

Name: _____
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CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

SPIN AMUSEMENTS CAPITAL, INC.
ACCREDITED INVESTORS ONLY
\$1,000,000 Common Stock Offering
A Maximum of 4,000,000 Common Shares
At a price of \$.25 per Common Share

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM (THE “MEMORANDUM”) MAY NOT BE SHOWN OR GIVEN TO ANY PERSON OTHER THAN THE PERSON WHOSE NAME APPEARS ABOVE AND SUCH PERSONS LEGAL, TAX AND FINANCIAL ADVISORS. THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO SPIN AMUSEMENTS CAPITAL, INC. AND IS BEING PROVIDED TO POTENTIAL INVESTORS SOLELY FOR THEIR CONFIDENTIAL USE WITH THE EXPLICIT UNDERSTANDING THAT, WITHOUT THE WRITTEN PERMISSION OF SPIN AMUSEMENTS CAPITAL, INC., YOU WILL NOT RELEASE THIS MEMORANDUM OR DISCUSS THIS MEMORANDUM, ITS EXISTENCE, OR ANY INFORMATION CONTAINED HEREIN, OR MAKE A REPRODUCTION OF THIS MEMORANDUM FOR ANY PURPOSE OTHER THAN TO EVALUATE AN INVESTMENT IN THE OFFERING OF THE COMMON STOCK DESCRIBED HEREIN. THIS MEMORANDUM MAY NOT BE PRINTED OR REPRODUCED IN ANY MANNER WHATSOEVER. ANY DISTRIBUTION OR REPRODUCTION OF THESE MATERIALS, IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF THE CONTENTS BY AN OFFEREE IS UNAUTHORIZED.

THIS OFFERING IS AVAILABLE ONLY TO “ACCREDITED INVESTORS” AS DEFINED BY RULE 501(a) OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), AND PURSUANT TO RULE 506(c) THEREUNDER. AN INVESTMENT IN THE SHARES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. SEE “RISK FACTORS” FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH ANY PURCHASE OF THE SHARES. THERE IS NO PUBLIC MARKET FOR ANY OF OUR SECURITIES, AND NO SUCH MARKET IS EXPECTED TO DEVELOP FOLLOWING THE OFFERING OF THE SHARES. SIGNIFICANT RESTRICTIONS ON TRANSFER WILL APPLY. YOU SHOULD BE PREPARED TO BEAR THE ECONOMIC RISK OF YOUR INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND BE ABLE TO WITHSTAND A TOTAL LOSS OF YOUR INVESTMENT. NEITHER THE SHARES NOR THE OFFERING OF THE SHARES HAS BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”) OR UNDER ANY STATE OR OTHER SECURITIES LAW, AND NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE OR OTHER REGULATORY AUTHORITY HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM OR APPROVED OR ENDORSED THE TERMS OR MERITS OF THE SHARES OR THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE INFORMATION AND ANALYSIS CONTAINED HEREIN ARE AS OF September 4, 2023, AND SUBJECT TO CHANGE.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

SPIN AMUSEMENTS CAPITAL, INC.
ACCREDITED INVESTORS ONLY
\$1,000,000 Common Stock Offering
Maximum of 4,000,000 Common Shares
At a price of \$.25 per Common Share

Spin Amusements Capital, Inc., a Nevada corporation (the "**Company**", "**us**", "**we**" or "**our**"), is offering up to 4,000,000 shares of its common stock, \$.0001 par value, (the "**Common Shares**" or the "**Shares**") at the price of \$.25 per share (the "**Offering**") to prospective purchasers of the Shares (each a "**Purchaser**" or collectively the "**Purchasers**") who are Accredited Investors pursuant to the terms set forth in this Offering Memorandum (the "**Memorandum**"). The minimum investment we will accept from investors is \$5,000 (the "**Minimum Investment**"). The Offering is being made pursuant to Rule 506 (C) promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), solely to "**Accredited Investors**", as defined in Rule 501(a) of Regulation D under the Securities Act.

The Shares are being offered on a "best efforts" basis until the earlier of (i) the date upon which we have sold 4,000,000 Shares (the "**Maximum Amount**") or (ii) December 31, 2023, unless extended by us, in our sole discretion, for up to two (2) additional sixty (60) day periods without notice to subscribers (the "**Offering Period**"). Once a subscription for the Shares is accepted, the proceeds will be immediately available for our use and will not be held in escrow. No minimum number of Shares need be subscribed for in order for us to close the Offering. We will hold multiple closings of the Offering.

Common Stock Offered (1)	Offering Price (2)	Aggregate Offering Amount (2)(3)(4)
4,000,000 Shares	\$.25	\$1,000,000

- (1) The price of the Shares has been arbitrarily determined by us and does not bear any relationship to our assets, book value, results of operations or any other generally accepted criteria of value.
- (2) The Shares are being offered at the price of \$.25 per share or an aggregate of \$1,000,000 for 4,000,000 Shares.
- (3) We may pay finder's fees and sales to commissions and other costs to persons registered with the Securities and Exchange Commission ("**SEC**") or members of the Financial Industry Regulatory Authority ("**FINRA**") without notice to investors.
- (4) Does not reflect the deduction of offering costs and expenses, which we estimate to be \$20,000.

THE COMMON STOCK OFFERED HEREBY CONSTITUTE A SPECULATIVE INVESTMENT, INVOLVE A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY ANYONE WHO DOES NOT SATISFY THE SUITABILITY STANDARDS SET FORTH HEREIN. ACCORDINGLY, NO PERSON SHOULD INVEST WHO IS NOT IN A POSITION TO LOSE HIS OR HER ENTIRE INVESTMENT.

In connection with the Offering, including conformity to applicable exemptions from registration, we may distribute offering documents to prospective purchasers electronically. Furthermore, information including this Offering document may be in electronic format and made available by e-mail and/or on websites or through secure cloud-based folders maintained by us.

This Memorandum does not constitute an offer or solicitation to any non-accredited investor nor to any Accredited Investor in any state or other jurisdiction in which such an offer or solicitation is not authorized or is required to be registered. Any representation to the contrary is unlawful. We are offering the Shares only to Accredited Investors on a "**best-efforts**" basis. The Offering will terminate at any time, regardless of the amount received by us at the sole and absolute discretion of our management.

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SECTION 1. INFORMATION ABOUT US

We have agreed to make available to each prospective investor, prior to the sale of the Shares, the opportunity to ask questions of, and receive answers from, our officers and/or key personnel concerning the terms and conditions of the Offering and to obtain any additional information, to the extent we possess such information or can acquire it without unreasonable effort or expense, which may be necessary to verify the accuracy of the information set forth herein. Prospective investors may call, or mail or email questions, inquiries, and requests for information to:

SPIN AMUSEMENTS CAPITAL, INC.

Address: 4191 Bonita Way

Deerfield Beach, FL 33064

Telephone: 952-283-3414

Email: matthew@jenningsglobal.com

We may require that proposed investors sign a confidentiality agreement. Each investor in the Offering and their representatives, if any, will be asked to acknowledge in the Subscription Agreement that he or she is an Accredited Investor as defined by Rule 501(a) of Regulation D and has been given the opportunity to obtain additional information about us.

SECTION 2. CAUTION REGARDING FORWARD-LOOKING INFORMATION

Statements and financial discussion and analysis contained in this Memorandum are not historical facts, and forward-looking statements are subject to risks and uncertainties. Forward-looking statements describe our future plans, strategies and expectations, are based on assumptions, and involve a number of risks and uncertainties, many of which are beyond our control. Statements regarding the following subjects are forward-looking by their nature:

- our ability to locate gaming companies in Georgia for our financings;
- our ability to develop a successful marketing plan to attract gaming companies in Georgia for our financings;
- our ability to locate sufficient capital to enable us to provide the financings to gaming companies in Georgia;
- our ability to develop a successful marketing plan to attract gaming companies in Georgia for our financings;
- our ability to generate revenue and become profitable;
- our business strategy and projected capital expenditures;
- our understanding of the competition and marketplace and market trends;
- our ability to provide the financings as planned;
- our ability to adequately secure any financings we provide to minimize the risk of default in sums owed to us;
- our receipt of sums due to us from any financings we provide; and
- our management's use of the proceeds of this Offering.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account the information currently available to us. We do not intend to update our forward-looking statements at any future date. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us, many of which are beyond the control of our Management and are not subject to predictability. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider these and other risks when making

a decision concerning an investment in the Shares, along with the following factors that could cause actual results to differ materially from our historical and forward-looking statements:

- changes in local economic, business and regulatory conditions which adversely affect gaming businesses accepting our financings and their ability to transact profitable business with us;
- changes in interest rates and market prices for our financings and those of our competitors;
- the timing, impact and other uncertainties of our ability to enter the gaming financing market in Georgia successfully and capitalize on opportunities;
- changes in the availability of funds available to us to provide financings;
- increased costs of our operations and continued lack of liquidity;
- our ability to develop, operate and maintain cost-effective and efficient systems without incurring unexpectedly expensive but necessary technology and technological changes;
- the loss of our Chief Executive Officer, Matthew Jennings, and the potential inability to hire qualified personnel at reasonable compensation levels;
- changes in statutes and government regulations or their interpretations applicable to gaming in Georgia, lending, banks, and bank holding companies and changes in tax requirements and tax rates; and
- other factors discussed in the “**RISK FACTORS**” section of this Memorandum.

The words “may,” “shall,” “will,” “believe,” “expect,” “anticipate,” “project,” “estimate,” “predict,” “intend,” “goal,” “objective” and similar expressions, are intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements.

SECTION 3. CONFIDENTIALITY OF THIS OFFERING

THIS MEMORANDUM IS THE PROPERTY OF US. EACH RECIPIENT HEREOF AGREES BY ACCEPTING THIS MEMORANDUM THAT THE INFORMATION CONTAINED HEREIN IS OF A CONFIDENTIAL NATURE AND THAT SUCH RECIPIENT WILL TREAT SUCH INFORMATION IN A STRICTLY CONFIDENTIAL MANNER AND THAT SUCH RECIPIENT WILL NOT, DIRECTLY OR INDIRECTLY, DISCLOSE OR PERMIT ITS AFFILIATES OR REPRESENTATIVES TO DISCLOSE, ANY INFORMATION TO ANY OTHER PERSON OR ENTITY, OR REPRODUCE SUCH INFORMATION, IN WHOLE OR IN PART, WITHOUT OUR PRIOR WRITTEN CONSENT. EACH RECIPIENT OF THIS MEMORANDUM FURTHER AGREES TO USE THE INFORMATION SOLELY FOR THE PURPOSE OF ANALYZING THE DESIRABILITY OF AN INVESTMENT IN THE SHARES TO SUCH RECIPIENT AND FOR NO OTHER PURPOSE WHATSOEVER. ANY REPRODUCTION OR DISTRIBUTION OF THESE OFFERING DOCUMENTS AND EXHIBITS, IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF ITS CONTENTS WITHOUT OUR PRIOR WRITTEN CONSENT IS PROHIBITED. NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION NOT CONTAINED IN THE MEMORANDUM, OR IN ANY AGREEMENT CONTEMPLATED HEREBY, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN OR IN SUCH AUTHORIZED SUMMARY OR AGREEMENT MUST NOT BE RELIED UPON.

SECTION 4. IMPORTANT NOTICES ABOUT THE OFFERING

THE SECURITIES OFFERED BY THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), AND ARE OFFERED FOR SALE IN RELIANCE UPON EXEMPTIONS PROVIDED BY SECTION 4(a)(2) OF THE SECURITIES ACT AND RULE 506(b) PROMULGATED THEREUNDER AND THE SECURITIES LAWS OF CERTAIN STATES RELATING TO TRANSACTIONS NOT INVOLVING A PUBLIC OFFERING. BECAUSE THE SECURITIES OFFERED BY THIS MEMORANDUM ARE NOT REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE, PURCHASERS MAY NOT SELL, TRANSFER OR DISPOSE OF SUCH SECURITIES UNLESS THEY ARE REGISTERED, OR REGISTRATION IS NOT REQUIRED, UNDER THE SECURITIES ACT AND APPLICABLE STATE LAWS.

AN INVESTMENT IN THE OFFERING INVOLVES A HIGH DEGREE OF RISK. SEE “**RISK FACTORS**” IN THIS MEMORANDUM FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED PRIOR TO PURCHASING THE SHARES.

THIS MEMORANDUM HAS BEEN PREPARED BY US, AND NO REPRESENTATION OR WARRANTY IS MADE AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN. PROSPECTIVE INVESTORS WILL BE GIVEN THE OPPORTUNITY TO MEET WITH OUR MANAGEMENT AND CONDUCT THEIR OWN DUE DILIGENCE INVESTIGATION OF THE OFFERING WITH THE ASSISTANCE OF THEIR LEGAL, TAX AND/OR FINANCIAL ADVISORS, UPON WHICH THEY MUST RELY SOLELY IN MAKING THEIR INVESTMENT DECISIONS AND THE INVESTMENT RISKS ASSOCIATED THEREWITH. THE STATEMENTS CONTAINED IN THIS MEMORANDUM AND ANY COMMUNICATION, WRITTEN OR ORAL, FROM US, SHALL NOT BE CONSTRUED AS LEGAL, TAX, ACCOUNTING OR OTHER EXPERT ADVICE. THIS MEMORANDUM CONTAINS CERTAIN REFERENCES TO OR SUMMARIES OF PROVISIONS OF DOCUMENTS, INCLUDING THE SUBSCRIPTION AGREEMENT. THESE SUMMARIES DO NOT PURPORT TO BE COMPLETE AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE ORIGINAL DOCUMENTS. REFERENCE SHOULD BE MADE TO SUCH DOCUMENTS FOR COMPLETE INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF THE PARTIES. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN

THIS MEMORANDUM, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS ACCURATE OR AS HAVING BEEN AUTHORIZED BY US. WE ENCOURAGE ALL POTENTIAL INVESTORS TO CAREFULLY REVIEW THIS MEMORANDUM WITH THE ASSISTANCE OF THEIR LEGAL, ACCOUNTING, TAX AND FINANCIAL ADVISORS.

NO OFFERING LITERATURE OR ADVERTISEMENT IN ANY FORM MAY BE RELIED UPON IN THE OFFERING OF THESE SECURITIES, EXCEPT FOR THIS MEMORANDUM, INCLUDING THE SEC DOCUMENTS AND NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATIONS, EXCEPT THOSE CONTAINED HEREIN.

THIS MEMORANDUM CONTAINS LIMITED INFORMATION ABOUT US. WHILE WE BELIEVE THE INFORMATION CONTAINED IN THIS MEMORANDUM IS ACCURATE, SUCH DOCUMENTS ARE NOT MEANT TO CONTAIN AN EXHAUSTIVE DISCUSSION REGARDING US. WE CANNOT GUARANTEE A PROSPECTIVE INVESTOR THAT THE ABBREVIATED NATURE OF THIS MEMORANDUM WILL NOT OMIT TO STATE A MATERIAL FACT WHICH A PROSPECTIVE INVESTOR MAY BELIEVE TO BE AN IMPORTANT FACTOR IN DETERMINING IF AN INVESTMENT IN THE SECURITIES IS APPROPRIATE FOR SUCH INVESTOR. AS A RESULT, PROSPECTIVE INVESTORS ARE REQUIRED TO UNDERTAKE, WITH ASSISTANCE OF THEIR LEGAL, TAX AND FINANCIAL ADVISER, THEIR OWN DUE DILIGENCE OF THE OFFERING AND US, OUR CURRENT AND PROPOSED BUSINESS AND OPERATIONS, OUR MANAGEMENT AND OUR FINANCIAL CONDITION AND THE RISK OF AN INVESTMENT OF THE SHARES TO VERIFY THE ACCURACY AND COMPLETENESS OF THE INFORMATION WE ARE PROVIDING IN THIS MEMORANDUM.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION OF AN OFFER IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED. EACH PERSON WHO RECEIVES THIS MEMORANDUM, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL RELATED DOCUMENTS IF SUCH PERSON DOES NOT PURCHASE ANY OF THE SECURITIES DESCRIBED HEREIN.

NEITHER THE DELIVERY OF THIS MEMORANDUM AT ANY TIME, NOR ANY SALE OF SECURITIES HEREUNDER, SHALL IMPLY THAT INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE. NO REPRESENTATIONS, WARRANTIES OR ASSURANCES OF ANY KIND ARE MADE OR SHOULD BE INFERRED WITH RESPECT TO THE ECONOMIC RETURN, IF ANY, WHICH MAY ACCRUE TO AN INVESTOR. PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS CONFIDENTIAL PRIVATE OFFERING MEMORANDUM AS LEGAL, BUSINESS OR TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS OR HER OWN ATTORNEY, BUSINESS ADVISOR AND TAX ADVISOR AS TO LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THIS OFFERING.

WE RESERVE THE RIGHT TO REJECT ANY COMMITMENT TO SUBSCRIBE IN WHOLE OR IN PART AND TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE FULL AMOUNT OF THE SECURITIES SUBSCRIBED FOR BY THAT INVESTOR.

SECTION 5. JURISDICTIONAL NOTICES

FOR RESIDENTS OF ALL STATES: THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN A PARTICULAR STATE. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE HEREBY ADVISED TO CONTACT US. THE SECURITIES DESCRIBED IN THESE OFFERING DOCUMENTS HAVE NOT BEEN REGISTERED UNDER ANY STATE SECURITIES LAWS (COMMONLY CALLED "BLUE SKY" LAWS). THESE SECURITIES MUST BE ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF SUCH SECURITIES UNDER SUCH LAWS OR AN OPINION OF COUNSEL ACCEPTABLE TO US THAT SUCH REGISTRATION IS NOT REQUIRED. THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS A LEGEND REQUIRED BY THE STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OF SALE MAY BE MADE IN ANY PARTICULAR STATE.

IN MAKING ANY INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. NO FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS RECOMMENDED THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THESE SECURITIES ARE ALSO SUBJECT TO CERTAIN RESTRICTIONS AS SET FORTH IN THE SUBSCRIPTION AGREEMENT AND/OR OUR CERTIFICATE OF INCORPORATION AS AMENDED AND BYLAWS.

