



The Worldwide Exchange- a Nevada Corporation

Private Placement

January 1, 2011 – January 1, 2012

240 units-
3,000,000 Shares
Regulation D 506 Offering
Minimum investment
\$12,500

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

Price to public	Commissions or Fees (max. 25%)	Proceeds to issuer
Per unit <u>\$12,500</u>	<u>\$3,125</u>	<u>\$9,375</u>
Total \$ <u>3,000,000</u>	<u>\$750,000</u>	<u>\$2,250,000</u>

The company will set aside 10% of proceeds for payment of commissions to underwriters or broker-dealers- 10% of proceeds for payment to finders- and 5% for administration fees associated with the up-front cost of capital, further discussion of these fees and commissions are referenced under broker-dealers fees and finders' fees in circular.

Principal address: 7225 Crescent Park W. unit 419, Playa Vista, Ca. 90094 tel. 424-205-1898

Interested Party _____

Date _____

Summary of Offering

The Private Placement is offering 240 units, each unit consist of 12,500 common shares of The Worldwide Exchange. The minimum investment is \$12,500.00. The offering is for a total of \$3,000,000. Completion is defined as selling all available units offered, or in the opinion of the company, sufficient capital has been raised to implement the business plan successfully. The offering will be done on a "Best Efforts Basis". This is an offering from January 1, 2011 – January 1, 2012. *By act of the Board of Directors, the offering herein has been extended until January 1, 2013.* This prospectus includes developments that had not occurred at the time of the initial publication of the Private Placement memorandum. There has been no change in the offering of the units or shares.

This Offering is being made, and the securities will be sold, pursuant to an exemption from registration under Regulation D of the Securities Act of 1933, as amended. All Foreign sells will be sold pursuant to an exemption from registration under Regulation S of the Securities Act of 1933, as amended. This Offering Memorandum is being provided for the purpose of acquainting potential investors with the structure and general business of the Company and highlighting the risks involved in investing in the securities. Any further information about the Company required by a recipient of this Offering Memorandum shall be made available to such individual upon receipt by the Company at its office located at 7225 Crescent Park West suite 419, Playa Vista, CA. 90094, Tel: 424-205-1898, of written request for such information. Additionally, any qualified investor may visit the Company at www.theworldwideexchange.com.

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

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

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

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

By accepting this Offering Memorandum, the recipient agrees: (1) to keep confidential the information contained herein or made available in connection with any further investigations of the Company; (2)

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

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

Regulation S is a "safe harbor" that defines when an offering of securities will be deemed to come to rest abroad and therefore not be subject to the registration obligations imposed under Section 5 of the 1933 Act. The regulation includes two safe harbor provisions: an issuer safe harbor and a resale safe harbor. In each case, the regulation demands that offers and sales of the securities be made outside the United States and that no offering participant (which includes the issuer, the banks assisting with the offer and their respective affiliates) engage in "General Solicitation or Directed Selling Efforts using Advertising".

TABLE OF CONTENTS

Title Page	page 1
Summary of Offering	page 2
Table of Contents.....	page 4
Investor Notices	page 6
Forward Looking Statements	page 8
Blue Sky Legends	page 8
Additional State Notices	page 16
Regulation D.....	page 17
Jurisdictional Notes	page 17
Risk Factors	page 17
Financial Projections Notice	page 18
Speculative Investment	page 18
Determination of Offering Price	page 18
Dilution	page 18
Restrictions on Transferability	page 18
No Public Market	page 18
Stock Sale Rule	page 19
Limited Operating History	page 19
Plan of Distribution	page 19
Broker Dealers/Underwriting Fees	page 19
Finder's Fees	page 19
Lack of Escrow for Offering Proceeds	page 19
Offering Minimum	page 19
Offering Period	page 20
Use of Proceeds.....	page 20
Subsidiary – Definition.....	page 20
Wholly Owned Subsidiary – Definition.....	page 21
The Offering	page 22
The Company	page 23
The Story.....	page 23
The Website.....	page 23
How the Website Works.....	page 24
The Market and Potential Success.....	page 26
Competition Revenue Models.....	page 27
Summary Review.....	page 27
Reasons to make Presentations on LIX.....	page 28
Product Marketing.....	page 29
Viral Marketing and It's Effects.....	page 30
LIX Platform Display.....	page 34
LIX Account Manager.....	page 35
Branding the Business.....	page 36
The Classified Advertising Market.....	page 37
Statistics, eBay – a growing global portfolio	page 39
Craigslis.....	page 40
Directors, Executives, and Significant Employees.....	page 41
Interest of Management and others in Certain Transactions.....	page 43
Executive Compensation.....	page 44

Description of Property	page 44
Security Ownership of Management and Certain Security Holders	page 44
Stock Option Plan	page 44
Indemnification of Directors, Officers, and Employees	page 44
Legal Proceedings	page 45
Procedure for Subscribing	page 45
Financial Statements Notification	page 45
Principal Shareholders	page 45
Description of Securities	page 46
Intellectual Property.....	page 46
Dilution Table.....	page 47
Corporate Profile	page 47
Exhibit "A" Purchaser Questionnaire	page 49
Section one- Biographical Information.....	page 50
Section two- Investor Classification.....	page 51
Section three- Misc.....	page 52
Exhibit "B" Subscription Agreement	page 53
Signature Page- Individuals Purchaser	page 56
Signature Page- Non -Incorporated Purchasers	page 57
Signature Page – Corporation Purchaser.....	page 58
Signature Page- Partnership Purchasers	page 59
Signature Page- Trust Purchasers	page 60

INVESTOR NOTICES

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

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

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

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

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

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN EVALUATING THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE UNITS. INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, BUSINESS OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT SUCH INVESTOR'S OWN ATTORNEY, BUSINESS ADVISOR AND TAX ADVISORS AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE INVESTMENT DESCRIBED IN THIS MEMORANDUM AND

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

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

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

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

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

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

THE COMPANY MAY SELECT A BROKER-DEALER OR DEALERS ("SELECTED DEALERS") THAT ARE MEMBERS OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS ("NASD") AS WELL AS QUALIFIED "FINDERS" AS DEFINED IN SECURITIES LAWS OF THE UNITED STATES TO ASSIST IN THE PLACEMENT OF UNITS.

EACH OFFEREE MAY MAKE INQUIRIES OF THE COMPANY WITH RESPECT TO THE COMPANY'S BUSINESS OR ANY OTHER MATTER RELATING TO THE COMPANY OR AN INVESTMENT IN THE UNITS AND MAY OBTAIN ANY ADDITIONAL INFORMATION THAT SUCH PERSON DEEMS TO BE NECESSARY IN CONNECTION WITH MAKING AN INVESTMENT DECISION IN ORDER TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM (TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE). IN

CONNECTION WITH SUCH INQUIRY, ANY DOCUMENT THAT AN OFFEREE WISHES TO REVIEW WILL BE MADE AVAILABLE FOR INSPECTION AND COPYING OR FURNISHED, UPON REQUEST, SUBJECT TO THE OFFEREE'S AGREEMENT TO MAINTAIN SUCH INFORMATION IN CONFIDENCE AND TO RETURN THE SAME TO THE COMPANY IF THE RECIPIENT DOES NOT PURCHASE THE UNITS OFFERED HEREUNDER, ANY SUCH INQUIRIES OR REQUESTS FOR ADDITIONAL INFORMATION OR DOCUMENTS SHOULD BE MADE IN WRITING TO THE COMPANY ADDRESSED AS FOLLOWS:

FORWARD-LOOKING STATEMENTS

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

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

BLUE SKY LEGENDS

FOR 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 THIS PRIVATE PLACEMENT MEMORANDUM ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE PURCHASE PRICE OF THE INTEREST ACQUIRED BY A NON-ACCREDITED INVESTOR RESIDING IN THE STATE OF ALABAMA MAY NOT EXCEED 20% OF THE PURCHASER'S NET WORTH.

FOR 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 08.506. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS 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 A.S. 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.

FOR ARIZONA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF ARIZONA AND, THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER SUCH ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR ARKANSAS RESIDENTS ONLY THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 14(b) (14) OF 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 THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE PURCHASE PRICE OF THE INTEREST ACQUIRED BY AN UNACCREDITED INVESTOR RESIDING IN THE STATE OF ARKANSAS MAY NOT EXCEED 20% OF THE PURCHASER'S NET WORTH.

FOR CALIFORNIA RESIDENTS ONLY THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF THE SHARES. IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THE SHARES OR ANY INTEREST THEREIN OR TO RECEIVE ANY CONSIDERATION THEREFOR WITHOUT THE PRIOR CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES. THE SALE OF THE SHARES HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUANCE OF SUCH SECURITIES OR THE PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION PRIOR TO SUCH QUALIFICATION IS UNLAWFUL, UNLESS THE SALE OF THE SHARES IS EXEMPT FROM THE QUALIFICATION BY SECTION 25100, 25102 OR 25105 OF THE CALIFORNIA CORPORATION CODE.

FOR COLORADO RESIDENTS ONLY THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE COLORADO SECURITIES ACT OF 1981, AS AMENDED. 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 SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT AND THE COLORADO SECURITIES ACT OF 1981, AS AMENDED, IF SUCH REGISTRATION IS REQUIRED.

FOR CONNECTICUT RESIDENTS ONLY THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BANKING COMMISSIONER OF THE STATE OF CONNECTICUT, NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING OR THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR DELAWARE RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE DELAWARE SECURITIES ACT AND ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 7309(b)(9) OF THE DELAWARE SECURITIES ACT AND RULE 9(b)(9)(11) THEREUNDER. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER THE ACT OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR DISTRICT OF COLUMBIA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE DISTRICT OF COLUMBIA SECURITIES ACT SINCE SUCH ACT DOES NOT REQUIRE REGISTRATION OF SECURITIES ISSUES. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR FLORIDA RESIDENTS ONLY EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR THE PURCHASE OF THE SHARES HEREIN HAS THE RIGHT, PURSUANT TO SECTION 517.061(11) (a) (5) OF THE FLORIDA SECURITIES ACT, TO WITHDRAW HIS SUBSCRIPTION FOR THE PURCHASE AND RECEIVE A FULL REFUND OF ALL MONIES PAID WITHIN THREE BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT OR PAYMENT FOR THE SHARES 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 TELEGRAM TO THE COMPANY AT THE

ADDRESS SET FORTH IN THIS MEMORANDUM INDICATING HIS OR HER INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS ADVISABLE TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. IF THE REQUEST IS MADE ORALLY, IN PERSON OR BY TELEPHONE TO AN OFFICER OF THE COMPANY, A WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN MADE SHOULD BE REQUESTED.

FOR GEORGIA RESIDENTS ONLY THESE SECURITIES ARE BEING OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE GEORGIA SECURITIES ACT OF 1973 AND 10.WILL BE ISSUED OR SOLD IN RELIANCE ON PARAGRAPH (13) OF CODE 10-5-9 THEREOF AND, IN THE FUTURE, MAY NOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SUCH ACT PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SUCH ACT.

FOR HAWAII RESIDENTS ONLY THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE HAWAII UNIFORM SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 485-6(15) H.R.S. THEREUNDER, AND THEREFORE, CANNOT BE RESOLD OR TRANSFERRED UNLESS DULY REGISTERED OR QUALIFIED FOR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS.

FOR IDAHO RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT (THE "ACT") AND MAY BE TRANSFERRED OR RESOLD BY RESIDENTS OF IDAHO ONLY IF REGISTERED PURSUANT TO THE PROVISIONS OF THE ACT OR IF AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE INVESTMENT IS SUITABLE IF IT DOES NOT EXCEED 10% OF THE INVESTOR'S NET WORTH.

FOR ILLINOIS RESIDENTS ONLY THE SECURITIES OFFERED HEREBY WILL BE SOLD TO, AND ACQUIRED BY, PURCHASERS IN A TRANSACTION EXEMPTED UNDER SECTION 4.G OF THE ILLINOIS SECURITIES LAW OF 1953, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF ILLINOIS. UNLESS THESE SECURITIES ARE SO REGISTERED, THEY MAY NOT BE OFFERED FOR SALE OR RESOLD IN THE STATE OF ILLINOIS, EXCEPT AS A SECURITY OR IN A TRANSACTION EXEMPTED UNDER SAID ACT.

FOR INDIANA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 3 OF THE INDIANA BLUE SKY LAW AND ARE OFFERED PURSUANT TO AN EXEMPTION PURSUANT TO SECTION 23-2-1-2(b)(10) THEREOF AND MAY BE TRANSFERRED OR RESOLD ONLY IF SUBSEQUENTLY REGISTERED OR IF AN EXEMPTION FROM REGISTRATION IS AVAILABLE. INVESTORS SHOULD BE AWARE THAT THEY WOULD BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. INDIANA REQUIRES INVESTOR SUITABILITY STANDARDS OF A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS, AND AUTOMOBILES) OF THREE TIMES THE INVESTMENT BUT NOT LESS THAN \$75,000 OR A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS, AND AUTOMOBILES) OF TWICE THE INVESTMENT BUT NOT LESS THAN \$30,000 AND GROSS INCOME OF \$30,000.

