CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

ACCREDITED INVESTORS ONLY

NextGen Scientific, LLC

$10,009,872

(Private Placement of up to 2,453,400 Units)

Maximum/Minimum Units Offered: 2,453,400/No Minimum Offering
Price Per Unit: $4.08

The minimum investment in this offering is 6,150 Units, or $25,092, unless waived by the Company in its sole discretion

CONFIDENTIAL INFORMATION NOTICE

This Confidential Private Placement Memorandum (the "**Memorandum**") and any other information or documents delivered in connection with the offering described in this Memorandum are being furnished on a confidential basis, solely for use by potential investors in considering whether or not to purchase units of limited liability company interests in NextGen Scientific, LLC, a Delaware limited liability company (the "**Issuer**"). The Issuer was formed to invest in shares of capital stock and other securities of Ionics Life Sciences Limited, an Ireland private company limited by shares, and its subsidiaries ("**Ionics**"). All of the information contained in this Memorandum and any related documents and information is confidential and proprietary to the Issuer. You may not, and, by accepting receipt of this Memorandum, will not reproduce, distribute or further disseminate this Memorandum, or any related documents or information, in whole or in part. If you do not wish to participate in the offering described herein, you will return this Memorandum to the Issuer as soon as practicable, together with any other material relating to the Issuer or Ionics that you may have received. You must obtain the Issuer's prior written consent before taking any proposed actions that are inconsistent in any manner with the foregoing statements.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

This Memorandum is being furnished in connection with a private offering (the "**Offering**") by NextGen Scientific, LLC, a Delaware limited liability company (the "**Issuer**") which was formed to invest in shares of capital stock and other securities of Ionics Life Sciences Limited, an Ireland private company limited by shares, and its subsidiaries ("**Ionics**"). Genzada Pharmaceuticals LLC, a Kansas limited liability company ("**Genzada LLC**," "**Manager**" or "**Managing Member**"), manages the Issuer and controls Ionics. For purposes of this Memorandum, unless otherwise indicated or the context otherwise requires, all references herein to the "**Company**", "**NextGen**," "**NextGen Scientific**," "**we**," "**us**" and "**our**" refer to the Issuer, the Manager and Ionics collectively. The Issuer is offering for sale up to 2,453,400 units (the "**Units**") representing its limited liability company equity membership interests (the "**LLC Interests**") for a purchase price of $4.08 per Unit, up to an aggregate total amount of $10,009,872 (the "**Maximum Amount**" or "**Maximum Dollar Amount**"). The Offering is made in reliance upon an exemption from registration under the federal securities laws provided by Rule 506(c) of Regulation D, as promulgated by the United States Securities and Exchange Commission (the "**SEC**" or the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**" or the "**Act**"). Accordingly, only "accredited investors" as defined in Rule 501 of Regulation D that we have verified will be allowed to purchase Shares of our Class A Common Stock in this offering. There is currently no public market for our Class A Common Stock.

We expect the Offering to commence on the date of this Memorandum as set forth below. The Offering will terminate upon the earlier of (i) December 31, 2026 or (ii) the sale of Units totaling the Maximum Dollar Amount, unless terminated earlier, or extended for an additional sixty (60) days, in our sole and absolute discretion. The Units will be offered on a "best efforts," no minimum basis. There is no firm commitment by any person to purchase or sell the Units offered herein. The minimum investment is 6,150 Units, or $25,092, although we may, in our sole and absolute discretion, accept subscriptions for a lesser amount. We reserve the right to reject orders for the purchase of Units in whole or in part, and if a subscription is rejected the subscriber's funds will be returned without interest the next business day after rejection. The proceeds from the sale will be payable to the Issuer in cash. Upon receipt and acceptance of a subscription, the proceeds will be immediately deposited in the Issuer's bank account to be used as specified herein.

THE SECURITIES OFFERED HEREIN INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS".

	Sales Proceeds	Sales Commissions (1)	Proceeds to the Issuer
Per Unit	$ 4.08	$ 0.0408	$ 4.0392
Total offering	$10,009,872.00	$ 100,098.72	$ 9,909,773.28

(1) We have engaged Texture Capital, Inc., an SEC licensed broker-dealer ("**Texture**") that is a member firm of the Financial Regulatory Authority ("**FINRA**"), to act as lead selling agent (the "**Selling Agent**") to offer the Units of the Issuer's LLC Interests to prospective investors in this Offering on a "best efforts" basis, which means that there is no guarantee that any minimum amount will be received by the Issuer in this Offering. In addition, the Selling Agent may engage one or more sub-agents or selected dealers to assist in its marketing efforts (Texture, together with such sub-agents and/or dealers collectively, the "**Selling Agents**"). Texture is not purchasing the Units offered and is not required to sell any specific number or dollar amount of Units in this Offering before a closing occurs. The Issuer will pay a cash commission of 1% to Texture on sales of the Units in this Offering. See "Plan of Distribution" for details of compensation payable to the Selling Agent in connection with the Offering.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC" OR "COMMISSION") NOR ANY STATE SECURITIES ADMINISTRATOR HAS APPROVED OR DISAPPROVED THE SECURITIES OFFERED HEREIN NOR HAS THE COMMISSION OR ANY STATE SECURITIES ADMINISTRATOR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURES CONTAINED IN THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM OR THE MERITS OF AN INVESTMENT IN THE SECURITIES OFFERED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DATE OF THIS OFFERING MEMORANDUM IS JANUARY 26, 2026.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE 1933 ACT, OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED IN RELIANCE UPON CERTAIN EXEMPTIONS FROM REGISTRATION UNDER SUCH LAWS. SUCH EXEMPTIONS IMPOSE SUBSTANTIAL RESTRICTIONS ON THE SUBSEQUENT TRANSFER OF SECURITIES SUCH THAT AN INVESTOR HEREIN MAY NOT SUBSEQUENTLY RESELL THE SECURITIES OFFERED HEREIN UNLESS THE SECURITIES ARE SUBSEQUENTLY REGISTERED UNDER APPLICABLE FEDERAL AND STATE SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. SEE "RISK FACTORS," "SUITABILITY STANDARDS" AND "PLACEMENT OF THE OFFERING."

CONDITIONS AND DISCLAIMERS

THE FOLLOWING STATEMENTS CONTAIN CONDITIONS IMPOSED UPON THE OFFERING OF SECURITIES HEREIN AND DISCLAIMERS REGARDING INFORMATION CONTAINED ELSEWHERE IN THIS MEMORANDUM, WHICH CONDITIONS AND DISCLAIMERS APPLY GENERALLY TO ALL REPRESENTATIONS AND STATEMENTS MADE IN THIS MEMORANDUM OR OTHERWISE. PROSPECTIVE SUBSCRIBERS ARE URGED TO REVIEW THE FOLLOWING CONDITIONS AND DISCLAIMERS CLOSELY AND TO DIRECT ANY QUESTIONS REGARDING THE SAME TO US OR TO HIS OR HER PERSONAL ADVISOR. ALL STATEMENTS, REPRESENTATIONS OR OTHER INFORMATION CONTAINED IN THIS MEMORANDUM OR OTHERWISE PROVIDED TO PROSPECTIVE SUBSCRIBERS ARE QUALIFIED IN THEIR ENTIRETY BY THE FOLLOWING CONDITIONS AND DISCLAIMERS.

THE SECURITIES DESCRIBED IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, IN RELIANCE UPON THE EXEMPTIONS SPECIFIED IN SAID ACT, NOR HAVE THESE SECURITIES BEEN REGISTERED OR QUALIFIED UNDER THE SECURITIES LAWS OF ANY STATE IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION SPECIFIED UNDER APPLICABLE STATE SECURITIES LAWS AND REGULATIONS. SUCH EXEMPTIONS IMPOSE SUBSTANTIAL RESTRICTIONS ON THE SUBSEQUENT TRANSFER OF THE SECURITIES.

A SUBSCRIBER MUST BEAR THE ECONOMIC RISK OF INVESTMENT IN THE SECURITIES OFFERED HEREIN. BECAUSE THE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SEC OR REGISTERED OR QUALIFIED UNDER THE SECURITIES LAWS OF ANY STATE, THE SECURITIES ISSUABLE HEREUNDER MAY NOT BE RESOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER FEDERAL AND APPLICABLE STATE LAW OR AN OPINION OF COUNSEL TO THE COMPANY THAT AN EXEMPTION FROM REGISTRATION IS AVAILABLE AND SUCH REGISTRATION IS NOT REQUIRED. SEE "RISK FACTORS".

THE SALE OF UNITS IN THIS OFFERING WILL BE TO ACCREDITED INVESTORS ONLY. SEE "SUITABILITY STANDARDS" AND "PLACEMENT OF THE OFFERING".

DELIVERY OF THIS MEMORANDUM TO ANYONE OTHER THAN A DESIGNATED OFFEREE OR INDIVIDUALS RETAINED BY THE OFFEREE TO ADVISE HIM OR HER WITH RESPECT TO THIS OFFERING IS UNAUTHORIZED AND MAY CONSTITUTE A VIOLATION OF FEDERAL AND STATE SECURITIES LAWS. ANY REPRODUCTION OF THIS MEMORANDUM, IN WHOLE OR IN PART, OR ANY DISCLOSURE OF ITS CONTENTS, IN WHOLE OR IN PART, WITHOUT OUR PRIOR WRITTEN CONSENT IS PROHIBITED.

EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF ITS DATE OF ISSUE. NEITHER THE DELIVERY HEREOF, NOR ANY SALE MADE HEREUNDER, SHALL CREATE AN IMPLICATION THAT OUR AFFAIRS HAVE CONTINUED WITHOUT CHANGE SINCE SUCH DATE.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES OFFERED HEREIN IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS UNLAWFUL OR UNAUTHORIZED.

EXCEPT AS SET FORTH ABOVE, NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OR WARRANTIES, EITHER EXPRESS OR IMPLIED, OTHER THAN THOSE WHICH MAY BE CONTAINED HEREIN. IF MADE, SUCH INFORMATION MUST NOT BE RELIED UPON. NO STATEMENT CONTAINED HEREIN SHALL BE DEEMED TO MODIFY, SUPPLEMENT, OR CONSTRUE IN ANY WAY THE PROVISIONS OF ANY DOCUMENTS ATTACHED HERETO AS EXHIBITS OR LISTED HEREIN OR ANY OF THE LANGUAGE CONTAINED THEREIN. ANY STATEMENT MADE HEREIN WITH RESPECT TO ANY SUCH DOCUMENT IS QUALIFIED BY REFERENCE TO THE TEXT OF SUCH DOCUMENT.

PROSPECTIVE SUBSCRIBERS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, BUSINESS, OR TAX ADVICE. EACH PROSPECTIVE SUBSCRIBER SHOULD CONSULT HIS OWN ATTORNEY, BUSINESS ADVISER, OR TAX ADVISER CONCERNING LEGAL, BUSINESS, TAX, AND RELATED MATTERS RELATING TO THIS INVESTMENT.

YOU ARE URGED TO REQUEST ANY ADDITIONAL INFORMATION THAT YOU MAY CONSIDER NECESSARY IN MAKING AN INFORMED DECISION. IF YOU HAVE QUESTIONS CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING OR TO OBTAIN ADDITIONAL RELEVANT INFORMATION, WE WILL PROVIDE THE ANSWERS TO THE EXTENT WE POSSESS SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. ALL SUCH ADDITIONAL INFORMATION SHALL ONLY BE IN WRITING AND IDENTIFIED AS SUCH BY US. INQUIRIES CONCERNING SUCH ADDITIONAL INFORMATION SHOULD BE DIRECTED TO THE COMPANY AS SET FORTH IN THIS MEMORANDUM.

THE SECURITIES ARE OFFERED SOLELY BY THIS MEMORANDUM AND ARE SUBJECT TO PRIOR SALE. WE RESERVE THE RIGHT, IN OUR DISCRETION, TO WITHDRAW OR MODIFY THIS OFFERING WITHOUT PRIOR NOTICE OR TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART OR TO ALLOT TO ANY PROSPECTIVE SUBSCRIBER A LESSER NUMBER OF UNITS THAN SOUGHT TO BE PURCHASED BY SUCH SUBSCRIBER.

NASAA UNIFORM LEGEND

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY, INCLUDING THE TERMS OF THE OFFERING AND THE MERITS AND RISKS INVOLVED. THE UNITS 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 MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE UNITS ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE MADE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NO REGISTRATION STATEMENT HAS BEEN FILED WITH THE SEC WITH RESPECT TO THIS OFFERING AND THE UNITS BEING OFFERED HAVE NOT BEEN REGISTERED UNDER THE

SECURITIES ACT. THE UNITS ARE BEING OFFERED AND SOLD IN RELIANCE ON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND UNITS MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OR AS ALLOWED BY THE COMPANY'S OPERATING AGREEMENT ATTACHED HERETO AS **EXHIBIT A**. THE UNITS BEING OFFERED HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC NOR HAS THE SEC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR A SOLICITATION OF AN OFFER TO ACCEPT AND/OR MAKE SUBSCRIPTIONS FOR UNITS OR TO SELL AND/OR BUY UNITS. ACCEPTANCE OF A RECIPIENT'S SUBSCRIPTION FOR UNITS SHALL BE MADE ONLY AFTER IT HAS BEEN DETERMINED THAT SUCH RECIPIENT SATISFIES THE REQUIREMENTS FOR AN EXEMPTION FROM REGISTRATION AND THE FACTORS SET FORTH IN THE "SUITABILITY STANDARDS" SECTION OF THIS MEMORANDUM. DELIVERY OF THIS MEMORANDUM FOR INFORMATIONAL PURPOSES SHALL NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY UNITS. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE TO ANY PERSON TO WHOM SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL.

INVESTMENT IN UNITS OF LLC INTERESTS IS SPECULATIVE AND INVOLVES A RISK OF LOSS. THE UNITS WILL NOT BE FREELY TRANSFERABLE AFTER THE OFFERING AND ANY TRANSFER OF SUCH UNITS WILL BE SUBJECT TO COMPLIANCE WITH APPLICABLE FEDERAL AND STATE SECURITIES LAWS. UNITS SHOULD BE PURCHASED ONLY BY PERSONS OF SUBSTANTIAL MEANS WHO HAVE NO NEED FOR LIQUIDITY WITH RESPECT TO THIS INVESTMENT AND WHO CAN BEAR THE ECONOMIC RISK OF A TOTAL LOSS OF THEIR INVESTMENT. EACH OFFEREE SHOULD CAREFULLY CONSIDER THE INFORMATION UNDER THE "RISK FACTORS" AND "SUITABILITY STANDARDS" SECTIONS OF THIS MEMORANDUM.

THE COMPANY RESERVES THE RIGHT IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER TO MODIFY, AMEND, OR WITHDRAW THIS OFFERING, TO ACCEPT OR REJECT IN WHOLE OR IN PART ANY SUBSCRIPTION FOR UNITS OFFERED HEREBY, OR TO ALLOT TO AN INVESTOR FEWER THAN THE NUMBER OF UNITS DESIRED TO BE PURCHASED. THE COMPANY SHALL NOT HAVE ANY LIABILITY WHATSOEVER TO YOU IN THE EVENT THAT ANY OF THE FOREGOING OCCURS.

ALL DOCUMENTS REFERRED TO IN THIS MEMORANDUM, BUT NOT ATTACHED AS EXHIBITS, ARE AVAILABLE FOR INSPECTION BY A PROSPECTIVE INVESTOR OR HIS, HER OR ITS REPRESENTATIVE AT THE OFFICE OF THE COMPANY. THE OBLIGATIONS OF THE PARTIES TO THE TRANSACTIONS CONTEMPLATED BY THIS MEMORANDUM ARE DESCRIBED IN AND WILL BE GOVERNED BY THE DOCUMENTS ATTACHED AS EXHIBITS AND/OR REFERRED TO HEREIN. ALL STATEMENTS AND INFORMATION CONTAINED IN THIS MEMORANDUM ARE QUALIFIED IN THEIR ENTIRETY BY THOSE DOCUMENTS. CONSEQUENTLY, PROSPECTIVE INVESTORS ARE URGED TO READ CAREFULLY THE DOCUMENTS ATTACHED TO AND/OR REFERENCED IN THIS MEMORANDUM.

RECIPIENTS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS, WHETHER WRITTEN OR ORAL, FROM THE COMPANY OR ANY PERSON ASSOCIATED WITH THIS OFFERING AS LEGAL, TAX OR INVESTMENT ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN PERSONAL LEGAL COUNSEL, TAX ADVISOR, BUSINESS ADVISOR OR "PURCHASER REPRESENTATIVE" (AS SUCH TERM IS DEFINED IN RULE 501(a) OF REGULATION D UNDER THE SECURITIES ACT) AS TO LEGAL, TAX, ECONOMIC AND RELATED MATTERS CONCERNING THIS INVESTMENT AND ITS SUITABILITY.

