25,951,800. All loans that have closed have paid all interest due.

Since inception through May 31, 2007, the Company has participated in 980 loans, with an average loan amount of \$132,350, with the highest single loan being \$700,000 and lowest being \$25,000. The aggregate amount of loans funded is \$127,916,750 with property values totaling \$194,517,300. The total amount of loans that have funded and closed is \$116,461,640 with home values equaling \$177,055,800. These loans have borne interest rates of 18% to 24% per annum. The interest rate paid to noteholders has ranged from 8% to 12% per annum through such date. All secured loans made by the

Company have been paid in accordance with their respective terms and it has sustained no loses on its portfolio.

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MANAGEMENT

Directors and Executive Officers

The Director and Executive Officers of the Company are: Denny J. Chittick, 39, President, Vice President, Treasurer, and Secretary.

Denny J. Chittick worked at Insight Enterprises, Inc, a publicly traded company, for nearly 10 years, holding many different positions from finance, accounting, operations and held the position of Sr. Vice President and ClO when he left the company in 1997. Since leaving Insight, he has been involved in several different companies, including a software company, internet company and finance company. Mr. Chittick holds a degree in Finance from ASU.

Real Estate Consultant

The Company will have only one employee, which will require the Company to use outside consultants on a periodic basis to provide various services. These consultants may be retained to assist with any necessary due diligence in connection with these loans and, to the extent necessary, to assist with the closing of a loan.

Employees

With the assistance of outside consultants on an as-needed basis, Mr. Chittick intends to operate the Company as its primary employee, analyzing, negotiating, originating, purchasing and servicing Trust Deeds by himself. As the portfolio of contracts increases, the Company may add additional personnel.

Contingency Plan in the Event of Death or Disability of Mr. Chittick

In the event that Mr. Chittick is unable to perform his duties to continue the operation of the Company in any capacity, Mr. Chittick has reached an agreement in principle with Robert Koehler, an owner of RLS Capital, Inc. to provide or arrange for any necessary services for the Company. Robert has eight years of experience supporting real estate loan portfolios similar to the portfolio of the Company. Robert holds a real estate license in Arizona and has worked as a loan officer in the residential and commercial transactions and has conducted due diligence effort for hundreds of private purchase of notes and trust deeds. Robert is respected as a member of the Arizona real estate investment community by investors, borrowers, mortgage brokers, escrow officers and real estate agents. As part of this contingency plan, Robert is a signatory on the Company's bank account. Robert receives an updated spreadsheet of all properties currently being used as collateral for a loan. On a monthly basis, Robert receives a spreadsheet of all the investors and what is owed to each of them. Pursuant to the agreement with Robert, upon Robert's receipt of instructions from Denny Chittick or upon medical confirmation that Mr. Chittick is unable to continue to perform his duties as President of the Company for an extended period of time, Robert will act to close down the Company's business by collecting all the monies due on the Trust Deeds and Robert will return all of the principal and interest owed to the investors pursuant to the Notes.

Management Compensation

As the sole shareholder, Mr. Chittick receives a salary consistent with IRS guidelines. Salary adjustments are made at year-end in order for Mr. Chittick to fund his 401(K) and to pay his income taxes. Year-end profits are taxed to Mr. Chittick pursuant to the U.S. Internal Revenue Code rules applicable to Chapter S corporations. Therefore, year-end profits may be distributed to Mr. Chittick. In addition, Mr. Chittick is paid interest on Notes funded by Mr. Chittick in the same manner as the other

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investors. See "Management – Management Compensation." As the Company expands its lending operations and increases the workload of Mr. Chittick, he reserves the right to receive an increased salary so long as there is no current default under the Notes.

Ownership Compensation

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The Company receives its revenue primarily from interest earned on cash reserve accounts and interest carned on investments made by the Company after subtracting interest paid on its debts. The amount of profits, and therefore, compensation to Mr. Chittick, will be dependent upon the amount of Notes sold, Trust Deeds acquired, loans made and the terms of such loans. After payment of its principal and interest obligations under the Notes, the Company intends to retain earnings in the Company up to the level of "reserve" or "retained earnings" goals that the Company deems adequate. Subject to the need to adjust these goals due to special liquidity needs due to plans to repay Notes or to fund future Trust Deeds, the Company anticipates that it will be able to achieve and maintain adequate reserve goals to meet the Company's obligations.

Mr. Chittick may have significant investments in the Notes, for which the Company will pay him monthly interest on the same basis as other Noteholders which investment amount will be subordinated to all other Notes placed pursuant to this Memorandum. (Mr. Chittick currently has invested approximately \$1,400,000 in Notes, but this amount varies from \$1 million to \$1.8 million.) See "Description of Securities." The Company intends to pay to Mr. Chittick all retained earnings in excess of any reserves deemed necessary or desirable by Mr. Chittick to meet the Company's obligations.

PRINCIPAL SHAREHOLDER

The following table sets forth the beneficial ownership of shares of the Company's outstanding common stock.

Name and AddressNumber of SharesPercentDenny J. Chittick500,000100%6132 W. Victoria PlaceChandler, AZ 85226

The Company is authorized to issue up to 25,000,000 shares of common stock, but has no intent to issue additional common stock at this time.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Ownership

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Based on his 100 percent ownership of the Company's common stock, Denny J. Chittick maintains the exclusive ability to elect directors, appoint officers and manage the operations of the Company.

Competing Businesses

During the four years prior to forming the Company, Denny Chittick personally invested in companies and in real estate loans that are substantially similar to the Company's investments in Trust Deeds. In addition to his activities on behalf of the Company, Mr. Chittick reserves the right to continue his personal investments in real estate and instruments similar to Trust Deeds, which are considered competing businesses of the Company.

See "Risk Factors - Management's Outside Interests and Conflicts of Interest."

DESCRIPTION OF SECURITIES

The Company is offering up to \$50 million in Notes. The minimum denomination is \$50,000. and the maximum denomination is \$1,000,000 in a single note. An investor may purchase more than \$1,000,000 in Notes, but it will be distributed over different Notes. Denominations increase from the minimum to the maximum in additional increments with a minimum of \$10,000. Until the maximum offering proceeds are attained or the Company terminates this offering, the Company expects to offer the Notes for placement on a continuing basis for two years from the date of this Memorandum. Absent an earlier termination, the offering will continue for so long as the Company has not changed its operations or method of offering in any material respect. If the Company changes its operations or method of offering in any material respect, the Company will update the Memorandum as necessary to provide correct information to investors. The Company may experience difficulties in conducting a continuous offering of Notes. See "Risk Factors – Difficulties and Costs of Continuous Offering."

The Notes are general obligations of the Company and are superior in priority and liquidation preference to any Notes payable to Mr. Chittick. Mr. Chittick has agreed to subordinate any Notes to which he subscribes to Notes with similar maturities placed with other investors. Although the Company has never defaulted with respect to a Note, including any regular interest payment on the payment due upon the maturity of the Note, if the Company should ever be in default with respect to any Note, Mr. Chittick will subordinate any Notes he may hold until the default is cured and Mr. Chittick will also defer any compensation until the default is cured.

The Notes will bear interest at the rates stated for the term selected. The investor may elect to have interest paid monthly, quarterly or accrue and be paid at maturity. If the investor elects to have interest paid at maturity or quarterly, the interest will accrue monthly and earn compounded interest. Interest is payable on the last day of each period to the investors of the Notes at the principal office of the

Company in Chandler, Arizona. At the option of the Company, interest payments may be paid by check mailed to the address of the investor citiled thereto as it appears on the Subscription Agreement for the Notes.

The Notes are not transferable without the prior written consent of the Company, which the Company may withhold in its sole discretion. The Company anticipates withholding its consent if the transfer could jeopardize the Company's exemption under Regulation D or any applicable state blue-sky law or the Company's exclusion from the definition of an investment company under the Investment Company Act of 1940.