FOR IOWA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE IOWA UNIFORM SECURITIES ACT (THE "ACT") AND ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 502.203(9) OF THE ACT. 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. INVESTORS SHOULD BE AWARE THAT THEY WOULD BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR KANSAS RESIDENTS ONLY THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE KANSAS SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE KANSAS SECURITIES COMMISSION. THEREFORE, THESE

SECURITIES CANNOT BE RESOLD OR OTHERWISE TRANSFERRED UNLESS THEY ARE REGISTERED UNDER APPLICABLE SECURITIES LAWS OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR KENTUCKY RESIDENTS ONLY THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE KENTUCKY SECURITIES ACT. THE KENTUCKY SECURITIES ADMINISTRATOR NEITHER RECOMMENDS NOR ENDORSES THE PURCHASE OF ANY SECURITY, NOR HAS THE ADMINISTRATOR PASSED UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION PROVIDED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR LOUISIANA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE LOUISIANA SECURITIES LAW, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER LIMITED AVAILABILITY OF THE 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. THE INVESTMENT IS SUITABLE IF IT DOES NOT EXCEED 25% OF THE INVESTOR'S NET WORTH.

FOR MAINE RESIDENTS ONLY THESE SECURITIES ARE BEING SOLD PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE BANK SUPERINTENDENT OF THE STATE OF MAINE UNDER SECTION 10502(2)(R) OF TITLE 32 OF THE MAINE REVISED STATUTES. THESE SECURITIES MAY BE DEEMED RESTRICTED SECURITIES AND AS SUCH THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS PURSUANT TO REGISTRATION UNDER STATE OR FEDERAL SECURITIES LAWS OR UNLESS AN EXEMPTION UNDER SUCH LAWS EXISTS.

FOR MARYLAND RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MARYLAND SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR MASSACHUSETTS RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MASSACHUSETTS UNIFORM SECURITIES ACT OR THE SECURITIES ACT OF 1933, AS AMENDED, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MASSACHUSETTS UNIFORM SECURITIES ACT IF SUCH REGISTRATION IS REQUIRED. UNDER THE MASSACHUSETTS UNIFORM SECURITIES ACT, AN ACCREDITED INVESTOR WHO IS A NATURAL PERSON SHALL NOT INVEST MORE THAN 25% OF HIS NET WORTH (EXCLUDING HIS PRINCIPAL RESIDENCE AND ITS FURNISHINGS) BUT INCLUDING THE NET WORTH OF HIS OR HER SPOUSE.

FOR MICHIGAN RESIDENTS ONLY THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE MICHIGAN SECURITIES ACT AND ARE BEING SOLD IN RELIANCE UPON THE EXEMPTION CONTAINED IN RULE 451.803.7 OF SUCH ACT. THE TRANSFERABILITY AND SALE OF THE SECURITIES ARE SUBJECT TO RESTRICTIONS, WHICH ARE SET FORTH HEREIN. THE TOTAL INVESTMENT IN UNITS FOR ANY MICHIGAN PURCHASER WHO IS NOT AN ACCREDITED INVESTOR MUST NOT EXCEED TEN PERCENT OF HIS NET WORTH (EXCLUSIVE OF RESIDENCE, FURNISHINGS AND AUTOMOBILES).

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

FOR MISSISSIPPI RESIDENTS ONLY THESE SECURITIES ARE OFFERED PURSUANT TO A CERTIFICATE OF REGISTRATION ISSUED BY THE SECRETARY OF STATE OF MISSISSIPPI PURSUANT TO

RULE 477, WHICH PROVIDES A LIMITED REGISTRATION PROCEDURE FOR CERTAIN OFFERINGS. THE SECRETARY OF STATE DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES THE SECRETARY OF STATE PASS UPON THE TRUTH, MERITS, OR COMPLETENESS OF ANY OFFERING MEMORANDUM FILED WITH THE SECRETARY OF STATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR MISSOURI RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE MISSOURI UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR MONTANA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES ACT OF MONTANA, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR NEBRASKA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES ACT OF NEBRASKA, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR NEVADA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEVADA SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR NEW HAMPSHIRE RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEW HAMPSHIRE UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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. THE INVESTMENT IS SUITABLE IF IT DOES NOT EXCEED 10% OF THE INVESTOR'S NET WORTH.

FOR NEW JERSEY RESIDENTS ONLY PROSPECTIVE INVESTORS WHO ARE NEW JERSEY RESIDENTS AND WHO ACCEPT AN OFFER TO PURCHASE THE UNITS PURSUANT TO THIS MEMORANDUM, ARE HEREBY ADVISED THAT THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. NEITHER THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY NOR THE BUREAU OF SECURITIES HAS PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR NEW MEXICO RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES BUREAU OF THE New Mexico DEPARTMENT OF REGULATION AND LICENSING, NOR HAS THE SECURITIES BUREAU PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR NEW YORK RESIDENTS ONLY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE HAS NOT CLEARED THIS MEMORANDUM. 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. THIS MEMORANDUM DOES NOT CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY ARE MADE NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS OF DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

FOR NORTH CAROLINA RESIDENTS ONLY IN MAKING 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. ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY Has NOT Recommended THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO THE 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 WOULD BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR 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 THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR OHIO RESIDENTS ONLY THE UNITS AND THEIR COMPONENT SECURITIES ARE BEING OFFERED PURSUANT TO AN EXEMPTION FROM FEDERAL REGISTRATION UNDER SECTION 4(2) OF THE SECURITIES ACT OF 1933, AS AMENDED, AND/OR REGULATION D PROMULGATED THEREUNDER, AND PURSUANT TO AN EXEMPTION FROM REGISTRATION IN THE STATE OF OHIO UNDER OHIO REVISED CODE SECTIONS 1707.03(D) AND/SECTION 1707.03(Q). THIS OFFERING HAS NOT BEEN APPROVED OR DISAPPROVED UNDER THE OHIO SECURITIES ACT, AS AMENDED, OR BY THE OHIO DEPARTMENT OF COMMERCE, DIVISION OF SECURITIES, NOR HAS THE DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR OKLAHOMA RESIDENTS ONLY THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE OKLAHOMA SECURITIES ACT. THE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND MAY NOT BE SOLD OR TRANSFERRED FOR VALUE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF THEM UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND/OR THE OKLAHOMA SECURITIES ACT, OR AN OPINION OF COUNSEL SATISFACTORY TO, THE ISSUER THAT SUCH REGISTRATION IS NOT REQUIRED UNDER SUCH ACT OR ACTS.

FOR OREGON RESIDENTS ONLY IN MAKING INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THESE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY Has NOT Recommended THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THE DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR PENNSYLVANIA RESIDENTS ONLY SHARES SOLD TO RESIDENTS OF THE COMMONWEALTH OF PENNSYLVANIA CAN ONLY BE TRANSFERRED IN ACCORDANCE WITH THE PROVISIONS OF THE PENNSYLVANIA SECURITIES ACT SUBJECT TO THE FOLLOWING CONDITIONS: (1) EACH PENNSYLVANIA RESIDENT WHO SUBSCRIBES FOR SHARES MUST EXECUTE AND DELIVER TO THE COMPANY THE ENCLOSED SUBSCRIPTION AGREEMENT WHEREBY THE SUBSCRIBER AGREES NOT TO SELL SUCH SECURITIES PURCHASED BY HIM FOR A PERIOD OF TWELVE (12) MONTHS FROM THE DATE OF PURCHASE THEREOF; AND (2) EACH PENNSYLVANIA RESIDENT WHO SUBSCRIBES FOR ANY SHARES HAS THE RIGHT, PURSUANT TO SECTION 207 OF THE PENNSYLVANIA SECURITIES ACT, TO WITHDRAW HIS SUBSCRIPTION AND RECEIVE A FULL REFUND OF ALL MONIES PAID, WITHIN TWO (2) BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT OR PAYMENT FOR SUCH SHARES HAS BEEN MADE, WHICHEVER IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY SUCH PERSON. TO ACCOMPLISH THIS WITHDRAWAL A SUBSCRIBER NEED ONLY SEND A LETTER OR TELEGRAM TO THE COMPANY, INDICATING HIS INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE IT IS RECEIVED, AND TO EVIDENCE THE TIME WHEN IT WAS MAILED. IF A REQUEST IS MADE ORALLY (IN PERSON OR BY PHONE), WRITTEN CONFIRMATION SHOULD BE REQUESTED THAT IT HAS BEEN RECEIVED.

FOR RHODE ISLAND RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE BLUE SKY LAW OF RHODE ISLAND, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR SOUTH CAROLINA RESIDENTS ONLY IN MAKING INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS NOT RECOMMENDED THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. 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 WOULD BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR SOUTH DAKOTA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER CHAPTER 47-31 OF THE SOUTH DAKOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF FOR VALUE EXCEPT PURSUANT TO REGISTRATION, EXEMPTION THEREFROM, OR OPERATION OF LAW. EACH SOUTH DAKOTA RESIDENT PURCHASING ONE OR MORE WHOLE OR FRACTIONAL UNITS MUST WARRANT THAT HE HAS EITHER (1) A MINIMUM NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF \$30,000 AND A MINIMUM ANNUAL GROSS INCOME OF \$30,000 OR (2) A MINIMUM NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF \$75,000. ADDITIONALLY, EACH INVESTOR WHO IS NOT AN ACCREDITED INVESTOR OR WHO IS AN ACCREDITED INVESTOR SOLELY BY REASON OF HIS NET WORTH, INCOME OR AMOUNT OF INVESTMENT, SHALL NOT MAKE AN INVESTMENT IN THE PROGRAM IN EXCESS OF 20% OF HIS NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES).

FOR TENNESSEE RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE TENNESSEE SECURITIES ACT OF 1980, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR TEXAS RESIDENTS ONLY THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE TEXAS SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE TEXAS SECURITIES COMMISSION. THEREFORE, THESE SECURITIES CANNOT BE RESOLD OR OTHERWISE TRANSFERRED UNLESS THEY ARE REGISTERED UNDER APPLICABLE SECURITIES LAWS OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE SECURITIES HEREIN DESCRIBED HAVE NOT BEEN QUALIFIED OR REGISTERED FOR SALE IN TEXAS. ANY REPRESENTATION TO THE CONTRARY OR CONSUMMATION OF SALE OF THESE SECURITIES IN TEXAS PRIOR TO QUALIFICATION OR REGISTRATION THEREOF IS A CRIMINAL OFFENSE.

FOR UTAH RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE UTAH UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR VERMONT RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE VERMONT SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR VIRGINIA RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE VIRGINIA SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR WASHINGTON RESIDENTS ONLY THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, THE WASHINGTON ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED OR RECOMMENDED THIS OFFERING OR THIS MEMORANDUM, AND THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, AS AMENDED, AND THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT AND THE SECURITIES ACT OF WASHINGTON CHAPTER 21.20 RCW OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR WEST VIRGINIA RESIDENTS ONLY THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING THESE SECURITIES HAS NOT BEEN FILED WITH THE WEST VIRGINIA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND NOR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATIONS TO THE CONTRARY IS A CRIMINAL OFFENSE.

FOR WISCONSIN RESIDENTS ONLY THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE WISCONSIN UNIFORM SECURITIES LAW, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE 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.

FOR WYOMING RESIDENTS ONLY PURCHASERS MUST HAVE EITHER (i) A NET WORTH OF AT LEAST \$250,000 OR (ii) INVEST NO MORE THAN 20% OF THEIR NET INCOME. IN MAKING ALL SUCH CALCULATIONS SUBSCRIPTIONS MUST EXCLUDE FROM THE CALCULATION OF SUCH NET WORTH THE FAIR MARKET VALUE OF THEIR HOMES, FURNISHINGS AND AUTOMOBILES.

Neither the delivery of this Memorandum nor any sale made hereunder shall, under any circumstances, create any implication that the information contained herein is correct as of any date subsequent to the date hereof.

FOR RESIDENTS OF ALL STATES THE UNITS AND SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF CERTAIN STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH STATE LAWS. THE SECURITIES ARE SUBJECT IN VARIOUS STATES TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND SUCH STATE LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, or HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

ADDITIONAL STATE NOTICES

Residents of Illinois must have either (i) a net worth or a joint net worth with the person's spouse of at least \$1,000,000, or (ii) an individual income or joint income with the person's spouse in excess of \$800,000 in each of the two most recent years, or (iii) is expected to have an income in excess of \$800,000 in the current year or, (iv) is not a natural person and in which at least 90% of the equity interest is owned by persons who meet either the net worth or income and net worth requirement above.

Residents of Indiana must have (i) a net worth (exclusive of home, furnishings and automobiles) of three (3) times the investment but not less than \$75,000 or (ii) a net worth (exclusive of home, furnishings and automobiles) of twice the investment but not less than \$30,000 and a gross income of \$30,000.

Residents of Kentucky must have either (i) a net worth of at least \$100,000 or (ii) a net worth of at least \$25,000 and an annual income of at least \$25,000.

Residents of North Carolina must have either (i) a net worth of at least \$100,000 or (ii) a net worth of at least \$25,000 and an annual income of at least \$25,000.

Residents of Pennsylvania may not subscribe for amounts in excess of 20% of their net worth.

Residents of South Dakota purchasing one or more whole or fractional Units must warrant that he or she has either (i) a minimum net worth (exclusive of home, furnishings and automobiles) of \$30,000 and a minimum gross income of \$30,000 or (ii) a minimum net worth (exclusive of home, furnishings and automobiles) of \$75,000. Additionally, each investor who is not an Accredited Investor or who is an Accredited Investor solely by reason of his or her net worth, income or amount of investment, shall not make an investment in excess of 20% of his or her net worth (exclusive of home, furnishings and automobiles).

Residents of Wisconsin must have either (i) a net worth of at least \$75,000 or (ii) a net worth of at least \$30,000 and an annual gross income of at least \$30,000.

Residents of Wyoming must have either (i) a net worth of at least \$250,000. or (ii) invest no more than 20% of their net income. In making all such calculations subscribers must exclude from the calculation of such net worth the net fair market value of their homes, furnishings and automobiles.

