

FOR ACCREDITED AND SOPHISTICATED INVESTORS ONLY



Units of Class A Preferred Membership Interest

\$16,750 per Unit

Maximum Offering: \$1,675,000 (100 Units)  
(expandable to \$2,010,000 or 120 Units)

Minimum Offering: None

Minimum Subscription: 2 Units (\$33,500)

[Redacted] LLC (“we”, “us”, “our”, or the “Company”), is a Nevada limited liability company (LLC) formed to provide [Redacted]

[Redacted] The primary objectives of the Company are to: (i) [Redacted] (ii) [Redacted] and (iii) distribute the Company’s revenue from such activities to the Members in accordance with the Operating Agreement. There can be no assurance these objectives will be achieved. The Company maintains its principal place of business at [Redacted] USA (Telephone: [Redacted])

The Company is offering Units of Class A Preferred Membership Interest (the “Units”) in accordance with Section 4(2) and/or Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended, and applicable state laws that provide an exemption from registration for limited private offerings. This Offering is not available in states or jurisdictions that do not recognize such an exemption. This is not a public offering. The Units are not available to the general public. This document is our confidential private placement memorandum (this “Memorandum”) which explains the risks associated with the Units. Offers and sales of Units will be made only to “Accredited Investors” or to such persons who have sufficient knowledge and experience in financial, business and/or mining concerns who are capable of evaluating the merits and risks of the Units and who otherwise meet the qualifications set forth herein (See “Who May Invest”). If you do not meet these qualifications, please immediately return this Memorandum to the address on the cover.

**THIS INVESTMENT INVOLVES A HIGH DEGREE OF RISK DESCRIBED IN THE “RISK FACTORS” SECTION OF THIS MEMORANDUM. YOU SHOULD INVEST ONLY IF YOU CAN AFFORD A TOTAL LOSS OF YOUR CAPITAL CONTRIBUTION.**

**NEITHER THE U.S. SECURITIES COMMISSION (THE “COMMISSION”) NOR ANY STATE SECURITIES 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.**

FOR MORE INFORMATION, PLEASE CONTACT:

The date of this Memorandum is:

[Redacted] 5, 2011, as amended  
and supplemented through  
[Redacted] 2012



Memorandum Copy No.

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This cover page is continued on the following pages.

THE 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 MEMORANDUM OR 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.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AT LEAST TWENTY FOUR (24) MONTHS OR PERHAPS FOR AN INDEFINITE PERIOD OF TIME.

	Price to Investors	Selling Commissions and Discounts (1)	Proceeds to Company (2)
Per Unit	\$16,750	\$0	\$16,750
Minimum Subscription	\$33,500	\$0	\$33,500
Minimum Offering (3)	N/A	N/A	N/A
Maximum Offering (4)(5)	\$1,675,000	\$0	\$1,675,000

FOOTNOTES:

(1) The Units will be placed by the Company's management. The Company may utilize the services of third-party placement agents, FINRA broker-dealers, investment bankers, finders, and/or others who may charge a fee in connection with the placement of Units (See "Estimated Use of Proceeds").

(2) Net proceeds are calculated before deducting certain compensation to the Company's Managers, Managing Member and/or their affiliates in connection with their management of Company affairs (See "Estimated Use of Proceeds" and "Compensation").

(3) No minimum escrow threshold needs to be met prior to utilization of proceeds by the Company. Proceeds will be immediately available to implement the Company's objectives.

(4) The Offering may be expanded up to 120 Units (\$2,010,000 (the "Expanded Maximum")) in the Managing Member's sole discretion. Such action may have a dilutive effect on your interest in the Company's underlying assets, revenue, etc.

(5) As of the most recent date on the cover of this Memorandum, the Company has received subscriptions for approximately 70 Units.

This offering (the "Offering") is being made by the issuer (the "Company") through its management. The Company reserves the right to cancel or modify the Offering, to reject subscriptions for Units in whole or in part for any or no reason, to waive conditions to the purchase of Units, and to accept a limited number of investors.

No Person has been authorized to give any information or to make any representations in connection with the offer made by this Memorandum unless preceded or accompanied by this Memorandum, nor has any Person been authorized to give any information or to make any representations other than that contained in this Memorandum and, if given or made, such information or representations must not be relied upon. This Memorandum does not constitute an offer or solicitation in any jurisdiction to any Person to whom it is unlawful to make such offer or solicitation in such jurisdiction. Neither the delivery of this Memorandum nor any sale made hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of the Company since the date hereof.

## STATE NOTICES

THE PRESENCE OF A LEGEND FOR ANY GIVEN JURISDICTION REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT JURISDICTION AND SHOULD NEITHER BE CONSTRUED TO MEAN AN OFFER OR SALE MAY BE MADE IN ANY PARTICULAR JURISDICTION NOR THAT THE COMPANY IS SUBJECT TO THE SECURITIES LAWS OF ANY JURISDICTION.

**FOR ALABAMA RESIDENTS:** THESE UNITS ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE UNITS HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY UNITS, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS 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 UNITS 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 UNITS. 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 UNITS AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION ON THESE UNITS.

**FOR ARIZONA RESIDENTS:** THE UNITS OFFERED HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF ARIZONA, AS AMENDED, AND ARE OFFERED IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1844(1). THE UNITS CANNOT BE RESOLD UNLESS REGISTERED UNDER THE ACT OR PURSUANT TO AN EXEMPTION FROM REGISTRATION.

**FOR ARKANSAS RESIDENTS:** THESE UNITS ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 14(b)(14) OF THE ARKANSAS SECURITIES ACT AND SECTIONS 4(2) AND 4(6) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE UNITS HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE UNITS, 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:** THESE UNITS HAVE NOT BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATE SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING.