

Offering Memorandum

Offering Memorandum

WHAT IF Y NOT EVERYTHING, INC.

4,000,000,000 Shares

CLASS A COMMON STOCK

\$25.00 per Share

We are offering a minimum of 40,000,000 and a maximum of 4,000,000,000 shares of our CLASS A COMMON Stock (the "Shares"), 400,000,000 warrant units upon exercise of the right to acquire stock at such exercise price. There is no public market for the Shares or any other securities of our company, and no such market will develop as a result of this offering.

THE SHARES OFFERED HEREBY ARE HIGHLY SPECULATIVE, AND AN INVESTMENT IN SHARES INVOLVES A HIGH DEGREE OF RISK AND IMMEDIATE AND SUBSTANTIAL DILUTION FROM THE OFFERING PRICE. SEE "RISK FACTORS" AND "DILUTION." THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR APPLICABLE STATE SECURITIES LAWS, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THESE LAWS. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE REGULATORY AUTHORITY NOR HAS THE COMMISSION OR ANY STATE REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS CONFIDENTIAL OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SHARES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN OPINION OF COUNSEL IN FORM AND SUBSTANCE ACCEPTABLE TO THE COMPANY AND ITS COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.

RISK FACTORS

AN INVESTMENT IN THE SECURITIES OFFERED HEREBY IS SPECULATIVE IN NATURE, INVOLVES A HIGH DEGREE OF RISK AND SHOULD NOT BE MADE BY ANY INVESTOR WHO CANNOT AFFORD THE LOSS OF HIS ENTIRE INVESTMENT. EACH PROSPECTIVE PURCHASER SHOULD CAREFULLY CONSIDER THE FOLLOWING RISKS AND SPECULATIVE FACTORS ASSOCIATED WITH THIS OFFERING, AS WELL AS OTHERS DESCRIBED ELSEWHERE IN THIS MEMORANDUM, BEFORE MAKING ANY INVESTMENTS.

THIS MEMORANDUM CONTAINS CERTAIN STATEMENTS RELATING TO FUTURE EVENTS OR THE FUTURE FINANCIAL PERFORMANCE OF OUR COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED THAT SUCH STATEMENTS ARE ONLY PREDICTIONS, INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, PROSPECTIVE INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS IDENTIFIED IN THIS MEMORANDUM, INCLUDING THE

MATTERS SET FORTH BELOW, WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS

	Number of Shares Offered	Offering Price	Selling Commissions	Founders Compensation	Proceeds to Company
Per Share		\$25.00	\$1.50		\$23.5
Total Minimum	40,000,000	\$1,000,000,000	\$90,000,000		\$910,000,000
Total Maximum Shares	4,000,000,000	\$100,000,000,000	\$9,000,000,000 (min shares) 3,600,000 (max shares) 360,000,000	\$10,000,000,000	\$81,000,000,000

- (1) We are offering a minimum of 40,000,000 and a maximum of 4,000,000,000 Shares at the price indicated. See "Terms of the Offering."
- (2) Estimated total commissions based on 9% of the offering price of the Shares sold to investors. We have will agree to indemnify the Placement Agent against certain civil liabilities, including liabilities under the Securities Act.
- (3) The company is seeking a Placement Agent to agree to offer the Shares on an agency and "best efforts" basis, the company retains the right to seek other agreements such as a firm agreement, but may ultimately not retain such an agent. The offering will be terminated if the minimum number of Shares is not subscribed for by June 1, 2024, unless sooner terminated or extended as provided herein. Funds paid by investors will be held in an escrow account and will be returned promptly if the offering is terminated. The minimum investment is \$1,000,000,000, subject to our right to accept a lesser amount.
- (4) Before deducting offering expenses payable by us, estimated to be approximately \$50,000, and the non-accountable expense allowance payable to the Placement Agent of up to \$50,000.

WHAT IF Y NOT EVERYTHING, Inc.

The date of this Memorandum is July 2, 2019

(i) No person has been authorized to give any information or to make any representations in connection with the offer made by this memorandum, nor has any person been authorized to give any information or make any representations other than those contained in this memorandum, and if given or made, such information or representations must not be relied upon. This memorandum does not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction in which such offer or solicitation would be unlawful or to any person to whom it is unlawful to make such an offer or solicitation. Neither the delivery of this Memorandum nor any sale made hereunder shall, under any circumstances, create an implication that there as has been no change in the affairs of our company since the date hereof. This memorandum is submitted on a confidential basis for use by a limited number solely in consideration of the purchase of the Shares described herein by general solicitation. The acceptance of this memorandum constitutes an agreement on the part of the recipient thereof and the recipient's representatives to maintain the confidentiality of the information contained herein. This memorandum may not be reproduced in whole or in part. The use of this memorandum for any purpose other than an investment in the Shares described herein is not authorized and is prohibited.

TABLE OF CONTENTS

Page	
Risk Factors	1
Summary.....	4
Capitalization.....	5
Use of Proceeds	5
Conditions and Disclaimers	6
Suitability Standards	13
Principal Stockholders	19
Dilution.....	28
Terms of the Offering	32
Description of Business.....	34
Management	40
Description of Securities	42
Security Ownership of Certain Beneficial Owner and Management.....	43
Placement of the Offering	46
Legal Matters	47
Experts	47
Additional Information	48

SUMMARY

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this case memorandum. See "Risk Factors" for information to be considered by prospective investors. The companies introduction: We will provide solutions that such as auto manufacturing, coffee brewing, music and entertainment, amusement, fitness, digital advertising and more. These solutions we will be providing are exotic and luxury electric car manufacturing with franchise dealerships, franchise hi-end retail coffee establishments, quick service restaurants with gas stations and electric charge stations, franchise music recording studios, competitive live entertainment, and live event venues, franchise retail fitness clubs, digital and virtual billboards, franchise retail print shops, theme parks, interactive parks, water parks, aquariums and zoos, franchise retail sneakers and apparel stores with outdoor athletic facilities, franchise consumer technology stores with branded technology, franchise hotels and residences, social entertainment, franchise retail grocery stores, franchise TV boxes with onlive VOD subscription services and film production, water bottle manufacturing, potato chip manufacturing, soda manufacturing, cereal manufacturing, franchising vending machine stores, tv broadcasting, confectionery manufacturing, toiletry manufacturing, city and island development and with many more services and products to come in the future. We believe we differentiate our services by not only having a very distinctive brand but by offering more high quality services than our competition. The market opportunities and strategy for the services we will provide for What if Y not Everything, Inc., as a result of the offering currently includes the following:

Market Opportunity and Strategy

What if Y not Everything, Inc. reports that the Retail Apparel Industry revenue was approximately \$163,014,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Auto & Truck Manufacturers Industry revenue was approximately \$ 943,023,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Department & Discount Retail Industry revenue was approximately \$ 751,497,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Grocery Stores Industry revenue was approximately \$337,510,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Technology Retail Industry revenue was approximately \$161,214,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Nonalcoholic Beverages Industry revenue was approximately \$211,130,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Food Processing Industry Industry revenue was approximately \$525,325,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Personal & Household Products Industry revenue was approximately \$ 252,610,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Computer Hardware Industry revenue was approximately \$632,272,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Consumer Electronics Industry revenue was approximately \$3,779,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Internet Services & Social Media Industry revenue was approximately \$204,503,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Advertising Industry revenue was approximately \$41,470,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Broadcasting Media & Cable TV Industry revenue was approximately \$636,095,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that the Hotels & Tourism Industry revenue was approximately \$167,905,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that Rental & Leasing Industry revenue was approximately \$59,514,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that Restaurants Industry revenue was approximately \$153,917,000,000 in 2018 according to www.csimarket.com.