Regulation D

Rule 506 of Regulation D is considered a "safe harbor" for the private offering exemption of Section 4(2) of the Securities Act. Companies using the Rule 506 exemption can raise an unlimited amount of money. A company can be assured it is within the Section 4(2) exemption by satisfying the following standards:

- The company cannot use general solicitation or advertising to market the securities;
- The company may sell its securities to an unlimited number of "accredited investors" and up to 35 other purchases. Unlike Rule 505, all non-accredited investors, either alone or with a purchaser representative, must be sophisticated—that is, they must have sufficient knowledge and experience in financial and business matters to make them capable of evaluating the merits and risks of the prospective investment;
- Companies must decide what information to give to accredited investors, so long as it does not violate the antifraud prohibitions of the federal securities laws. But companies must give non-accredited investors disclosure documents that are generally the same as those used in registered offerings. If a company provides information to accredited investors, it must make this information available to non-accredited investors as well;
- The company must be available to answer questions by prospective purchasers;
- Financial statement requirements are the same as for Rule 505; and
- Purchasers receive "restricted" securities, meaning that the securities cannot be sold for at least a year without registering them.

While companies using the Rule 506 exemption do not have to register their securities and usually do not have to file reports with the SEC, they must file what is known as a "Form D" after they first sell their securities. Form D is a brief notice that includes the names and addresses of the company's owners and stock promoters, but contains little other information about the company.

JURISDICTIONAL NOTES

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

Risk Factors

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

Financial Projections Notice

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

Speculative Investment

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

Determination of Offering Price

The offering price of the Units and the representative amount of shares offered per unit has been arbitrarily determined by the Company and is not based on book value, assets, earnings or any other recognizable standard of value.

Dilution

The sale of the Units and the common stock issued therewith will result in dilution of current shareholders. If the placement were fully subscribed, there would be 5,000,000 additional shares issued. Those issued and outstanding shares would represent a 55% ownership of the company. Those will be issued as "Non-Restricted Securities" subject to the rules and regulations of Regulation D.

Restrictions on Transferability

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

No Public Market

There is no public, or private, market for the Units and there can be no assurance that a market will develop, or that the purchasers will be able to resell the Units offered hereby at the offering price or any other price. The Units have not been registered under the Securities Act of 1933, as amended, or under any state securities laws and are restricted securities for the purposes of federal and state securities laws. The Units cannot be sold unless subsequently registered under such laws or unless, in the opinion of counsel to the Company, an exemption from registration is available. As a result of these limitations on transferability, any purchaser must bear the economic risk of an investment in the Units for an indefinite period of time.

In addition, the company or its' stock currently does not trade on any exchange. There can be no assurance that they will. Even if applicable exemptions from registration exist, there may be no public market for the sale of the securities.

Stock Sale Rule

Rule 15c2-6, under the 34 Act imposes additional sales practice requirements on broker-dealers who sell securities subject to that rule to persons other than current customers and Accredited Investors. Where the market value of the Common Stock is below \$5.00 per share, sales of the shares in brokerage transactions are subject to the Rule. For transactions covered by the Rule, broker-dealers must make a special suitability determination for each purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Consequently, the ability of purchasers in this offering to sell the Securities in the secondary market may be affected.

Limited Operating History

This is a development stage company. It was solely incorporated and created to fully develop the business of which this Private Placement Memorandum puts forth. As of this date, no revenues and no sales have occurred. Level IX is also a development stage corporation and is wholly-owned by (The Company) and as of this date, no revenues and no sales have occurred. Neither Company has any debt.

Plan of Distribution

This is an offering of the issuer. There currently are no underwriters or broker-dealers associated with the offering. The issuer has identified a potential affiliated "finder"- That corporation has pre-existing relationships that would be valuable to the issuer for the purposes of funding this offering. In addition, that corporation will develop relationships that will also be valuable to the issuer for the purposes of funding this offering. .

Broker-Dealers / Underwriter Fees

The issuer currently has no relationships with broker-dealers or underwriters. However, if these relationships were to develop the issuer would allow commissions to be paid to broker-dealers or underwriters for services rendered. The commissions would be 10% per classification. Broker-dealers and or Underwriters would be entitled to an additional 5% for fees associated with services rendered for purposes of distribution and sale of securities of this offering.

Finder's fees

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

Lack of Escrow for Offering Proceeds

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

Offering Minimum

There is no minimum number of Units set to be sold by the issuer in making this offering and there can be no assurance that the Company will be able to sell all or any specified number of the Units.

Offering Period

This Offering will terminate at either: (1) the full placement of the Units described herein or (2) the termination date of the Offering, which is January 1, 2012, unless, extended by the issuer, so long as an exemption will still exist, at the discretion of the issuer.

Use of Proceeds

The issuer expects to receive aggregate gross proceeds from the Offering of approximately \$3,000,000 net amounts paid in commissions, costs of capital, syndication expenses, marketing expenses and consulting fees, for the up-front cost of capital. The issuer plans on using these funds to lease facilities for the implementation of its' direct marketing email, call and support program, to fully equip those facilities and to maintain those facilities. It is the intention of the issuer to lease an office, outfit that office with internet access to maintain an average of 50 workers that will maintain a sustained email campaign to ignite a viral acceleration of membership in our online personal and professional presentation platform and provide customer support. LIX is designed to bring the online classified ad business into the 21st Century. The new platform will provide users the tools to post multiple online ads using video, slideshow, voice-over, links and more in a clean, user friendly one page posting user interface, which will be connected to a worldwide searchable database. The posters will be allowed to develop and edit these post from an 'Account Manager'. The Account Manager may be accessed with a user name and password 24 hrs a day, 7 days a week for a monthly fee of \$10.99. Each account will be allowed to post multiple monthly editable postings for one price with modern technology in a simple user interface. Bringing for the first time to the general public, a website solely dedicated to posting online classified ads for personal and professional marketing with 21st century technology.

Subsidiary – definition

The Company maintains a wholly-owned subsidiary called Level IX. The subsidiary may be used to roll out the product LIX, into the public market so as not to dilute the original shareholders while maintaining the full benefits of a publicly trading company combined with a very successful product. (However, the company intends to pay cash dividends while non-public)

A **subsidiary**, in business matters, is an entity that is controlled by a bigger and more powerful entity. The controlled entity is called a company, corporation, or limited liability company, and the controlling entity is called its parent (or the parent company). The reason for this distinction is that a lone company cannot be a subsidiary of any organization; only an entity representing a legal fiction as a separate entity can be a subsidiary. While individuals have the capacity to act on their own initiative, a business entity can only act through its directors, officers and employees.

The most common way that control of a subsidiary is achieved is through the ownership of shares in the subsidiary by the parent. These shares give the parent the necessary votes to determine the composition of the board of the subsidiary and so exercise control. This gives rise to the common presumption that 50% plus one share is enough to create a subsidiary. There are, however, other ways that control can come about and the exact rules both as to what control is needed and how it is achieved can be complex (see below). A subsidiary may itself have subsidiaries, and these, in turn, may have subsidiaries of their own. A parent and all its subsidiaries together are called a group, although this term can also apply to cooperating companies and their subsidiaries with varying degrees of shared ownership.

Subsidiaries are a common feature of business life and most if not all major businesses organize their operations in this way. Examples include holding companies such as Berkshire Hathaway, Time Warner, or Citigroup as well as more focused companies such as IBM, or Xerox Corporation. These, and others, organize their businesses into national or functional subsidiaries, sometimes with multiple levels of subsidiaries. [Reference Wikipedia]

As the owner of the subsidiary, the parent corporation may control the activities of the subsidiary. This arrangement differs from a merger, in which a corporation purchases another company and dissolves the purchased company's organizational structure and identity.

Subsidiaries can be formed in different ways and for various reasons. A corporation can form a subsidiary either by purchasing a controlling interest in an existing company or by creating the company itself. When a corporation acquires an existing company, forming a subsidiary can be preferable to a merger because the parent corporation can acquire a controlling interest with a smaller investment than a merger would require. In addition, the approval of the stockholders of the acquired firm is not required as it would be in the case of a merger.

When a company is purchased, the parent corporation may determine that the acquired company's name recognition in the market merits making it a subsidiary rather than merging it with the parent.

A subsidiary may also produce goods or services that are completely different from those produced by the parent corporation. In that case it would not make sense to merge the operations.

Corporations that operate in more than one country often find it useful or necessary to create subsidiaries. For example, a multinational corporation may create a subsidiary in a country to obtain favorable tax treatment, or a country may require multinational corporations to establish local subsidiaries in order to do business there.

Wholly Owned Subsidiary – definition

A wholly owned subsidiary is a subsidiary whose parent company owns 100% of its common stock.

THE OFFERING

Securities Offered:	240 Units
Offering Price:	\$12,500 per Unit
Minimum Purchase:	1 Unit
Shares Outstanding Prior to Offering:	9,835,249 Shares of Common Stock
Shares Outstanding After Offering:	12,835,249 Shares of Common Stock
As of original date of offering:	(Assuming Full Subscription)

Use of Proceeds: The issuer expects to receive aggregate gross proceeds from the Offering of approximately \$3,000,000 net amounts paid in commissions, costs of capital, syndication expenses, marketing expenses and consulting fees, for the up-front cost of capital. The issuer plans on using these funds to lease facilities for the implementation of its' direct marketing email, call and support program, to fully equip those facilities and to maintain those facilities. It is the intention of the issuer to lease an office, outfit that office with internet access to maintain an average of 50 workers that will maintain a sustained email campaign to ignite a viral acceleration of membership in our online personal and professional presentation platform and provide customer support. LIX is designed to bring the online classified ad business into the 21st Century. The new platform will provide users the tools to post multiple online ads using video, slideshow, voice-over, links and more in a clean, user friendly one page posting user interface, which will be connected to a worldwide searchable database. That website and User Interface has been completed. The posters are allowed to develop and edited their post from an 'Account Manager'. The Account Manager may be accessed with a user name and password 24 hrs a day, 7 days a week for a monthly fee of \$10.99. Each account holder is allowed to post multiple monthly editable postings for one price with modern technology in a simple user interface. Bringing for the first time to the general public, a website solely dedicated to posting online classified ads for personal and professional marketing with 21st century technology.

Risk Factors:

The Company is an early development stage company that has no current history of revenues or operating history. An investment in the Units offered in this Confidential Private Placement Memorandum is speculative and involves a high degree of risk, including risks associated with the continued development of the Company's products, market acceptance of the Company's products, the availability of additional financing, development of competitive technologies, compliance with regulatory laws, general economic conditions and other risks generally associated with development stage companies.

(The Company is ready to launch the product with proceeds from this offering and drive robust revenue)

Best Efforts Offering:

The Company is offering the Units on a "best efforts" basis. There is no minimum number of Units that need to be sold by the Company in making this offering and there can be no assurance that the Company will be able to sell all or any specified number of the Units. The Company may utilize net proceeds immediately for any of the purposes set forth in the "Use of Proceeds" section of the Memorandum.

The Company will provide its shareholders with an annual report, and quarterly updates of the progress and status of the Company. Investor Qualifications: The Units are being offered to investors who meet suitability standards. Each investor will be required to execute an Investment Representation and Subscription Agreement for the Units to be purchased, making certain representations therein with respect to income, net worth, experience and risk tolerance.

The Company

LIX - is the product name for our global personal and professional online marketing community.

LIX is a product of The Worldwide Exchange, a Nevada Corporation. The Company is currently based in Playa Vista, California and wants to provide a new online window for presentations for people looking for and offering things like jobs, apartments, cars, relationships, and many other items for sell, trade and free exchange. In addition, this platform will allow users anywhere and anytime to find and motivate each other to receive, give, buy, sell, market, hire, interview, and communicate effectively in local online communities as well as around the world by employing 21st Century technology in user friendly interface featuring video, slideshow, voice-over, links and more. The experience will be enhanced by the use an 'Account Manager' which may be accessed 24hrs per day, 7 days a week to create multiple editable presentations connected to a worldwide searchable data base, free people searching ads and only \$10.99 per month for Account managers.

LIX – the story

One day a person thought, Craigslist is a great tool. But wished it had a more vivid display to search and to present things. Then that person went to eBay and thought, well this is a place I can do business and find things I need. But that person found eBay to be very cumbersome, and costly. eBay charges for everything and even take's money if you are unsuccessful in auctioning off your goods. That person was me, Steven O. Butler. President & CEO of The Worldwide Exchange.

I thought there needed to be a place that allowed users to communicate as if they owned a Beverly Hills store. This store could be shown around the world - but without the hassles of being in a busy marketplace with no parking, too many rules and not enough space.

I decided to create LIX as a beautiful web experience with music, color and visually pleasing pages that will bring to life the daily interactions of commerce, human interaction and desire. Each user would have the ability to customize his or her space by creating beautiful presentations, of pictures, music and more to enhance the experience of all users in the LIX community.

I wanted all users to have a more personal experience to enjoy moving commerce on the web. One would be able to use LIX as they use Craigslist, but with a much more vivid display, which would also include the ability to add your voice.

LIX – the website

The community will include, online classified advertising, job searching, the ability to promote concerts, bands, community activities, free or for fee exchange of goods and services, apartment listings and all the things that are important to the daily lives of people. Most of all, the site will provide a new "super visually" rich environment allowing users to communicate their desires more effectively. Thus appealing in a stronger manner than just plain text, which is generally all a user gets with traditional classified ads. It is our hope that this "visually rich" environment will stimulate the senses of visitors and increase commerce on the site by allowing the sellers and the buyers and the promoters to motivate their potential clients to act by stimulating the senses of sight and sound.