IN THE EVENT A PROSPECTIVE INVESTOR SUBSCRIBES FOR UNITS, THE INVESTOR ACKNOWLEDGES THAT SAID INVESTOR WILL NOT BE ABLE TO LIQUIDATE ANY PORTION

OF SUCH INVESTMENT IN THE FORESEEABLE FUTURE AND THAT SAID INVESTOR UNDERSTANDS OR HAS BEEN ADVISED WITH RESPECT TO THE RISK FACTORS ASSOCIATED WITH SUCH INVESTMENT. EACH INVESTOR WILL BE REQUIRED TO REPRESENT TO THE COMPANY IN WRITING IN THE SUBSCRIPTION AGREEMENT ATTACHED HERETO AS **EXHIBIT B** THAT (i) THE INVESTOR IS AN ACCREDITED INVESTOR; (ii) CERTAIN FACTS AND CIRCUMSTANCES REGARDING THE INVESTOR'S FINANCIAL CONDITION AND RESOURCES ARE TRUE; AND (iii) THE INVESTOR IS PURCHASING UNITS FOR INVESTMENT PURPOSES ONLY AND NOT WITH A VIEW TOWARD RESALE.

NO PERSON HAS BEEN AUTHORIZED BY THE COMPANY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS CONCERNING THE COMPANY OR THIS OFFERING OTHER THAN THE REPRESENTATIONS CONTAINED IN AND INFORMATION PROVIDED IN OR WITH THIS MEMORANDUM, AND, IF GIVEN OR MADE, SUCH OTHER REPRESENTATIONS OR INFORMATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, IMPLY THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY DESCRIBED HEREIN SINCE THE DATE HEREOF, OR THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME AFTER THE DATE OF THIS MEMORANDUM.

JURISDICTIONAL LEGENDS

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

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

2. **NOTICE TO ALASKA RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF 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 MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

3. **NOTICE TO ARIZONA RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION PURSUANT TO A.R.S. SECTION 44-1846, BUT SUCH EXEMPTION IS NOT A FINDING BY THE ARIZONA SECURITIES COMMISSION THAT THIS MEMORANDUM IS TRUE OR ACCURATE OR THAT THE COMMISSION HAS PASSED UPON THE MERITS OR APPROVED SUCH SECURITIES AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

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

5. **NOTICE TO CALIFORNIA RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATIONS CODE BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER THE SECURITIES OFFERED HEREBY, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFORE, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES. SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAVE NOT BEEN QUALIFIED WITH COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUANCE OF SUCH SECURITIES OR PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATIONS IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPTED FROM QUALIFICATION BY SECTION 25100, 25102, OR 25104 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITION UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT.

6. **NOTICE TO COLORADO RESIDENTS ONLY:** THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED, OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE COMMISSION OF SECURITIES OF THE STATE OF COLORADO, NOR HAS THE COMMISSION OF SECURITIES PASSED UPON THE ACCURACY OR

ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

7. **NOTICE TO <u>CONNECTICUT</u> RESIDENTS ONLY:** THESE 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 THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

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

9. **NOTICE TO <u>DISTRICT OF COLUMBIA</u> RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE ISSUER'S DISCLOSURE STATEMENT, INCLUDING THE TERMS OF THE OFFERING AND THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES REGULATOR OR THE DEPARTMENT OF INSURANCE, SECURITIES AND BANKING OR OTHER REGULATORY AUTHORITY. 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 BY SUBSECTION (e) OF SEC RULE 147 (17 C.F.R. 230.147(e)) AS PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE DISTRICT OF COLUMBIA SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

10. **NOTICE TO <u>FLORIDA</u> RESIDENTS ONLY:** THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SECURITIES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. IN ADDITION, ALL OFFEREES WHO ARE FLORIDA RESIDENTS SHOULD BE AWARE THAT SECTION 517.061(11)(a)(5) OF THE ACT PROVIDES, IN RELEVANT PART, AS FOLLOWS: "WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, ANY SALE IN FLORIDA MADE PURSUANT TO THIS MEMORANDUM IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER." THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO AVOID SALES GRANTED BY SECTION 517.061(11)(a)(5) AND WHO WISHES TO EXERCISE SUCH RIGHT, MUST, WITHIN 3 DAYS AFTER THE TENDER OF ANY AMOUNT TO THE COMPANY OR TO ANY AGENT OF THE COMPANY (INCLUDING THE SELLING AGENT OR ANY OTHER DEALER ACTING ON BEHALF OF THE COMPANY OR ANY SALESMAN OF SUCH DEALER) OR AN ESCROW AGENT CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY

AT THE ADDRESS PROVIDED IN THIS MEMORANDUM. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED ON OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

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

12. **NOTICE TO HAWAII RESIDENTS ONLY:** NEITHER THIS MEMORANDUM NOR THE SECURITIES DESCRIBED HEREIN HAVE BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER OF SECURITIES OF THE STATE OF HAWAII NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM.

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

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

15. **NOTICE TO INDIANA RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR DIVISION OR OTHER REGULATORY AUTHORITY. 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 BY SUBSECTION (e) OF SECURITIES RULE 147 (17 CFR 230.147(e)) AS PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

16. **NOTICE TO IOWA RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED AND 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, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

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

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

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

20. **NOTICE TO MAINE RESIDENTS ONLY:** THE ISSUER IS REQUIRED TO MAKE A REASONABLE FINDING THAT THE SECURITIES OFFERED ARE A SUITABLE INVESTMENT FOR THE PURCHASER AND THAT THE PURCHASER IS FINANCIALLY ABLE TO BEAR THE RISK OF LOSING THE ENTIRE AMOUNT INVESTED. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION UNDER §16202(15) OF THE MAINE UNIFORM SECCURITIES ACT AND ARE NOT REGISTERED WITH THE SECURITIES ADMINISTRATOR OF MAINE. THE SECURITIES OFFERED FOR SALE MAY BE RESTRICTED SECURITIES AND THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS: (1) THE SECURITIES ARE REGISTERED UNDER STATE AND FEERAL SECURITIES LAWS, OR (2) AN EXEMPTION IS AVAILABLE UNDER THOSE LAWS.

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

22. **NOTICE TO MASSACHUSETTS RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT, OR THE MASSACHUSETTS UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON

OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

23. **NOTICE TO MICHIGAN RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MICHIGAN UNIFORM SECURITIES ACT (THE ACT) AND MAY BE TRANSFERRED OR RESOLD BY RESIDENTS OF MICHIGAN 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 (EXCLUDING THE ESTIMATED FAIR MARKET VALUE OF THE INVESTOR'S PRIMARY RESIDENCE).

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

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

26. **NOTICE TO MISSOURI RESIDENTS ONLY:** THE SECURITIES OFFERED HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE PURCHASER IN A TRANSACTION EXEMPT UNDER SECTION 4.G OF THE MISSOURI SECURITIES LAW OF 1953, AS AMENDED. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI, UNLESS THE SECURITIES ARE SO REGISTERED, THEY MAY NOT BE OFFERED FOR SALE OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.

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

28. **NOTICE TO NEBRASKA RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION, DEPARTMENT, OR DIVISION OR OTHER REGULATORY AUTHORITY. 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 BY SUBSECTION (e) OF SEC RULE 147 OR SUBSECTION (e) OF RULE 147A ADOPTED

UNDER THE SECURITIES ACT OF 1933 AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

29. **NOTICE TO NEVADA RESIDENTS ONLY:** IF ANY INVESTOR ACCEPTS ANY OFFER TO PURCHASE THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTIONS 90.460 and 90.540 OF THE NEVADA REVISED STATUTES. THE INVESTOR IS HEREBY ADVISED THAT THE ATTORNEY GENERAL OF THE STATE OF NEVADA HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING AND THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE, OR SALE THEREOF, BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEVADA. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

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

31. **NOTICE TO NEW JERSEY RESIDENTS ONLY:** IF YOU ARE A NEW JERSEY RESIDENT AND YOU ACCEPT AN OFFER TO PURCHASE THESE SECURITIES PURSUANT TO THIS MEMORANDUM, YOU ARE HEREBY ADVISED THAT THIS MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

32. **NOTICE TO NEW MEXICO RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE NEW MEXICO REGULATION & LICENSING DEPARTMENT NOR HAS THE SECURITIES DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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

AND THERE IS NO ASSURANCE THAT ANY BROKERS WILL EVER HAVE SUCH AN INTEREST IN THE SECURITIES OF THE COMPANY OR THAT THERE WILL EVER BE A MARKET THEREFOR.

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

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

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

37. **NOTICE TO OKLAHOMA RESIDENTS ONLY:** THESE SECURITIES ARE OFFERED FOR SALE IN THE STATE OF OKLAHOMA IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION FOR PRIVATE OFFERINGS. THIS MEMORANDUM AND THE INFORMATION CONTAINED HEREIN DOES NOT CONSTITUTE AN APPROVAL, RECOMMENDATION OR ENDORSEMENT, AND IN NO SENSE IS TO BE REPRESENTED AS AN INDICATION OF THE INVESTMENT MERIT OF SUCH SECURITIES. ANY SUCH REPRESENTATION IS UNLAWFUL.

38. **NOTICE TO OREGON RESIDENTS ONLY:** THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE DEPARTMENT OF CONSUMER AND BUSINESS SERVICES OF THE STATE OF OREGON. THE INVESTOR IS ADVISED THAT THE COMMISSIONER HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE COMMISSIONER. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

39. **NOTICE TO PENNSYLVANIA RESIDENTS ONLY:** THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE PENNSYLVANIA DEPARTMENT OF BANKING AND SECURITIES UNDER PROVISIONS OF THE PENNSYLVANIA SECURITIES ACT OF 1972. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE INVESTOR IS ADVISED THAT THE DEPARTMENT HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE DEPARTMENT. THE

INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

40. **NOTICE TO PUERTO RICO RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE OFFICE OF THE COMMISSIONER OF FINANCIAL INSTITUTIONS ("OCFI"). THE OCFI HAS NOT MADE ANY DETERMINATION REGARDING THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

41. **NOTICE TO RHODE ISLAND RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE DEPARTMENT OF BUSINESS REGULATION OF THE STATE OF RHODE ISLAND NOR HAS THE DIRECTOR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

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

43. **NOTICE TO SOUTH DAKOTA RESIDENTS ONLY:** THESE SECURITIES ARE BEING OFFERED FOR SALE IN THE STATE OF SOUTH DAKOTA PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SOUTH DAKOTA BLUE SKY LAW, CHAPTER 47-31B, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATION OF THE STATE OF SOUTH DAKOTA. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

44. **NOTICE TO TENNESSEE RESIDENT ONLY:** IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF 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, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

45. **NOTICE TO TEXAS RESIDENTS ONLY:** THE SECURITIES OFFERED HEREUNDER HAVE NOT BEEN REGISTERED UNDER APPLICABLE TEXAS SECURITIES LAWS AND, THEREFORE, ANY PURCHASER THEREOF MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES

CANNOT BE RESOLD UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. FURTHER, PURSUANT TO §109.13 UNDER THE TEXAS ADMINISTRATIVE CODE, THE COMPANY IS REQUIRED TO APPRISE PROSPECTIVE INVESTORS OF THE FOLLOWING: A LEGEND SHALL BE PLACED, UPON ISSUANCE, ON CERTIFICATES REPRESENTING SECURITIES PURCHASED HEREUNDER, AND ANY PURCHASER HEREUNDER SHALL BE REQUIRED TO SIGN A WRITTEN AGREEMENT THAT HE WILL NOT SELL THE SUBJECT SECURITIES WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS, OR EXEMPTIONS THEREFROM.

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

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

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

49. **NOTICE TO WASHINGTON RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW NOR HAVE THEY BEEN APPROVED OR DISAPPROVED BY THE SECURITIES EXCHANGE COMMISSION OR THE DEPARTMENT OF FINANCIAL INSTITUTIONS, SECURITIES DIVISION AND NEITHER THE EXCHANGE COMMISSION NOR SECURITIES DIVISION HAVE PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM AND THEREFORE, THESE SECURITIES CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER RCW CHAPTER 21.20, OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.

50. **NOTICE TO WEST VIRGINIA RESIDENTS ONLY:** IF AN INVESTOR ACCEPTS AN OFFER TO PURCHASE ANY OF THE SECURITIES, THE INVESTOR IS HEREBY ADVISED THE SECURITIES WILL BE SOLD TO AND ACQUIRED BY IT/HIM/HER IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 111 C.S.R. 15.06(b)(9) AND MAY NOT BE REOFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

51. **NOTICE TO WISCONSIN RESIDENTS ONLY:** IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR DIVISION OR OTHER REGULATORY AUTHORITY. 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 BY SUBSECTION (e) OF SEC RULE 147A (17 CFR 230.147A(e)) AS PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. IN ADDITION TO THE INVESTOR SUITABILITY STANDARDS THAT ARE OTHERWISE APPLICABLE, ANY INVESTOR WHO IS A WISCONSIN RESIDENT MUST HAVE A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) IN EXCESS OF THREE AND ONE-THIRD (3 1/3) TIMES THE AGGREGATE AMOUNT INVESTED BY SUCH INVESTOR IN THE SECURITIES OFFERED HEREIN.

52. **NOTICE TO WYOMING RESIDENTS ONLY:** THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE STATE OF WYOMING NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

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STATEMENT REGARDING FORWARD-LOOKING INFORMATION

There are a number of statements in this Memorandum which are 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. These statements are based on certain assumptions and analyses we made in light of the Company's perception of historical trends, current business and economic conditions, and expected future developments, as well as other factors we believe are reasonable or appropriate. There can be no assurance that the actual results or developments we anticipate will be realized or, even if substantially realized, that they will have the expected consequences to or effects on the Company's business or operations.

Potential Investors can identify forward-looking statements by the use of words such as "may," "should," "will," "could," "would," "estimates," "predicts," "potential," "continue," "anticipates," "believes," "plans," "expects," "future," "intends," and similar expressions that are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks and uncertainties and other factors, some of which are beyond the Company's control and are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. In evaluating these forward-looking statements each Investor should carefully consider the risks and uncertainties described in this Memorandum.

Factors, many of which are beyond the Company's control, which could have a material adverse effect on the Company's operations and future prospects include, but are not limited to:

- Any of the risk factors identified in this Memorandum;
- The Company's ability to attract investors to purchase the Units;
- The cash flow, operating performance and financing activities of the Company;
- The feasibility of the Company's technologies;
- The acceptance of the Company's products in the market-place;
- The effects of any new tax legislation;
- The effects of any new tariff imposed by the United States;
- The outcome of any legal proceedings that may be instituted against the Company;
- The ability of the Company to retain and hire competent employees;
- Legislative or regulatory changes impacting the Company's business;
- The competitiveness of the industries in which the Company operates and the financial resources of its competitors; and
- The Company's compliance with applicable local, state and federal laws.

Any of the assumptions underlying forward-looking statements could be inaccurate. You are cautioned not to place undue reliance on any forward-looking statements included in this Memorandum. All forward-looking statements are made as of the date of this Memorandum and the risk that actual results will differ materially from the expectations expressed in this Memorandum will increase with the passage of time. We undertake no obligation to publicly update or revise any forward-looking statements after the date of this Memorandum, whether as a result of new information, future events, changed circumstances or any other reason. In light of the significant uncertainties inherent in the forward-looking statements included in this Memorandum, including, without limitation, the risks described under "**Risk Factors**," the inclusion of such forward-looking statements should not be regarded as a representation by us or any other person that the objectives and plans set forth in this Memorandum will be achieved.

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MEMORANDUM SUMMARY

This summary highlights information contained elsewhere in this Memorandum but might not contain all of the information that is important to you. Before investing in Units of the LLC Interests offered herein, you should read the entire Memorandum carefully, including the "Risk Factors" section included elsewhere in this Memorandum.

The Company

NextGen Scientific, LLC, a Delaware limited liability company (the "**Issuer**"), was formed primarily to invest in Ionics Life Sciences Limited, an Ireland private company limited by shares, and its subsidiaries ("**Ionics**"). Genzada Pharmaceuticals LLC, a Kansas limited liability company ("**Genzada LLC**," "**Manager**" or "**Managing Member**"), manages the Issuer and controls Ionics. Ionics is a holding company which, through its subsidiaries, is focused on solving health problems with science-driven results and involved in the research, discovery, development, and contract manufacturing of pre-revenue pharmaceuticals and revenue generating nutritional supplements derived from the botanical Arum Palaestinum ("**A. palaestinum**"). For purposes of this Memorandum, unless otherwise indicated or the context otherwise requires, all references herein to the "**Company**," "**NextGen**," "**NextGen Scientific**," "**we**," "**us**" and "**our**" refer to the Issuer, the Manager and Ionics collectively.

A. palaestinum has been in continual use as a medicinal "home" remedy for various conditions in the Middle East since the Ninth Century CE (over 1,100 years) until recently when we began researching and developing pharmaceutical drug candidates specifically for oncology, dermatology and endocrinology (diabetes) as well as health and wellness supplements derived from the plant. We have two (2) clinical stage drugs, eight (8) nutritional supplements and a host of new compounds in our R&D pipeline. Investors in this Offering will, in effect, have an opportunity to invest simultaneously in clinical-stage drug development as well as a growing, science-driven nutritional supplements business.

Industry experts anticipate substantial overall growth in both pharmaceuticals and nutritional supplements in the next 5-7 years – from $2 trillion in 2025 to $3.3 trillion in 2030-2032. We seek to take part in this upward trend by focusing on solving health problems with science-driven results.

