Cobo Black Premium 2020

A premium membership dating app experience

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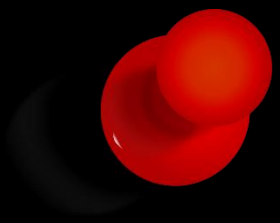

Private Placement Memorandum

$20,000,000.00 (USD)

The Worldwide Exchange International Private Placement Memorandum

June 1, 2020 – June 31. 2021

Regulation D 506 (c) Offering / Regulation A tier 1 or 2

10,000,000 Shares / 1000 units

Minimum Investment: $10,000 / Subscription amount: $20mm (USD)

THE UNITED STATES' SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SELLING LITERATURE. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED HEREUNDER ARE EXEMPT FROM REGISTRATION.

Unit Price: $10,000 – Price Per Share: $2.00

The company may pay up to 15% of proceeds for the up-front cost of capital, plus 5% in bonuses. These fees may include payments to underwriters, broker-dealers, finders, referral, agents, promotors, or other operations pursuant to the up-front cost of capital. Net capital is for the marketing of the company's digital mobile applications to facilitate revenue and to support the products growth & success in the public marketplace.

*The Net Proceeds will be used for the global marketing of our standard and premium dating application products on the Apple App Store and Google Play.

Interested Party _____ Date _____

Summary of Offering

The Worldwide Exchange International, a Nevada Corporation, is offering 10,000,000 shares of the company. The Principal Address of the company is 7225 Crescent Park W. 457, Playa Vista, Ca. 90094. The minimum investment is $10,000. Therefore, shares are being offered in units. The total number of units is 1000. Each unit cost $10,000 and consists of 10,000 common shares of the company. The shares in this offering are on a best efforts basis and no escrow will be employed. All funds received will be immediately available to the company for all purposes associated with the use of proceeds for this offering. The offering period will be from June 1, 2020 – June 1, 2021. *all offerings of the company may be integrated with this offering pursuant to interpretation by the governing, ruling, and governmental agencies with authority to regulate sales of securities offered under exemptions that are available to the company either through filings or notification or coordination in applicable states & under Federal Securities laws & regulations. The offering will accept ACCREDITIED INVESTORS and 'QUALIFIED PURCHASERS' and UN-Accredited Investors who purchase no more than 10% of their annual income.

The company has never tried to raise excess capital and only made efforts to raise the amount of capital needed to move to the next stage of development for the products and now for marketing of the company's products. By act of the Board of Directors, of the company, this offering and the shares associated with fulfilling of this offering are now 'AUTHORIZED'.

This Offering Memorandum does not constitute an offer or solicitation in a state or any other jurisdiction in which such an offer or solicitation is not authorized. In addition, this Offering Memorandum constitutes an offer only if a name has been inserted in the "Interested Party" space on the cover page. In such event, this Memorandum is an offer only to the person named.

THE UNITS AND THE SHARES UNDERLYING THE UNITS HEREBY HAVE NOT BEEN REGISTERED BY THE SECURITIES ACT OF 1933, OR THE SECURITIES LAWS OF ANY STATE BY REASON OF SPECIFIC EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SUCH LAWS RELATING TO LIMITED OFFERINGS AND/OR TRANSACTIONS NOT INVOLVING A PUBLIC OFFERING. THE UNITS, THE COMMON STOCK AND THE SHARES UNDERLYING THE UNITS OFFERED HEREBY MAYBE SUBJECT TO TRANSFER RESTRICTIONS AND INVOLVE A DEGREE OF RISK. ANY INVESTOR WHO CANNOT AFFORD THE LOSS OF HIS OR HER ENTIRE INVESTMENT SHOULD NOT PURCHASE THE SECURITIES. SEE "RISK FACTORS" FOR CERTAIN FACTORS THAT MUST BE CAREFULLY EVALUATED BY PROSPECTIVE INVESTORS BEFORE PURCHASING THE UNITS.

This Confidential Offering Memorandum (the "Memorandum") is being provided to a limited number of prospective investors solely for the purpose of assisting such parties in determining whether they wish to further consider a possible investment in the securities of The Worldwide Exchange – a Nevada Corporation (the Company).

This Offering Memorandum has been prepared by the Company and from trade and industry sources deemed reliable by the Company. This Offering Memorandum is intended only to provide certain general information regarding the Company, its business, and the possible terms of an investment in the Shares and does not purport to provide complete disclosure or analysis of all matters, which may be relevant to an investment decision in the Shares, including risk factors or similar investment considerations. It is understood that each qualified investor will make his/her or its' own independent investigation into this investment and will rely upon the same in making any such investment. In that regard, representatives of

the Company will be available to discuss with qualified investors, upon request, the information contained in this Confidential Offering Memorandum, and qualified investors will be given the opportunity to visit the facilities of the Company and to discuss its affairs with appropriate personnel of the Company.

By accepting this Offering Memorandum, the recipient agrees: (1) to keep confidential the information contained herein or made available in connection with any further investigations of the Company; (2) without limiting the generality of the foregoing, the recipient will not reproduce or redistribute this Offering Memorandum, in whole or in part; (3) without limiting the generality of the foregoing, if the recipient does not wish to pursue this investment, the recipient should return this Offering Memorandum to the Company as soon as practicable, together with any other material relating to the Company or its related entities which the recipient may have received from the Company; (4) the recipient will not contact, directly or indirectly, any customer, supplier, or other third party relating to the Company or their respective businesses, without the prior written consent of the Company; and (5) any proposed actions by the recipient which are inconsistent in any manner with the foregoing agreement will require the prior written consent of the Company.

This Offering Memorandum shall not be deemed an indication of the situation of the Company or the business and technology described herein, or an indication that there has been no change in such matters since the date hereof. The information contained in this Offering Memorandum is for Background purposes only and is subject to change, amendment, or supplement during a prospective investor's investigation into a possible investment in the Company.

506 REGULATION D (B) OR (C) disqualification of 'Bad Actors' Rule
https://www.sec.gov/info/smallbus/secg/bad-actor-small-entity-compliance-guide.html

On July 10, 2013, the Securities and Exchange Commission (the "Commission") adopted bad actor disqualification provisions for Rule 506 of Regulation D under the Securities Act of 1933, to implement Section 926 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. The disqualification and related disclosure provisions appear as paragraphs (d) and (e) of Rule 506 of Regulation D.

As a result of Rule 506(d) bad actor disqualification, an offering is disqualified from relying on Rule 506(b) and 506(c) of Regulation D if the issuer or any other person covered by Rule 506(d) has a relevant criminal conviction, regulatory or court order or other disqualifying event that occurred on or after September 23, 2013, the effective date of the rule amendments. Under Rule 506(e), for disqualifying events that occurred before September 23, 2013, issuers may still rely on Rule 506, but will have to comply with the disclosure provisions of Rule 506(e) discussed in part 6 of above guide.

Note: As of the date of this offering, The Worldwide Exchange International, had no covered persons with a 'disqualifying' event or any 'disqualifying' event prior to September 23, 2013 that required disclosure.

In the event of a 'disclosure' event, The Company would provide such 'disclosure' and request an affirmative 'waiver' from any potential investor prior to sell of securities, plus be open to all questions.

General Solicitation in Rule 506(c) Securities Offerings

In a long awaited and widely sought change, the SEC has recently announced a final rule (the "final rule") lifting the ban on general solicitation or general advertising (collectively, "general solicitation") in certain private offerings of securities, as required by the JOBS Act. The final rule represents a compromise of many different interests: businesses seeking to raise funds will have additional means at their disposal but will also have specific compliance requirements to satisfy; investors will have greater access to information about private investment opportunities; government officials may have more difficulty enforcing key provisions of federal and state securities laws; and consumer advocates will have added concerns about securities fraud and the erosion of consumer protections. This article focuses on how the final rule impacts the requirements that apply to businesses seeking investment. The final rule creates a new provision in Regulation D, Rule 506(c), which allows businesses issuing securities in a private offering to use general solicitation. The final rule does not apply to all private securities offerings, or even all private securities offerings relying on the current exemption in Rule 506 (now known as Rule 506(b)). In order to take advantage of this substantial change in securities laws, businesses will have to meet several requirements. Specifically, any business hoping to take advantage of Rule 506(c) will have to: wait to use general solicitation until after September 23, 2013, the final rule's effective date; follow the other terms and conditions of a Rule 506 securities offering; sell only to accredited investors; and take reasonable steps to verify that each purchaser is an accredited investor. Effective Date First, the use of general solicitation is only permitted in certain securities offerings, those under the new Rule 506(c), after the effective date of the final rule creating this provision. The SEC's final rule only becomes effective on September 23, 2013, so the use of general solicitation prior to that date in any securities offering under Regulation D (including private offerings under Rules 504, 505, and 506) is a violation of securities laws. General 506 Requirements Second, the fact that the prior ban on general solicitation is lifted with respect to certain securities offerings does not change the fact that most of the terms and conditions for Rule 506 offerings remain unchanged. Among other things, this means that the definition of accredited investors remains the same, Regulation D offerings have to be separated in time or risk being integrated, and any securities sold are restricted securities. The final rule only impacts the previous ban on general solicitation in Rule 506(c) offerings; however, the ban continues in offerings under Rules 504, 505, and 506(b). Accredited Investor Requirement Third, all the purchasers under a new Rule 506(c) offering must be accredited investors. As noted above, the definition of accredited investors remains unchanged, so for a natural person to qualify as an accredited investor, she must have had individual income in excess of $200,000 per year (or $300,000 per year for couples) for the last two years and have a reasonable expectation of reaching that same income level for the current year, or she must have a net worth in excess of $1,000,000 (excluding her primary residence). This requirement that all purchasers be accredited investors contrasts with the "old" Rule 506 offering, which is still allowed by Rule 506(b), in which up to 35 purchasers can be non-accredited investors if they are capable of evaluating the merits and risks of the potential investment. Businesses selling securities going forward will have to make a trade-off between being able to use general solicitation (but being limited to only selling to accredited investors) and being able to sell to up to 35 sophisticated non-accredited investors (but being limited to private offerings that do not involve general solicitation).Verification Requirement Fourth, in a new Rule 506(c) offering, the business issuing the securities (the "issuer") must take reasonable steps to verify that each purchaser is an accredited investor. The SEC has announced four non-exclusive safe harbors that are enough, but not necessary, for the issuer to show compliance with the verification requirement. The SEC has also announced a general principles-based framework in order to determine whether, under the particular facts and circumstances

of each case, an issuer has taken reasonable steps to verify investor status. Any issuer that fails to meet one of the four non-exclusive safe harbors will still be able to rely on a facts and circumstances analysis of the reasonableness of the steps it took to verify accredited status under the general principles-framework, but it will take time for this body of law to develop. On-Exclusive Safe Harbors in an attempt to promote certainty, without sacrificing flexibility, the SEC has provided the following four non-exclusive safe harbors that issuers can rely on to satisfy the verification requirement in the new Rule 506(c):(1) Reviewing copies of any IRS form that reports income (including forms W-2, 1099, K-1, 1065, or a filed 1040) for the two most recent years, along with obtaining a written representation from the purchaser that she has a reasonable expectation of reaching the income level necessary to qualify as an accredited investor during the current year;(2) Reviewing one or more of the following types of documentation, dated within the prior 3 months, and by obtaining a written representation from the purchaser that all liabilities necessary to make a determination of net worth have been disclosed, a. For assets (any of the following) – bank statements, brokerage statements and other statements of securities holdings, certificates of deposit, or tax assessments and appraisal reports issued by independent third parties, b. For liabilities (both of the following) – a consumer report (i.e., a credit report) from at least one of the nationwide consumer reporting agencies and a written representation from the purchaser that all liabilities necessary to make a determination of net worth have been disclosed;(3) By obtaining a written confirmation from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney, or a certified public accountant that such professional has taken reasonable steps to verify that the purchaser is an accredited investor within the prior three months and has determined that the purchaser is an accredited investor;(4) For any natural person who invested in an issuer's Rule 506(b) offering as an accredited investor prior to the effective date of Rule 506(c) and remains an investor of the issuer, for any offering conducted by the same issuer the issuer is deemed to satisfy the verification requirement in Rule 506(c) with respect to the purchaser by obtaining a certificate by the purchaser at the time of sale that he or she qualified as an accredited investor. Principles-Based Framework Under the general principles-based framework, whether the steps taken to verify investor status are "reasonable" is an objective determination by the issuer considering the particular facts and circumstances of each purchaser and transaction. The factors that the issuer is to consider are: (1) The nature of the purchaser and the type of accredited investor that the purchaser claims to be; (2) The amount and type of information that the issuer has about the purchaser; and (3) The nature of the offering such as the manner in which the purchaser was solicited to participate in the offering, and the terms of the offering, such as a minimum investment amount. Under this general principles-based framework, there is no set formula for what constitutes whether the issuer took reasonable steps to verify that a purchaser was an accredited investor. Whether the steps an issuer took are adequate to meet this test can vary, based on the factors above. The SEC has indicated that the issuer may rely upon, in addition to other reliable sources, information obtained from publicly available filings with government regulatory bodies, third-party information that is reasonably reliable (such as pay stubs indicating a natural person's income for the last two years), or third parties that are in a position to verify a person's accredited status (such as accountants, securities brokers, and attorneys).With respect to the nature of the offering and the manner in which the purchaser was solicited, the more general the solicitation, the greater the measures the issuer must take to verify accredited status. Thus, issuers soliciting on a website generally available to the public must take greater measures to verify a purchaser's accredited status than issuers soliciting for an offering with a substantial minimum investment on a website available only to a pre-selected group of high net worth individuals. Of particular note, the SEC has explicitly stated that in offerings involving general solicitation, the issuer will not have taken reasonable steps to verify accredited status if it required only that a person check a box in a questionnaire

or a sign a form, absent other information about the purchaser indicating accredited status. It is important to note that whether the verification requirement is met under one of the non-exclusive safe harbors or the general principles-framework, the verification requirement is separate from and independent of the requirement that sales be limited to accredited investors. Thus, the verification requirement must be satisfied even if all purchasers are in fact accredited investors. Also, it is important for issuers to retain adequate records of the steps they took to meet the verification requirement since issuers bear the burden of proof that they met all the requirements of any rule exempting their securities from registration. This is particularly true since an issuer may still rely on Rule 506(c) even if not all of the purchasers were in fact accredited investors so long as the issuer took reasonable steps to verify that the purchaser was an accredited investor and the issuer had a reasonable belief that the purchaser was an accredited investor at the time of sale. Future Changes in addition to these changes in the final rule, the SEC has proposed an additional rule that may impact Rule 506(c) offerings in the future. The proposed rule may result in the SEC requiring issuers to file a Form D at least 15 days before engaging in general solicitation, as well as filing an update to their Form D within 30 days of completing an offering. (This is in contrast to the current filing requirement that an issuer file a Form D within 15 days after the first date of sale in Rule 506(b) offerings). The SEC also specified that it may require issuers to provide additional information in connection with their 506(c) offerings and may also require the use of specific legends or disclosures or the submission of written general solicitation materials to the SEC in connection with Rule 506 offerings. The SEC has currently proposed this rule and is accepting public comment on it, but it is unclear when or if part or all this proposed rule will become final and effective in Rule 506 offerings. So, although the SEC has finalized some substantial changes to Rule 506 offerings to allow for the use of general solicitation pursuant to the terms and conditions of Rule 506(c), the future requirements of Rule 506 offerings are still somewhat uncertain. While the requirements of Rule 506 offerings remain in a state of change, it will be important for businesses to be aware of and to comply with the securities offering requirements applicable at the time of their offering.