The website will consist of a searchable data base populated with the items, events and personals of our users, uploaded to "beautiful multi-functional" personalized web pages categorized by location, item, group, community, city, state, country or intention, to be searched locally or worldwide.

LIX will bring a revolutionary new approach to presentations for online classified ads. LIX will give users access to software that allows them to create stunning presentations, manage them intelligently and

share them in an online classified ad searchable database, an online marketplace where you can find all the content and services you might need. Imagine searching great presentations that go beyond traditional tools and harness the power of the Internet in a global online interface. Do you think that would be worth \$10.99 per month to “really” get your point across?

This is the outline of how the LIX website functions:

I. The Home Landing Page

- A. Allows you to enter as a Visitor for free/ or as “Posting Member”
- B. To enter as a Visitor, just click GO!

II. The Visitor Home and Search Page

- A. Allows for a General Search or a Personal Search
 - 1. General Search-
 - Search for any items listed on the site
 - Search by Category and Sub-Category
 - May add a key word(s) to your search
 - In same search box- check by Country or Region, City, State, Zip code, Or distance from your location or distance from any location entered
 - 2. Personal Search-
 - Search characteristics such as age, height, eye color, intentions, Categories, sub-categories, key word(s) and Country or Region City, State, Zip Code, or distance from your location or distance from any location entered.
- **You may also refine search by presenting a “time-line”**
- 1. Begin Date – End Date
 - 2. Beginning time – Ending time
 - 3. And or days (example 1, 5, 10, 30, 60 etc)

Note: The Search is facilitated throughout the site using a drop down menu, which may be accessed from any page on the top menu bar and moved to any point on the web page for the convenience of the user.

III. The General Search Results Page

- A. Welcomes you to a beautiful multi-level photo gallery
- B. “Thumbnail photos” of the main photo for each presentation display for search
- C. The first sentence of the presentation statement is included below thumbnail photo
- D. Just “Click” on the “thumbnail photo” and view the full presentation

IV. The Presentation Profile

- A. First you have a main Profile Photo
 - This photo acts as your “Identifier” and is the “Thumbnail Photo” shown in Search Results
 - To the right of the Profile Photo is a “**Personal Statement**”. The personal statement will allow you to write your story- or describe your product- or write your pitch for your service, your offer, or your request
 - You may add “**Background Music**” or use the background music control to add a “**Voice-Over**” file that will play, when in the “on” position, for your visitors or yourself upon arrival
 - Below the Profile main photo will be a “**Still Image Gallery**”. It is used to view images one at a time or as a “slide-show” presentation, giving the visitor an array of impressions and visions of your items, services, or any of the things you wish to display

- As an added bonus, the next level down features a **"Video Slide Show Library"**. Here you may display several videos that may be accessed one at a time by a simple "click" for your visitors to experience

- Below the **"Video Slide Show Library"** is an area where you may add **"Links"** to any other web areas on the Internet that you feel will assist you in reaching your goals with that presentation. (I.e. PayPal, other corporate sites, a modeling site you are on or other social sites, etc.)

- Finally, there one more link located in the middle of the presentation page.

It is called **"View my Other Presentations"**. This gives you more opportunities to be successful in achieving your goals by allowing cross marketing to take place without an additional "category search". That means more opportunities to succeed at communicating and connecting.

The Presentation Profile Pages we have been referring to are available for any and every "legal" item, service, or goods you might want to buy, sell, or trade. You may create as many presentations as your "Member Account" has storage capacity to maintain. Extra storage may be available is desired.

V. The Personals Presentation Platform Profile

By clicking on the personals tab, a visitor or a member may search for presentations that are specifically designed for personal needs and wants, like dating, networking, etc. Love and personal needs could be a "huge" driver of membership. Personal Presentations will include additional qualifiers like, eye color, height, intent, and more. Personals Presentations may appear in a general search result. But the personals tab will restrict the search to personals profile presentations only.

VI. The Account Manager

Presentation creation, personal information storage, and access to all areas for monitoring, communicating, editing and tagging will be centered in the 'Account Manager'. Upon signing up and joining the LIX community the user will be assigned an account manager. In the manager they will find the ability to post a single identifier photo and all the personal information such as name, address, credit card, and settings information. From the account manager the user will be able to access all areas of the site with the use function buttons listed either in the manager or on the top line of the upper tab area. The account manager may "only" be accessed by username and password or authorized company personnel.

VII. Mode

'Mode' is a special feature added to the site to help promote an ability for searchers and users to access the site with choice and without being subjected to stigma or unnecessary censorship. Any user may select a 'filtered mode' or 'unfiltered mode' for presentations and search. Filtered presentations and filtered searches will be blocked from view, unless an unfiltered search is selected.

VII. Last Search

'Last Search' is just what it says. We have an action button that will allow you to return to your last search you completed during your session, allowing you not to have to use the back button to find that page. (And most recently a language translator and "Password" protection for individual presentations)

The Market & Potential Success

Main Market Driver for our product LIX-

Build the Best Site for Customer Experience & the Ads and People will come

Our belief is that if we give people the ability to put their voice on the page, their videos on the page, their pictures on the page, music or other audio taped messages on the page, and the ability to place links to any other site or real estate on the world wide web to enhance their message, the experience of the poster and the visitor will become virtually "real" making it feel like they are really there communicating; which will result in greater satisfaction, higher rates of sells, more definitive hires, and an overall feeling of "it's about time!"

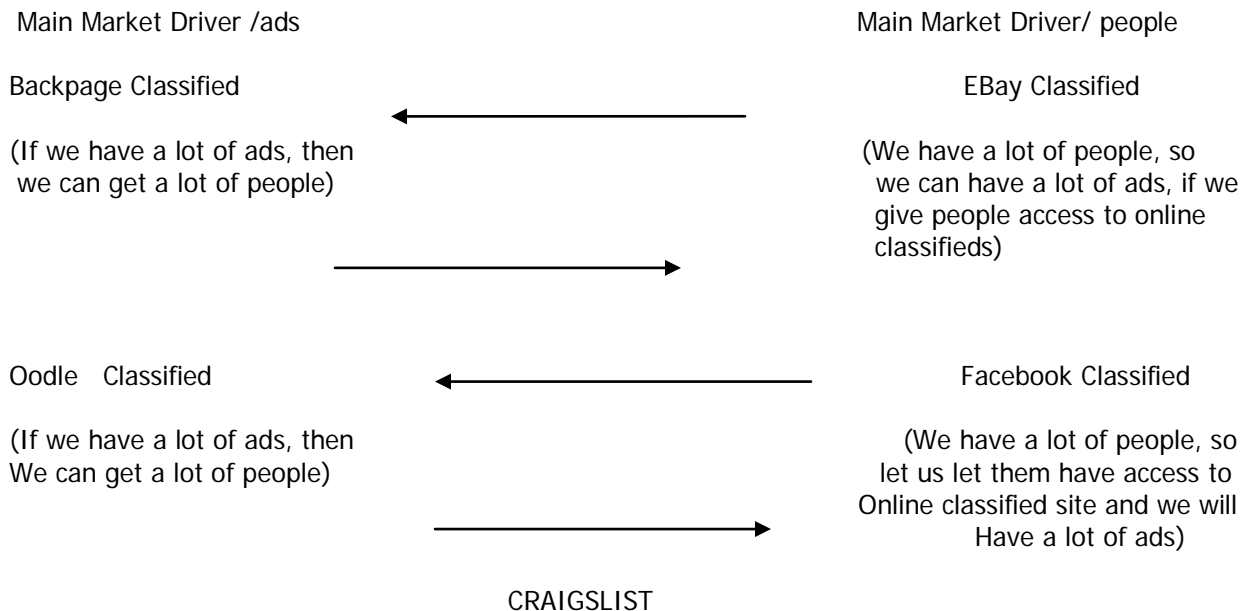
Combine that with total free access for visitors and a "monthly fee of \$10.99 per account" which would allow 24 hr access to your postings for edit or creation, plus the ability to place multiple ads per account on beautiful pages created with your own content, and in house email, plus cross sell links for your ads- LIX not only can compete, but once the people and the ads come, LIX could end up being the biggest winner.

Because LIX would use a "monthly per account fee", all categories would become monetized. If Craigslist can make over \$100 million dollars in annual revenue by charging in only '3' categories, what do you think LIX could make in annual revenue by monetizing 50, 100 or more categories. Because the LIX site uses a 'drop down' screen to list categories and not just a static list on a page, the number of categories and sub-categories is only limited by the imagination.

- There are no barriers to entry into this market except customer acceptance
- Since the need for the service is based on human need for shelter, work, play and commerce, the business could potentially last forever and repeat transactions can be endless
- The participants in the business are trying to 'attract' business- not kill business. There is no limited shelf space, there is no competition for a limited amount of distributors, there is no limited amount of real estate to be developed, there is no licenses needed to do business, there is no zoning needed to do business, there is no limited amount of resources that need to be mined or explored for production of the product, etc.
- In this billion dollar business, a site and marketing to enter the business can be built and executed for a few hundred thousand or a few million dollars depending on how good a job you want to do.
- The cost to carry each 'user' is pennies vs. dollars
- LIX is not a social networking site; it is and always will be a 'Personal and Professional online marketing platform connected to a worldwide searchable database. People will know exactly why they come there and will be glad that they did.

If you were in any business school in the world, this would be the prototype for a businessman's risk to take a small capital risk for a large and lifetime economic return.

Revenue models of the Competition
Free ads to find advertising money and up sell for extra pictures/ exposure



Revenue Model = Pay per ad in only three categories / all other ads are free

Main Market Driver - Has a lot of people and has a lot of ads/ plus name recognition

Craigslist has a lot of people and a lot of ads because it has been around for the longest and was first to the market, giving it the name recognition in the business. They have a "pay per ad" revenue model and only charge in 3 of its numerous categories. In July of 2010, Craigslist had 533 million visitors and approximately 60 million new ads. Craigslist has been reported to have a minimum of \$100 million dollars per year in revenue and charges less than 1% of its user base. With our monthly fee vs. per ad fee and account creation vs. per ad creation, we can Possibly monetize our entire user base. With just 1 million monthly avg. users we would be booking over \$130 million dollars per year at a 75-80% net profit.

What is missing from all of the players above in the online classified ad business?

Answer: Not one uses the "Customer Experience" as a Main Market Driver

Summary Review

Craigslist revenue is derived from 11 cities and all those cities are in the United States. They charge between \$25 to \$75 per ad for people listing jobs, apartments, some personals services, and any ad that could be considered a recruitment advertisement posting. The only exception is the \$10 per ad that is charged to brokers listing apartments in New York City.

It is reported that Craigslist receives approximately one million to two million new job listings each month. Each job listing cost the poster \$25 per post. These ads may not be edited without an additional charge and run for about 30 days. Craigslist is a private company and does not actually disclose its earnings. However, they do post Craigslist facts. On facts page Craigslist says that at least one million job ads are posted per month. That translates into 12 million job ads per year minimum at \$25 per. That

would translate into an annual gross income from that 'ONE CATEGORY' of 300 million dollars. It is widely known that online classified ad businesses operate at a 75 -80% net profit. That is perhaps the low end of our potential.

It is good to note why Craigslist is so successful. It was first to the market. In 1995 Craigslist took classified ads from the back of newspapers and placed them online. They used a simple interface and have not updated that interface, except for a few minor changes, in over 15 years. Now that the world is very comfortable doing business and searching for help online, Craigslist was the most recognizable name and had the widest presence. Now that people are comfortable with the web, they have now come to a point where the quality of their experience and the effectiveness of their experience has become desirable. The novelty has worn off the excitement of media, results and simplicity can drive user membership to over 100 million users on a monthly basis.

Reasons to make presentations on LIX

Reason 1 - The LIX presentation platform has a better "look and feel" than the plain black type and white background of a Craigslist ad posting.

Reason 2 – The LIX presentation platform allows the user to post not only a main profile picture, but a slideshow presentation and a video library to really inspire the visitor to respond and act positively toward the recruitment advertisement.

Reason 3 – The LIX presentation platform allows users to search from one window on any page of the site. The LIX search can be tailored by date, time, distance from user or any zip code entered, as well as country, town, city, state, and keyword.

Craigslist searches are area specific. If you want an Apartment in Los Angeles you first have to navigate to the Los Angeles area of the site, then you have to decide which part of Los Angeles that you want to look in and navigate to that area. Then the ads are only listed by date and sorted by latest first, which forces you to scroll to find opportunities. There are descriptions, but there are no photos initially to help you decide visually what may be appealing.

Reason 4 – Once you arrive at an ad post on Craigslist that is appealing to you, there is no opportunity to immediately see if the person who posted has other opportunities you may like. On LIX there is a link on all profile pages that says view my other presentations. This allows the user to see if similar attractive opportunities may exist from someone who has captured their interest and gives the person who posted the ad considerably more opportunities to recruit a visitor. This could be invaluable for a business or job recruiter. It would be especially important for people listing housing and apartment vacancies that need to be filled as soon as possible to limit revenue losses against expenses.

Reason 5- Craigslist charges \$25 to \$75 per recruitment advertising post and \$10 per apartment listing by brokers in New York City. LIX only charges \$10.99 per month for anyone who wants to be an advertising "poster". That member not only gets a main profile page, but may create multiple presentations for advertising based on the storage capacity supplied for member accounts. Each one of those post will have the main photo, the slideshow presentation capability, a video library accessible on the profile page, voice – over capability, background music, and cross marketing links. We believe the storage capacity will allow many profiles and we may allow greater storage upon request for cost or below.