Corporate Information

NextGen Scientific, LLC was organized under the laws of the State of Delaware on May 12, 2025, primarily for the purpose of investing in Ionics. Ionics owns 100% of the following Kansas corporations: Genzada Pharmaceuticals USA, Inc. ("**Genzada**"), Hyatt Life Sciences, Inc. ("**Hyatt**") and GHS, Inc. ("**GHS**"); and 88.99% of Ankh Life Sciences Limited, an Ireland private company limited by shares ("**Ankh**", and together with Genzada, Hyatt and GHS, the "**Subsidiaries**"). The Managing Member owns the remaining 11.01% of Ankh.

Details regarding the organizational structure of Ionics and the activities of the Subsidiaries are discussed elsewhere in this Memorandum.

Our principal executive office is located at 517 East 30th Street, Suite E, Hutchinson, Kansas 67502. The telephone number for our principal executive office is (620) 204-7150. Our website addresses are www.nextgenscientific.com, www.genzada.com and www.hyattlifesciences.com. You can also follow us on the following social media platforms:

Genzada

- Facebook (https://www.facebook.com/genzada/); and
- Linkedin (https://www.linkedin.com/company/genzada-pharmaceuticals-usa-inc/);

Hyatt

- Facebook (https://www.facebook.com/hyattlifesciences/);
- Linkedin (https://www.linkedin.com/company/94385951/admin/dashboard/);
- X (formerly known as Twitter https://x.com/hyatt_life);
- YouTube (https://www.youtube.com/channel/UC3NgtF_ppRr6D2oUNMSFPWA);
- Pinterest (https://www.pinterest.com/hyatt_life/); and
- Instagram (https://www.instagram.com/hyatt_life_sciences/#).

Information on our web sites and social media accounts is not part of this Memorandum.

The Offering

Securities Offered:	Units representing limited liability company equity membership interests (the "**LLC Interests**") in the Issuer.
The Offering:	Up to 2,453,400 Units on a "best efforts" basis solely to verified Accredited Investors pursuant to Section 4(a)(2) and Rule 506(c) of Regulation D under the Securities Act.
Purchase Price:	$4.08 per Unit (the "**Purchase Price**")
Maximum Dollar Amount:	The maximum aggregate subscription amount for Units pursuant to this Offering is Ten Million and No/100 Dollars ($10,009,872.00).
Minimum Subscription:	The minimum subscription for this Offering is Twenty-Five Thousand Ninety-Two and No/00 ($25,092.00) (or 6,150 Units), although we may accept subscriptions for a lessor amount in our sole and absolute discretion.
Offering Period:	The Offering shall continue until the earliest of: (i) December 31, 2026; or (ii) the sale of Units of the Issuer's LLC Interests totaling the Maximum Dollar Amount, unless terminated earlier, or extended for an additional sixty (60) days, in our sole and absolute discretion.
Pre-Money Valuation:	The Issuer will use the proceeds from this Offering to invest in Ionics Life Sciences Limited, an Ireland private company limited by shares, and its subsidiaries ("**Ionics**"). The Purchase Price is based upon a fully-diluted pre-money valuation of $312,390,128 of Ionics. Assuming the sale of all Units in this Offering, the Issuer will own 9.3% of Ionics. We determined the Purchase Price using information we believed to be relevant in calculating the value of Ionics and included reference to Ionics' assets, subjective assessments of Ionics' potential market position and viability relative to its peers, comparative analysis of other early stage pharmaceutical development and nutraceutical manufacturing and sales organizations, and other similar information. We cannot, and do not, warrant or guarantee that the Purchase Price, or the assessment of any information underlying the Purchase Price, is valid, correct or otherwise viable. We encourage investors

	to conduct their own independent evaluation of the value of Ionics and the Purchase Price of Units being sold in this Offering. No public trading market exists for the Units and none is expected to develop after this Offering. We do not represent that the Units have or will have a market value equal to the Purchase Price or could be resold (if at all) at the Purchase Price.
Units Outstanding: **Prior to the Offering** **After the Offering**	 5,000,000 Units 7,453,400 Units (Assuming the sale of all Units offered)
Capitalization:	The Issuer's operating agreement (the "**Operating Agreement**") attached to this Memorandum as **Exhibit A** does not restrict the number of Units that the Issuer may issue. As of the date of this Offering, the Issuer has issued 5,000,000 Units. If the maximum 2,453,400 Units are sold in this Offering, the Investors, on a fully-diluted basis, will own 32.92% of the Units of Issuer and the Issuer will own approximately 9.3% of the total value of Ionics. See capital structure before and after the Closing set forth under "Company Securities" section of this Memorandum below.
Management:	The Issuer is a manager-managed limited liability company. The manager is Genzada Pharmaceuticals LLC, a Kansas limited liability company (the "**Manager**," or "**Managing Member**"). Under the Operating Agreement attached to this Memorandum as **Exhibit A**, the Managing Member exercises the full powers of the Issuer and solely manages the business and affairs of the Issuer. No approval or consent of the other members (including those who purchase Units in this Offering) is required for the Managing Member to make or implement any decisions affecting the Issuer, its assets or affairs, unless the Delaware Limited Liability Company Act (the "**DLLCA**") specifically requires approval by the members for any act of the Managing Member and such requirement is not waivable under the DLLCA.
Compensation to Managing Member	Neither the Managing Member nor existing members will be compensated for the sale of the Unites in this Offering or management of the Issuer.
Closing(s):	All proceeds of this Offering received by the Issuer will be held in a non-interest-bearing escrow account, separate from its operating accounts, where an independent escrow agent will watch over your investment until such time as your subscription is accepted by us. We will have weekly closings every Thursday (the "**Closings**" and each individually, a "**Closing**") during the term of this Offering where we will either accept or reject subscriptions. Once we accept your subscription, and certain regulatory procedures are completed, your money will be transferred from the escrow account to the

	Issuer's operating account for use by the Issuer and you will be issued Units corresponding to your accepted subscription. At that point, you will be an investor in the Issuer.
Use of Proceeds:	The proceeds of this Offering will be used to invest in Ionics which, in turn, will use the proceeds for the purposes outlined in this Memorandum. For a more detailed discussion of our estimated use of proceeds, see "*Use of Proceeds*".
Plan of Distribution of Units:	Texture will sell the Units in this Offering on a "best effort" basis. Texture may engage one or more sub-agents or selected dealers to assist in its marketing efforts (Texture, together with such sub-agents and/or dealers collectively, the "**Selling Agents**"). The Selling Agents are not purchasing the Units offered by the Issuer and are not required to sell any specific number or dollar amount of Units in this Offering before a Closing occurs. We will pay Texture a cash commission of 1% of the gross proceeds received by the Issuer on sales of Units in the Offering from the efforts of the Selling Agents. The cash commissions will be allocated by Texture to the Selling Agents in Texture's sole discretion. In the event associated persons of the Issuer also sell Units in this Offering, they intend to rely on the exemption from registration as a broker contained in Exchange Act Rule 3a4-1. Associated persons of the Issuer will not be compensated in connection with their participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities.
Investor Suitability:	Under this Offering, investors purchasing Units shall be limited to "Accredited Investors" within the meaning of Rule 501(a) of Regulation D of the Securities Act and may be required to meet other suitability requirements as set forth in the Subscription Agreement attached hereto as **Exhibit B**, or as determined by the Issuer. The foregoing suitability standards represent the minimum suitability requirements for prospective investors and satisfaction of these standards does not necessarily mean that the investment offered herein is a suitable investment for each prospective investor. The Issuer reserves the right to approve or disapprove any prospective investor's subscription for Units. See the "*Suitability Standards*" section of this Memorandum.
Distributions:	The Issuer currently intends to retain its future earnings, if any, to finance the development and expansion of its business and, therefore, does not intend to make any periodic cash distributions on its Units for the foreseeable future. The lack of periodic distributions may result in an Investor having phantom income in which the Investor has an allocation of income from the Issuer (and thus may be required to pay taxes on such income) without receiving any distributions from the Issuer to pay such tax obligation. See "*Risk Factors - Investors are subject to the risk that they will not receive distributions to pay a tax liability, or be able to utilize any net operating loss,*

	resulting from their investment in the Units." section of this Memorandum below.
Voting Rights:	The Issuer is a manager-managed limited liability company; therefore, members will have substantially limited control, voting rights or involvement in the business, affairs or governance of the Company. See "*Risk Factors*" section of this Memorandum, below, and **Exhibit A** – Operating Agreement.
Restrictions on Resale:	The Units have not been registered under the Securities Act and the Units will be deemed to be "**restricted securities**" under Rule 144 promulgated under the Securities Act and will bear a customary Rule 144 legend. There is no obligation for the Issuer to register the Units. The Units may not be sold, transferred or assigned in the absence of any effective registration statement for such Units under the Securities Act, or an exemption therefrom.
Indemnification:	The Issuer is obligated, to the fullest extent authorized under the laws of the State of Delaware, to indemnify the Managing Member and its managers, officers, employees and Affiliates acting on its behalf and performing functions or services otherwise commonly performed by the Managing Member within the scope of the Managing Member's authority if made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of being (or acting at the direction of) the Managing Member of the Issuer.
Dilution:	We expect that you will incur significant immediate dilution when you purchase Units in this Offering. See the "*Risk Factors - We expect that investors in this Offering will incur significant immediate dilution*" section of this Memorandum. Also, by purchasing Units in this Offering you will be subject to dilution by the Issuer, such that during and following the conclusion of the Offering, the Issuer has the full discretion, and intends, to sell additional Units; accordingly, you may face equity and/or additional price dilution. See the "*Risk Factors*" section of this Memorandum.
Risk Factors:	Purchase of the Units offered hereby is speculative and involves substantial risks. A potential investor should purchase Units only if such investor can afford to bear the entire economic risk of its investment. See the "*Risk Factors*" section of this Memorandum for a detailed discussion of the risk factors involved in purchasing Units in this Offering.
Access to Information:	Prospective investors are urged to request from the Issuer any information reasonably considered to be relevant to a decision to invest in the Issuer. The Issuer will timely review all such inquiries and, to the extent that the Issuer is able to do so (subject to confidentiality and regulatory considerations), it will respond to all reasonable requests for additional information.

Subscription Documents:	The purchase of Units shall be made pursuant to this Memorandum and the Subscription Agreement (**Exhibit B**), which will contain, among other things, customary representations, warranties and covenants by us and investment representations by the investors.
Subscription Procedures:	Upon delivery of the required documents, as indicated herein, each investor will become bound by the terms of the Operating Agreement and Subscription Agreement attached hereto as **Exhibit A** and **Exhibit B**, respectively, and will not be able to revoke his, her or its subscription. At Closing, we will furnish to each investor whose subscription is accepted by us fully executed copies of the Subscription Agreement and evidence of the book entry of the Units by our transfer agent.
Legal Counsel; Subscriber Expenses:	No independent counsel has been retained to represent the investors in the Issuer. Each investor should retain its own counsel and other appropriate advisers as to legal, regulatory and tax matters affecting investment in Units in this Offering and its suitability for such investor. All investors will be responsible for their own costs, fees and expenses.

RISK FACTORS

Prospective investors should consider the following risks and other information in the Memorandum before subscribing to purchase Units of LLC Interests in this Offering. The risk factors below are not intended to include all the possible risks of investing in the Company, nor are the summaries intended to provide complete descriptions of the risks that are included. There is a high degree of risk associated with the purchase of Units in this Offering and any such purchase should be made only after consultation with independent qualified sources of investment, legal and tax advice. No person should consider subscribing for an amount that is more than that such person can comfortably afford to lose in its entirety.

An investment in the Company involves a high degree of risk. There can be no assurance that the Company's business will be successful or that its objectives will be attained. Accordingly, investment in the Company is speculative in nature and suitable only for sophisticated investors who are aware of the risks involved. If any of the following risks actually materialize, our business and prospects could be seriously harmed and you could lose part or all of your investment. The risks and uncertainties described below are not exclusive and are intended to reflect the material risks that are specific to the Company and material risks related to the Company's business and industries. Prospective investors who would like more details about any risk factor should contact us directly.

Risks Relating to Our Business and Industry

NextGen, Ionics, Genzada and Hyatt are early-stage companies and have generated losses since inception.

NextGen was formed on May 12, 2025, primarily to invest in Ionics, which commenced operations in 2015. Genzada is a pre-revenue pharmaceutical company in U.S. Food and Drug Administration ("**FDA**") phase 1b/2a trial for both GZ17-6.02 (its first drug candidate) and GZ21T (its second drug candidate). Hyatt introduced its first nutritional supplement product to the market in 2018. Our revenue has been limited primarily to sales of health and wellness products by Hyatt to the general public and to wholesalers/resellers. Genzada may fail to develop its products on schedule, or at all, for the reasons stated in "Risks Related to the Development of Our Product Candidates." If this were to occur, our costs would increase and our ability to generate revenue could be impaired which would have a material adverse effect on the value of Units purchased in this Offering. Prospective investors should consider an investment in the Units provided in this Offering in light of the risks, uncertainties and difficulties frequently encountered by other early-stage growth pharmaceutical and nutritional supplements companies.

We need to raise a significant amount of additional capital to fully develop our business.

We are seeking to raise $10,009,872 (the "**Maximum Dollar Amount**") in this Offering on a best-efforts basis to implement the initial stages of our business plan. We plan to raise up to $75 million in a future offering to fully implement our business plan. We believe that the aggregate proceeds from both offerings (approximately $85 million) will capitalize and sustain the Company sufficiently to allow for the implementation of our business plan. If only a fraction of this Offering and/or a future offering is sold, or if certain assumptions contained in our business plan prove to be incorrect, we may have inadequate funds to fully develop our business in accordance with our business model and may need additional debt financing or other capital investment to fully implement our business plan. Furthermore, if the funds raised through this Offering and the planned future offering are inadequate, the percentage ownership of an Investor may be reduced in the future if we are required to raise more capital through the issuance of additional Units with rights and preferences as determined in our sole discretion.

Our financial information has not been reviewed or audited by a CPA.

We do not have a review or audit of financial statements by a CPA in accordance with generally accepted accounting principles in the U.S. ("**U.S. GAAP**") for the Issuer. Therefore, potential investors do not have reviewed, or audited U.S. GAAP financial information regarding the Issuer's capitalization or assets or liabilities on which to make an investment decision. If a potential investor feels this lack of financial information is insufficient, then such potential investor should not invest in the Units in this Offering.

The loss of key personnel, including significant employees, could disrupt the management or operations of our business and adversely affect our revenues.

Our future success depends in large part upon the continued service of key members of our senior management team. In particular, Dr. Gene Zaid, our Chief Executive Officer (CEO), Dr. Cameron West, our Chief Operating Officer (COO) and Jason West, our Executive Vice President (EVP), (collectively our "**Key Executive Officers**"). The individual and collective efforts of these individuals and our significant employees will be essential as we continue to grow our business. We do not maintain key-person life insurance policies with respect to our Key Executive Officers or significant employees. As a result, we would have no way to cover the financial loss if we were to lose the services of any of our Key Executive Officers or significant employees. The loss of any one of our Key Executive Officers or significant employees would materially adversely affect our business plan and you could lose all or a part of your investment.

Because we are dependent on our Managing Member to conduct operations, any adverse changes in the financial health of our Managing Member or our relationship with them could hinder our operating performance and our ability to meet financial obligations.

We are dependent on our Managing Member to manage our operations. Our Managing Member makes all decisions with respect to our management. We do not pay a fee to our Managing Member. Our Managing Member depends upon funds that it receives from other sources unrelated to us and Ionics. Any adverse changes in the financial condition of our Manager Member could hinder its ability to successfully manage our operations and our investment in Ionics.

We will have broad discretion over the use of the proceeds we receive in this Offering.

We will have broad discretion to use the net proceeds from this Offering, and you will be relying on the judgment of our Key Executive Officers regarding the application of these proceeds. Our Key Executive Officers may not apply the net proceeds of this Offering in ways that increase the value of your investment.

Consistent with the plan outlined in the "Use of Proceeds" section of this Memorandum, we intend to pay expenses incurred in connection with this Offering, including legal fees, and intend to use the remaining net proceeds from this Offering as discussed in such section. However, our Key Executive Officers reserve the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which they deem to be in the best interests of the Company and its shareholders in order to address changed circumstances or perceived opportunities. As a result of the foregoing, our success will be substantially dependent upon the discretion and judgment of the Key Executive Officers with respect to application and allocation of the net proceeds of this Offering. You will be entrusting your funds to the Key Executive Officers, upon whose judgment and discretion you must depend as you will not have the opportunity to influence their decisions on how to use the net proceeds from this Offering.

If we are unable to protect our intellectual property, the value of our brand and other intangible assets may be diminished, and our business may be adversely affected.

The success of our business depends in part on our ability to protect our intellectual property and our brand including our use of the unregistered tradenames. We will rely on a combination of federal, state, common law trademark, patent and trade secret laws, confidentiality procedures, and contractual provisions to protect our intellectual property. However, these measures afford only limited protection and might be challenged, invalidated or circumvented by third parties. The measures we take to protect our intellectual property may not be sufficient or effective. Additionally, any competitors may independently develop similar intellectual property.

We cannot assure you that any of the current or future patents or patent applications assigned to us or that may be filed by us will be issued or, if issued, will be enforceable or provide adequate protection of our proprietary rights. In addition, it is difficult to monitor compliance with, and enforce, our intellectual property on a worldwide basis in a cost-effective manner. In jurisdictions where foreign laws provide less intellectual property protection than afforded in the US and abroad, our technologies or other intellectual property may be compromised, and our business would be materially adversely affected. We may find it necessary to take legal action in the future to enforce or protect our intellectual property rights, and such action may be expensive and time consuming. In addition, we may be unable to obtain a favorable outcome in any such intellectual property litigation.