Read more at: https://www.equitynet.com/crowdfunding-terminology/rule-506c-regulation-d

Regulation A

Regulation A is an exemption from registration for public offerings. Regulation A has two offering tiers: Tier 1, for offerings of up to $20 million in a 12-month period; and Tier 2, for offerings of up to $50 million in a 12-month period. **For offerings of up to $20 million, companies can elect to proceed under the requirements for either Tier 1 or Tier 2.**

There are certain basic requirements applicable to both Tier 1 and Tier 2 offerings, including company eligibility requirements, , bad actor disqualification provisions and other matters. Additional requirements apply to Tier 2 offerings, including limitations on the amount of money a non-accredited investor may invest in a Tier 2 offering, requirements for audited financial statements and the filing of ongoing reports. Issuers in Tier 2 offerings are not required to register or qualify their offerings with state securities regulators.

Private Placement Section Guide

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Investor Notices & Suitability

THIS MEMORANDUM IS BEING FURNISHED TO PROSPECTIVE INVESTORS ON A CONFIDENTIAL BASIS FOR USE SOLELY IN CONNECTION WITH THE CONSIDERATION OF THE PURCHASE OF THE UNITS. THIS OFFERING IS INTENDED TO BE EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. DUE TO ITS CONFIDENTIAL NATURE, THIS MEMORANDUM MAY NOT BE REPRODUCED, IN WHOLE OR IN PART, OR DELIVERED TO ANY PERSON OTHER THAN THE PROSPECTIVE INVESTOR'S FINANCIAL ADVISOR WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY. BY ACCEPTING DELIVERY OF THIS MEMORANDUM, EACH PROSPECTIVE INVESTOR AGREES TO THE FOREGOING.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY, ASSIGNMENT AND RESALE AND MAY NOT BE TRANSFERRED, ASSIGNED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND SUCH STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR AN EXEMPTION THEREFROM. THE SALE OF THE SECURITIES HAS NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THESE AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND IS A CRIMINAL OFFENSE.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR IN ANY OTHER JURISDICTION INWHICH SUCH OFFER, OR SOLICITATION IS NOT AUTHORIZED. THE INTERESTS ARE OFFERED SUBJECT TO THE RIGHT OF THE COMPANY IN ITS SOLE DISCRETION TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART, EXCEPT AS OTHERWISE PROVIDED BY SEC REGULATION, EACH PURCHASER OF THE UNITS MUST BE A "QUALIFIED INVESTOR" IN TERMS OF AGE, EXPERIENCE, AND RISK TOLERANCE.

THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY AND IS BEING FURNISHED BY THE COMPANY TO PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING OF UNITS EXEMPT FROM REGISTRATION UNDER THE ACT SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT PRIOR WRITTEN PERMISSION FROM THE COMPANY, SUCH PERSONS WILL NOT RELEASE THIS MEMORANDUM OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTION OF OR USE THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATION OF POTENTIAL INVESTMENT IN THE UNITS. THIS MEMORANDUM IS INDIVIDUALLY DIRECTED TO EACH PROSPECTIVE INVESTOR.

DISTRIBUTION OF THIS MEMORANDUM TO ANY PERSON OTHER THAN THE PROSPECTIVE INVESTOR WHOSE NAME APPEARS ON THE COVER PAGE HEREOF, AND THOSE PERSONS, IF ANY, RETAINED TO ADVISE SUCH PROSPECTIVE INVESTOR WITH RESPECT THERETO, IS UNAUTHORIZED, AND ANY DISCLOSURE OF ANY OF ITS CONTENTS, WITHOUT THE PRIOR CONSENT OF THE COMPANY, IS PROHIBITED.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE UNITS. INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS

MEMORANDUM AS LEGAL, BUSINESS OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT SUCH INVESTOR'S OWN ATTORNEY, BUSINESS ADVISOR AND TAX ADVISORS AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE INVESTMENT DESCRIBED IN THIS MEMORANDUM AND

IT'S SUITABILITY FOR SUCH PROSPECTIVE INVESTOR. PROSPECTIVE INVESTORS HAVE A RIGHT TO SPEAK WITH EXECUTIVES OF THE COMPANY AND REQUEST RELEVANT CORPORATE INFORMATION THAT MAY NOT BE IN THE PUBLIC DOMAIN UNDER APPROPRIATE NON-DISCLOSURE FOR THE PURPOSE OF REVIEW AS IT PERTAINS TO CHANGES TO THE COMPANY THAT MAY NOT HAVE BEEN RELEVANT OR PRESENT AT THE TIME THIS MEMORANDUM WAS COMPLETED AND DISTRIBUTED.

CERTAIN PROVISIONS OF VARIOUS AGREEMENTS ARE SUMMARIZED IN THIS MEMORANDUM, BUT PROSPECTIVE INVESTORS SHOULD NOT ASSUME THAT SUCH SUMMARIES ARE COMPLETE. SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE COMPLETE TEXT OF SUCH AGREEMENTS.

THE INFORMATION CONTAINED HEREIN WAS PREPARED BY THE COMPANY AND IS BEING FURNISHED BY THE COMPANY SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OTHER THAN THAT CONTAINED IN THIS MEMORANDUM OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFERING, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, CONTAINED IN OR OMISSIONS FROM, THIS MEMORANDUM OR ANY OTHER WRITTEN OR ORAL COMMUNICATION TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT. EACH INVESTOR WILL BE ENTITLED TO RELY SOLELY UPON THOSE WRITTEN REPRESENTATIONS AND WARRANTIES THAT MAY BE MADE TO IT IN ANY FINAL PURCHASE AGREEMENT RELATING TO THE UNITS REFERRED TO IN THIS MEMORANDUM.

NO SALE WILL BE MADE TO ANY PERSON WHO CANNOT DEMONSTRATE COMPLIANCE WITH THE SUITABILITY STANDARDS DESCRIBED IN THIS MEMORANDUM. IF YOU ARE IN ANY DOUBT AS TO THE SUITABILITY OF AN INVESTMENT IN THE UNITS, DETAILS OF WHICH ARE GIVEN IN THIS MEMORANDUM, YOU SHOULD CONSULT YOUR INVESTMENT ADVISER. NO SUBSCRIPTIONS WILL BE ACCEPTED FROM RESIDENTS OF ANY STATE UNLESS THE COMPANY, UPON CONSULTATION WITH ITS LEGAL COUNSEL, IS SATISFIED THAT THE OFFERING IS IN COMPLIANCE WITH THE LAWS OF SUCH STATE.

THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER, TO MODIFY, AMEND AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING AND/OR TO ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE UNITS OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE UNITS THAT SUCH INVESTOR DESIRES TO PURCHASE. THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

IT IS THE RESPONSIBILITY OF ANY INVESTOR PURCHASING THE UNITS TO SATISFY HIMSELF, HERSELF, THEMSELVES, OR ITSELF AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE REQUIREMENTS.

THE COMPANY MAY SELECT A BROKER-DEALER OR DEALERS ("SELECTED DEALERS") THAT ARE MEMBERS OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS ("NASD") AS WELL AS QUALIFIED "FINDERS" AS DEFINED IN SECURITIES LAWS OF THE UNITED STATES TO ASSIST IN THE PLACEMENT OF UNITS.
EACH OFFEREE MAY MAKE INQUIRIES OF THE COMPANY WITH RESPECT TO THE COMPANY'S BUSINESS OR ANY OTHER MATTER RELATING TO THE COMPANY OR AN INVESTMENT IN THE UNITS AND MAY OBTAIN ANY ADDITIONAL INFORMATION THAT SUCH PERSON DEEMS TO BE NECESSARY IN CONNECTION WITH MAKING AN INVESTMENT DECISION IN ORDER TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM (TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE). IN CONNECTION WITH SUCH INQUIRY, ANY DOCUMENT THAT AN OFFEREE WISHES TO REVIEW WILL BE MADE AVAILABLE FOR INSPECTION AND COPYING OR FURNISHED, UPON REQUEST, SUBJECT TO THE OFFEREE'S AGREEMENT TO MAINTAIN SUCH INFORMATION IN CONFIDENCE AND TO RETURN THE SAME TO THE COMPANY IF THE RECIPIENT DOES NOT PURCHASE THE UNITS OFFERED HEREUNDER, ANY SUCH INQUIRIES OR REQUESTS FOR ADDITIONAL INFORMATION OR DOCUMENTS SHOULD BE MADE IN WRITING TO THE COMPANY ADDRESSED AS FOLLOWS:

Forward Looking Statements

CERTAIN STATEMENTS IN THIS MEMORANDUM INCLUDING BUT NOT LIMITED TO STATEMENTS, ESTIMATES AND PROJECTIONS OF FUTURE TRENDS AND OF THE ANTICIPATED FUTURE PERFORMANCE OF THE COMPANY CONSTITUTE "FORWARD-LOOKING STATEMENTS". SUCH FORWARD- LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER IMPORTANT FACTORS THAT COULD CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF THE COMPANY, OR INDUSTRY RESULTS, TO DIFFER MATERIALLY FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENT IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS.

STATEMENTS IN THIS MEMORANDUM THAT ARE FORWARD-LOOKING, INVOLVE NUMEROUS RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM EXPECTED RESULTS AND ARE BASED ON THE COMPANY'S CURRENT BELIEFS AND ASSUMPTIONS REGARDING A LARGE NUMBER OF FACTORS AFFECTING ITS BUSINESS. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM EXPECTED RESULTS. THERE CAN BE NO ASSURANCE THAT (I) THE COMPANY HAS CORRECTLY MEASURED OR IDENTIFIED ALL OF THE FACTORS AFFECTING ITS BUSINESS OR THE EXTENT OF THEIR LIKELY IMPACT, (II) THE PUBLICLY AVAILABLE INFORMATION WITH RESPECT TO THESE FACTORS ON WHICH THE COMPANY'S ANALYSIS IS BASED OR COMPLETE OR ACCURATE, (III) THE COMPANY'S ANALYSIS IS CORRECT OR (IV) THE COMPANY'S STRATEGY, WHICH IS BASED IN PART ON THIS ANALYSIS, WILL RESULT IN SUCCESS.

Blue Sky Legends

Alabama
POLICY STATEMENT CONCERNING LIMITED OFFERING EXEMPTION FILINGS MADE PURSUANT TO SEC RULES 504, 505 AND 506 OF REGULATION D Rule 506 The National Securities Markets Improvement Act of 1996 ("NSMIA") included securities sold pursuant to Regulation D, Rule 506 in the classification of a "Covered Security", preempting the states' rights to register these types of offerings beyond requiring a basic notice filing, not to exceed any standards required by the SEC for similar filings. The Commission staff will require the following information for the purpose of complying with the notice requirements of NSMIA for any Rule 506 offering in the State of Alabama.

1. A filing fee in the amount of $300.00, made payable to the Alabama Securities Commission.
2. A Consent to Service of Process. The Consent must name the Secretary of State, State of Alabama (Form U-2 is acceptable).
3. A manually executed Form D.
4. One copy of all documents to be distributed to offerees. This requirement (number 4) is not mandatory but is requested strictly for informational purposes. The Commission staff will not review or make comment on such offering documents. No commission, finder's fee or other remuneration shall be paid or given, directly or indirectly, to any person for soliciting any prospective purchaser in this state, unless the broker dealer agent is registered in this state pursuant to Code of Ala. 1975 §8-6-3. In order to determine compliance with this provision, all broker-dealers who will participate in the offering of an issuer's securities in this state shall be identified on page 3 of the Form D. All of the above must be submitted within fifteen days of the first sale in this state. The Commission staff requests a notice to be filed upon the termination of the offering

Alaska
(a) Unless otherwise exempt under AS 45.55.900, a security that is a federal covered security under 15 U.S.C. 77r(b)(2) (Securities Act of 1933) may only be offered for sale and sold into, from, or within the state upon the administrator's receipt of (1) a copy of the registration statement filed by the issuer with the United States Securities and Exchange Commission or, in place of the registration statement, the Uniform Investment Company Notice Filing Form adopted by North American Securities Administrators Association, Inc., or a similar notice filing form; (2) a consent to service of process signed by the issuer; and (3) a notice filing fee as prescribed by the administrator for a notice filing under this section and, if necessary to compute the fee, a report of the value of the federal covered securities offered or sold in this state. (b) A notice filing under this section may be renewed by filing, before the expiration of an effective notice filing, a renewal notice and filing fee as prescribed by the administrator and, if necessary, to compute the fee, a report of the value of the federal covered securities offered or sold in this state. A renewal notice filing is effective on the expiration date of the previous notice filing. (c) A notice filing under this section may be amended as provided by the administrator by regulation or order. A notice filing may be terminated by an issuer upon providing the administrator with notice of the termination. (d) With respect to a security that is a covered security under 15 U.S.C. 77r(b)(4)(D) (Securities Act of 1933), the administrator, by regulation or order, may require the issuer to file a notice on United States Securities and Exchange Commission Form D and a consent to service of process signed by the issuer no later than 15 days after the first sale of a covered security in this state and a fee established by the administrator for a notice filing under this section. (e) The administrator, by regulation or order, may require the filing of any document filed with the United States Securities and Exchange Commission under 15 U.S.C. 77a - 77bbbb (Securities Act of 1933), with respect to a covered security under 15 U.S.C. 77r(b)(3) or (4) (Securities Act of 1933). (f) The administrator may issue a stop order suspending the offer and sale of a federal covered security, except a federal covered security under 15 U.S.C. 77r(b)(1) (Securities Act of 1933), if the administrator finds that (1) the stop order is in the public interest; and
(2) There is a failure to comply with a condition established under this section. (g) The administrator, by regulation or order, may waive any or all of the provisions of this section.

Arizona
A.R.S. § 44-1843(A) exempts eleven specified types of securities from securities registration requirements. Self-executing, except that subsection (B) requires that a fee be filed within thirty days after the first sale in Arizona of some of the types of securities. With respect to securities exempt pursuant to A.R.S. § 44-1843(A) (1) (securities issued or guaranteed by governmental agencies), A.R.S. § 44-1843.01(B) imposes additional filing requirements on five categories of securities defined in A.R.S. § 44-1843.01(A).