What if Y not Everything, Inc. reports that Movies and Entertainment Industry revenue was approximately \$18,508,000,000 in 2018 according to www.csimarket.com.

The combined revenues of all of the markets that WiYnE intends to compete in are approximately 5,263,286,000,000. At 12.35% of all the markets previously listed combined, What if Y not Everything, Inc. is will have achieved its revenue goals of \$650,451,858,000.

We believe the following are key driving forces behind our current market opportunities and strategy: the growth of the need of a dependable brand across multiple industries, the increasing demand for trustworthy brands in different markets, the increasing demand well innovated and marketed services that solve problems for consumers and not create them. Our goal is to be a leading single-source provider of solutions that provides high quality and high-perceived value products and services in different markets. This strategy of multiplicity would give us a strategic advantage over our competitors such as Virgin.

Key elements of the strategy to achieve this goal include the following:

Following and successfully implementing the plan written by the founder.
Establishing distribution networks to deliver our services to broader markets
Commercialization and market acceptance of brand name.
Cross industry national advertising and marketing campaigns
Raising required capital to implement the business plan.
Hiring key executives to manage the company and / or certain divisions of the company

Principal Offices

Our principal offices are located at 8 The Green STE A, Dover, DE 19901.
Telephone (732)898-0241. We were incorporated in Delaware in 2018.

The Confidential Offering

Securities Offered

We are offering a minimum of 40,000,000 and a maximum of 4,000,000,000 Shares of Class A Common Stock. at \$25.00 per share. The minimum purchase per investor is 40,000,000 Shares for \$1,000,000,000. In the company's sole discretion, What if Y not Everything, Inc. reserves the right to accept less than the required minimum investment. Every ten shares sold comes in a unit with 1 warrant at the exerciseable price of 0.50 and expires on 12/31/2026. The Shares will be non-convertible Common Stock, subject to adjustments to reflect any stock splits, stock dividends, and recapitalizations. In the event of any liquidation, dissolution, or winding up of our company, the Preferred Shares will have a preference over our Common Stock. For this purpose, a merger or consolidation that results in the stockholders of our company owning 0.0000000001% or less of the voting power of the surviving entity or a sale of substantially all of our assets (each a "Change in Control") will be treated as a liquidation.

Use of Proceeds

Pending other uses, we intend to invest the proceeds given to us in investment-grade, interest-bearing securities such as money market funds, certificates of deposit, or direct or guaranteed obligations of the U.S. government, or hold as cash. We cannot predict whether the proceeds invested will yield a favorable return. Our management will have broad discretion in the application of the net proceeds we receive from our confidential private offering, and investors will be relying on the judgment of our management regarding the application of the net proceeds. Other uses of the proceeds shall be intended after deducting the commission discount for brokers dealers, or placement agent(s), founders compensation and our estimated offering expenses. These proceeds will be used for general corporate purposes, including but not limited to build, purchase, lease, design develop, renovate or acquire property, tangible and / or intangible assets, and / or inventory for the purposes of conducting lawful business activities in the sole discretion of the corporation.

The use of the proceeds shall be intended after deducting the commission discount for brokers and dealers or placement agent, if issuer, in its sole discretion, chooses to retain such an agent, founders compensation and our estimated offering expenses. These proceeds will be used for general corporate purposes, including but not limited to paying employee salaries, retaining key employees, advertising, marketing, building, purchasing, leasing, designing, developing, renovating or acquiring property, tangible and / or intangible assets, and / or inventory for the purposes of conducting lawful business activities and or any other legal business purposes determined in the sole discretion of the Company. The proceeds will also be used to strategically acquire assets, companies such as real estate development companies and build, renovate, or acquire corporate offices, sales offices, logistics vehicles

and equipment, manufacturing equipment and facilities, licenses and permits, intellectual property distribution facilities, corporate locations. The following is a general forecast of how use of proceeds will be used.

Up to 9% or \$90,000,000 at minimum and \$9,000,000,000 at maximum of the offering shall be discounted for the broker/dealer or investment bank or placement agent commissions for assisting the company with the sale of the offering if What if Y not Everything, Inc. determines to retain such an agent, in the company's sole discretion.

\$10,000,000,000 of the offering shall be the compensation of the Promoter, Founder, Chairman and Chief Executive Officer, Shakeem Tyreke Durden.

Between **\$81,000,000,000 and 89,910,000,000** will be used for general corporate purposes, including but not limited to paying employee salaries, retaining key employees, advertising, marketing, building, purchasing, leasing, designing, developing, renovating or acquiring property, tangible and / or intangible assets, and / or inventory for the purposes of conducting lawful business activities and or any other legal business purposes determined in the sole discretion of the Company. The proceeds will also be used to strategically acquire assets, companies such as real estate development companies and build, renovate, or acquire corporate offices, sales offices, logistics vehicles and equipment, manufacturing equipment and facilities, licenses and permits, distribution facilities, corporate locations.

Capitalization

There are currently 324,000,000,000 shares outstanding after the offering; of the 400 B Shares that are authorized to be issued which is equivalent 260,000,000,000 shares are Class A Stock (par value 0.0000000001) 56,000,000,000 shares of our Class B Common Stock (par value 0.0000000001) 8,000,000,000 Preferred Shares (par value 0.0000000001). Assuming completion of this offering, we would have outstanding 320,040,000,000 shares outstanding (if the minimum number of Shares is sold) or outstanding 324,000,000,000 shares of Common Stock (if the maximum number of Shares is sold), including selling commission but excluding expenses, subject to adjustments to reflect any stock splits, stock dividends, and recapitalizations. At \$25 per share the market capitalization of the company is \$8.1 or \$8,100,000,000,000 after 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 OFFERING MEMORANDUM OR THE MERITS OF AN INVESTMENT IN THE SECURITIES OFFERED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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. THE SECURITIES HAVE HOWEVER BEEN REPORTED THE SECURITIES FORM D TO THE SEC AND THE FORM LOE TO THE INVESTORS PROTECTION UNIT IN THE STATE OF DELAWARE ALONG WITH A COPY OF THE REQUIRED DISCLOSURE DOCUMENT. COPIES OF THE COMPANIES BUSINESS PLAN ARE AVAILABLE UPON WRITTEN REQUEST AFTER AN EXECUTED COPY OF A NON-CONFIDENTIAL AGREEMENT AND NON COMPETE AGREEMENT HAVE BEEN SUCCESSFULLY RECEIVED BY THE COMPANY.

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 SHARES 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 SUCH REGISTRATION IS NOT REQUIRED. SEE “RISK FACTORS.”

THIS OFFERING IS DIRECTED TO ACCREDITED INSTITUTIONAL INVESTORS ONLY. SEE “SUBSCRIBER SUITABILITY STANDARDS.”

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 THE PRIOR WRITTEN CONSENT OF THE COMPANY 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.

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 SHARES THAN SOUGHT TO BE PURCHASED BY SUCH SUBSCRIBER.