You may receive unauthorized information regarding this Offering.

Investors should carefully evaluate all of the information in this Memorandum. We may receive traditional or social media coverage of this Offering including coverage that is not directly attributable to statements made by our officers and directors or the Selling Agents and, that incorrectly reports on statements made by such individuals, or that is misleading as a result of omitting information provided by us, our officers and directors or the Selling Agents. We have not authorized any other party to provide you with information concerning us or this Offering.

Investment Company Act of 1940 Considerations.

We intend to structure and conduct our operations so that we do not fall within, or are excluded from, the definition of an "investment company" under the Investment Company Act of 1940, as amended (the "**1940 Act**"). Section 3(a)(1) of the 1940 defines the term "investment company" to mean "any issuer which is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting, or trading in securities." The Issuer will provide Ionics, an operating company, with the capital required to operate its business. Genzada LLC is the Managing Member and exercises the full powers of the Issuer and solely manages the business and affairs of the Issuer. No approval or consent of the other members (including those who purchase Units in this Offering) is required for the Managing Member to make or implement any decisions affecting the Issuer, its assets or affairs, unless the DLLCA specifically requires approval by the members for any act of the Managing Member and such requirement is not waivable under the DLLCA.

If we become obligated to register the Issuer as an investment company, we would have to comply with a variety of substantive requirements under the 1940 Act imposing, among other things:

- limitations on capital structure;
- restrictions on specified investments;
- prohibitions on transactions with affiliates; and
- compliance with reporting, record keeping, voting, proxy disclosure and other rules and regulations that would significantly change our operations.

If we were to be required to register the Issuer under the 1940 Act, it could have a material and adverse impact on our results of operations and business including our ability to raise capital as intended.

Risks Related to the Development of Our Pharmaceutical Product Candidates– Genzada

Drug development is a long, expensive and uncertain process, and delay or failure can occur at any stage of any of our clinical trials.

To gain approval to market a product for the treatment of a specific disease, we must provide the FDA and foreign regulatory authorities with clinical data that adequately demonstrate the safety and efficacy of that product for the intended indication applied for in the New Drug Application ("**NDA**") or respective regulatory file. Drug development is a long, expensive and uncertain process, and delay or failure can occur at any stage of any of our clinical trials. A number of companies in the pharmaceutical industry, including biotechnology companies, have suffered significant setbacks in clinical trials, even after promising results in earlier preclinical or clinical trials. These setbacks have been caused by, among other things, preclinical findings made while clinical studies were underway and safety or efficacy observations made in clinical studies. Success in preclinical testing and early clinical trials does not ensure that later clinical trials will be successful, and the results of clinical trials by other parties may not be indicative of the results in trials we may conduct. If safety or efficacy issues arise in connection with Genzada's development of its pharmaceutical drug candidates, Genzada may experience significant regulatory delays, its clinical trials may need to be re-designed or terminated and its may not be able to commercialize its products.

We do not know whether our planned clinical trials will begin on time, or at all, or will be completed on schedule, or at all, which may require us to, among other things, cease development efforts.

The commencement or completion of any clinical trials may be delayed, halted or discontinued for numerous reasons, including, but not limited to, the following:

- the FDA or other regulatory authorities do not approve a clinical trial protocol or place a clinical trial on clinical hold;
- patients do not enroll in clinical trials at the rate expected;
- patients experience adverse side effects or unsafe toxicity levels;
- patients withdraw or die during a clinical trial for a variety of reasons, including adverse events associated with the advanced stage of their disease and medical problems that may or may not be related to the product candidates;
- the interim results of the clinical trial are inconclusive or negative;
- the trial design, although approved, is inadequate to demonstrate safety and/or efficacy;
- third-party clinical investigators do not perform clinical trials on our anticipated schedule or consistent with the clinical trial protocol and good clinical practices, or other third-party organizations do not perform data collection and analysis in a timely or accurate manner;
- contract laboratories fail to follow good laboratory practices; or
- sufficient quantities of the trial drug are not available.

Our development costs will increase if there are material delays in clinical trials or a need to perform more or larger clinical trials than planned. If there are any significant delays for current or planned clinical trials, our business, financial condition, financial results and the commercial prospects for its products and product candidates will be harmed, and its prospects for profitability will be impaired.

Preclinical development is a long, expensive and uncertain process, and we may terminate one or more of our current preclinical development programs.

We may determine that certain preclinical product candidates or programs do not have sufficient potential to warrant the allocation of resources toward them. Accordingly, we may elect to terminate our programs for and, in certain cases, our licenses to, such product candidates or programs. If we terminate a preclinical program in which we have invested significant resources, we will have expended resources on a program that will not provide a full return on our investment and missed the opportunity to have allocated those resources to potentially more productive uses.

The manufacturing and manufacturing development of our products and product candidates present technological, logistical and regulatory risks, each of which may adversely affect our potential revenue.

The manufacturing and manufacturing development of pharmaceuticals are technologically and logistically complex and heavily regulated by the FDA and other governmental authorities. The manufacturing and manufacturing development of our products and product candidates present many risks, including, but not limited to, the following:

- It may not be technically feasible to scale up an existing manufacturing process to meet demand or such scale-up may take longer than anticipated; and
- Failure to comply with strictly enforced good manufacturing practices regulations and similar foreign standards may result in delays in product approval or withdrawal of an approved product from the market.

Any of these factors could delay clinical trials, regulatory submissions and/or commercialization of our products for particular diseases, interfere with current sales, entail higher costs and result in our being unable to effectively sell our products.

Our manufacturing strategy, which relies on third-party manufacturers, exposes us to additional risks as a result of which we may lose potential revenue.

We do not have the resources, facilities or experience to manufacture any of our products or product candidates ourselves. Completion of our clinical trials and commercialization of our products requires access to, or development of, manufacturing facilities that meet FDA standards to manufacture a sufficient supply of our products. The FDA must approve facilities that manufacture our products for commercial purposes, as well as the manufacturing processes and specifications for the product. We depend on third parties for the manufacture of our product candidates for preclinical and clinical purposes, and we rely on third parties with FDA approved manufacturing facilities.

We rely on third parties to conduct clinical trials for our products and product candidates, and those third parties may not perform satisfactorily.

If our third-party contractors do not successfully carry out their contractual duties or meet expected deadlines, we may be delayed in or prevented from obtaining regulatory approvals for our product candidates, and may not be able to successfully commercialize product candidates for targeted diseases. We do not have the ability to independently conduct clinical trials for our product candidates, and we rely on third parties such as contract research organizations, medical institutions and clinical investigators to perform this function. Our ability to monitor and audit the performance of these third parties is limited. If these third parties do not perform satisfactorily, our clinical trials may be extended or delayed, resulting in potentially substantial cost increases to us and other adverse impacts on our product development efforts. We may not be able to locate any necessary acceptable replacements or enter into favorable agreements with them, if at all.

Risks Related to Government Regulation and Approval of our Drug Candidates - Genzada

If our clinical trials fail to demonstrate to the FDA and foreign regulatory authorities that any of our product candidates are safe and effective for the treatment of particular diseases, the FDA and foreign regulatory authorities may require us to conduct additional clinical trials or may not grant us marketing approval for such products or product candidates for those diseases.

We are not permitted to market our product candidates in the United States until we receive approval from the FDA, or in any foreign countries until we receive the requisite approval from such countries. Before obtaining regulatory approvals for the commercial sale of any product candidate for a target indication, we must demonstrate with evidence gathered in preclinical and well-controlled clinical trials, and, with respect to approval in the United States, to the satisfaction of the FDA and, with respect to approval in other countries, similar regulatory authorities in those countries, that the product candidate is safe and effective for use for that target indication and that the manufacturing facilities, processes and controls are adequate. Our failure to adequately demonstrate the safety and effectiveness of any of our products or product candidates for the treatment of particular diseases may delay or prevent our receipt of the FDA's and foreign regulatory authorities' approval and, ultimately, may prevent commercialization of our products and product candidates for those diseases. The FDA and foreign regulatory authorities have substantial discretion in deciding whether, based on the benefits and risks in a particular disease, any of our products or product candidates should be granted approval for the treatment of that particular disease. Even if we believe that a clinical trial or trials has demonstrated the safety and statistically significant efficacy of any of our products or product candidates for the treatment of a disease, the results may not be satisfactory to the FDA or foreign regulatory authorities. Preclinical and clinical data can be interpreted by the FDA and foreign regulatory authorities in different ways, which could delay, limit or prevent regulatory approval.

In addition, in the course of its review of an NDA or regulatory application, the FDA or other regulatory authorities may conduct audits of the practices and procedures of a company and its suppliers and contractors concerning manufacturing, clinical study conduct, non-clinical studies and several other areas. If the FDA and/or other regulatory authorities conducts an audit relating to an NDA or regulatory application submitted by us and finds a significant deficiency in any of these or other areas, the FDA or other regulatory authorities could delay or not approve our NDA or regulatory application. If regulatory delays are significant or regulatory approval is limited or denied altogether, our financial results and the commercial prospects for those of our product candidates involved will be harmed, and our prospects will be significantly impaired.

We are subject to extensive and rigorous governmental regulation, including the requirement of FDA or other regulatory approval before our products and product candidates may be lawfully marketed.

Both before and in the event of approval of our product candidates and product, of which there can be no assurance, we, our product candidates, our product, our operations, our facilities, our suppliers, and our contract manufacturers, contract research organizations, and contract testing laboratories are subject to extensive regulation by governmental authorities in the United States and other countries, with regulations differing from country to country. In the United States, the FDA regulates, among other things, the pre-clinical testing, clinical trials, manufacturing, safety, efficacy, potency, labeling, storage, record keeping, quality systems, advertising, promotion, sale and distribution of therapeutic products. Failure to comply with applicable requirements could result in, among other things, one or more of the following actions: notices of violation, untitled letters, warning letters, fines and other monetary penalties, unanticipated expenditures, delays in approval or refusal to approve a product candidate; product recall or seizure; interruption of manufacturing or clinical trials; operating restrictions; injunctions; and criminal prosecution. We or the FDA, or an institutional review board, may suspend or terminate human clinical trials at any time on various grounds, including a finding that the subjects are being exposed to an unacceptable health risk. Our product candidates cannot be lawfully marketed in the United States without FDA approval. Any failure to receive the marketing approvals necessary to commercialize our product candidates could harm our business.

The regulatory review and approval process of governmental authorities, which includes the need to conduct nonclinical studies and clinical trials of each product candidate, is lengthy, expensive and uncertain, and regulatory standards may change during the development of a particular product candidate. We are not permitted to market our product candidates in the United States or other countries until we have received requisite regulatory approvals. The approval application must include extensive nonclinical and clinical data and supporting information to establish the product candidate's safety and effectiveness for each indication. The approval application must also include significant information regarding the chemistry, manufacturing and controls for the product. The FDA review process typically takes significant time to complete and approval is never guaranteed. If a product is approved, the FDA may limit the indications for which the product may be marketed, require extensive warnings on the product labeling, impose restricted distribution programs, require expedited reporting of certain adverse events, or require costly ongoing requirements for post-marketing clinical studies and surveillance or other risk management measures to monitor the safety or efficacy of the product. Markets outside of the United States also have requirements for approval of drug candidates with which we must comply prior to marketing. Obtaining regulatory approval for marketing of a product candidate in one country does not ensure we will be able to obtain regulatory approval in other countries, but a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory process in other countries. Also, any regulatory approval of any of our products or product candidates, once obtained, may be withdrawn.

In addition, we, our suppliers, our operations, our facilities, and our contract manufacturers, our contract research organizations, and our contract testing laboratories are required to comply with extensive FDA requirements both before and after approval of our products. For example, we are required to report certain adverse reactions and production problems, if any, to the FDA, and to comply with certain requirements concerning advertising and promotion for our product candidates and our products. Also, quality control and manufacturing procedures must continue to conform to current Good Manufacturing Practices, or cGMP, regulations after approval, and the FDA periodically inspects manufacturing facilities to assess compliance with cGMP. Accordingly, we and others with whom we work must continue to expend time, money, and effort in all areas of regulatory compliance, including manufacturing, production, and quality control. In addition, discovery of safety issues may result in changes in labeling or restrictions on a product manufacturer or NDA holder, including removal of the product from the market.

Risks Related to Our Nutritional Supplement Products and Product Candidates – Hyatt

The nutritional supplements industry is characterized by intense competition which places pressure on pricing and increases the importance of differentiation.

The nutritional supplements industry is characterized by intense competition among multinational corporations, specialized manufacturers, and emerging clean-label innovators. In the United States, the top tier of market participants—including Abbott Nutrition, Glanbia PLC, Nestlé, Pfizer, Bayer, and Amway—collectively account for approximately 40% of total market share, largely through vertical integration, acquisitions, and diversified product portfolios. Globally, consolidation trends persist, with mergers enhancing supply chain efficiencies. Differentiation in this space depends heavily on brand credibility, product quality, and consumer trust. Competition from larger brands with substantial financial and digital marketing resources present challenges for us in consumer acquisition and brand visibility. Furthermore, as is typical within the supplements industry, the lack of large-scale, peer-reviewed clinical trials limits broader medical endorsement. If we are unable to differentiate the Hyatt brand, build consumer trust and loyalty, and competitively price our products, it will have a material adverse effect on our results of operations and ability to grow the Hyatt business.

Our nutritional supplement products, business practices and manufacturing activities are subject to extensive government regulations and could be subject to additional laws and regulations.

The formulation, manufacturing, packaging, labeling, advertising, distribution and sales of nutritional supplement products are subject to regulation by numerous U.S. governmental agencies and authorities including the FDA and the FTC and state regulatory agencies. Regulatory scrutiny from the FDA and FTC continues to increase, particularly around health claims and labeling standards. As the primary manufacturer of our own products, we are subject to FDA regulations on Good Manufacturing Practices ("GMP"), which require us to maintain good manufacturing processes, including ingredient identification, manufacturing controls and record keeping. In addition, each state in the U.S. has an attorney general who is responsible for enforcing the laws of that state. Some states' attorneys general have, from time to time, demonstrated a focus on the manufacture and sale of various dietary supplements. Failure to comply with these standards could expose Hyatt to reputational or regulatory risk which would have a material adverse effect on our business and results of operations.

In the future, we may be subject to additional laws or regulations administered by the FDA or other federal, state, or local regulatory authorities, the repeal or amendment of laws or regulations which we consider favorable and/or more stringent interpretations of current laws or regulations. Such changes could, among other things, require reformulation of certain products to meet new standards, cause us to recall or discontinue certain of our products, impose additional record-keeping or registration requirements, expand documentation of the properties of certain products and expand or alter labeling and/or scientific substantiation requirements. Any or all such requirements could increase our costs of operating the business and have a material adverse effect on our results of operations and financial condition.

Our nutritional supplement products business also may be adversely effected by the following risks:

- Supply chain fragility, particularly in botanical sourcing, where climatic variability and geopolitical instability contribute to pricing volatility;
- Skepticism regarding supplement efficacy driven by a lack of large-scale clinical trials which presents a reputational constraint, limiting broader medical endorsement;
- Significant marketing expenditures required to achieve brand recognition; and
- The effects of any new tariff imposed by the United States.

Tax Related Risks

There may be tax risks to the Issuer and its Investors.

There are risks associated with the U.S. federal income tax aspects of an investment in the Issuer. The Internal Revenue Service ("**IRS**" or "**Service**") could potentially examine tax issues that could affect the Issuer. Moreover, the income tax consequences of an investment in the Issuer are complex, and tax legislation could be enacted and regulations adopted in the future to the detriment of Investors. Certain paragraphs that follow summarize some of the tax risks to the Investors who purchase Units in this Offering. A discussion of the tax aspects of the investment is set forth under "Tax Considerations." Because the tax aspects of this Offering are complex and may differ depending on individual tax circumstances, each prospective investor must consult with and rely on his/her own independent tax advisor concerning the tax aspects of the Offering and his/her individual situation. No representation or warranty of any kind whatsoever is made with respect to the acceptance by the IRS authorities of the treatment of any item by the Issuer or by any Investor.

An IRS or other audit of the Issuer's books and records could result in changes in its income tax returns.

The Issuer's federal income tax returns could potentially be audited by the IRS or other authorities. Such an audit could result in the challenge and disallowance of some of the credits or deductions claimed in such returns. The Issuer does not assure or give a warranty of any kind with respect to the deductibility of any such items or the eligibility for tax credits in the event of either an audit or any litigation resulting from an audit.

The IRS may challenge the allocation of net income and net losses.

In order for the allocations of income, gains, deductions, losses and credits under the Operating Agreement to be recognized for tax purposes, such allocations must possess substantial economic effect. The Issuer cannot assure you that the IRS will not claim that such allocations lack substantial economic effect. If any such challenge to the allocation of losses to any Investor were upheld, the tax treatment of the investment for such Investor could be adversely affected.

Investors are subject to the risk that they will not receive distributions to pay a tax liability, or be able to utilize any net operating loss, resulting from their investment in the Units.

