

[REDACTED] ENERGY FUND LLC



THIS MEMORANDUM IS FOR PROSPECTIVE INVESTING MEMBERS AND THEIR FINANCIAL AND/OR LEGAL ADVISORS OR REPRESENTATIVES.

FOR MORE INFORMATION, PLEASE CONTACT OUR MANAGING MEMBER:

[REDACTED] **LLC**
[REDACTED] **E-mail:** [REDACTED] **Telephone:** [REDACTED]

The date of this Memorandum is January [REDACTED], 20[REDACTED]

FOR ACCREDITED AND/OR OTHERWISE SOPHISTICATED INVESTORS ONLY

Memorandum No.: **SPECIMEN COPY**

This cover page is continued on the following pages.

ENERGY FUND LLC

A Delaware Limited Liability Company

Units of Investing Membership Interest

USD \$500,000 per Unit¹

Minimum investment: 2 Units (USD \$1,000,000)²

Minimum Offering: USD \$1,000,000 (2 Units)

Maximum Offering: USD \$5,000,000 (10 Units)

Expandable to USD \$10,000,000 (20 Units)

ENERGY FUND LLC (“we”, “our”, “us”, or the “Fund”) is a Delaware limited liability company formed to make investments (the “Investments”) in various oil and gas mineral rights, oil and gas leases, royalty interests, and/or interests in oil and gas drilling and well completion projects in the continental United States - with emphasis in as more particularly described herein.

Our objective is to realize capital appreciation and income streams from our Investments in the energy sector. We expect that our Investments will typically be in oil and gas leases and leasebanks, drilling opportunities, royalty interests, mineral rights, completion activities and other energy investments identified by the Managing Member in its sole discretion. We intend to invest only in projects where (See “Objectives, Strategies and Proposed Activities”). There can be no assurance these objectives will be achieved.

We are organized as a “private investment company” claiming exemptions from registration under Section 3(c)(9) of the Investment Company Act of 1940, as amended, and applicable state law or the applicable law of other non-U.S. jurisdictions. We are offering Units of Investing Membership Interest (the “Units”) to non-U.S. Persons and/or others who also qualify as “accredited investors” in accordance with Sections 4(2), 4(6), Regulation D Rule 506, and/or Regulation S Rule 903 of the Securities Act of 1933, as amended (the “Act”) and applicable state law or the applicable law of other non-U.S. jurisdictions. This document is our confidential private placement memorandum (this “Memorandum”). This is not a public offering.

The Units have not been registered under the Act and may not be offered or sold in the United States or to U.S. persons³ unless the securities are registered under the Act, or an exemption from the registration requirements of the Act is available. Hedging transactions involving the Units may not be conducted unless in compliance with the Act.

FOOTNOTES:

¹ In addition, for

² Minimum investment for

Units may also be otherwise fractionalized in our Sponsoring Member’s sole and absolute discretion.

This investment involves a high degree of risk further described in the “Risk Factors” section of this Memorandum. Subscription of these securities should be considered only if you can afford a possible total loss of your investment.

Neither the U.S. Securities and Exchange Commission nor any state securities commission nor any other jurisdiction authority has approved or disapproved of this offering or determined if this Memorandum is truthful or complete. Any representation to the contrary is a criminal offense.

	PRICE	SALES COMMISSIONS (1)	OTHER FEES AND EXPENSES (2)(3)	PROCEEDS TO FUND (3)
Per Unit (1)(6)	USD \$500,000	USD \$0	USD \$63,550	USD \$436,450
Minimum investment (4)(6)(7)	USD \$1,000,000	USD \$0	USD \$127,100	USD \$872,900
Minimum Offering (4)	USD \$1,000,000	USD \$0	USD \$127,100	USD \$872,900
Total Maximum (5)	USD \$5,000,000	USD \$0	USD \$635,500	USD \$4,364,500
Expanded Maximum (5)	USD \$10,000,000	USD \$0	USD \$1,271,000	USD \$8,729,000

FOOTNOTES:

- (1) Units will be placed by officers and directors of the Fund and/or of its Sponsoring Member who will not receive compensation in connection with such activities absent requisite licensure. However, in transactions involving licensed broker/dealers or FINRA registered representatives (which will be fully disclosed to the subscriber in such event) sales commissions and/or finder fees of up to eight percent (8%) of the subscription amount may be charged in addition to (i.e., on top of) your Capital Contribution. Only licensed FINRA registered brokers and their registered representatives may receive sales commissions. In no case will such finder fees or sales commissions exceed eight percent (8%) of the subscription amount.
- (2) Marketing expenses of 2% of the gross proceeds of the offering, of which up to 1% may be reallocated to participating broker-dealers or registered investment advisors for marketing and due diligence in connection with the sale of Units.
- (3) Net proceeds are calculated after deducting an Administration Fee of 5% of the gross proceeds of the Offering (USD \$350,000 under the Maximum and USD \$750,000 under the Expanded Maximum), an Organizational Fee of 1.7% of the gross proceeds of the Offering (USD \$119,000 under the Maximum and USD \$225,000 under the Expanded Maximum), and a 24-month reserve of the 0.167% monthly Administrative Fee are payable to the Sponsoring Member.
- (4) 2 Units (USD \$1,000,000) need to be sold for the offering to proceed and for funds to be released from escrow. Upon release from escrow, all funds and will become immediately available to the Fund to proceed with its business plan and objectives and will not be conditioned upon any event precedent.
- (5) The Offering may be increased at the Sponsoring Member’s option up to 20 Units (USD \$10,000,000), with the Sponsoring Member also having the option without Investing Member consent to accept an additional USD \$1,000,000 (thus, 22 total Units) above this Expanded Maximum to handle oversubscriptions.