Arkansas
23-42-401. registration by notification.
(a) The following securities may be registered by notification, whether they are also eligible for registration by coordination under § 23-42-402:
(1) Any security whose issuer and any predecessors have been in continuous operation for at least five (5) years if:
(A) There has been no default during the current fiscal year or within the three (3) preceding fiscal years in the payment of principal, interest, or dividends on any security of the issuer, or any predecessor, with a fixed maturity or a fixed interest or dividend provision; and
(B) The issuer and any predecessors during the past three (3) fiscal years have had average net earnings, determined in accordance with generally accepted accounting practices, which:
(I) Are applicable to all securities without a fixed maturity or a fixed interest or dividend provision outstanding at the date the registration statement is filed and are equal to at least three percent (3%) of the amount of the outstanding securities as measured by the maximum offering price or the market price on a day, selected by the registrant, within thirty (30) days before the date of filing the registration statement, whichever is higher, or book value on a day, selected by the registrant, within ninety (90) days of the date of filing the registration statement, to the extent that there is neither a readily determinable market price nor a cash offering price; or (ii) If the issuer and any predecessors have not had any security of the type specified in subdivision (a)(1)(B)(I) of this section outstanding for three (3) full fiscal years equal to at least five percent (5%) of the amount as measured in subdivision (a)(1)(B)(I) of this section of all securities which will be outstanding if all the securities being offered or proposed to be offered, whether or not they are proposed to be registered or offered in this state, are issued; and (2) Any security, other than a certificate of interest or participation in an oil, gas, or mining title or lease or in payments out of production under such a title or lease, registered for non-issuer distribution if: A) Any security of the same class has ever been registered under this chapter or a predecessor act; or (B) The security being registered was originally issued pursuant to an exemption under this chapter or a predecessor act. 43 (b) A registration statement under this section shall contain the following information and be accompanied by the following documents in addition to the information specified in § 23-42404(c) and the consent to service of process required by § 23-42-107(a): (1) A statement demonstrating eligibility for registration by notification; (2) With respect to the issuer and any significant subsidiary: (A) Its name, address, and form of organization; (B) The state or foreign jurisdiction and the date of its organization; and (C) The general character and location of its business; (3) With respect to any person on whose behalf any part of the offering is to be made in a non-issuer distribution: (A) His or her name and address; (B) The amount of securities of the issuer held by him or her as of the date of the filing of the registration statement; (4) A description of the security being registered; (5) The information and documents specified in § 23-42-403(b)(8), (b)(10), and (b)(12); and (6) In the case of any registration under subdivision (a)(2) of this section which does not also satisfy the conditions of subdivision (a)(1) of this section, a balance sheet of the issuer for the calendar year immediately prior to the filing of the registration statement and a summary of earnings for each of the two (2) fiscal years preceding the date of the balance sheet and for any period between the close of the last fiscal year and the date of the balance sheet, or for the period of the issuer's and any predecessors' existence if less than two (2) years. (c) If no stop order is in effect and no proceeding is pending under § 23-42-405, a registration statement under this section automatically becomes effective at three o'clock (3:00) Central Standard Time in the afternoon of the second full business day after the filing of the registration statement or the last amendment, or at such earlier time as the Securities Commissioner determines.

California

The Corporate Securities Law of 1968 regulates all offers and sales of securities in California. All securities offered or sold must be either qualified with the Commissioner of Corporations or exempted from registration by a specific Rule of the Commissioner or specific law.

Exemptions from qualification do not limit issuer liability for fraud, either criminally or civilly, but instead merely exempt the offer or sale from the cost and formalities of qualification with the Commissioner. While federally the Securities Act of 1933 and Securities Exchange Act of 1934 are separate laws dealing with the issuance and secondary sales of securities, respectively, the Corporate Securities Law of 1968 regulates offers and sales of securities from both issuers and secondary sellers.

Like federal securities laws and the blue-sky laws of other states, the Corporate Securities Law of 1968 is intended to protect the public from fraud and deception in transactions involving securities. The Corporate Securities Law of 1968 achieves this regulation in part by providing statutory remedies in addition to common law remedies for those damaged in securities transactions which violate the Corporate Securities Law of 1968.

Colorado

It is unlawful to offer to sell or sell any security in Colorado unless it is registered or unless the security or transaction is exempted under provisions in the Colorado Securities Act. Registrations may be filed by the issuer, any other person on whose behalf the offering is to be made, or a licensed broker-dealer. Because registration requirements differ between the state and federal level, the Division recommends that anyone who wishes to raise money through securities offerings visit the Securities and Exchange Commission website for federal rules and guidelines. Notice Regarding Reg. D Filings - Effective February 1, 2016, all Form D filings made pursuant to Rule 506 and Section 11-51-308(1)(p), C.R.S. must be submitted to the Securities Commissioner through the Electronic Filing Depository ("EFD") operated by NASAA. To submit your filing through NASAA's EFD system, please visit www.efdnasaa.org. Please note, filings made pursuant to Rules 504 or 505 may still be submitted to the Securities Commissioner in hard copy until EFD can accept such filings.

Connecticut

(a) For purposes of section 36b-21(b)(9)(A) of the general statutes, a transaction not involving a public offering within the meaning of Section 4(2) of the Securities Act of 1933 shall be exempt from section 36b-16 of the general statutes if the requirements of this section are satisfied, provided, transactions effected in reliance on the federal exemption in Rules 501, 502, 503 and 506 of Regulation D, 17 C.F.R. §§ 230.501, 230.502, 230.503 and 230.506 under the Securities Act of 1933, shall be governed by section 36b-31-21b-9b of the regulations. (b) Prior to the first sale of securities in this state, the issuer shall file with the commissioner a notice manually signed by a person duly authorized by the issuer. The notice shall include (1) the issuer's name and address, the names of the issuer's officers, directors, general partners or persons occupying a similar status, a brief description of the securities to be sold, the selling price of the securities, the amount of securities to be sold, the name and address of the person who will offer or sell the securities in this state, whether the person offering or selling the securities in Connecticut shall receive any direct or indirect remuneration related to offers or sales of such securities and whether such person is engaged in the business of effecting securities transactions; (2) an undertaking by the issuer to furnish the commissioner, upon the commissioner's written request, with any offering materials used in connection with the sale of the securities in this state; (3) a Uniform Consent to Service of Process (Form U-2) executed pursuant to section 36b-33(g) of the general statutes; and (4) the filing fee prescribed by section 36b-21(b)(9) of the general statutes. (c) Failure to timely file the notice required by this section shall not, in and of itself, preclude reliance on the exemption afforded by section 36b-21(b) (9) of the general statutes. If the commissioner finds that such notice has not been timely filed with respect to more than

one offering, he may issue an order restricting the right to use exemptions under this section and section 36b-31-21b-9b of the regulations in the future. Such order may be directed to any person subject to the prohibition in section 36b-16 of the general statutes.
(d) Until such time as the offering has been completed, the issuer shall promptly notify the commissioner in writing of any material changes in the information submitted pursuant to this section. The issuer shall also provide to the commissioner such additional information concerning the status or nature of the offering as the commissioner may request, either prior to, or following, completion of the offering.
(Effective July 3, 1995) Sec. 36b-31-21b-9b. Exemption for transactions pursuant to rules 504, 505 and 506 of regulation D (a) If the requirements of this section are satisfied, section 36b-21(b) (9) (A) of the general statutes shall exempt from section 36b-16 of the general statutes any offer or sale of securities made in compliance with Rules 501, 502, 503 and 506 of Regulation D, 17 C.F.R. §§ 230.501, 230.502, 230.503 and 230.506 under the Securities Act of 1933.

Delaware
406 Notice Filings for Covered Securities under Section 18(b) (4) (DE) of the U.S. Securities Act of 1933
(a) An issuer offering a security that is a covered security under Section 18(b)(4)(E) of the Securities Act of 1933 (or as such section may be renumbered), including a security that is being offered under SEC Rule 506, 17 C.F.R. §230.506, shall file with the Director a notice on SEC Form D no later than 15 days after the first sale of such covered security in this state, or if an earlier filing is required by the SEC, at such earlier date, if a sale is contemplated in Delaware. (b) For purposes of these Rules, "SEC Form D" is defined as the document adopted by the SEC and in effect on September 1, 1996 (and as may be amended by the SEC from time to time), entitled "FORM D; Notice of Sale of Securities pursuant to Regulation D, Section 4(6), and/or Uniform Limited Offering Exemption", including Part E and the Appendix. 1 DE Reg 1978 (6/1/98) 15 DE Reg. 529 (10/01/11) 18 DE Reg. 394 (11/01/14)
Part E. Exemptions from Registration 500 Registration Not Required of Federal Covered Securities
Federal covered securities, as defined in Section 73-103(a) (6) of the Act, are not required to be registered under Section 73-202 of the Act. Notwithstanding this Rule, however, notice filings are required for registered investment company offerings under Rule 403; and for offers or sales of securities in Delaware pursuant to SEC Rule 506 under the Securities Act of 1933, 17 C.F.R. §230.506.
1 DE Reg 1978 (6/1/98) 14 DE Reg. 664 (01/01/11) 15 DE Reg. 529 (10/01/11) 18 DE Reg. 394 (11/01/14)

District of Columbia
An issuer that intends to offer or sell federal covered securities under § 18(b) (3) or (b) (4) (A) --(C) of the Securities Act of 1933 shall submit a notice filing with the Department. A notice filing under this section shall contain the following information and be accompanied by the following fees and documents:
(a)A copy of each document filed, if any, with the SEC under the Securities Act of 1933 with respect to the offer or sale of federal covered securities; (b) Form U-2, Uniform Consent to Service of Process; and,) Pay a filing fee as provided in § 249.7. SOURCE: Amended by Emergency Rulemaking published at 47 DCR 9910 (December 15, 2000) [EXPIRED]; as amended by Emergency Rulemaking published at 48 DCR 1987 (March 2, 2001) [EXPIRED]; as amended by Emergency and Proposed Rulemaking published at 48 DCR 3952 (May 4, 2001) [EXPIRED]; as amended by Emergency and Proposed Rulemaking published at 48 DCR 9177 (October 5, 2001) [EXPIRED]; as amended by Final Rulemaking published at 48 DCR 10879 (November 30, 2001).

Florida
Sales must be made pursuant to the registration by Qualification (Intra-state or Merit Review) requirements of Chapter 517.081, Florida Statutes, and Rule 69W-700.001, Florida Administrative Code, and the dealer registration requirements of Chapter 517.12, Florida Statutes. Rule 506 Filings (Offerings):

Florida does not require any Notice filing fee, or consent to service for Rule 506 Filings (Offerings), Chapter 517.071(1), Florida Statutes. All sales of securities in Florida must be made by a properly registered Dealer (Chapter 517.12(1), Florida Statutes) or by someone utilizing an exemption provided by Chapter 517.12(3), Florida Statutes. This includes officers and employees of Rule 506 issuers. There are two exemptions available under Chapter 517.12(3), Florida Statutes, for Issuers of Rule 506 Offerings: 1. Chapter 517.061(19) and 517.021(6)(b)6, Florida Statutes, and Rule 69W-500.016, Florida Administrative Code, requiring the offer and sale to be made by a bona fide employee of the issuer. 2. Chapter 517.061(11) and 517.021(6) (b) 6, Florida Statutes, and Rule 69W-500.001-007, Florida Administrative Code, requiring the sale to be made in reliance upon a limited offering exemption.

Georgia

Rule 590-4-2.02. Federal Covered Security Notice Filing Requirement for Offerings Pursuant to rule 506. An issuer of a federal covered security under Section 18(b)(4)(D) of the Securities Act of 1933, that is not otherwise exempt under Sections 10-5-12 of the Act, is required to submit a notice filing pursuant to subsection (2) hereof not later than fifteen (15) days after the first sale of the federal covered security in this State or the first Business Day following the fifteenth (15th) day after the first sale of the federal covered security in this State if the fifteenth (15th) day is not a Business Day. Each required notice filing under this Rule shall include the following: (a) A copy of the most recently filed Form D as filed with the SEC; and (b) Payment of a non-refundable fee of $250.00. The notice filing, and fees required by this Rule may be made electronically as permitted by the Commissioner. This Rule shall apply to all Offerings in which any sale is made within, or to any person in, the State of Georgia on or after the thirtieth (30th) day following the date of adoption thereof. Nothing in this exemption is intended to or should be construed as in any way relieving issuers or person's action on behalf of issuers from providing disclosure to prospective investors adequate to satisfy the antifraud provisions of Section 10-5-50 of the Act in view of the objective of this section, and the purposes and policies underlying the Act. Nothing in this section is intended to relieve broker-dealers or agents from due diligence, suitability, or "know your customer" standards or any other requirements of law otherwise applicable to these persons.

Hawaii

§16-39-201 Limitation on issuers and offerors. (a) Nothing in this Subchapter shall relieve, or be construed as in any way relieving, issuers or Persons acting on their behalf from the anti-fraud provisions of chapter 485A, HRS. (b) In view of the objective of this subchapter and the purpose and
Policies underlying chapter 485A, HRS, the exemptions are not available to any issuer or persons acting on their behalf with respect to any transaction which, although in technical compliance with this subchapter, is part of a plan or scheme to evade registration or the conditions or limitations explicitly stated in chapter 485A, HRS, or this chapter. [Eff 6/30/08] (Auth: HRS §485A-606) (Imp: HRS §§485A-202, 485A-203) §16-39-202 Exemptions. (a) Any offer or sale of securities offered or sold in compliance with the Securities Act, Regulation D, 17 CFR sections 230.501, 230.502, 230.503, and 230.505 and complies with the conditions and limitations of this subchapter shall be exempted under section 485A-203, HRS. (b) This section shall not provide an exemption for any offer or sale of securities offered or sold in compliance with the Securities Act, Regulation D, 17 CFR section 230.504. [Eff 6/30/08] (Auth: HRS §§485A-203,485A-606) (Imp: HRS §§485A-202, 485A-203) §16-39-203 Notice filing. (a) For issuers
Offering or selling securities in compliance with the Securities Act, Regulation D, 17 CFR section 230.505, a notice filing shall be made no later than fifteen calendar days after the first sale is made in this State. The notice filing shall consist of: (1) One signed copy of the Form D currently updated, and the appendix thereto; (2) An executed consent to service of process (Form U-2); and (3) The filing fee set forth in section 16-39-103.

Idaho
Notice Requirement. Issuers offering a security in this state in reliance upon Section 30-14-301, Idaho Code, by reason of compliance with Regulation D, Rule 506, adopted by the United States Securities and Exchange Commission, shall be required to file a notice with the Department pursuant to the authority of Section 30-14-302(c), Idaho Code, if a sale of a security in this state occurs as a result of such offering. (3-24-05) b. Terms of Notice Filing. The issuer shall file with the Department no later than fifteen (15) days after the first sale of a security in this state for which a notice is required under Subsection 053.02.a. of this rule: (3-24-05) i. One (1) copy of the Form D currently updated, and the Appendix thereto; (3-24-05) ii. A consent to service of process (Form U-2); and (3-24-05)
iii. The notice filing fee of fifty dollars ($50). (3-24-05) iv. A cover letter should be included in the notice filing which states the date in which the first sale of securities occurred in Idaho. (3-24-05)
c. Terms of Late Notice Filing. An issuer failing to file with the Administrator as required by Subsection 053.02.b. of this rule may submit its notice filing as required in Subsection 053.02.b. of this rule with an additional fifty dollars ($50) late filing payment within thirty (30) days after the first sale of a security in this state. Failure to file a notice on or before the thirtieth day after the first sale of a securities in Idaho will result in the inability of the issuer to rely on Section 30-14-302(c), Idaho Code, for qualification of the offering in Idaho.

Illinois
Section 2a. Of the Illinois Securities Law and Section 130.293 of the Rules and Regulations set forth the Notification Filing requirements of a Regulation D Rule 506 offering.
There is no maximum offering amount for a Regulation D Rule 506 offering.
Offerings under Regulation D Rule 506 can be offered to an unlimited number of accredited investors. However, the offering cannot be sold to more than 35 non-accredited investors, regardless of residency. This exemption must be used in conjunction with federal Regulation D Rule 506.
Filing Requirements include a copy of Form D as filed with the SEC along with a $100 filing fee payable to Secretary of State. Please mail to: Illinois Securities Dept. 421 E. Capitol Ave., 2nd FL.
Springfield, IL 62701 Form D must be filed with the SEC as well as the Illinois Securities Department to qualify for the exemption.

Indiana
This private placement is offered for Indiana residents only at the discretion of the company, to 'Accredited Investors' Only!

Iowa
This private placement is offered for Iowa residents only at the discretion of the company, to 'Accredited Investors' Only!