IMPORTANT INVESTOR NOTICES

THIS MEMORANDUM IS SUBMITTED FOR USE BY PROSPECTIVE INVESTORS SOLELY IN CONNECTION WITH THEIR CONSIDERATION OF THE PURCHASE OF THE SECURITIES BEING OFFERED HEREBY.

THE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH STATE LAWS. THE SECURITIES BEING OFFERED HEREBY 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 AN EFFECTIVE REGISTRATION STATEMENT OR AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. INVESTORS SHOULD BE AWARE THAT THEY MIGHT BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY, THE SECURITIES BEING OFFERED HEREBY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

INVESTORS WILL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS OF THIS OFFERING AND THAT THEY OR THEIR INVESTOR REPRESENTATIVES HAVE SUCH KNOWLEDGE AND EXPERIENCE IN FINANCIAL AND BUSINESS MATTERS THAT THEY ARE CAPABLE OF EVALUATING THE MERITS AND RISKS OF AN INVESTMENT IN THE SECURITIES BEING OFFERED HEREBY.

NO REPRESENTATIONS OR WARRANTIES OF ANY KIND ARE MADE OR INTENDED TO BE MADE, NOR SHOULD ANY BE INFERRED, WITH RESPECT TO THE ECONOMIC RETURN, IF ANY, OR THE TAX ATTRIBUTES OF AN INVESTMENT IN THE SECURITIES BEING OFFERED HEREBY. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO LEGAL, TAX, ECONOMIC AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE SECURITIES BEING OFFERED HEREBY AND THE SUITABILITY OF SUCH PROSPECTIVE INVESTOR TO MAKE SUCH INVESTMENT.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL ENCLOSED DOCUMENTS TO THE COMPANY IF SUCH PROSPECTIVE INVESTOR DOES NOT PURCHASE ANY OF THE SECURITIES BEING OFFERED HEREBY.

PROSPECTIVE INVESTORS ARE ENCOURAGED TO AVAIL THEMSELVES OF THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE WRITTEN ANSWERS FROM, THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO

OBTAIN ADDITIONAL WRITTEN INFORMATION REGARDING THE COMPANY AND THIS OFFERING, TO THE EXTENT POSSESSED OR OBTAINABLE BY SUCH ENTITIES WITHOUT UNREASONABLE EFFORT OR EXPENSE. REPRESENTATIVES OF THE COMPANY WILL BE MADE AVAILABLE TO PROSPECTIVE INVESTORS UPON REQUEST TO ADDRESS SUCH QUESTIONS.

IN MAKING AN INVESTMENT DECISION REGARDING THE SECURITIES OFFERED HEREBY, THE POTENTIAL INVESTOR MUST RELY ON ITS OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE CONTENTS OF THIS MEMORANDUM ARE NOT TO BE CONSIDERED AS LEGAL, BUSINESS OR TAX ADVICE. THE POTENTIAL INVESTOR SHOULD CONSULT ITS OWN COUNSEL, ACCOUNTANT AND OTHER ADVISORS AS TO LEGAL, TAX, BUSINESS, FINANCIAL AND RELATED ASPECTS OF A PURCHASE OF THE SECURITIES.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES TO ANY PERSON IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER, TO MODIFY, AMEND OR WITHDRAW ALL OR ANY PORTION OF THIS OFFERING AND ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE SECURITIES OR TO ALLOT LESS THAN THE AMOUNT OF SECURITIES A POTENTIAL INVESTOR MAY PURCHASE. THE COMPANY WILL HAVE NO LIABILITY WHATSOEVER TO ANY POTENTIAL INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR. THE COMPANY MAY NOT SELL ANY SECURITIES OR ACCEPT ANY OFFER TO PURCHASE SECURITIES UNTIL THE COMPANY HAS DELIVERED TO YOU AND YOU HAVE EXECUTED THE SUBSCRIPTION AGREEMENT REFLECTING THE DEFINITIVE TERMS AND CONDITIONS OF THIS OFFERING. YOU SHOULD CAREFULLY REVIEW THE FULL TEXT OF THE SUBSCRIPTION AGREEMENT AND ALL OTHER DOCUMENTS AND AGREEMENTS PROVIDED TO YOU IN CONNECTION WITH THIS OFFERING PRIOR TO PURCHASING THESE SECURITIES.

A POTENTIAL INVESTOR MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH IT PURCHASES SECURITIES OR POSSESSES OR DISTRIBUTES THIS MEMORANDUM AND MUST OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED BY IT FOR THE PURCHASE BY IT OF THE SECURITIES UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION TO WHICH IT IS SUBJECT OR IN WHICH IT MAKES SUCH PURCHASES, AND THE COMPANY SHALL NOT HAVE ANY RESPONSIBILITY THEREFOR.

**NO REPRESENTATION OR WARRANTY OF ANY KIND IS OR CAN BE
MADE WITH RESPECT TO THE ACCURACY OR COMPLETENESS OF, AND**

NO REPRESENTATION OR WARRANTY SHOULD BE INFERRED FROM, FUTURE, PROJECTED, OR FORWARD-LOOKING OPERATING AND FINANCIAL INFORMATION, PERFORMANCE, OR RESULTS, CONTAINED IN THIS MEMORANDUM OR OUR ASSUMPTIONS UNDERLYING THEM. PROSPECTIVE INVESTORS ARE CAUTIONED NOT TO PLACE RELIANCE ON ANY PROJECTIONS.

SUBSCRIPTION PROCEDURES

In order to subscribe for the shares of our common stock, each prospective investor is required to complete, execute and deliver the following documents:

All documents can be downloaded and uploaded on our offering page:

Here are the Instructions on how to reach the offering page

Please visit our website <http://www.wiyne.com>. Click on the tab button on the upper right hand side. Scroll down and click on the investor relations page. Once on the page, click where it says verification.

Please complete all of the documentation required on the page and promptly upload it.

1. One signed copy of the investor Subscription Agreement and 1 signed copy of the stockholders agreement; one signed copy of accredited investor verification form and all required documents, a signed copy of a disqualifying events verification form, a signed copy of the accredited investor re-verification form purchaser, a signed copy of a stock purchase agreement, a signed copy of the purchaser's representative questionnaire, an executed copy of a non-compete agreement, an executed copy of a non-disclosure document, and an executed copy of the registration rights agreement.
2. A certified bank check or cashier's check made payable to What if Y not Everything, Inc. sent to 8 The Green, STE A Dover, DE 19901.

If you want to invest but want to invest less than \$1,000,000,000, please call 732-898-0241 or email ceo@wiyne.com for approval. WiYnE has reserved a limited number of positions for investors that want to invest less than the minimum required amount.

CAUTIONARY STATEMENT FOR PURPOSES OF THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This memorandum may be deemed to contain "forward-looking" statements. We desire to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and we are including this statement for the express purpose of availing ourselves of the protections of such safe

harbor with respect to all of such forward-looking statements. Examples of forward-looking statements include, but are not limited to (i) projections of revenues, income or loss, earnings or loss per share, capital expenditures, growth prospects, dividends, capital structure and other financial items, (ii) statements of plans and objectives of ours or our management or Board of Directors, including the introduction of new products or services, or estimates or predictions of actions by customers, suppliers, competitors or regulating authorities, (iii) statements of future economic performance and (iv) statements of assumptions underlying other statements and statements about us or our business.