³ We may elect to forego reliance upon the exemption available under Regulation S and offer Units to U.S. Persons in reliance upon other available exemptions.

- (6) In addition, [REDACTED]
- (7) Minimum investment for [REDACTED] Units may also be otherwise fractionalized in our Sponsoring Member's sole and absolute discretion.

IMPORTANT NOTICE ABOUT INFORMATION PRESENTED IN THIS MEMORANDUM

No dealer, salesman or other person unaffiliated with the Fund has been authorized to give you any information or make any representations other than those contained in this Memorandum. If so given or made, you must not rely upon such information or representations as having been authorized by us.

The information contained in this Memorandum is confidential and is furnished for your use only as a potential Investing Member. By receiving this Memorandum, you agree that you will not transmit, reproduce or make available this Memorandum or any related exhibits or documents to any other person or entity. Any action to the contrary may place you in violation of U.S. or other international securities laws.

Investment in our Units of Investing Membership Interest involves significant risks due to, among other things, the nature of the Fund's intended activities as described herein. There can be no assurance that our objectives will be realized or that there will be any return of your invested capital or that you will be able to obtain [REDACTED] for which you may seek.

Investment in our Fund is suitable only for sophisticated investors. You should have the financial ability and willingness to accept the risks (including the risk of total loss of your investment and lack of liquidity) that are characteristic of the investment described herein. You should consult your financial advisors regarding the appropriateness of investing in the Units.

The Units are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933 and applicable securities laws of applicable jurisdictions, pursuant to registration or exemption therefrom. You should be aware that you will be required to bear the financial risks of this investment for an indefinite period of time. The securities offered hereby involve a high degree of risk and should only be purchased if you can afford a total loss of your investment.

These securities have not been registered under the Securities Act of 1933 nor any other applicable securities law. These securities have not been approved or disapproved by the U.S. Securities and Exchange Commission (the "Commission") or any equivalent national, provincial, or state securities regulator having authority in the jurisdiction in which you reside, nor has any such authority passed upon the accuracy or truthfulness of this confidential private placement memorandum. Any representation to the contrary is a criminal offense.

These securities can only be offered to you pursuant to a private non-public offering exemption from registration with the Commission provided by Sections 4(2), 4(6), Regulation D Rule 506, and/or Regulation S Rule 903 of the Securities Act of 1933, as amended, and applicable state law or the applicable law of other non-U.S. jurisdictions. Accordingly, you must meet certain minimum qualifications pursuant such rules and statutes as they may be applicable.

This Memorandum does not constitute an offer to sell any Units in any jurisdiction or to any person to whom it is unlawful to make such an offer in such jurisdiction. An offer may be made only by an authorized representative of the Fund and/or Sponsoring Member and must be accompanied by an original numbered and dated copy of this Memorandum.

SPECIAL NOTICE TO FOREIGN INVESTORS OR NON-U.S. PERSONS

IF YOU LIVE OUTSIDE THE UNITED STATES, IT IS YOUR RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF OUR SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES.

FOR ANY PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES: THESE SECURITIES HAVE NOT AND WILL NOT BE REGISTERED UNDER THE UNITED STATES' SECURITIES ACT OF 1933, AS AMENDED, AND, INsofar AS SUCH SECURITIES ARE OFFERED AND SOLD TO PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES, THEY MAY NOT BE TRANSFERRED OR RESOLD DIRECTLY OR INDIRECTLY IN THE UNITED STATES, ITS TERRITORIES OR POSSESSIONS, RESIDENTS OR ENTITIES NORMALLY RESIDENT THEREIN (OR TO ANY PERSON ACTING FOR THE ACCOUNT OF ANY SUCH NATIONAL, CITIZEN, ENTITY OR RESIDENT). FURTHER RESTRICTIONS ON TRANSFER WILL BE IMPOSED TO PREVENT SUCH SECURITIES FROM BEING HELD BY UNITED STATES PERSONS.

NOTICE TO UNITED KINGDOM OFFEREEES OR U.K. RESIDENTS: THE CONTENT OF THIS PROMOTION HAS NOT BEEN APPROVED BY AN AUTHORIZED PERSON WITHIN THE MEANING OF THE FINANCIAL SERVICES AND MARKETS ACTS 2000. RELIANCE ON THIS PROMOTION FOR THE PURPOSE OF ENGAGING IN ANY INVESTMENT ACTIVITY MAY EXPOSE AN INDIVIDUAL TO SIGNIFICANT RISK OF LOSING ALL OF THE PROPERTY OR OTHER ASSETS INVESTED.

NOTICE TO INVESTORS IN U.S. JURISDICTIONS

ALTHOUGH THE ISSUER INTENDS TO OFFER THE UNITS PRIMARILY, IF NOT EXCLUSIVELY, TO RESIDENTS OF FOREIGN COUNTRIES OR NON-U.S. JURISDICTIONS, IN THE EVENT THE ISSUER ELECTS TO MAKE OFFERS TO U.S. PERSONS, THE FOLLOWING LEGENDS ARE REQUIRED BY THE LAWS OF THE STATES INDICATED IF OFFERED TO PERSONS IN SUCH STATES, ALTHOUGH THE PRESENCE OF A LEGEND ONLY REFLECTS THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN ANY PARTICULAR STATE.

FOR ALABAMA RESIDENTS: 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: 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.