NOTICE TO ALABAMA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO ALASKA RESIDENTS ONLY: THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA UNDER PROVISIONS OF 3 AAC 08.500 - 3 AAC 08.504. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THESE OFFERING DOCUMENTS SINCE THE OFFERING DOCUMENTS ARE NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF 45.55.170. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN

INVESTMENT DECISION ON THESE SECURITIES.

NOTICE TO ARIZONA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844 (1) AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

NOTICE TO ARKANSAS RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN RELIANCE UPON CLAIMS OF EXEMPTION UNDER THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE, APPROVED OR DISAPPROVED THIS OFFERING OR PASSED UPON THE ADEQUACY OR ACCURACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO CALIFORNIA RESIDENTS: THESE SECURITIES HAVE NOT BEEN QUALIFIED OR OTHERWISE APPROVED OR DISAPPROVED BY THE CALIFORNIA DEPARTMENT OF CORPORATIONS UNDER THE CALIFORNIA CORPORATIONS CODE. THESE SECURITIES ARE OFFERED IN CALIFORNIA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PROVIDED BY SECTIONS 25100, 25102 or 25105 OF THE CALIFORNIA CORPORATIONS CODE. ACCORDINGLY, DISTRIBUTION OF THIS MEMORANDUM AND OFFERS AND SALES OF THE SECURITIES REFERRED TO HEREIN ARE STRICTLY LIMITED TO PERSONS WHO THE COMPANY DETERMINES TO HAVE MET CERTAIN FINANCIAL AND OTHER REQUIREMENTS. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY WITH RESPECT TO ANY OTHER PERSON. IN ORDER TO RELY ON THE FOREGOING EXEMPTIONS, THE COMPANY WILL RELY IN TURN ON CERTAIN REPRESENTATIONS AND WARRANTIES MADE TO THE COMPANY BY THE INVESTORS IN THIS OFFERING. THOSE REPRESENTATIONS AND WARRANTIES ARE CONTAINED IN THE SUBSCRIPTION AGREEMENT, ATTACHED HERETO AS EXHIBIT A.

FOR COLORADO RESIDENTS ONLY: THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH COMMISSIONER OF CORPORATIONS OF THE STATE OF COLORADO AND THE ISSUANCE OF SUCH SECURITIES OR PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATIONS IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPT FROM QUALIFICATION BY SECTION 25100, 25102, OR 25104 OF THE COLORADO CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991, IF SUCH REGISTRATION IS REQUIRED.

NOTICE TO CONNECTICUT RESIDENTS ONLY: SECURITIES ACQUIRED BY CONNECTICUT RESIDENTS ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 36b-31-21b-9b OF THE CONNECTICUT, UNIFORM SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF CONNECTICUT. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SECURITIES.

NOTICE TO DELAWARE RESIDENTS ONLY: IF YOU ARE A **DELAWARE** RESIDENT, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE **DELAWARE** SECURITIES ACT. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

NOTICE TO DISTRICT OF COLUMBIA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES BUREAU OF THE DISTRICT OF COLUMBIA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO FLORIDA RESIDENTS ONLY: THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SECURITIES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR THE SECURITIES HAS THE RIGHT, PURSUANT TO SECTION 517.061(11)(A)(5) OF THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT, TO WITHDRAW HIS SUBSCRIPTION AND RECEIVE A FULL REFUND OF ALL MONEYS PAID, WITHIN THREE (3) BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT AND POWER OF ATTORNEY OR THE PAYMENT FOR AN INTEREST HAS BEEN MADE, WHICHEVER IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR A FACSIMILE TO THE COMPANY AT THE ADDRESS SET FORTH IN THIS MEMORANDUM, INDICATING HIS INTENTION TO WITHDRAW. SUCH LETTER OR FACSIMILE MUST BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME WHEN IT WAS MAILED.

NOTICE TO GEORGIA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE GEORGIA SECURITIES ACT PURSUANT TO REGULATION 590-4-5-04 AND -01. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

NOTICE TO HAWAII RESIDENTS ONLY: NEITHER THESE CONFIDENTIAL OFFERING DOCUMENTS NOR THE SECURITIES DESCRIBED HEREIN BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER OF SECURITIES OF THE STATE OF HAWAII NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS.

NOTICE TO IDAHO RESIDENTS ONLY: THESE SECURITIES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT IN RELIANCE UPON EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 30-14-203 OR 302(c) THEREOF AND MAY NOT BE SOLD, TRANSFERRED, PLEDGED OR HYPOTHECATED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SAID ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SAID ACT.

NOTICE TO ILLINOIS RESIDENTS: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF THE STATE OF ILLINOIS NOR HAS THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO INDIANA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 23-2-1-2 OF THE INDIANA SECURITIES LAW AND HAVE NOT BEEN REGISTERED UNDER SECTION 23-2-1-3. THEY CANNOT THEREFORE BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID LAW OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. IF A CLAIM OF EXEMPTION UNDER SAID LAW HAS BEEN FILED, AND IF SUCH EXEMPTION IS NOT DISALLOWED SALES OF THESE SECURITIES MAY BE MADE. HOWEVER, UNTIL SUCH EXEMPTION IS GRANTED, ANY OFFER MADE PURSUANT HERETO IS PRELIMINARY AND SUBJECT TO MATERIAL CHANGE.

NOTICE TO IOWA RESIDENTS ONLY: IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED; THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO KANSAS RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 81-5-15 OF THE KANSAS SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO KENTUCKY RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER TITLE 808 KAR 10:210 OF THE KENTUCKY SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO LOUISIANA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER RULE 1 OF THE LOUISIANA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO MAINE RESIDENTS ONLY: THE ISSUER IS REQUIRED TO MAKE A REASONABLE FINDING THAT THE SECURITIES OFFERED ARE A SUITABLE INVESTMENT FOR THE PURCHASER AND THAT THE

PURCHASER IS FINANCIALLY ABLE TO BEAR THE RISK OF LOSING THE ENTIRE AMOUNT INVESTED. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION UNDER §16202(15) OF THE MAINE UNIFORM SECURITIES ACT AND ARE NOT REGISTERED WITH THE SECURITIES ADMINISTRATOR OF THE STATE OF MAINE. THE SECURITIES OFFERED FOR SALE MAY BE RESTRICTED SECURITIES AND THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS: (1) THE SECURITIES ARE REGISTERED UNDER STATE AND FEDERAL SECURITIES LAWS, OR (2) AN EXEMPTION IS AVAILABLE UNDER THOSE LAWS.

NOTICE TO MARYLAND RESIDENTS ONLY: IF YOU ARE A MARYLAND RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THESE CONFIDENTIAL OFFERING DOCUMENTS, YOU ARE HEREBY ADVISED THAT THESE SECURITIES ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 11-602(9) OF THE MARYLAND SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MARYLAND. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SECURITIES.

NOTICE TO MASSACHUSETTS RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MASSACHUSETTS UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

NOTICE TO MICHIGAN RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE MICHIGAN SECURITIES ACT. THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

NOTICE TO MINNESOTA RESIDENTS ONLY: THESE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER CHAPTER 80A OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF EXCEPT PURSUANT TO REGISTRATION, OR AN EXEMPTION THEREFROM.

NOTICE TO MISSISSIPPI RESIDENTS ONLY: THE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE MISSISSIPPI SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE MISSISSIPPI SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, OR APPROVED OR DISAPPROVED THIS OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES. EACH PURCHASER OF THE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR AN ENTIRE LOSS OF THIS INVESTMENT. THE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE (1) YEAR EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MISSISSIPPI SECURITIES ACT OR IN A TRANSACTION IN COMPLIANCE WITH THE MISSISSIPPI SECURITIES ACT.

FOR MISSOURI RESIDENTS ONLY: THE SECURITIES OFFERED HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE PURCHASER IN A TRANSACTION EXEMPT UNDER SECTION 4.G OF THE MISSOURI

SECURITIES LAW OF 1953, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI. UNLESS THE SECURITIES ARE SO REGISTERED, THEY MAY NOT BE OFFERED FOR SALE OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.

NOTICE TO MONTANA RESIDENTS ONLY: IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A MONTANA RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF FIVE (5) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SECURITIES.

NOTICE TO NEBRASKA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER CHAPTER 15 OF THE NEBRASKA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO NEVADA RESIDENTS ONLY: IF ANY INVESTOR ACCEPTS ANY OFFER TO PURCHASE THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION NRS 90.530 OF THE NEVADA SECURITIES LAW. THE INVESTOR IS HEREBY ADVISED THAT THE ATTORNEY GENERAL OF THE STATE OF NEVADA HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING AND THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE, OR SALE THEREOF, BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEVADA. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. NEVADA ALLOWS THE SALE OF SECURITIES TO 25 OR FEWER PURCHASERS IN THE STATE WITHOUT REGISTRATION. HOWEVER, CERTAIN CONDITIONS APPLY, I.E., THERE CAN BE NO GENERAL ADVERTISING OR SOLICITATION AND COMMISSIONS ARE LIMITED TO LICENSED BROKER-DEALERS. THIS EXEMPTION IS GENERALLY USED WHERE THE PROSPECTIVE INVESTOR IS ALREADY KNOWN AND HAS A PRE-EXISTING RELATIONSHIP WITH THE COMPANY. (SEE NRS 90.530.11.)

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY: NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE UNDER THIS CHAPTER HAS BEEN FILED WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

NOTICE TO NEW JERSEY RESIDENTS ONLY: IF YOU ARE A NEW JERSEY RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THESE CONFIDENTIAL OFFERING DOCUMENTS, YOU ARE HEREBY ADVISED THAT THESE CONFIDENTIAL OFFERING DOCUMENTS HAVE NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT

PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO NEW MEXICO RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE NEW MEXICO DEPARTMENT OF BANKING NOR HAS THE SECURITIES DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO NEW YORK RESIDENTS ONLY: THESE OFFERING DOCUMENTS HAVE NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE COMPANY HAS TAKEN NO STEPS TO CREATE AN AFTERMARKET FOR THE SECURITIES OFFERED HEREIN AND HAS MADE NO ARRANGEMENTS WITH BROKERS OR OTHERS TO TRADE OR MAKE A MARKET IN THE SECURITIES. AT SOME TIME IN THE FUTURE, THE COMPANY MAY ATTEMPT TO ARRANGE FOR INTERESTED BROKERS TO TRADE OR MAKE A MARKET IN THE SECURITIES AND TO QUOTE THE SAME IN A PUBLISHED QUOTATION MEDIUM, HOWEVER, NO SUCH ARRANGEMENTS HAVE BEEN MADE AND THERE IS NO ASSURANCE THAT ANY BROKERS WILL EVER HAVE SUCH AN INTEREST IN THE SECURITIES OF THE COMPANY OR THAT THERE WILL EVER BE A MARKET THEREFROM.

NOTICE TO NORTH CAROLINA RESIDENTS ONLY: IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED ACCURACY OR DETERMINED ADEQUACY OF THESE OFFERING DOCUMENTS. REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO NORTH DAKOTA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO OHIO RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 1707.03(X) OF THE OHIO SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO OKLAHOMA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED FOR SALE IN THE STATE OF OKLAHOMA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION FOR PRIVATE OFFERINGS. ALTHOUGH A PRIOR FILING OF THESE CONFIDENTIAL OFFERING DOCUMENTS AND THE INFORMATION HAS BEEN MADE WITH THE OKLAHOMA SECURITIES COMMISSION, SUCH FILING IS PERMISSIVE ONLY

AND DOES NOT CONSTITUTE AN APPROVAL, RECOMMENDATION OR ENDORSEMENT, AND IN NO SENSE IS TO BE REPRESENTED AS AN INDICATION OF THE INVESTMENT MERIT OF SUCH SECURITIES. ANY SUCH REPRESENTATION IS UNLAWFUL.

NOTICE TO OREGON RESIDENTS ONLY: THE SECURITIES OFFERED HAVE BEEN REGISTERED WITH THE CORPORATION COMMISSION OF THE STATE OF OREGON UNDER PROVISIONS OF ORS 59.049. THE INVESTOR IS ADVISED THAT THE COMMISSIONER HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THESE OFFERING DOCUMENTS SINCE THESE OFFERING DOCUMENTS ARE NOT REQUIRED TO BE FILED WITH THE COMMISSIONER. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

NOTICE TO PENNSYLVANIA RESIDENTS ONLY: EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 203(d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THIS ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY) OR ANY OTHER PERSON WITHIN TWO (2) BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED. IF YOU HAVE ACCEPTED AN OFFER TO PURCHASE THESE SECURITIES MADE PURSUANT TO A PROSPECTUS WHICH CONTAINS A NOTICE EXPLAINING YOUR RIGHT TO WITHDRAW YOUR ACCEPTANCE PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 (70 PS § 1-207(m)), YOU MAY ELECT, WITHIN TWO (2) BUSINESS DAYS AFTER THE FIRST TIME YOU HAVE RECEIVED THIS NOTICE AND A PROSPECTUS TO WITHDRAW FROM YOUR PURCHASE AGREEMENT AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A LETTER OR TELEGRAM TO THE ISSUER (OR UNDERWRITER IF ONE IS LISTED ON THE FRONT PAGE OF THE CONFIDENTIAL OFFERING DOCUMENTS) INDICATING YOUR INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF YOU ARE SENDING A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO EVIDENCE THE TIME WHEN IT WAS MAILED. SHOULD YOU MAKE THIS REQUEST ORALLY, YOU SHOULD ASK WRITTEN CONFIRMATION THAT YOUR REQUEST HAS BEEN RECEIVED. NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF PENNSYLVANIA WHO ARE NON-ACCREDITED INVESTORS. EACH PENNSYLVANIA RESIDENT MUST AGREE NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER THE DATE OF PURCHASE, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION. THE SECURITIES HAVE BEEN ISSUED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENT OF THE PENNSYLVANIA SECURITIES ACT OF 1972. NO SUBSEQUENT RESALE OR OTHER DISPOSITION OF THE SECURITIES MAY BE MADE WITHIN 12 MONTHS FOLLOWING THEIR INITIAL SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION, AND THEREAFTER ONLY PURSUANT TO AN EFFECTIVE REGISTRATION OR EXEMPTION.

NOTICE TO RHODE ISLAND RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE DEPARTMENT OF BUSINESS REGULATION OF THE STATE OF RHODE ISLAND NOR HAS THE DIRECTOR PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS.

ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO SOUTH CAROLINA RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THESE CONFIDENTIAL OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO SOUTH DAKOTA RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED FOR SALE IN THE STATE OF SOUTH DAKOTA PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SOUTH DAKOTA BLUE SKY LAW, CHAPTER 47-31, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATION OF THE STATE OF SOUTH DAKOTA. THE EXEMPTION DOES NOT CONSTITUTE A FINDING THAT THESE CONFIDENTIAL OFFERING DOCUMENTS ARE TRUE, COMPLETE, AND NOT MISLEADING, NOR HAS THE DIRECTOR OF THE DIVISION OF SECURITIES PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO TENNESSEE RESIDENT ONLY: IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD. EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO TEXAS RESIDENTS ONLY: THE SECURITIES OFFERED HEREUNDER HAVE NOT BEEN REGISTERED UNDER APPLICABLE TEXAS SECURITIES LAWS AND, THEREFORE, ANY PURCHASER THEREOF MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES CANNOT BE RESOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. FURTHER, PURSUANT TO §109.13 UNDER THE TEXAS SECURITIES ACT, THE COMPANY IS REQUIRED TO APPRISE PROSPECTIVE INVESTORS OF THE FOLLOWING: A LEGEND SHALL BE PLACED, UPON ISSUANCE, ON CERTIFICATES REPRESENTING SECURITIES PURCHASED HEREUNDER, AND ANY PURCHASER HEREUNDER SHALL BE REQUIRED TO SIGN A WRITTEN AGREEMENT THAT HE WILL NOT SELL THE SUBJECT SECURITIES WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS, OR EXEMPTIONS THEREFROM.

NOTICE TO UTAH RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE UTAH SECURITIES ACT. THE SECURITIES CANNOT BE TRANSFERRED OR SOLD EXCEPT IN TRANSACTIONS WHICH ARE EXEMPT UNDER THE ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THE ACT.

NOTICE TO VERMONT RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE STATE OF VERMONT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THESE OFFERING DOCUMENTS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO VIRGINIA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO WASHINGTON RESIDENTS ONLY: THE ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED THE OFFERING OR CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM AND THE SECURITIES HAVE NOT BEEN REGISTERED IN RELIANCE UPON THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, AND THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.

NOTICE TO WEST VIRGINIA RESIDENTS ONLY: IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 15.06(b)(9) OF THE WEST VIRGINIA SECURITIES LAW AND MAY NOT BE REOFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

NOTICE TO WISCONSIN RESIDENTS ONLY: IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A WISCONSIN RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF THREE AND ONE-THIRD (3 1/3) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SECURITIES OFFERED HEREIN.

FOR WYOMING RESIDENTS ONLY: ALL WYOMING RESIDENTS WHO SUBSCRIBE TO PURCHASE SECURITIES OFFERED BY THE COMPANY MUST SATISFY THE FOLLOWING MINIMUM FINANCIAL SUITABILITY REQUIREMENTS IN ORDER TO PURCHASE SECURITIES: (1) A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000); AND (2) THE PURCHASE PRICE OF SECURITIES SUBSCRIBED FOR MAY NOT EXCEED TWENTY PERCENT (20%) OF THE NET WORTH OF THE SUBSCRIBER; AND (3) “**TAXABLE INCOME**” AS DEFINED IN SECTION 63 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, DURING THE LAST TAX YEAR AND ESTIMATED “**TAXABLE INCOME**” DURING THE CURRENT TAX YEAR SUBJECT TO A FEDERAL INCOME TAX RATE OF NOT LESS THAN THIRTY-THREE PERCENT (33%). IN ORDER TO VERIFY THE FOREGOING, ALL SUBSCRIBERS WHO ARE WYOMING RESIDENTS WILL BE REQUIRED TO REPRESENT IN THE SUBSCRIPTION AGREEMENT THAT THEY MEET THESE WYOMING SPECIAL INVESTOR SUITABILITY REQUIREMENTS.