Our ability to predict projected results or to predict the effect of any legislation or other pending events on our operating results is inherently uncertain. Therefore, we wish to caution each reader of the memorandum to carefully consider specific factors, including competition for products, services and technology; the uncertainty of developing or obtaining rights to new products, services or technologies that will be accepted by the market; the effects of government regulations and other factors discussed herein because such factors in some cases have affected; and in the future (together with other factors) could affect, our ability to achieve our projected results and may cause actual results to differ materially from those expressed herein.

PROMINENT RESTRICTIVE LEGENDS

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY 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 APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT.

JURISDICTIONAL (NASAA) 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). 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 SUCH REGISTRATION IS NOT REQUIRED. THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THE STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER SALE MAY BE MADE IN ANY PARTICULAR STATE.

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.

1. NOTICE TO ALASKA RESIDENTS ONLY: THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE ADMINISTRATOR OF SECURITIES OF THE STATE OF ALASKA

UNDER PROVISIONS OF 3 AAC 08.500-3 AAC 08.504. THE INVESTOR IS ADVISED THAT THE ADMINISTRATOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE ADMINISTRATOR. THE FACT OF REGISTRATION DOES NOT MEAN THAT THE ADMINISTRATOR HAS PASSED IN ANY WAY UPON THE MERITS, RECOMMENDED, OR APPROVED THE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A VIOLATION OF 45.55.170. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

2. 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 44-1844 (1) AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE ALSO REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

3. NOTICE TO ARKANSAS RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN RELIANCE UPON CLAIMS OF EXEMPTION UNDER THE ARKANSAS SECURITIES ACT AND 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.

4. FOR CALIFORNIA RESIDENTS ONLY: THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS 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.

5. FOR 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 OF 1991, IF SUCH REGISTRATION IS REQUIRED.

6. NOTICE TO CONNECTICUT RESIDENTS ONLY: SHARES ACQUIRED BY CONNECTICUT RESIDENTS ARE BEING SOLD AS A TRANSACTION EXEMPT UNDER SECTION 36- 409(b)

(9) (A) OF THE CONNECTICUT, UNIFORM SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF CONNECTICUT. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY OF THE SHARES.

7. NOTICE TO DELAWARE 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.

8. NOTICE TO DISTRICT OF COLUMBIA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES BUREAU OF THE DISTRICT OF COLUMBIA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

9. NOTICE TO FLORIDA RESIDENTS ONLY: THE SHARES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SHARES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. 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 SECTION] 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 PARTNERSHIP 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 CONFIDENTIAL EXECUTIVE SUMMARY. 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.

10. NOTICE TO GEORGIA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE GEORGIA

SECURITIES ACT PURSUANT TO REGULATION 590-4-5-04 AND -01. 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.

11.NOTICE TO HAWAII RESIDENTS ONLY: NEITHER THIS PROSPECTUS NOR THE SECURITIES DESCRIBED HEREIN 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 PROSPECTUS.

12.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.

13. 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 PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

14. NOTICE TO INDIANA RESIDENTS ONLY: THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 23-2-1-2 OF THE INDIANA SECURITIES LAW AND HAVE NOT BEEN REGISTERED UNDER SECTION 23-2-1-3. THEY CANNOT THEREFORE BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID LAW OR UNLESS AN EXEMPTION FORM REGISTRATION IS AVAILABLE. A CLAIM OF EXEMPTION UNDER SAID LAW HAS BEEN FILED, AND IF SUCH EXEMPTION IS NOT DISALLOWED SALES OF THESE SECURITIES MAY BE MADE. HOWEVER, UNTIL SUCH EXEMPTION IS GRANTED, ANY OFFER MADE PURSUANT HERETO IS PRELIMINARY AND SUBJECT TO MATERIAL CHANGE.

15. 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; 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 WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

16. 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 SECTION 81-5-6 OF 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.

17. 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 RULE 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.

18. 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 RULE 1 OF 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.

19. 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 SECURITIES ACT AND ARE NOT REGISTERED WITH THE SECURITIES ADMINISTRATOR OF THE STATE 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 FEDERAL SECURITIES LAWS, OR

(2) AN EXEMPTION IS AVAILABLE UNDER THOSE LAWS.

20. 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 SHARES 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 SHARES.

21. NOTICE TO MASSACHUSETTS RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES DIVISION OF THE COMMONWEALTH OF MASSACHUSETTS NOR HAS THE SECRETARY OF THE

COMMONWEALTH PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

22.TO RESIDENTS OF MICHIGAN: NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF MICHIGAN WHO ARE UNACCREDITED INVESTORS IF THE AMOUNT OF SUCH INVESTMENT IN THE SECURITIES WOULD EXCEED TEN PERCENT (10%) OF SUCH INVESTOR'S NET WORTH (EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN AND PERSONAL AUTOMOBILES).

23.NOTICE TO MICHIGAN RESIDENTS ONLY: THESE SECURITIES ARE BEING OFFERED IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE MICHIGAN 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.

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 SHARES 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.FOR 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 SHARES.

28.NOTICE TO NEBRASKA 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 CHAPTER 15 OF THE NEBRASKA SECURITIES LAW AND MAY NOT BE RE-OFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

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 SECTION 49:3-60(b) OF THE NEVADA SECURITIES LAW. 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. NEVADA ALLOWS THE SALE OF SECURITIES TO 25 OR FEWER PURCHASERS IN THE STATE WITHOUT REGISTRATION. HOWEVER, CERTAIN CONDITIONS APPLY, I.E., THERE CAN BE NO GENERAL ADVERTISING OR SOLICITATION AND COMMISSIONS ARE LIMITED TO LICENSED BROKER-DEALERS. THIS EXEMPTION IS GENERALLY USED WHERE THE

**PROSPECTIVE INVESTOR IS ALREADY KNOWN AND HAS A PRE-EXISTING
RELATIONSHIP WITH THE COMPANY. (SEE NRS 90.530.11.)**

**30.NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY: NEITHER THE FACT THAT A
REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE UNDER THIS
CHAPTER 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 DEPARTMENT OF BANKING NOR HAS THE SECURITIES DIVISION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT 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 SHARES OFFERED HEREIN AND HAS MADE NO ARRANGEMENTS WITH BROKERS OF OTHERS TO TRADE OR MAKE A MARKET IN THE SHARES. 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 THEREFORE.