The Issuer is classified as a partnership for U.S. federal and state and local income tax purposes. Investors will therefore be allocated their share of the Issuer's items of income, deduction, gain and loss each year. We anticipate that the Issuer will have net operating loss ("**NOL**") allocable to Investors for the foreseeable future of which there can be no assurance. Investors may not be able to utilize the NOL and should consult with their own tax advisors regarding their ability to do so, if at all. In the event the Issuer has taxable income, normally, an investment in the Units will cause the taxable income of Investors who are subject to US federal and state and local income tax to increase. Consequently, an increase in an Investor's taxable income will subject that Investor to an increased income tax liability. Investors must obtain cash to satisfy that liability. That cash can come from a wide variety of sources. If the Issuer has taxable income, the Issuer will evaluate, in its sole and absolute discretion, whether the Issuer can and will distribute cash to Investors. There can be no assurance that the Issuer can or will distribute cash to Investors. Moreover, Investors need to be aware that the Issuer may not distribute cash to Investors and any distributions of cash may not be sufficient to satisfy the income tax liability attributed to the Investor's allocable share of the Issuer's taxable income. Hence, the Investor may be forced to either borrow or use cash from another source to satisfy their income tax liabilities associated with an investment in the Units.

An Investor may have taxable income that exceeds the amount of cash distributions received.

An Investor's taxable income resulting from his/her interest in the Issuer may exceed the cash distributions, if any, that such Investor receives from the Issuer. This may occur, for example, because the Issuer's receipts may constitute taxable income, but its expenditures may be nondeductible. Thus, an Investor's tax liability may exceed his/her share of cash distributions from the Issuer. The same tax consequences may result from the sale or transfer of an Investor's Units, whether voluntary or involuntary, and may produce ordinary income or capital gain or loss.

If the IRS were to audit the Issuer, an Investor could be liable for accuracy related penalties and interest.

In the event of an audit in which Issuer deductions are disallowed, the IRS could assess significant penalties and interest on tax deficiencies. The U.S. Internal Revenue Code of 1986, as amended (the "**Code**") provides for penalties relating to the accuracy of income tax returns equal to twenty percent (20%) of the portion of the underpayment to which the penalty applies. The penalty applies to any portion of any understatement, which is attributable to (1) negligence; (2) any substantial understatement of income tax; or (3) any substantial valuation misstatement. Additional interest may be imposed on underpayments relating to tax shelters. The Manager believes that the Issuer is not a "tax shelter," as defined, and that there is substantial support for the positions to be taken by the Issuer on its income tax returns. However, the Issuer cannot assure you that the IRS will agree with these positions.

Holders of Units will receive partner information tax returns on Schedule K-1, which could increase the complexity of tax returns.

As members of a limited liability company that is classified as a partnership for U.S. federal income tax purposes, the holders of Units will receive annual Schedules K-1 following the end of each taxable year. The partner information tax returns on Schedule K-1 will contain information regarding the income items and expense items of the Issuer and will allocate a portion of those items to you based on your percentage ownership in the Issuer. If you have not received a Schedule K-1 from other investments, you may find that preparing your tax return may require additional time, or it may be necessary for you to retain an accountant or other tax preparer, at an additional expense to you, to assist you in the preparation of your tax return.

Changes in U.S. federal income tax law could adversely affect an investment in the Issuer.

The U.S. Congress enacts new tax laws on a regular basis which make significant changes to the federal tax law. Congress could make additional changes in the future to the income tax consequences with respect to an investment in the Issuer. In addition, Congress is currently analyzing and reviewing numerous proposals regarding changes to the federal income tax laws. The extent and effect of such changes, if any, is uncertain.

THE DISCUSSION OF TAX CONSEQUENCES CONTAINED IN THIS MEMORANDUM IS A SUMMARY OF TAX CONSIDERATIONS BASED ON THE LAW, COURT RULINGS AND REGULATION PRESENTLY IN EFFECT AND TRUE. IT IS NOT TO BE CONSTRUED AS TAX ADVICE. FURTHER, PROSPECTIVE INVESTORS SHOULD BE AWARE THAT NEW ADMINISTRATIVE, LEGISLATIVE OR JUDICIAL ACTION COULD SIGNIFICANTLY CHANGE THE TAX ASPECTS OF THE ISSUER AT ANY TIME, WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON THE ISSUER AND THE INVESTORS. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN TAX COUNSEL AND/OR ADVISOR AS TO THE POTENTIAL TAX IMPLICATIONS THAT AN INVESTMENT IN THE ISSUER WILL HAVE ON THEM.

Risks Relating to this Offering

Investing in the Units is a highly speculative investment and could result in the loss of your entire investment.

A purchase of the Units offered in this Offering is significantly speculative and involves significant risks. The Units offered in this Offering should not be purchased by any person who cannot afford the loss of his, her or its entire investment. As such, each prospective investor in the Units should read these risk factors and all of the transaction documents carefully and consult with their attorney, business advisor and/or investment advisor before investing in the Units.

This offering is being conducted on a "best efforts", no minimum basis with no firm commitment to purchase the Units of LLC Interests being offered, and as a result, initial investors assume additional risk.

If you invest in our Units and less than all of the offered Units are sold, the risk of losing your entire investment will be increased. We are offering our Units on a "best efforts", no minimum basis and we can give no assurance that all of the offered Units will be sold. Hence, there is no commitment by anyone to purchase any of the Units being offered and no minimum amount that needs to be subscribed for before we close or before the Offering expires. Once placed, your subscription is irrevocable, and, assuming we approve the subscription, we will retain any amount of proceeds received from the sale of the Units. If less than $10,009,872 of Units are sold, we may be unable to fund all the intended uses described in this Memorandum from the net proceeds anticipated from this Offering without obtaining funds from alternative sources Alternative sources of funding may not be available to us at what we consider to be a reasonable cost. No assurance can be given to you that any funds will be invested in this Offering or a future offering other than your own.

We expect that investors in this Offering will incur significant immediate dilution.

The Purchase Price of our LLC Interests in this Offering is substantially higher than the price at which we raised money or issued LLC Interests in the past. Although we have not prepared U.S. GAAP financial statements, we expect that the Purchase Price in this Offering will be higher than the net tangible book value per Unit of the outstanding LLC Interests issued after this Offering. Therefore, we expect that if you purchase Units of our LLC Interests in this Offering, you will incur significant immediate dilution in the net tangible book value per Unit of LLC Interests from the Purchase Price you paid for such Unit.

The securities being offered are restricted Units and an investment in them will be illiquid.

The Units being sold in this Offering have not been registered under the Securities Act or under any state securities laws. The Units are being offered and sold pursuant to the exemptions from applicable federal and state registration requirements, allowing for transactions which do not involve a "public offering." These laws impose substantial restrictions on the subsequent transfer of such Units by investors, and the exemptions depend in part on the investment intent of the investors. Hence, prospective investors will be required to represent in writing that they are purchasing the Units for their own account for long-term investment and not with a view towards resale or distribution. Any subsequent sales of the Units by investors in this Offering may only be permissible if there is an effective registration statement or an exemption from the applicable federal and state registration provisions is available at the time of the proposed sale. We are under no obligation to register the Units being sold to investors in this Offering. Furthermore, we cannot guarantee to any investor that an exemption from the applicable federal and state registration provisions will be available. Consequently, purchasers of the Units in this Offering may have to hold their investment indefinitely, may not be able to liquidate their investments in the Company or pledge them as collateral for a loan in the event of an emergency, and thus, must be willing and able to bear the economic risk of their investment for an indefinite period.

We have sought or intend to seek an exemption in multiple states for this Offering; however, there can be no assurance that an investor in this Offering will have a similar exemption covering their resale and we do not currently have plans to qualify any resells in any state.

For this Offering, we have sought or intend to seek in multiple states an exemption from registration for securities offered and sold under Rule 506(c) of Regulation D of the Securities Act. There can be no assurance that a subscriber to this Offering will have a state exemption for their resale. We do not currently have plans to qualify any resells in any state. In the event that a subscriber to this Offering does not have available a state exemption for the transfer of their Units and we have not qualified such transfers in the state, the subscriber will not be able to transfer their Units.

There is currently no market for our Units, and we do not expect that a market will develop in the foreseeable future making an investment in our Units illiquid.

There is currently no market for our Units. We do not expect that a market will develop at anytime in the foreseeable future. The lack of a market may impair ability to sell Units at the time investors wish to sell them or at a price considered to be reasonable. In the event that a market develops, we expect that it would be extremely volatile.

Possible non-compliance with securities laws.

The Units are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act and other applicable state securities laws. Since this is a nonpublic offering and, as such, is not registered under federal or state securities laws, prospective investors will not have the benefit of review by the SEC or any state securities regulatory authority. If the Company should fail to comply with the requirements of such exemption, the prospective investors may have the right, if they so desired, to rescind their purchase of Units. This might also occur under the applicable state securities or "Blue Sky" laws and regulations in states where Units will be offered without registration or qualification pursuant to a private offering or other exemption, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

We have never distributed cash on our securities nor do expect to do so in the foreseeable future.

We do not anticipate distributing cash on the Units. We currently intend to retain future earnings, if any, to fund the development and growth of our business. Future distributions on the Units will be reviewed periodically by the Managing Member and will depend, among other things, on conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors. Therefore, a purchaser of the Units is not likely to receive any distribution on such Units for the foreseeable future, if at all, and the success of an investment in the Units will depend upon any future appreciation in their value. There is no guarantee that the Units will appreciate in value or even maintain the Purchase Price of the Units being sold in this Offering.

Using a credit card to purchase Units may impact the return on your investment as well as subject you to other risks inherent in this form of payment.

Investors in this Offering may have the option of paying for their investment with a credit card, which is not usual in the traditional investment markets. Transaction fees charged by your credit card company (which can reach 5% of transaction value if considered a cash advance) and interest charged on unpaid card balances (which can reach almost 25% in some states) add to the effective purchase price of the Units you buy. The cost of using a credit card may also increase if you do not make the minimum monthly card payments and incur late fees. Using a credit card is a relatively new form of payment for securities and will subject you to other risks inherent in this form of payment, including that, if you fail to make credit card payments (e.g. minimum monthly payments), you risk damaging your credit score and payment by credit card may be more susceptible to abuse than other forms of payment. Moreover, where a third-party payment processor is used, as in this Offering, your recovery options in the case of disputes may be limited. The increased costs due to transaction fees and interest may reduce the return on your investment.

The SEC's Office of Investor Education and Advocacy issued an Investor Alert dated February 14, 2018, entitled: Credit Cards and Investments – A Risky Combination, which explains these and other risks you may want to consider before using a credit card to pay for your investment.

USE OF PROCEEDS

Assuming a maximum raise of $10,009,872, we estimate that the net proceeds from the sale of the Units in this Offering will be approximately $9,909,773, after deducting selling agent commissions. The following table sets forth a breakdown of our estimated use of the gross proceeds as we currently expect to use them, assuming the sale of 100% of the Units of which there can be no assurance. In the event we do not sell 100% of the Units in this Offering, we will invest the net proceeds in Ionics; however, Ionics' actual costs and use of proceeds may vary in which case our management will use their best judgment in its sole and absolute discretion to reallocate these funds among these (or other) categories to best achieve our business objectives. Accordingly, we will retain broad discretion in the allocation of the net proceeds of this Offering. See the "*Risk Factors*" section of this Memorandum.

Gross Proceeds	$ 10,009,872
Operating expenses	9,773
Selling commissions and fees	100,099
Net Proceeds	$ 9,900,000
Total use of proceeds – Investment in Ionics*	**$ 9,900,000**
Ionics use of proceeds	
21T Atopic Dermatitis	1,850,000
21T Preclinical Studies	3,000,000
6.02 Prostate	1,150,000
6.02 Breast	2,000,000
6.02 Preclinical Studies	1,000,000
Drug Manufacturing	800,000
Hyatt Marketing	100,000
Total Ionics use of proceeds	**$ 9,900,000**

* The Issuer will use the net proceeds from this Offering to purchase shares of Ionics at $267.66 per share.

The above table of the anticipated use of proceeds is not binding on us and is merely a description of our current intentions. We reserve the right to change the above use of proceeds in our sole and absolute discretion if management believes it is in our best interests.

We believe that the expected net proceeds from this Offering and our existing cash and cash equivalents, will be sufficient to fund our operations for at least the next twelve (12) months, although we cannot assure you that this will occur.

Notwithstanding the foregoing, the Selling Agent and we are offering the Units on a "best efforts" basis and are not required to sell any specific number or dollar amount of Units in this Offering. As such, the Selling Agent and we may sell less than the maximum number of Units offered hereby, and the Issuer may receive less net proceeds.

The expected use of the net proceeds from this Offering represents our intentions based upon our current plans, financial condition and business conditions. Predicting the cost to be used in our businesses can be difficult and the amounts and timing of their actual expenditures may vary significantly. We may find it necessary or advisable to use portions of the proceeds for other purposes. As a result, our management will retain broad discretion over the allocation of the net proceeds from this Offering.

BUSINESS

Overview

NextGen Scientific, LLC, a Delaware limited liability company (the "**Issuer**"), was formed primarily to invest in Ionics Life Sciences Limited, an Ireland private company limited by shares, and its subsidiaries ("**Ionics**"). Genzada Pharmaceuticals LLC, a Kansas limited liability company ("**Genzada LLC**," "**Manager**" or "**Managing Member**"), manages the Issuer and controls Ionics. Ionics is a holding company which, through its subsidiaries, is focused on solving health problems with science-driven results and involved in the research, discovery, development, and contract manufacturing of pre-revenue pharmaceuticals and revenue generating nutritional supplements derived from the botanical Arum Palaestinum ("**A. palaestinum**"). For purposes of this Memorandum, unless otherwise indicated or the context otherwise requires, all references herein to the "**Company**", "**NextGen**," "**NextGen Scientific**," "**we**," "**us**" and "**our**" refer to the Issuer, the Manager and Ionics collectively.

A. palaestinum has been in continual use as a medicinal "home" remedy for various conditions in the Middle East since the Ninth Century CE (over 1,100 years). We recently began researching and developing pharmaceutical drug candidates specifically for oncology, dermatology and endocrinology (diabetes) as well as health and wellness supplements derived from the plant. Investors in this Offering will have an opportunity to invest simultaneously in clinical-stage drug development as well as a growing, science-driven nutritional supplements business. As of the date of this Offering, we had two (2) clinical stage drugs, eight (8) nutritional supplements and a host of new compounds in our R&D pipeline.

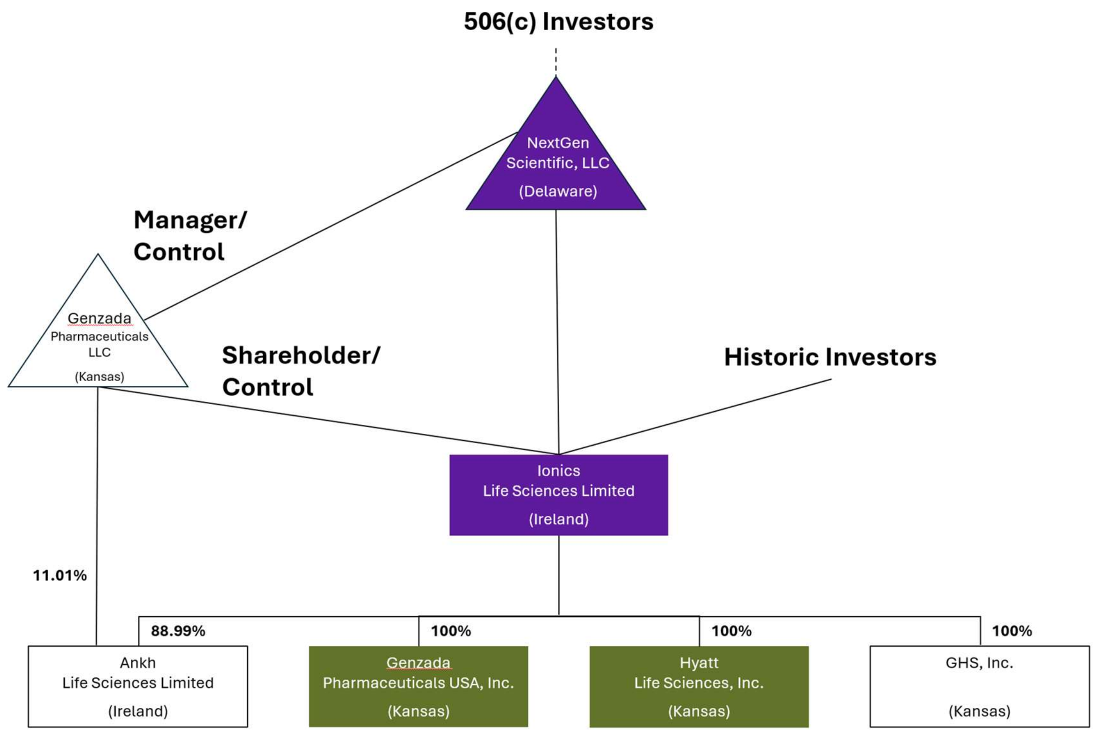
Business Development

NextGen Scientific, LLC was organized as a limited liability company under the Delaware Limited Liability Company Act (the "**Delaware LLC Act**") on May 12, 2025 (the "**Inception Date**") primarily to invest in and hold shares of capital stock and other securities in Ionics. The Managing Member and a minority of initial members (our "**Initial Members**") joined in and agreed to be bound by the terms and conditions of the operating agreement attached hereto as **Exhibit A** (the "**Operating Agreement**"). Each purchaser of Units in this Offering will likewise be required to be bound by the terms and conditions of the Operating Agreement.