SECTION 6. SUMMARY OF THE OFFERING

The summary information below contains basic terms about this Offering and is not intended to be complete. It may not contain all of the information that is important to investors in the Offering. Purchasers should read the more detailed information contained in each Section of this Memorandum and the full texts of all documents summarized in this Memorandum prior to making an investment in the Shares.

Spin Amusements Capital, Inc., a Nevada corporation, is referred to herein as the “**Company**”, “**us**”, “**we**” or “**our**”.

The Company	We were formed in the state of Nevada on July 20, 2023, to engage in the business of providing financing to businesses involved in the gaming industry in Georgia.
Our Facilities	Our principal executive office is located at 4191 Bonita Way, Deerfield Beach, FL 33064.
Financial Condition	We have not yet provided any financings, generated revenues from operations and have nominal assets.
Securities Being Offered	We are offering 4,000,000 Shares at the price of \$.25 per share or an aggregate of \$1,000,000.
Minimum Investment Amount	The minimum investment in the Shares is \$5,000 for the purchase of 20,000 Shares.
Terms of the Offering	The Shares are being offered on a “ best efforts ” basis by our officers and directors.
Offering Period	The Shares are being offered until the earlier of (i) the date upon which we have sold 4,000,000 Shares (the “ Maximum Amount ”), or (ii) December 31, 2023, unless extended by us, in our sole discretion, for up to two (2) additional sixty (60) day periods without notice to subscribers (the “ Offering Period ”). Once a subscription for the Shares is accepted, the proceeds will be immediately available for our use and will not be held in escrow. No Minimum number of Shares need be subscribed for in order for us to close the Offering. We will hold multiple closings of the Offering.
Determination of Offering Price	The offering price of the Shares has been determined arbitrarily by us. It is not based upon an independent assessment of the value of the Shares and should not be considered as such. The offering price of the Shares does not bear any relationship to our assets, results of operations, or book value or to any other generally accepted criteria of valuation.
Use of Proceeds	We presently plan to use the net proceeds from this Offering to pay the salaries of Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, and Robert C. Simpson, our Chief Financial Officer and Treasurer and to pay for marketing and advertising, as well as working capital needs, general corporate purposes, reduction of payables, and other obligations and growth initiatives. Please see “ SECTION 7. USE OF PROCEEDS ” of this Memorandum.
Offering Exemption	The Shares are being offered pursuant to Rule 506(c) of Regulation D under the Securities Act, which permits general solicitation and advertising so long as sales are only made to persons whom we verify as “ Accredited Investors ”.

Investor Suitability	The Shares are available only to Purchasers who qualify as “ Accredited Investors ”, as defined in Rule 501(a) of Regulation D under the Securities Act. In the Subscription Agreement attached as part of Exhibit A to this Memorandum, you are representing and warranting that you are financially sophisticated and that this investment is suitable for you.
Capitalization Before the Offering	We are authorized to issue 100,000,000 shares of common stock with one (1) vote per share and 2,500,000 shares of preferred, designated as Series A Preferred Stock with one-thousand (1,000) votes per share. As of the date of this Offering, we have 30,000,000 shares of common stock outstanding and 2,500,000 shares of Series A Preferred Stock outstanding.
Capitalization After the Offering if all Shares Offered are Sold	We will have 34,000,000 shares of common stock outstanding and 2,500,000 shares of Series A Preferred Stock outstanding after the Offering if all offered Shares are sold.
Dividends	We do not intend to pay dividends on our common stock in the foreseeable future. We plan to use future earnings to fund our operations.
Dilution	If you invest in the Offering, your interest will be immediately and substantially diluted to the extent of the difference between the Price per Share in the Offering and the pro forma net tangible book value per share of our Shares after giving effect to the Offering
Risk Factors	The Offering involves a high degree of risk. The Shares should only be purchased by investors who can afford a total loss of their investment without a change to their living conditions.
Offering Expenses	We estimate the Offering expenses will be approximately \$100,000.
Acceptance of Subscriptions	We reserve the right, in our sole discretion, to reject any subscription, in whole or in part or in any order, at any time. Any offer made by us pursuant to this Memorandum may be withdrawn by us at any time before we accept an investor’s subscription. All subscriptions are non-refundable.
Market for the Shares	The Shares are not quoted or listed on a stock exchange or the OTC Markets. There is no market for the Shares. There is no assurance that we will be successful in securing the listing of the Shares or that an active trading market will develop as a result of this Offering or that we will be successful in securing quotation of the Shares.
Certain U.S. Federal Income Tax Considerations	Purchasers should consult with their tax advisor with respect to the U.S. federal income tax consequences of owning the Shares in light of their own particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction.
Offering Exemption	The Shares are being offered pursuant to Rule 506(c) of Regulation D under the Securities Act, which permits general solicitation and advertising so long as sales are only made to persons whom we verify as “ Accredited Investors ”.

SECTION 7. USE OF PROCEEDS

We are seeking to raise up to \$1,000,000 (the “**Maximum Offering Amount**”) from the sale of 4,000,000 shares of common stock, \$.0001 par value, (the “**Common Stock**” or “**Shares**”) at the price of \$.25 per share (the “**Offering**”). The net proceeds to be received by us from the sale of the Shares offered hereby. The proposed use of the net Offering proceeds described below represents our anticipated use of the proceeds based upon current operating plans and certain assumptions, including those relating to future revenues we generate, expenditures, and assumptions regarding industry and general economic conditions and other conditions. Future events, including but not limited to problems, delays, expenses and complications frequently encountered by early-stage companies, as well as changes in competitive conditions affecting our business and the success or lack thereof of our marketing efforts, may make it necessary or advisable for us to reallocate the net proceeds among the above uses or apply net proceeds to other uses.

We intend to use the net proceeds of this Offering as follows:

Use of Funds if \$1,000,000 is received (1)	
Matthew Jennings Salary (6 months) (2)	\$150,000
Robert C. Simpson Salary (6 months) (2)	\$100,000
Marketing and Advertising (3)	\$500,000
Reimbursement Expenses (4)	\$50,000
Operating Capital	\$200,000
Total	\$1,000,000

Use of Funds if \$500,000 is received	
Matthew Jennings Salary (6 months)	\$150,000
Robert C. Simpson Salary (6 months)	\$100,000
Marketing and Advertising	\$100,00
Reimbursement Expenses	\$50,000
Operating Capital	\$100,000
Total	\$500,000

- (1) Even if we receive the maximum amount of \$1,000,000, it will not be sufficient for us to provide financings and will not enable us to generate revenue.
- (2) Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, and Robert C. Simpson, our Chief Financial Officer and Treasurer, will be paid their salaries regardless of the amount raised and even if we do not generate revenue.
- (3) We have not yet developed a specific marketing plan but plan to use \$500,000 of the proceeds to market our financings to businesses in Georgia.
- (4) We will reimburse Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, up to \$50,000 for operating and other costs advanced to us by him.

SECTION 8. BUSINESS

Company Overview

We are a recently formed startup company formed on July 20, 2023, in the state of Nevada, by Matthew Jennings, our Chief Executive Office, President, Secretary and sole Director, to provide financings to entities engaged in the gaming industry in Georgia. Our corporate office is located at 4191 Bonita Way, Deerfield Beach, FL 33064, and our telephone number is (952) 283-3414. We have not yet reserved a domain or set up a website. Information contained on our website is not incorporated by reference into this Memorandum and does not constitute a part of this Memorandum.

Our Business

We plan to provide short-term or long-term financings of a minimum of \$10 million to businesses that operate in the gaming industry in Georgia. We plan to provide financings that will be structured as equity investments, loans, or a combination of both, tailored to meet the specific requirements of each business that we finance.

We plan to receive various considerations in exchange for our financings which may be risky, including joint ventures and ownership interest in the businesses of the customers to which we provide future financings. We are a start-up and have no revenues and nominal assets.

We presently have two employees who are our officers and directors, Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, and Robert C. Simpson, our Chief Financial Officer and Treasurer. We have no other employees as of the date of this Memorandum.

We have not made any loans and have no customers. We have not yet developed criteria for our financings or risk mitigation procedures. We are attempting to raise \$1 million in this Offering and plan to raise at least \$10 million in future offerings.

We have cash on hand of \$450 as of the date of this Offering. Our operating expenses to date were paid by Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director. To date, Mr. Jennings has contributed approximately \$50,000 to our operations.

Even if we raise \$1 million in this Offering, should we fail to raise at least \$10 million in future securities offerings, we will not provide any financings to future customers, and you would likely lose your investment.

In order to obtain financing from us, the businesses will be required to display characteristics indicative of creditworthiness which will include but not be limited to collateral sufficient to secure our investment, business revenue, cash flows, assets or inventory, and financial and credit variables. We may also provide financings to start-up companies with no proven track record of success as determined by our management.

We plan to develop a website that will allow gaming business owners to apply for financings through our website. The financing application will require them to provide relevant financial and business data about their business and operations. Multiple methods and processes will be utilized to verify the information provided by potential financing recipients. Additionally, the businesses will be required to provide their bank account information and proof of ownership over their bank information before any financing is received. For loans, we plan to require all payments due to us to be made by direct debit from the borrower's bank account.

We plan to develop technology, data analytics, and a credit scoring model to assess the creditworthiness of each potential recipient of financing. We believe that creditworthiness will contribute to the success of the particular business. We plan to target businesses solely in the state of Georgia through our own efforts.

Our management will negotiate the amount, terms, fees and charges for each financing. We plan to pay third-party referral sources who send us businesses for our financings approximately 10% of the financing as a commission only if such financing referral does not involve the offer or sale of a security. If the financings we provide involve the offer and sale of a security then we will only pay fees for referrals to persons registered with the SEC who are members of FINRA.

Process and Benefits

We plan to provide the loans through the following process:

- Application - Business owners will contact us for short-term or long-term financial support.
- Review - We will review the documentation and history of the receivables of the businesses we finance to confirm them.
- Verify - We will verify the creditworthiness of the business and its owners and verify the information provided to us.
- Approval - We will provide financing upon approval, and if the financing is a loan, it will accrue interest at the agreed-upon rate (our revenue stream).
- Collection/Payment - We will collect payment for financings that involve loans using direct debit or ACH payment on a weekly or bi-weekly basis.

We plan to offer the following benefits to companies seeking our financings:

- Streamlined access to capital;
- Not subject to banking regulations;
- Speedy approval;
- Ability to pursue projects with a variety of structures;
- Ability to grow workforce/hire more skilled workers; and
- Support future development plans for their company.

Financing of the loans

We have no revenues to fund our operations and have only \$450 cash on hand. We plan to provide the financings using the proceeds of future securities offerings. Even if we raise \$1 million in this offering, it will not enable us to provide financings. Even if we raise at least \$10 million in future securities offerings, we may not successfully provide any financings to future customers, and you would likely lose your investment.

Revenue

We plan to generate revenue by holding a financial interest in our customers receiving our financings, joint venture arrangements with our customers, commitment fees, origination fees, enrollment fees, success, origination or other fees charged to businesses using our financings and interest generated from the financings we provide to businesses.

Underwriting Process

Our management, who has no experience in the finance or gaming industries, will determine the financings we provide in their sole discretion and whether or not we will require collateral when providing loans and, if so, the collateral to be provided.

Servicing

We plan to initially service the financings even though we may use the services of third parties at our discretion.

Employees

We have 2 employees who are our officers and sole director, Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, and the holder of 20,000,000 shares of our common stock and 2,500,000 shares of preferred stock, and Robert C. Simpson, our Chief Financial Officer and Treasurer, and the holder of 10,000,000 shares of our common stock. Proceeds from the Offering will be used to compensate Matthew Jennings and Robert C. Simpson.

Competition

We will compete with other companies that lend to small and medium-sized businesses in the state of Georgia. These companies include financiers, hedge funds, traditional banks, merchant cash advance providers, and newer, technology-enabled lenders. In addition, other companies may have management with experience in the gaming and finance industries which our management does not have. Our competitors may provide financings primarily to businesses and may have already begun to focus, or may in the future focus, their efforts on lending to small and medium-sized businesses in the gaming industry in Georgia. Most of these competitors have significantly more resources and greater brand recognition than we do and will likely be able to attract customers more effectively than we do. If we fail to compete effectively you could lose your investment in the Shares.

Legal Proceedings

As of the date of this Memorandum, we are not a party to any litigation. We may be or become parties to litigation in the normal course of business from time to time. We are presently unaware of any active legal proceedings, regulatory or otherwise, against us that may have a material impact on our prospective activities.

Description Of Property

We own no real estate presently and lease no property. We currently utilize office space at 4191 Bonita Way, Deerfield Beach, FL 33064, consisting of 600 square feet. We occupy this location without charge as it is owned by Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director. We believe this location is sufficient for our current needs.

Raw Materials

We do not use raw materials in our business.

Research and Development

We have not spent funds on research and development to date.

Intellectual Property

We have no trademark protection of our name and hold no patents. We plan to protect our intellectual property through, among other things, a combination of trade secrets, know-how, trademarks, and confidentiality agreements.

Insurance

We have no liability insurance for liabilities arising from our operations.

Environmental Compliance

Compliance with environmental laws has not had, nor do we expect such compliance will have, any material adverse effect upon our capital expenditures, net income, or competitive position. We believe that we are not subject to any material costs for compliance with any environmental laws.

Dependence on a Few Customers

We have no customers. We could be dependent on one or a few customers so in the future, which could harm our financial condition.

Seasonality

We do not expect our business or the industry in which we operate to be seasonal.

Government Regulation

Our operations in Georgia are subject to the following regulations:

Georgia attorney to provide.

SECTION 9. DESCRIPTION OF SECURITIES

The description of securities below does not purport to be complete and is in all respects subject to and qualified in its entirety by references to the relevant provisions of our certificate of incorporation establishing the terms of the common stock and preferred stock, bylaws and Nevada corporate law.

We are authorized to issue 100,000,000 shares of common stock, of which 30,000,000 shares are outstanding and held by Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, and Robert C. Simpson, our Chief Financial Officer and Treasurer.

We are authorized to issue 2,500,000 shares of preferred stock, designated as Series A Preferred Stock, of which 2,500,000 shares are outstanding and held by Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director.

Designation of Stock

Our Board of Directors may designate the rights designations and preferences of our Common Stock and Preferred Stock without a vote of our shareholders.

Common Stock

Voting

Each share of our common stock entitles the holder to one (1) vote per share, either in person or by proxy, at meetings of stockholders.

Dividends

To date, we have not paid dividends on our shares of common stock. Any future payment of dividends on the common stock will be at the discretion of our Board of Directors and will depend upon, among other things, our future earnings, operating and financial condition, capital requirements, and other factors.

Preemptive Rights, Redemption and Sinking Fund

Our common stock has no preemptive rights, is not redeemable and does not have a sinking fund.

Liquidation

In the event we liquidate, dissolve or windup business operations, the holders of the common stock shall share equally and ratably in our assets, if any remaining, after the payment of all debts and liabilities and any liquidation preference of any shares of preferred stock that may be outstanding.

Conversion

The common stock is not convertible into any other security. There are no options, warrants or other securities which are convertible into our common stock.

Series A Preferred Stock

Voting

Each share of our Series A Preferred Stock entitles the holder to one thousand (1,000) votes per share, either in person or by proxy, at meetings of stockholders.

In addition to any other rights provided by law, at any time any shares of Series A Preferred Stock are outstanding, as a legal party in interest, we, through action directly initiated by our Board of Directors or indirectly initiated by our Board of Directors through judicial action or process, including any action by common shareholders, shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, take any of the following actions without first obtaining the affirmative written consent of 100% of the Series A Holders:

- amend, alter or repeal any provision of the Articles of Incorporation, as amended, or our Bylaws;
- designate any new class of Preferred Stock, nor sell or issue in any way, shape or form, any additional shares of Preferred Stock other than the Series A Preferred Stock; and
- initiate any action with a regulatory, governmental, administrative, judicial entity or individual in an attempt to abrogate or diminish in any way the rights, preferences and privileges of these Series A Preferred Stock.

Dividends

To date, we have not paid dividends on our shares of Series A Preferred Stock. Any future payment of dividends on the Series A Preferred Stock will be at the discretion of our Board of Directors and will depend upon, among other things, our future earnings, operating and financial condition, capital requirements, and other factors.

The shares of Series A Preferred Stock have no preemptive rights, is not redeemable and does not have a sinking fund.

Conversion

The Series A Preferred Stock is not convertible into any other security. There are no options, warrants or other securities which are convertible into our preferred shares.

SECTION 10. MARKET FOR OUR SECURITIES

The Shares are not listed or traded on a national or regional stock exchange and are not quoted on the OTC Markets. As such, an investment in the Shares is illiquid and should only be made by a person who has no need for liquidity and who can afford a total loss of their investment.

SECTION 11. EXECUTIVE OFFICERS AND DIRECTORS

The following table sets forth information as of the date of this Memorandum regarding our directors and executive officers of Spin Amusements Capital, Inc.

Name	Age	Position
Matthew Jennings	52	Chief Executive Officer, President, Secretary and Director
Robert C. Simpson	81	Chief Financial Officer and Treasurer

Officer and Director Biographical Information

The biographical summaries of our officers and members of our board of directors as of the date of this Memorandum are set forth below. None of our officers and directors are officers and directors of other publicly traded or Securities and Exchange Commission reporting companies. Our current directors are not paid for their service as our directors.

Matthew Jennings, Chief Executive Officer President, Secretary and our Director

Since our inception in July 2023, Matthew Jennings has been our Chief Executive Officer, President, Secretary and sole Director.

From November 2020 to present, Matthew Jennings has been the Managing Partner of Jennings Global LLC, an estate planning and tax strategy company. From December 2016 to present, Matthew Jennings has been the Managing Trustee of PEO Services Trust, a tax resolution and consulting company. From August 2015 to November 2016, Matthew Jennings was a Director at Taxed Inc, a tax resolution company, where he was responsible for national business development and strategic planning.

In 1994, Matthew Jennings received a Bachelor of Science in Marketing from Kettering University. In 2009, Mr.

Jennings received a Master of Business Administration degree in Finance and in 2010 Mr. Jennings received a Doctor of Business Administration degree in Finance from Baker College Center. In 2022, Mr. Jennings received a Juris Doctor degree from Teton Law School.