Site analytics reported Craigslist received over 533 million visitors total in August of 2010 of which 60 million were unique visitors. Unique visitors are generally those who posted new ads. Remember, Craigslist only charges in 11 cities in 2 categories, although they are in 450 cities. With our 'Account Manager' model and monthly fee schedule, LIX could possibly monetize every category for ads.

To give you some perspective, if LIX could find just 1 million average monthly account holders, our policy of charging just \$10.99 per month for our posting accounts, LIX would be generating over \$10 million in gross revenue per month and over \$130 million dollars in gross revenues per year. Could you imagine 10 million users per month or more? In addition, the company would most likely be operating at a 75 – 80% net profit.

A prior offering was successful in funding the development and creation of the LIX site and we are now ready to offer it to the public. This private placement is being offered to enlist the assets needed to open our marketing office, which will house a sustained email/call/ and support effort to drive and maintain membership into the millions.

Product Marketing

- The business will be initially marketed by a direct emailing and support program.
- It is our intention to open a marketing office and staff it with an average of 50 people who will engage in a sustained email campaign in order to ignite our own viral effect and create a real firestorm of signed up users. We will have a pre-written email that will be cut and pasted into reply emails of persons and businesses that are already advertising on the web, especially those that are using current online classified ad sites such as Craigslist, Backpage, Oodle, and EBay Classifieds. In addition, our representative will emailing all contacts, associates and affiliates in their social networks, such as; Facebook, MySpace, Twitter, etc. The email will contain a link to our site, which we believe can sell itself, and information about how the company has set aside 6 months to one year for total free use of the site to allow for substantial growth in users who post and users who search.
- The start date and the “certain end date” one year later will be posted on the site and discussed in the sign up information. People will be informed that on “date certain” The site will go to a pay model of \$10.99 per month.
- The customer will be asked to log in a “credit card” during the sign up process. The credit card will not be charged, just verified and the information captured. However, a valid credit card will always have to be on the account to access your presentations, post presentations, create presentations, or edit presentations and the other functions available through the account manager.
- Our goal is to use the combined effects of “**Viral Marketing**” and the “Direct Emailing Program” to reach a minimum of **1 million customers** by the end of the first year “free trial Period” and then continue those programs to maintain that as the lowest level for a “mean retention rate” of customers coming and going.

Initial Emailing Group-

50 Representatives- \$10.00 or 10 Shares per hour/ per 8 hr day
52 weeks – 5 days a week-

Execution: Use outbound emailing to recruit and sign up *Active Subscribers*

Goal: 500,000 Active Subscribers – (with the hope each one person tells at least one more person)

Time frame: 1 year (52 weeks)

Daily Goal = 500,000 / 52 = 9,615 Subscriber sign ups per week

Minimum Phone Representatives: 50

Single person daily goal to help the Company in reaching subscriber goal

$9,615 / 50 = 192$ Sign ups Per Week / Per Representative

$192 / 5 = 38$ per day - $38 / 8\text{hrs} = 4.75$ per hour / Per Representative

The multiple effects of “Viral Marketing” could multiply our efforts exponentially allowing for several million users in the first year.

Considering the “New functionality” of our site, which should make the customer experience so much better than our rivals in the area of “professional and Personal marketing on the internet, our efforts should far exceed our own expectations.

Also, with the automation and technology available today for centralized management of out-bound calling, the company may determine:

- how many calls were made
- how many calls were connected
- where the calls are being connected
- the times during the day that the most calls are connected
- the average duration of calls
- which areas are connecting the most and at what times of the day-

With that information, combined with the information on locations from the zip codes used to verify the credit cards- we can go to a map and make extremely well informed decisions about how to add auxiliary, targeted, advertising to optimize the number of sign ups.

In addition, as implement automated “call center” technology the same workers will be able to simultaneously work as **out-bound emailing representative** and **in-bound customer service representatives**. Our company will be the only one of all the competitors listed that will provide real-time live human-beings to help retain customers, and to take in direct feed back to make sure the experience on the site is meeting customer needs. We feel this will set us apart even further in the market place and help establish our brand as customer friendly, professional, and responsive. This should increase our customer enrollment and retention, helping to maintain our “mean” of existing paying users.

Viral Marketing and Its’ Effects

Viral Marketing Defined

What does a virus have to do with marketing? Viral marketing describes any strategy that encourages individuals to pass on a marketing message to others, creating the potential for exponential growth in the message’s exposure and influence. **Like viruses, such strategies take advantage of rapid multiplication to explode the message to thousands, to millions.**

Off the Internet, viral marketing has been referred to as “word-of-mouth,” “creating a buzz,” “leveraging the media,” “network marketing.” But on the Internet, for better or worse, it’s called “viral marketing.” While others smarter than I have attempted to rename it, to somehow domesticate and tame it, I won’t try. The term “viral marketing” has stuck.

The Classic Hotmail.com Example

The classic example of viral marketing is Hotmail.com, one of the first free Web-based e-mail services. The strategy is simple:

1. Give away free e-mail addresses and services,
2. Attach a simple tag at the bottom of every free message sent out:
3. Then stand back while people e-mail to their own network of friends and associates,
4. Who see the message,
5. Sign up for their own free e-mail service, and then
6. Propel the message still wider to their own ever-increasing circles of friends and associates.

Like tiny waves spreading ever farther from a single pebble dropped into a pond, a carefully designed viral marketing strategy ripples outward extremely rapidly.

Elements of a Viral Marketing Strategy

Accept this fact. Some viral marketing strategies work better than others, and few work as well as the simple Hotmail.com strategy. But below are the six basic elements you hope to include in your strategy. A viral marketing strategy need not contain ALL these elements, but the more elements it embraces, the more powerful the results are likely to be. An effective viral marketing strategy:

1. Gives away products or services
2. Provides for effortless transfer to others
3. Scales easily from small to very large
4. Exploits common motivations and behaviors
5. Utilizes existing communication networks
6. Takes advantage of others' resources

Let's examine at each of these elements briefly.

1. Gives away valuable products or services

"Free" is the most powerful word in a marketer's vocabulary. Most viral marketing programs give away valuable products or services to attract attention. Free e-mail services, free information, free "cool" buttons, free software programs that perform powerful functions but not as much as you get in the "pro" version. Wilson's Second Law of Web Marketing is "[The Law of Giving and Selling](http://www.wilsonweb.com/wmta/basic-principles.htm)" (<http://www.wilsonweb.com/wmta/basic-principles.htm>). "Cheap" or "inexpensive" may generate a wave of interest, but "free" will usually do it much faster. Viral marketers practice delayed gratification. They may not profit today, or tomorrow, but if they can generate a groundswell of interest from something free, they know they will profit "soon and for the rest of their lives" (with apologies to "Casablanca"). Free attracts eyeballs. Eyeballs then see other desirable things that you are selling, and, presto! You earn money. Eyeballs bring valuable e-mail addresses, advertising revenue, and e-commerce sales opportunities. Give away something, sell something.

2. Provides for effortless transfer to others

Public health nurses offer sage advice at flu season: stay away from people who cough, wash your hands often, and don't touch your eyes, nose, or mouth. Viruses only spread when they're easy to transmit. The medium that carries your marketing message must be easy to transfer and replicate: e-mail, website, graphic, software download. Viral marketing works famously on the Internet because instant

We have designed our pages, our navigation, and our action commands with the I phone in mind. The spaces and locations for our commands and the design of our pages came from a desire to be able to use LIX in any medium without having to change the way it looks or works. If you can use a mouse, or your finger on a touch screen, or a remote control, you will be able to use LIX in its' completed form. Your information will be presented to fit nicely in your display screen, if that screen is on your computer, your phone, or a flat screen high definition television.

By doing this, our personal and professional marketing community, searchable worldwide, could be placed as a cable channel or placed on satellite television. LIX has been produced to be used on a cell phone, on a television screen, on a laptop or desktop computer without a design change, simply substituting your finger on touch screens or a mouse or remote will allow you to use all the functions.

With this type of planning our product could participate in all three media markets which are most dominate today and deliver a simple, professional and personal experience to interact in commerce, communication, and personal needs of today's social and professional online utility users.

When we execute our plan, meeting our one year goal of 1 million clients is very possible. With the design, functionality, the catchy name, and the dynamic growth of the market place we are entering, a significant media event could possibly propel this company to revenue levels beyond Craigslist which may be producing 300 million dollars a year in revenue from just one category. It is often said that luck is when preparation meets opportunity.

We are prepared.

President Commentary-

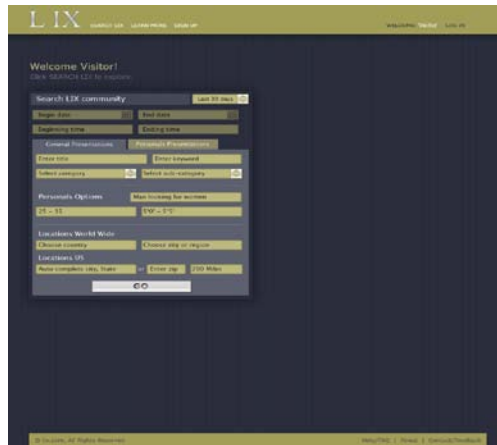
If I were to open the site to the public today, we would have customers tomorrow. Every day we have people asking to either work with us or when is our product going to be available. Every time we show the product, the response is overwhelming. I could be irresponsible to the product and our shareholders and just throw LIX to the public or we can do this right. Open an office, add support personnel, market the product everyday and field the thousands of calls from people who enjoy the product and want to get more out of it. I want to do the right thing. With a small amount of faith from investors, I can open an office, place students from local colleges in our customer support and marketing positions, and open up a whole new world of communication and marketing to a matured audience of people who go online to market themselves and their services at a rate of over 500 million per month and drive that kind of revenue and dividends for our shareholders. Venture Capital Firms and Angel Investors have stopped investing in dreams and have decided to pay premiums for existing company revenues. Facebook was a dream, Apple was a dream, Microsoft was a dream, Dell computer was a dream, Ford Motors was a dream, the airline industry was a dream, the internet itself was a dream. Had you invested in any of these dreams you would have more money than you can count or have the time to count. LIX is a dream that will mature into a company that will, in my opinion, be another company that shall be quoted among these icons of revolutionary change in their respective fields.

LIX

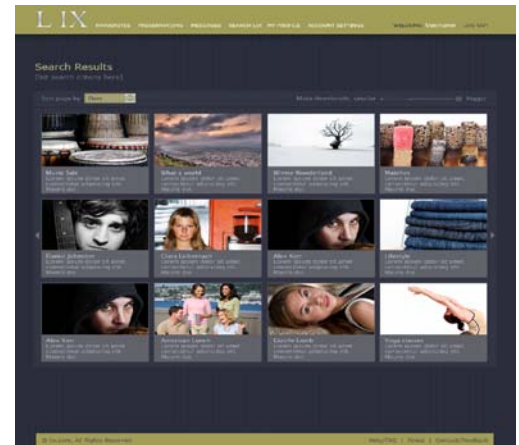
An online personal and professional marketing platform



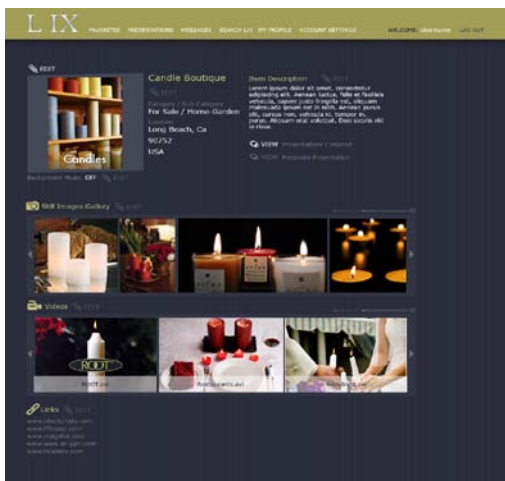
Enter as Member or Visitor



Visitor Starting Search Page



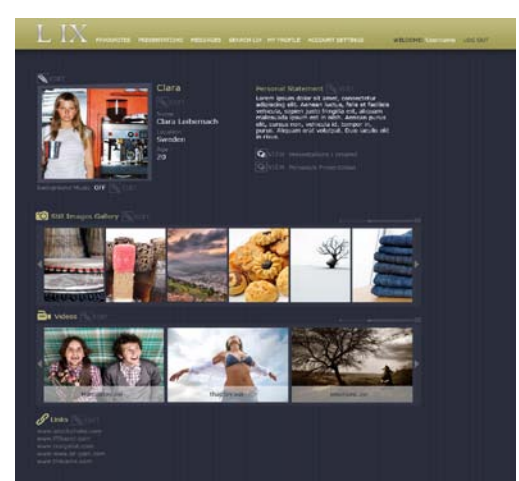
General Search Results



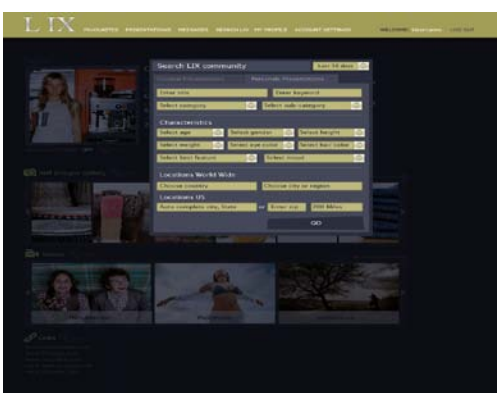
Business Presentation



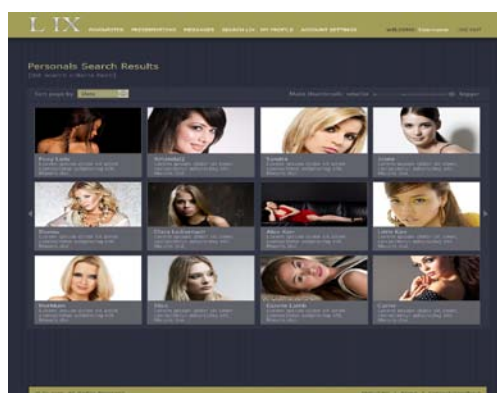
Other Presentations I created



Room Mate Presentation



Drop Down Search Box



Personals Search Results



Personal Presentation

Steven Butler

 EDIT EDIT

Personal Information

First Name Steven
Last Name Butler
Address1 7225 Crescent Park W
Address2 415
City Playa Vista
State CA
Country United States
Postal Code 90094
Date of Birth 1969-12-31
Email theworldwideexchange@msn.com
Phone (424) 205-1898

 EDIT

Account Information

Username Steven Butler
Password *****
Secret Question What was your first pet's name?
Secret Answer President

Billing Information

 EDIT

Default

Card Number 0123456789
Card Expiration 01/2010

 EDIT

Filtered

The LIX account manager is the central hub for someone who has paid the \$10.99 per month fee and becomes a monthly account member. This page is only accessible by the company and the user employing a username and password. From here, the account user may create presentations, review presentations, delete presentations, update personal information, update credit card information, update password information, change search mode from filtered to unfiltered, and access any part of the website and return by a "click" 24 hours per day, seven days a week. This information is private and the user may populate the online presentations with as much or as little personal information as they desire. This is where the user will land upon sign-in on your phone, on your computer, on your television, or intelligent pad.