Kansas
(a) Exemption. Each offer or sale of a security by an issuer shall be exempt from the registration requirements of K.S.A. 17-12a301 through 17-12a306 and K.S.A. 17-12a504, and amendments thereto, if each of the following requirements is met: (1) Sales shall be made only to persons who are or whom the issuer reasonably believes to be accredited investors, as defined in SEC regulation D, rule 501(a), 17 C.F.R. § 230.501(a), as adopted by reference in K.A.R. 81-2-1. (2) The issuer shall reasonably believe that all purchasers are purchasing for investment and not with the view to or for resale in connection with a distribution of the security. Each resale of a security sold in reliance on this exemption within 12 months

of sale shall be presumed to be with a view to distribution and not for investment, except a resale pursuant to a registration statement effective under K.S.A. 17-12a305 (h) and amendments thereto or a resale to an accredited investor pursuant to an exemption available under the act. (3) Each communication with a prospective investor shall meet the requirements of subsection (d).
(4) Within 15 days after the first sale in this state, the issuer shall file with the administrator a notice of transaction on form D or the NASAA model accredited investor exemption uniform notice of transaction, a copy of the general announcement, and the fee specified in K.A.R. 81-5-8. (b) Disqualifications. The exemption specified in subsection (a) shall not be available to an issuer under either of the following conditions: (1) The issuer is in the development stage and either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person. (2) The issuer, any of the issuer's predecessors, any affiliated issuer, any of the issuer's directors, officers, general partners, beneficial owners of 10% or more of any class of its equity securities, any of the issuer's promoters presently connected with the issuer in any capacity, any underwriter of the securities to be offered, or any partner, director, or officer of the underwriter meets any of the following conditions:
(A) Has filed a registration statement that is subject to a currently effective registration stop order entered by any state securities administrator or the SEC within the last five years;
(B) has been convicted within the last five years of any criminal offense in connection with the offer, purchase, or sale of any security, or involving fraud or deceit; (C) is subject to any current state or federal administrative enforcement order or judgment, entered within the last five years, finding fraud or deceit in connection with the purchase or sale of any security; or(D) is subject to any current order, judgment, or decree of any court of competent jurisdiction, entered within the last five years, temporarily, preliminarily, or permanently restraining or enjoining the party from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security.
Kentucky
All Regulation (Reg.) D, Rule 506 applications shall be filed with the Division of Securities within 15 calendar days of the first sale in Kentucky and shall include all of the following: 1. one copy of Form D as filed electronically with the Securities and Exchange Commission (SEC). 2. A statement from any person authorized to act on behalf of the issuer that a federal filing has been made or will be made contemporaneously. 3. A statement disclosing the date of the first sale made in Kentucky. 4. Notice filing fee of $250. Make checks payable to the Kentucky State Treasurer. DFI may request that one copy of all offering materials distributed to offerees be filed voluntarily with the Division of Securities as part of the notice filing. If such a request is made, it will appear in the division's acknowledgement of the notice filing. Offering materials include any Private Placement Memorandum; current issuer financial statements (including audited balance sheet, if required); executive summaries and all other documents provided to offerees in the offering package. Late filings will subject filers to the assessment of a fine of not less than $250 in addition to the $250 notice filing fee if self-reported. Additional amounts may be assessed if not self-reported. The commissioner may also issue a stop order suspending the offer and sale of the securities if necessary or for the protection of investors.

Mississippi
This offering is not available to investors in Mississippi.

Louisiana
Provide a paper copy of the notice of sale on Form D that was filed electronically with the Securities and Exchange Commission $300 Filing Fee - Check made payable to the Commissioner of Securities
Form D must be filed no later than 15 days after the first sale in Louisiana Subsequent Form D filings must be provided at any time they are required to be filed with the Securities and Exchange Commission under Section 503 of Regulation D, including the annual filing required by Section 503(a)(3)(iii) Notice filing begins at time of receipt

Maine
This private placement is offered to Maine residents at the discretion of the company to 'Accredited Investors' only!

Maryland
This private placement is offered to Maryland residents at the discretion of the company to 'Accredited Investors' only!

Massachusetts
This private placement is offered to Massachusetts residents at the discretion of the company to 'Accredited Investors' only!

Michigan
Reg D Rule 506(b), code section MCL 451.2302(4) 35 purchasers limit on offers/sales. Issuer is required to file a notice and pay a filing fee of $100. A form D must be on file with SEC. must qualify purchasers.
Reg D Rule 506(c), code section MCL 451.2302(4) 35 purchasers limit on offers/sales. Issuer is required to file a notice and pay a filing fee of $100. A form D must be on file with SEC. Sales can only be made to "accredited investors". No disclosure documents are required with filing. Public Advertising is allowed under this rule.

Minnesota
2876.1021 REGULATION D.
"Regulation D" as used in the Minnesota Securities Act, Minnesota Statutes, chapter 80A, and the rules adopted under the act means Regulation D as promulgated by the Securities and Exchange Commission, Code of Federal Regulations, title 17, sections 230.501 to 230.508, as amended.

Missouri
15 CSR 30-54.215 Missouri Accredited Investor Exemption
PURPOSE: This rule more clearly describes the exemption of offers and sales to accredited investors from the requirements of sections 409.3-301 and 409.5-504 of the Missouri Securities Act of 2003.
(1) The commissioner, pursuant to the provisions of section 409.2-203 of the Missouri Securities Act of 2003 (the Act), exempts any offer or sale of a security by an issuer in a transaction that meets the requirements of this rule from the requirements of section 409.3-301 and 409.5-504 of the Act. Sales of securities shall be made only to persons who are, or the issuer reasonably believes are accredited investors. "Accredited investor" is defined in 17 CFR 230.501(a). (2) The exemption is not available to an issuer that is in the development stage that either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person. (3) The issuer reasonably believes that all purchasers are purchasing for investment and not with the view to or for sale in connection with a distribution of the security. Any resale of a security sale in reliance on this exemption within twelve (12) months of sale shall be presumed

to be with a view to distribution and not for investment, except a resale pursuant to a registration statement effective under section 409.3-301 of the Act or to an accredited investor pursuant to an exemption available under section 409.2-203 of the Act. (4) The exemption is not available to an issuer if the issuer, any of the issuer's predecessors, any affiliated issuer, any of the issuer's directors, officers, general partners, beneficial owners of ten percent (10%) or more of any class of its equity securities, any of the issuer's promoters presently connected with the issuer in any capacity, any underwriter of the securities to be offered, or any partner, director or officer of such underwriter: (A) Within the last five (5) years, has filed a registration statement which is the subject of a currently effective registration stop order entered by any state securities administrator or the United States Securities and Exchange Commission; (B) Within the last five (5) years, has been convicted of any criminal offense in connection with the offer, purchase or sale of any security, or involving fraud or deceit; (C) Is currently subject to any state or federal administrative enforcement order or judgment, entered within the last five (5) years, finding fraud or deceit in connection with the purchase or sale of any security; or (D) Is currently subject to any order, judgment or decree of any court of competent jurisdiction, entered within the last five (5) years, temporarily, preliminarily or permanently restraining or enjoining such party from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security. (5) Section (4) shall not apply if: (A) The party subject to the disqualification is licensed or registered to conduct securities related business in the state in which the order, judgment or decree creating the disqualification was entered against such party; (B) Before the first offer under this exemption, the state securities administrator, or the court or regulatory authority that entered the order, judgment, or decree, waives the disqualification; or (C) The issuer establishes that it did not know and in the exercise of reasonable care, based on a factual inquiry, could not have known that a disqualification existed under this section. (6) A general announcement of the proposed offering may be made by any means. (7) The general announcement shall include only the following information, unless additional information is specifically permitted by the commissioner: (A) The name, address and telephone number of the issuer of the securities; (B) The name, a brief description and price (if known) of any security to be issued; (C) A brief description of the business of the issuer in twenty-five (25) words or less; (D) The type, number and aggregate amount of securities being offered; (E) The name, address and telephone number of the person to contact for additional information; and (F) A statement that: 1. Sales will only be made to accredited investors;

Montana
30-10-211. Federal covered securities. (1) An issuer is required to file the following documents with respect to a federal covered security provided for in section 18(b)(2) of the Securities Act of 1933: (a) documents that are part of a current federal registration statement filed with the securities and exchange commission or amendments to a current registration statement filed with the securities and exchange commission; (b) A consent to the service of process signed by the issuer and payment of the fee required in 30-10-209; and (c) Annual or periodic reports of the value of the federal covered securities offered or sold in this state. (2) The issuer of a federal covered security under 18(b)(4)(D) of the Securities Act of 1933 is required to file within 15 days after the first sale in this state a notice on a form prescribed by the commissioner and a consent to service of process and is required to pay the notice filing fee prescribed in 30-10-209. (3) The commissioner may require the filing of any document filed with the securities and exchange commission under the Securities Act of 1933, with respect to a federal covered security under section 18(b)(3) or (4) of the Securities Act of 1933 and may require payment of the notice filing fee prescribed in 30-10-209. (4) The commissioner may issue a cease and desist order suspending the offer and sale of a federal covered security if the commissioner finds that the order is in the public interest and there is a failure to comply with any requirement of this section.

(5) The commissioner may waive any of the provisions of this section. Effective September 25, 2015 the Office of the Montana State Auditor, Commissioner of Securities and Insurance, will require all issuers filing pursuant to Mont. Code Ann. § 30-10-211(2) [Reg D, Rule 506 filings] to file electronically through the Electronic Filing Depository.

Nebraska
Regulation 506 filing
The filing requirements are found at Section 8-1108.02 of the Securities Act of Nebraska, which is supplemented by Chapter 20 of the Securities Rules. There are three items to be included in a filing: A copy of the Form D with the completed appendix attached A Form U-2 or consent to service of process, which designates the Director of the Nebraska Department of Banking and Finance. A check for the $200 filing fee made payable to the Nebraska Department of Banking and Finance. A Form D must be filed with the Department no later than fifteen days after the first sale in Nebraska. Nebraska interprets finder's fees as commissions and therefore, may only be paid to a registered agent of a Nebraska registered broker/dealer.

Nevada
NRS 90.530 Exempt transactions. Offered and sold as a unit. 8. A transaction by an executor, administrator, sheriff, marshal, receiver, trustee in bankruptcy, guardian or conservator. 9. A transaction executed by a bona fide secured party without the purpose of evading this chapter. 10. An offer to sell or the sale of a security to a financial or institutional investor or to a broker-dealer. 11. Except as otherwise provided in this subsection, a transaction pursuant to an offer to sell securities of an issuer if: (a) The transaction is part of an issue in which there are not more than 25 purchasers in this State, other than those designated in subsection 10, during any 12 consecutive months; (b) No general solicitation or general advertising is used in connection with the offer to sell or sale of the securities; (c) No commission or other similar compensation is paid or given, directly or indirectly, to a person, other than a broker-dealer licensed or not required to be licensed under this chapter, for soliciting a prospective purchaser in this State; and (d) One of the following conditions is satisfied: (1) The seller reasonably believes that all the purchasers in this State, other than those designated in subsection 10, are purchasing for investment; or (2) Immediately before and immediately after the transaction, the issuer reasonably believes that the securities of the issuer are held by 50 or fewer beneficial owners, other than those designated in subsection 10, and the transaction is part of an aggregate offering that does not exceed $500,000 during any 12 consecutive months.

New Hampshire
On July 27, 2015, Gov. Maggie Hassan signed into law a new version of the New Hampshire Uniform Securities Act, which goes into effect on January 1, 2016. The new Act is based on the Uniform Securities Act of 2002, the most recent uniform securities act drafted by the National Conference of Commissioners on Uniform State Laws (NCCUSL). The new Act contains several key changes from the current securities act. These include: •Elimination of licensing requirements for issuer-dealers and issuer-dealer agents •Elimination of renewal fees for Regulation D, Rule 506 offerings •Elimination of filing of final sales reports for Regulation D, Rule 506 offerings •Elimination of filing requirements for the transactional exemption in connection with a merger/reorganization •An expanded limited offering exemption allowing issuers to sell securities to up to 25 purchasers in any twelve-month period (subject to limitations on general solicitation, payment of commissions, and purchase for investment purposes)
•Bad actor disclosure requirements for issuers of securities The Bureau considers these changes to be advantageous to firms seeking to raise capital in New Hampshire while also continuing to provide strong protections for New Hampshire investors.

New Jersey

Any transaction by or on behalf of an issuer, or other person, if (i) the seller has reasonable grounds to believe and, after making reasonable inquiry, believes, immediately prior to making any sale, that there are no more than 35 purchasers of the issue in this State during any period of 12 consecutive months and that each purchaser, who is not an accredited investor, either alone or with his representative has the knowledge and experience in financial and business matters that he is or they are capable of evaluating the merits and risks of the prospective investment; (ii) a written offering statement or prospectus is furnished to each purchaser who is not an accredited investor containing substantially the same information as is required by subsection (b) of section 14 of P.L.1967, c.93 (C.49:3-61) or any applicable form of registration under federal law, and provided that if any purchaser is furnished with a written offering statement or prospectus, then all purchasers shall be furnished therewith; (iii) the securities shall not be offered or sold by general solicitation or any general advertisement; and (iv) a

New Jersey Bureau of Securities Law AND PUBLIC SAFETY Revised 2/21/13 Page 25 report of the offering is filed with the bureau not later than 15 days after the first sale of those securities in this State, setting forth the name and address of the issuer, the total amount of the securities sold under this paragraph (12), the price at which the securities were sold, the total number of purchasers of the securities, and the names and addresses of the purchasers of the securities who reside in this State, indicating the number and amount of the securities each purchased. Supplemental reports shall be filed promptly after the initial filing with the bureau whenever there are material changes to the information contained in the initial filing until the closing of the offering. A final report shall be filed at the closing of the offering if the information in the final report would be materially different from the last prior filing. The fee for filing the report with the bureau shall be established by regulation of the bureau chief. The information in the report of sale shall be deemed confidential and shall not be disclosed to the public except by order of the court or in court proceedings. In calculating the number of purchasers permitted under this paragraph, accredited investors shall be excluded; (13) The bureau chief, by rule or order, as to a particular transaction or class of transactions, may adopt a transactional exemption (i) that will further the objectives of compatibility with the exemptions from securities registration authorized by the "Securities Act of 1933" and uniformity among the states, or (ii) if the bureau chief determines that the public interest does not require registration. (c) The bureau chief may by order deny or revoke any exemption specified in paragraph (9), (10) or (11) of subsection (a) of this section or in subsection (b) of this section with respect to a specific security or transaction. These exemptions may be denied or revoked for the grounds set forth in subsection (k) of section 9, section 11 and section 17 of P.L.1967, c.93 (C.49:3-56, 49:3-58 or 49:364). No such order may be entered without appropriate notice to all interested parties, opportunity for hearing, and written findings of fact and conclusions of law, except that the bureau chief may by order summarily deny or revoke any of the specified exemptions pending final determination of any proceeding under this subsection. Upon the entry of a summary order, the bureau chief shall promptly notify all interested parties that it has been entered and of the reasons therefor. (1) Upon service of notice of the order issued by the bureau chief, the respondent shall have up to 15 days to respond to the bureau in the form of a written answer and written request for a hearing. The bureau chief shall, within five days of receiving the answer and a request for a hearing, either transmit the matter to the Office of Administrative Law for a hearing or schedule a hearing at the bureau. Orders issued pursuant to this subsection (c) shall be subject to an application to vacate upon 10 days' notice, and a preliminary hearing on the order shall be held in any event within 20 days after it is requested; and the filing of a motion to vacate the order shall toll the time for filing an answer and written request for a hearing. (2) If a respondent fail to respond by either filing a written answer or written request for a hearing with the bureau or moving to vacate an order within the 15-day prescribed period, the respondent shall be deemed to have waived the opportunity to be heard. The order will remain in effect until it is modified or vacated upon notice to all

interested parties by the bureau chief. No order under this subsection may operate retroactively. (d) In any proceeding under this act, the burden of proving an exemption or an exception from a definition is upon the person claiming it.