Matthew Jennings is licensed as an IRS Enrolled Agent. He is also certified as an Income Tax Preparer, Public & Private Records Researcher, Federal Signal Theft Investigator, Estate & Trust Specialist, Board Certified Estate Planner, and is a Registered Financial Consultant.

Robert C. Simpson, Chief Financial Officer and Treasurer

Since our inception in July 2023, Robert C. Simpson has been our Chief Financial Officer and Treasurer.

From August 1993 to June 2023, Robert C. Simpson was the President, Chief Executive Officer and Chief Financial Officer of ATNG, Inc., a long-distance telecommunications, biotechnology and business consulting company. From September 1964 to May 1990, Robert C. Simpson was the Manager of Employee & Organizational Development and Master Statistician at General Motors Powertrain. From February 1960 to July 1964, Robert C. Simpson served in the United States Marine Corps as an Avionics Technician and UDT Scuba Diver.

In 1972, Robert C. Simpson received a Bachelor of Science in Education from Wayne State University. In 1976, Mr. Simpson received an Associate of Applied Science and an Associate of Arts Business degree from Mott Community College. In 1982, Mr. Simpson received a Master of Arts Industrial Management degree from Central Michigan University. In 1992, Mr. Simpson received a PhD from Eurotech-University of Southampton. In 1996, Mr. Simpson received a PhD from Michigan State University.

Robert C. Simpson holds the following professional licenses and certifications: Professor of Business Administration, Avionics Technician COM/NAV/RADAR, Ordained Christian Minister, Journeyman Electrician, Instructional Designer and Course/Curriculum Developer for Colleges and Universities, General Contractor, Master Black Belt - Kenpo Karate and Ranked in Kung Fu, HoShin Jutsu and Ninjutsu.

Family Relationships

There are no family relationships among our directors and executive officers, and shareholders.

Legal Proceedings

No officer, director, or persons nominated for such positions, promoter or significant employee has been involved in the last ten years in any of the following:

- Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
- Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;
- Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;

- Having any government agency, administrative agency, or administrative court impose an administrative finding, order, decree, or sanction against them as a result of their involvement in any type of business, securities, or banking activity;
- Being the subject of a pending administrative proceeding related to their involvement in any type of business, securities, or banking activity; or
- Having any administrative proceeding threatened against them related to their involvement in any type of business, securities, or banking activity.

Director Independence

We are not currently listed on a national securities exchange or in an inter-dealer quotation system that has requirements that a majority of the board of directors be independent. A majority of our board of directors is not “**independent**” as the term is used in Item 7(d)(3)(iv)(B) of Schedule 14A under the Securities Exchange Act of 1934, as amended, and as defined by Rule 4200(a)(15) of the NASDAQ Marketplace Rules which is the definition that the Board of Directors has chosen to use for the purposes of determining independence.

SECTION 12. EXECUTIVE COMPENSATION

Since we are a recently formed entity, we did not pay compensation to our officers and directors in the prior two fiscal years. Our officers serve at the pleasure of our Board of Directors. We plan to pay our current officers and sole director the compensation below which will be derived from the proceeds of this Offering:

- Matthew Jennings served as our Chief Executive Officer, President and Secretary since July 2023. We plan to pay Mr. Jennings a salary of \$300,000 annually from the proceeds of the Offering.
- Robert C. Simpson served as our Chief Financial Officer and Treasurer since July 2023. We plan to pay Mr. Simpson a salary of \$200,000 annually from the proceeds of the Offering.

SECTION 13. BENEFICIAL OWNERSHIP

The following table sets forth certain information regarding our Common Stock beneficially owned as of the date of this prospectus, for (i) each stockholder known to be the beneficial owner of five percent (5%) or more of each class our outstanding shares of Common Stock, (ii) each named executive officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (i) over which such person, directly or indirectly, exercises control or shared voting or investment power, or (ii) of which such person has the right to acquire beneficial ownership at any time within sixty (60) days through an exercise of stock options or warrants or otherwise. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised only by the beneficial owner or shared by the owner and the owner’s spouse or children.

For purposes of this table, a person or group of persons is deemed to have “**beneficial ownership**” of any shares of Common Stock that such person has the right to acquire within sixty (60) days of the date of this prospectus. For purposes of computing, the percentage of outstanding shares of our Common Stock held by each person or group of persons named above, any shares that such person or persons have the right to acquire within sixty (60) days of the Closing Date is deemed to be outstanding but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

The address of each of the persons set forth below is in care of us at 4191 Bonita Way, Deerfield Beach, FL 33064. The information in the chart below is based on 30,000,000 issued and outstanding shares of our common stock as of the date of this prospectus.

	Common Stock		Series A Preferred Stock		Total Percentage of Votes (1)
	Number of Shares Owned	Percentage of Class	Number of Shares Owned	Percentage of Class	
Officers and Directors:					
Matthew Jennings (2)	20,000,000	66.7%	2,500,000	100%	99.6%
Robert C. Simpson (3)	10,000,000	33.3%	0	0%	0.4%
All Officers and Directors (2 persons)	30,000,000	100%	0	0%	100%
Greater than 5% Holders: (4)					

- (1) Each share of common stock entitles the holder to one (1) vote and each share of Series A Preferred Stock entitles the holder to one thousand (1,000) votes.
- (2) Consists of 20,000,000 shares held by Matthew Jennings directly, received on July 24, 2023 for founder’s services and 2,500,000 shares of Series A Preferred Stock held by Matthew Jennings directly, received on July 24, 2023 for founder’s services.
- (3) Consists of 10,000,000 shares held by Robert C. Simpson directly, received on July 24, 2023 for founder’s services.
- (4) There are no other 5% holders of our common stock or Series A Preferred Stock.

SECTION 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification of Officers and Directors

Chapter 78 of the Nevada Revised Statutes (NRS) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he is not liable pursuant to NRS Section 78.138 or acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Chapter 78 further provides that a corporation similarly may indemnify any such person serving in any such capacity who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he is not liable pursuant to NRS Section 78.138 or acted in good faith and in a manner he reasonably believed to be in or not

opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court or other court of competent jurisdiction in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court or other court of competent jurisdiction shall deem proper.

Our bylaws provide that we may indemnify our officers, directors, employees, agents and any other persons to the maximum extent permitted by the NRS. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have 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.

SECTION 15. DILUTION

We have nominal assets and an operating loss. Our officers and directors received 30,000,000 common shares and 2,500,000 preferred shares for service on July 24, 2023, and you are purchasing shares at \$.25 per share. As a result, investors will have immediate substantial dilution if they purchase the Common Shares in the Offering.

SECTION 16. RISK FACTORS

An investment in the Shares is subject to certain risks. You should carefully review the following risk factors and other information contained in this Memorandum before deciding whether this investment is suited to your particular circumstances. The risk factors set forth below are not the only risks that may affect us but do represent those risks and uncertainties that we believe are material to us, our planned business and operations, prospects, and financial condition. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may materially and adversely affect our business, financial condition and results of operations. The value of the Shares could decline due to any of these identified or other risks, and you could lose all or part of your investment. You should consult your own business' legal and tax advisors regarding the suitability of an investment in the Shares. You are encouraged to seek the advice of your attorney, tax consultant, and business advisor with respect to the legal, tax, and business aspects of an investment in the Shares. See "CAUTION REGARDING FORWARD-LOOKING INFORMATION" in this Memorandum.

This Memorandum contains summaries of contracts and other documents, including but not limited to our articles of incorporation, bylaws and designation of our preferred stock. This Memorandum is not complete and may not contain all of the information that is important to investors in the Offering. Purchasers should read the more detailed information contained in each Section of this Memorandum and the full texts of all documents summarized in this Memorandum and conduct a full review of the Company with the assistance of your financial, tax and legal advisor prior to making an investment in the Shares.

Risks Related to Our Financial Condition

We have not yet generated revenue or provided any financings, and you will not have the opportunity to evaluate any of the financings we make in the future, which makes this investment more speculative. Because we are a recently formed entity with a limited operating history, it is difficult to evaluate our current business and future prospects.

We were only formed in the state of Nevada on July 20, 2023, and we have had limited operations. Our limited operating history makes it difficult to evaluate our current business model and future prospects. In light of the costs,

uncertainties, delays and difficulties frequently encountered by companies in the early stages of development with limited operating history, there is a significant risk that we will not be able to implement or execute our future operational plans or demonstrate that our business plan is sound and/or raise sufficient funds in the capital markets to effectuate our business plan. There is nothing at this time upon which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Our future operating results will depend on many factors, including our ability to raise adequate working capital, availability of properties for purchase, our weak competitive position and our ability to attract and maintain key management and employees.

We are a newly formed entity that plans to provide financings to companies involved in gaming in the state of Georgia. We have very limited assets, have not provided any financings and have no current sources of revenue. Our ability to continue in business depends upon our ability to raise capital, implement our plan of operations, provide financings to businesses and the success of our efforts, none of which can be assured or predicted.

We have not yet provided financings to gaming companies in Georgia, and we may not be successful in doing so. Our operations are subject to all of the risks inherent in newly formed companies with no revenues or operating income. Our potential for success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with a new business, especially the risks associated with the financing and gaming markets. We have no sources of financing, and we are dependent entirely upon the proceeds of this Offering to fund our operations. However, we cannot assure you that we will be able to raise funds to implement our business plan. There is a possibility that we could sustain losses in the future. There can be no assurances that we will operate profitably in the future. Our ability to continue in business depends upon our ability to obtain significant financing. Even though we may utilize the Offering Proceeds upon receipt, our failure to raise the entire amount of the Offering would likely have a significant negative effect on our proposed business plan and operations and cause you to lose your investment.

We plan to only offer loans of at least \$10 million, and as such, the proceeds from the Offering will not be sufficient to provide our first loan or generate revenue.

We plan to only offer financings of at least \$10 million. As a result, the proceeds from this Offering will not be sufficient to provide our first financing or enable us to generate revenue. We plan to conduct additional offerings of our securities to raise funds to provide our financings which will dilute your interest. If we are not successful in raising at least the sum of \$10 million in a second securities offering, you would lose your entire investment.

We have no revenues or sources of revenue and will require substantial funds to implement our business plan, and we may not have access to sufficient funds to implement our business plan.

We have no revenue or sources of revenue and require significant funds to implement our business plan. Currently, we have no established sources of financing, and we must seek additional financing through offerings of our equity or debt securities. The proceeds from this Offering will not be used by us to provide financings and as such, will not enable us to provide financings. There is no assurance that financing will be available to us or, if available, will be on terms favorable to us. Our sale of additional equity securities will result in dilution to our stockholders. The occurrence of indebtedness could result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If there is turmoil in the credit and equity markets, our ability to raise funds may be significant and adversely affected. Even if we provide financings in the future, we may not be able to generate sufficient revenues to offset the costs of our operations, including general and administrative expenses, and salaries payable to our management including from this Offering. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

We will seek to conduct additional securities offerings in the future as the net offering proceeds will not be used to provide the financings to gaming companies in Georgia. If these companies fail in their businesses, you will lose part or all of your investment. As of the date of this Memorandum, we have not identified the gaming companies we will provide the financings to. As such, you will be unable to evaluate the economic merit of any financings we provide. You will have to rely on the ability of Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, to raise significant capital to provide the financings which will be in the amount of a minimum of \$10 million and to select suitable and successful gaming companies to finance. These factors increase the risk that our investments in gaming companies may not generate returns comparable to our competitors or will fail, which could cause you to lose part or all of your investment in the Offering.

There is substantial doubt about our ability to continue as a going concern as a result of our lack of revenues, limited operating history and financial resources, and if we are unable to generate significant revenue or secure financing, we may be required to cease or curtail our operations.

Our continuance is dependent on raising capital and generating revenues sufficient to sustain operations. We have no revenues. Whether we can achieve cash flow levels sufficient to support our operations cannot be accurately predicted. Unless such cash flow levels are achieved, we will need to borrow additional funds or sell debt or equity securities, or some combination thereof, to obtain funding for our operations. Such additional funding may not be available on commercially reasonable terms or at all.

We are dependent upon the proceeds of the Offering.

We have nominal operating capital prior to the Offering. We will require capital to finance our future plans to provide financing of a minimum of \$10 million to companies in gaming businesses in Georgia. This Offering seeks to raise only \$1,000,000 and as such, will not enable us to generate revenues. We have no definitive agreements obligating any party to provide financing to us. The proceeds of this Offering will not be sufficient to implement our plan of operations or provide financings, and we plan to raise additional funds from the sale of our securities after this Offering is complete. If we do not receive all funds needed or receive only a fraction of the funds needed, or if certain assumptions of our management prove to be incorrect, we will have inadequate funds to fully implement our plans which will likely cause you to lose your entire investment.

If we are not able to obtain adequate financing of at least \$10 million in a future securities offering on reasonable terms, or if it is not available at all, we will be unable to finance our planned operations, and we will have to modify our business plan accordingly or cease operations. The extent of our capital needs will depend on numerous factors, including (i) the availability and terms of any financing available to us; (ii) the operational activity of our competitors in the geographic areas where we operate; (iii) the amount of our capital expenditures; and (iv) regulations applicable to gaming in Georgia where we plan to provide our financings. We cannot assure you that we will be able to obtain capital in the future to meet our needs. Even if we do find a source of additional capital, we may not be able to negotiate terms and conditions for receiving the additional capital that is acceptable to us. Any future capital investments could dilute or otherwise materially and adversely affect the holdings or rights of investors in this Offering. In addition, new equity or convertible debt securities issued by us to obtain financing could have rights, preferences and privileges senior to our common shares. We cannot give you any assurance that any additional financing will be available to us or, if available, will be on terms favorable to us.

There is no minimum amount we must receive prior to using the funds from the Offering.

We are seeking to raise at least \$1,000,000 in this Offering and plan to raise at least \$10 million in a future offering. We plan to only provide financings of \$10 million or more. Even though this Offering will not generate enough

funds to provide loans or generate revenue, it is immediately available for our use.. We will use the proceeds of the Offering upon receipt regardless of the amount raised as our management determines, including for payments to management regardless of whether we receive sufficient funds to implement our plan of operations. Our management has the discretion to change our intended use of proceeds of the offering at any time without notice to you. As such, an investment in the Shares is a high-risk investment, and you could lose part or all of your investment.

We will conduct multiple closings and may not receive the maximum subscription.

Each closing of a purchase and sale of the Shares shall be consummated on such dates as we accept a Purchaser's offer to purchase the Shares as evidenced by our counter execution of the signature page to the Subscription Agreement for each such Purchaser and the return of a fully executed Subscription Agreement and the Shares to the relevant Purchaser. We may accept and close on purchases of the Shares but ultimately not receive sufficient funds to allow us to fund a large number of the financings, including loans. There is no minimum subscription amount that we must accept before closing any subscriptions. All funds will be immediately available for our use without notice to investors in the Offering.

We will pay the salaries of our officers and directors from the proceeds of the Offering even if we never generate revenue or operate profitably.

We have no revenues and limited operations. We have not provided any financings or developed criteria for financings or to prevent losses of the funds we provide for financings. We have no source of funds to pay our officers and directors other than from the Offering. Our officers and directors will (upon our receipt of funds in the offering) receive an aggregate of \$500,000 annually regardless of the amount of money raised in the Offering. For example, if we receive \$250,000 in the Offering, the entire amount would be paid to our officers and directors instead of being used to further our business of providing financings to gaming companies in Georgia. Further, even if we receive the maximum amount of \$1,000,000 from the offering, 50% of that amount, or \$500,000, will be paid to our officers and directors instead of being used to provide financings to gaming companies in Georgia.

Risks Related to the Our Operations

We have not yet provided financings, and the terms of the financing we intend to provide are uncertain and have not yet been determined; we plan to provide financings with the proceeds of the Offering, which may not be profitable and could cause you to lose your investment.

We were only recently formed and have not yet provided financings. The terms of the financings we provide will be determined by our management on a case-by-case basis. Our management may accept various forms of consideration for the financings we provide, including ownership or joint venture interests in recipients of the financings or their businesses, which may prove to be unprofitable which could cause you to lose your entire investment.

We have not yet established criteria for our financings.

As a newly formed entity whose management does not have experience in providing financings to businesses in the Georgia gaming industry, we have not developed criteria for our financings or safeguards against defaults and losses. As such, the Offering is a high-risk investment, and you should not purchase unless you are prepared to lose your entire investment without a change in your living conditions and lifestyle.

The gaming and finance industries are highly regulated; regulatory changes that apply to our business could adversely affect our business.

Changes in laws or regulations or the regulatory application or judicial interpretation of the laws and regulations applicable to us could adversely affect our ability to operate in the manner in which we plan to conduct business or make it more difficult or costly for us to originate or otherwise make additional loans, or other financings. It could also make it difficult for us to collect payments on loans by subjecting us to licensing, registration, and other regulatory requirements in the future or otherwise that could give borrowers or other recipients of our financing rescission or other rights. A material failure to comply with any such laws or regulations could result in regulatory actions, lawsuits, and damage to our reputation, which could have a material adverse effect on our business and financial condition and cause you to lose your investment.

Proceedings or investigations relating to one or more allegations or findings of any violation of such laws could result in modifications in our methods of doing business that could impair our ability to collect payments on the financings or make additional financings or could result in the requirement that we pay damages and/or cancel the balance or other amounts owing under financings associated with such violation. We cannot assure you that such claims will not be asserted against us in the future.

Worsening economic conditions may result in decreased demand for our financings, cause default rates to increase, and harm our operating results.

Uncertainty and negative trends in general economic conditions in the United States and abroad, including significant tightening of credit markets, historically have created a difficult environment for companies in the financing industry. Many factors, including factors that are beyond our control, may have a detrimental impact on our operating performance. These factors include general economic conditions, unemployment levels, energy costs, and interest rates, as well as events such as natural disasters, acts of war, terrorism, and catastrophes.

Our clients will be small and medium-sized businesses involved in gaming in Georgia. Accordingly, they may, in the future, be more likely to be affected or more severely affected than large enterprises by adverse economic conditions. These conditions may result in a decline in the demand for our financings or higher default rates for loans we make. If our financings involve a loan payable to us and the borrower defaults, we may not receive payment even if we attempt collections. If the loan enters a collections process, our systems and collections teams contact the borrower for payments owed. If a loan is subsequently charged off, we may sell the loan to a third-party collection agency and receive only a small fraction of the remaining amount payable to us in exchange for this sale.