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 OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR 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 PROSPECTUS. 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 107.03(2) 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. ALTHOUGH A PRIOR FILING OF THIS MEMORANDUM AND THE INFORMATION HAS BEEN MADE WITH THE OKLAHOMA SECURITIES COMMISSION, SUCH FILING IS PERMISSIVE ONLY AND 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 BEEN REGISTERED WITH THE CORPORATION COMMISSION OF THE STATE OF OREGON UNDER PROVISIONS OF OAR 815 DIVISION 36. THE INVESTOR IS ADVISED THAT THE COMMISSIONER HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE 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: EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 203(d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THIS ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY) OR ANY OTHER PERSON WITHIN TWO (2) BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN

BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED. IF YOU HAVE ACCEPTED AN OFFER TO PURCHASE THESE SECURITIES MADE PURSUANT TO A PROSPECTUS WHICH CONTAINS A NOTICE EXPLAINING YOUR RIGHT TO WITHDRAW YOUR ACCEPTANCE PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 (70 PS § 1-207(m), YOU MAY ELECT, WITHIN TWO (2) BUSINESS DAYS AFTER THE FIRST TIME YOU HAVE RECEIVED THIS NOTICE AND A PROSPECTUS TO WITHDRAW FROM YOUR PURCHASE AGREEMENT AND RECEIVE A FULL REFUND OF ALL MONEYS PAID BY YOU. YOUR WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A LETTER OR TELEGRAM TO THE ISSUER (OR UNDERWRITER IF ONE IS LISTED ON THE FRONT PAGE OF THE PROSPECTUS) INDICATING YOUR INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF YOU ARE SENDING A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO EVIDENCE THE TIME WHEN IT WAS MAILED. SHOULD YOU MAKE THIS REQUEST ORALLY, YOU SHOULD ASK WRITTEN CONFIRMATION THAT YOUR REQUEST HAS BEEN RECEIVED. NO SALE OF THE SECURITIES WILL BE MADE TO RESIDENTS OF THE STATE OF PENNSYLVANIA WHO ARE NON-ACCREDITED INVESTORS IF THE AMOUNT OF SUCH INVESTMENT IN THE SECURITIES WOULD EXCEED TWENTY (20%) OF SUCH INVESTOR'S NET WORTH (EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN AND PERSONAL AUTOMOBILES). EACH PENNSYLVANIA RESIDENT MUST AGREE NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER THE DATE OF PURCHASE, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE

COMMISSION. THE SECURITIES HAVE BEEN ISSUED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENT OF THE PENNSYLVANIA SECURITIES ACT OF 1972. NO SUBSEQUENT RESALE OR OTHER DISPOSITION OF THE SECURITIES MAY BE MADE WITHIN 12 MONTHS FOLLOWING THEIR INITIAL SALE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION, EXCEPT IN ACCORDANCE WITH WAIVERS ESTABLISHED BY RULE OR ORDER OF THE COMMISSION, AND THEREAFTER ONLY PURSUANT TO AN EFFECTIVE REGISTRATION OR EXEMPTION.

40.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.

41.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 PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

42.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 47-31, WITH THE DIRECTOR OF THE DIVISION OF SECURITIES OF THE DEPARTMENT OF COMMERCE AND REGULATION OF THE STATE OF SOUTH DAKOTA. THE EXEMPTION

DOES NOT CONSTITUTE A FINDING THAT THIS MEMORANDUM IS TRUE, COMPLETE, AND NOT MISLEADING, NOR HAS THE DIRECTOR OF THE DIVISION OF SECURITIES PASSED IN ANY WAY UPON THE MERITS OF, RECOMMENDED, OR GIVEN APPROVAL TO THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

43.NOTICE TO TENNESSEE 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 RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

44.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 SECURITIES ACT, 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.

45.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.

46.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.

47.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.

48.NOTICE TO WASHINGTON RESIDENTS ONLY: THE ADMINISTRATOR OF SECURITIES HAS NOT REVIEWED THE OFFERING OR PRIVATE PLACEMENT MEMORANDUM AND THE SECURITIES HAVE NOT BEEN REGISTERED IN RELIANCE UPON THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, AND THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OF WASHINGTON, CHAPTER 21.20 RCW, OR UNLESS AN EXEMPTION FROM REGISTRATION IS MADE AVAILABLE.

49.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 15.06(b) (9) OF THE WEST VIRGINIA SECURITIES LAW AND MAY NOT BE REOFFERED FOR SALE, TRANSFERRED, OR RESOLD EXCEPT IN COMPLIANCE WITH SUCH ACT AND APPLICABLE RULES PROMULGATED THEREUNDER.

50.NOTICE TO WISCONSIN RESIDENTS ONLY: 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 SHARES OFFERED HEREIN.

51.FOR WYOMING RESIDENTS ONLY: ALL WYOMING RESIDENTS WHO SUBSCRIBE TO PURCHASE SHARES OFFERED BY THE COMPANY MUST SATISFY THE FOLLOWING MINIMUM FINANCIAL SUITABILITY REQUIREMENTS IN ORDER TO PURCHASE SHARES:

A NET WORTH (EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000); AND THE PURCHASE PRICE OF SHARES SUBSCRIBED FOR MAY NOT EXCEED TWENTY PERCENT (20%) OF THE NET WORTH OF THE SUBSCRIBER; AND "TAXABLE INCOME" AS DEFINED IN SECTION 63 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, DURING THE LAST TAX YEAR AND ESTIMATED "TAXABLE INCOME" DURING THE CURRENT TAX YEAR SUBJECT TO A FEDERAL INCOME TAX RATE OF NOT LESS THAN THIRTY-THREE PERCENT (33%). IN ORDER TO VERIFY THE FOREGOING, ALL SUBSCRIBERS WHO ARE WYOMING RESIDENTS WILL BE REQUIRED TO REPRESENT IN THE SUBSCRIPTION AGREEMENT THAT THEY MEET THESE WYOMING SPECIAL INVESTOR SUITABILITY REQUIREMENTS.

During the course of the Offering and prior to any sale, each offeree of the Shares and his or her professional advisor(s), if any, are invited to ask questions concerning the terms and conditions of the Offering and to obtain any additional information necessary to verify the accuracy of the information set forth herein. Such information will be provided to the extent the Company possess such information or can acquire it without unreasonable effort or expense.

EACH PROSPECTIVE INVESTOR WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, MANAGEMENT OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORTS OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM. IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR

DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL:

FOREIGN JURISDICTIONAL LEGENDS

FOR PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES: THESE SECURITIES HAVE NOT AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND, INsofarAS SUCH SECURITIES ARE OFFERED AND SOLD TO PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES, THEY MAY NOT BE TRANSFERRED OR RESOLD DIRECTLY OR INDIRECTLY IN THE UNITED STATES, ITS TERRITORIES OR POSSESSIONS, RESIDENTS OR ENTITIES NORMALLY RESIDENT THEREIN (OR TO ANY PERSON ACTING FOR THE ACCOUNT OF ANY SUCH NATIONAL, CITIZEN, ENTITY OR RESIDENT). FURTHER RESTRICTIONS ON TRANSFER WILL BE IMPOSED TO PREVENT SUCH SECURITIES FROM BEING HELD BY UNITED STATES PERSONS.

FOR RESIDENTS OF BRAZIL: THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE COMISSÃO DE VALORES MOBILIÁRIOS (THE BRAZILIAN SECURITIES COMMISSION). THE SECURITIES MAY NOT BE OFFERED OR SOLD IN THE FEDERATIVE REPUBLIC OF BRAZIL EXCEPT IN CIRCUMSTANCES WHICH DO NOT CONSTITUTE A PUBLIC OFFERING OR DISTRIBUTION UNDER BRAZILIAN LAWS AND REGULATIONS.

FOR RESIDENTS OF CHILE: THE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SUPERINTENDENCIA DE VALORES Y SEGUROS IN CHILE AND MAY NOT BE OFFERED OR SOLD PUBLICLY IN CHILE. NO OFFER, SALES OR DELIVERIES OF THE SECURITIES OR DISTRIBUTION OF THIS PRICING SUPPLEMENT OR THE ACCOMPANYING

PROSPECTUS SUPPLEMENT OR PROSPECTUS, MAY BE MADE IN OR FROM CHILE EXCEPT IN CIRCUMSTANCES WHICH WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE CHILEAN LAWS AND REGULATIONS.

