

**ENERGY  
CORPORATION**

(a Nevada corporation)

Preferred Stock  
5,000,000 Shares  
\$1.00 per Share

Maximum Offering: \$5,000,000  
Minimum Offering: \$250,000

Class A Minimum Subscription: 25,000 Shares (\$25,000)  
Class B Minimum Subscription: 5,000 Shares (\$5,000)

ENERGY CORPORATION, a Nevada corporation (“we”, “our”, “us”, or the “Company”) is privately offering up to 5,000,000 Shares our Preferred Stock (either Series 2004 Class A (3%) Cumulative Preferred Stock (par value \$0.001 per share) or Series 2004 Class B (2%) Cumulative Preferred Stock (par value \$0.001 per share)) (the “Shares”) for the offering price of \$1.00 per Share, in accordance with Section 4(2) and/or Regulation D, Rule 506 of the Securities Act of 1933, as amended, and applicable state law.

This is not a public offering. The Shares are not available to the general public. This document is our confidential private placement memorandum (this “Memorandum”) which explains the risks associated with the Shares. Sales of Shares will only be made to accredited and/or otherwise qualified sophisticated investors who at least meet the criteria set forth in this Memorandum (See “Who May Invest”). If you do not meet these minimum qualifications, please 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 AND EXCHANGE 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.**

The date of this  
Memorandum is:

September 10, 20

**ENERGY CORPORATION**

USA

Telephone:

Facsimile:

Memorandum No.:

This cover page is continued on the following pages.

**THE SECURITIES AND EXCHANGE COMMISSION (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.**

**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 TWELVE (12) MONTHS OR PERHAPS FOR AN INDEFINITE PERIOD OF TIME.**

	Price to Investors	Selling Commissions and Discounts (1)	Proceeds to Company or Other Persons (2)
Per Share	\$1.00 (3)	\$0.10	\$0.90
Total Minimum	\$250,000	\$25,000	\$ 225,000
Total Maximum	\$5,000,000	\$500,000	\$4,500,000

**FOOTNOTES:**

- (1) Sales Commissions and/or finder fees may be paid by the Company either to broker-dealers who are members of the National Association of Securities Dealers, Inc. (“NASD”), licensed issuer-agents, or others where permitted by law. Sales to registered representatives of broker-dealers participating in the Offering or Affiliates of the Company will be made net of Sales Commissions.
- (2) Before deducting expenses payable by the Company, including offering, due diligence and marketing expenses (See “Use of Proceeds”).
- (3) The minimum purchase of Class A Shares is 25,000 Shares (\$25,000); the minimum purchase of Class B Shares is 5,000 Shares (\$5,000). We reserve the right, however, in our sole discretion, to permit a subscription of any amount in whole or in part, including amounts less than the stated minimums.

**IMPORTANT NOTICES ABOUT INFORMATION PRESENTED IN THIS MEMORANDUM**

**The information contained in this Memorandum is highly confidential and is furnished for your use as a potential Preferred Stockholder of the Company. By receiving this Memorandum you agree not to transmit, reproduce or make this Memorandum or any related exhibits or documents available to any other person or entity. If you do not agree to this condition, you will return this Memorandum to the address on the cover, postage pre-paid, within three (3) days of your receipt. Your failure to keep this Memorandum strictly confidential may cause the Company to incur actual damages of an indeterminable amount, subjecting you to potential legal liability.**

**This offering is available only to investors who meet the criteria set forth in this Memorandum (See “Who May Invest”). However, we reserve the right to deny any subscription for Shares for any or no reason.**

**This Memorandum does not constitute an offer to sell any Shares 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 Company and must be accompanied by an original numbered and dated copy of this Memorandum including attached Exhibits.**

**These Shares will be offered by the Company through our management on a “best efforts” basis.**

Broker-dealers who are members of the National Association of Securities Dealers (“NASD”) may also participate on the same basis.

Payment for the Shares offered hereby should be made payable to the order of “ENERGY CORPORATION”

No dealer, salesman or other person unaffiliated with the Company has been authorized to give you any information or make any representations other than those contained in this Memorandum. If you receive other information, do not rely on it.

Our affairs may have changed materially since the date on the cover of this Memorandum. Neither delivery of this Memorandum nor any sales made hereunder shall, under any circumstances, create an implication that there has been no material change in our affairs since that date.

You and/or your advisors and representatives may ask questions of, and receive answers from, our management concerning the terms and conditions of this offering as well as our overall objectives. We also will endeavor to provide you with any additional information, to the extent we possess such information or can acquire it without unreasonable effort or expense, necessary to substantiate the information set forth in this Memorandum.

Shares acquired through this offering may not be transferred without the express written permission of the Company or in the absence of an effective registration statement unless the prospective transferee establishes, to the satisfaction of the Company, that an exemption from registration is available. Certificates evidencing ownership of Shares, if issued, shall bear a restrictive legend to this effect.

Subscription of Shares may not be suitable for individuals or entities who do not meet the suitability requirements established by the Company or who cannot afford a non-liquid, speculative investment. (See “Risk Factors”).

At least 250,000 Shares need to be sold prior to the Company’s use of the proceeds. However, we reserve the right to cancel or modify the Offering, to reject subscriptions for Shares in whole or in part, to waive conditions to the purchase of Shares, and to accept a limited number of investors. See “Terms of the Offering.”

IF YOU OR YOUR ADVISOR(S) DESIRE ADDITIONAL INFORMATION, PLEASE CONTACT:

ENERGY CORPORATION

USA

Telephone:

Facsimile:

**STATE NOTICE LEGENDS**

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 SHARES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SHARES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SHARES, 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 SHARES 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 SHARES. 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 SHARES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION ON THESE SHARES.

**FOR ARIZONA RESIDENTS:** THE SHARES 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 SHARES CANNOT BE RESOLD UNLESS REGISTERED UNDER THE ACT OR PURSUANT TO AN EXEMPTION FROM REGISTRATION.

**FOR ARKANSAS RESIDENTS:** THESE SHARES 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 SHARES 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 SHARES, 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 SHARES 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. THESE SHARES 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 COLORADO RESIDENTS:** THESE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1801, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SHARES 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 CONNECTICUT RESIDENTS:** THESE SHARES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER SUCH ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

**FOR DELAWARE RESIDENTS:** THESE SHARES 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)(II) THEREUNDER. THESE SHARES 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:** THESE SHARES HAVE NOT BEEN REGISTERED UNDER