New Mexico
Rule 506 (c) Securities and Exchange Commission (SEC) Regulation D, Rule 506 provides a federal exemption for private offerings without regard to the dollar amount of the offerings. General advertising and solicitation is allowed in this circumstance so long as sales are made only to Accredited Investors. Specifics Citation: NMSA 58-13C-302C and 12.11.14.9 NMAC Filing Requirement: Notice filings shall be made via the Electronic Funds Depository System (EFD) within 15 days after the first sale of the security in New Mexico. If you are not automatically directed to the EFD website, the information for accessing them is listed below. https://www.efdnasaa.org/ Here is the contact information for any filers seeking help setting up on EFDsupport@efdnasaa.org support number is 601-453-1979 Filing Fee: Timely filing - The fee is $350 for on-time filing. Late filing - If the notice filing is late but within 10 days after the due date, the accompanying the late filing shall be $700. If the notice filing is more than 10 days after the due date, the fee accompanying the late filing shall be $1,050. EFD will calculate the fee that is due on the filing

New York
Covered Securities: Form 99 Rule 506 Offering [1933 Act §4)2) - per §18(b)(4)(D)]
Fees: $300.00 for total offerings $500,000 or less, $1,200.00 for total offerings over $500,000. The fee is made payable to New York State Department of Law. State Notice and Further State Notice ($75.00 fee each). ** Consent to Service of Process or U-2 for non-resident issuer (total fee $35.00). **

North Carolina
Private Placement Issuers and Securities Professionals
RE: State filing requirements for Issuers Relying on the Securities Act of 1933, Regulation D, Rule 506 beginning March 16, 2009 FROM: North Carolina Department of the Secretary of State, Securities Division DATE: March 13, 2009 Intent of this Informational Bulletin The intent of this bulletin is to advise you of revisions to the filing requirements for an issuer offering or selling securities in North Carolina in reliance on N.C.G.S. §78A-31(b) and federal Regulation D, Rule 506. Information regarding filing Form D with the SEC is available at http://www.sec.gov/divisions/corpfin/formdfiling.htm. In addition, the SEC issued a Notice on February 17 regarding changes brought about by the March 16 electronic filing mandate. It is available at http://www.sec.gov/info/edgar/ednews/eformd.html In 2008, the U.S. Securities and Exchange Commission (SEC) adopted revisions to Form D and the rules for filing the form. See Securities Act Release No. 33-8891 (Feb. 6, 2008), available at http://www.sec.gov/rules/final/2008/33-8891.pdf . The revised rules allow Form D to be filed electronically with the SEC on a voluntary basis from September 15, 2008 through March 15, 2009. Beginning March 16, 2009 electronic filing is mandatory for all Form D filings with the SEC. INSTRUCTIONS ON HOW TO FILE FORM D IN THIS STATE What to file with North Carolina Department of the Secretary of State, Securities Division Beginning March 16, 2009, an issuer offering or selling securities in reliance on Regulation D, Rule 506 and N.C.G.S. §78A-31(b) shall file with the North Carolina Department of the Secretary of State, Securities Division: A paper copy of the notice of sale on Form D that was filed electronically with the SEC (the form is available at http://www.sec.gov/about/forms/formd.pdf) and The requisite fee of $350. How to file with North Carolina Department of the Secretary of State, Securities Division A paper filing shall be submitted to the North Carolina Department of the Secretary of State, Securities Division at N.C. Department of the Secretary of State, P.O. Box 29622, Raleigh, N.C. 27626-0622. All filings shall be submitted with the appropriate filing fee $350. In order to make an electronic filing on Form D with the SEC, an issuer will need to obtain an EDGAR access code. If the issuer does not already have an EDGAR access code, the

authentication process should be reviewed in advance of an anticipated filing of Form D because the authorization process could be time consuming, and result in the late filing of a notice in this state. EDGAR access codes may be obtained by following the instructions at https://www.filermanagement.edgarfiling.sec.gov. For additional information on how to file with the SEC, go to http://www.sec.gov/divisions/corpfin/formdfiling.htm. When to file with the North Carolina Department of the Secretary of State, Securities Division the Form D shall be filed no later than 15 calendar days after the first sale of securities in North Carolina unless the 15th day falls on a Saturday, Sunday or holiday, in which case the due date is the first business day following. When to file amendments with the North Carolina Department of the Secretary of State, Securities Division Issuers must file an amendment in accordance with requirements set forth in 18 NCAC 06. 1211, but may voluntarily file an amendment to a Form D at any time. Generally, amendments need to be filed to correct material mistakes of fact or errors on a previously filed Form D as soon as practicable after discovering the mistake or error. The SEC's requirements for filing an amendment to Form D are found in the Code of Federal Regulations, 17 CFR 230.503(a)(1) -(4). An amendment to a previously filed Form D must provide current information in response to all requirements of the notice of sale on Form D regardless of why the amendment is filed. Contact the North Carolina Department of the Secretary of State, Securities Division for help with questions regarding filing requirements Requests for additional information or questions regarding this Bulletin may be directed to the Director of Registration at (919) 733-3924 or send an e-mail to secdiv@sosnc.com or view our webpage at www.sosnc.com. As this Bulletin does not provide filing requirements for Issuers relying on Regulation D, Rule 504 and/or Rule 505, if you are relying on Regulation D, Rules 504 and/or 505, please contact the Director of Registration at (919) 733-3924 for those filing requirements

North Dakota
This private placement is offered to North Dakota residents at the discretion of the company to 'Accredited Investors' only!

Ohio
This private placement is offered to Ohio residents at the discretion of the company to 'Accredited Investors' only!

Oklahoma
660:11-11-52. Oklahoma Accredited Investor Exemption (a) Preliminary statement. On April 27, 1997, the NASAA adopted the Model Accredited Investor Exemption ("MAIE"). MAIE provides exemption from securities registration only for offers and sales to accredited investors. The MAIE rests on the premise that accredited investors are capable of fending for themselves in information gathering and conducting "due diligence" on potential investments in companies before making an investment. Under authority of Section 401(b)(22) of the Oklahoma Securities Act, 71 O.S. §§ 1-17, 101-103, 201-204, 301-307, 401-413, 501, 701-703 (Supp. 1998), repealed effective July 1, 2004, the Administrator issued an order granting such an exemption, effective March 8, 1999, that is known as the Oklahoma Accredited Investor Exemption. (b) Definitions. The following terms, when used in this section, shall have the meanings as such terms are defined in the NASAA Statement of Policy Regarding Corporate Securities Definitions, adopted April 27, 1997. (1) "Issuer in the Development Stage"; and (2) "Promoters" (c) Exemption. Under the authority of Section 2-103 of the Securities Act, transactions meeting the following conditions are exempt from Sections 1-301 and 1-504 of the Securities Act: (1) Sales only to accredited investors. Sales of securities shall be made only to persons who are, or the issuer reasonably believes are accredited investors. For purposes of this order, an "accredited investor" is a person who meets the definition set forth in 17 CFR § 230.501(a). (2) Investment intent. The issuer reasonably believes that all purchasers are

purchasing for investment and not with the view to or for sale in connection with a distribution of the security. Any resale of a security sold in reliance on this exemption within 12 months of sale shall be presumed to be with a view to distribution and not for investment, except a resale pursuant to a registration statement effective under Sections 1-303 or 1-304 of the Securities Act or to an exemption from securities registration under the Securities Act. (3) When exemption is unavailable. (A) The exemption is not available to an Issuer that is in the Development Stage that either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person. (B) The exemption is not available to an issuer if the issuer, any of the issuer's predecessors, any affiliated issuer, any of the issuer's directors, officers, general partners, beneficial owners of 10% or more of any class of its equity securities, any of the issuer's Promoters presently connected with the issuer in any capacity, any underwriter of the securities to be offered, or any partner, director or officer of such underwriter:(i) within the last five years, has filed a registration statement that is the subject of a currently effective registration stop order entered by any state securities administrator or the SEC; (ii) within the last five years, has been convicted of any criminal offense in connection with the offer, purchase or sale of any security, or involving fraud or deceit; (iii) is currently subject to any state or federal administrative enforcement order or judgment, entered within the last five years, finding fraud or deceit in connection with the purchase or sale of any security; or (iv) is currently subject to any order, judgment or decree of any court of competent jurisdiction, entered within the last five years, temporarily, preliminarily or permanently restraining or enjoining such party from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security. (C) Subparagraph (3)(B) shall not apply if: (i) the party subject to the disqualification is licensed or registered to conduct securities related business in the state in which the order, judgment or decree creating the disqualification was entered against such party; (ii) before the first offer under this exemption, the state securities administrator, or the court or regulatory authority that entered the order, judgment, or decree, waives the disqualification; or (iii) the issuer establishes that it did not know and in the exercise of reasonable care, based on a factual inquiry, could not have known that a disqualification existed under this paragraph. (4) General announcement. (A) A general announcement of the proposed offering may be made by any means. (B) The general announcement shall include only the following information, unless additional information is specifically permitted by the Administrator: (i) The name, address and telephone number of the issuer of the securities; (ii) The name, a brief description and price (if known) of any security to be issued; (iii) A brief description of the business of the issuer in 25 words or less; (iv) The type, number and aggregate amount of securities being offered; (v) The name, address and telephone number of the person to contact for additional information; and (vi) A statement that: (I) sales will only be made to accredited investors; (II) no money or other consideration is being solicited or will be accepted by way of this general announcement; and (III) the securities have not been registered with or approved by any state securities agency or the SEC and are being offered and sold pursuant to an exemption from registration. (5) Additional information. The issuer, in connection with an offer, may provide information in addition to the general announcement under (5), if such information: (A) is delivered through an electronic database that is restricted to persons who have been prequalified as accredited investors; or (B) is delivered after the issuer reasonably believes that the prospective purchaser is an accredited investor.

(6) Telephone solicitation. (A) No telephone solicitation shall be permitted unless prior to placing the call, the issuer reasonably believes that the prospective purchaser to be solicited is an accredited investor. (B) Dissemination of the general announcement of the proposed offering to persons who are not accredited investors shall not disqualify the issuer from claiming the exemption under this order.

(7) Notice filing. The issuer shall file a notice of the transaction with the Department within 15 days after the first sale of securities subject to the Act. The notice must include the following: an executed copy of the NASAA Model Accredited Investor Exemption Uniform Notice of Transaction; the Oklahoma

Accredited Investor Exemption Supplemental Information Form; a consent to service of process on Form U-2 and (if applicable) Form U-2A; a copy of the general announcement; and a fee as set forth in Section 1-612 of the Securities Act. (8) Disqualifying provision. Failure to comply with (7) of this section shall not result in the loss of availability of the subject exemption unless the issuer, any of its predecessors or affiliates have been subject to a cease and desist order of the Administrator or any order, judgment, or decree by another state securities agency, the SEC or any court of competent jurisdiction temporarily, preliminarily or permanently enjoining such person for failure to comply with a notice filing requirement for a comparable exemption. This provision shall not apply if the Administrator determines, upon a showing of good cause, that it is not necessary under the circumstances that the exemption be denied. Requests for waivers of the disqualifying provision of this subsection shall be in writing setting forth the reasons therefor.

Oregon
This private placement is offered to Oregon residents at the discretion of the company to 'Accredited Investors' only.

Pennsylvania
§ 203.201. Accredited investor exemption.
(a) Filing requirement. The notice required by section 203(t)(i) of the act (70 P. S. § 203(t)(i)) shall be filed with the Commission within the time period specified in that section on Commission Form E as set forth in § 203.041 (relating to limited offerings). (b) General solicitation. Use of general solicitation in a manner permitted by section 203(t) will not be considered to be an advertisement subject to section 606(c) of the act (70 P. S. § 606(c)) and § 606.031 (relating to advertising literature) but is subject to the antifraud provisions of the act (70 P. S. § § 1-401—1-409) and Subpart D (relating to fraudulent and prohibited practices). (c) Compensation. The term ''compensation,'' as used in section 203(t)(iv) of the act, is not limited to receipt of monetary consideration. (d) Beneficial ownership. For purposes of section 203(t)(v) of the act, whether a person is a beneficial owner of a security shall be determined in accordance with SEC Rule 13d-3 (17 CFR 240.13d-3) (relating to determination of beneficial owner).
(e) Amendments. During the period of the offering, the issuer shall take steps necessary to ensure that all material information contained in the notice remains current and accurate in all material respects.
If a material statement made in the notice, or an attachment thereto, becomes materially incorrect or inaccurate, the issuer shall file an amendment with the Commission in accordance with § 609.011 (relating to amendments to filings with Commission) within 5 business days of the occurrence of the event which required the filing of the amendment.

Rhode Island
This private placement is offered to Rhode Island residents at the discretion of the company to 'Accredited Investors' Only!

South Carolina
This private placement is offered to South Carolina residents at the discretion of the company to 'Accredited Investors' Only!

Tennessee
This private placement is offered to Tennessee residents at the discretion of the company to 'Accredited Investors' Only!

Texas
Any offer and any transaction pursuant to any offer by the issuer of its securities to its existing security holders (including persons who at the time of the transaction are holders of convertible securities or nontransferable warrants) if no commission or other remuneration (other than a stand-by commission) is paid or given directly or indirectly for soliciting any security holder in this State.

Utah
R164-14-25v. Accredited Investor Exemption.
(A) Authority and purpose (1) The Division enacts this rule under authority granted by Subsection 61-1-14(2)(v) and Section 61-1-24. (2) This rule provides an exemption for offers and sales to accredited investors. The rule also permits a limited use advertisement.(B) Definitions(1) "Accredited Investor" means an accredited investor as defined in 17 CFR 230.501(a) which is incorporated by reference.(2) "Division" means the Division of Securities, Utah Department of Commerce.(3) "Exemption" means the exemption provided in Subsection 61-1-14(2)(v).(C) Exemption The Division finds that registration is not necessary or appropriate for the protection of investors pursuant to Section 61-1-14(2)(v) in connection with any offer or sale of a security by an issuer in a transaction that meets the requirements of this rule.
(D) Purchaser qualifications Sales of securities shall be made only to persons who are, or the issuer reasonably believes are accredited investors. (E) Issuer Limitations The exemption is not available to an issuer that is in the development stage that either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person. (F) Investment Intent The issuer reasonably believes that all purchasers are purchasing for investment and not with the view to or for sale in connection with a distribution of the security. Any resale of a security sold in reliance on this exemption within 12 months of sale shall be presumed to be with a view to distribution and not for investment, except a resale pursuant to a registration statement effective under Sections 61-1-9, or 6-1-10 or to an accredited investor pursuant to an exemption under Section 61-1-14. (G) Disqualifications (1) The exemption is not available to an issuer if the issuer, any of the issuer's predecessors, any affiliated issuer, any of the issuer's directors, officers, general partners, beneficial owners of 10% or more of any class of its equity securities, any of the issuer's promoters presently connected with the issuer in any capacity, any underwriter of the securities to be offered, or any partner, director or officer of such underwriter:
(1)(a) within the last five years, has filed a registration statement which is the subject of a currently effective registration stop order entered by any state securities administrator or the United States Securities and Exchange Commission; (1)(b) within the last five years, has been convicted of any criminal offense in connection with the offer, purchase or sale of any security, or involving fraud or deceit;
(1)(c) is currently subject to any state or federal administrative enforcement order or judgment, entered within the last five years, finding fraud or deceit in connection with the purchase or sale of any security; or
(1)(d) is currently subject to any order, judgment or decree of any court of competent jurisdiction, entered within the last five years, temporarily, preliminarily or permanently restraining or enjoining such party from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security. (2) Subparagraph (G)(1) shall not apply if:
(2)(a) the party subject to the disqualification is licensed or registered to conduct securities related business in the state in which the order, judgment or decree creating the disqualification was entered against such party; (2)(b) before the first offer under this exemption, the state securities administrator, or the court or regulatory authority that entered the order, judgment, or decree, waives the disqualification; or (2)(c) the issuer establishes that it did not know and in the exercise of reasonable care could not have known that a disqualification existed under Paragraph (G).H) General Announcement (1) A general announcement of the proposed offering may be made by any means.