The Notes are unsecured and are not insured or guaranteed by any state or federal government entity or any insurance company. In event of default, an investor could look only to the Trust Deeds or other assets of the Company for repayment.

As unsecured, general obligations of the Company, the Notes will not have any specific collateral. The Company's Assets include all of the Company's right, title and interest in Trust Deeds owned by the Company, together with all payments and instruments received thereto and all proceeds of the conversion of any of the foregoing into cash or other liquid property. So long as the Company is not in default on the Notes, the Company is permitted to freely transfer, sell or substitute, in the normal course of business, any Trust Deeds it owns, subject to general restrictions concerning transfers of property; provided, however, the Company may transfer, sell or substitute one or more Trust Deeds if such transfer, sale or substitution is done in connection with a plan to cure a default.

On an annual basis, the Company will retain an independent accounting firm to prepare the 1099's to be issued by the Company to the investors and to prepare the tax return for the Company. On an annual basis and upon written request from an investor, the Company will certify to the requesting investor(s) that the aggregate outstanding principal amount of all cash accounts, other property and Trust Deeds is at least equal to the principal amount of outstanding Notes as of the date of the request.

The Company may, in its discretion, modify the interest rate paid on subsequently issued Notes or the term of such Notes. Any such modification of the interest rate or term will not affect Notes then issued and outstanding.

Notes are initially being offered at the following rates and maturities:

Note Term	<u>is (2)(3)</u>
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Note Amount (1)	6 Months	1 Year	2 Years to 5 Years
\$50,000 and up	8% (4)	10% (4)	12% (4)

- Note amounts are issued in varied denominations from \$50,000 to \$1,000,000, and in additional increments with a minimum of \$10,000.
- (2) Although the Company intends to use its good faith efforts to accommodate written requests from an investor to prepay any Note prior to maturity and the Company has in fact been able to satisfy such requests in a timely manner with interest paid in full, the Company has no obligation to do so and the investor has no right to require the Company to redeem the Note prior to maturity. Upon the Company's election to honor an investor's request to prepay any Note prior to maturity, the Company reserves the right to adjust any interest payable to the investor to the interest rate that would have been payable for the actual outstanding term of the Note.

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- (3) The Notes may be redeemed by the Company at any time prior to maturity upon 30 days written notice to the investor at a price equal to the principal amount of the Note plus accrued interest to the date of redemption.
- (4) The Company also reserves the right to adjust the interest paid on outstanding Notes on 30 days written notice to Noteholders.

The Company has the right to sell, encumber, mortgage, create a lien on or otherwise dispose of any or all of its property, or in any manner secure an indebtedness so that such indebtedness shall have a claim against the assets of the Company securing such indebtedness, all without the consent of the investors of the outstanding Notes provided no Notes are in default. Any security interest granted in any of the Company's assets to secure an indebtedness will be superior in priority to the general claim of a Noteholder.

Default may occur with respect to one Note and not another. The Company shall be in default of a particular Note if any of the following events ("Event of Default") occurs with respect to that Note: (a) default for 30 days in any payment of interest on a Note when due, (b) default for 15 days in any payment of principal on a Note when due after maturity; (c) a filing for protection by the Company under Chapters 11 or 7 of the U.S. Bankruptcy Code or a filing for the Company under the U.S. Bankruptcy Code by creditors of the Company which filing is not dismissed within 90 days of the filing date; or (d) default for 90 days after receiving appropriate notice of a breach of any other covenant applicable to a Note.

The Company may not consolidate with or merge into any corporation, or transfer substantially all of its assets to any person, unless the successor corporation or transferee assumes the Company's

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obligations on the Notes. The Company has no present intention of merging with another company or consolidating with another company or transferring its assets.

PLAN OF DISTRIBUTION

The Notes may be purchased directly from the Company without commission. Notes maturing in two through five years also may be purchased with qualified monies (such as IRA, SEP IRA, ROTH IRA and KEOGH plans) through a licensed broker-dealer and with an approved custodian; provided, that such investments meet the investor suitability requirements. Transaction costs for Notes purchased with qualified funds will be paid by the Company up to one percent of the Note's face amount. The principal amount of the Note will be equal to the amount paid by the investor, and interest would be calculated on that amount.

The Notes are not registered with the Securities and Exchange Commission or any other state or federal regulatory agency. No state or federal agency has made any finding or determination as to the fairness of this offering for investment, the adequacy or accuracy of the disclosures, nor any recommendation or endorsement of the Notes.

The offering and sale of the Notes is intended to be exempt from registration under the Act by virtue of one or more of the following exemptions provided by: (i) Section 4(2) of the Act; and (ii) Regulation D promulgated under the Act. See "Investor Suitability". In accordance therewith, substantial restrictions are placed on the offering and purchase of the Notes, including, but not limited to, the following:

(1) The transaction may not include any public offering. The offer to sell Notes must be directly communicated to the investor by an officer of the Company and at no time may the Company

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advertise or solicit by means of any leaflet, public promotional meeting, newspaper or magazine article, radio or television advertisement or any other form of general advertising or general promotion.

- (2) The Notes may be purchased only for the investor's own account, for investment purposes only and not with a view to distribution, assignment, hypothecation, resale or to fractionalization in whole or in part.
- (3) An investor must meet certain suitability requirements, which are set forth under "Investor Suitability."
- (4) The Company must have furnished and made available for inspection all documents and information that the investor has reasonably requested relating to an investment in the Company, including its Articles of Incorporation, stock records and financial account records.

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DETERMINATION OF OFFERING PRICE

The rate of return for the Notes offered hereby will be set from time to time by management of the Company to approximate a rate of return competitive with similar securities of other companies engaged in the finance industry. The Company has been in operation since April 2001. There is no market for the Company's securities and none is expected to develop. Accordingly, the rate of return on any Note bears no relation to the results of the Company, to any market price for the Company's securities, to the level of risk involved, or to any recognized measure of valuation or return on investment.

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CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following is a general discussion of certain U.S. federal tax considerations and consequences that may be relevant to a decision to acquire, own and dispose of Notes by an initial holder thereof. This summary only applies to Notes held as capital assets (generally, property held for investment) within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"). Except as set forth below, this summary does not address all of the tax consequences that may be relevant to a particular Notcholder and it is not intended to be applicable to Notcholders that are subject to special tax rules, such as financial institutions, insurance companies, real estate investment trusts, regulated investment companies, grantor trusts, U.S. expatriates, partnerships or other pass-through entities, taxexempt organizations or dealers or traders in securities or currencies, or to Noteholders that will hold Notes as part of a position in a straddle or as part of a hedging, conversion or integrated transaction for U.S. federal income tax purposes or that have a functional currency other than the U.S. dollar. Moreover, except as set forth below, this summary does not address the U.S. federal estate and gift tax law, the tax laws of any state, local or foreign government or alternative minimum tax consequences of the acquisition, ownership or other disposition of Notes and does not address the U.S. federal income tax treatment of Noteholders that do not acquire Notes as part of the initial distribution at their initial issue price. Each prospective investor should consult its tax advisor, attorney and accountant with respect to the U.S. federal, state, local and foreign tax consequences of acquiring, holding and disposing of Notes.

This summary is based on the Code, as amended, existing and proposed U.S. Treasury Regulations, administrative pronouncements and judicial decisions, each as available and in effect on the date hereof. All of the foregoing are subject to change, possibly with retroactive effect, or differing interpretations which could affect the tax consequences described herein. No advance tax ruling has been sought or obtained from the Internal Revenue Service regarding the tax consequences of the transactions

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described herein. This discussion does not address tax considerations arising under the laws of any particular state, local or foreign jurisdiction.