There can be no assurance that economic conditions will be favorable for our business or that demand for financings will exist or that default rates by borrowers will remain at current levels and be collectible by us. Lack of demand for our financings and our inability to collect amounts due would negatively impact our operations and future revenue. Increased default rates by borrowers may inhibit our access to capital and negatively impact our profitability. Further, if an insufficient number of qualified small and medium-sized businesses apply for our financings, we may be unable to operate profitably and generate revenue, and our financial condition would be negatively impacted, and you could lose part or all of your investment.

You will be unable to pursue enforcement remedies against businesses accepting our financings if they fail to honor their contractual obligations to us.

If a business accepts a financing from us and fails to honor its obligations to us, including payment obligations, we may decide not to pursue collection, or we may not prevail in collection proceedings for a variety of reasons, including state usury laws. Should any of the foregoing occur, you could lose some or all of your investment in the Offering.

We will encounter numerous risks as a newly formed company, and we may never become profitable.

Our business plan is to provide financing to gaming companies in Georgia. We have not yet provided any financings. We have no employees other than our two officers, one of which is our sole director. Our operations will likely place a significant strain on our very limited resources and increase demands on our management, who provides us with part-time service. We also have very limited operational, administrative and financial resources, which may be inadequate to pursue our core business plan. We may be unable to effectively conduct our operations on a timely or profitable basis. We are subject to risks and difficulties frequently experienced by small companies in rapidly changing industries, including those related to:

- market acceptance of our financings by gaming companies in Georgia;
- changing regulatory environments and costs associated with compliance;
- our ability to compete with other companies offering similar financing products;
- defaults by our customers would negatively impact our financial condition;
- our ability to effectively market our financings and attract companies in gaming businesses in Georgia;
- the amount and timing of operating expenses, particularly sales and marketing expenses in the future, related to our business, operations and infrastructure;
- our ability to control costs, including operating expenses; and
- general economic conditions and events.

If we do not manage these risks successfully, our business and financial performance will be adversely affected. Accordingly, we have no historical performance, and as such, we will face uncertainties frequently encountered by companies with a limited operational profile, which makes it difficult to evaluate our prospects. Accordingly, before investing in the Shares, you should consider the challenges, expenses and difficulties that we will face and whether we will ever become profitable.

Our financings will be limited to gaming companies in the state of Georgia

Our Operations will be concentrated in a single state, Georgia. Should gaming or finance laws in Georgia change we could incur increased costs or be forced to curtail operations. The limited geographic area where our financings where we plan to operate could impact our ability to generate revenue and cause our business to fail which could cause you to lose your investment.

Decreases in a customer's income may reduce our cash flow.

A relatively slight decrease in the gross income of our customers may materially and adversely affect their cash flow. Should a customer's revenue be insufficient to service its financing and/or loan and pay taxes and other operating costs, it would be required to utilize its working capital and seek additional funds or suffer a foreclosure of its financing. There are no assurances that funds to refinance a loan will be available to them if needed or, if available, will be on terms acceptable to them, which could cause you to lose some or all of your investment.

If the financings we provide involve loans that are found to be usurious, it could cause you to lose your investment.

We will be subject to state usury laws in each state where we operate. Usury laws entail a wide range of penalties. In the event any of the loans are found to be usurious, we could be prohibited from collecting the interest, fees and principal amounts of the loans, which could cause you to lose your entire investment.

If we provide loans that are prepaid by a borrower, it would reduce the sums we receive.

If we provide loans that are repaid early, the borrower will likely receive pre-payment discounts and/or pay a lower rate of interest on the loans. Discounts will be determined in the negotiations between our management and the borrower. Any such reduction of interest or pre-payment discount would reduce the sums we receive upon repayment of the loan.

Our business model has inherent risks which could impact our financial condition and cause you to lose your investment.

Our business strategy revolves around the demand for alternative means of business financing for gaming companies in Georgia than that serviced by traditional banks or lending institutions. It is not possible to predict all of the risks associated with our planned business. Additionally, we have no operating history and no revenue. Therefore, our forward-looking statements as to our success or failure are speculative. Our operations may not generate sufficient revenue to pay all of our expenses, taxes, and other obligations. There is no assurance that we will generate revenue, provide any financings, or generate net positive cash flows in the future. Because of the nature of our business, we may be required to implement significant operational adjustments to respond to unanticipated contingencies. As a result, we may need to make significant changes to our business model to address any unanticipated issues. The cost of making such changes could be significantly detrimental to us and our ability to generate revenues and be profitable in the future, which could reduce the value of your investment.

If the information provided to us by the businesses we finance is incorrect or fraudulent, we may misjudge a business's qualification to receive a loan, and our operating results may be harmed.

Our financing decisions will be based partly on information provided to us by businesses seeking financing. To the extent that these applicants provide information to us in a manner that we are unable to verify, we may be unable to accurately assess the associated risk. In addition, data provided by third-party sources is a significant component of our underwriting process, and this data may contain inaccuracies. Inaccurate analysis of credit data that could result from false application information could harm our reputation, business, and operating results. In addition, we plan to perform fraud checks and authenticate each borrower's identity by analyzing data provided by external databases. We cannot assure that these checks will catch all fraud, and there is a risk that these checks could fail and fraud may occur. We may not be able to recoup funds underlying loans or other financings made in connection with inaccurate statements, omissions of fact, or fraud, in which case our revenue, operating results, and profitability will be harmed. Fraudulent activity or significant increases in fraudulent activity could also lead to regulatory intervention, negatively impact our operating results, brand and reputation, and require us to take steps to reduce fraud risk, which could increase our costs.

Our risk management efforts may not be effective.

We have not yet developed criteria for providing financings or mitigating risks and defaults. We could incur substantial losses, and our business operations could be disrupted if we are unable to effectively identify, manage, monitor, and mitigate regulation changes and financial risks, such as credit risk, interest rate risk, liquidity risk, and other market-related risks, as well as operational risks related to our business, assets, and liabilities. To the extent the criteria used to assess the creditworthiness of potential recipients of our financings and borrowers fails adequately identify potential risks, the risk profile of such borrowers could be higher than anticipated. Additionally, changes to gaming or finance laws impacting our operations in Georgia could result in us curtailing or changing our operations, which could cause you to lose some or all of your investment. Our risk management policies, procedures, and techniques may not be sufficient to identify all the risks we are exposed to, mitigate the risks we have identified, or identify concentrations of risk or additional risks to which we may become subject in the future, which could cause you to lose some or all of your investment.

Our allowance for loan losses is determined based on both objective and subjective factors and may not be adequate to absorb loan losses.

We plan to fund the financings, including loans, with the proceeds of the Offering. We face the risk that borrowers will fail to repay their loans in full or that the financings we provide, such as joint ventures or other structures, will not be profitable. Any such failure could lead us to incur losses directly, as well as indirectly, in that our customers might be less willing to continue to accept financings from us. We do not have a reserve for losses, including an allowance for loan losses. The classification of loans and the forecasts and establishment of loan defaults and losses are dependent on our management's subjective assessment based on their experience and judgment. As our capital requirements increase, our allowance for loan losses may correspondingly increase as well. Actual losses are difficult to forecast, especially if such losses stem from factors beyond their experience, and unlike traditional banks, we are not subject to periodic review by bank regulatory agencies of our allowance for loan losses. As a result, losses from our financings will likely significantly impact our business, financial condition, and results of operations.

We plan to rely on investors to provide us with external capital to develop and finance our business.

We plan to rely solely on proceeds from subsequent securities Offerings to provide the financings. If we were unable to locate investors or if our investors were to significantly curtail investing or lose interest in us, we would be unable to provide financings, and our results could suffer and business could fail. As we provide financings, we will require increasing amounts of capital to fund future financings. We have to carefully manage our capital. As our business develops, we will require increasing levels of new capital to fund our financings and operational needs. This need for capital will require us to find additional investors after this Offering in order to provide financings. Our inability to attract sufficient capital at all or on favorable terms will impact our ability to grow and remain in business.

We will face competition, which will likely increase in the future, and if we do not compete effectively, our operating results could be harmed.

We are under-capitalized and will compete with established companies that provide financings, including loans to small and medium-sized businesses. Our competitors can provide the same financings that we plan to provide and we have no brand or name recognition. These companies include traditional banks, merchant cash advance providers, and newer, technology-enabled lenders. In addition, other companies that lend primarily to individual consumers have already begun to focus, or may in the future focus, their efforts on lending to small and medium-sized businesses. Most of these competitors have significantly more resources and greater brand recognition than we do and may be able to attract borrowers more effectively than we do.

When new competitors seek to enter one of our markets or when existing market participants seek to increase their market share, they sometimes undercut the pricing and/or credit terms prevalent in that market, which could adversely affect our market share or ability to explore new market opportunities. Our future pricing and credit terms could deteriorate if we act to meet these competitive challenges. All of the foregoing could adversely affect our business, results of operations, financial condition, and future growth.

Security breaches of confidential information that we store may harm our reputation and expose us to liability.

We plan to store our customers' bank information, credit information, and other sensitive data. Any accidental or willful security breaches or other unauthorized access could cause the theft and criminal use of this data. Security breaches or unauthorized access to confidential information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation, and negative publicity. If security measures are breached because of an

employee or third-party error, malfeasance, or otherwise, or if design flaws in our software are exposed and exploited, and, as a result, a third party obtains unauthorized access to any of our customers' data, our relationships with our customers will be severely damaged, and we could incur significant liability.

Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until they are launched against a target, we and our third-party hosting facilities may be unable to anticipate these techniques or implement adequate preventative measures. In addition, many states have enacted laws requiring companies to notify individuals of data security breaches involving their personal data. These mandatory disclosures regarding a security breach are costly to implement and often lead to widespread negative publicity, which may cause our Borrowers to lose confidence in the effectiveness of our data security measures. Any security breach, whether actual or perceived, could harm our reputation and cause us to lose customers.

The collection, processing, storage, use, and disclosure of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements, or differing views of personal privacy rights.

We will receive, collect, process, transmit, store, and use a large volume of personally identifiable information and other sensitive data from applicants from our financings and our customers. There are federal, state, and foreign laws regarding privacy, recording telephone calls, and the storing, sharing, use, disclosure, and protection of personally identifiable information and sensitive data. Specifically, personally identifiable information is increasingly subject to legislation and regulations to protect the privacy of personal information that is collected, processed, and transmitted. Any violations of these laws and regulations may require us to change our business practices or operational structure, address legal claims, and sustain monetary penalties or other harms to our business.

The regulatory framework for privacy issues in the United States and internationally is constantly evolving and is likely to remain uncertain for the foreseeable future. The interpretation and application of such laws are often uncertain, and such laws may be interpreted and applied in a manner inconsistent with other binding laws or with our current policies and practices. If either we or our third-party service providers are unable to address any privacy concerns, even if unfounded, or to comply with applicable laws and regulations, it could result in additional costs and liability, damage our reputation, and harm our business.

We have only one location and have no backup facility, and events beyond our control could affect our operations.

We occupy one office location at 4191 Bonita Way, Deerfield Beach, FL 33064 and have no location or operations in Georgia. We do not have a ready backup location in the event our headquarters building becomes unavailable. Events beyond our control may damage our ability to accept our customers' applications, underwrite loans, or perform our servicing obligations. In addition, these catastrophic events may negatively affect customers' demand for our loans. Such events include, but are not limited to, fires, earthquakes, terrorist attacks, natural disasters, computer viruses, and telecommunications failures. Despite any precautions we may take, system interruptions and delays could occur if there is a natural disaster, if a third-party provider closes a facility we use without adequate notice for financial or other reasons, or if there are other unanticipated problems at our facility. As we rely heavily on our servers, computer and communications systems, and the Internet to conduct our business and provide high-quality service, such disruptions could harm our ability to run our business and cause lengthy delays, which could harm our business, results of operations, and financial condition.

Failure to obtain gaming companies for our financings would adversely affect our business.

We have no customers and have not provided loans. Our success depends in part on our ability to find new customers and retain those customers. Our ability to obtain customers depends on a variety of factors, including the

quality, price, and responsiveness of the financings we offer, as well as our ability to market our financings effectively and differentiate our offerings from those of our competitors. We cannot assure you that we will be able to find customers for our financings or that any customers we find will not turn to competitors. Our failure to find new customers or retain customers would have a material adverse effect on our business, financial condition, results of operations, and cash flows.

There is no assurance that all of the loans we make will be sufficiently secured by liens.

Our management will determine which financings we provide and whether to require collateral to secure against losses. As a result, some or all of the loans will likely be unsecured, which could cause you to lose some or all of your investments in the event of default.

We are subject to anti-money laundering statutes and regulations.

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “**Patriot Act**”) and other laws and regulations require financial institutions, among other duties, to institute and maintain effective anti-money laundering programs and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network, established by the U.S. Treasury Department to administer the Bank Secrecy Act, is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators as well as the U.S. Department of Justice, Drug Enforcement Administration and Internal Revenue Service. Federal and state bank regulators also have begun to focus on compliance with Bank Secrecy Act and anti-money laundering regulations. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions such as restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, which would negatively impact our business, financial condition and results of operations. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us.

Risks Associated with the Shares and the Offering

Our common stock ranks junior to our indebtedness and other liabilities.

Our assets will be available to pay obligations on our common stock only after all of our indebtedness and other liabilities have been paid. The rights of holders of the common stock to participate in the distribution of our assets will rank junior to the prior claims of our current and future creditors and any future series or class of stock we may issue that ranks senior to our common stock. Also, our common stock effectively ranks junior to all existing and future indebtedness and to our indebtedness and other liabilities. Our future subsidiaries would be, separate legal entities and have no legal obligation to pay any amounts to us in respect of dividends due on the Shares.

Certain debt instruments may restrict the authorization, payment or setting apart of dividends on our common stock. Future offerings of debt or senior equity securities would likely adversely affect the value of our common stock. If we decide to issue any securities in the future, it is possible that these securities will be governed by an indenture or other instruments containing covenants restricting our operating flexibility and could have rights senior to investors in this Offering. Additionally, any common shares or convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our common stock and may result in dilution to owners of our common stock. For instance, we may issue additional shares of our common stock in conjunction with a variety of transactions, and indirectly, our shareholders will bear the cost of issuing and servicing such securities.

Our decision to issue debt or equity securities in any future offering will depend on our management's decisions which will be based upon a variety of factors. We cannot predict or estimate the amount, timing, success or nature of our future offerings. The holders of our common stock will bear the risk of our future offerings, which will dilute the value of their holdings in us and could cause you to lose your investment.

Because this Offering will be conducted on a "best-efforts" basis and there is no minimum requirement in order to close, there can be no assurance that we can raise the money we need to implement our business.

The Offering of the Shares is being offered for sale on a "best-efforts" with no minimum amount that needs to be subscribed for before we close or before the Offering expires. Once placed, subscriptions are irrevocable by the subscribers. Funds received in the Offering will not be placed in escrow and will be immediately available for our use. We cannot assure you that all or any portion of the Shares offered will be sold. We may not raise sufficient proceeds from this Offering for our future plans. In that case, the liquidity and value of your investment will be adversely affected, and you could lose some or all of your investment in the Shares.

Shares of our common stock are restricted securities, illiquid and have not been registered under the Securities Act or under any state securities laws. The Shares are being offered and sold pursuant to the exemptions from applicable federal and state registration requirements, allowing for transactions that do not involve a "public offering". We are under no obligation to register the Shares in this Offering, and we do not plan to do so. Any subsequent sales of the Shares by investors may only be permissible if there is an effective registration statement or an exemption from the applicable federal and state registration provisions is available at the time of the proposed sale. We cannot guarantee to any investor that such an exemption will be available. Consequently, owners of the Shares may have to hold their investment indefinitely and may not be able to liquidate their investments in the Shares or pledge their shares as collateral for a loan in the event of an emergency.

Our common stock is a penny stock and subject to penny stock regulations which may limit a stockholder's ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission ("SEC") has adopted Rule 15c-9, which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our common stock is covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

As an issuer of a “penny stock”, the protection provided by the federal securities laws relating to forward looking statements does not apply to us.

Although the federal securities law provides a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, if we are an issuer of a penny stock, we will not have the benefit of this safe harbor protection in the event of any claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

Our management has broad discretion in using the proceeds of this Offering, and we may not effectively spend the proceeds.

We intend to use the net proceeds of this Offering for marketing and advertising, executive salaries, reimbursement expenses and working capital. We will have broad discretion as to the use of any net proceeds from the Offering and could use the proceeds for purposes other than those contemplated at this time. Accordingly, you will be relying on the judgment of our management with regard to the use of any proceeds from the sale of the Shares, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. It is possible that we will use the proceeds in a way that does not yield a favorable, or any, return for you. We will use \$500,000 of the Offering proceeds to pay our management during our first year of operations. We may change the use of proceeds as determined by our management without notice to investors. If we do not sell all of the Shares offered in the Offering and successfully conduct future offerings after this Offering, it could cause you to lose your investment. Our management will have the broad discretion to allocate the proceeds as it determines. We will have significant flexibility and broad discretion in applying the net proceeds of this Offering, and we may not apply the proceeds effectively. Our management might not be able to yield a significant return, if any, on any investment of these net proceeds, and you will not have the opportunity to influence our decisions on how to use our net proceeds from the Offering.

Purchasers in the Offering will be immediately and substantially diluted.

We have nominal assets, no revenues and an operating loss. Our officers and directors received 30,000,000 common shares and 2,500,000 preferred shares for service on July 24, 2023, and you are purchasing shares at \$.25 per share. As a result, investors in the Offering will incur immediate substantial dilution of their investment in the Common Shares. Further, the value of the Common Shares purchased in the Offering will decrease as we issue additional common shares and conduct additional future offerings of securities.