(2) The general announcement shall include only the following information, unless additional information is specifically permitted by the Division:(2)(a) The name, address and telephone number of the issuer of the securities;(2)(b) The name, a brief description and price (if known) of any security to be issued; (2)(c) A brief description of the business of the issuer in 25 words or less; (2)(d) The type, number and aggregate amount of securities being offered; (2)(e) The name, address and telephone number of the person to contact for additional information; and (2)(f) A statement that: (2)(f)(i) sales will only be made to accredited investors;(2)(f)(ii) no money or other consideration is being solicited or will be accepted by way of this general announcement; and (2)(f)(iii) the securities have not been registered with or approved by any state securities agency or the U.S. Securities and Exchange Commission and are being offered and sold pursuant to an exemption from registration. (I) Additional Information The issuer, in connection with an offer, may provide information in addition to the general announcement under paragraph (H), if such information: (1) is delivered through an electronic database that is restricted to persons who have been prequalified as accredited investors; or (2) is delivered after the issuer reasonably believes that the prospective purchaser is an accredited investor. (J) Telephone Solicitations No telephone solicitation shall be permitted unless prior to placing the call, the issuer reasonably believes that the prospective purchaser to be solicited is an accredited investor. (K) Effect of dissemination of general announcement to non-accredited investors Dissemination of the general announcement of the proposed offering to persons who are not accredited investors shall not disqualify the issuer from claiming the exemption under this rule.(L) Filing Requirements The issuer shall file with the Division, within 15 days after the first sale in Utah: (1) one manually signed Form 14-25s, Accredited Investor Exemption Uniform Notice of Transaction Form; (2) NASAA Form U-2, Uniform Consent to Service of Process; (3) a copy of the general announcement; and (4) a fee as specified in the Division's fee schedule.

Vermont
Rule No. S-2008-01 Eff. Jan 1, 2009 Filing Rule for Federal Covered Securities described in Section 18(b)(4)(D) of the Securities Act of 1933 Section 1. Purpose. This Rule establishes requirements for notice filings and notice filing fees with respect to the offer and sale of a Federal Covered Security described in Section 18(b)(4)(D) of the Securities Act of 1933. This Rule is adopted in recognition of the amendment of Regulation D adopted by the SEC ("Securities and Exchange Commission") to authorize the filing of Form D in electronic format with the SEC as described in SEC Securities Act Release No. 8891. Section 5 of this Rule authorizes an Issuer to file Temporary Form D (17 CFR 239.500T), together with a consent to service of process, or a paper copy of the notice of sales filed with the SEC on Form D (17 CFR 239.500), until such time as an electronic filing system acceptable to the Commissioner is established that permits the electronic filing of Form D with the Department or his or her designee. Section 2. Authority. This Rule is adopted under the authority of Sections 5302(c) and 5605 of the Vermont Securities Act. The Commissioner finds that this Rule is necessary and appropriate in the public interest and for the protection of investors, and that this Rule is consistent with the purposes intended by the Vermont Securities Act. Section 3. Definitions. Capitalized terms shall have the same meaning as provided in Section 5102 of the Vermont Securities Act. In addition, as used in this Rule: (1) "Commissioner" means the Commissioner of the Vermont Department of Banking, Insurance, Securities and Health Care Administration. (2) "Department" means the Vermont Department of Banking, Insurance, Securities and Health Care Administration. (3) "Form D" means the notice of sales on Form D (17 CFR 239.500) filed in paper or electronic format with the SEC on or after September 15, 2008, as such notice is amended by the SEC from time to time. (4) "Rule" means the administrative rule adopted herein 2(5) "SEC" means the Securities and Exchange Commission. (6) "Temporary Form D" means the notice of sales on Temporary Form D (17 CFR 239.500T) filed in paper format with the SEC prior to March 16, 2009. (7) "Vermont Securities Act" means the Vermont Uniform Securities Act (2002) codified at 9 V.S.A. Chapter 150, as amended from time to time. (8) "Securities Act of 1933" means the federal Securities Act of 1933, codified

at 15 U.S.C. §§ 77a-77aa. Section 4 Applicability. This Rule shall apply to the offer or sale of any Federal Covered Security described in Section 18(b)(4)(D) of the Securities Act of 1933 or any rule or regulation adopted pursuant to Section 18(b)(4)(D). Section 5. Notice Filing; Notice Filing Fee. (a) An Issuer offering or selling a Security that is a Federal Covered Security pursuant to Section 18(b)(4)(D) of the Securities Act of 1933, that is not otherwise exempt under Section 5201 or 5202 of the Vermont Securities Act, shall submit each of the following to the Securities Division of the Department or its designee, no later than 15 days after the first sale of such Federal Covered Security in Vermont, unless the end of that period of time falls on a Saturday, Sunday, or federal or State of Vermont holiday, in which case the due date shall be the first business day following such Saturday, Sunday or holiday: (1) At the option of the Issuer prior to March 16, 2009: (A) a copy of the Temporary Form D filed with the SEC, or a copy of the paper or electronic copy of Form D filed with the SEC; (B) a consent to service of process if filing Temporary Form D; and (C) the notice filing fee calculated pursuant to Section 5302(e) of the Vermont Securities Act. (2) On or after March 16, 2009: (A) a copy of Form D, which may be submitted electronically if electronic filing is permitted by the Commissioner; and (B) the notice filing fee calculated pursuant to Section 5302(e) of the Vermont Securities Act. (b) If the Issuer Files Temporary Form D or a copy of Form D filed in paper or electronic format with the SEC, the form shall either be manually
3signed by a person duly authorized by the Issuer, or the filing shall include a photocopy of a manually or electronically signed copy. Section 6. Severability. If any provision of this Rule or the application thereof to any person or circumstance is for any reason held to be invalid, the invalidity shall not affect the other provisions or applications of the Rule.

Virginia
21VAC5-45-20. Offerings Conducted Pursuant to Rule 506 of Federal Regulation D (17 CFR 230.506): Filing Requirements and Issuer-Agent Exemption. A. An issuer offering a security that is a covered security under § 18 (b)(4)(D) of the Securities Act of 1933 (15 USC § 77r(b)(4)(D)) shall file with the commission no later than 15 days after the first sale of such federal covered security in this Commonwealth:1. A notice on SEC Form D (17 CFR 239.500), as filed with the SEC.2. A filing fee of $250 payable to the Treasurer of Virginia. B. An amendment filing shall contain a copy of the amended SEC Form D. No fee is required for an amendment. For the purpose of this chapter, SEC "Form D" is the document, as adopted by the SEC, and in effect on September 23, 2013, entitled "Form D, Notice of Exempt Offering of Securities." D. Pursuant to § 13.1-514 B 13 of the Act, an agent of an issuer who effects transactions in a security exempt from registration under the Securities Act of 1933 pursuant to rules and regulations promulgated under § 4(2) thereof (15 USC § 77d (2)) is exempt from the agent registration requirements of the Act.

Washington
This private placement is offered to Washington residents at the discretion of the company to 'Accredited Investors' Only!

Rule 506 of regulation D
Rule 506 of Regulation D is considered a "safe harbor" for the private offering exemption of Section 4(a)(2) of the Securities Act. Companies relying on the Rule 506 exemption can raise an unlimited amount of money. There are two distinct exemptions that fall under Rule 506. Under Rule 506(c), a company can be assured it is within the Section 4(a)(2) exemption by satisfying the following standards: The company can use general solicitation or advertising to market the securities; The company may sell its securities to an unlimited number of "accredited investors" and up to 35 other purchases. Unlike Rule 505, all non-accredited investors, either alone or with a purchaser representative, must be sophisticated—that is, they must have sufficient knowledge and experience in financial and business matters to make them capable of evaluating the merits and risks of the prospective investment; Companies must decide what information

to give to accredited investors, so long as it does not violate the antifraud prohibitions of the federal securities laws. But companies must give non-accredited investors disclosure documents that are generally the same as those used in registered offerings. If a company provides information to accredited investors, it must make this information available to non-accredited investors as well; The company must be available to answer questions by prospective purchasers; and Financial statement requirements are the same as for Rule 505.

Under Rule 506(c), a company can broadly solicit and generally advertise the offering, but still be deemed to be undertaking a private offering within Section 4(a)(2) if: The investors in the offering are all accredited investors; and the company has taken reasonable steps to verify that its investors are accredited investors, which could include reviewing documentation, such as W-2s, tax returns, bank and brokerage statements, credit reports and the like. Purchasers of securities offered pursuant to Rule 506 receive "restricted" securities, meaning that the securities cannot be sold for at least a year without registering them. Companies relying on the Rule 506 exemption do not have to register their offering of securities with the SEC, but they must file what is known as a "Form D" electronically with the SEC after they first sell their securities. Form D is a brief notice that includes the names and addresses of the company's promoters, executive officers and directors, and some details about the offering, but contains little other information about the company. If you are thinking about investing in a Regulation D offering, you should obtain a copy of the company's Form D available from the EDGAR database. You should always check with your state securities regulator to see if it has more information about the company and the people behind it. Be sure to ask whether your state regulator has cleared the offering for sale in your state. You can get the address and telephone number for your state securities regulator by calling the North American Securities Administrators Association at (202) 737-0900 or by visiting its website. You'll also find this information in the state government section of your local phone book. For more information about the SEC's registration requirements and common exemptions for small businesses raising capital, read our brochure, Small Business & the SEC. For more information about Regulation D offerings as an investor, see our Investor Bulletin.

Jurisdictional Notes

Prospective investors are not to construe the contents of this document or any prior or subsequent communications from the offering company as legal or tax advice. Each investor must rely on his own representative as to legal, income tax and related matters concerning this investment. Individual State qualifications for sale of securities in those states may require exemption by notification or qualification.

Risk Factors

This Memorandum contains or incorporates statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, (the "34 Act") which reflect the Company's current judgment on those issues. Those statements appear in a number of places in this Memorandum and in the documents incorporated by reference, if any, and may include statements regarding, among other matters, the Company's growth opportunities and other factors affecting the Company's financial condition or results of operations. Because such statements apply to future events, they are subject to risks and uncertainties that could cause the actual results to differ materially from those anticipated in this Memorandum. Important factors that could cause actual results to differ materially include, but are not limited to: business conditions and growth in the industry and general economy – both domestic and international; lower than expected customer orders; competitive factors, including pricing pressures, technological developments, and products offered by competitors; availability of components; technological difficulties and resource constraints encountered in developing new products or modifications to existing products; and the timely

flow of competitive new products and market acceptance of those products. Actual results may differ materially from these statements as a result of risk factors inherent in the Company's business, industry, customer base, or other factors.

Financial Projections Notice

Subscribers are urged to consider that Management assuming a best-case scenario in the marketplace for the Company and the completion of this Offering prepared the financial projections discussed by the Company, if any. Such projections are not guaranteeing of future financial performance, nor should they be understood as such by Subscribers. Subscribers should be aware of the inherent inaccuracies of forecasting. Although Management has a reasonable basis for these projections and has attached them hereto in good faith, Subscribers may wish to consult independent market professionals about the Company's potential future performance.

Speculative Investment This is a speculative investment. Many of the factors which may affect the Company and its affairs are subject to change or are not within the control of the Company, and the extent to which such factors could restrict the activities or adversely affect the Company is not currently ascertainable. Those factors include, without limitation: interest rates and the availability of debt and equity financing, the market for and successful completion of development of the Company's product, unexpected technological advances by competing technologies, economic supply and demand for the products, financial controls and other governmental imposed restrictions, changes in tax laws and other legislation and judicial decisions, acts of God or other calamities.

Determination of Offering Price

The offering price of the Units and the representative number of shares offered per unit has been determined by the Company based on sales of securities of the company and the valuation of assets as determined by the company.

Dilution

The sale of the Units and the common stock issued therewith will result in dilution of current shareholders. Issued shares will be "Restricted Securities" subject to the rules of Regulation D.

Restrictions on Transferability

The Securities have not been registered under the Securities Act or under any state securities laws. The Securities cannot be sold unless subsequently registered under such laws or unless, an applicable exemption is available.

No Public Market

There is no public market for the Units and there can be no assurance that a market will develop, or that the purchasers will be able to resell the Units offered hereby at the offering price or any other price. The Units have not been registered under the Securities Act of 1933, as amended, or under any state securities laws and are restricted securities for the purposes of federal and state securities laws. The Units cannot be sold unless subsequently registered under such laws or unless an exemption from registration is available. As a result of these limitations on transferability, any purchaser must be aware of the economic risk of investing in the Units. The company and its' stock is not currently trading on any exchange.

Stock Sale Rule

Rule 144: Selling Restricted and Control Securities

When you acquire restricted securities or hold control securities, you must find an exemption from the SEC's registration requirements to sell them in a public marketplace. Rule 144 allows public resale of restricted and control securities if several conditions are met. This overview tells you what you need to know about selling your restricted or control securities. It also describes how to have a restrictive legend removed.

What Are Restricted and Control Securities?

Restricted securities are securities acquired in unregistered, private sales from the issuing company or from an affiliate of the issuer. Investors typically receive restricted securities through private placement offerings, Regulation D offerings, employee stock benefit plans, as compensation for professional services, or in exchange for providing "seed money" or start-up capital to the company. Rule 144(a)(3) identifies what sales produce restricted securities. Control securities are those held by an affiliate of the issuing company. An affiliate is a person, such as an executive officer, a director or large shareholder, in a relationship of control with the issuer. Control means the power to direct the management and policies of the company in question, whether through the ownership of voting securities, by contract, or otherwise. If you buy securities from a controlling person or "affiliate," you take restricted securities, even if they were not restricted in the affiliate's hands. If you acquire restrictive securities, you almost always will receive a certificate stamped with a "restrictive" legend. The legend indicates that the securities may not be resold in the marketplace unless they are registered with the SEC or are exempt from the registration requirements. Certificates for control securities usually are not stamped with a legend.

What Are the Conditions of Rule 144?