Ionics owns 100% of the following Kansas corporations: Genzada Pharmaceuticals USA, Inc., a ("**Genzada**"), Hyatt Life Sciences, Inc. ("**Hyatt**") and GHS, Inc. ("**GHS**"); and 88.99% of Ankh Life Sciences Limited, an Irish private limited liability company ("**Ankh**" and together with Genzada, Hyatt and GHS, the "**Subsidiaries**"). The Managing Member owns the remaining 11.01% of Ankh. Purchasers of Units in this Offering will own an indirect interest in Ionics and its Subsidiaries as reflected in the diagram below.

Organizational Structure

The following diagram reflects our organizational structure, including purchasers of Units in this Offering, the organizational structure of Ionics and our investment in Ionics.



Genzada Pharmaceuticals

Genzada Pharmaceuticals USA, Inc. ("**Genzada**") is an early stage, biotechnology company focused on novel compounds primarily for the oncology sector. Genzada currently have two clinical stage drugs in our portfolio, as well as multiple additional developmental molecules which will be further investigated when funding and opportunity allows. One of Genzada's lead compounds, GZ17-6.02 ("**6.02**"), is intended to combat cancer and has demonstrated reasonable safety and efficacy in preclinical and clinical studies thus far. It is in an oral capsule form with an already established maximum tolerated dose of 375mg BID (twice daily). The 6.02 compound is presently being used in a clinical study conducted by Virginia Commonwealth University in metastatic prostate cancer.

Genzada's other lead compound, GZ21T ("**21T**"), is a topical cream intended for use against certain cancerous and precancerous conditions of the skin. The company is nearing regulatory approval to conduct a Phase 1b/2a study in actinic keratosis ("**AK**") patients, which will take place in Sweden and the Netherlands. We anticipate receiving approval for this study in late Q4 2025. Actinic keratosis is a precancerous condition affecting millions of people worldwide and, left untreated, will often develop into skin cancer. Based on data from previous preclinical and clinical testing, Genzada believes GZ21T may represent a viable treatment option for patients with AK and, if so, gives Genzada access to a very large addressable market.

Genzada maintains a network of development partners, CRO's, CDMO's, and clinical advisors to help advance the various drugs and projects it is pursuing. Its intellectual property portfolio is protected through an array of domestic and international patents and the company continually reviews and adjusts its patenting strategy to achieve maximum protection.

Pharmaceuticals Industry

Industry Overview

Oncology is the leading therapeutic focus for global pharmaceutical R&D. Industry analyses indicate that oncology represents roughly 25% of total pipeline activity and nearly 35% of total industry revenues (IQVIA, 2024). According to Evaluate Pharma, the global cancer therapeutics market exceeded US$220 billion in 2024, with projected double-digit compound annual growth through 2030. The United States continues to serve as the global hub of oncology innovation, owing to its mature venture capital ecosystem, academic research infrastructure, and regulatory efficiency under the FDA's expedited approval programs. Europe maintains a strong presence through research consortia and biopharmaceutical clusters in Switzerland, Germany, and the United Kingdom, while Asia-Pacific—particularly China and South Korea—has emerged as a fast-growing region for both clinical trial activity and biomanufacturing capacity.

The sector's expansion reflects both increasing global cancer incidence and the continuous diversification of therapeutic modalities. Despite rising development costs, investor interest in oncology remains robust due to the substantial market potential, high unmet medical need, and opportunities for scientific differentiation.

Scientific and Technological Drivers

Scientific advances continually reshape the drug discovery and development landscape. Immunotherapy remains a dominant paradigm, led by immune checkpoint inhibitors targeting PD-1, PD-L1, and CTLA-4 pathways. Since the approval of the first checkpoint inhibitors over a decade ago, these agents have expanded to dozens of indications, transforming the standard of care across tumor types (FDA, 2024). Beyond checkpoint blockade, antibody-drug conjugates (ADCs) represent a rapidly growing drug segment. Antibody-drug conjugates combine tumor-specific monoclonal antibodies with cytotoxic payloads, enabling precise delivery and reduced systemic toxicity. The ADC market has been buoyed by recent clinical successes and strategic acquisitions, such as Pfizer's US$43 billion acquisition of Seagen in 2023 to expand its oncology biologics platform.

Cell and gene therapies have opened new frontiers, particularly in the area of hematologic malignancies. CAR-T cell therapies such as tisagenlecleucel and axicabtagene ciloleucel have demonstrated durable responses in refractory leukemias and lymphomas. Ongoing research aims to extend these approaches to solid tumors through enhanced target specificity and microenvironment modulation. Additionally, bispecific antibodies and multi-targeted biologics are gaining traction for their ability to engage multiple immune pathways simultaneously. Digital technologies and artificial intelligence are accelerating early discovery, enabling in silico target identification, molecule optimization, and adaptive clinical trial design.

Market Landscape and Competitive Environment

The competitive landscape in oncology is characterized by a blend of large pharmaceutical incumbents and innovative biotechnology firms. Major global players—including Roche, Merck & Co., Bristol Myers Squibb, Pfizer, AstraZeneca, and Novartis—command extensive oncology pipelines across multiple cancer types across the globe. These companies leverage economies of scale, regulatory experience, and broad commercialization networks to sustain market leadership. Simultaneously, emerging biotechnology firms serve as primary sources of innovation, often developing novel modalities or mechanisms before being acquired or partnered with larger companies.

Mergers and acquisitions have intensified in the sector, reflecting strategic shifts toward biologics and precision platforms. For instance, Pfizer's aforementioned acquisition of Seagen, AstraZeneca's partnerships in antibody-drug conjugates, and Merck's collaborations in mRNA-based oncology vaccines exemplify this consolidation trend (FierceBiotech, 2024). Contract research organizations (CROs) and contract development and manufacturing organizations (CDMOs) have become integral to scaling complex biomanufacturing, particularly for ADCs, viral vectors, and autologous cell therapies.

Regulatory Framework and Development Pathways

Oncology benefits disproportionately from regulatory pathways designed to expedite patient access to breakthrough therapies. In the United States, the FDA offers several mechanisms—Fast Track, Breakthrough Therapy Designation, Priority Review, and Accelerated Approval—allowing earlier market entry based on surrogate endpoints such as progression-free survival. While these pathways have significantly reduced time-to-market, they also impose post-marketing obligations for confirmatory evidence (FDA, 2024). In 2024, the FDA's Center for Drug Evaluation and Research (CDER) approved 50 novel drugs, of which oncology represented approximately one-third (FDA, 2025 Annual Report).

Globally, comparable regulatory structures exist. The European Medicines Agency (EMA) offers PRIME (PRIority MEdicines) support, the UK's MHRA has introduced the Innovative Licensing and Access Pathway (ILAP), and China's NMPA continues to reform its approval process to align with international standards. These coordinated efforts are enhancing the globalization of oncology innovation and reducing time lags between approvals across regions.

Hyatt Life Sciences

Hyatt Life Sciences, Inc. ("**Hyatt**") is a nutraceutical and botanical sciences enterprise specializing in the formulation, production, and commercialization of science-based dietary supplements. Founded with the mission of integrating ancient botanical wisdom with modern scientific validation, Hyatt develops premium-quality formulations that address customers' most pressing health concerns. Hyatt operates within the rapidly expanding global nutraceuticals sector, emphasizing plant-based compounds with long-standing traditional medicinal use in Asia, Africa and the Middle East.

Since commercializing its first product in 2018, Hyatt continues to experience measured, sustainable year-over-year growth. Hyatt's sales efforts encompass both a direct-to-consumer model and a distributor/dealer model, which provides access to a wider customer base and more rapid expansion opportunities. Hyatt's revenue growth has historically been driven by three main factors: i) a grassroots, word-of-mouth following that continues to expand through townhall meetings held by various satisfied customers, ii) a growing social media presence, and, iii) on a much more limited basis more traditional mass media such as print, television and billboard advertising. As a small, relatively new dietary supplement business, Hyatt has not yet achieved comprehensive brand recognition. Therefore, Hyatt has employed the tactic described above as part of an overall strategy focused on increasing awareness of Hyatt's presence and product portfolio on a broader regional and national level.

Product Portfolio

Over the last several years, Hyatt developed a product line focused on helping some of its customers' more predominant health goals. Its products are proprietary botanical blends derived from natural plant sources traditionally used in Ayurvedic and Middle Eastern medicine. While supplements generally are new iterations of previous versions, Hyatt's product portfolio is made up of scientifically unique combinations of heretofore undiscovered ingredients and/or combinations of ingredients. As such, multiple Hyatt products are in fact patented, which we believe is a distinct competitive advantage:

- Afaya Plus (patented) is an anti-oxidant-rich formulation marketed for cellular health and overall wellbeing. This product is by far the best-selling in Hyatt's portfolio and comprises approximately 76% of total revenues. Growing steadily in popularity since being introduced to the market in 2018, Afaya Plus has developed a following amongst customers with a cancer diagnosis or a family history of cancer and is used predominantly by this subset of Hyatt's customer base.

- Glucose-Arum (patented) is marketed for glucose control and helps maintain healthy blood sugar levels. While it is a relatively small (5%) component of Hyatt's revenues currently, the industry segment of glucose/blood sugar regulation is substantial due to the size of the U.S. and international population affected by escalating blood sugar levels. Already the second largest product in the portfolio in terms of revenue, Hyatt leadership believes Glucose-Arum could be our most substantial growth opportunity in the next 3-5 years and anticipates devoting commensurate resources to the marketing of Glucose-Arum.

- Arum-Flex is presently the third largest contributor to Hyatt's revenues at 5% and is recommended for inflammation support. Based on the nearly universal problem of inflammation, Hyatt anticipates that Arum-Flex could be a high-growth product and expects to devote increasingly more marketing resources to this category in the next several years.

- Arum-Focus (patented) is marketed for focus, memory, and mental clarity and makes up approximately 4% of Hyatt's revenue. We expect this product to gain popularity as the population continues to age into this industry segment. Marketing will focus on Baby Boomers and Gen X in particular in the coming years as their needs increase.

- Arum-19 (patented) offers immune support and lung health; Hyatt derives 3% of its revenues from this product and expects moderate-to-strong growth in the next 3-5 years. Post-covid, consumers' increasing concerns around infectious diseases, coupled with decreasing trust in the pharmaceutical industry, has expanded the size of the immune health segment.

- Arum-Slim (patented) is Hyatt's answer to the vast subsegment of the weight loss category. Released in early 2025, Arum-Slim comprises 3% of Hyatt's revenues and grows steadily each month. Weight loss supplements are a crowded field; therefore, Hyatt expects to focus more heavily on product awareness and use cases in the next 12-18 months in order to build up sales of this product.

- Arumacil (patented) is a topical ointment originally intended to treat cold sores and was registered as an over-the-counter ("OTC") drug with FDA until September 2025. Due to the higher costs associated with FDA registration, and the relatively small amount (2%) of incremental revenue associated with the product, Hyatt recently allowed the OTC registration to lapse. This move will lower manufacturing costs and is not expected to negatively impact sales.

- Milk Thistle is Hyatt's newest product and was first offered for sale in October 2025. Milk Thistle is well known as a liver supplement and is expected to be viewed as a companion for other products in the Hyatt portfolio due to the widespread adoption of liver health supplements amongst consumers generally.

- Profaya (patented) is marketed for canine health and has proven successful for various canine applications such as inflammation and energy. However, due to its limited brand recognition and revenue (2%) thus far, Hyatt does not view it as a priority for marketing investment in the foreseeable future. However, as with all products, market conditions and consumer sentiment can shift rapidly, which would cause us to realign priorities accordingly.

Hyatt constantly reviews and evaluates new product opportunities, tailoring its product development efforts to those areas where it can bring new and/or niche products which create value. Hyatt currently anticipates introducing four new products in 2026. These products are presently in development and will most likely focus on breast health, prostate function, kidney support and bladder health, each of which are aligned with major consumer wellness concerns. Hyatt has not yet established a timeline for when these products will be commercially available, however, we do anticipate that all four will be introduced in Q2 and Q3.

<u>Operations and Quality Assurance</u>

Hyatt maintains vertically integrated control of its production processes, from raw material sourcing to final packaging. Hyatt sources high quality raw materials from reputable vendors. All ingredients undergo identity verification and contaminant screening prior to blending, and finished products are tested postproduction to ensure compliance with current Good Manufacturing Practices (cGMP). Manufacturing and fulfillment occur at the Sterling, Kansas facility.

Hyatt's sales channels are diversified across direct and indirect distribution. As of October 2025, Hyatt's revenues were derived primarily from 4 predominant sales channels:

- distributor/dealer partner: 8%;
- online/e-commerce: 17%
- in-store/walk-in customers: 34%; and
- phone orders: 41%.

Recognizing the industry's digital transformation and increasing reliance on web-based sales, Hyatt is actively investing in e-commerce infrastructure by developing several upgrades and improvements to its website and e-commerce platform. This project is nearing completion and should be finalized in Q4 2025 or early Q1 2026. The main goals are to: i) streamline the purchase process to make it easier to buy our products, ii) establish auto-ship functionality to allow effortless repeat purchases, and iii) create a coupon system that provides price breaks to certain purchasers such as first-time customers, referrals and affiliate marketers.

Strategic Positioning

Hyatt's strategic differentiation is rooted in three core advantages: scientific credibility, ethnobotanical heritage, and operational integrity. Its emphasis on patented, evidence-informed formulations distinguishes it from commodity supplement producers, while its use of botanicals with well-documented traditional applications provides a narrative of authenticity that resonates with consumers seeking natural health solutions. This hybrid positioning allows the company to address both traditional wellness consumers and a growing demographic of evidence-seeking, health-conscious buyers. Vertical integration across formulation, manufacturing, and distribution ensures consistent quality control and scalability, supporting both brand trust and cost management.

Hyatt occupies a differentiated niche between traditional herbal supplement brands and clinically oriented nutraceutical firms. The ability to communicate both cultural authenticity and scientific credibility represents a key marketing and value proposition. Its portfolio aligns closely with durable macro trends such as cellular protection, anti-inflammatory support, and metabolic wellness—categories that have demonstrated consistent consumer demand even in periods of economic uncertainty (McKinsey, 2025). Hyatt's approach enables it to compete on both quality and innovation, which we believe positions Hyatt favorably for future partnership or acquisition opportunities.

Further Investment Considerations, Opportunities and Future Outlook

Hyatt participates in a high-growth yet moderately volatile sector. The dietary supplement industry offers attractive gross margins—often exceeding 60%—for brands that successfully achieve scale and build customer loyalty (McKinsey, 2025). Hyatt's strategy of proprietary blend formulation, premium pricing, and digital direct-to-consumer distribution aligns with broader market trends favoring personalized, science-based nutrition solutions. Hyatt's product suite targets consumer interest in antioxidant protection, metabolic balance, and natural cellular support—categories that have shown resilient growth even during macroeconomic slowdowns.

The industry is poised for innovation-led expansion, with opportunities in:

- Emerging Markets: Asia-Pacific's 8% CAGR alone offers US $200+ billion market potential by 2030.
- Functional Innovations: Probiotics, adaptogens, and biotech-derived actives (e.g., peptides) could capture 25% market share.
- Sustainability Plays: Eco-friendly packaging and regenerative agriculture appeal to 60% of millennials.

- Digital Ecosystems: Telehealth integrations and subscription models could bring 15% revenue uplift.
- AI personalization and regulatory harmonization have the potential t0 further amplify the global market well beyond current estimates, rewarding agile players and/or those with unique value propositions.

Risks include the challenges of demonstrating clinical efficacy, potential consumer skepticism in the absence of peer-reviewed data, and significant marketing expenditures required to achieve brand recognition in a crowded market. Nonetheless, historical precedent demonstrates that nutraceutical brands with established trust and proprietary intellectual property have achieved favorable acquisition multiples from larger consumer health and pharmaceutical firms seeking entry into the wellness sector (PitchBook, 2024).

The global shift toward preventive health and holistic wellness continues to create a favorable environment for companies that combine authenticity, innovation, and scientific rigor. Hyatt is strategically aligned with these values, offering a portfolio of proprietary botanical formulations supported by disciplined manufacturing practices and transparent consumer communication. As the global supplements market advances toward US $759 billion in value by 2034, We believe that Hyatt's foundation in both scientific formulation and ethnobotanical tradition positions it to participate meaningfully in the sector's next phase of growth, while generating durable long-term enterprise value of which their can be no assurance.

The global nutraceuticals and functional foods industry is forecast to exceed USD 500 billion by 2028, driven by rising consumer interest in preventative healthcare, natural remedies, and holistic wellness (Grand View Research, 2024). Within this environment, Hyatt occupies a differentiated niche that leverages traditional botanical formulations while maintaining a modern scientific framing.

Intellectual Property and Other Proprietary Rights

We rely on a combination of patent, common-law trademark, copyright and trade secret laws in the U.S. and other jurisdictions as well as confidentiality procedures and contractual provisions to protect our intellectual property, other proprietary rights and our brand.

We claim common-law trademark rights for the following: *NextGen*™, Little Pharma, Big Science® and our Company logo, which are not registered in any jurisdiction. See the section in this Memorandum entitled "*Risk Factors*

Employees

We employ both full-time and part-time human resources based in various states: Kansas, Texas and Virginia.