Branding the Business

The company has developed a 'logo' that will be registered with the United States Patent and Trademark Office. The company believes the logo will easily be applied to golf hats, t-shirts- billboards and many other items to cost effectively bring the awareness of the company to a worldwide potential customer base. The following is a visual example of the logo as a branding & marketing device.



Bangkok



Chicago



Costa Rica



Holland



Iceland



Kuala Lumpur



New York



Rome



San Francisco



Seoul



Vancouver



The Artist



The "Art" or any item



For interested people



viewed and displayed thru our window

@ Photos by Trey Ratcliff- www.treyratcliff.com

The Classified Advertising Market

Classified advertising is a form of advertising which is particularly common in newspapers, online and other periodicals, e.g. free ads papers or Penny-savers. Classified advertising differs from standard advertising or business models in that it allows private individuals (not simply companies or corporate entities) to solicit sales for products and services.

Overview

Classified advertising is usually textually based and can consist of as little as the type of item being sold and a telephone number to call for more information. It can also have much more detail, such as name to contact, address to contact or visit, a detailed description of the product or products ("pants and sweaters, size 10" as opposed to "clothing", "red 1996 Pontiac Grand Prix" as opposed to "automobile"). There are generally no pictures or other graphics within the advertisement, although sometimes a logo may be used.

Classified advertising is called such because it is generally grouped within the publication under headings classifying the product or service being offered (headings such as Accounting, Automobiles, Clothing, Farm Produce, For Sale, For Rent, etc.) and is grouped entirely in a distinct section of the periodical, which makes it distinct from display advertising, which often contains graphics or other art work and which is more typically distributed throughout a publication adjacent to editorial content.

Classified display advertising

Classified display advertising is a hybrid of the two forms, in which categorized advertisements with larger amounts of graphical detail can be found among the text listings of a classified advertising section in a publication. Business opportunities often use classifieds to sell their services, usually employing 1-800 numbers. Classified ads are also among the tools used by many companies in recruitment for available job opportunities.

Printed classified ads are typically just a few column lines in length, and they often filled with abbreviations to save space and money.

Developments

In recent years the term "classified advertising" or "classified ads" has expanded from merely the sense of print advertisements in periodicals to include similar types of advertising on computer services, radio, and even television, particularly cable television but occasionally broadcast television as well, with the latter occurring typically very early in the morning hours.

Internet classified ads do not typically use per-line pricing models, so they tend to be longer. They are also more readily searchable unlike their offline brethren, tend to be local, and may foster a greater sense of urgency as a result of their daily structure and wider scope for audiences. Because of their self-policing nature and low cost structures, some companies offer free classifieds such as Craigslist in the US, as well as Kijiji and Gumtree internationally. Other companies focus mainly on their local hometown region, while others blanket urban areas by using zip codes. Craigslist.org was one of the first online classified sites, and has grown to become the largest classified source, bringing in over 60 million unique visitors a month and over 533 million total visitors per month according to site analytics. A number of online services called Aggregators crawl and aggregate classifieds from sources such as blogs and RSS feeds, as opposed to relying on manually submitted listings. Additionally, other companies provide online advertising services and tools to assist members in designing online ads using professional ad templates and then automatically distributing the finished ads to the various online ad directories as part of their service. In this sense these companies act as both an Application service provider and a Content Delivery Platform.

Statistics

Dramatic gaps exist between the classified offerings of large newspaper publishers, smaller publishers and online-only players, suggesting that newspapers are missing the opportunity to use audio, video and other technologies. That's the conclusion of a new study conducted at the University of Missouri's graduate school of journalism.

The research paper, "Interactivity and Vividness in U.S. Newspapers' Online Classified Ads," was written by graduate student Sarah Farebrother and assistant professor of journalism Shelly Rodgers. Farebrother evaluated the automotive, employment and real estate classifieds at 24 online newspapers of various sizes, examining their interactive and rich media features.

The study states that while many newspapers have increased interactive and rich media features on their sites, "they appear to have gone after the low-hanging fruit, those features easiest to add," Farebrother wrote. None of the newspapers studied use audio clips; video clips are deployed by only 4.2 percent; audio/video clips are available on just 8.3 percent of sites, and an IM chat feature can be found on just 2.8 percent of newspaper classified sites. E-mail notification is another feature popular with online-only sites, yet missing from the majority of newspaper publishers.

When rich media was used in newspapers' classified ads, it most often was in the real estate vertical. Three newspapers used advanced technologies for virtual tours, while another used rich media to highlight a local real estate agent. Two publishers included audio slide shows, in which photos of homes were accompanied by audio descriptions.

Though some hoped the Internet would reduce the cost barrier for large and small publishers to compete with each other, making the medium a "great equalizer," this is not happening, the study suggests. Photos, animation, search functionality, and email or Web-based forms are often deployed on the verticals of larger papers.

The study notes the online newspapers must deal with constraints that aren't faced by online-only classified sites. Newspapers rely on formats established by print editions, and need additional technologies to facilitate the publishing of both print and online versions

eBay- A growing global portfolio

Global Classifieds is the fastest-growing business unit within eBay Inc. and includes five major brands: [Kijiji](#), [Gumtree](#), [Marktplaats](#), [LoQUo](#) and [mobile.de](#). With the acquisition of Den Bla Avis and BilBasen, eBay Classifieds now has a presence in more than 20 countries and 1,000 cities.

According to research and consulting firm Classifieds Intelligence, the worldwide classified ads industry tops \$100 billion in all forms. With the continued migration of print classifieds to online, eBay is looking to capitalize on the market dynamics with an aggressive growth strategy for its global classifieds portfolio.

Denmark is a highly-valued classifieds market, making it an attractive country in which to grow eBay's classifieds business and serve as a platform to expand into the rest of Scandinavia. For Q2 08, eBay's global classifieds business averaged 81 million unique visitors per month, representing an increase of 121 percent year over year.

(This is from an article on EBay classifieds printed in 2008)

eBay Inc. acquired [Den Bla Avis](#) and [Bilbasen](#), two leading online classifieds sites in Denmark, for approximately \$390 million USD. The acquisition marks eBay's entry into the Danish e-commerce market, provides an opportunity to create a national classifieds business there, and further strengthens eBay's world-leading portfolio of online classifieds sites.

(This was printed in the same 2008 article)

Craigslist-

The service was founded in 1995 by Craig Newmark for the San Francisco Bay Area. After incorporation as a private for-profit company in 1999, Craigslist expanded into nine more U.S. cities in 2000, four each in 2001 and 2002, and 14 in 2003. As of September 2007, Craigslist had established itself in approximately 450 cities in 50 countries.

As of 2007, Craigslist operates with a staff of 24 people. Its sole source of revenue is paid job ads in select cities (\$75 per ad for the San Francisco Bay Area; \$25 per ad for New York, Los Angeles, San Diego, Boston, Seattle, Washington D.C., Chicago and recently Portland, Oregon) and paid broker apartment listings in New York City (\$10 per ad).

The site serves over nine billion page views per month, putting it in 56th place overall among web sites worldwide, ninth place overall among web sites in the United States (per Alexa.com on January 10, 2008), to over thirty million unique visitors. With over thirty million new classified advertisements each month, Craigslist is the leading classifieds service in any medium. The site receives over two million new job listings each month, making it one of the top job boards in the world. The classified advertisements range from traditional buy/sell ads and community announcements, and personal ads.

In December 2006, at the UBS Global Media Conference in New York, Craigslist CEO Jim Buckmaster told Wall Street analysts that Craigslist has little interest in maximizing profit, instead preferring to help users find cars, apartments, jobs, and dates. The company does not formally disclose financial or ownership information. Analysts and commentators have reported varying figures for its annual revenue, ranging from \$10 million in 2004, \$20 million in 2005, and \$25 million in 2006 to possibly \$80 million in 2007 and over 100 million in 2008. It is believed to be owned principally by Newmark, Buckmaster, and eBay (the three board members). eBay owns approximately 25%, and Newmark is believed to own the largest stake.

Craigslist Site Analytics: Monthly Normalized Metrics

November/2010 Visits: 491,214,747 Unique Visitors: 55,794,899

Directors, Executive Officers and Significant Employees

Steven O. Butler President / CEO / Chairman

Profile- Born: Los Angeles, Ca. 1960
Graduated H.S. – Loyola High School, Los Angeles 1978
B.S. Degree – University of Southern California
Has been in the Securities Industry for 20 years
Has held series 63,7,24 principal license
Financial consultant:
Smith Barney Harris Upham - Beverly Hills, CA.
Prudential Securities – Beverly Hills, CA.
Assistant to Trader- Drexel Burnham Lambert – Beverly Hills, CA.
Private Investment Banking – 1999 – 2007
CEO/President/Chairman – The Worldwide Exchange - 2007 – Present

This project is a dream of mine, born out of my own desire for something better. I felt, if I wanted something more, other people would want it too. My family gave me a chance at a great education and I gave myself a great chance at life. What I want more than anything now, is to share that success with this work, which I believe will produce wealth, jobs, opportunities, communication and ultimately a new place for people to be more human and satisfied. By allowing people to communicate more effectively, we allow humans to create more value. That will create more happiness and happiness is wealth and value. My experience in marketing ideas, managing call center individuals, my overall education, imagination, attention to detail, willingness to work every day towards a goal and vision in this area of assisting people to market themselves in the 21 century will make our company and its' investors successful.

Dan Smith Chief Financial Officer

PROFILE

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

EXPERIENCE

Chief Financial Officer NexHorizon Communications, Inc. 2002 – Present

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

Consultant Accounting Solutions Adolph Coors Company 2001 –2002

Provided SEC Form 10K preparation, review and support. Lead new SEC Policy implementation. Spearheading new debt guarantor policy and procedure implementation as part of a \$1.7 billion acquisition in the U.K.

Chief Financial Officer REAMET CORPORATION 2000-2001

Spearheaded strategic development of a \$100-million startup CLEC, with a fiber-optic SONET ring network delivering advanced broadband, local exchange, high-capacity, and dial-up communications to 18 business and consumer markets in Colorado, New Mexico, and Utah. Lead a management staff of eight in accounting, finance, human resources, and IS while restructuring the business. Developed all corporate policies and procedures. Provided business plan modeling, forecasting, cash flow analysis, treasury and asset management. Negotiated debt financing of capital equipment \$37.5 million with GE Capital. Instrumental in achievement of \$46 million in assets, \$4 million in sales. Conducted extensive reporting to the board of directors; produced reports to shareholders; conducted the annual shareholders meeting. Initiated preparations for IPO, led extensive fundraising efforts against the challenge of highly unfavorable market conditions. Identified and negotiated strategic alliances with power and telecommunication companies.

Director of SEC Reporting AIMCO 1998-2000

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

Chief Financial Officer AMERICAN DIGITAL COMMUNICATIONS 1994-1998

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

Controller MILLICOM RADIO TELEPHONE COMPANY 1992-1994

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

Controller RESOLUTION TRUST CORPORATION 1991-1992

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

Business Manager TEXAS INSTRUMENTS 1985-1991

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

EDUCATION

Bachelor of Science, Accounting,
UNIVERSITY OF AKRON, Akron, OH, 1986

Extensive Continuing Professional Development Coursework, including:
GAAP, SEC Reporting, Mergers and Acquisitions, Restructuring

Personal

Board member of a non-profit, senior citizen facility, overseeing \$20 million in assets, \$2 million in revenue 2003 - present

Ender Technology Corporation – Rob Olmos Chief Technical Officer/ Web-designer

Ender Technology Corporation is the contracted developer and builder of the new "LIX" web experience. Ender Technology Corporation is a Los Angeles based web design and development company that has focused on providing high-quality customized web site solutions to businesses and individuals since 2000. Their goal is to earn your trust and respect, becoming your long-term partner for all web related consulting, design, and development needs. They specialize in **database driven web design & development** utilizing LAMP (Linux, Apache, MySQL, PHP), and related Open Source tools. That means they can build any sort of web site you can imagine. Websites that non-technical people can maintain through easy content management systems. With cumulative decades of experience and an on-shore arsenal of design, development, and managerial talent, we will give you informed answers, helping you to plan, build, and maintain high-quality website solutions for your organization. Steven Butler works with Ender Technology Corporation and its' affiliates on a daily basis. Ender Technology Corporation is a stock holder of The World Wide Exchange. The Founder and President of Ender Technology Corporation is Gabriel Richards.