FOR RESIDENTS OF HONG KONG: NO ACTION HAS BEEN TAKEN TO PERMIT AN OFFERING OF THE SECURITIES TO THE PUBLIC IN HONG KONG AS THE SECURITIES HAVE NOT BEEN AUTHORIZED BY THE SECURITIES AND FUTURES COMMISSION OF HONG KONG AND, ACCORDINGLY, NO ADVERTISEMENT, INVITATION OR DOCUMENT RELATING TO THE SECURITIES, WHETHER IN HONG KONG OR ELSEWHERE, SHALL BE ISSUED, CIRCULATED OR DISTRIBUTED WHICH IS DIRECTED AT, OR THE CONTENTS OF WHICH ARE LIKELY TO BE ACCESSED OR READ BY, THE PUBLIC IN HONG KONG OTHER THAN (I) WITH RESPECT TO THE SECURITIES WHICH ARE OR ARE INTENDED TO BE DISPOSED OF ONLY TO PERSONS OUTSIDE HONG KONG OR ONLY TO PROFESSIONAL INVESTORS WITHIN THE MEANING OF THE SECURITIES AND FUTURES ORDINANCE (CAP. 571) OF HONG KONG (SFO) AND ANY RULES MADE THEREUNDER OR (II) IN CIRCUMSTANCES THAT DO NOT CONSTITUTE AN INVITATION TO THE PUBLIC FOR THE PURPOSES OF THE SFO.

FOR RESIDENTS OF MEXICO: THE SECURITIES HAVE NOT BEEN REGISTERED WITH THE NATIONAL REGISTRY OF SECURITIES MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION AND MAY NOT BE OFFERED OR SOLD PUBLICLY IN MEXICO. THIS PRICING SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS SUPPLEMENT AND PROSPECTUS MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO.

NOTICE TO PUERTO RICO RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE OFFICE OF THE COMMISSIONER OF FINANCIAL INSTITUTIONS OF THE COMMONWEALTH OF PUERTO RICO NOR HAS THE

**COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT.
ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

**FOR RESIDENTS OF SINGAPORE: THE AGENT AND EACH DEALER REPRESENT AND
AGREE THAT THEY WILL NOT OFFER OR SELL THE SECURITIES NOR MAKE THE
SECURITIES THE SUBJECT OF AN INVITATION FOR SUBSCRIPTION OR PURCHASE,
NOR WILL THEY CIRCULATE OR DISTRIBUTE THIS PRICING SUPPLEMENT, THE
ACCOMPANYING PROSPECTUS SUPPLEMENT OR PROSPECTUS OR ANY OTHER
DOCUMENT OR MATERIAL IN CONNECTION WITH THE OFFER OR SALE, OR
INVITATION FOR PS-29 SUBSCRIPTION OR PURCHASE, OF THE SECURITIES, WHETHER
DIRECTLY OR INDIRECTLY, TO PERSONS IN SINGAPORE OTHER THAN: (A) AN
INSTITUTIONAL INVESTOR (AS DEFINED IN SECTION 4A OF THE SECURITIES AND
FUTURES ACT (CHAPTER 289) OF SINGAPORE (THE SFA)); (B) AN ACCREDITED
INVESTOR (AS DEFINED IN SECTION 4A OF THE SFA), AND IN ACCORDANCE WITH THE
CONDITIONS, SPECIFIED IN SECTION 275 OF THE SFA; (C) A PERSON WHO ACQUIRES
THE SECURITIES FOR AN AGGREGATE CONSIDERATION OF NOT LESS THAN
SINGAPORE DOLLARS TWO HUNDRED THOUSAND (S\$200,000) (OR ITS EQUIVALENT IN
A FOREIGN CURRENCY) FOR EACH TRANSACTION, WHETHER SUCH AMOUNT IS PAID
FOR IN CASH, BY EXCHANGE OF SHARES OR OTHER ASSETS, UNLESS OTHERWISE
PERMITTED BY LAW; OR (D) OTHERWISE PURSUANT TO, AND IN ACCORDANCE WITH
THE CONDITIONS OF, ANY OTHER APPLICABLE PROVISION OF THE SFA.**

IRS CIRCULAR 230 DISCLOSURE

**TO ENSURE COMPLIANCE WITH INTERNAL REVENUE SERVICE CIRCULAR
230, HOLDERS OF THE SECURITIES ARE HEREBY NOTIFIED THAT (i) ANY
DISCUSSION OF U.S. FEDERAL TAX ISSUES IN THIS MEMORANDUM IS NOT
INTENDED OR WRITTEN BY US TO BE RELIED UPON, AND CANNOT BE
RELIED UPON, BY ANY SUCH HOLDERS FOR THE PURPOSE OF AVOIDING**

PENALTIES THAT MAY BE IMPOSED ON SUCH HOLDERS UNDER THE INTERNAL REVENUE CODE; (ii) SUCH DISCUSSION IS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED IN THIS MEMORANDUM; AND (iii) HOLDERS OF THE SECURITIES SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

The Company

What if Y not Everything, Inc. is a hyper-competitive company. It was formed as a Delaware corporation on January 1st, 2018. We compete in a plethora of legal, moral, and ethical business activities. What if Y not Everything, Inc. is a multiple divisional structured system, similar to a multiple entity structure system. Different divisions strategically compete in various markets under one unified yet individually distinguished brand. It is our goal to provide top of the line, quality services for a good value.

What if Y not Everything, Inc.'s preceding brand is What if Y not Entertainment™.

SUITABILITY STANDARDS

An investment in our common stock is suitable only for persons who have sufficient financial means to afford a total loss of their investment (see "Risk Factors") 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 shares of our common stock are a suitable investment for a prospective investor.

The Company must reasonably believe that each such investor has sufficient financial means to afford a total loss of his investment and either alone or with his purchaser representative, has such knowledge and experience in financial and business matters that he is capable of adequately evaluating the merits and risks of the investment. Further, each investor must acquire the Shares 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.

The Shares may be sold to an unlimited number of so called "accredited investors" as defined in Rule 230.501 under Regulation D.

The shares may not be sold to non-accredited investors.

Prospective subscribers should be aware that some states impose more restrictive suitability requirements for investments than are imposed above. In the event a subscriber is a resident of a state which imposes more restrictive suitability standards than those described, the subscriber will be required to satisfy the more restrictive standards or requirements.

For purposes hereof, an “accredited investor,” as defined under the Securities Act shall mean any person who comes within any of the following categories, or who we reasonably believe comes within any of the following categories, at the time of the sale of shares of our common stock to that person:

- (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 insurance company as defined in Section 2(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 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, or partnership, 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, or joint net worth with that person's spouse, at the time of his purchase, exceeds \$1,000,000;
- (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 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; and
- (viii) any entity in which all of the equity owners are accredited investors. Each investor must acquire the shares of our common stock 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.