PROPERTY

Executive Offices

Our principal executive office is located at 517 East 30th Street, Suite E, Hutchinson, Kansas 67502, which we lease. We believe that our principal executive office space will be sufficient for our needs for at least the next twelve (12) months.

LEGAL PROCEEDINGS

The Issuer, the Managing Member and Ionics are not currently a party to any legal proceedings which are material to its ongoing business or operations.

MANAGEMENT

Executive Officers and Directors

Our executive officers and directors, and their positions as of the date of this Memorandum, are as follows:

Name	Position(s)
Dr. Gene H. Zaid	Chief Executive Officer
Dr. Cameron E. West	Chief Operating Officer
Jason H. West	Executive Vice President

Dr. Gene H. Zaid is our founder and CEO. He is a PhD medicinal chemist and expert in the creation of new compounds which have practical application and impact. Dr. Zaid leads our operations day to day and continues to create new molecules and compounds which are intended to fuel NextGen's drug pipeline. Dr. Zaid is no stranger to scaling businesses from inception to exit. As the former founder and CEO of Jacam Chemical Company, a successful chemicals company with applications in the energy, food, and municipal industries, among others, Dr. Zaid oversaw domestic and international expansion from one to 700+ employees and annual revenues in excess of $240 million. In 2013, Dr. Zaid sold Jacam to a publicly traded Canadian company. With the aid of nearly two-and-half decades of scientific research on various novel plants and the capital from the Jacam sale, Dr. Zaid founded our company and programs. Dr. Zaid has been the inventor on nearly 50 patents.

Dr. Cameron E. West is our COO. Dr. West is a Board-certified dermatologist and dermatopathologist with experience in oncology and dermato-oncology research. Dr. West oversees the our pharmaceutical programs throughout the preclinical and clinical stages of development. Dr. West obtained his medical degree at the University of Kansas School of Medicine and completed his Dermatology residency at Texas Tech University Health Science Center, and Dermatopathology fellowship at ProPath in Dallas, Texas. Additionally, he completed a research fellowship at Wake Forest School of Medicine and earned an MBA from Texas Tech University's Rawls College of Business.

Jason H. West is our EVP and has helped raise over $70 million in capital for our business. He also oversees our nutraceutical division. Mr. West previously led his former organization, Jacam Chemical Company, through a period of growth and eventual exit to a public acquiror, thereafter joining their board of directors. Mr. West earned his Juris Doctorate from Vermont Law School and is a licensed attorney. He also has an MBA from Northwestern University's Kellogg School of Business.

Our executive officers hold the same positions in the Issuer and Ionics.

Family Relationships

Dr. West and Jason West are brothers. Dr. Zaid is their father.

Involvement in Certain Legal Proceedings

None of our directors, director nominees or officers has, in the past ten years, filed bankruptcy, been convicted in a criminal proceeding or named in a pending criminal proceeding, been the subject of any order, judgment, or decree of any court permanently or temporarily enjoining him or her from any securities activities, or any other disclosable event required by Item 401(f) of Regulation S-K.

Managing Member

The Issuer is a manager-managed limited liability company. The manager is Genzada Pharmaceuticals LLC, a Kansas limited liability company (the "**Manager**," or "**Managing Member**"). Under the Operating Agreement attached to this Memorandum as **Exhibit A**, the Managing Member exercises the full powers of the Company and solely manages the business and affairs of the Company. No approval or consent of the other members (including those who purchase Units in this Offering) is required for the Managing Member to make or implement any decisions affecting the Company, its assets or affairs, unless the Delaware Limited Liability Company Act (the "DLLCA") specifically requires approval by the members for any act of the Managing Member and such requirement is not waivable under the DLLCA.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of the date of this Memorandum, the number of Units owned of record and beneficially by executive officers, directors, persons who hold 5% or more of our outstanding Units, and by all officers and directors as a group:

	Units	**Percentages** (1)	
Name and Address	**Owned Beneficially**	**Before Offering**	**After Offering** (2)
Dr. Gene H. Zaid (3)	1,437,256	28.75%	19.28%
Dr. Cameron E. West (3)	479,085	9.58%	6.43%
Jason H. West (3)	479,085	9.58%	6.43%
All officers and directors as	2,395,426	47.91%	32.14%
a group (3 people)			

(1) The number of Units of LLC Interests owned are those "beneficially owned" as determined under the rules of the SEC, including any Units of LLC Interests as to which a person has sole or shared voting or investment power and any Units of LLC Interests which the person has the right to acquire within 60 days through the exercise of any option, warrant or right. More than one person may be deemed to be a beneficial owner of the same securities. The percentage of beneficial ownership by any person as of a particular date is calculated by dividing the number of Units beneficially owned by such person, which includes the number of Units as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of Units outstanding as of such date plus the number of Units as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. As of the date of this Memorandum, there were 5,000,000 Units outstanding.

(2) Assumes the sale of 2,453,400 Units offered hereby.

(3) Dr. Gene H. Zaid, Dr. Cameron E. West and Jason H. West own 37.50%, 12.50% and 12.50%, respectively, of the beneficial interests of Genzada LLC which in turn owns 3,832,683 Units of the Issuer.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

There are certain related party transactions between Ionics and companies controlled by parties related to Ionics.

Ionics, through its Hyatt subsidiary, leases its greenhouses and production facility from Black Forest Farms, a company controlled by related parties of the Ionics, under the terms of a 30-year lease. The lease began on September 1, 2018, and can be cancelled by either party with 30 days written notice.

Ionics, through its GHS subsidiary, entered into an aircraft dry lease on November 15, 2023, with GZ Aviation, LLC, a company controlled by related parties of Ionics. The dry lease allows for unlimited use of the aircraft, has an initial one-year term with automatic 1-year renewals, and is cancelable with 30 days' notice. As of January 1, 2024, the rental amount for the aircraft dry lease is $1,086 per month, including sales tax.

DESCRIPTION OF CAPITAL STOCK

NextGen is a Delaware limited liability company organized under the Delaware Limited Liability Company Act (the "**Delaware LLC Act**"), issuing limited liability company interests ("**LLC Interests**"). The limited liability company interest in NextGen offered in this Offering are denominated in units ("**Units**") of LLC Interests, and, if created in the future, other classes of units of LLC Interests may be pari passu with, or have preferential rights over, the Units. The Operating Agreement provides that NextGen is authorized to create and issue different classes, groups or series of Units to any person, at such prices per Unit or percentage interest as may be determined by the Managing Member in its sole discretion (and without any approval by the members, including those who purchase Units in this Offering), and to issue options or warrants to purchase Units, restricted Units, Unit appreciation rights, phantom Units, and other securities convertible, exchangeable or exercisable for Units as may be determined by the Managing Member in its sole discretion. The Managing Member is expressly authorized, by resolution or resolutions (i) to increase or decrease the authorized amount of any existing Units available for issuance, (ii) to create and to issue different Units, groups or series of Units and fix for each such class, group or series such voting powers, full or limited or no voting powers, and such distinctive designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions as determined by the Managing Member in its sole discretion, and (iii) to issue options or warrants to purchase Units, restricted Units, Unit appreciation rights, phantom Units and other securities convertible, exchangeable or exercisable for Units, on such terms as may be determined by the Managing Member in its sole discretion. NextGen currently has authorized 26,000,000 Units of LLC Interests of which 5,000,000 are issued and outstanding. All of the Units offered by this Memorandum will be duly authorized and validly issued. Upon payment in full of the consideration payable with respect to the Units, as determined by our Managing Member, the Investors will not be liable to make any additional capital contributions with respect to such Units (except for the return of distributions, if any, under certain circumstances as required by the Delaware LLC Act).

Purpose

Under our Operating Agreement, the purpose and business of NextGen is to invest in and hold shares of capital stock and other securities in Ionics, to carry on all activities necessary, incidental, or related to the foregoing, and to engage in any business or activity that may be engaged in by a limited liability company under the Delaware LLC Act.

Restrictions on Ownership and Transferability

The Operating Agreement provides that a member is generally prohibited from transferring any of its Units in NextGen. However, in accordance with the Operating Agreement, a member may transfer all or part of such member's Units to such member's spouse, children, or grandchildren (each a "**Family Member**"), trusts for the benefit of any Family Member, or to a family partnership or limited liability company that is controlled by such member and the partners or members of which are and continue to be solely such member and/or one or more Family Members of such Member.

No member shall have the right to withdraw from NextGen prior to the dissolution and winding up of NextGen.

<u>Drag-Along Rights. If the Managing Member approves a sale of NextGen or desires to accept an offer by a third party to consummate a sale of NextGen, the Managing Member has the right compel the other members to sell a comparable portion of their Units to such proposed purchaser/transferee on the same terms offered by such proposed purchaser/transferee.</u>

Voting Rights

Each member is entitled to one (1) vote per Unit of which such member is the record holder on all matters submitted to a vote of Members; provided that, there is no requirement of NextGen nor the Managing Member to put any matter up for a vote of the members.

No Meetings of Members

The Operating Agreement does not provide for annual, regular or special meetings of Members.

No Fiduciary Relationship with the Managing Member

NextGen operates under the direction of the Managing Member, which is responsible for directing the management of NextGen's business and affairs, managing its day-to-day affairs, and implementing its strategy. The Managing Member performs its duties and responsibilities pursuant to the Operating Agreement. The Managing Member maintains a contractual, as opposed to a fiduciary relationship, with NextGen and its members. Furthermore, NextGen has agreed to limit the liability of the Managing Member and to indemnify the Managing Member against certain liabilities.

DISTRIBUTION POLICY

We intend to retain earnings, if any, to support the development of the business and therefore, do not anticipate paying cash distributions for the foreseeable future. Future distributions, if any, will be at the discretion of our Managing Member after taking into account various factors, including current financial condition, operating results and current and anticipated cash needs. The lack of periodic distributions may result in an Investor having phantom income in which the Investor has an allocation of income from the Issuer (and thus may be required to pay taxes on such income) without receiving any distributions from the Issuer to pay such tax obligation. See "Risk Factors – *Investors are subject to the risk that they will not receive distributions to pay a tax liability, or be able to utilize any net operating loss, resulting from their investment in the Units.*" section of this Memorandum above.

PLACEMENT OF THE OFFERING

Our officers and directors will sell or arrange for the sale of Units being offered herein. Our officers and directors will not receive sales commissions or compensation, other than their regular salary or fee, if any, for the Units sold by them. The Units will be offered on a "best-efforts" no minimum basis. The offering will remain open until the earlier of (i) December 31, 2026 or (ii) the sale of Units totaling the Maximum Dollar Amount, unless terminated earlier, or extended for an additional sixty (60) days, in our sole and absolute discretion. There is no firm commitment by any person to purchase or sell the Units offered herein.

The Units are offered by us subject to prior sale, subject to certain conditions including prior approval of certain legal matters by our counsel, subject to our right to accept or reject subscriptions in our sole and absolute discretion and subject to withdrawal or modification of such offer without notice.

Prior to the offering, there has been no public market for our Units and no such market is expected to develop with respect to our Units unless and until we complete a public offering, if ever. We determined the price of $4.08 per Unit using information we believed to be relevant in calculating the value of Ionics and included. The factors which we considered in determining the offering price include, among others, reference to Ionics' assets, subjective assessments of Ionics' potential market position and viability relative to its peers, comparative analysis of other early stage pharmaceutical development and nutraceutical manufacturing sales organizations, and other similar information, our estimates of the price that we think purchasers of speculative securities, such as our Units, may be willing to pay considering our nature and capital structure, the quality and experience of our officers and directors and the market conditions for the sale of equity securities in similar companies, the future prospects for the industry in which we compete and/or propose to compete, the current market prices of similar securities of early-stage companies and the general condition of the securities markets at the time of the offering, as well as the information generally set forth in this Memorandum regarding us. After completion of this Offering, the price of our Units is subject to change as a result of conditions and other factors that may not be within our control. In the future, we could offer Units at prices lower than $4.08 per Unit. We expect that an investor in Units of the LLC Interests in this Offering will incur significant immediate dilution in the net tangible book value per Unit of LLC Interest from the price they pay for such Unit although we have not prepared U.S. GAAP financial statements or had a CPA review or audit any determination of such estimates for the Issuer. See the "*Risk Factors*" Section of this Memorandum.

Each prospective investor must first substantiate their status as an accredited investor as that term is defined herein, then complete and submit using our online portal the Subscription Agreement attached hereto as **Exhibit B**.

SUITABILITY STANDARDS

The offer and sale of the Units is being made in reliance on an exemption from the registration requirements of the Securities Act and applicable state securities laws. Accordingly, distribution of this Memorandum and any supplements has been strictly limited to persons who are "accredited investors." We reserve the right, in our sole and absolute discretion, to declare any prospective investor ineligible to purchase Units based on any information that may become known or available to us concerning the suitability of such prospective investor, for any other reason, or for no reason.

An investment in our Units involves a high degree of risk (see "*Risk Factors*") and may only be purchased by persons who have sufficient financial means to afford a total loss of their investment and who also have no need for liquidity with respect to their investment. Additionally, we will impose certain standards which prospective investors must meet in order to invest. These standards have been imposed to enable us to comply with our obligations under applicable federal and state securities laws. It should be noted that these suitability standards are minimum requirements for prospective investors and satisfaction of these requirements does not necessarily mean that the Units are a suitable investment for a prospective investor. Each investor must consult its own advisors before making an investment and must be willing to bear the risk of a total loss of their investment.

Each prospective investor must represent in writing that he, she or it meets, among other criteria determined by us, ALL of the following investor suitability requirements, as applicable:

- The investor is a bona fide resident or domiciliary of the address the investor provides when completing and signing the Subscription Agreement. The investor understands that if the investor is, in fact, not a resident or domiciliary of the address provided, he, she or it shall be liable to indemnify us pursuant to the terms of the Subscription Agreement attached hereto as **Exhibit B**;

- As applicable, the investor is an "accredited investor" as defined under the Securities Act of 1933, as amended (the "Securities Act" or the "Act") as an investor who meets one of the following tests at the time of the sale of Units to such investor:

    (i) any bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; any investment adviser registered pursuant to section 203 of the Investment Advisers Act of 1940 or registered pursuant to the laws of a state; any investment adviser relying on the exemption from registering with the Commission under Section 203(l) or (m) of the Investment Advisers Act of 1940; any insurance company as defined in Section 2(a)(13) of the Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that act; any Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any Rural Business Investment Company as defined in Section 384A of the Consolidated Farm and Rural Development Act; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of $5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

(ii) any private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

(iii) any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, partnership, or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000;

(iv) any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer or general partner of a general partner of that issuer;

(v) any natural person whose individual net worth (generally defined as the difference between total assets and total liabilities), or joint net worth with that person’s spouse or spousal equivalent, at the time of his purchase, exceeds $1,000,000, provided that for purposes of calculating net worth, (a) the person's primary residence shall not be included as an asset; (b) indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and (c) indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability; however, reliance on this joint net worth standard does not require that the securities be purchased jointly;

(vi) any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person’s spouse or spousal equivalent in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

(vii) any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) under the Act;

(viii) any entity in which all of the equity owners are accredited investors;

(ix) any entity, of a type not listed in (i), (ii), (iii), (vii) or (viii), above, not formed for the specific purpose of acquiring the securities offered, owning investments (as defined under Rule 2a51-1(b) under the Investment Advisers Act of 1940) in excess of $5,000,000;

(x) a natural person who holds certain professional certifications and credentials designated from time to time by order of the SEC, which are held in good standing, which certifications and designations are currently the General Securities Representative license (Series 7), the Private Securities Offerings Representative license (Series 82), and the Investment Adviser Representative license (Series 65);

(xi) a natural person who is (a) an executive officer, director, trustee, general partner, advisory board member, or person serving in a similar capacity, of a private fund (as defined by the SEC) or an "affiliated management person" (an affiliated person that manages the investment activities of a private fund) of a private fund; or (b) an employee of a private fund or an "affiliated management person" of a private fund (other than an employee performing solely clerical, secretarial or administrative functions with regard to such company or its investments) who, in connection with his or her regular functions or duties, participates in the investment activities of such private fund, other private funds, or investment companies the investment activities of which are managed by such "affiliated management person" of such private fund, provided that such employee has been performing such functions and duties for or on behalf of such private fund or the "affiliated management person" of such private fund, or substantially similar functions or duties for or on behalf of another company for at least 12 months;

(xii) any "family office," as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940: (a) with assets under management in excess of $5,000,000; (b) that is not formed for the specific purpose of acquiring the securities offered, and (c) whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment; and

(xiii) any "family client," as defined in Rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940, of a family office meeting the requirements in (xii), above, and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (xii)(c), above; and

- None of the following events are applicable to the investor:

(i) Convicted, within ten years before today's date, of any felony or misdemeanor: (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the United States Securities and Exchange Commission ("SEC"); or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;

(ii) Subject to any order, judgment or decree of any court, entered within five years before the date of their signature, that, as of such date, restrains or enjoins the investor from engaging or continuing to engage in any conduct or practice: (A) in connection with the purchase or sale of any security; (B) involving the making of any false filing with the SEC; or (C) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities;

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

(iv) Subject to an order of the SEC entered pursuant to section 15(b) or 15B(c) of the Securities Exchange Act of 1934 or section 203(e) or (f) of the Investment Advisers Act of 1940 that, as of the date of their signature: (A) suspends or revokes the investor's registration as a broker, dealer, municipal securities dealer or investment adviser; (B) places limitations on the investor's activities, functions or operations; or (C) bars the investor from being associated with any entity or from participating in the offering of any penny stock;

(v) Subject to any order of the SEC entered within five years before the date of their signature that, as of such date, orders the investor to cease and desist from committing or causing a violation or future violation of: (A) Any scienter-based anti-fraud provision of the federal securities laws, including without limitation section 17(a)(1) of the Securities Act of 1933, section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5, section 15(c)(1) of the Securities Exchange Act of 1934 and section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder; or (B) section 5 of the Securities Act of 1933;

(vi) Suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade;

(vii) Filed (as a registrant or issuer), or were or were named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within five years before the date of their signature, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is, as of the date of their signature, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued; and/or

(viii) Subject to a United States Postal Service false representation order entered within five years before the date of their signature, or are, as of such date, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations.