Because we do not expect to pay dividends for the foreseeable future on our common stock, investors seeking cash dividends should not purchase the Shares.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain any financing we receive and future earnings, if any, to finance our operations. As a result, we do not anticipate paying any cash dividends in the foreseeable future. Our payment of any future dividends will be at the sole discretion of our Board of Directors after considering whether we have generated sufficient revenues, our financial condition, operating results, cash needs, future plans and other factors. Additionally, we may only pay dividends after the payment of outstanding obligations. Accordingly, investors that are seeking cash dividends should not purchase the Shares.

Purchasers of the Shares will not have the ability to influence corporate or our business matters.

Our management makes all business and corporate decisions and are our controlling shareholders. As a common stockholder, you will not be able to influence our operations or corporate transactions, such as the election of our directors, a merger or sale of our company or our assets, for the foreseeable future. This concentrated control would delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that the common stockholders support, or conversely, this concentrated control could result in the consummation of such a transaction that the common stockholders do not support. As a result, we may take actions that the common stockholders do not view as beneficial.

This Offering is not registered under federal or state securities laws and, as such, it is subject to numerous risks.

This Offering has not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”), nor registered under the securities laws of any state or jurisdiction. We do not intend to register this Offering at any time in the future. Thus, you will not enjoy any benefits that may have been derived from registration and corresponding review by regulatory officials. You must make your own decision as to subscribing to the securities described herein with the knowledge that regulatory officials have not commented on the adequacy of the disclosures contained in this Memorandum.

This Offering is being conducted on a best-efforts basis.

We are offering the Shares on a “**best efforts**” basis. However, there is no assurance that we will receive sufficient funds from the sale of the Shares to reach our objectives in this Offering. If this Offering does not proceed according to our plans, we may not have sufficient working capital to effectively implement our our operations.

There is no minimum offering amount we must receive prior to utilizing the funds from the Offering.

There is no minimum amount of the Shares that we must sell to spend the proceeds of the Offering. Funds will not be escrowed. All accepted funds in the Offering will become immediately available to us to proceed with our objectives. There is the risk that if only nominal amounts are raised through this Offering, only the costs of the Offering and payments for salaries of our officers and directors will be covered, and we will not make any material or substantive progress toward our business objectives. Thus, initial purchasers of the Shares in this Offering will bear a disproportionate share of the risks described in this Memorandum.

Purchase of the Shares should not rely upon any of the forward-looking statements in this Memorandum when making an investment decision.

Although we believe that any forward-looking statements set forth herein are reasonably achievable, any such statements are not to be construed as presenting the actual financial returns which will be experienced by you or a guarantee or promise of any type that the returns will be as depicted. Rather, they merely represent our judgment as of the date of this Memorandum and are based on the assumptions underlying these forward-looking statements regarding the potential future economic conditions applicable to us. There will be differences between the anticipated and actual results because events and circumstances frequently do not occur as expected, and those differences may be material. Additionally, since we lack an operating history, it is very unlikely that our operating results for any given time period can be accurately predicted even if our overall objectives are achieved. Consequently, it is possible that you may never realize any return from your investment.

We arbitrarily determined the terms of this Offering.

The terms of this Offering, including the offering price, as outlined in this Memorandum, bear no relationship to our assets, prospects, net worth, or any recognized criteria of value and should not be considered to be an indication of the actual value of us or the Shares. The terms of the offer and sale of the Shares have been arbitrarily determined by us. There is no assurance that any Shares issued by us, if transferable, could be sold for any amount. You should make an independent evaluation of the fairness of the terms of this Offering with the assistance of your financial and legal advisor. There price you pay for the Shares described in this Memorandum is not equal to the fair market value of the Shares which have nominal value.

This Memorandum contains no discussion of possible tax consequences.

This Memorandum contains no discussion as to the possible tax consequences likely to arise from the transaction(s) contemplated. We expressly intend not to advise you as to such matters. You are urged to consult with your own tax advisors regarding the Shares and any possible tax consequences and will be required to represent in writing that you have done so prior to purchasing the Shares.

There will be restrictions on the Shares, which could impede your ability to sell or transfer the Shares.

The Shares to be issued will not be registered under the Securities Act or any state securities laws in reliance upon exemptions from registration thereunder. Accordingly, in order to establish the availability of these exemptions, we will require prospective purchasers of the Shares to provide detailed information concerning their ability to qualify under these exemptions and to make certain representations with respect thereto. This required detailed information may relate to the subscriber's residence and/or citizenship or their financial ability and investment acumen. The failure to qualify for an exemption for the offering and sale of the Shares under applicable securities laws could have a material adverse effect on us and purchasers of such Shares. See "**INVESTOR SUITABILITY**". Because the Shares have not been registered, purchasers will be subject to certain restrictions on transferability. A purchaser must hold the Shares indefinitely and may not sell, transfer, pledge or otherwise dispose of them without registration under the Securities Act and other applicable laws or the availability of an exemption from registration, such as the exemption provided by Rule 144 adopted by the SEC. If a purchaser desires to dispose of the Shares in reliance upon an exemption, he may be required at his cost to provide us with a legal opinion, in form and substance satisfactory to us and its counsel, that registration is not required. Accordingly, you must be willing to bear the economic risk of investment in the Shares for an indefinite period of time. See "**INVESTOR SUITABILITY**".

There is no prior trading market for the Shares, and no trading market will develop in the foreseeable future.

There is no market for the Shares, which are not listed or quoted on a stock exchange or the OTC Markets. The transferability of the Shares is restricted so as to maintain control and consistency and to comply with federal and state securities laws. You will not have the right to withdraw your investment in the Shares or to receive a return of all or any portion of your investment. The Shares offered via this Memorandum have not been registered with the SEC or any other government securities authority and will be restricted and, therefore, cannot be resold unless they are also registered or unless an exemption from registration is available. Therefore, you should be prepared to hold such securities for an indefinite period of time. Consequently, the Shares offered hereby should be purchased only by investors who have no need for liquidity in their investment and who can hold the Shares for an indefinite period of time. We have no obligation to register the Shares and has no intention of doing so. Certificates evidencing the Shares sold will be imprinted with a legend stating that such Shares have not been registered under the Securities Act or any state securities laws and referring to the restrictions on the transfer of the Shares. In addition, our records concerning the Shares will include notations not to allow transfer or "**stop transfer notations**" with respect to the Shares.

Absence of third-party registrar and trustee.

We, as the designated registrar, will maintain the common stock register and record all transfers of its common stock. We may have a conflict of interest in serving as the registrar. Additionally, the absence of a third-party registrar may result in less protection to common stockholders than might be provided by a third-party registrar. Purchasers in the Offering will not have the benefit of a third-party trustee for the common stock. Common stockholders will rely upon our management to invest the proceeds from the sale of the Shares as set forth herein.

Our common stock has not been rated.

We have not sought to obtain a rating for our common stock. Because we have no revenues and nominal assets, it is unlikely our common stock would receive a favorable rating. No assurance can be given, however, that one or more rating agencies might not independently determine to issue such a rating or that such a rating, if issued, would not adversely affect the market price of our common stock. Also, we may elect in the future to obtain a rating for our common stock, which could adversely affect the price of our common stock if a trading market is developed. Ratings only reflect the views of the rating agency or agencies issuing the ratings, and such ratings could be revised downward, placed on a watch list or withdrawn entirely at the discretion of the issuing rating agency if, in its judgment, circumstances so warrant. Any such downward revision, placing on a watch list or withdrawal of a rating could have an adverse effect on the market price of our common stock.

We may issue additional securities that rank on parity with or above our common stock as to dividend rights, rights upon liquidation or voting rights.

Our officers and directors hold an aggregate of 2,530,000,000 votes on matters submitted to our stockholders. Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, owns 20,000,000 shares of common stock, totaling 20,000,000 votes, and 2,500,000 shares of Series A Preferred Stock, totaling 2,500,000,000 votes, for a total of 2,520,000,000 votes, and Robert C. Simpson, our Chief Financial Officer and Treasurer, owns 10,000,000 shares of common stock, totaling 10,000,000 votes.

Purchasers in the Offering would hold an aggregate of 4,000,000 shares of common stock if all shares offered are sold. As such, we may issue an additional 66,000,000 shares of common stock and 0 shares of Series A Preferred Stock, which would dilute investors in the Offering. The issuance of additional shares of common stock would have the effect of reducing the amounts available to the holders of the common stock upon our liquidation or dissolution or the winding up of our affairs. It also may reduce dividend payments if we do not have sufficient funds to pay dividends on all common stock outstanding and other classes or series of stock with equal priority with respect to dividends. Also, although holders of our common stock only have one (1) vote per share, the holders of the Series A Preferred Stock have one thousand (1,000) votes per share on matters submitted to our stockholders, which makes it unlikely that the holders of the common stock would be able to accumulate significant voting power. Additionally, future issuances and sales of senior or *pari passu* stock to the common stock, or the perception that such issuances and sales could occur, may cause market prices, if a market develops, for the common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at times and prices favorable to us.

Our officers and directors have voting control over all matters submitted to a vote of the common stockholders, which will prevent our minority shareholders from having the ability to control any of our corporate actions.

Our officers and directors hold an aggregate of 2,530,000,000 votes on matters submitted to our stockholders as follow:

- Matthew Jennings, our Chief Executive Officer, President, Secretary and sole Director, owns 20,000,000 shares of common stock, totaling 20,000,000 votes, and 2,500,000 shares of Series A Preferred Stock, totaling 2,500,000,000 votes, for a total of 2,520,000,000 votes.
- Robert C. Simpson, our Chief Financial Officer and Treasurer, owns 10,000,000 shares of common stock, totaling 10,000,000 votes.

As such, even if all 4,000,000 common shares being offered in this Offering are sold, our officers and directors will control approximately 99.8% of the votes on all matters submitted to a vote of our stockholders. As such, they have the ability to determine the outcome of all matters submitted to our stockholders for approval, including the election of directors, amendments to our Certificate of Incorporation or Bylaws (to effect or prevent a merger, sale of assets or other corporate transaction) and to control the outcome of any other matter submitted to our stockholders for vote. Their control of our voting securities may make it impossible to complete some corporate transactions without their support and may prevent a change in our control. In addition, this ownership could discourage the acquisition of our common stock by potential investors and could have an anti-takeover effect, possibly depressing the trading price of our common stock.

Risks Related to Our Management

We will rely completely on our management, and the unexpected resignation or loss of our management may adversely affect our operations.

Our future success will be influenced by our ability to retain the services of our Chief Executive Officer, President, Secretary and sole Director, Matthew Jennings, the holder of 20,000,000 shares of our common stock and 2,500,000 shares of preferred stock, and our Chief Financial Officer and Treasurer, Robert C. Simpson, the holder of 10,000,000 shares of our common stock. We have no employment agreements with either Mr. Jennings or Mr. Simpson, and they are not obligated to work for us for any specific length of time. We have no employees other than our management and are dependent upon their services. There can be no assurance that the strategies chosen by our management will enable us to generate revenue, be economically viable or will yield positive financial results. The loss of services of either our Mr. Jennings or Mr. Simpson would have an adverse effect on our business and financial results. We have no “key man” life insurance policy for our management. Further, we have not established a formal management succession plan. Accordingly, should we lose the services of Mr. Jennings or Mr. Simpson, we would have to search outside of the Company for a qualified permanent replacement. We presently have insufficient funds to employ management and employees. This search may be prolonged, and we may be unable to locate and hire individuals with the requisite experience and with ties to our primary market area, which could cause you to lose your investment.

Our management has broad discretion over the use of the net proceeds of this Offering.

Our management will have broad discretion to spend the net proceeds from this Offering which they may change at any time without notice to you. They may use the proceeds from the Offering in ways with which you may not agree. The failure of our management to apply these funds effectively could result in unfavorable returns and could cause a material adverse effect on our business, financial condition, liquidity, and results of operations. Purchases of the Shares will be relying on the sole judgment and discretion of our management regarding the application of the proceeds of this Offering.

Our management has conflicts of interest that may not be resolved in your favor.

Matthew Jennings is our controlling shareholder, with 2,500,000 shares of Series A Preferred Stock and 20,000,000 shares of common stock, and is also our Chief Executive Office, President, Secretary and sole Director. Additionally, Robert C Simpson, our Chief Financial Officer and Treasurer, holds 10,000,000 shares of our common

stock. Both Mr. Jennings and Mr. Simpson will determine their own compensation of an aggregate of \$500,000, which will be paid from the offering proceeds and which could increase in the future. Further, both Matthew Jennings and Robert C Simpson work full time for other companies. We have no agreements prohibiting Mr. Jennings and Mr. Simpson from working with or owning interests in companies that compete with us. We have no policy to resolve conflicts, including conflicts with the services of our officers and directors. As such, we and our management have material conflicts of interest that may not be resolved in your favor.

Our management has no experience in either gaming or finance which could cause our business to fail.

Matthew Jennings, our Chief Executive Officer President, Secretary and our Director and Robert C. Simpson, our Chief Financial Officer and Treasurer have not previously managed or operated gaming or finance companies. As such, they have no experience managing or operating either gaming or finance companies which could cause our business to fail and you to lose your investment in the Common Shares.

We are subject to other risks.

The foregoing risks represent our best attempt to identify the various risks you may be exposed to by subscribing to this Offering. This Memorandum does not purport to be complete and may not adequately cover all activities in which we may be engaged nor all the risks we will be subject to, either directly or indirectly, as a result of pursuing our objectives. You are encouraged and entitled to ask questions of and receive answers from our management to assess the merits and risks of the securities offered hereby.

SECTION 17. INVESTOR SUITABILITY

An investment in the Shares is suitable only as a long-term investment and only if a prospective investor can bear a complete loss of his/her/its investment. An investment in the Shares is designed for sophisticated investors who have such business and financial experience, either individually or together with his/her/its financial advisor, as to be capable of evaluating the merits and risks of an investment in the Shares and protecting their interests in the transaction. In addition, the Shares are intended for investors who qualify as “**Accredited Investors**”, as defined in Rule 501(a) of Regulation D under the Securities Act. To be an Accredited Investor, you must fall within any of the following categories at the time of the purchase and sale of the Shares:

- any bank as defined in Section 3(a)(2) of the Securities Act or savings institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered under the Securities Exchange Act of 1934; any insurance company as defined in Section 2(13) of the Securities Act; any investment company registered under or a business development company as defined in the Investment Company Act of 1940; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions or any instrumentality of a state or its political subdivisions, for the benefit of its employees, if the plan has total assets exceeding \$5,000,000; employee benefit plans subject to the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, insurance company or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are Accredited Investors;
- any private business development company as defined in the Investment Advisers Act of 1940;
- any corporation, nonprofit organization qualified under Section 501(c)(3) of the Code, business trust or partnership not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000;

- any of our officers or directors;
- any natural person whose net worth, or joint net worth together with that individual's spouse, exceeds \$1,000,000 (**Note:** For purposes of calculating “**net worth**” (a) the person's primary residence shall not be included as an asset; (b) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding sixty (60) days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (c) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability); **STANDARDS**
- any natural person whose income exceeded \$200,000 or joint income with that person's spouse exceeded \$300,000 in the past two years and who reasonably expects an income in excess of that amount in the current year;
- any trust with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the Shares whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D; and
- any entity in which all of the equity owners separately meet any of the criteria set forth above.

All prospective investors will be required to make certain representations and warranties that are contained in the subscription documents, including their status as an accredited investor. Reference is made to the subscription documents (Subscription Agreement included as part of **Exhibit A** to this Memorandum).

WE URGE PROSPECTIVE INVESTORS TO SEEK INDEPENDENT ADVICE FROM THEIR LEGAL, TAX AND FINANCIAL ADVISORS RELATING TO THE SUITABILITY OF AN INVESTMENT IN THE SHARES IN LIGHT OF A PROSPECTIVE INVESTOR'S OVERALL FINANCIAL NEEDS AND WITH RESPECT TO THE LEGAL IMPLICATIONS OF THE INVESTMENT.

SECTION 18. TERMS OF THE OFFERING

Securities Offered

We are offering on a “**best efforts**” basis to Accredited Investors the opportunity to purchase up to 4,000,000 shares of common stock (the “**Shares**”). The Shares are offered pursuant to the exemption from registration provided by Rule 506(b) of Regulation D (“**Regulation D**”) of the Securities Act of 1933, as amended (the “**Securities Act**”).

Eligibility

Only investors who qualify as Accredited Investors as defined by Rule 501(a) of Regulation D are eligible to participate in the Offering.

Price of the Shares

The Shares will be offered at the price of \$.25 per share of common stock.

Minimum Subscription

The minimum subscription we will accept from an investor is \$5,000 unless we determine to accept a lesser amount in our sole discretion.

Maximum Offering Proceeds

We will receive aggregate proceeds of \$1,000,000 before the deduction of offering expenses if all 4,000,000 shares of common stock being offered are sold.

Offering Period

The Shares are being offered until the earlier of (i) the date upon which we have sold \$1,000,000 shares of the common stock (the “**Maximum Amount**”), or (ii) December 31, 2023 (“**Offering Period**”).

Offering Expenses

We estimate the Offering expenses will be approximately \$100,000, not including legal fees.

Acceptance of Subscriptions

We reserve the right, in our sole discretion, to reject any subscription, in whole or in part or in any order, at any time. Any offer made by us pursuant to this Memorandum may be withdrawn by us at any time before we accept an investor’s subscription. All subscriptions are non-refundable.

Closing of the Offering

We may hold one or more closings of sale of common stock from time to time during the Offering Period. We may close the Offering at any time regardless of the number of Shares sold in the Offering.

Escrow and Use of Funds

There is no minimum amount we must receive prior to using the funds in the Offering. All funds received from subscribers from the sale of the Shares will be immediately available for our use once accepted and not placed into an Escrow Account. We plan to use the net proceeds from this Offering for the purposes set forth in this Memorandum.

Eligible Purchasers

The Shares may be purchased by persons who qualify as an accredited investor as defined by Regulation D.

Risks of the Offering

An investment in the Offering involves a high degree of risk. You should carefully consider, review and evaluate all of the information contained in this Memorandum and in the Exhibits hereto before purchasing the Shares. The Shares should only be purchased by investors who can afford a total loss of their investment without a change to their living conditions. The risks and uncertainties described in this Memorandum are not the only ones we face. Additional risks and uncertainties that we do not presently know about or that we currently believe are not material may also adversely affect our business, business prospects, results of operations or financial condition. This could cause the value of the Securities to decline, perhaps significantly, and you may lose part or all of your investment. Purchasers should consult with their legal, tax and financial advisors prior to investing in the Offering.

