

MARS RISING NETWORK

The Sign of Opportunity

ALL BUSINESS – ALL THE TIME

© COPYRIGHT 2011

READ ME FIRST

ALL THE FOLLOWING MATERIAL AND ALL MATERIAL CONNECTED WITH THE Mars Rising Network ULTIMATE PRIVATE PLACEMENT PACKAGE IS COPYRIGHTED MATERIAL AND IS NOT TO BE SOLD, OFFERED FOR SALE, OR DISTRIBUTED TO ANY OTHER PARTY THAN THE PARTY THAT PURCHASED THE PACKAGE. THE COPYRIGHT IS SUBJECT TO ALL FEDERAL AND STATE LAWS AND IS PROSECUTABLE WITHIN THOSE SAME LAWS.

First of all we thank you for purchasing the Ultimate Private Placement Package. It is the finest Do-It-Yourself System of its kind. It is designed to give you everything needed to create a perfect Private Placement Memorandum and all the Legal documentation needed to protect your company and the investor and be in total compliance with the SEC Regulation D Requirements.

In this package you should have all the following documents within the folder:

- Executive Summary Cover Page
- Executive Summary Template
- PPM Cover Page
- PPM Master Template
- Exhibit A
- Exhibit B
- Exhibit C
- Subscription Procedures
- Raising Your Own Capital
- READ ME FIRST
- Business Plan Folder

If anything is missing please contact us and we shall send it to you immediately, however, that has never happened to this point.

To begin let's discuss the Private Placement Memorandum. As you may or may not know Private Offerings began long before the Regulation D Requirement began. It was simply an organized method of requirement that any entity raising its own capital be in compliance with the Securities and Exchange Commission. Since the entity was not a public company it could not be traded on the stock exchange and in the majority of cases it was a start up operation.

The SEC designed and put into law the Regulation D Requirement in 1933 and added to it in 1934. The Rule 144 is the designated ruling and within the Regulation D are 501 through 506.

Rule 501 was a simple document that allowed an entity to raise less than \$1 Million. Rules 504, 505, and 506 all represent raises over \$1 Million. However, the Rule 506 Offering could be any amount and was the more comprehensive offering because it was considered to be a full disclosure document. It was full disclosure meaning that it would disclose all the risks in a very obvious and direct manner thereby protecting or at least reducing the liability for the entity and the investor.

The investor must be educated to the point of redundancy so that they are totally aware that they may lose their entire investment. If not for the PPM the entity could be sued or worse placed under investigation by the SEC and possibly the FBI for fraud. As long as the entity provides the proper documents for the investor and does not spend the money raised on anything else but the operations of the business, the entity will be in compliance under the Regulation D Requirement and is thereby protected by the same.

PLEASE READ THE "RAISING YOUR OWN CAPITAL"

SECTION FOR MORE ON THIS SUBJECT

The PPM, Business Plan and Sales Materials are three different and separate things. There are two schools of thought on this and we will make this brief.

One school of thought is that by placing more information such as a detailed Business Plan and Marketing Strategies and Financial Forecasts that would be considered full disclosure with all the forward looking statements within the body of the PPM.

The other school of thought is that these can also be considered as Sales Materials and may have forward looking statements that could be untrue, mis-leading or exaggerated and by being placed within the body of the PPM could actually be more harmful because of the full disclosure and create more liability for the entity and for the investor.

The PPM that is used for our DIY program is the Rule 506 and Rule 144. It is the most comprehensive and is most widely used for raising private capital.

This program is designed to give you the freedom to do whatever you wish. We provide an Executive Summary as a method to include those Financial Forecasts, Business Plans and possibly other Sales Materials

that are separate from the body of the PPM. The PPM does include a business overview and does discuss the marketing and such in a more general way and nothing so specific.

It is the most popular method that most Securities Attorney's use. By generalizing the forward looking statements within the body of the PPM it reduces the liability for all parties and still has all the full disclosure required by the Regulation D Requirement.

As you look at the PPM you will notice that areas of text are in black and in red. The black text is to be left alone as it is the full disclosure necessary in the document. All the text in red is your specific information. It is in Word Format so that it is easily worked with.

OUR FULL DISCLOSURE

THE COMPANY INDICATED IN THE PPM AND THE EXECUTIVE SUMMARY IS A FICTITIOUS COMPANY AND IT IS COINCIDENTAL THAT A COMPANY MAY EXIST WITH THE SAME NAME. THE INFORMATION REGARDING THE COMPANY IS ALSO FICTITIOUS AND SHOULD IN NO WAY SHAPE OR FORM BE CONSIDERED FACTUAL OR REAL IN ANY MANNER. THE MARS RISING NETWORK IS NOT A LAW FIRM NOR DOES IT CLAIM TO GIVE LEGAL ADVICE. ALL INFORMATION CONTAINED IS FORMED FROM ACTUAL EXPERIENCE AND KNOWLEDGE. ANY CLAIM OTHER THAN THIS DISCLOSURE STATEMENT IS FALSE AND CANNOT BE CONSIDERED VALID TO ANY AND ALL PARTIES.

The Company described was created to give you an example to follow. It is up to you as to your method of what you want to place within the body of the PPM. If you already have a business plan or overview then you can simply copy and paste it into place. Please read through the documents before making any changes and get a clear understanding of what is being written and why it is being written in a more general manner.

If you wish to be more specific with your information that is fine, however, be sure the information you place in the PPM is accurate and it is not untrue. It can be a forward looking statement but it cannot contain false information. It is considered mis-leading and places the PPM in a non-compliant position.

We recommend placing specific information into the Executive Summary and other Sales Materials you are creating as well. Even with that make sure all your forward looking statements are true and accurate.

We have included a cover page for both the PPM and the Summary. We have also included your Exhibits A, B, C; separately so that you can print them as you need them. Simply print the document and staple it on the top left.

The Executive Summary can be emailed directly to any investor and is great way for the investor to see the basics of your offering and to better understand who you are what your company does to make this an interesting offer.

The way in which the stock is offered is very important so once again please read the "Raising Your Own Capital" section.

We are confident you will find the package very easy to work with, however, if you need to ask a question please call us at 888-Mars-Rising (888-627-7747) and we will give you 1 hour of consultation for FREE. (Normally \$100 per hour)

Once again we thank you for your purchase and please read the “Raising Your Own Capital” section. It will help you better understand the process of raising your own capital and help you succeed in doing so. We wish all the best to you and your venture.

Sincerely;

Jeffrey Benson

CEO – Mars Rising Network



ALL BUSINESS – ALL THE TIME

888-MARS-RISING (888-627-7747)

EMAIL: info@themarsrisingnetwork.com

351 Old Newport Blvd. Ste. 303

Newport Beach, CA. 92663