If you want to sell your restricted or control securities to the public, you can meet the applicable conditions set forth in Rule 144. The rule is not the exclusive means for selling restricted or control securities but provides a "safe harbor" exemption to sellers. The rule's five conditions are summarized below: Additional securities purchased from the issuer do not affect the holding period of previously purchased securities of the same class. If you purchased restricted securities from another non-affiliate, you could tack on that non-affiliate's holding period to your holding period. For gifts made by an affiliate, the holding period begins when the affiliate acquired the securities and not on the date of the gift. In the case of a stock option, including employee stock options, the holding period begins on the date the option is exercised and not the date it is granted. 1. Holding Period. Before you may sell any restricted securities in the marketplace, you must hold them for a certain period. If the company that issued the securities is a ”reporting company” in that it is subject to the reporting requirements of the Securities Exchange Act of 1934, then you must hold the securities for at least six months. If the issuer of the securities is not subject to the reporting requirements, then you must hold the securities for at least one year. The relevant holding period begins when the securities were bought and fully paid for. The holding period only applies to restricted securities. Because securities acquired in the public market are not restricted, there is no holding period for an affiliate who purchases securities of the issuer in the marketplace. But the resale of an affiliate's shares as control securities is subject to the other conditions of the rule.

2. Current Public Information. There must be adequate current information about the issuing company publicly available before the sale can be made. For reporting companies, this generally means that the companies have complied with the periodic reporting requirements of the Securities Exchange Act of

1934. For non-reporting companies, this means that certain company information, including information regarding the nature of its business, the identity of its officers and directors, and its financial statements, is publicly available.
3. Trading Volume Formula. If you are an affiliate, the number of equity securities you may sell during any three-month period cannot exceed the greater of 1% of the outstanding shares of the same class being sold, or if the class is listed on a stock exchange, the greater of 1% or the average reported weekly trading volume during the four weeks preceding the filing of a notice of sale on Form 144. Over-the-counter stocks, including those quoted on the OTC Bulletin Board and the Pink Sheets, can only be sold using the 1% measurement.
4. Ordinary Brokerage Transactions. If you are an affiliate, the sales must be handled in all respects as routine trading transactions, and brokers may not receive more than a normal commission. Neither the seller nor the broker can solicit orders to buy the securities.
5. Filing a Notice of Proposed Sale with the SEC. If you are an affiliate, you must file a notice with the SEC on Form 144 if the sale involves more than 5,000 shares or the aggregate dollar amount is greater than $50,000 in any three-month period.

If I Am Not an Affiliate of the Issuer, What Conditions of Rule 144 Must I Comply with?
If you are not (and have not been for at least three months) an affiliate of the company issuing the securities and have held the restricted securities for at least one year, you can sell the securities without regard to the conditions in Rule 144 discussed above. If the issuer of the securities is subject to the Exchange Act reporting requirements and you have held the securities for at least six months but less than one year, you may sell the securities if you satisfy the current public information condition.

Can the Securities Be Sold Publicly If the Conditions of Rule 144 Have Been Met?
Even if you have met the conditions of Rule 144, you can't sell your restricted securities to the public until you've gotten the legend removed from the certificate. Only a transfer agent can remove a restrictive legend. But the transfer agent won't remove the legend unless you've obtained the consent of the issuer—usually in the form of an opinion letter from the issuer's counsel—that the restrictive legend can be removed. Unless this happens, the transfer agent doesn't have the authority to remove the legend and permit execution of the trade in the marketplace. To begin the legend removal process, an investor should contact the company that issued the securities, or the transfer agent for the securities, to ask about the procedures for removing a legend. Removing the legend can be a complicated process requiring you to work with an attorney who specializes in securities law.

Operating History
The company was incorporated ( ) 2020. The Company has now launched a variety of proprietary products into the marketplace and is pursuing an aggressive marketing campaign to recruit paying memberships and purchases.

Plan of Distribution
This is an offering of the issuer. The company plans distribution as described in Regulation D 506 rule (c) and in accordance with State laws for the sell and issuance of Federal Exempt Securities.

Broker-Dealer / Underwriter Fees
Our broker-dealer is Amerivet Securities. Amerivet Securities will be working as compliance officer for the sale of our non-registered securities being offered under a Federal Exemption provided through regulation D 506 rule (b). Fees for the service will be a negotiated over-ride on applications for investment accepted by the company for purchases of units offered by the company in this private offering.

Finders' Fees

The issuer may issue to qualified finders, any of the Securities and/or cash for their efforts in locating investors for the Company. Such Securities may be issued pursuant to an agreement between the Company and the finder at or near the time an investor located by the finder makes an investment in the Units. In some instances, a combination of stock and cash may be paid to finders or a negotiated fee for services not to exceed the amounts set aside for the cost of upfront capital.

No Escrow for Offering Proceeds

The issuer has no intention of placing any of the proceeds raised under this Offering in any escrow account. Instead, the Company intends to utilize the Offering proceeds upon receipt.

Offering Minimum

There is no minimum number of Units set to be sold by the issuer in making this offering.

Offering Period

This Offering will terminate at either: (1) the full placement of the Units described herein or (2) the termination date of the Offering, which is June 1, 2020 – June 1, 2021, unless, extended by the issuer, so long as an exemption will exist, with approval of the board of directors.

Use of Proceeds

The company may pay up to 15% of proceeds for the up-front cost of capital & 5% for bonuses. The payments may go to underwriters, broker-dealers, finders, administrators, and other associated operations relevant to the fulfillment of this offering. **Net capital is for the marketing of the company's digital mobile applications to increase membership and revenue. In addition to support of all aspects of operations and activities of the company. The specific uses of the net capital will be determined by management as the needs and directives and strategy dictates on an ongoing basis.**

The Worldwide Exchange International Business & Marketing Plan 2020

Marketing

The company seeks to place Billboards one on iconic Sunset Blvd, one on Lincoln Blvd., on the top of the hill overlooking the City as people arrive from the airport and one in Downtown Los Angeles. Then recruit girls from Instagram by giving them 'Stock' in the company to join the app and promote it on their Instagram and TiK Tok digital social pages. They would be allowed to use the Usernames they have for their social networks to continue to promote those pages for free within the app. The girl in the first Billboard has 351,000 followers on Instagram alone. We will start here in Los Angeles and week after week recruit these girls. We can reach more people in Los Angeles, the United States and worldwide, than if we ever ran television commercials. The girls do not have to date anyone, and they will 'chat' with girls and guys that like them on the dating app, just to promote the application and their social pages. They win trips and make money sponsoring energy drinks and clothes on those pages,4so another social platform like Cobo. Dating App Platform will be right in their desire for cross-over promotion and especially because they will be part owners, as stockholders. Los Angeles will be our first target city.

Examples of the Billboards

The Billboards will establish a mystique and visual presence thru out the city and drive curiosity about the product. As the social media buzz begins to grow, the appeal of this Hollywood type advertising will embed an impression that this dating app is special and a product that the crowd wants to be apart of.

Preview Example of Online Commercials (YouTube, Vimeo) **https://vimeo.com/409011796**

The Worldwide Exchange International Potential Revenue & Profitability

Profitability

The profitability of the dating application is mainly a mathematical relationship between digitally stored items posted on the application and the storage capacity leased in the cloud, that acts as the backbone for functionality for the users.

The Company had an advantage in the development of Cobo & Cobo. Black Premium. Since we are coming to the party later than the most predominant applications, we were able to study the structure and design of the prior apps and to gauge what were the drivers for revenue and profitability and what were the draw backs that made that difficult.

Most of the early applications had to make their services free to attract users that were not previously pre-disposed to use mobile digital technology to gain access to potentially intimate relationships. Thus, the early years were laden with heavy debt and constant dilution of ownership to continue to raise capital until such time that the company could figure out how to move to a revenue model.

The direction that evolve was the 'upsell'. Each company would continue to offer additional features at an additional cost. The next feature needed to represent a greater ability to match a user with a successful relationship and a more satisfying experience.

These features included 'winks', additional photos, automated notifications, greater reach, more swipes, and now video, and video 'chat'. (one on one teleconferencing within the app) The heavy lift in terms of cost to the providers were additional photos, videos, and in app video conferencing.

These upsells reduced storage capacity and increase processing cost. If the majority of your users were 'riding for free' and your paying customers were extracting more and more of your storage capacity, the providers had to hope that the economies of scale were in their favor to reach profitability. Guess what, they were and in a big way. Even with this seemingly devastating business model, the dating app business is incredibly profitable. As an example, Tinder Dating app has over 60 million users, however, they have approximately 4 million paying customers. Tinder is owned by Match Group and is thought to represent over 90% of that company's public valuation. That valuation as of 4/21/2020 is $21 Billion Dollars as a publicly traded company.

(MTCH: NYSE) Tinder / Match Group

We designed Cobo and Cobo. Black Premium to have all those features, except video, but using only 1 single image as the driver for interest within the application. Instead of just having a photo gallery, we placed that photo on almost every page of the applications functions, creating a multimedia experience with a single photo. The user may replace that photo as much as they like, but it is the single item that draws on our storage capacity. With our current configuration on Amazon Web Services Cloud of 1000 GIB's and dividing by the average size of a single image, Cobo and Cobo. Black Premium can host between 60 -70 million users for a monthly hosting cost of $175. I repeat $175 per month in hosting cost.

All of the features we provide like, unlimited territories by zip code, winks, automated notification, in app matching algorithm (ELQ II), folder separation for chats, chosen profiles saved, and visual lookup of profiles that saved yours are all static and cost no processing charges and take up little to no storage.

The only dynamic feature provided is 'Unlimited Universal' Chat and that is just letters being typed and sent back and forth as smart messages. This function is very inexpensive and virtually unnoticeable as function of cost.

In summary, Cobo and Cobo. Black Premium can deliver an experience that rivals the best of all the dating applications available with a functional profitability that approaches 90% or more when calculated to revenue produced by payment for services by potential users as a direct relationship to storage capacity and processing cost.

Revenue
Cobo and Cobo. Black Premium revenues are driven by two subscription models. There is a **'Standard' subscription** and a **'Gold' subscription**. A 'Standard' user pays $.99 cents to unlock 30 days of 'Unlimited Universal' chat within the application and only has access to other Standard subscription users. For another $.99 cents, Standard users may purchase a bucket of 'winks' (amount yet to be determined); which allows that user to touch a button to not only 'save' a user profile, but to immediately send a notification to that user, that says you have a strong interest in connecting based on your image, theme, and personal message displayed in the application found on their search. It cost us less than $.01 cents to provide all those features and benefits to each user for a month up to approximately 60 – 70 million users.

The **'Gold' membership** is only available in Cobo. Black Premium. The membership fee is $10.99 per month. You can purchase that membership upon initial sign up or you can switch to the membership from a standard membership. 'Gold' members have access to all users' profiles in search mode and receive 'Unlimited Universal' chat with the package. In addition, the Gold user will never have to pay extra for 'winks' and most importantly, will be enrolled in our program for discounts on romantic travel, dinning, club and concert access. Each 'Gold Member' will receive member number. Even if the membership in Gold expires and the account reverts to Standard, they have access to their Gold Discount Number and will receive a 'Cobo. Black Premium' discount card after 2 months of paid Gold Membership. If they have a lapse in Membership at the Gold level, they just won't have access to the Folder that holds the links to the discounts that are being offered. To provide these discounts, the company will aggressive contact travel agencies and businesses, promoters for vacations and dinner and club establishments to create packages target to our clientele and to provide a 'link' to their websites for those discounts, that will be deposited within our Gold members 'Discount Folder'. It will not cost us one red nickel to create to packages and to provide the links to promote those deals to our users, and the more users we have the more deals we will have to provide to Gold Members. It cost us the same less than $.01 cents to provide all this for Gold Members as it does to provide the feature and benefits, we provide for the Standard Members.

The companies first goal is to acquire 1 million average users in the Los Angeles. If we assume a mix of the Standard and Gold memberships, revenue at the bottom of the scale would be **$990,000 per month** and the revenue at the top of the scale would be **$10,990,000 per month** with the same **hosting cost of $175 per month**. Net profit would be a subtracting of advertising cost and a platform fee taken by Apple for being listed and distributed on the Apple App Store Premier Platform. If you just split the baby in ½ this investment opportunity is a juggernaut and worth any investor's serious attention.

The Market Place & Opportunity
The market for dating applications has been growing since 2010. Dating websites were mostly established in the early 2000's. In 2020, the dating application business has skyrocketed and there is no end in sight. The recent pandemic has only increased the public's acceptance of digital mobile technology for managing life's needs and the relaxation of home restriction will only unleash a torrent of desire for companionship. With the expectation of new rules for social distance and capacity in bars and restaurants, the smart money is on the use of dating applications to reach all time highs. Cobo and Cobo. Black Premium can be the "New Kids' on the block and take advantage of this thirst to rocket into the marketplace and create tremendous revenue and valuation opportunities for its' investors.

There are many dating apps, however, the public seems to continue to thirst for newer and better or just different products to continue a quest to remove the burden of loneliness and to find love or intimate contact on a short or long term basis. If you want to know what the valuations are for some of the more well know sites and apps, I will list 5 of the most representative products and companies in the business.

Tinder: 57 million users / approx. 5.9 million subscribers
Valuation: approx**. $21 Billion (public)**
Description: Hook Up App

Bumble: 87 million users / approx. 6 -8 million subscribers
Valuation: approx. **$3 Billion (private)**
Description: Female Driven

eHarmony: 10 million users / 750,000 subscribers
Valuation: **$2 Billion (public)**
Description: long term scientific matching

Coffee meets Bagel: cumulative user count 6 million plus
Valuation: **$600 million**
Description: limited access and coordinates physical dates

Grindr: 27 million users / approx. 3.6 million subscribers
Valuation: being sold for **$608.5 million** cash (in progress)
Description: predominantly Gay Orientation

Cobo & Cobo. Black Premium, because of the configuration, design, subscription modeling, themes, features, and directed experience includes all the above business descriptions in a single application except for physically managing actual meetings between users offline. Because our apps are free to download and to set-up an account, but requires a simple unlock at to 'communicate' with messages at a price point of $.99 cents for 30 days, it is expected that our conversion rate to subscribers will exceed 90% of users. Looking at the examples of the marketplace above, if Cobo & Cobo. Black Premium were to gain a modest subscriber base of several million users, combined with our exceedingly high profit margin, we could reasonably anticipate a valuation that could approach or surpass $1 Billion Dollars.

Cobo. Black Premium & Cobo Dating App!
https://www.theworldwideexchange.net/cobo-black-premium-2020.html

https://www.theworldwideexchange.net/cobo-.-dating-app.html

Notes:

Investor Consideration of Forward-Looking Statements
Investors must take in to consideration that the inability of the company to acquire future funding could result in the inability of the company to meet it goals or to continue it's operation, if revenue has not become sufficient to sustain the company and its' potential growth and expansion.

In addition, each investor must consider that the assumptions of the company in terms of the results of its goals being met may not materialize as considered here or in a manner consistent with the discussions here within and must consider that 'risk' in investing in start-up companies can and may result in the loss of your entire investment.

Furthermore, conditions in the industry may change, loss of key personnel or design changes or unexpected events may change the out comes of many scenarios that the company has presented and may manifest difficulties upon which the company could cease operations due to an inability to adjust or navigate beyond it control or its vision.

Each investor should always consider the 'risk' involved with any investment that is made and seek out appropriate counsel if uncomfortable with your own experience or knowledge as it pertains to investments or with this specific industry and the company's potential to successfully attain it's goals.

This offering of private equity issues stock that will be 'restricted' 144 by law and liquidity the securities may be delayed for up to 1 year from the issue date or the fully 'paid' date of stock.

Removal of a 'restriction' although permitted by law, still remains at discretion of management of the company that is the issuer of 144 'restricted' shares and usually must be accompanied by a Legal 'opinion' letter stating all the reasons that the holder of that security has the legal right to sell the security and instruct the transfer agent remove the 'restricted legend.