Interest of Management and Others in Certain Transactions

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

Executive Compensation

The Company's executive officers are currently conducting negotiations with the Company regarding terms of employment contracts. The Company anticipates entering into employment agreements with each of the key executive officers shortly. The current compensation for the Company's executive officers is as follows:

Currently executive officers will receive their compensation in the form of shares of Common Stock of the Company, and/or have accrued their compensation to be paid when cash is available. Executive officer compensation is subject to review on a periodic basis by the Board of Directors. The initial shares that are outstanding were issued without regard to cash considerations. The shares were issued to executives as compensation for past, current, and future work related to the development of the company, its' business plan and the implementation of the business.

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

Description of Property

The issuer currently does not own or lease any significant property. It is the intention of the issuer upon the completion of the offering to lease office space to conduct operations for the marketing of LIX. Those offices would be expected to accommodate at least 50 employees, management, and adequate services to conduct direct emailing/calling/support.

Security Ownership of Management and Certain Security Holders

Steven O. Butler- CEO/President is the only principal with shares of the issuer. Mr. Butler beneficially owns Seven Million Shares (7,000,000) which represents 71.1% of the issued and outstanding shares. Mr. Butler is currently the only member of the board of directors and has sole control of the issuer. It is the issuers' intention to add at least (2) more board members.

Stock Option Plan

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

Indemnification of Directors, Officers and Employees

The Company's Articles of Incorporation limit the liability of its directors to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director except, for (i) liability based on a breach of the duty of loyalty to the Company or its shareholders; (ii) liability for acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of the law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Company's stock under Nevada law, or violations of federal or state securities laws; (iv) liability for transactions from which the director derived an improper personal benefit; or (v) liability for any act or omissions occurring prior to the effective date of the Articles of Incorporation. The Company's Bylaws provide that the Company shall indemnify a person made or threatened to be made a party to a threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding by reason of such person's present or former capacity as a director, officer, employee or agent of the Company if such person:

(a) has not been indemnified by another organization or employee benefit plan for the same judgment, penalty or fine; (b) acted in good faith; (c) received no improper personal benefit and, if a director, had no improper conflict of interest; (d) in the case of a criminal proceeding, had no reasonable cause to

believe the conduct was unlawful; and (e) reasonably believed that the conduct complained of was in the best interests of the Company or was not opposed to the best interests of the Company.

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

LEGAL PROCEEDINGS

The Company is not aware of any litigation pending or threatened against the Company or any director or officer of the Company or its' wholly owned subsidiary. A Prior Private Placement dated 9/1/2008 of the company successfully funded design, development, and build-out of the LIX product site and was subsequently terminated prior to this offering, which is designed to raise capital for launch of product.

PROCEDURE FOR SUBSCRIBING

At the time of purchase, each investor will be required to execute and deliver to the Company a Subscription Agreement and Purchaser Questionnaire (collectively, the "Subscription Agreement") in the form attached to this Memorandum as Exhibit "A" and Exhibit "B". A check for the full amount of the purchase price must accompany the executed Subscription Agreement. When subscriptions are accepted, each purchaser will receive an acknowledged copy of the Subscription Agreement indicating the Company's acceptance. The Company intends to issue the Common Stock within 30 days following the acceptance of the Subscription Agreement. The Company reserves the right to reject any subscription application at its sole discretion and for any reason. The minimum investment required is 1 Unit or \$12,500, but the Company reserves the right to waive such requirement in its sole discretion.

FINANCIAL STATEMENTS NOTIFICATION

The issuer is not currently subject to any reporting requirements. The issuer has not engaged in any material financial transactions as of its' incorporation in the State of Nevada, USA, on November 01, 2007 and the same is true for the wholly owned subsidiary Level IX, other than funds raised for this Private Placement. The issuer intends to fully fund the initial business plan with the funds received as a result of this offering. The issuer has not sold any products, has not produced any revenue and has not yet conducted any operations. The issuer does intend to provide shareholders with an Annual Report, including financial statements, and quarterly updates of the issuer's developments.

PRINCIPAL SHAREHOLDERS

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

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

(2) Based on 9,835,249 shares of Common Stock outstanding as of January 4, 2011 update.

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

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

DESCRIPTION OF SECURITIES

The authorized capital stock of the Company consists of 75,000,000 shares of Common Stock, \$.001 par value. As of January 4, 2011, Nine Million Eight Hundred & Thirty Five Thousand Two Hundred & Forty Nine (9,835,249) of Common stock are issued and outstanding. There are no other classes of securities or warrants.

Unit

Each unit consists of 12,500 shares of Common Stock.

Common Stock

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

The payment by the Company of dividends in the future, if any, rests within the discretion of the Board of Directors and will depend, among other things, upon the Company's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Company fully intends to pay dividends on the Common Stock as the success of the business plan provides residual cash that exceeds capital needs.

Intellectual Property

The Development, Design, Production, Finished Product, Expanded and modified Product hereto Referred to as "LIX" - is solely the protected Intellectual Property of The Worldwide Exchange. In addition, the mode and method of employing the business, the searches, and the presentation of materials in this personal and professional online marketing platform is solely the protected intellectual property of The Worldwide Exchange. The company has 'Designed Logos' which are copyright protected.

Dilution Table as of 01/04/11 (updated)

Prior to Offering

Shareholders 10% or above	Shares owned	Percentage ownership
Steven O. Butler President/CEO	7,000,000	71.1 %
Total Issued & Outstanding shares	9,835,249	100 %

Potential Total Shares After offering* – (if fully subscribed)

Shareholder	Shares owned	Percentage ownership
Steven O. Butler President/CEO	7,000,000	54.5 %
Other Shareholders	2,030,000	15.8 %
Issued for contracts and agreements	805,249	06.2 %
(Potential Shares Issued from Offering)	3,000,000	23.3 %
Total Issued & Outstanding shares*	12,835,249	100 %

CORPORATE PROFILE

Incorporation Date: 11/01/2007
Corporate Registry: State of Nevada, U.S.A.
Corporate Headquarters: 7225 Crescent Park West unit 419
Playa Vista, California 90094

Telephone: (424) 205-1898 Toll Free: (888) 412-3332 Fax:

Corporate Web Site Address: www.theworldwideexchange.com

Product Web Site Address: www.l-ix.net

Product Information Site Address: www.l-ix.info

Product Symbol: LIX

Trading Status: Private

Classes of Stock: Common Stock

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

Issued and Outstanding Shares: Common: Nine Million Eight Hundred Thirty-Five Thousand Two Hundred & Forty Nine (9,835,249) shares

Par Value: \$0.001

Transfer Agent: The Worldwide Exchange

Level IX is a wholly-owned subsidiary of The Worldwide Exchange

This page left blank intentionally

Exhibit "A"
PURCHASER QUESTIONNAIRE

The Worldwide Exchange – a Nevada Corporation 7225 Crescent Park West suite 419 Playa Vista, CA. 90094

The following information is furnished to you in order for you to determine whether the undersigned will be a qualified purchaser. \The Securities Act of 1933, as amended (the "Act"), and Regulation D 506 promulgated there under ("Regulation D 506"), of the Units in the currently offered Private Placement of The Worldwide Exchange- a Nevada Corporation, which is dated 1/1/2011-1/01/2012. I understand that you will rely upon the following information for purposes of such determination and that the sale of Units will not be registered under the Act in reliance upon the exemption from registration provided by section 3(b) of the Act and of Regulation D - each ultimate Investor will be required to hold its Units and the issued securities indefinitely - and each Investor will be required to bear the economic risk of an investment in the Units and issued securities for an indefinite period of time. I understand the full nature and risk of investment in the Units and issued securities and can afford a complete loss of my proposed investment in the Units and issued securities.

I represent and warrant to you that (i) the information contained herein is complete and accurate and may be relied upon by The Worldwide Exchange – a Nevada Corporation and any affiliates and (ii) I will notify you immediately of any material change in any of such information occurring prior to the acceptance of my Subscription for Units. All information contained in this Questionnaire will be treated confidentially. However, I agree that you may present this Questionnaire to such parties as you deem appropriate if called upon to establish that the proposed offer and sale of the Units is exempt from registration under the Act or meets the requirements of applicable state securities laws.

EACH PERSON WHO PROPOSES TO INVEST, DIRECTLY OR INDIRECTLY, IN THE UNITS MUST COMPLETE THIS QUESTIONNAIRE.

IN THE CASE OF TRUSTS, CORPORATIONS, PARTNERSHIPS AND ESTATES, THIS QUESTIONNAIRE MUST BE COMPLETED IN FULL BY THE TRUSTEE, OFFICER, GENERAL PARTNER, OR EXECUTORS, RESPECTFULLY, RESPONSIBLE FOR THE INVESTOR'S DECISION TO PURCHASE UNITS. IN THE CASE OF A CUSTODIAN OR OTHER ADMINISTRATIVE AGENT, THIS QUESTIONNAIRE MAY BE COMPLETED BY SUCH AGENT BUT SHOULD CONTAIN INFORMATION REGARDING THE INVESTOR, AND NOT LIMITED TO THE INVESTOR'S ACCOUNT WITH THE CUSTODIAN.

I understand that this Questionnaire is merely a request for information. I understand that this questionnaire is not an offer to sell or sale of Units and that no sale will occur prior to the acceptance of my Subscription by The Worldwide Exchange – a Nevada Corporation.

= INSTRUCTIONS =

All investors must complete sections one, three and sign the last page. Please provide the information for all of the parties if ownership is other than individual. (i.e., joint tenants, tenants in common, community property held in two names, etc.) Corporations or other entities may qualify if they meet the tests set forth for such entities in item 4 or 5 of section two. If you are completing this questionnaire in connection with an investment by an entity, you should complete Exhibit A for each equity owner of the entity.

PLEASE PRINT OR TYPE
ATTACH ADDITIONAL INFORMATION ON SEPARATE SHEETS IF NECESSARY
== SECTION ONE - BIOGRAPHICAL INFORMATION ==

1. Name of investor: _____

2. I learned of this investment opportunity from: The Worldwide Exchange – a Nevada Corporation
 Other

3. Age: _____

4. Marital Status: _____

5. Principal Residence Address and Telephone number:

Address: _____ City _____ State: _____ Zip: _____

Phone: Day _____ Evening _____ Cell _____

Email: _____

6. I have adequate means of providing for my current needs and personal contingencies, have no need for liquidity in my investment, and are able to bear the economic risk of an investment in the Units of the size contemplated. In making this statement, consideration has been given to whether I can afford a complete loss of my investment.

Please initial Item 6. here: _____

7. I hereby certify that I am not a student nor am I a member of the armed forces.

Please initial Item 7. here: _____

8. Please send all correspondence to (check one):

Home Business Other

9. Education (highest level) or Equivalent:

10. Specialized Investment courses (if any):

11. Professional Licenses or Registrations:

12. Have you ever invested in any public or private investments No Yes

(if yes please provide the following information)

Stocks

Bonds

Real-Estate

Private Placements

Oil & Gas

Commodities

Other

13. Have you ever invested in any securities other than those listed above? No Yes

SECTION TWO
INVESTOR CLASSIFICATION

PLEASE READ THE FOLLOWING AND IF YOU ARE AN ACCREDITED INVESTOR, COMPLETE THIS SECTION. IF YOU ARE NOT, READ
ITEM 5.1 AND IF APPLICABLE CIRCLE ITEM 5.1

I am an Accredited Investor or qualified purchaser pursuant to the item circled below:

Item 1.1 Item 2.1 Item 3.1 Item 4.1 Item 5.1

Please initial: _____

INDIVIDUALS

Item 1. 1 certify that I am Accredited Investor because I had Individual Income, as defined below, of more than \$200,000 in each of the most recent 2 years and I reasonably expect to have an individual income in excess of \$200,000 for the current year; or that together with my spouse, we earn in excess of \$300,000. For purpose of the Questionnaire, "Individual Income" means adjusted gross income, as reported for Federal income tax purposes, less any income attributable to a spouse, increased by the following amounts (but not including any amounts attributable to a spouse or to property owned by a spouse), (i) the amount of any tax exempt interest income received; (ii) the amount of any losses claimed as a partner in a partnership, (iii) any deductions claimed for depletion; (iv) amounts contributed to an IRA or Keogh retirement plan; (v) alimony paid; and (vi) any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income pursuant to the provisions of section 1202 of the Internal Revenue Code of 1954 as amended, or;

Item 2. 1 certify that I am an Accredited Investor because I have an Individual Net Worth, as defined below, or my spouse and I have a combined individual net worth in excess of \$1,000,000. For purposes of this Questionnaire, "Individual Net Worth" means the excess of total assets at fair market value, including home and personal property, over total liabilities, or;

Item 3. 1 certify that I am an Accredited Investor because I am a director or executive officer of the Company. PARTNERSHIPS, CORPORATIONS, AND OTHER ENTITIES

Item 4.1 On behalf of the proposed investor, I do hereby certify that it has a Net Worth in excess of five times the amount subscribed and the investor was not formed for the specific purpose of investing in the Units. As used in the foregoing sentence, "Net Worth" means the excess of total tangible assets at current market value less total liabilities, except when noted otherwise above. For the purpose of this provision only, general partnerships may aggregate the net worth of their limited partners to qualify as an Accredited Investor.