Prior to our acceptance of any subscription, each prospective investor must represent, by completing and signing the Subscription Agreement and having his representative(s), if any, complete a Purchaser Representative Questionnaire and a Accredited Institutional Investor Verification Form and a Disqualifying Events Verification Form and other required forms, as previously described; that states that:

- he understands that the shares of our common stock represent a speculative, high risk investment, and that he must bear the economic risk of that investment for an indefinite period of time because the shares have not been registered under the Act or applicable state blue sky or securities laws and that he therefore cannot sell his shares unless they are subsequently so registered or an exemption from registration is available, and that any transfer will require our approval;
- (i) he understands that the shares of our common stock will bear a restrictive legend prohibiting transfers thereof except in compliance with the provisions of the Subscription Agreement and applicable securities laws and will not be transferred of record except in compliance therewith;

- (ii) he is acquiring the shares of our common stock for investment solely for his own account and without any intention of re-selling or distributing them;
- (iii) if the prospective investor is not a natural person, it was not organized or reorganized for the specific purpose of acquiring the shares of our common stock;
- (iv) we have, during the course of the offering and prior to the sale of the shares of our common stock, accorded him and his representatives, if any, the opportunity to ask questions and receive answers concerning the terms and conditions of the offering and to obtain any additional information, to the extent we or our agent possess such information or could have acquired it without unreasonable effort or expense, necessary to verify the accuracy of the information contained in this memorandum;
- (v) he, alone or in conjunction with his purchaser representative, if any, has substantial knowledge and experience in business and financial matters, and is an experienced and sophisticated investor fully capable of evaluating the risks and merits of the proposed investment in the shares of our common stock;
- (vi) considering his business and financial circumstances (including, but not limited to, health problems, unusual family responsibilities and requirements for current income) and all other factors, the prospective investor is able to bear the economic risk of an illiquid investment in the shares of our common stock, including the risk of loss of the entire amount of the prospective investor's investment; and
- (vii) the information provided by the prospective investor in his Subscription Agreement and Purchaser Representative Questionnaire, (if applicable) and Accredited Institutional Investor Verification Form and a Disqualifying Events Verification Form and other documents is true and accurate.

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 our best interest. If this offering is oversubscribed, we will, in our sole discretion, determine which subscriptions will be accepted.

If any information or representation made by a prospective investor or others acting on his behalf mislead 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 SHARES OF OUR COMMON STOCK IS APPROPRIATE IN HIS 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, and receive answers from, us or a person acting on our behalf concerning the terms and conditions of this offering 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.

Risk Factors

This memorandum contains forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of certain of the risk factors set forth below. The Shares being offered hereby involve a high degree of risk. Prospective investors should consider the following risk factors inherent in and affecting the business of the Company and an investment in the Shares. Any of the following risks could adversely affect our business, financial condition and results of operations. We have incurred substantial losses from inception while realizing limited revenues and we may never generate substantial revenues or be profitable in the future.

RISKS RELATED TO OUR BUSINESS

WE NEED TO RAISE ADDITIONAL CAPITAL TO MEET OUR FUTURE BUSINESS REQUIREMENTS AND SUCH CAPITAL RAISING MAY BE COSTLY OR DIFFICULT TO OBTAIN AND COULD DILUTE CURRENT STOCKHOLDERS' OWNERSHIP INTERESTS.

We are seeking to raise \$100,000,000,000 at \$25 per share at maximum and \$1,000,000,000 at minimum in this offering on a best efforts basis to implement our plan and meet our capital needs for the next 12 months of

operations to build, purchase, lease, design, develop, renovate or acquire property, hire key employees, purchase tangible and / or intangible assets, and / or inventory and other legal business activities for the purposes of conducting lawful business activities. See the section entitled "Use Of Proceeds" for a description of the manner in which we plan to use proceeds from this offering. At this time, we have not secured or identified any additional financing. We do not have any firm commitments or other identified sources of additional capital from third parties or from our officer and director or from other shareholders. There can be no assurance that additional capital will be available to us, or that, if available, it will be on terms satisfactory to us. Any additional financing will involve dilution to our existing shareholders. If we do not obtain additional capital on terms satisfactory to us, or at all, it may cause us to delay, curtail, scale back or forgo some or all of our business operations, which could have a material adverse effect on our business and financial results and investors would be at risk to lose all or a part of any investment in our Company.

WE ARE DEPENDENT UPON OUR CEO FOR HIS SERVICES AND ANY INTERRUPTION IN HIS ABILITY TO PROVIDE HIS SERVICES COULD CAUSE US TO CEASE OPERATIONS.

The loss of the services of our sole employee, Shakeem Durden, our CEO, CFO and Chairman of the Board of Directors, could have a material adverse effect on us. We do not maintain any key man life insurance on Shakeem Durden. The loss of Mr. Shakeem Durden's services could cause investors to lose all or a part of their investment. Our future success will also depend on our ability to attract, retain and motivate other highly skilled employees. Competition for personnel in our industries is intense. We may not be able to retain our key employee or attract, assimilate or retain other highly qualified employees in the future. If we do not succeed in attracting new personnel or retaining and motivating our current personnel, our business will be adversely affected. In addition, the employment agreement with our key employee contains restrictive covenants that restrict his ability to compete against us or solicit our customers. These restrictive covenants, or some portion of these restrictive covenants, may be deemed to be against public policy and may not be fully enforceable. If these provisions are not enforceable, Mr. Durden may be in a position to leave us and work for our competitors or start his own competing business. See "Business" and "Management" for detailed information on our key personnel.

OUR FUTURE SUCCESS WILL DEPEND ON OUR ABILITY TO INCREASE REVENUES.

We are competing in several markets simultaneously for the delivery auto manufacturing products, coffee manufacturing and retail establishment, digital and audio advertising, retail fitness clubs, amusements, music and entertainment and more markets in the future of the company and face numerous risks and uncertainties in achieving

increased revenues. What if Y not Everything, Inc. is a start-up company and has no established operations. All revenues will be post investment.

In order to establish and increase our revenues, we must successfully:

- create and successfully implement a marketing plan to attract corporations and individuals to our services products;
- increase our customer based by aggressive yet effective marking methods
- convert all visitors and inquires to clients and customers;
- generate revenues through the sale of our services to current private and public companies, and individuals who our maybe in need of our services
- attract, retain and motivate qualified personnel with prior experience to serve in various capacities, including sales, marketing, and executive positions;
- build, acquire, and / or develop manufacturing facilities, sales offices and distribution networks;
- respond effectively to competitive pressures while efficiently providing equitable value to stakeholders;
- keep abreast of the changes in legislation and regulation that affect all aspects of the company.
- build a strong trustworthy relationships with customers, suppliers and employees.

If we are not successful in the execution of these strategies, our business, results of operations and financial condition will be materially adversely affected.

THERE IS NO ASSURANCE OUR FUTURE OPERATIONS WILL RESULT IN PROFITABLE REVENUES. IF WE CANNOT GENERATE SUFFICIENT REVENUES TO OPERATE PROFITABLY OR WE ARE UNABLE TO RAISE ADDITIONAL FUNDS, WE MAY ENTER INTO A BUSINESS COMBINATION WHICH MAY ULTIMATELY DECREASE SHAREHOLDER VALUE OR CAUSE US TO CEASE, CHANGE, MODIFY OR ALTER OPERATIONS.