Capitalization

As of the date of this Memorandum, we are authorized to issue 100,000,000 shares of common stock, of which 30,000,000 shares are outstanding and 2,500,000 shares of preferred stock, designated as Series A Preferred Stock, of which 2,500,000 shares are outstanding.

We will have 34,000,000 shares of common stock outstanding after the Offering if all 4,000,000 of the Shares offered are sold.

Dividends

We do not intend to pay dividends on our common stock in the foreseeable future. If we generate revenues from operations, we will plan future earnings to finance our operations.

Dilution

If you invest in the Offering, your interest will be immediately and substantially diluted to the extent of the difference between the price per share of Shares and the pro forma net tangible book value per share of our common stock after giving effect to the Offering.

Market for Our Securities

There is no market for the Shares, and no market will develop as a result of the Offering.

Determination of Offering Price

The offering price of the Shares has been determined arbitrarily by us. It is not based upon an independent assessment of the value of the Shares and should not be considered as such. The offering price of the Shares does not bear any relationship to our assets, results of operations, or book value, or to any other generally accepted criteria of valuation. Accordingly, the offering price should not be considered an indication of the actual value of the Securities.

Tax Consequences of an Investment

You should consult your tax advisor with respect to the U.S. federal income tax consequences of owning the Shares in light of your own particular situation and with respect to any tax consequences arising under the laws of any state, local, foreign or other taxing jurisdiction.

Investor Suitability

An investment in the Shares is suitable for Accredited Investors as defined by Rule 501(a) of Regulation D, who are financially sophisticated and have enough business and financial experience to evaluate the merits and risks of an investment in us and to protect their interest in the Offering. In the Subscription Agreement attached to this Memorandum, you are representing and warranting that you are financially sophisticated and that this investment is suitable for you.

SECTION 19. HOW TO SUBSCRIBE

In order to purchase the Shares, prospective subscribers who meet the investor suitability requirements set forth above and wish to purchase the Shares should follow the following instructions once their status as an Accredited Investor has been verified.

- Complete and sign the subscription documents (Subscription Agreement, Investor Questionnaire and Bad Actor Questionnaire) which accompany this Memorandum. On each signature page, the subscriber must sign, print his, her or its name, address, social security or tax identification number and other information where indicated, insert the number of the Shares subscribed for and insert the date of execution. The subscription documents are attached as **Exhibits A, B and C** to this Memorandum.
- Sign a Form W-9.
- Return the completed and executed subscription.
- Pay the Offering Price for the Shares subscribed for by wire transfer or check (subject to collection) made payable to the Spin Amusements Capital, Inc. and returned with the executed subscription documents as provided for herein.

All subscription documents and payment by check should be forwarded to the address below:

Spin Amusements Capital, Inc.
4191 Bonita Way
Deerfield Beach, FL 33064
952-283-3414
matthew@jenningsglobal.com

If funds are wired, please use the following wire instructions:

Account Name: Spin Amusements Capital, Inc.
Account Number: 528951810
Account Holder Address: 4830 Impresario Court, Las Vegas, NV 89149
Routing/ABA Number: 021000021
Bank Name: JP Morgan Chase Bank, N.A.
Bank Address: 270 Park Avenue, New York, NY 10017
Bank Telephone: (800) 242-7338

We reserve the right to withdraw, cancel or modify the Offering, and we reserve the right to reject any subscriptions, in whole or in part, in their sole discretion. In the event a subscription is rejected by us, all funds delivered with such subscription will be returned to the prospective investor as soon as practicable without interest thereon or deduction therefrom.

SECTION 20. EXHIBITS

Exhibit A	Subscription Agreement
Exhibit B	Accredited Investor Questionnaire
Exhibit C	Bad Actor Questionnaire

EXHIBIT A
SUBSCRIPTION AGREEMENT
ACCREDITED INVESTORS ONLY

THE COMMON SHARES OFFERED HEREUNDER HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO UNITED STATES PERSONS UNLESS THE COMMON SHARES ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE. THE COMMON SHARES ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION (THE “COMMISSION”) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE COMMON SHARES, NOR HAVE ANY OF THE FOREGOING PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. AN INVESTMENT IN THE COMMON SHARES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. ONLY THOSE PURCHASERS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THE COMMON SHARES.

Ladies and Gentlemen:

The undersigned investor (the “Purchaser”) understands that Spin Amusements Capital, Inc., a corporation organized under the laws of Nevada (the “Company”), is offering (the “Offering”) up to four million (4,000,000) shares of its common stock (the “Common Shares”) at the price of \$.25 per share pursuant to Rule 506(c) of Regulation D of the Securities Act of 1933, as amended (the “Securities Act”). The Offering is being made without registration of the Common Shares under the Securities Act or any securities law of any state of the United States or of any other jurisdiction and is being made only to “Accredited Investors” (as defined in Rule 501 of Regulation D under the Securities Act).

1. Subscription. Subject to the terms and conditions hereof, the Purchaser hereby irrevocably subscribes for the Common Shares for the aggregate purchase price set forth on the signature page hereto, which is payable as described in Section 4 hereof. The Purchaser acknowledges that the Common Shares will be subject to restrictions on transfer as set forth in this subscription agreement (the “Subscription Agreement”).

2. Acceptance of Subscription and Issuance of the Common Shares. It is understood and agreed that the Company shall have the sole right, at its complete discretion, to accept or reject this subscription, in whole or in part, for any reason and that the same shall be deemed to be accepted by the Company only when it is signed by a duly authorized officer of the Company and delivered to the Purchaser at the Closing referred to in Section 3 hereof. Subscriptions need not be accepted in the order received, and the Common Shares may be allocated among purchasers. Notwithstanding anything in this Subscription Agreement to the contrary, the Company shall have no obligation to issue any of the Common Shares to any person who is a resident of a jurisdiction in which the issuance of the Common Shares to such person would constitute a violation of the securities, “blue sky” or other similar laws of such jurisdiction (collectively referred to as the “State Securities Laws”).

3. Closing. Purchaser funds for the purchase of the Common Shares will be delivered to the Company upon verification that the investor is an accredited investor. The Offering will be made on a “best efforts”

basis for up to \$1,000,000 (the “Maximum Offering”). Funds invested in the Offering will immediately be available for use by the Company. The Company may terminate the Offering at any time without notice to Investors even if the Common Shares having an aggregate purchase price equal to the Minimum Offering Amount have not been sold.

4. Payment for The Common Shares. Payment for the Common Shares shall be made at or prior to the time of purchase, in the amount as set forth on the signature page hereto as directed by the Company. The Common Shares are restricted securities that have not been sold in reliance upon an exemption from registration under the Securities Act and are subject to restrictions on transferability.

5. Representations and Warranties of the Company. As of the Closing, the Company represents and warrants that:

(a) The Company is duly formed and validly existing in the state of its formation, with full power and authority to conduct its business as it is currently being conducted and to own its assets; and has secured any other authorizations, approvals, permits and orders required by law for the conduct by the Company of its business as it is currently being conducted.

(b) The Common Shares have been duly authorized and, when issued, delivered, and paid for in the manner set forth in this Subscription Agreement, will be validly issued, fully paid and nonassessable.

6. Representations and Warranties of the Purchaser. The Purchaser hereby represents and warrants to and covenants with the Company that:

(a) General.

(i) The Purchaser has all requisite authority (and in the case of an individual, the capacity) to purchase the Common Shares, enter into this Subscription Agreement, and to perform all the obligations required to be performed by the Purchaser hereunder, and such purchase will not contravene any law, rule or regulation binding on the Purchaser or any investment guideline or restriction applicable to the Purchaser.

(ii) The Purchaser is a resident of the state set forth on the signature page hereto and is not acquiring the Common Shares as a nominee or agent or otherwise for any other person.

(iii) The Purchaser will comply with all applicable laws and regulations in effect in any jurisdiction in which the Purchaser purchases or sells the Common Shares and obtain any consent, approval or permission required for such purchases or sales under the laws and regulations of any jurisdiction to which the Purchaser is subject or in which the Purchaser makes such purchases or sales, and the Company shall have no responsibility therefore.

(b) Information Concerning the Company.

(i) The Purchaser has been provided with all information it has requested from the Company and was provided with the following full access to the Company’s books and records and material contracts and documents relating to the Company’s operations. Additionally, the Purchaser has had the opportunity to obtain any additional information, to the extent the Company possessed such information, necessary to verify the accuracy of the information to which the Purchaser was given access; and the Purchaser was invited to review at the Company’s offices at any reasonable hour, after reasonable advance notice, any materials available to the Company concerning its business.

(ii) The Purchaser understands and accepts that the purchase of the Common Shares involves various risks, including the risks outlined in the Offering Memorandum and in this Subscription Agreement. The Purchaser represents that it is able to bear the entire loss of his or her investment in the Common Shares.

(iii) The Purchaser confirms that it is not relying on any communication (written or oral) of the Company or any of its affiliates, as investment or tax advice or as a recommendation to purchase the Common Shares. It is understood that information and explanations related to the terms and conditions of the Common Shares provided in the Offering Memorandum or otherwise by the Company or any of its affiliates shall not be considered investment or tax advice or a recommendation to purchase the Common Shares and that neither the Company nor any of its affiliates is acting or has acted as an advisor to the Purchaser in deciding to invest in the Common Shares. The Purchaser acknowledges that neither the Company nor any of its affiliates has made any representation regarding the proper characterization of the Common Shares for purposes of determining the Purchaser's authority to invest in the Common Shares.

(iv) The Purchaser is familiar with the business and financial condition and operations of the Company, all as generally described in the Offering Memorandum. The Purchaser has had access to such information concerning the Company, the Offering and the Common Shares as it deems necessary to enable it to make an informed investment decision concerning the purchase of the Common Shares.

(v) The Purchaser understands that, unless the Purchaser notifies the Company in writing to the contrary at or before the Closing, each of the Purchaser's representations and warranties contained in this Subscription Agreement will be deemed to have been reaffirmed and confirmed as of the Closing, taking into account all information received by the Purchaser.

(vi) The Purchaser acknowledges that the Company has the right in its sole and absolute discretion to abandon the Offering at any time prior to the completion of the offering. This Subscription Agreement shall thereafter have no force or effect and the Company shall return the previously paid subscription price of the Common Shares, without interest thereon, to the Purchaser.

(vii) The Purchaser understands that no federal or state agency has passed upon the merits or risks of an investment in the Common Shares or made any finding or determination concerning the fairness or advisability of an investment in the Offering.

(c) Non-reliance.

(i) The Purchaser represents that it is not relying on (and will not at any time rely on) any communication (written or oral) of the Company, as investment advice or as a recommendation to purchase the Common Shares, it being understood that information and explanations related to the terms and conditions of an investment in the Common Shares that are described in the Offering Memorandum shall not be considered investment advice or a recommendation to purchase the Common Shares.

(ii) The Purchaser confirms that the Company has not: **(a)** given any guarantee or representation as to the potential success, return, effect or benefit (either legal, regulatory, tax, financial, accounting, or otherwise) of an investment in the Common Shares; or **(b)** made any representation to the Purchaser regarding the legality of an investment in the Common Shares under applicable legal investment or similar laws or regulations. In deciding to purchase the Common Shares, the Purchaser is not relying on the advice or recommendations of the Company and the Purchaser has made its own independent decision with the assistance of its legal, tax, accounting and financial advisors that the investment in the Common Shares is suitable and appropriate for the Purchaser.

(d) Status of Purchaser.

(i) The Purchaser has such knowledge, skill and experience in business, financial and investment matters that the Purchaser is capable of evaluating the merits and risks of an investment in the Common Shares. With the assistance of the Purchaser's own professional advisors, to the extent that the Purchaser has deemed appropriate, the Purchaser has made its own legal, tax, accounting and financial evaluation of the merits and risks of an investment in the Common Shares and the consequences of this Subscription Agreement. The Purchaser has considered the suitability of the Common Shares as an investment in light

of its own circumstances and financial condition and the Purchaser is able to bear the risks associated with an investment in the Common Shares and its authority to invest in the Common Shares.

(ii) The Purchaser is an “Accredited Investor” as defined in Rule 501(a) under the Securities Act and that the Offering is only available to Accredited Investors. The Purchaser agrees to furnish any additional information requested by the Company or any of its affiliates to assure compliance with applicable U.S. federal and state securities laws in connection with the purchase and sale of the Common Shares. Any information that has been furnished or that will be furnished by the Purchaser to evidence its status as an Accredited Investor is true, accurate and complete and does not contain any misrepresentation or omission.

(e) Restrictions on Transfer or Sale of the Common Shares.

(i) The Purchaser is acquiring the Common Shares solely for the Purchaser’s own beneficial account, for investment purposes, and not with a view to, or for resale in connection with, any distribution of the Common Shares. The Purchaser understands that the Common Shares have not been registered under the Securities Act or any State Securities Laws by reason of specific exemptions under the provisions thereof which depend in part upon the investment intent of the Purchaser and of the other representations made by the Purchaser in this Subscription Agreement. The Purchaser understands that the Company is relying upon the representations and agreements contained in this Subscription Agreement (and any supplemental information) for the purpose of determining whether this transaction meets the requirements for such exemptions.

(ii) The Purchaser understands that the Common Shares are “restricted securities” under applicable federal securities laws and that the Securities Act and the rules of the U.S. Securities and Exchange Commission (the “Commission”) provide in substance that the Purchaser may dispose of the Securities only pursuant to an effective registration statement under the Securities Act or an exemption therefrom, and the Purchaser understands that the Company has no obligation or intention to register any of the Securities or to take action so as to permit sales pursuant to the Securities Act (including Rule 144 thereunder). Accordingly, the Purchaser understands that under the Commission’s rules, the Purchaser may dispose of the Common Shares principally only in “private placements” which are exempt from registration under the Securities Act, in which event the transferee will acquire “restricted securities” subject to the same limitations as in the hands of the Purchaser. Consequently, the Purchaser understands that the Purchaser must bear the economic risks of the investment in the Common Shares for an indefinite period of time.

(iii) The Purchaser agrees: **(a)** that the Purchaser will not sell, assign, pledge, give, transfer, or otherwise dispose of the Common Shares or any interest therein, or make any offer or attempt to do any of the foregoing, except pursuant to registration of the Common Shares under the Securities Act and all applicable State Securities Laws, or in a transaction which is exempt from the registration provisions of the Securities Act and all applicable State Securities Laws; **(b)** that the Securities are restricted securities which have not been registered under state or federal law and have been sold pursuant to exemptions from federal and state securities laws; and **(c)** that the Company and its affiliates shall not be required to give effect to any purported transfer of the Common Shares except upon compliance with the foregoing restrictions.

7. Conditions to Obligations of the Undersigned and the Company. The obligations of the Purchaser to purchase and pay for the Common Shares specified in the signature page hereto and of the Company to sell the Common Shares are subject to the satisfaction at or prior to the Closing of the following conditions precedent: the representations and warranties of the Purchaser contained in Section 6 hereof shall be true and correct as of the Closing in all respects with the same effect as though such representations and warranties had been made as of the Closing.

8. Obligations Irrevocable. The obligations of the Purchaser shall be irrevocable. All subscriptions are

non-refundable unless otherwise prohibited by applicable laws.

9. Notation. If the Company elects to issue stock certificates or if the shares are represented in book entry, a notation on the certificates or in the book entry will include a notation that the Common Shares are restricted securities in substantially the following form:

THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION. THE SECURITIES MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT: (1) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT; OR (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ALL APPLICABLE STATE SECURITIES LAWS AND THE SECURITIES LAWS OF OTHER JURISDICTIONS, AND IN THE CASE OF A TRANSACTION EXEMPT FROM REGISTRATION, UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO IT THAT SUCH TRANSACTION DOES NOT REQUIRE REGISTRATION UNDER THE SECURITIES ACT AND SUCH OTHER APPLICABLE LAWS.

10. Waiver, Amendment. Neither this Subscription Agreement nor any provisions hereof shall be modified, changed, discharged, or terminated except by an instrument in writing, signed by the party against whom any waiver, change, discharge, or termination is sought.

11. Assignability. Neither this Subscription Agreement nor any right, remedy, obligation, or liability arising hereunder or by reason hereof shall be assignable by either the Company or the Purchaser without the prior written consent of the other party.

12. Waiver of Jury Trial. THE PURCHASER IRREVOCABLY WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY WITH RESPECT TO ANY LEGAL PROCEEDING ARISING OUT OF THE TRANSACTIONS CONTEMPLATED BY THIS SUBSCRIPTION AGREEMENT.

13. Submission to Jurisdiction. With respect to any suit, action or proceeding relating to any offers, purchases, or sales of the Common Shares by the Purchaser ("Proceedings"), the Purchaser irrevocably submits to the jurisdiction of the federal or state courts located in the Palm Beach County, Florida which submission shall be exclusive unless none of such courts has lawful jurisdiction over such Proceedings.

14. Governing Law. This Subscription Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

15. Section and Other Headings. The section and other headings contained in this Subscription Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Subscription Agreement.

16. Counterparts. This Subscription Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which together shall be deemed to be one and the same agreement.

17. Notices. All notices and other communications provided for herein shall be in writing and shall be deemed to have been duly given if delivered personally or sent by registered or certified mail, return receipt requested, postage prepaid to the addresses set forth on the signature page hereto (or such other address as either party shall have specified by notice in writing to the other).

18. Binding Effect. The provisions of this Subscription Agreement shall be binding upon and accrue to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns.

19. Survival. All representations, warranties and covenants contained in this Subscription Agreement shall survive: **(i)** the acceptance of the subscription by the Company and the Closing; **(ii)** changes in the transactions, documents and instruments described in the Offering Memorandum Documents which are not material or which are to the benefit of the Purchaser; and **(iii)** the death or disability of the Purchaser.

20. Notification of Changes. The Purchaser hereby covenants and agrees to notify the Company upon the occurrence of any event prior to the closing of the purchase of the Common Shares pursuant to this Subscription Agreement which would cause any representation, warranty, or covenant of the Purchaser contained in this Subscription Agreement to be false or incorrect.