Each investor must acquire the Units for his own account and not for the account of others, for investment purposes only and not with a view to, or for resale, distribution or fractionalization thereof.

A prospective investor who is subscribing for Units must provide certain documents to substantiate its status as an "accredited investor", which documents may include, but may not be limited to the following:

- Copies of any Internal Revenue Service form that reports income, such as Form W-2, Form 1099, Schedule K-1 of Form 1065, and a filed Form 1040; or

- Copies of documents that verify net worth which are dated within the prior three months and which include but are not limited to, bank statements, brokerage statements, certificates of deposit, tax assessments or a credit report from at least one of the nationwide consumer reporting agencies; or

- A written confirmation from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney or a certified public accountant stating that such person or entity has taken reasonable steps to verify that the purchaser is an ‘accredited investor" within the last three months and has determined that such purchaser is an "accredited investor".

In addition to a representation of its status as an "accredited investor", prior to our acceptance of any subscription, each prospective investor, by completing and signing the Subscription Agreement attached hereto as **Exhibit B**, must make certain representations including, but not limited to the following:

- The investor is acquiring the securities for his, her or its own account for long-term investment and not with a view toward resale, fractionalization or division, or distribution thereof, and he, she or it does not presently have any reason to anticipate any change in his, her or its circumstances, financial or otherwise, or particular occasion or event which would necessitate or require his, her or its sale or distribution of the securities. No one other than the investor has any beneficial interest in said securities. No person has made to the investor any written or oral representations: (x) that any person will resell or repurchase any of the securities; (y) that any person will refund the purchase price of any of the securities, or (z) as to the future price or value of any of the securities;

- The investor has received no representations or warranties from the Company, or its affiliates, employees or agents regarding the securities or suitability of an investment in the securities or the Company other than those set forth in this Memorandum (including the Exhibits);

- The investor is able to bear the economic risk of the investment in the securities and the investor has sufficient net worth to sustain a loss of the investor's entire investment in the Company without economic hardship if such a loss should occur;

- The investor has had an opportunity to inspect relevant documents relating to the organization and operations of the Company, and acknowledges that all documents, records and books pertaining to an investment in the securities which the investor has requested have been made available for inspection by the investor and investor's attorney, accountant or other adviser(s);

- The investor has had an opportunity to ask questions of and receive satisfactory answers from the Company, or any person or persons acting on behalf of the Company, concerning the terms and conditions of the investment and the offering and the securities, and all such questions have been answered to the full satisfaction of the investor. The Company has not supplied the investor any information for investment purposes other than as contained in this this Memorandum (including the Exhibits), and the investor is relying on its own investigation and evaluation of the Company and the securities in making an investment in this offering and not on any other information whatsoever, including, but not limited to, any presentations or other materials, other than this Memorandum (including the Exhibits), provided to the investor by the Company;

- The investor recognizes that the investment is a speculative venture and that the total amount of funds tendered to purchase securities is placed at the risk of the business and may be completely lost. The purchase of securities as an investment involves special risks;

- The investor acknowledges and is aware of the following:

  (i) There are substantial restrictions on the transferability of the securities; the securities will not be, and investors in the Company have no right to require that the securities be registered under the Securities Act; there may not be any public market for the securities; the investor may have to hold the securities indefinitely and it may not be possible for the investor to liquidate the investor's investment in the Company. The investor agrees that the securities shall not be sold, transferred, pledged or hypothecated unless such sale is exempt from registration under the Securities Act. The investor also acknowledges that the investor shall be responsible for compliance with all conditions on transfer imposed by any blue sky or securities law administrator and for any expenses incurred by the Company for legal or accounting services in connection with reviewing a proposed transfer;

(ii) No federal or state agency has made any finding or determination as to the fairness of the offering of the securities for investment or any recommendation or endorsement of the securities;

(iii) The securities have not been approved or registered under any Blue Sky law or with any State Securities Division, and as such, there may be restrictions on the sale or transfer of such securities under State law; and

(iv) The purchase of the securities is expressly conditioned upon the exemption from qualification of the offer and sale of the securities from applicable Federal, state and provincial securities laws. The Company shall not be required to qualify this transaction under the securities laws of any jurisdiction and, should qualification be necessary, the Company shall be released from any and all obligations to maintain its offer, and may rescind any sale contracted, in the jurisdiction; provided, however, that upon any such rescission, the Company shall promptly return to the investor all funds received by the Company from the investor prior to such rescission.

- The investor has carefully considered and has, to the extent he, she or it believes such discussion is necessary, discussed with his, her or its professional, legal, tax and financial advisors, the suitability of an investment in the securities for his, her or its particular tax and financial situation and the investor and his, her or its advisers, if such advisors were deemed necessary, have determined that the securities are a suitable investment for him, her or it;

- The investor (i) has at least five years' investment experience in investments similar to the securities, (ii) has adequate means of providing for its current financial needs and possible personal contingencies and does not have a need for liquidity of the investment in the securities for the foreseeable future; (iii) can afford (a) to hold the securities for an indefinite period of time; and (b) to sustain a complete loss of the entire amount of the purchase price for the securities; (iv) has not made an overall commitment to investments which are not readily marketable which is disproportionate so as to cause such overall commitment to become excessive, and v) is fully aware that the purchase of the securities is a high risk investment;

- The investor understands that the securities are being offered and sold to him, her, or it in reliance on specific exemptions from or non-application of the registration requirements of Federal, state and provincial securities laws and that the Company is relying upon the truth and accuracy of the representations, warranties, agreements, acknowledgments and understandings of the investor provided by the investor in completing and signing the Subscription Agreement attached hereto as **Exhibit B** in order to determine the applicability of such exemptions and the suitability of the investor to acquire the securities. All information which the investor provides to the Company concerning the investor's financial position and knowledge of financial and business matters is correct and complete as of the date of completing and signing the Subscription Agreement, and if there should be any material change in such information prior to acceptance by the Company, the investor will immediately provide the Company with such information;

- The investor has not agreed to act with any of the other investors for the purpose of acquiring, holding, voting or disposing of the securities purchased for purposes of Section 13(d) under the Securities Exchange Act of 1934, as amended, and the investor is acting independently with respect to its investment in the securities;

- The investor confirms and certifies that:

  (a) The investor is in receipt of and has carefully read and reviewed and understands:

    (i) this Memorandum;

    (ii) the Operating Agreement attached hereto as **Exhibit A**; and

    (iii) the Subscription Agreement attached hereto as **Exhibit B**.

  (b) The subscription is irrevocable by the investor, and, except as required by law, the investor is not entitled to cancel, terminate or revoke the Subscription Agreement or any agreements of Subscriber hereunder.

  (c) No federal or state agency has made any findings or determination as to the fairness of the terms of this offering for investment purposes; or any recommendations or endorsements of the securities.

  (d) No person or entity acting on behalf, or under the authority, of the investor is or will be entitled to any broker's, finder's or similar fee or commission in connection with the subscription.

  (e) THE SUBSCRIPTION DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT PERMITTED UNDER APPLICABLE LAW OR TO ANY FIRM OR INDIVIDUAL THAT DOES NOT POSSESS THE QUALIFICATIONS PRESCRIBED IN THE SUBSCRIPTION.

- The investor expressly represents and warrants to the Company that before executing the Subscription Agreement, he, she or it has fully informed itself, himself or herself of the terms, contents, conditions and effects of the Subscription Agreement;

- The investor acknowledges that he, she or it has prior investment experience, including without limitation, investments in non-listed and non-registered securities;

- The amounts to be invested by the investor in this offering were not and are not directly or indirectly derived from activities that contravene federal, state or international laws and regulations, including anti-money laundering laws and regulations. Federal regulations and Executive Orders administered by the Office of Foreign Assets Control ("**OFAC**") prohibit, among other things, the engagement in transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. The lists of OFAC prohibited countries, territories, persons and entities can be found on the OFAC website at http://www.treas.gov/ofac. In addition, the programs administered by OFAC (the "**OFAC Programs**") prohibit dealing with individuals or entities in certain countries regardless of whether such individuals or entities appear on the OFAC lists. These individuals include specially designated nationals, specially designated narcotics traffickers and other parties subject to OFAC sanctions and embargo programs;

- The investor certifies, under penalty of perjury, (i) that the social security or Tax Identification Number provided in completing and signing the Subscription Agreement is true, correct and complete, and (ii) that the investor is not subject to backup withholding under Section 3406(a)(1)(c) of the Internal Revenue Code, as amended (the "**Code**") either because the investor has not been notified that the investor is subject to such backup withholding as a result of a failure to report all interest or dividends, or the Internal Revenue Service has notified the investor that the investor is no longer subject to backup withholding;

- To the best of the investor's knowledge, none of: (1) the investor; (2) any person controlling or controlled by the investor; (3) if the investor is a privately-held entity, any person having a beneficial interest in the investor; or (4) any person for whom the investor is acting as agent or nominee in connection with this investment is a country, territory, individual or entity named on an OFAC list, or a person or entity prohibited under the OFAC Programs. The investor understands and acknowledges that the Company may not accept any amounts from a prospective investor if such prospective investor cannot make the representation set forth in the preceding sentence. The investor agrees to promptly notify the Company if the investor becomes aware of any change in the information set forth in these representations. The investor understands and acknowledges that, by law, the Company may be obligated to "freeze the account" of the investor, either by prohibiting additional subscriptions from the investor, declining any redemption requests and/or segregating the assets in the account in compliance with governmental regulations, and may also be required to report such action and to disclose the investor's identity to OFAC. The investor further acknowledges that the Company may, by written notice to the investor, suspend the redemption rights, if any, of the investor if the Company reasonably deems it necessary to do so to comply with anti-money laundering regulations applicable to the Company, its subsidiaries, or any of the Company's other service providers;

- To the best of the investor's knowledge, none of: (1) the investor; (2) any person controlling or controlled by the investor; (3) if the investor is a privately-held entity, any person having a beneficial interest in the investor; or (4) any person for whom the investor is acting as agent or nominee in connection with this investment is a senior foreign political figure, or any immediate family member or close associate of a senior foreign political figure. A "senior foreign political figure" is defined as a senior official in the executive, legislative, administrative, military or judicial branches of a foreign government (whether elected or not), a senior official of a major foreign political party, or a senior executive of a foreign government-owned corporation. In addition, a "senior foreign political figure" includes any corporation, business or other entity that has been formed by, or for the benefit of, a senior foreign political figure. "Immediate family" of a senior foreign political figure typically includes the figure's parents, siblings, spouse, children and in-laws. A "close associate" of a senior foreign political figure is a person who is widely and publicly known to maintain an unusually close relationship with the senior foreign political figure, and includes a person who is in a position to conduct substantial domestic and international financial transactions on behalf of the senior foreign political figure.; and

- If the investor is affiliated with a non-U.S. banking institution (a "**Foreign Bank**"), or if the investor receives deposits from, makes payments on behalf of, or handles other financial transactions related to a Foreign Bank, the investor represents and warrants to the Company that: (1) the Foreign Bank has a fixed address, other than solely an electronic address, in a country in which the Foreign Bank is authorized to conduct banking activities; (2) the Foreign Bank maintains operating records related to its banking activities; (3) the Foreign Bank is subject to inspection by the banking authority that licensed the Foreign Bank to conduct banking activities; and (4) the Foreign Bank does not provide banking services to any other Foreign Bank that does not have a physical presence in any country and that is not a regulated affiliate.

Restrictions Imposed by the USA PATRIOT Act and Related Acts

In accordance with the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, as amended (the "USA PATRIOT Act"), our Units may not be offered, sold, transferred or delivered, directly or indirectly, to any "Unacceptable Investor," which means anyone who is:

- A "designated national," "specially designated national," "specially designated terrorist," "specially designated global terrorist," "foreign terrorist organization" or "blocked person" within the definitions set forth in the Foreign Assets Control Regulations of the U.S. Treasury Department;

- Acting on behalf of, or an entity owned or controlled by, any government against whom the U.S. maintains economic sanctions or embargoes under the regulations of the U.S. Treasury Department;

- Within the scope of Executive Order 13224 — Blocking Property and Prohibiting Transactions with Persons who Commit, Threaten to Commit, or Support Terrorism, effective September 24, 2001;

- Subject to additional restrictions imposed by the following statutes or regulations and executive orders issued thereunder: the Trading with the Enemy Act, the Iraq Sanctions Act, the National Emergencies Act, the Antiterrorism and Effective Death Penalty Act of 1996, the International Emergency Economic Powers Act, the United Nations Participation Act, the International Security and Development Cooperation Act, the Nuclear Proliferation Prevention Act of 1994, the Foreign Narcotics Kingpin Designation Act, the Iran and Libya Sanctions Act of 1996, the Cuban Democracy Act, the Cuban Liberty and Democratic Solidarity Act and the Foreign Operations, Export Financing and Related Programs Appropriation Act or any other law of similar import as to any non-U.S. country, as each such act or law has been or may be amended, adjusted, modified, or interpreted from time to time; or

- Designated or blocked, associated or involved in terrorism, or subject to restrictions under laws, regulations, or executive orders as may apply in the future similar to those set forth above.

We may make or cause to be made such further inquiry and obtain such additional information as we deem appropriate with regard to the suitability of prospective investors. We may reject subscriptions in whole or in part if, in our reasonable judgment, we deem such action to be in the best interest of the Company. If this offering is oversubscribed, we will, in our sole and absolute discretion, determine which subscriptions will be accepted.

If any information or representation made by a prospective investor or others acting on his, her or its behalf misleads us as to the financial or other circumstances of such investor, and if, because of any error or misunderstanding as to such circumstances, a copy of this Memorandum is delivered to any prospective investor, this Memorandum must be returned to us immediately. The suitability standards set forth herein may be altered or waived by us as to any particular investor or investors without notice of any kind.

THE SUITABILITY STANDARDS DISCUSSED ABOVE REPRESENT MINIMUM SUITABILITY STANDARDS FOR PROSPECTIVE INVESTORS. EACH PROSPECTIVE INVESTOR IS ENCOURAGED TO CONSULT WITH HIS LEGAL, TAX AND OTHER ADVISORS TO DETERMINE WHETHER AN INVESTMENT IN THE UNITS IS APPROPRIATE IN HIS, HER OR ITS PARTICULAR CIRCUMSTANCES.

Prospective investors and purchaser representatives are urged to request any additional information they may consider necessary in making an informed investment decision. We will make available to each prospective investor and his purchaser representative, if any, the opportunity to ask questions of, and receive answers from, us or a person acting on our behalf concerning the terms and conditions of this offering, us, or any other relevant matters. We will respond with any additional information necessary to verify the accuracy of the information set forth in this Memorandum to the extent that we possess such information or can acquire it without unreasonable effort or expense.

ADDITIONAL INFORMATION

Privacy Statement

We are committed to protecting investors' privacy and maintaining the confidentiality and security of investors' personal information. In accordance with our legal obligations, we are required to inform investors how we treat certain information concerning investors to aid their understanding in how we handle investors' personal information and how such information is used to service investors.

Protecting investors' personal information is an important priority for us. Accordingly, we use the personal information collected about investors in order to provide better service. We may collect nonpublic personal information about investors from the following sources:

- Applications or forms (for example, name, address, social security number, birth date, assets and income);
- Transactional activity in investors' accounts (for example, trading history and balances); and
- Other interactions within our company or between us and our affiliates (for example, discussions with staff).

We only disclose nonpublic personal information about investors or former investors (including information regarding transactions or experiences with investors or former investors) to affiliates in the areas of financial, advisory and securities services and nonaffiliated third parties who provide services to us (for example, accountants, attorneys, transfer agents and escrow agents), each as permitted by law or as otherwise required by law.

We consider the protection of sensitive information to be a sound business practice and a foundation of customer trust, and we maintain physical, electronic and procedural safeguards aimed at protecting investors' personal information. We restrict access to investors' or former investors' nonpublic personal information to those employees, consultants and advisors, including but not limited to transfer agents, escrow agents, registered broker-dealers and investment advisors, accountants and attorneys, who need to know that information to provide products or services to us.

Contact Us

This Memorandum does not contain all of the information with respect to the various agreements and other documents referred to herein. The delivery of this Memorandum at any time does not imply that the information contained herein is correct as of any time subsequent to the date hereof. For further information with respect to us and the Units of our LLC Interests being offered hereby, any prospective purchaser should contact Jason West, Executive Vice President, at 517 East 30th Street, Suite E, Hutchinson, Kansas 67502, or by phone at (620) 204-7150, or email at investor.relations@genzada.com.

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