PROSPECTIVE INVESTORS ARE URGED TO CONSULT THEIR TAX ADVISORS, ATTORNEYS AND ACCOUNTANTS REGARDING THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF THE NOTES IN LIGHT OF THEIR PARTICULAR SITUATIONS, AS WELL AS ANY TAX CONSEQUENCES THAT MAY ARISE UNDER THE LAWS OF ANY FOREIGN, STATE, LOCAL OR OTHER TAXING JURISDICTION.

For purposes of this summary, a "U.S. Holder" is a beneficial owner of Notes who for U.S. federal income tax purposes is (i) a citizen or resident (or is treated as a resident for U.S. federal income tax purposes) of the United States; (ii) a corporation, partnership or other entity created or organized in or under the laws of the United States or any State or political subdivision thereof; (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (iv) a trust (1) that validly elects to be treated as a U.S. person for U.S. federal income tax purposes or (2) (a) the administration over which a U.S. court can exercise primary supervision and (b) all of the substantial decisions of which one or more U.S. persons have the authority to control. A "Non-U.S. Holder" is a beneficial owner of Notes other than a U.S. Holder.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds Notes, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such partner should consult its own tax advisor as to its consequences of holding and disposing of the Notes.

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U.S. Holders

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Interest

Except as set forth below, interest paid on a Note generally will be includible in a U.S. Holder's gross income as ordinary interest income at the time it is paid or accrued in accordance with the U.S. Holder's usual method of tax accounting for U.S. federal income tax purposes.

Market Discount

A holder of Notes may in very limited circumstances, transfer their Notes to third parties. If the Company authorizes such a transfer, Notes sold on a secondary market after their original issue for a price lower than their stated redemption price at maturity are generally said to be acquired at market discount. Code Section 1278 defines "market discount" as the excess, if any, of the stated redemption price at maturity of the Note, over the purchaser's initial adjusted basis in the Note. If, however, the market discount with respect to a Note is less than 1/4th of one percent (.0025) of the stated redemption price at maturity of the Note multiplied by the number of complete years to maturity from the date the subsequent purchaser has acquired the Note, then the market discount is considered to be zero. Notes acquired by holders at original issue and Notes maturing not more than one year from the date of issue are not subject to the tranket discount rules.

Gain on the sale, redemption or other disposition of a Note, including full or partial redemption thereof, having "market discount" will be treated as interest income to the extent the gain does not exceed the accrued market discount on the Note at the time of the disposition. A holder may elect to include market discount in taxable income for the taxable years to which it is attributable. The amount included is treated as interest income. If this election is made, the rule requiring interest income treatment of all or a portion of the gain upon disposition is inapplicable. Once the election is made to include market discount in income currently, it cannot be revoked without the consent of the IRS. The election applies to all market discount notes acquired by the holder on or after the first day of the first taxable year to which such election applies.

Sale, Exchange or Disposition of Notes

A U.S. Holder's adjusted tax basis in a Note generally will equal the cost of the Note to such U.S. Holder. This adjusted tax basis will be increased by any OID or market discount previously included by the holder in income with respect to the Note. Upon the sale, exchange or other disposition of a Note, a U.S. Holder will recognize taxable gain or loss equal to the difference, if any, between the amount realized on the sale, exchange or other disposition (less an amount equal to the accrued but unpaid interest which will be taxable as ordinary income) and such U.S. Holder's adjusted tax basis in the Note. Any such gain or loss generally will be capital gain or loss. In the case of a noncorporate U.S. Holder, capital gains derived in respect of a Note that is held as a capital asset and that is held for more than one year are eligible for reduced income tax rates and may be deemed a long-term capital gain. The deductibility of capital losses is subject to limitations.

Non-U.S. Holders

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Interest

Subject to the discussion below under the heading "U.S. Backup Withholding and Information Reporting," payments of principal of, and interest on (including any OID), a Note to be considered (i) a controlled foreign corporation, as such term is defined in Section 957 of the Code, which is related to the Company, directly or indirectly, through stock ownership, (ii) a person owning, actually or constructively, securities representing at least more than 50% of the total combined outstanding voting power of all classes of the Company's voting stock and (iii) banks which acquire such Note in consideration of an extension of credit made pursuant to a loan agreement entered into in the ordinary course of business, will not be subject to any U.S. withholding tax provided that the beneficial owner of the Note provides certification completed in compliance with applicable statutory and regulatory requirements, which requirements are discussed below under the heading "U.S. Backup Withholding and Information Reporting," or an exemption is otherwise established.

If a Non-U.S. Holder cannot satisfy the requirements above, payments of interest made to a Non-U.S. Holder will be subject to a U.S. withholding tax equal to 30% of the gross payments made to the Non-U.S. Holder unless the Non-U.S. Holder provides the Company or the Company's paying agent, as the case may be, with a properly executed (1) IRS Form W-8BEN claiming an exemption from or reduction in withholding under the benefit of an applicable income tax treaty or (2) IRS Form W-8ECI stating that interest paid on the note is not subject to withholding tax because it is effectively connected with the beneficial owner's conduct of a trade or business in the United States. Alternative documentation may be applicable in certain situations.

If a Non-U.S. Holder is engaged in a trade or business in the United States and interest on a note is effectively connected with the conduct of such trade or business, the Non-U.S. Holder, although exempt from withholding as discussed above (provided the certification requirements described above are satisfied), will be subject to U.S. federal income tax on such interest (including OID) on a net income basis in the same manner as if the Non-U.S. Holder were a U.S. Holder. In addition, if such Non-U.S. Holder is a foreign corporation, it may be subject to a branch profits tax equal to 28% (or lesser rate under an applicable income tax treaty) of such amount, subject to adjustments.

· Sale, Exchange or Other Disposition of Notes

Subject to the discussion below under the heading "U.S. Backup Withholding and Information Reporting," any gain realized by a Non-U.S. Holder upon the sale, exchange or other disposition of a Note generally will not be subject to U.S. federal income tax or withholding tax, unless (i) such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business in the United States or (ii) in the case of any gain realized by an individual Non-U.S. Holder, such Non-U.S. Holder is

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present in the United States for 183 days or more in the taxable year of such sale, exchange or disposition and certain other conditions are met. Special rules may apply upon the sale, exchange or disposition of a Note to certain Non-U.S. Holders, such as "controlled foreign corporations," "passive foreign investment companies," "foreign personal holding companies" and certain expatriates, that are subject to special treatment under the Code. Such entities and individuals should consult their own tax advisors to determine the U.S. federal, state, local and other tax consequences that may be relevant to them.

U.S. Federal Estate Taxes

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A Note that is held by an individual who at the time of death is not a citizen or resident (as specially defined for United States federal estate tax purposes) of the United States will not generally be subject to U.S. federal estate tax as a result of such individual's death, provided that such individual is not a shareholder owning actually or constructively more than 50% of the total combined voting power of all classes of our stock entitled to vote and, at the time of such individual's death, payments of interest with respect to such note would not have been effectively connected with the conduct by such individual of a trade or business in the United States.

U.S. Backup Withholding and Information Reporting

Information reporting requirements will apply to certain payments of principal and interest and the accrual of OID, if any, on an obligation and to proceeds of the sale, exchange or other disposition of an obligation, to certain U.S. Holders. This obligation, however, does not apply with respect to certain U.S. Holders including, corporations, tax-exempt organizations, qualified pension and profit sharing trusts and individual retirement accounts. In general, the Company is required to file with the IRS each year a Form 1099 information return reporting the amount of interest that was paid or that is considered earned by the Noteholder with respect to the Notes held during each calendar year, and the Noteholder is required to report such amount as income on its federal income tax return for that year. A U.S. backup

withholding tax will apply to such payments if a U.S. Holder fails to provide a taxpayer identification number or certification of other tax-exempt status or fails to report in full dividend and interest income.

