

iLIFE Capital System

Invest Locally In Funding Enterprises

iLIFE Capital Portal

A Debt & Equity Funding Platform for Exempt Private Placement

www.iLIFECapital.com

Invest Locally Put Your Money Where Your Life Is

Small Business Enterprise Making America Great Again!



Invest Locally In Funding Enterprises

www.iLIFECapital.com www.iLIFEFund.com

If you want to succeed, you should strike out on new paths, rather than travel the worn paths of accepted success. – John D. Rockefeller

You have to learn the rules of the game. And then, you have to play better than anyone else. – Albert Einstein

iLIFE Capital System & Portal, works through local Chambers of Commerce and other local community business development entities, and State programs, to provide local small to medium sized business enterprises, the facility and means to successfully fund their locally owned and operated businesses. iLIFE Capital (“iLC”) provides education, support services, financial resources, and the latest and most effective on-line FinTech solutions to fund and support qualified local businesses.

iLIFE Capital System effectively and successfully connects local businesses with local investors. The recent “Trump Effect” on the stock market, IRA’s and job growth is very encouraging for American’s, however, does it really trickle down to Main Street? On Main Street USA., the economic recovery is still at a slow burn...a recently released Federal Reserve Bank report stated that more than 50 percent of small businesses say that they are unable to get the capital they apply for through banks and even on-line funding sources. Smaller enterprises (generally defined as having fewer than 500 employees but mostly having a handful or less) tend to represent about half of US GDP and a similar share of all US employment, and generate almost two-thirds of all new jobs. Sophisticated investors should be putting their capital into U.S. small businesses. Why? Because demand for capital remains significant in an era when even the smallest companies operate across borders. It’s more tangible to invest in something “local,” where capital investment provides a critical fulcrum for entrepreneurial risk-taking and innovation. The returns are attractive: on average, gross interest rates on small business loans range from 10 to 17.5 percent. And this is a huge market. Source: [Invest Local](#)

iLIFE Capital also provides local communities a Business Development Enterprise Incubator, Accelerator & Think-Tank (“e8” www.e8ia.com) offering qualified local businesses a professional entrepreneurial environment which encourages and facilitates creative funding, expert resources, administrative services and educational opportunities to enable the successful operation, growth and entrepreneurial success of local business enterprise. Upon a successful capital raise through the iLIFE Portal, we do not let businesses fail, we support them with all the available resources required for them to succeed with their business plan.

Turned off by what they see as the failures of traditional finance, a new breed of investor is turning to

small investment clubs and networks through which they can make loans, equity investments or a little of both in “Local” (city, town, county or a defined primary statistical area) nearby businesses...This is a way for both sophisticated and small (non-accredited) investors to put their money in Main Street businesses and help them grow ~ “[The Local Small Business Investing Revolution](http://www.cnbc.com/2016/02/16/reaping-profits-in-the-local-investing-revolution-in-us.html)” - www.cnbc.com/2016/02/16/reaping-profits-in-the-local-investing-revolution-in-us.html

"All told, against an otherwise difficult investing backdrop, the rewards of investing ‘local’ outweigh the risks - Small business investments offer a unique opportunity to generate attractive returns that are less correlated to public stock and bond markets." ~ “[Invest Local](http://www.huffingtonpost.com/kevin-harmon/invest-local_b_7586582.html)” - www.huffingtonpost.com/kevin-harmon/invest-local_b_7586582.html

“Entrepreneurs and their small enterprises are responsible for almost all the economic growth of the United States” ~ Ronald Reagan

“**Make America Great Again!**” ~ President Donald Trump

The iLIFE Capital System provides the Local Issuer the following deliverables, relationships and benefits – It is Critical to the Success of any Capital Raise to have these Four Components Right, and Done Right from the Beginning!

A. SEC Compliant Private Placement Memorandum, Principal Protection Strategy Option, SEC Attorney Review & Investor Presentation Resources

The iLIFE Capital System provides both direct deliverables from iLC and deliverables (legal review, document templates, Due Diligence review) through our professional resource providers. All 3rd party sources have been vetted by iLC, and complement our iLIFE Capital System. We facilitate a seamless integration of all components for the best possible results for the client/issuer.

iLC investment bankers assist the local Entrepreneur/Issuer (“Issuer”) in the completion of the Private Placement Memorandum (PPM) and a GAAP compliant financial pro forma, sourced from a best-of-class provider. iLC provides its *PrincipalProtector* sidecar investment option for all accredited investors of the Issuer – iLC educates potential Accredited Investors, through its website, on deal structures, risk diversification strategies and hedging risk opportunities. iLC also provides for a PPM legal review and letter of compliance from an SEC Attorney.