Item 5. 1 certify that I am not an Accredited Investor, but am of legal age, and have the mental ability, experience and knowledge to make a qualified investment decision and have the financial means to bear the consequences of the entire loss of my investment.

SECTION THREE – MISCELLANEOUS

The undersigned understands that the Company will rely on the accuracy and completeness of my responses to the foregoing questions and represents and warrants to the Company as follows:

a. The answers to the above questions are complete and correct and may be relied upon by the Company in determining whether the offering in connection with which the undersigned has executed this Questionnaire is exempt from registration under the Securities Act pursuant to Regulation D or otherwise.

b. If the undersigned purchases any of the Units, the purchase will be solely for its account and not for the account of another person, except as disclosed for a partnership, corporation or other entity, or with the view to or for any resale, fractionalization, division or distribution of all or any part of the Units purchased.

c. The undersigned represents that all investors in this purchase have adequate means of providing for their current needs and personal contingencies, have no need for liquidity in their investment, and are able to bear the economic risk of any investment in the Units of the size contemplated. In making this statement, consideration has been given to whether each investor can afford a complete loss.

d. The undersigned and each investor either have the requisite knowledge or have relied upon the advice of its own counsel, accountants, business advisors, or as to all considerations involved in making an investment in the Units.

e. The undersigned will notify the Company immediately of any material change in any statement made herein occurring prior to the Company's acceptance of this Subscription.

Agreed to by:

_____ Dated _____
Prospective Purchaser Signature #1

_____ Dated _____
Prospective Purchaser Signature #2

Name as it should appear on Certificate

SUBSCRIPTION ACCEPTED AS OF THIS DATE:

The Worldwide Exchange

This document must be signed and returned to the Company at the following address:
The Worldwide Exchange – a Nevada Corporation
7225 Crescent Park West suite 419
Playa Vista, CA. 90094

Exhibit "B"
SUBSCRIPTION AGREEMENT
The Worldwide Exchange – a Nevada Corporation
Private Placement

SUBSCRIPTION AGREEMENT

The Worldwide Exchange – a Nevada Corporation
7225 Crescent Park West suite 419
Playa Vista, CA. 90094

1. Subscription

The undersigned hereby applies to become a subscriber to Units in The Worldwide Exchange – a Nevada Corporation, further known as ("the Company") Private Placement (the "Placement"), and to purchase the number of Units of interest indicated below in accordance with the terms of this agreement and the confidential Offering Memorandum dated and relating to the Units. If this agreement is being completed on behalf of a corporation, trust, or estate, it should be completed and executed by an authorized corporate officer, trustee or executor, respectively.

2. Representations and Warranties

The undersigned represents and warrants to "the Company" as follows:

a. The undersigned has received the Memorandum including the brochure regarding "the Company" has carefully reviewed it and has relied upon the information contained therein and upon other materials provided by "the Company".

The undersigned understands that all documents required to be made available to the undersigned pursuant to Rule 502(b) (2) of the rules promulgated under the Securities Act of 1933, as amended, (the "Securities Act"), and under Regulation d 506, as amended, (Regulation D) and rule 253 and all records and books pertaining to this investment have been made available for inspection by its attorney and/or accountant, and him or her, and that the books and records of "the Company" will be made available upon reasonable notice for inspection by investors during reasonable business hours at its principal place of business. The undersigned and/or its advisors have had a reasonable opportunity to ask questions of and receive answers from "the Company" concerning the offering of Units, and all such questions have been answered to the full satisfaction of the undersigned. . The undersigned confirms that he/she has received the offering material as described in 2(a) hereof.

b. The undersigned has the net worth and income indicated in the accompanying Questionnaire and is an "accredited investor" as is indicated on the accompanying Questionnaire or is of sound mind, has investment experience to make a qualified investment decision and can withstand the consequences of the loss of their entire investment.

c. If the undersigned is an individual, he/she is a citizen of the United States of America, at least 21 years of age and a bona fide resident and domiciliary of the state indicated on the signature page of this Agreement, and has no present intention of becoming a resident of any other state or jurisdiction. If the undersigned is a partnership, corporation, trust or other entity, it is organized under the laws of the United States of America or one of the states thereof and it is authorized and otherwise duly qualified to execute this agreement; further, if the undersigned is a partnership, trust or other non-Corporate entity, all of its members or beneficiaries are citizens of the United States of America.

d. All information which has been provided to "the Company" by the undersigned concerning financial position and knowledge of financial and business matters, or, in the case of a corporation, partnership or other entity, the knowledge of financial and business matters of the person making the investment decision on behalf of such entity, is correct and complete as of the date set forth on the signature page hereof, and if there should be any material change in such information prior to its Subscription being accepted, the undersigned will immediately provide "the Company" with such information.

e. The undersigned understands that the Units of "the Company" have not been registered under the Securities Act in reliance upon an exemption there-from for non-public offerings and further understands that the Units of "the Company" have not been approved or disapproved by the United States Securities and Exchange Commission, or any other Federal Agency, nor has the commission or such agency passed on the accuracy or adequacy of the Memorandum. The undersigned understand that the Units of "the Company" must be held until such time as there has been a conversion of Units into Common Stock and the Common Stock has been registered for removal of any applicable restrictions or an exemption from such registration is available.

f. The undersigned is acquiring its Units solely for its own account, for investment purposes only, and not with a view to the sale or other distribution thereof, in whole or in part and no other person has a direct or indirect beneficial interest in such Units.

g. The undersigned, if a corporation, limited partnership, trust or other entity, is authorized and otherwise duly qualified to purchase and hold Units, has its principal place of business as set forth on the signature page hereof and has not been formed for the specific purpose of acquiring Units unless all of its equity owners qualify as accredited individual investors under the standards set forth in the accompanying Purchaser Questionnaire. Beneficiaries of a trust will not be considered equity owners of such entity.

h. The undersigned recognizes the following: The Units of "the Company" are speculative investments and involve a high degree of risk of loss. Changes to the Federal Income tax laws could radically affect the tax result of investment in the Units.

3. Indemnity

The undersigned acknowledges that he/she understands the meaning and the legal consequences of the representations and warranties contained in this Agreement, and he/she hereby agrees to indemnify and hold harmless "the Company", each other Investor, and their respective officers, directors, controlling persons, agents and employees, if any, from and against any and all loss, damage, costs and expenses, including reasonable attorney's fees, or liability which they may incur by reason of the failure of the undersigned to fulfill any of the terms or conditions of this Agreement, or by reason of any breach of any representation or warranty of the undersigned whether contained in the "the Company's" Private Placement Memorandum or any related documents. The undersigned acknowledge that he/she has read and understood "the Company's" Private Placement Memorandum and "the Company's" brochure and relied only on their respective statements and no others. Further, he/she agrees to only those terms described in the Subscription Agreement.

Also, the undersigned indemnifies "the Company", their agents, and representatives of the selling group, and hold them harmless from and against any and all loss, damage, liability or expense, including reasonable attorney's fees, which he/she may sustain or incur by reason of, or in connection with any misrepresentation or breach of warranty or agreement under this Subscription Agreement, or in connection with, the sale or distribution by the undersigned of the Units and Common Stock of "the Company" purchased by the undersigned pursuant hereto in violation of the Securities Act of 1933, as amended or any other applicable law.

4. Rescission

If for any reason, an Investor chooses to have his/her/its contribution returned, (rescission), they may do so by informing "the Company", in writing, within five (5) days of the date of the acceptance by "the Company" of the Investor's subscription application. Requests not received within these five (5) days will not be honored, unless "the Company" deems it legally possible to substitute the investment without discrimination towards shareholders.

5. Special Federal and State Securities Laws Notice

The undersigned understands and acknowledges that: THE UNITS OF "the Company" HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, WILL BE ACQUIRED FOR INVESTMENT PURPOSES ONLY, AND MAY NOT BE SOLD OR TRANSFERRED FOR VALUE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF THE UNITS OR COMMON STOCK UNDER THE SECURITIES ACT OF 1933, AS AMENDED OR AN EXEMPTION THEREFROM.

6. Legal Matters

As part of the consideration of this Agreement it is expressly agreed that the proper court for litigation of any matter arising out of this Agreement shall be in the State of California and the County of Los Angeles.

In the event of litigation to enforce any of the provision of this Agreement, the prevailing party shall be entitled to recover all reasonable attorneys' fees and costs. Any party, who commences an action outside of the State of California and the County of Los Angeles, waives the right to recover any legal fees including attorney's fees and court costs.

7. Relationship to: The Worldwide Exchange – a Nevada Corporation

Please check the alternative regarding the relationship of the undersigned to “the Company”.

I am not an affiliate of “the Company” or,

I am an affiliate of “the Company”

Please state affiliations:

8. Subscription/Number of Units subscribed for:

The undersigned hereby subscribes for the number of Units indicated below

Units at \$12,500 (per unit) – for 12,500 common shares per unit for a total purchase price of
\$ _____ for total common shares of _____

PLEASE MAKE CHECKS PAYABLE TO:

The Worldwide Exchange

7225 Crescent Park West suite 419

Playa Vista, CA 90094

Business Office: 424-205-1898

9. Form of Ownership

Please check the desired title for ownership for the Units:

Individual (one signature required)

Non- Incorporated Business (one owner signature required)

Joint Tenants, with Right of Survivorship (Both parties must sign)

Tenants in Common (Both parties must sign)

Community Property (Managing spouse may sign if Units will be held in one name, otherwise both must sign.)

Limited Liability Company (Please include evidence of authorization to purchase in the form of resolutions or Articles of Organization and Operating Agreement)

Corporation (Please include evidence of authorization to purchase in form of resolutions or Articles of Incorporation and Bylaws)

Trust (Please list the date the trust was established, the name of the trustee or administrator and include copy of the instrument creating the Trust)

SIGNATURE PAGE
FOR INDIVIDUAL PURCHASERS

(Please print here the exact name (registration) Purchaser desires for securities)

Purchaser #1 information

PRINT OR TYPE NAME

SOCIAL SECURITY NUMBER

Residence Address:

Mailing Address (if different)

Phone: Home: _____ Business: _____

Cell: _____

Email: _____

Date: _____

Signature: _____

Executed At: City/State

Purchaser #2 information (second investor)

PRINT OR TYPE NAME

SOCIAL SECURITY NUMBER

Residence Address:

Mailing Address: (if different)

Phone: Home: _____ Business: _____

Cell: _____

Email: _____

Date: _____

Signature: _____

Executed At: City/State

The foregoing Subscription Agreement for _____ Units is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this _____ day of _____, 2011.

By: _____

The Worldwide Exchange – a Nevada Corporation

SIGNATURE PAGE

FOR NON- Incorporated Business

(Please print here the exact name (registration) Purchaser desires for securities)

Business Name

Authorized Purchaser #1 information

TAX ID/ Social Security Number

Business Address:

Mailing Address (if different)

Phone: Home: _____ Business: _____

Cell: _____

Email: _____

Date: _____

Signature:

Executed At: City/State

Purchaser #2 information (second investor)

TAX ID / Social Security Number

Business Address:

Mailing Address: (if different)

Phone: Home: _____ Business: _____

Cell: _____

Email: _____

Date: _____

Signature:

Executed At: City/State

The foregoing Subscription Agreement for _____ Units is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this _____ day of _____, 2011.

By: _____

The Worldwide Exchange – a Nevada Corporation

SIGNATURE PAGE
FOR CORPORATE PURCHASERS

(Please include evidence of authorization to purchase in form of resolutions or Articles of Incorporation and Bylaws)

PRINT OR TYPE NAME OF CORPORATION

By: _____

(Signature of authorized agent)

Taxpayer Identification Number

Name of Authorized Agent and Title Email Address

Address Telephone Number

City, State Zip Code, Email

Mailing Address if different

Address Telephone Number

City, State Zip Code, Email

Email: _____

Date: _____

Executed At:

City/State

The foregoing Subscription Agreement for _____ Units is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this _____ day of _____, 2011.

By: _____

The Worldwide Exchange – a Nevada Corporation

SIGNATURE PAGE FOR PARTNERSHIP PURCHASERS

(Please include copy of Partnership Agreement)

PRINT OR TYPE NAME OF PARTNERSHIP

By: _____

(Signature of General Partner)

By: _____

Name of General Partner (please print or type)

By: _____

Signature of additional General Partner

(if required by Partnership Agreement)

By: _____

Name of additional General Partner (please print or type)

Taxpayer Identification Number

Principal Business Address and Telephone

Name of Authorized Agent and Title

Address Telephone Number

City, State Zip Code, Email

Mailing Address and Telephone, if different:

Address Telephone Number

City, State Zip Code, Email

Date: _____

Executed At:

City/State

The foregoing Subscription Agreement for _____ Units is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this _____ day of _____, 2011.

By: _____

The Worldwide Exchange – a Nevada Corporation

SIGNATURE PAGE FOR TRUST PURCHASERS
(Please include copy of instrument creating Trust)

PRINT OR TYPE NAME OF TRUST

By: _____

(Signature of Trustee)

By: _____

Name of Trustee (please print or type)

Date Trust was formed

Taxpayer Identification Number

Address and Telephone:

Name of Trust

Address Telephone Number

City, State, Zip Code, Email

Mailing Address and Telephone, if different:

Address Telephone Number

City, State Zip Code, Email

Date: _____

Executed At: City/State

The foregoing Subscription Agreement for _____ Units is accepted subject to the conditions contained in this Private Placement Memorandum thereof, this _____ day of _____, 2011.

By: _____

The Worldwide Exchange – a Nevada Corporation