The Code generally requires reporting and inclusion of interest income to the taxpayer and may, in certain circumstances, require backup withholding at the rate of 28% with respect to any interest paid not only by the Company on the Notes unless the Notehoder (1) is an entity that is exempt from backup withholding and, when required, demonstrates this fact; or (2) (i) provides the Company with a correct taxpayer identification number, (ii) certifies that the taxpayer identification number is correct and that the taxpayer has not been notified by the IRS that the taxpayer is subject to backup withholding due to underreporting interest or dividends, and (iii) the taxpayer otherwise complies with applicable requirements of the backup withholding rules. Any amount withheld under the backup withholding rules is allowable as a credit against the taxpayer's U.S. federal income tax liability, provided that the required information is furnished to the IRS.

Information reporting will generally apply to payments of interest on a Note to a Non-U.S. Holder and the amount of tax, if any, withheld with respect to such payments. Copies of the information returns reporting such interest payments and any withholding may also be made available to the tax authorities in the country in which the Non-U.S. Holder resides under the provisions of an applicable income tax treaty. Payments of principal and interest on any Notes to Non-U.S. Holders will not be subject to any U.S. backup withholding tax if the beneficial owner of the Note (or a financial institution holding the note on behalf of the beneficial owner in the ordinary course of its trade or business) provides an appropriate certification to the payor and the payor does not have actual knowledge or reason to know, that the certification is incorrect. Payments of principal and interest on Notes not excluded from U.S. backup withholding tax discussed above generally will be subject to United States withholding tax,

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currently 28% (for years 2007 through 2010), except where an applicable United States income tax treaty provides for the reduction or climination of such withholding tax.

In addition, information reporting and, depending on the circumstances, backup withholding, will apply to the proceeds of the sale of a Note within the United States or conducted through United Statesrelated financial intermediaries unless the beneficial owner provides the payor with an appropriate certification as to its non-U.S. status and the payor does not have actual knowledge or reason to know that the certification is incorrect.

Any amounts withheld under the backup withholding rules will be allowed as a refund or credit against a holder's U.S. federal income tax liability provided the required information if furnished to the Internal Revenue Service.

THE ABOVE SUMMARY IS NOT INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF ALL TAX CONSEQUENCES RELATING TO THE ACQUISITION, OWNERSHIP, DISPOSITION OR RETIREMENT OF THE NOTES. PROSPECTIVE INVESTORS OF NOTES SHOULD CONSULT THEIR OWN TAX ADVISORS, ATTORNEYS AND ACCOUNTANTS CONCERNING THE TAX CONSEQUENCES OF THEIR PARTICULAR SITUATIONS.

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6/1/2007

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INVESTOR SUITABILITY

General

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An investment in the Notes involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment. This private placement is made in reliance on exemptions from the registration requirements of the Act and applicable state securities laws and regulations.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Notes are a suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Notes is appropriate. The Company may reject subscriptions, in whole or in part, in its absolute discretion.

The Company will require each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience, or that of the investor's professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Notes and of protecting its own interest in connection with the transaction, (ii) the investor is acquiring the Notes for its own account for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the Notes have not been registered under the Act or any state securities laws and that there is no market for the Notes, (iv) such investor meets the suitability requirements set forth below and (v) they have read and taken full cognizance of the Risk Factors and other information set forth in this Confidential Private Offering Memorandum.

Suitability Requirements

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Except as set forth below, each investor must represent in writing that it qualifies as an "accredited investor," as such term is defined in Rule 501(a) of Regulation D under the Act and must demonstrate the basis for such qualification. To be an accredited investor, an investor must fall within any of the following categories at the time of sale of Notes to that investor:

- (1) A bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; an insurance company as defined in Section 2(13) of the Act; an investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; a Small Business Investment Company licensed by the United States Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; an employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000
- (2) A private business development company as defined in Section 202(a)(22) of the Investment Advisers
 Act of 1940;

6/1/2007

- (3) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust or partnership, not formed for the specific purpose of acquiring the Notes, with total assets in excess of \$5,000,000;
- (4) Any director, executive officer, or general partner of the Company, or any director, executive officer, or general partner of a general partner of the Company;
- (5) Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of such person's purchase of the Notes exceeds \$1,000,000 (including the person's residence);
- (6) Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (7) Any trust with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the Notes, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; and
- (8) An entity in which all of the equity owners are accredited investors (as defined above).

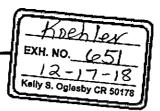
As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities. In computing net worth for the purpose of (5) above, the principal residence of the investor must be valued at cost, including cost of improvements, or at recently appraised value by an institutional lender making a secured loan net of encumbrances. In determining income an investor should add to the investor's adjusted gross income any amounts attributable to tax exempt income received, losses claimed as limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA, KEOGH, SEP IRA or ROTH IRA retirement plan, alimony payments, and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income.

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6/1/2007

Message

From:	Denny Chittick [dcmoney@yahoo.com]
Sent:	4/4/2011 8:45:10 AM
To:	Robert Koehler [rzkoehler@yahoo.com]
Subject:	Re: Renewal



wow a real office! in an office building! someday when i grow up i want to be like you! dc

DenSco Investment Corp <u>www.denscoinvestment.com/</u> 602-469-3001 602-532-7737 f

From: Robert Koehler <rzkoehler@yahoo.com> To: Denny Chittick <dcmoney@yahoo.com> Sent: Sun, April 3, 2011 7:56:09 PM Subject: Re: Renewal

probably a little of both, I will give you an answer this week. Don't think I am going to take it all out.

FYI, we are moving tomorrow. 4350 E. Camelback Rd. suite 120 Phoenix, AZ 85018

Adios,

Robert

On Sat, Apr 2, 2011 at 7:24 PM, Denny Chittick <<u>dcmoney@yahoo.com</u>> wrote: You want me to send you the renewal docs or you want me to return your funds? let me know. thx dc

DenSco Investment Corp www.denscoinvestment.com/

602-469-3001 602-532-7737 f

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--Robert Koehler RLS Capital, Inc. 480-945-2799 phone 480-990-1499 fax

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Message

From: rzkoehler@gmail.com [rzkoehler@gmail.com] on behalf of Robert Koehler [rzkoehler@yahoo.com] Sent: 8/22/2011 10:03:48 AM To: Denny Chittick [dcmoney@yahoo.com] Subject: Re: 2 things Attachments: densco.pdf

Rochler
EXH. NO. 652
<u>12-17-18</u> Kelly S. Oglesby CR 50178
Hony of ogioody entering

here is the letter.

I will look at the dropbox.

Robert

On Fri, Aug 19, 2011 at 7:42 PM, Denny Chittick <<u>dcmoney@yahoo.com</u>> wrote: i put a new updated spreadsheet in the dropbox. are you using that?

can you sign the docs on the hit by the bus and send them back please? thx dc

DenSco Investment Corp www.denscoinvestment.com/ 602-469-3001 602-532-7737 f

Robert Koehler RLS Capital, Inc. 480-945-2799 phone 480-990-1499 fax



July 1, 2011

Mr. Robert Koehler c/o RLS Capital, Inc. 5433 East Osborn Road Phoenix, Arizona 85018

Re: Actions to be taken to notify the investors of DenSco Investment Corporation ("DenSco") in the event of Denny Chittick's inability to continue as President of DenSco

Dear Robert:

Please let this letter serve as confirmation that you have reached an agreement with DenSco that in the event that Denny Chittick is deemed to be incapacitated and cannot continue conducting his professional duties as President of DenSco, you will wind down DenSco's operations and pay to DenSco's Noteholders all principal and interest owed pursuant to the applicable Notes. Upon your receipt of appropriate notice informing you that Denny Chittick cannot continue conducting his professional duties in the form of a letter set forth on <u>Exhibit A</u> attached hereto, you will provide information to each of DenSco's Noteholders and commence the orderly liquidation of DenSco's assets so that its Noteholders will receive all of the outstanding principal and interest due to them.