iLC deal structures are typically hybrid Notes with Equity or Participating Preferred, both having a Convertible feature and our proprietary **PrincipalProtector Capital Fund** option with an Adjustable Risk / Adjustable Return feature. Our **PrincipalProtector** sidecar investment Unit is a hedging strategy which can provide for the return of investors full principal in a term certain, regardless of the success or not of the business opportunity investment, enhancing investor participation. This is a Wall Street Investment Banking type strategy, traditionally unheard of for an SME Private Placement.

*Note: See our white paper **Wall Street Funding Solutions & Absolute Principal Protection Strategies for Main Street Companies**, for details.*

iLC also provides best in class sources for drafting your business plan, a professional pitch deck, video, one-page summary presentations, and resources for producing successful investor presentations. Our **Pre-Vetted Due Diligence Report & Risk Analysis (PVDD)** provides investors with an **“Invest Ready Opportunity” (IRO)**.

B. Proprietary Custom Issuer-Investor Portal & Funding Platform with Broker-Dealer Intermediary Relationship

Most Issuers as well as non-SEC practicing attorneys do not understand the new Jobs Act requirements for Title II, III and IV capital raises. The following articles help clarify those requirements.

Working the Crowd: A Primer for Funding Portals

<http://www.nyventurehub.com/2016/02/09/working-the-crowd-a-primer-for-funding-portals/>

What’s the Deal with Online Funding Platforms?

<http://www.nyventurehub.com/2015/07/23/whats-the-deal-with-online-funding-platforms/>

Bottom-line – you need a Compliant Funding Portal/Platform to conduct your Private Placement under the Jobs Act Exemptions.

iLC onboards each Issuer Opportunity (and their documents and presentation materials) into one of the most compliant, simple, robust, responsive and powerful Issuer-Investor Portal & funding Platforms available. Our custom portal exceeds all Jobs Act standards and provides a totally integrated, seamless, and SEC compliant system for Reg CF, Reg D 506(c) & A+ Private Placement for Equity/Debt & Hybrid deal structures. iLC’s Tier I funding platform showcases investment opportunities of Local Issuers within a Local Portal, directed to Local Investors. This custom portal provides Issuers all the tools needed and necessary to manage their self-issuer funding process with interested local investors.

The iLC funding portal allows each Issuer to present their opportunity (and documents) to prospective qualified investors, professionally manage the process, close the investment transaction through a Broker-Dealer intermediary relationship, and handle all post investment communication and administration. All of this is done in an SEC compliant manner in conformance with what is required for Issuer-Investor compliance under the regulations of the Jobs Act. The Issuer will be able to upload everything (PPM, Pitch Deck, Video, Summary, and supporting documents) to a password protected deal room, which then enables the Issuer to interact with Local interested and qualified investors which have been pre-screened and registered for Portal access. The iLC iLIFE funding portal/platform (“Portal”) provides for the following:

Front End Internet Portal

Our iLIFE Portal simplifies all types of online security offerings, streamlines due diligence, and facilitates reaching new accredited and qualified non-accredited investors so you have access to more capital in a shorter period of time. Our Portal takes the best advantage of the new JOBS Act regulations to attract qualified investors and increase deal flow with a complete and

compliant solution for Reg A+. Reg D. 506B & 506C, Regulation CF, intrastate, and international regulations.

The iLC iLIFE Portal streamlines investor due diligence - it actually automates a great deal of due diligence and the investment process from initial registration to a completed investment. Our custom Portal controls the onboarding process, accreditation, online payments, e-signatures, document management, offline payments, and has full reporting and compliance with full audit logs. The very latest FinTech tools are integrated into the Portal and its systems.

The iLC iLIFE Portal is SEC, FINRA, & Broker-Dealer compliant for Reg A+, Reg D 506(b) & (c), Reg. CF and intrastate funding. Our platform allows the Issuer/Enterprise to focus on market development and business strategy while the Portal focuses on compliant interaction with interested ready, willing and able investors and the entire investment process.

Our Portal takes security very seriously, and uses the best security practices so our Issuers can focus on their business.

The iLIFE Portal also integrates with other best-of-class third-party enhancements or extensions and has an ever-growing ecosystem of synergistic applications to make the funding process easier, quicker and a better experience for both Issuer and Investor.