21. Severability. If any term or provision of this Agreement is invalid, illegal, or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction.

NOTICE TO FLORIDA RESIDENTS ONLY: THE COMMON SHARES HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE COMMON SHARES WILL BE SOLD TO AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. ALL OFFEREES WHO ARE FLORIDA RESIDENTS SHOULD BE AWARE THAT SECTION 517.061(11)(a)(5) OF THE ACT PROVIDES THAT, "WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, ANY SALE IN FLORIDA MADE PURSUANT TO THIS SECTION IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER." THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO VOID SALES GRANTED BY SECTION 517.061 (11) (A)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT, MUST, WITHIN 3 DAYS AFTER THE TENDER OF ANY AMOUNT TO THE COMPANY OR TO ANY AGENT OF THE COMPANY CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THIS SUBSCRIPTION AGREEMENT. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

In Witness Whereof, the Purchaser has executed this Subscription Agreement on _____.

Total Number of Common Shares Purchased	
Aggregate Amount Paid (\$.25 Per Common Share)	

COMPANY ACCEPTANCE

PURCHASER-INDIVIDUAL

(Print Full Name)

By: _____
(Signature of Individual Investor)

Country of Citizenship: _____

Complete Mailing Address for Notice:

PURCHASER-CORPORATE ENTITY

(Print Legal Name of Entity)

By: _____
(Signature of Authorized Representative)

Title: _____

Place of Incorporation: _____

Complete Mailing Address for Notice:

The offer to purchase the Common Shares as set forth above is confirmed and accepted by the Company as to the number of shares of common stock set forth in above.

SPIN AMUSEMENTS CAPITAL, INC.

By: _____ (Signature)
Matthew Jennings, Chief Executive Officer

EXHIBIT B

Spin Amusements Capital, Inc.
4191 Bonita Way
Deerfield, Florida 33064
Telephone: 952-283-3414
Email: matthew@jenningsglobal.com

Re: Prospective purchasers of the Common Stock (the “**Securities**”) offered by Spin Amusements Capital, Inc. (the “**Company**”)

The Securities are being sold only to “accredited investors” (“**Accredited Investors**”) as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the “**Securities Act**”). The purpose of the attached Accredited Investor Representation Letter (the “**Letter**”) is to collect information from you to determine whether you are an Accredited Investor and otherwise meet the suitability criteria established by the Company for investing in the Securities. As part of verifying your status as an Accredited Investor, you may be asked to submit supporting documentation as described in the Letter. SEC regulations impose obligations on the Company to verify that each investor is in fact an Accredited Investor. Accordingly, you must fully complete and sign the Letter, and deliver all required supporting documentation, before the Company will consider your proposed investment.

By submitting the Letter, you agree to provide all required supporting documentation within five days after the date that you submit the Letter.

All of your statements in the Letter and all required supporting documentation delivered by you or on your behalf in connection with the Letter (collectively, the “**Investor Information**”) will be treated confidentially. However, you understand and agree that, upon giving prior notice to you, the Company may present the Investor Information to such parties as it deems appropriate to establish that the issuance and sale of the Securities (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws. The Company need not give prior notice before presenting the Investor Information to its legal, accounting, and financial advisors.

You understand that the Company will rely on your representations and other statements and documents included in the Investor Information in determining your status as an Accredited Investor, your suitability for investing in the Securities and whether to accept your subscription for the Securities.

The Company reserves the right, in its sole discretion, to verify your status as an Accredited Investor using any other methods that it may deem acceptable from time to time. However, you should not expect the Company to accept any other such method. The Company may refuse to accept your request for investment in the Securities for any reason or for no reason.

Very Truly Yours,

Matthew Jennings

ACCREDITED INVESTOR REPRESENTATION LETTER

Spin Amusements Capital, Inc.
4191 Bonita Way
Deerfield Beach, Florida 33064

Dear Mr. Jennings,

I am submitting this Accredited Investor Representation Letter (the “**Letter**”) in connection with the offering of the Common Stock (the “**Securities**”) of Spin Amusements Capital, Inc., a Nevada corporation (the “**Company**”). I understand that the Securities are being sold only to accredited investors (“**Accredited Investors**”) as defined in Rule 501(a) of Regulation D of the Securities Act of 1933, as amended (the “**Securities Act**”).

I hereby represent and warrant that I qualify as an Accredited Investor on the basis that:

*(You **must** choose Part A or B below and check the applicable boxes.)*

A. I am a **NATURAL PERSON** and:

(An investor using this Part A must check box (1), (2), (3) or (4).)

(1) **Income Test:** My individual income exceeded \$200,000 in each of the two most recent years or my joint income together with my spouse exceeded \$300,000 in each of those years;

and

I reasonably expect to earn individual income of at least \$200,000 this year or joint income with my spouse of at least \$300,000 this year.

To support the representation in A(1) above:

*(You **must** check box (a), (b) or (c).)*

- (a) I will deliver to the Company copies of Form W-2, Form 1099, Schedule K-1 of Form 1065 or a filed Form 1040 for each of the two most recent years showing my income or my joint income with my spouse as reported to the IRS for each of those years. I understand that I may redact such documents to avoid disclosing personally identifiable information, such as Social Security numbers, that is not necessary to confirm annual income.

OR

- (b) My salary or my joint salary with my spouse is publicly available information that has been reported in a document made available by the U.S. government or any state or political subdivision thereof (for example, reported in a filing with the Securities and Exchange Commission) and I will deliver to the Company copies of such publicly available materials identifying me or me and my spouse by name and disclosing the relevant salary information for each of the two most recent years.

OR

- (c) In accordance with the procedures described below under the heading “Independent Third-Party Verification,” I will assist in arranging for a registered broker-dealer, SEC-registered investment adviser, licensed attorney, or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual income or my joint income together with my spouse.

- (2) **Net Worth Test:** My individual net worth, or my joint net worth together with my spouse, exceeds \$1,000,000.

For these purposes, “net worth” means the excess of:

- my total assets at fair market value (including all personal and real property, but excluding the estimated fair market value of my primary residence)
- **minus**
- my total liabilities.

For these purposes, “liabilities”:

- exclude any mortgage or other debt secured by my primary residence in an amount of up to the estimated fair market value of that residence; but
- include any mortgage or other debt secured by my primary residence in an amount in excess of the estimated fair market value of that residence.

I confirm that my total individual liabilities, or my total joint liabilities together with my spouse, do not exceed \$_____. I represent that all liabilities necessary to determine my individual net worth, or my joint net worth together with my spouse, for the purpose of determining my status as an Accredited Investor are reflected in the dollar amount in the preceding sentence.

In addition, I confirm that I have not incurred any incremental mortgage or other debt secured by my primary residence in the 60 days preceding the date of this Letter, and I will not incur any incremental mortgage or other debt secured by my primary residence prior to the date of the closing for the sale of the Securities. I agree to promptly notify the Company if, between the date of this Letter and the date of the closing for the sale of the Securities, I incur any incremental mortgage or other debt secured by my primary residence. (**NOTE:** *If the representation in the first sentence of this paragraph is untrue or becomes untrue prior to the date of the closing for the sale of the Securities, you may still be able to invest in the Securities. However, you must first contact the Company for additional instructions on how to calculate your net worth for purposes of this offering.*)

To support the representations in A(2) above:
(You **must** check box (a) or (b).)

- (a) I will deliver to the Company:
- (i) Copies of bank statements, brokerage statements, other statements of securities holdings, certificates of deposit, tax assessments, and/or appraisal reports issued by independent third parties that show my individual assets or my joint assets together with my spouse;

AND

(ii) A copy of a consumer credit report for me (or copies of consumer credit reports for me and my spouse) issued by TransUnion, EquiFax or Experian.

I understand that each document described in paragraphs (i) and (ii) above must be dated no earlier than three months prior to the date of the closing for the sale of the Securities. I understand that I may redact any of these documents to avoid disclosing personally identifiable information, such as Social Security numbers, that is not necessary to confirm net worth.

OR

- (b) In accordance with the procedures described below under the heading "Independent Third-Party Verification," I will assist in arranging for a registered broker-dealer, SEC-registered investment adviser, licensed attorney, or certified public accountant to deliver to the Company written confirmation of my status as an Accredited Investor based on my individual net worth or my joint net worth together with my spouse.

- (3) **Company Insider:** I am a director, executive officer, general partner of the Company.

- (4) **Existing security holder from Rule 506(b) offering before September 23, 2013.** I am an existing security holder of the Company and each of the following statements is true:

(An investor using this Part A(4) must check all four of the boxes (a) through (d) below.)

- (a) I have previously purchased securities issued by the Company in a Rule 506 offering as an Accredited Investor, and that offering was consummated before September 23, 2013;
- (b) I continue to hold the Company securities purchased in that Rule 506 offering;
- (c) I certify that I qualify as an Accredited Investor as of the date of this Letter; and
- (d) I undertake to promptly notify the Company if I cease to qualify as an Accredited Investor at any time between the date of this Letter and the date of the closing for the sale of the Securities.

B. I am a **LEGAL ENTITY** that is:

*(An investor using this Part B **must** check at least one box below. **NOTE:** An investor that checks any of boxes B(1) through B(12) must contact the Company for additional instructions.)*

- (1) A bank as defined in Section 3(a)(2) of the Securities Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity.
- (2) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.
- (3) An insurance company as defined in the Securities Act.
- (4) An investment company registered under the Investment Company Act of 1940 (the "**Investment Company Act**").

- (5) A business development company as defined in Section 2(a)(48) of the Investment Company Act.
- (6) A private business development company as defined in the Investment Advisors Act of 1940.
- (7) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or 301(d) of the Small Business Investment Act of 1958.
- (8) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the Securities, with total assets in excess of \$5,000,000.
- (9) A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000.
- (10) An employee benefit plan within the meaning of Title I of the Employment Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000, or if a self-directed plan, the investment decisions are made solely by persons that are accredited investors.
- (11) A trust with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the Securities, whose purchase is directed by a “sophisticated” person.
- (12) An entity in which all of the equity owners are Accredited Investors.
(NOTE: If box (12) is checked, each equity owner of the entity must individually complete and submit to the Company its own copy of this Letter.)

RELIANCE ON REPRESENTATIONS INDEMNITY

I understand that the Company and its counsel are relying upon my representations in the Letter and upon the supporting documentation to be delivered by me or on my behalf in connection with the Letter (collectively, the “**Investor Information**”). I agree to indemnify and hold harmless Company and its respective directors, officers, shareholders/members, representatives and agents, and any person who controls any of the foregoing, against any and all loss, liability, claim, damage and expense (including attorneys’ fees) arising out of or based upon any misstatement or omission in the Investor Information or any failure by me to comply with any covenant or agreement made by me in the Investor Information.

I understand and agree that, upon giving prior notice to me, the Company may present the Investor Information to such parties as it deems appropriate to establish that the issuance and sale of the Securities (a) is exempt from the registration requirements of the Securities Act or (b) meets the requirements of applicable state securities laws. The Company need not give prior notice before presenting the Investor Information to its legal, accounting and financial advisors.

INVESTOR’S SIGNATURE AND CONTACT INFORMATION

Date: _____
Name: _____
Signature: _____
Email address: _____
Telephone number: _____
Mailing address: _____

SPOUSE’S SIGNATURE AND CONTACT INFORMATION

Date: _____
Name: _____
Signature: _____
Email address: _____
Telephone number: _____
Mailing address: _____

Exhibit C
Part 1 of 2

Spin Amusements Capital, Inc.
Bad Actor Questionnaire for Entities

Legal Name of Entity: _____

Relationship to Issuer: _____

Please complete the following questions on behalf of the foregoing entity. Please feel free to contact the Issuer for clarification on any of the foregoing questions.

1. Please list each of the Executive Officers, Directors, Managers and Officers of the Entity named above participating in the offering of the Issuer's securities:

If you are a General Partner, Managing Member, Investment Manager, Placement Agent or other entity receiving payment in connection with the Offering, please have each of the foregoing individuals complete a separate Bad Actor Questionnaire for Individuals in the form attached hereto. If you are a beneficial owner of more than 20% of the Issuer's securities, a separate Bad Actor Questionnaire for Individuals will not be required for each of the foregoing individuals.

2. Have you been convicted, within the last 10 years, of a felony or misdemeanor: (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the SEC; or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

Yes No

3. Are you subject to any order, judgment or decree of any court of competent jurisdiction, entered within the last five years that currently restrains or enjoins you from engaging or continuing to engage in any conduct or practice: (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the SEC; or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

Yes No

4. Are you subject to a final order of a state securities commission (or an agency or office of a state performing similar functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state

performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that: (A) presently, bars you from: (1) association with an entity regulated by such commission, authority, agency, or officer; (2) engaging in the business of securities, insurance or banking; or (3) engaging in savings association or credit union activities; or (B) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within ten years before the date hereof?

Yes No

5. Are you presently subject to an order of the SEC entered pursuant to section 15(b) or 15B(c) of the Securities Exchange Act of 1934 or section 203(e) or (f) of the Investment Advisers Act of 1940 that: (A) suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser; (B) places limitations on your activities, functions or operations; or (C) bars you from being associated with any entity or from participating in the offering of any penny stock?

Yes No

6. Are you subject to any order of the SEC entered within five years before the date hereof that currently orders you to cease and desist from committing or causing a violation or future violation of: (A) any scienter-based anti-fraud provision of the federal securities laws, including without limitation section 17(a)(1) of the Securities Act of 1933, section 10(b) of the Securities Exchange Act of 1934 and 17 CFR 240.10b-5, section 15(c)(1) of the Securities Exchange Act of 1934 and section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder; or (B) Section 5 of the Securities Act of 1933?

Yes No

7. Are you currently suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes No

8. Have you filed (as a registrant or issuer), or been named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within the last five years, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or are you currently the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

Yes No

9. Are you subject to a United States Postal Service false representation order entered within the last five years, or are you subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes

No

If you answer "Yes" to any of questions 2-9 above, please describe the event(s), including the date of the event and, if applicable, the court or agency involved in such conviction, order, judgment or decree. Please attach additional pages if necessary

The undersigned hereby certifies under penalty of perjury that (a) the undersigned is an officer of the above named entity, (b) the undersigned is duly authorized to complete this questionnaire on behalf of the above named entity, and (c) to the best of the undersigned's knowledge, after reasonable due inquiry, the foregoing information is true and correct in all respects. The undersigned understands that this questionnaire will be used by the Issuer in order to comply with applicable securities laws and that the failure to disclose applicable information could restrict the Issuer's ability to conduct a private placement of securities in compliance with the Securities Act of 1933, as amended. The undersigned further acknowledges that the Issuer may be required by Rule 506(e) of Regulation D promulgated under the Securities Act of 1933 to disclose the information contained in this questionnaire to potential purchasers of the Issuer's securities and hereby consents, on behalf of the above named entity, in the undersigned's capacity as an officer of the above named entity, to the disclosure of such information. In the event that any of the information in the foregoing questionnaire becomes untrue at any time, the undersigned hereby agrees to promptly provide the Issuer with an update to this questionnaire and a description of such event(s) which make the answers to this questionnaire untrue.

Name of Entity: _____

Signature of Authorized Person: _____

Printed Name: _____

Title: _____

Date: _____

EXHIBIT C

Part 2 of 2

Spin Amusements Capital, Inc. Bad Actor Questionnaire for Individuals

Name: _____ Title: _____

Relationship to Issuer: _____

Please complete the following questions on behalf of the foregoing entity. Please feel free to contact the Issuer for clarification on any of the foregoing questions.

1. Have you been convicted, within the last 10 years, of a felony or misdemeanor: (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the SEC; or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

Yes No

2. Are you subject to any order, judgment or decree of any court of competent jurisdiction, entered within the last five years that currently restrains or enjoins you from engaging or continuing to engage in any conduct or practice: (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the SEC; or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

Yes No

3. Are you subject to a final order of a state securities commission (or an agency or office of a state performing similar functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that: (A) presently, bars you from: (1) association with an entity regulated by such commission, authority, agency, or officer; (2) engaging in the business of securities, insurance or banking; or (3) engaging in savings association or credit union activities; or (B) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within ten years before the date hereof?

Yes No

4. Are you presently subject to an order of the SEC entered pursuant to section 15(b) or 15B(c) of the Securities Exchange Act of 1934 or section 203(e) or (f) of the Investment Advisers Act of

1940 that: (A) suspends or revokes your registration as a broker, dealer, municipal securities dealer or investment adviser; (B) places limitations on your activities, functions or operations; or (C) bars you from being associated with any entity or from participating in the offering of any penny stock?

Yes No

5. Are you subject to any order of the SEC entered within five years before the date hereof that currently orders you to cease and desist from committing or causing a violation or future violation of: (A) any scienter-based anti-fraud provision of the federal securities laws, including without limitation section 17(a)(1) of the Securities Act of 1933, section 10(b) of the Securities Exchange Act of 1934 and 17 CFR 240.10b-5, section 15(c)(1) of the Securities Exchange Act of 1934 and section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder; or (B) Section 5 of the Securities Act of 1933?

Yes No

6. Are you currently suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes No

7. Have you filed (as a registrant or issuer), or been named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within the last five years, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or are you currently the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

Yes No

8. Are you subject to a United States Postal Service false representation order entered within the last five years, or are you subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

If you answer "Yes" to any of the foregoing questions, please describe the event(s), including the date of the event and, if applicable, the court or agency involved in such conviction, order, judgment or decree. Please attach additional pages if necessary.

I hereby certify under penalty of perjury that the foregoing information is true and correct in all respects. I understand that this questionnaire will be used by the Issuer in order to comply with applicable securities laws and that the failure to disclose applicable information could restrict the Issuer's ability to conduct a private placement of securities in compliance with the Securities Act of 1933, as amended. I further acknowledge that the Issuer may be required by Rule 506(e) of Regulation D promulgated under the Securities Act of 1933 to disclose the information contained in this questionnaire to potential purchasers of the Issuer's securities and hereby consent to the disclosure of such information. In the event that any of the information in the foregoing questionnaire becomes untrue at any time, I hereby agree to promptly provide the Issuer with an update to this questionnaire and a description of such event(s) which make the answers to this questionnaire untrue.

Signature: _____

Printed Name: _____

Date: _____