Although we hope that the above procedures are never consummated, DenSco, its Noteholders and I appreciate you agreeing to perform this service for DenSco and its Noteholders.

Sincerely,

Denny Chittick President

The undersigned agrees to perform the above-described duties upon receipt of an irrevocable instruction letter in the form attached as <u>Exhibit A</u>.

Date: 8/22/2011

Robert Koehler

6132 W. Victoria Place Chandler, AZ 85226 Cell: 602-469-3001 Home: 480-636-1180 Fax: 602-532-7737 denscoinvestment.com <u>dcmonev@vahoo.com</u> Message

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 From:
 Denny Chittick [dcmoney@yahoo.com]

 Sent:
 1/6/2012 8:17:15 PM

 To:
 Robert Koehler [rzkoehler@yahoo.com]

 Subject:
 spreadsheets

 Attachments:
 DenSco Properties.xls; Densco Statement Spreadsheet.xlsx

EXH. NO. 2-17-12 Kelly S. Oglesby CR 50178

Attached are the spreadsheets. tomorrow we start basketball. it should be a lot more fun. last yr, ty never could get the ball up to the 8ft rim. he played 100 hours next door trying to make a basket, 2 weeks after the season was over, he made one, he went screaming in to the house to tell me. so now we'll see if he can make one with a hand in his face! dc

DenSco Investment Corp www.denscoinvestment.com/ 602-469-3001 602-532-7737 f

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Rick Land The Tail Tail	Bennett Caudle un		8105	AZ Prop 1, LLC	e 8	2824 Mike Wesmor Holdings 1, LLU	2	1001 SIIBID LAVID AUTOS	فكأنث فللقاصيب	Dirt Tause	David Ames		and the second state of the second	DOUR DIVERSION		Lili Kubun anvest Prop		AZ Prop 1, LLC	XZ PTOP T: LLC	AZ Prop 1, LLC	.:Sammy,Gullate "http://	Beata, LLC	TAZ PIONTULC		"Stoke Capital Invest LLC.				RPIM	201.46		1		Lasy investments. LLC	BAC Investments, LLC	• Managan House, Buvels.	Rvan Rvan Robson	American House Buvers	Waitua 11 C	- Avanida Dai Sol. LLC'	Rvan Rohson		EARS 11C	EZ Homas Inc. 15		Tariv Schulz III.	Jose Marquez	THE ACVENTERSISES LEC	PGREO, LLC	Transfoan House Buivers	AKS 11 C							923 UNIS RFIM	t EVEL ROUSOIL		PGRED.LLC	PGRED TIC	Gred Hardy Perferred invest	W. IR PGREO.UC. THURSE
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	D.244.04. VILAGRANAL	3,241.50 On Market	Lighten und Barbart	595.00	25.112.50 On Market	5.112.50 On Market	364.00	2.710.0000.Market: -	4,162.00 On Market	220.00	9,003.13 Refinancing	u.139.49 - 11.556.00 - 12.556.00 5.475.00 - Befinancino		101,200.00 On Market	0.460.00 On Market	5,650.00 in escrow	0.600.00 In escrever	5,902.50 On Market	5 332 50 On Market	560.00*	292.50	INVESTIGATION MADE IN THE		E N.	34,187.00 On Market	2,350.00 . Un Market	e 207 50 EON Market	5.227.50 On Market	2.825.00 Corivarket	5,237.50 in escrow	135.00 Closing 127	0,725.00 On Market	60.090.00 Consults us a	H	5,943.70 On Market	0.090.00± On Market I 5 000 00 eviction	1000.00 On Market	0,000.00 On Market	1000.00.01.01.05109 12113	2,400.00 On Market	45.630.00 Remodeling		7,026.00 Remodeling	5. <u>975.00 . Beotodelina . 1</u>	о 490.00 Келодения 5 264 Л.1. Келодения	968.00	165.00 ¹⁷ Remodeling.	0,220.00 Remodeling	1.785.00. (Semodellog)	362.50 Remodelind	5,472.50 Remodeling	2472(50); Ranjojalina	0.810.00 Remodeling
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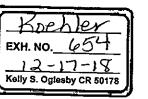
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Message

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From: Denny Chittick [dcmoney@yahoo.com] Sent: 5/17/2013 7:41:35 PM To: Robert Koehler [rzkoehler@yahoo.com] Subject: spreadsheet Attachments: DenSco Properties.xis

well we won our first game of the tournament, they played horrible, but we were playing the 2nd worst team, so we were lucky! thx dc

DenSco Investment Corp www.denscoinvestment.com/ 602-469-3001 602-532-7737 f

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thx dc

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•ر ب ب To:Beauchamp, David G.[DBeauchamp@ClarkHill.com]From:rzkoehler@gmail.comSent:Wed 8/3/2016 9:09:05 PMSubject:Re: Email to Investors of Densco Investment Corporation ("DenSco")

Koet	nler
EXH. NO.	64D
12-1-	7-18
Kelly S. Ogles	by CR 50178

David,

I am not comfortable agreeing to provide the duties listed in your proposed letter to the investors. I think the investors would be best served by having a 3rd party evaluation completed by a professional.

I am aware that Denny listed me as a possible resource to help liquidate Densco if Denny could not perform his duties. However, I have not had any involvement in the Densco business and no legal authority to act on behalf of the company. As an investor I have a vested interest in a smooth and efficient liquidation. When a group is established to process the liquidation I am willing to assist as an interested investor.

I ask you remove my name from this letter as I believe the message to investors can be delivered clearly without my involvement.

Robert Koehler RLS Capital, Inc. 480-945-2799 phone 480-990-1499 fax

On Wed, Aug 3, 2016 at 8:18 PM, Beauchamp, David G. <<u>DBeauchamp@clarkhill.com</u>> wrote:

Dear DenSco Investors:

As a follow up to the email from Denny Chittick's Family that was distributed on Sunday, I met late Monday with Shawna Chittick Heuer (Denny's sister) and Robert Koehler to discuss Denny's unfortunate and untimely passing and the steps to resolve the obligations of DenSco to each of you. Robert was referenced as a possible resource in the Confidential Private Offering Memorandum ("POM") that you were provided in connection with your investment into DenSco. The intent was that if Denny ever became unable to perform his duties for DenSco, that Robert was a person who might be able to assist with the close down of DenSco's business. Unfortunately, Robert would have a conflict of interest in performing the anticipated wind-down duties for DenSco due to his fiduciary obligations to his current business. So we have asked Robert to suggest someone to help collect the monies due DenSco if we are to proceed with the wind-down of DenSco.

For your reference, Robert Koehler is an Investor in DenSco and he is familiar with certain aspects of the real estate investment business. After much discussion with Robert, he agreed to review certain of Denscos' loan files and to do a very preliminary review of DenSco's loans to its borrowers. This preliminary review will simply be to determine which of DenSco's loans seem to be fully secured and that DenSco's records show timely payment of the past payments so that we can consider these to be "Good Loans." Robert will also try to identify the date due as specified in the respective promissory note for each of these Good Loans to try to determine when such loan is to be paid off, which will hopefully add to DenSco's money that is anticipated to be returned to the Investors as part of each Investor's invested capital.

Robert will also try to identify the "Troubled Loans," by reviewing the loan files and DenSco's payment records to determine which loans are either unsecured, or the respective borrower is not current with its payments of interest or the principal, or if Denny's notes indicate that these loans are owed by an entity currently in bankruptcy or are guaranteed by someone who is in personal bankruptcy. Unfortunately, there are also claims that DenSco has against either Auction.com or Scott Menaged (or some other parties) that we need to better understand. Robert anticipates having his preliminary review of the Good Loans to be done by Friday of this week and we will share that information with you. At the same

time, we are also trying to get a good estimate of the balance of the principal amounts owed to Investors and any unpaid and accrued interest that is owed.