Legal events
As of this date, the company is not subject to any litigation adverse or otherwise.

Financials
The company intends to provide certified financial, which will be available upon request.

Directors and Executive Officers
Steven O. Butler CEO/President/Director
Graduated H.S. – Loyola High School, Los Angeles
B.S. Degree – University of Southern California
Drexel Burnham Lambert – Beverly Hills, CA. (Assistant on Trading Desk)
Smith Barney - Beverly Hills, CA. (Financial Consultant)
Prudential Securities – Beverly Hills, CA. (Financial Consultant)
Private Investment Banking – 1999 – 2007 (Manager, Investment Banker, Compliance, Legal Supervisor, & Broker-Dealer Principal)
The Worldwide Exchange - 2007 – Present (President, CEO, Chairman of the Board, Head Designer & Programming Project Manager of Cobo & Cobo. Black Premium)

Dan Smith / Chief Financial Officer
Chief Financial Officer – with experience in broadband, telecommunications, Fortune 500, regulatory, real estate, manufacturing, and startups. Strengths include technology-based companies, mergers and acquisitions, restructuring, SEC reporting, manufacturing, optimizing employees and start-up. Optimally motivated by the opportunity to work in new technologies and rapidly evolving markets. Outstanding leadership skills, with proven success in recruiting, developing, and motivating internal and external professional teams to peak performance. Recognized by CEOs and boards of directors as a versatile, progressive, dedicated strategist.

EXPERIENCE

Chief Financial Officer NexHorizon Communications, Inc. 2002 – Present
Spearheading strategic development of a $500-million North American cable TV startup, launching multiple acquisitions planned to exceed 250,000 subscribers, upgrading cable TV systems to include expanded digital service, high speed Internet and VoIP to enhance revenue and services. Hired a management staff for accounting, finance, human resources, and IS function. Developed all corporate policies and procedures. Provided business plan modeling, forecasting, cash flow analysis, treasury and asset management functions. Negotiated debt financing of capital equipment in achieving strategic goals. Prepared extensive reporting to the board of directors; produced reports to shareholders; conducted the annual shareholders meeting. Initiated a reverse merger, multiple acquisitions with full SEC reporting and audit requirements met.

Consultant Accounting Solutions Adolph Coors Company 2001 –2002
Provided SEC Form 10K preparation, review and support. Lead new SEC Policy implementation. Spearheading new debt guarantor policy and procedure implementation as part of a $1.7 billion acquisition in the U.K.

Chief Financial Officer REANET CORPORATION 2000-2001
Spearheaded strategic development of a $100-million startup CLEC, with a fiber-optic SONET ring network delivering advanced broadband, local exchange, high-capacity, and dial-up communications to 18 business and consumer markets in Colorado, New Mexico, and Utah. Lead a management staff of eight in accounting, finance, human resources, and IS while restructuring the business. Developed all corporate policies and procedures. Provided business plan modeling, forecasting, cash flow analysis, treasury, and asset management. Negotiated debt financing of capital equipment $37.5 million with GE Capital. Instrumental in achievement of $46 million in assets, $4 million in sales. Conducted extensive reporting to the board of directors; produced reports to shareholders; conducted the annual shareholders meeting.

Initiated preparations for IPO, led extensive fundraising efforts against the challenge of highly unfavorable market conditions. Identified and negotiated strategic alliances with power and telecommunication companies.

Director of SEC Reporting AIMCO 1998-2000
Supported rapid growth of a complex company with 2000+ properties in 48 states, assets of $5.7 billion, and revenues of $534 million. Recruited and managed an internal staff of four as well as a contract team of 20 accounting and legal professionals. Directed research, production, and filing of 400+ SEC documents annually, including M&A, annual and quarterly reports. Extensively involved with fundraising efforts with leading private and public investors, raising $500 million toward M&A efforts. Orchestrated production of 10Ks, including design, printing, quality assurance, shareholder databases, and shipping of annual reports.

Chief Financial Officer AMERICAN DIGITAL COMMUNICATIONS 1994-1998
Recruited to lead startup operations of an international, pre-IPO telecommunications company delivering services to mid-market commercial accounts in Canada, Mexico, and the U.K. Managed financial analysis, reporting, strategic business planning, and due diligence during a significant change in business direction, emphasizing growth via mergers and acquisitions. Recruited and managed a staff of 11. Secured more than $5 million in private funding for development of infrastructure. Oversaw international treasury and cash management functions. Functioned as a legal liaison. Orchestrated internal and external audits. Managed development and implementation of UNIX-based industry-specific enterprise management systems. Performed due diligence and SEC reporting; preparation for IPO, subsequently managed a reverse merger into a public shell.

Controller MILLICOM RADIO TELEPHONE COMPANY 1992-1994
Hired to provide financial leadership for an American subsidiary of a leading European wireless communications company. Assumed P&L accountability for $13 million in assets and $30 million in sales. Hired, trained, and managed a team of seven. Developed and directed accounting processes and procedures, cash management, tax reporting, and SEC reporting. Devised and implemented new billing and collections policies and procedures. Achieved a 43% reduction in receivables balance. Provided cleanup of complex telecommunication tax reporting across multiple states, counties, and municipalities. Coordinated external audits. Increased sales revenues by 28% through sharp sales recruiting and improved sales contract development.

Controller RESOLUTION TRUST CORPORATION 1991-1992
Recruited, trained, motivated, and managed an accounting staff of 56 on two shifts. Established six teams and identified team leads. Created and implemented corporate processes for the efficient research, analysis, closure, and liquidation of $12.8 billion in loan portfolios held by 126 defunct savings and loans. Credited with the successful collection of 88% of outstanding loan value.

Business Manager TEXAS INSTRUMENTS 1985-1991
Promoted to manage general accounting in three top-secret, government R&D programs with a $100-million budget and staff of four. Developed and presented budgets, forecasts, variances, cost analyses, revenues, and expenses to support funding for each phase of the project. Reported to Divisional Managers and high-ranking military officials. Previous positions included Cost Analyst and Program Analyst in a $450-million international contract.

EDUCATION
Bachelor of Science, Accounting, UNIVERSITY OF AKRON, Akron, OH, 1986
Extensive Continuing Professional Development Coursework, including GAAP, SEC Reporting, Mergers and Acquisitions, Restructuring
Personal
Board member of a non-profit, senior citizen facility, overseeing $20 million in assets, $2 million in revenue 2003 - present

Additional Resources:

MaCrew Technologies – (India) programming – database management – design implementation
http://www.macrew.net/

Amazon Web Services – Hosting – Database services – Cloud Services
http://aws.com

Interest of Management and Others in Certain Transactions

From time to time, the company will engage professionals and executives to help expand and develop our product. Those transactions may include assistance with raising capital, arranging strategic partnerships, contracting designers or developers, marketing and many other arrangements covered under business consultation. In addition, the company may enter contracts to establish access to capital.
Executive Compensation

The Company's executive officers are currently conducting negotiations with the Company regarding terms of employment contracts. The Company anticipates entering into employment agreements with each of the key executive officers shortly. The current compensation for the Company's executive officers is as follows: Currently executive officers will receive their compensation in the form of shares of Common Stock of the Company, and/or have accrued their compensation to be paid when cash is available. Executive officer compensation is subject to review on a periodic basis by the Board of Directors. The initial shares that are outstanding were issued without regard to cash considerations. The shares were issued to executives as compensation for past, current, and future work related to the development of the company, its' business plan, and the implementation of the business.

The Company anticipates that each employment agreement, into which the Company may enter, could provide for warrants and/or options to purchase shares of the Company's Common Stock that vest upon the achievement of certain performance objectives. In addition, the Board of Directors may, at its discretion, award these officers cash bonuses, options to purchase shares of Common Stock under the Company's Stock Option Plan, and such other compensation, including equity-based compensation, as the Board of Directors, or a committee thereof, shall approve from time to time.

Description of Property

The issuer currently does not own or lease any significant property. It is the intention of the issuer upon the completion of the offering to lease office space to conduct operations for the marketing of Px2. Those offices would be expected to accommodate at least 10 employees, management, and adequate services to conduct direct marketing & support.

Security Ownership of Management and Certain Security Holders

Steven O. Butler- CEO/President is the only principal with shares of the issuer. Mr. Butler beneficially owns Twelve Million Shares (12,000,000) which represents 54% of the issued and outstanding shares. Mr. Butler is currently the only member of the board of directors and has sole control of the issuer.

Stock Option Plan
There is no current stock option plan for the issuer or its' wholly owned subsidiary.

Indemnification of Directors, Officers and Employees

The Company's Articles of Incorporation limit the liability of its directors to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director except, for (i) liability based on a breach of the duty of loyalty to the Company or its shareholders; (ii) liability for acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of the law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Company's stock under Nevada law, or violations of federal or state securities laws; (iv) liability for transactions from which the director derived an improper personal benefit; or (v) liability for any act or omissions occurring prior to the effective date of the Articles of Incorporation. The Company's Bylaws provide that the Company shall indemnify a person made or threatened to be made a party to a threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding by reason of such person's present or former capacity as a director, officer, employee or agent of the Company if such person: (a)has not been indemnified by another organization or employee benefit plan for the same judgment, penalty or fine; (b) acted in good faith; (c) received no improper personal benefit and, if a director, had no improper conflict of interest; (d) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and (e) reasonably believed that the conduct complained of was in the best interests of the Company or was not opposed to the best interests of the Company.

The Company must indemnify its current and former directors, officers and employees who are made or threatened to be a party to certain proceedings by reason of their present or former official capacity with the Company, against judgments, penalties, fines, settlements, and reasonable expenses (including attorney's fees) incurred in connection with such proceedings. "Proceeding," means a threatened, pending or completed civil, criminal, administrative or investigative action, including a derivative action in the name of the Company. Reference is made to the detailed terms of the Oklahoma statute for a complete statement of such indemnification right. In so far as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

LEGAL PROCEEDINGS
The Company is not aware of any litigation pending or threatened against the Company or any director or officer of the Company or its' wholly owned subsidiary.

PROCEDURE FOR SUBSCRIBING

At the time of purchase, each investor will be required to confirm accredited or qualified purchaser status and complete a unit subscription agreement to the offer. Finally, each investor will be required to provide the company with (good funds) for the investment and agreeing to a compliance call to finalize suitability.

FINANCIAL STATEMENTS NOTIFICATION

The issuer is not currently subject to any reporting requirements. The issuer intends to fully fund the initial business plan with the funds received as a result of this offering. The issuer has produced a limited amount of revenue from Beta users of the products. There has been a limited release of the products intended to produce feedback. The company feels both products are now ready for full release and is seeking financial investment for the purpose of marketing and advertising both products successfully. The company has no commercial or private debt as of the date of this offering. The company has prior private placement offerings, which were never fully subscribed. The company raised only the amount of money needed to move the development of the products to the next stage. Please review the descriptions of securities to determine the total outstanding shares. The company has entered in to transactions using convertible subordinated notes. However, 100% of all issued notes were converted to equity of the company immediately and there is no outstanding debt as to the terms of those notes. The company is fully ready to use incoming funds to aggressive market the current products to produce revenue and profit. No more Development is for seen, except that which is determined to be valued added in the real marketplace for the commercial version of the products, which is now fully ready and available.

PRINCIPAL SHAREHOLDERS

The following table sets forth, as of the date hereof and as adjusted to reflect the sale of Units offered hereby, certain information with respect to beneficial ownership of the Company's Common Stock by: (i) each shareholder known by the Company to own beneficially more than 5% of the Company's Common Stock; (ii) each director and executive officer of the Company or its subsidiaries; and (iii) all executive officers and directors of the Company as a group. Unless otherwise indicated by footnote, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them.

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and includes voting or investment power with respect to shares beneficially owned. Shares of Common Stock subject to options or warrants currently exercisable are deemed outstanding for computing the percentage ownership of the person holding such options or warrants. But are not deemed outstanding for computing percentage ownership of any other person.

(2) Based on 21,886,671 shares of Common Stock outstanding as of December 13, 2019**.**

(3) Additionally, 3,000,000 shares of Common Stock from this Offering if all of the Units are sold.

(4) Shares of common stock beneficially owned by Steven O. Butler – Twelve Million Shares Owned

DESCRIPTION OF SECURITIES

The authorized capital stock of the Company consists of 75,000,000 shares of Common Stock, $.001 par value. As of December 13, 2019, Twenty-One Million Eight Hundred & Eighty-Six Thousand & Six Hundred & Seventy-One (21,886,671) of Common stock has been issued and is outstanding. There are no other classes of securities or warrants held or issued by the company.

Unit Description

Each unit consists of 10,000 shares of Common Stock.

Common Stock

The holders of the Common Stock: (i) have equal ratable rights to dividends from funds legally available when, as and if declared by the Board of Directors of the Company; (ii) are entitled to share ratably in all the assets of the Company available for distributions to holders of the Common Stock upon liquidation, dissolution or winding up of the affairs of the Company; (iii) do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions applicable thereto; and (iv) are entitled to one vote per share on all matters which shareholders may vote on at all meetings of shareholders. All shares of Common Stock now outstanding are fully paid and non-assessable. The holders of the Common Stock do not have cumulative voting rights, therefore the holders of more than 50% of the outstanding shares can elect all of the directors of the Company, if they so choose. In such event, the holders of the remaining shares will not be able to elect any of the Company's directors.

Dividends

The Company will consider the paying of dividends in the future, within the discretion of the Board of Directors and will depend, among other things, upon the Company's earnings, its capital requirements and its financial condition, as well as other relevant factors. The company believes that the paying of dividends would be a reward to the investors and a boost to the company's valuation in the public or private marketplace.

Intellectual Property

Cobo & Cobo. Black Premium's design, functionality, themes, and purpose were derived from the sole intellectual thought, research, work product and efforts of Steven Orlando Butler and are the property of The Worldwide Exchange and Mr. Butler jointly. Those 'rights' are currently being considered to be transferred to The Worldwide Exchange International for the payment of common stock of The Worldwide Exchange at a value of $1 million per property for a total of $2 million in common stock of the company @ a value of $1 per share.

Dilution Table as of 12/13/19

Prior to Offering
20% Shareholders or above
Steven O. Butler President CEO / President / Director - shares 12,000,000 = 54%
Total Issued & Outstanding shares / 21,886,671 = 100 %*. **
*(Full Subscription of Private Placement would add 3,000,000 additional common shares issued & outstanding) **Total outstanding shares include prior private placement purchases, contracts, consultant compensation, subordinated convertible notes, non-obligation loan agreements & gifts of common stock of the company.

CORPORATE PROFILE
Incorporation Date: 11/01/2007
Corporate Registry: State of Nevada, U.S.A.
Corporate Headquarters: 7225 Crescent Park W. 457
Playa Vista, Ca. 90094

Telephone: (424) 205-1898 ext. 1 Toll Free: (888) 412-3332
Corporate Website: http://theworldwideexchange.net

Trading Status: Private
Classes of Stock: Common Stock

Number of Authorized Shares: Common: Seventy-Five Million (75,000,000) shares

Issued and Outstanding Shares: (21,886,671) shares
Share Class: Common
Par Value: $0.001

Transfer Agent: The Worldwide Exchange

Associated Broker-Dealer
Amerivet Securities, Inc.
1155 Avenue of the Americas
New York, NY. 10036
Elton Johnson, Jr. - President & CEO of Broker-Dealer
Tel 888-960-0644
General Information: 646-809-6940
Email Elton.johnson@amerivetsecurities.com
info@amerivetsecurities.com