All iLC iLIFE clients own their own data, and can access all data at any time with 24/7 CSV exports and reports. All portal data and information tracked is 100% auditable, with serialized activity logs for all activity that occurs on the portal.

Back End Compliance Platform

Our Financial Technology provider seamlessly integrates critical back office Platform services with our front-end Portal.

- **Escrow & Automated Clearing House** - SEC Rule 15c2-4 requires that funds raised in private securities offerings be held in bank escrow until funding contingencies occur. The iLC iLIFE Platform ensures compliance with regulations.
- **Issuer Associated Persons & Investor Anti Money Laundering (AML) PATRIOT Act** - Federal regulations require businesses to know their investors well enough to ensure that, when raising funds, they are not selling securities to barred persons. The iLC iLIFE Platform ensures compliance with regulations.
- **Broker-Dealer Services** - The iLC iLIFE Platform provides for an SEC registered, FINRA member, SIPC insured broker-dealer to act as the intermediary of record for the sale of your securities. You can rest easy regarding 50 different State sets of complex laws, regulations and potential liability.
- **Accredited Investor Confirmations** - The SEC requires that investors in 506(c) offerings be "reasonably" confirmed as to their accredited status <http://www.sec.gov/rules/final/2013/33-9415.pdf> Section 3. A, B & C. We will provide you with a letter from an SEC registered transfer agent, signed by an attorney, confirming an investors accredited status. This fulfills your obligations under SEC rules.
- **Payment Processing** - Effortlessly send investor payments including interest, revenue-share, principal, preferred distributions, profit sharing, dividends, royalties, and

anything else. Fully integrated with our IRM service to track who gets paid what and to keep permanent records for all payments.

- **Registered Transfer Agent** - Providing 506(c), 506(b), Reg A+ and other offerings with transfer agent services which enable easy investor records management, ensure good-delivery for secondary trading, and provides Licensee with tools to manage and maintain ownership changes, vesting details, payment history, tax data, and cap tables. We even give you tools to email your investors, by class of securities or all.
- **eSignplus Subscription Agreement for 506(c)** - We provide you with key apps to assist with reducing costs and automating the backend of your offering(s), including a Boilerplate Template for the Subscription Agreement and Risk Disclosures, and eSign+.
- **Investor Relationship Management** - Best practices, and specifically SEC rules require that issuers demonstrate their ability to manage their investors. The iLC iLIFE Platform provides Software as a Service IRM solution which makes it easy.

We may have gone beyond the basic (legal) requirements for an Issuer-Investor Portal & Funding Platform, but with that, we are 100% certain our Issuers/Licensees will be in complete compliance with SEC rules and regulations AND have a Portal that makes the Issuer-Investor interaction, management and reporting the best possible experience out of all other options currently available.

A VERY distinct difference between the iLIFE Portal and the other 2000+ Crowdfunding portals across the globe, is that the iLIFE Portal only presents Local pre-vetted SME opportunities, to Local Investors. Non-local investors with interest in investing in small business in a certain community, may also obtain access to review investment opportunities. Our Localized Platform & Portal is also promoted through the local Chamber of Commerce and/or other local small business development entities. The likelihood of investor subscription to your Private Placement goes up exponentially vs being lost in the crowd of hundreds or thousands on the typical crowdfunding portals.

C. Compliant Social and Digital Marketing Channels for Accredited Investor Sourcing – Educating and Driving Interested Accredited Investors to Issuers

The two main areas that are the biggest challenge for self-Issuers – the weakest points between failure or success, are managing the (time consuming) capital raising process and finding the qualified investors interested in investing in an Issuers opportunity. Our Custom Issuer-Investor Funding Portal described in “B” above automates (through FinTech) much of the normally time-consuming process, and our unique marketing channels changes the dynamics of investor marketing for the self-Issuer.

Through our **Social Media & Digital Marketing Lead Providers**, iLC iLIFE will drive a very significant number of interested local investors into the iLC iLIFE Portal. We initially provide general education to these investors concerning our highly marketable deal structures and our principal protection strategies. We make the accredited investors aware that they can register and encourage their access into our Portal to review investment opportunities which all have these structures and strategies – thereby, exposing the Issuer to a large number of qualified investors seeking investment opportunities in the local market. Some of our unique marketing channels are generally described below.