As part of the plan moving forward, we have filed the Will of Denny J. Chittick ("Denny's Will") and the necessary filings with the Probate Court to have Shawna designated as the Personal Representative of Denny's Estate, which is what Denny's Will provides. Shawna is an accountant and she has both the experience and the skill set from her every day position to work with the necessary people to recover proceeds owed to DenSco and to return the recovered proceeds to the Investors. The probate filing is necessary so that Shawna could have the necessary authority to control DenSco and to have the authority to make decisions on behalf of DenSco, with the input of Investors as we propose below. However, if we determine that DenSco's recoverable proceeds are likely to be significantly or materially insufficient to return the Investors' capital to the Investors, then Shawna is unlikely to assume the control of DenSco and we will work with the various state authorities to have a Receiver named for DenSco, and such Receiver will be responsible to come up with an acceptable plan to collect the proceeds owed to DenSco and to return as much of the Investor's money as possible.

This problem with DenSco's Troubled Loans developed over time and it will take some time to understand those Troubled Loans, how those loans came into existence as well as how to maximize the return on those loans to maximize the return of capital to the Investors. If whoever is in charge of DenSco does not work with the Investors, then DenSco will either be put into bankruptcy or have a Receiver appointed, which will incur costs on behalf of the Investors and DenSco that will significantly reduce what will be available to return to the Investors. For example, one of the recent reports concerning liquidation of companies owing money to investors indicated that the costs associated with a bankruptcy or a Receiver can reduce the amount to be paid to investors by almost half or even a much more significant reduction like the situation with Mortgages Ltd. Since the Troubled Loans stopped paying interest last October, which caused an immediate problem with DenSco's cash-flow, Denny has taken every step available to him to try to enable DenSco to meet its obligations to Investors until he could find another solution to avoid significant losses to DenSco's Investors. Specifically, Denny previously liquidated or mortgaged all of his personal assets to loan money to DenSco to allow DenSco to continue to make its interest payments to its Investors until he had nothing left to put into DenSco.

As indicated above, the initial plan that we are trying to follow is intended for us to determine (and share with you): what does DenSco own; what is the current balance in DenSco's bank account; what loans are timely paying and when such loans are anticipated to be liquidated with the balance paid to DenSco. Initially, we believe that all of the Good Loans should be paid off within 6 months. We hope to have more specific information by Friday of this week.

There are also significant unsecured and secured loans that are subject to the personal bankruptcy of Yomtov "Scott" Menaged. These unsecured and secured loans to Scott Menaged need to be analyzed as well as the bankruptcy case so that we can determine what is likely to be paid to resolve these loans. In addition, to these loans, we also need to determine the status of the life insurance policy and other collateral that were to secure certain of the unsecured loans. Unfortunately, this will take more time than a couple days, but this information will be provided as soon as we can obtain and confirm it. This information should be available in a couple of weeks if third parties involved in the bankruptcy case timely provide the information that we have requested.

We also understand that there is a significant amount of money that is currently tied up with Auction.com that involves certain transactions involving Scott Menaged. Given the lack of initial information available concerning these transactions in Denny's office, it will take more time to understand these transactions and to determine what can be done to recover this amount of money. We will hopefully be able to have an understanding of these transactions, who has the money and what can be done to collect the money owed to DenSco So this will likely take at least 45 days to obtain and confirm this information so that it can be shared with you.

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In order to maximize the available return to all of the Investors, which is what Denny urged us to do in his last instructions, we would like to keep DenSco out of a protracted bankruptcy or a contentious Receivership proceeding. As indicated above, various studies have shown that the third party costs and legal and other professional fees and costs and the inherent delays in bankruptcy and / or Receivership proceedings can consume more than 35% of the available money that should or would otherwise be available to be returned to Investors. As we proceed, it may be necessary to have the final distribution and allocation to Investors approved by a court to satisfy any fiduciary duties for some Investors and that can be accommodated by a judicial review and approval of a settlement plan without a full bankruptcy proceeding. Again, if we determine that DenSco's recoverable proceeds are likely to be significantly or materially insufficient to return the Investors' capital to the Investors, then Shawna is unlikely to assume the control of DenSco and we will work with the various state authorities to have a Receiver named for DenSco, which Receiver will come up with an acceptable plan to collect the proceeds owed to DenSco and to return as much of the Investor's money as possible.

If we are going to proceed informally to keep costs down, we understand that we need to communicate with you on a regular basis and we need to be able to receive communication from you as the Investors. To have good and open communication, we would like to create an "Advisory Board" of 5 Investors to meet with and to advise DenSco with respect to the information obtained and how that information can best be used to cost-effectively help DenSco to recover funds that are owed to DenSco. We intend to structure this as an Advisory Board to protect the members of this Advisory Board from any potential liability based upon their role with DenSco. Specifically, the Advisory Board would only have an advisory position with DenSco as opposed to a full authority position, which is to distinguish this situation from having these Investors appointed to the Board of Directors. If you would be interested in participating in this Advisory Board, please let me know by return email and confirm that you would have the availability and willingness to participate in the necessary meetings (in person or by phone). Ideally, we would like to have a "cross-section of Investors" on this Advisory Board to help DenSco evaluate the information as it becomes available and to assist analyzing various decisions and the effect that such decisions would have on the Investors.

As indicated above, we hope to have a more detailed analysis of the Good Loans by the end of this week.

Sincerely, David

David G. Beauchamp

CLARK HILL PLC 14850 N Scottsdale Rd | Suite 500 | Scottsdale, Arizona 85254 480.684.1126 (direct) | 480.684.1166 (fax) | 602.319.5602 (cell) dbeauchamp@clarkhifl.com | www.clarkhill.com

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EXH. NO. 661 12-17-18 Kelly S. Oglesby CR 50178 Den Sco / 2007 Offering Denny Chitich (5/1/07) 602-469-3001 Thursday at 10:00 am - at 6\$B Denny Thinks this should be a lot easier since we prist hid the RLS offenj - should have deg the resord done to eq-dete the ficence section of pom - assured Denny that legal costs will the be treated fairly since RLS used his book

Kelly S. Oglesby CR 501

RLS CAPITAL, INC. SUBSCRIPTION AGREEMENT

Ladies and INVESTOR QUESTIONNAIRE

(Por Accredited Investors)Gentlemen: ____Date:

The following information is furnished as the undersigned's subscription for a general obligation, unsecured note (the "Note") from <u>RLS Capital. Inc.</u>, an Arizona corporation (the "Company") and for you to determine whether I am qualified to invest in a Note from the Company pursuant to Regulation D promulgated under the Securities Act-of 1933, as amended (the "Securities Act"), and comparable provisions of applicable state securities laws. I, the undersigned, understand that you will rely upon the following information for purposes of such determination, and that the Note will not be registered under the Securities Act in reliance upon the exemption from registration provided by Sections 3(b) and 4(2) of the Securities Act, Regulation D thereunder, and comparable provisions of applicable state securities applicable state securities applicable state securities applicable state securities and the securities of the Securities Act.

I further understand that I may be required to supply a balance sheet, prior-years' federal income tax returnsor other appropriate documentation to verify and substantiate my status as an Accredited Investor.

ALL DIFORMATION CONTAINED IN THIS SUBSCRIPTION AGREEMENT AND INVESTOR-QUESTIONNAIRE WILL BE TREATED CONFIDENTIALLY. However, it is agreed that you may present this document to such parties as you doem appropriate if called upon to establish that the proposed offer and sale of the Notes is exempt from registration under the Securities Act or meets the requirements of applicable state securities laws. I understand that a false statement by me will constitute a violation of my representations and warranties underthis Subscription Agreement and Investor Questionnaire and may also constitute a violation of law, for which a claimfor damages may be made against me. My investment in the Notes will not be accepted until Robert Koehler (the "Prosident"), who is the President of the Company, determines that I satisfy all of the suitability standards set forth in the Confidential Private Offering Memorandum, dated April 17, 2007 (the "POM") and in Rule 501(a) of Regulation D under the Securities Act.

I, the undersigned Subscriber, hereby supply you with the following information and representations: (Note:if the Subscriber is a Revocable or Grantor Trust, the Trustees should complete this Subscription-Agreement and Investor Questionnaire with the Trust as the Subscriber and provide all information below on that basis on behalf of the Trust.)

1. Full Name:

2. Residence Address (no P.O. Boxes) and Telephone Number:

(_____) _____

3. Business Address and Telephone Number:

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4. State in which the undersigned maintains principal residence:

- 5. State in which the undersigned is-registered-to-vote:
- 6. If this investment is to be made by an Entity (i.e. Company, Corporation, Pension Plan, Profit-Sharing Plan), the undersigned further represents to you as follows:
- (i) Name and Address of Entity Making Purchase (use full legal name):

(ii) Name and address-of-Person Making Investment Decision on behalf of Above Entity:

(iii) Position or Title of Person-Making Investment Decision in the Above Entity:

7A. I cortify that I am an Accredited Investor because I fall within one of the following eategories:

(PLEASE CHECK APPROPRIATE CATEGORY)

a._____ \$1,000,000 Net Worth Natural Person. A-natural person-whose individual net worth, or joint-net worth with that person's spouse, at the time of hispurchase exceeds \$1,000,000.

b.____ \$200,000 Income Natural Person.

A natural-person-who had "Individual Income" in excess of \$200,000 in each of the two-most recent yearsor joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonableexpectation of reaching the same income level in the current year. (If you have any question concerning the definition of "Individual Income," please contact Robert Koehler or Rod Cohodas at the Company for more information.)

. Company, Corporate or Other Entity Investors,

The investor is a partnership, corporation or unincorporated association and all of the equity owners of that ontity-qualify as Accredited Investors under subparagraph (a) or (b) above. Investors that check this subparagraph (c) must furnish a separate copy of this Subscription Agreement for each equity owner with items 1 through 7B completed and executed on the Investor Signature Page by such equity owner.

d.____ Revocable or Grantor Trust.

The Investor is a revocable or granter trust and each Person with the power to revoke the trust qualifies as an Accredited Investor under-(a) or (b) above. If the trust qualifies as an Accredited Investor under this subparagraph (d), each Person with the power to revoke the trust must furnish a separate copy of this Subscription Agreement with items 1 through 7B completed and executed on the Investor Signature Page by such Person.

e----- Investment Decision by Plan Fiduciary.

The Investor is an employee benefit plan within the meaning of Title I of the Employee Rotirement Income-Security-Act of 1974, and the investment decision is made by a Plan fiduciary, as defined in Section 3(21) of such Act which is a bank, savings and loan-association, insurance company or registered investment advisor.

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Self-Directed Plan -- Investment Decision Solely by Accredited Investor.

The Investor-is-a-qualified-profit sharing or defined contribution Plan, the Plan provides for segregated accounts for each Plan Participant, the governing documents of the Plan provide that each participant may direct the trustee to invest his or her funds in the investment vehicles of his or her choice and the purchase of the Unit(s) is made pursuant to an exercise by the Plan Participant, who is an Accredited Investor undersubparagraph (a) or (b) above, of such power to direct the investments of his or her sogregated account. This Subscription Agreement must be completed and executed by such Plan Participant.

g.____ Institutional Investor,

<u>1.</u> Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust or partnership with total assets in excess of \$5,000,000, and not formed for the specific purposes of acquiring a Note from the Company Subscription.

7B. If I have checked 7A.c or & 7A.d above, I further represent to you as follows:

(i) Employer and Position of Person Making Investment Decision:

(ii) Prior Employment (five-years) of Person Making Investment Decision:

 Employer
 (1)______

 (2)______
 (2)______

 Nature of (1)______

 Duties
 (2)______

Employment (2) 8. Subscription. The undersigned investor has received and reviewed the POM.Confidential Private Offering Memorandum dated June 1. 2005. The undersigned certifies that the undersigned meets the applicable suitability standards of an "Accredited Investor" as evidenced above on the attached Prospective Purchaser Ouestionnaire and the undersigned hereby subscribes for and agrees to purchase the following Note from RLS Capital, Inc. DenSco Investment Corporation (the "Company"):

- Quarterly Payment Note in the amount of \$______ for _____ months that will bear interest at the rate of ______% per year (_____% monthly). The interest will be compounded monthly. The principal and any accrued and unpaid interest will be paid back to the undersigned investor at the end of the term of the Note. (The

Dates-of

minimum amount of a Note is \$50,000 with \$10,000 increments above the minimum amount).

□ Monthly paymentPayment Note in the amount of \$_____ for ____ months that will bear interest at the rate of 40____% per year (_____% monthly). The interest will be paid to the undersigned investor on a monthly basis, and the principal will be paid to the undersigned at the end of the term of the Note. (The minimum amount of a Note is \$50,000 with \$1.0010.000 increments above the minimum amount_to_a maximum amount_of \$5,000,000).

As a condition of the offer, the undersigned agrees to deliver this executed Subscription Agreement and Investor Questionnaire to the Company. Such Note will be issuable only upon acceptance of this Subscription Agreement by the Company and receipt of the consideration set forth above in this Subscription Agreement.

<u>2.</u> 9.-Representations and Warranties. By executing this Subscription Agreementand Investor Questionnaire, the undersigned represents, warrants and acknowledges to the Company that:

a. Based on personal knowledge and experience in financial and business matters in general, the undersigned understands the nature of this investment, is fully aware of and familiar with the proposed business operations of the Company, is able to evaluate the merits and risks of an investment in a Note and is capable of protecting the undersigned's interests in investing in the investment. The undersigned has received and carefully reviewed the POM. The undersigned has relied solely on the information contained therein, and information otherwise provided to me in writing by the Company. I understand that all documents, records and books portaining to this investment have been made available by the Company for inspection by me or my attorney, accountant and Purchaser Representative. I am familiar with the Company's business objectives and the financial arrangements in connection therewith and I believe that the Note I am purchasing is the kind of securities that I wish to hold for investment and that the nature and amount of the Note is consistent with my investment program.

b. The undersigned has been given the opportunity to ask questions about the Company and has been granted access to all information, financial and otherwise, with respect to the Company which has been requested, has examined such information, and is satisfied with respect to the same. No representations have been made or information furnished to me or my advisor(s) relating to the Company or the Note which were in any way inconsistent with the POM.

6. Subject to the terms and conditions hereof and the form of Note, I hereby irrevocably tender this Subscription Agreement and Investor Questionnaire for the purchase of a Note in the amount indicated in Paragraph 8 above and shall pay for such Note as instructed to by the President. I am aware that the subscription made herein is irrevocable but that the President has the unconditional right to accept or reject this subscription in-

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whole or in part, and that the Notes issued pursuant-hereto are subject to the approval of certain legal matters by counsel-and to other conditions. If my subscription is not accepted for any reason whatsoever, my money will be returned in full, with any interest that may be carned thereon, and the Company will be relieved of any responsibility or liability which might be deemed to arise out of my offer to subscribe to a Note from the Company.

<u>c.</u> d.-The undersigned, in determining to purchase a Note, has relied solely upon (i) the advice of its legal counsel and accountants or other financial advisers with respect to the tax, economic and other consequences involved in purchasing a Note and (ii) the undersigned's own, independent evaluation of the business, operations and prospects of the Company and the merits and risks of the purchase of a Note. I and, if applicable, my Purchaser Representative have carefully reviewed the POM. I have, either alone or together with my Purchaser Representative, such knowledge and experience in business and financial matters as will enable me to evaluate the merits and risks of the prospective investment and to make an informed investment decision. I am also aware that the Company has limited financial and operating history.