1. One of our Investor lead marketing companies has over 10-years of highly successful lead generation specializing in the use of intuitive marketing technology. They provide multi-channel lead generation services that are designed to drive highly targeted prospects into the Portal at the best time (while they are seeking to invest in opportunities of interest) **this will be when they are most interested and ready to listen to what you have to offer**. With a focus on lead quality, our third-party provider ensures that you will only spend time on leads that are highly closable. This will give you the ability to scale your time and the time of those on your finance team, creating a capital raising powerhouse utilizing our mastery of the Accredited Investor prospecting process over multiple channels – voice, email, social, web and mobile. Our database draws from a repository of over 50 million decision makers.

2. One of our other highly successful Investor marketing services is a firm specializing in TeleMagic Database Marketing. Our source personally makes all calls real-time with no outsourcing.

Building a highly targeted database is the key to any successful direct marketing campaign, and our third-party provider excels in defining the right investor prospects. In addition to highly targeted data bases, they make routine follow-up calls plus e-mail follow-ups until they have a positive response or a no further contact reply. The secret here is also making calls with a personal touch that engages these prospective Investors and in getting them to interact and in building a trust relationship...their track record over many years is outstanding.

3. iLC has a working relationship with several marketing firms who specialize in Social Media targeted marketing (like Twitter), and driving them into a social media account, from where we can educate them and redirect them to the iLC iLIFE Portal/Platform. We dramatically increase the Client/Licensee exposure to interested, ready, willing and able accredited and qualified non-accredited Investors who will view the Local investment opportunities we place on the Local iLC iLIFE Portal/Platform.

Once prospective Investors have been directed to and opted into the iLC iLIFE Portal, they will be able to access each Issuer Opportunity and interact with the Issuer through the Portal (and will likely request of the Issuer a telephone conversation). The Issuer has control over all the documents they have uploaded into the Portal system (their exclusive deal room) and has control over providing any interested investor access to their documents. If an investor then makes a decision to invest in the Issuers Opportunity, they simply click through the INVEST NOW button provided and the automated platform services walk them through every step of the process to subscribe to an investment in your opportunity, including being filtered through the Broker-Dealer relationship for the highest level of compliance to current securities regulations.

See B above for other automated processes of the ILC iLIFE Portal/Platform.

“Technology is enabling change. Social networks, Big Data analytics, mobile accessibility, electronic applications, marketplace funding models, and people-based marketing are combining. This is creating a wave of financial services companies that can offer compelling new services, at lower costs, with higher returns, and through more-efficient customer acquisition channels.”...
“The financial services industry is becoming increasingly social and democratic as it continues to

move online and becomes more automated, at once empowering consumers, disrupting existing banking and credit systems, and creating new markets.” ~ Goldman Sacks “The Future of Finance – The Socialization of Finance” Equity Research Report March 2015

D. Seasoned Investment/Merchant Banking & Capital Advisory Consulting Services and Resources Portal

1. iLC provides access to seasoned Investment/Merchant Banking & Capital Advisory executives, which help shepherd the Client/Licensee through the capitalization process to a successful outcome. We assist the self-issuer with knowledge, support, encouragement, resources, and personal coaching to make sure each issuer has the best chance to succeed during their capital raise efforts. Each Issuer will have access to our password protected “Wall Street Capital Club” on the iLIFE Capital website and other like portals. This provides access to many resources to assist a successful capital raise, including a library of educational materials, as well as a place to ask our professional team questions, with a 24-hr (or less) turnaround reply, and a searchable Q&A to find questions and answers posted from others.
2. Provides sources for finding a qualified VP of Finance in your area, should client/issuer wish to hire (highly recommended for best chance of success).
3. Provides additional investment banking services for Client/Issuer: Broker-Dealer syndication for Reg A+ capital raise, IPO, M&A, PIPE, Mezzanine funding, and other capitalization and growth solutions. Some of these additional services may be under separate contract with affiliates of iLC and are not included in the iLIFE Agreement.

Note: The Cost of Process for raising capital under the iLIFE System & Portal can be subsidized through Local Investors – see our “iLIFE Capital System” document for details.

E. Community Business Development Enterprise (BDE) Incubator, Accelerator & Think-Tank.

iLIFE Capital also provides local communities the opportunity to develop a Business Development Enterprise Incubator, Accelerator & Think-Tank (“e8” www.e8ia.com) offering qualified local businesses a professional entrepreneurial environment which provides for creative funding, expert resources, administrative services and educational opportunities to facilitate the successful operation, growth and entrepreneurial success of local business enterprise. Upon a successful capital raise through the iLIFE Portal, we do not let businesses fail, we support them with all the available resources required for them to succeed with their business plan.