<u>d.</u> e.-The undersigned has been advised and understands that this investment in a Note is, by its nature, very speculative and that an investment in the Note involves a high degree of economic risk, due to a number of risks, including without limitation, the risks associated with start up companies and due to the limited financial and operating history of the Company. In addition, there is, and will be, no public market for the Note:

<u>e.</u> <u>f.</u>—The undersigned has sufficient income and net worth such that the undersigned does not contemplate being required to dispose of any portion of the investment in a Note to satisfy any existing or expected undertaking or indebtedness. The undersigned is able to bear the economic risks of an investment in a Note from the Company, including, without limiting the generality of the foregoing, the risk of losing all or any part of the investment and probable inability to sell or transfer the investment for an indefinite period of time. The undersigned aeknowledges that this investment is speculative and may only be sold to persons who understand the nature of the proposed operations of the Company and for whom the investment is suitable. I represent that I meet such suitability standards.

 $f_{\underline{c}}$ g. The Note when purchased will be acquired for the account of the undersigned.

g. h.-The undersigned acknowledges that the offering and sale of securities are being made by the Company in reliance upon an exemption from registration under the Securities Act of 1933, as amended (the "1933 Act"). The undersigned understands that the Notes have not been registered under the 1933 Act or any state securities laws, are "restricted securities" in the hands of the undersigned within the meaning of the 1933 Act and any future sale or transfer of a Note is prohibited without the prior written consent of the Company-I furtherunderstand that such exemptions depend upon my investment intent at the time I acquire the Note. I therefore represent and warrant that I am purchasing the Note for my own account for investment and not with a view to distribution, assignment, resale or other transfer of the Note. Except as specifically stated herein, no other person has a direct or indirect beneficial interest in the Note. Because the Note is not registered. I am aware that I must hold nt indefinitely (until the Maturity Date in the Note) unless it is registered under the Act and any applicable state securities laws or I must obtain exemptions from such registration.

<u>h</u>. i-The undersigned understands that the Company is not presently subject to the provisions of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and that the undersigned may not be permitted to rely on the provisions of Rule 144, promulgated by

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the Securities and Exchange Commission, for authority to sell or otherwise dispose of a Note after a fixed period of time-:

i. j-The undersigned will not sell or otherwise transfer or dispose of a Note (i) except in strict compliance with (A) the provisions of this Subscription Agreement and (B) the restrictions on transfer described herein and (ii) unless such securities are (X) registered under the 1933 Act, and any applicable state securities laws or (Y) the undersigned represents that such securities may be sold in reliance on an exemption from such registration requirements. I acknowledge that the Company is under no duty to register the Notes or comply with any exemption in connection with any attempt by me to sell, transfer or other disposition of the Note by me. Funderstand that in the event I desire to sell, assign, transfer, hypothecate or in any way alienate or encumber my Note in the future, the President of the Company can require that I provide, at my own expense, an opinion of counsel satisfactory to the President to the effect that such action will not result in a violation of applicable federal or state securities laws and regulations or other applicable federal or state laws and regulations.

j. k.-The undersigned is an accredited investor, as defined in Rule 501(a) of Regulation D promulgated pursuant to the Securities Act, by virtue of the facts set forth in the answers to the questions set forth above. If the Subscriber is an individual, he is 21 years of age, or if the Subscriber is an association, all of its members are of such age.attached Purchaser Ouestionnaire:

<u>k.</u> I.—The investment in the Company has been privately proposed to the undersigned without the use of general solicitation or advertising. The solicitation of an offer to purchase the Note was directly communicated to me.—At no time was I presented with or solicited by or through any leaflet, public promotional meeting, circular, newspaper or magazine article, radio or television advertisement or any-other form of general advertising in connection with such communicated offer.

m. I-recognize that investment in the Company involves certain risks and I (and my Purchaser Representative) have taken full-cognizance of and understand all of the risk factors related to the business objectives of the Company and the purchase of the Note, including risk factors for speculative investments as described in the POM.

<u>L</u> n.—No federal or state agency, including the Securities and Exchange Commission or the securities regulatory agency of any state, has approved or disapproved the Notes, the POM, passed upon or endorsed the merits of such investment, or made any finding or determination as to the fairness of a Note for private investment.: and

 \underline{m} . e-The investment is being made in reliance on specific exemptions from the registration requirements of federal and state securities laws, and the Company is relying upon the truth and accuracy of the representations, warranties, agreements, acknowledgments and understandings set forth herein in order to establish such exemptions.

p. All-information that I have-provided-herein, including, without limitation, information concerning myself, my financial position and my knowledge of financial and business-matters and that of my Purchaser-Representative, is correct and complete as of the date hereof, and if there should be any material change in such information prior to the acceptance of this Subscription Agreement and Investor Questionnaire, I will immediately provide the President with such information. q. If the Subscriber is a corporation, partnership, trust, unticorporated association or other entity, it is authorized and otherwise duly qualified to purchase and hold the Note subscribed hereunder; such entity has not been formed for the specific purpose of acquiring a Note from the Company. If the Subscriber is a trustee and is acquiring the Note for the trust of which he is a trustee, he has cought the advice of counsel regarding whether the purchase of the Note is an authorized trust investment and has been advised by counsel that after reviewing the applicable state law and the terms of the trust instrument, such counsel is of the opinion that the undersigned has the authority to purchase the Note for the trust.

<u>10.</u> <u>3.</u> Non-Transferability of Note. The undersigned agrees to the non-transferability of the Note, except with the prior written consent of the Company, which may be withheld in its sole discretion for several reasons, including compliance with the exemptions under the Investment Company Act of 1940.

11.4. Indemnification. The undersigned acknowledges and understands the meaning and legal consequences of the representations and warranties contained herein and agrees to indemnify, defend and hold harmless the Company, its directors, officers, agents, employees and attorneys from and against any and all claims, loss, damage liability, cost or expense including attorneys' fees and courts costs due to or arising out of or connected directly or indirectly to any untrue statement made herein or any breach of any such representation or warranty made by the undersigned.

12. Miscellaneous.

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(a) I agree that I may not cancel, terminate or revoke this Agreement or any covenant hereunder and that this <u>5</u>. <u>Successors and Assigns</u>. This <u>Subscription</u> Agreement shall be binding upon and shall inure to the benefit of the parties hereto and to the successors and assigns of the Company.-Further, I agree that this Agreement and the representations, warranties and covenants contained herein shall survive my death or disability and shall be binding upon my heirs, executors, administrators, successors and assigns. and to the legal representatives, successors and permitted assignees of the undersigned.

(b) <u>6.</u> <u>Governing Law.</u> This <u>Subscription</u> Agreement shall be <u>enforced</u>, governed <u>by</u> and construed in <u>all-respects in-accordance</u> with the laws of the State of Arizona₅ without regard to <u>principles of conflicts of law-provisions</u>.

(c) Within five days after receipt of a written request from the Company, I agree to provide such informationand to execute and deliver such documents as may reasonably be necessary to comply with any and all lawsand ordinances to which the Company is subject.

(d) <u>7. Counterparts.</u> This Subscription Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[Signatures on Next Page]

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IN WITNESS WHEREOF, the undersigned has executed this Subscription Agreement. DATED: _____

	By:
	By: Signature of Investor
	Print Name of Investor
	Address:
	SSN (or EIN):
· ·	
	By:
	Signature of Co-Investor (if any)
	Print Name of Co-Investor (if any)
·	Address:
	SSN (or EIN):
·	
Agreed to and accepted by DenSco Investm	
Corporation as of the	
RLS-Capital, Inc., an Arizona corporation,	

as-of the ____ day of _____, 2007.

Ву:_____

Name: Denny J. Chittick

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Title: President

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