If you would like to have a Local iLIFE System & Portal for your community, please contact us below for further information. If you are a local issuer seeking funding, please contact us as well for additional details about becoming a Qualified Issuer.

Principal Protector

Principal Protection for Private Placement



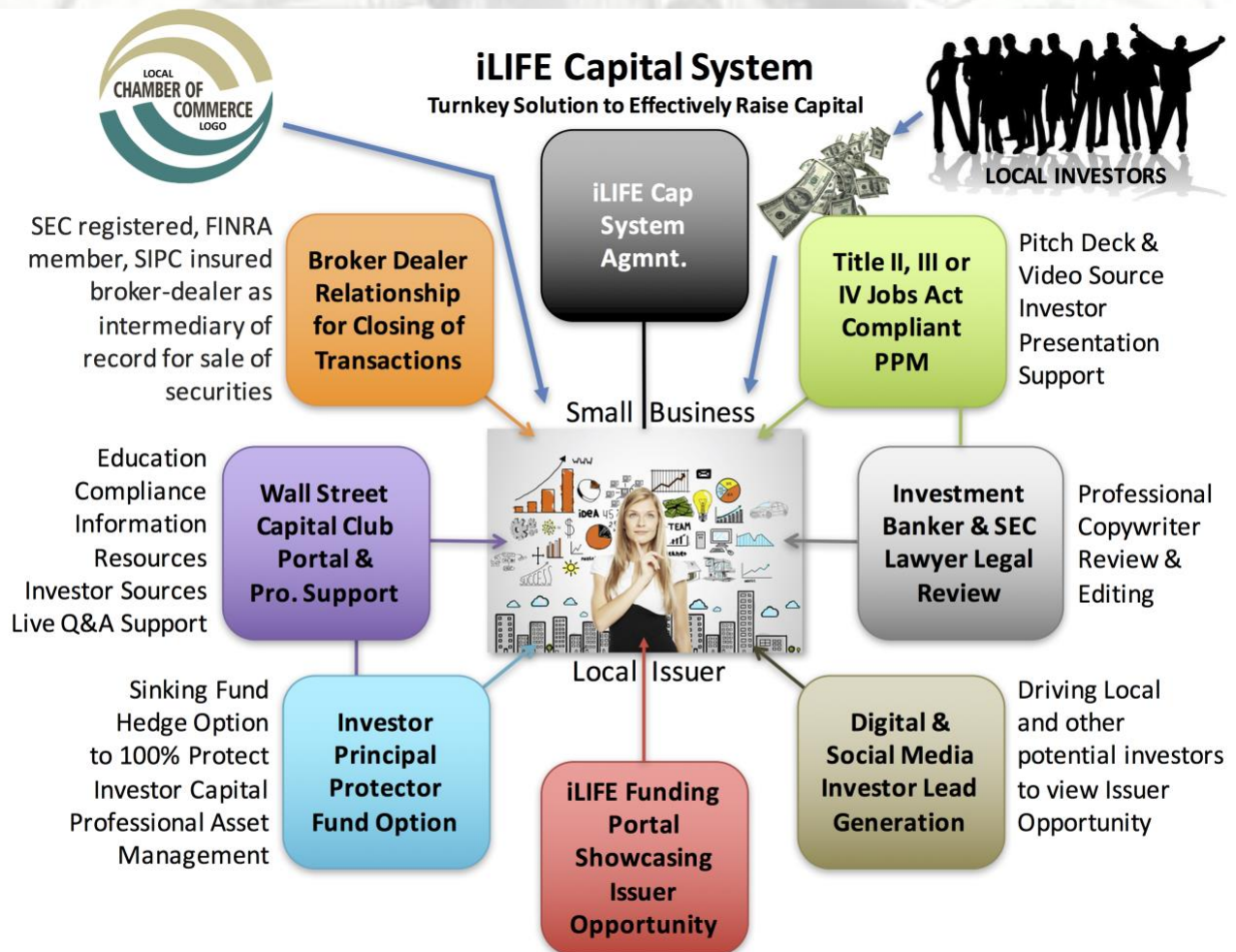
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The most Compliant, Simple, Robust, Responsive, Powerful Issuer-Investor Funding Portal & Platform Available. Our Custom Portal Exceeds all Jobs Act Standards and Provides a Totally Integrated, Seamless, and SEC Compliant System for CF, Reg D 506(c) & A+ Private Placement for Equity/Debt & Hybrid Deal Structures.