We expect to incur operating losses in future periods due to expenses associated with this offering, subsequent registration of the shares sold in this offering and current revenues and expenses. We cannot be sure that we will be successful in generating revenues in the future and in the event we are unable to generate sufficient revenues or raise additional funds we will analyze all avenues of business opportunities. Management may consider a merger, acquisition, joint venture, strategic alliance, a roll-up, or other business combination to increase business and potentially increase the liquidity of the Company. Such a business combination may ultimately fail, decreasing the

liquidity of the Company and shareholder value or cause us to cease operations, and investors would be at risk to lose all or part of their investment in us.

FUTURE ENHANCEMENTS OR PRODUCTS AND SERVICES

Looking forward, the company plans to develop enhancements to our products and services that are not and may not be currently known of, developed, accepted in the market we plan to implement such enhancement. This fact may cause speculative risk for you to consider prior to investing.

WE FACE INTENSE COMPETITION FROM OTHER PROVIDERS OF OUR PRODUCT AND SERVICES

We compete with many providers of Auto Manufacturing, Coffee manufacturing, Amusement, Retail Fitness, Outdoor Advertising, and Music and Entertainment. Because our markets have established brands as competitors, we expect this competition to continue to intensify. The types of companies with which we compete include:

Competitors

WiYnE Go - Tesla, Coda Automotive, Wheego Electric Cars, Toyota

WiYnE Print - Staples, Fedex Office, Fastsigns

WiYnE Music - Live Nation, the Event Group, Ticketmaster

WiYnE WildWorld - Six Flags Great Adventure, Sea World, Busch Gardens

WiYnE Vision - Interstate Outdoor, Outfront Media, Lamar

WiYnE Fitness - Planet Fitness, LA Fitness, Crunch Time Fitness

WiYnE Cafe Mocha, Latte, or Espresso - Quick Chek, Wawa, Speedway

WiYnE Xpresta - Dave and Busters, Buffalo Wild Wings, Main Event

WiYnE Zendita - Taco Bell

WiYnE Gear - Nike, Footlocker, Feet First

WiYnEology - Apple, Best Buy, Samsung, Microsoft

WiYnE Stay - Hilton, Marriott, Hyatt

WiYnE Double Dealing Debby - Aldis, Lidi, Walmart

WiYnE TV - Netflix, Amazon Prime

WiYnE Water - Poland Springs, Smart Water,

WiYnE Crunchy - Wise, Lays, Sun Chips

WiYnE Quench - Coca Cola, Pepsi, Dr. Pepper Snapple

WiYnE Quiki - Healthy You Vending, Naturals2Go Vending

WiYnE Mills - General Mills, Post, Kelloggs

WiYnE Sweettooth - Hershey, Nestle, Mars

WiYnE Fresh - Proctor and Gamble, Unilever

WiYnE Cities and WiYnE Islands - Ford, Hershey, Roebbling

Our future success will depend on our ability to increase and enhance our market position by:

- (1) investing in more manufacturing facilities and sales offices or stores and other profitable assets
- (2) keeping our pricing models on par with those of our competitors
- (3) increasing our online visibility.
- (4) establish effective marketing campaigns
- (5) establish perceived quality and value in all products and services.
- (6) successfully commercializing the brand
- (7) successfully retaining key employees
- (8) successful market penetration

Many of our existing competitors, as well as a number of potential competitors, have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical and marketing resources than we do. This may enable them to respond more quickly to new or emerging technologies and changes in the types of services or to devote greater resources to the development, promotion and sale of their services than we can. These competitors and potential competitors may be able to undertake more extensive marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to potential employees and companies and

individuals. Our competitors may also develop services that are equal or superior to the services offered by us or that achieve greater market acceptance than our services. In addition, current and prospective competitors may establish cooperative relationships among themselves or with third parties to improve their ability to address the needs of our existing and prospective customers. If these events occur, they could have a materially adverse effect on our revenue. Increased competition could also result in price reductions, reduced margins or loss of market share, any of which would adversely affect our business, results of operations and financial condition. See "Description of Business" and "Competition."

We also believe our ability to compete depends on a number of factors outside of our control, including but not limited to:

- the prices at which others offer competitive services, including aggressive price competition and discounting;
- the ability and willingness of our competitors to provide better or more lucrative financing options to customers
- the ability of our competitors to undertake more extensive marketing campaigns than we can;
- the extent, if any, to which our competitors develop proprietary tools that improve their ability to compete with us;
- the ability of our customers to perform the services themselves; and
- the extent of our competitors' responsiveness to customer needs.

In order to be competitive, we must have the ability to respond promptly and efficiently to the ever-changing marketplace. We must establish our name as a reliable and constant source for the products and services that we offer in the markets in which we offer them. Any significant increase in competition or competitors with better, more efficient services could make it more difficult for us to gain market share or establish and generate revenues. We may not be able to compete effectively on these or other factors.

WE MAY NOT BE SUCCESSFUL IN INCREASING OUR BRAND AWARENESS WHICH WOULD ADVERSELY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

Our future success will depend, in part, on our ability to increase the brand awareness of our company and the products and services we offer. If our future marketing efforts are unsuccessful or if we cannot increase our brand awareness, our business, financial condition and results of operations would be materially adversely affected. In order to build our brand awareness, we must succeed in our marketing efforts, provide high quality services and increase traffic to our website. We intend to spend a significant portion of the proceeds of this offering to establish,

develop and implement our marketing efforts as part of our brand-building efforts. These efforts may not be successful which could have an adverse effect on our business, results of operations and financial condition.

WE MAY NOT BE SUCCESSFUL IN DEVELOPING NEW AND ENHANCED SERVICES AND FEATURES.

Our market is characterized by rapidly changing technologies, evolving industry standards, frequent new product and service introductions and changing customer demands. To be successful, we must adapt to our rapidly changing markets by continually enhancing our existing products and services and adding new services to address our customers' changing demands. We could incur substantial costs if we need to modify our services or infrastructure to adapt to these changes. Our business could be adversely affected if we were to incur significant costs without generating related revenues or if we cannot adapt rapidly to these changes.

Our business could also be adversely affected if we experience difficulties in introducing new or enhanced services or if these services are not favorably received by users. We may experience technical or other difficulties that could delay or prevent us from introducing new or enhanced services. Furthermore, after these services are introduced, we may discover errors in these services which may require us to significantly modify our manufacturing, design software or hardware infrastructure to correct these errors.

OUR BUSINESS COULD BE ADVERSELY AFFECTED BY A DOWNTURN IN THE INDUSTRIES THAT WE SERVE AND COMPETE IN.

We are dependent upon the continued demand for our products and services, making our business susceptible to a downturn in the industries that we compete in and serve. Several examples include but aren't limited to a decrease in the number of individuals driving, drinking coffee, soda, or bottled water, eating candy, chips or cereal, buying or using consumer technology, listening to music or going to live shows, maintaining their health, responding to advertisement campaigns, attending amusement parks or facilities could result in a downturn. These downturns, as well as any other unstated downturns, could have a material adverse effect on our business, results of operations and financial condition.

OUR BUSINESS WOULD BE ADVERSELY AFFECTED IF WE ARE NOT ABLE TO CREATE AND DEVELOP AN EFFECTIVE SALES FORCE.

Our business would be adversely affected if we were unable to develop and maintain an effective sales force to market our services to our customers. We currently do not employ any sales staff to sell our services, which could have a material adverse effect on our business, results of operations and financial condition.

WE MAY NOT BE ABLE TO SUCCESSFULLY MANAGE OUR GROWTH.

We could experience growth over a short period of time, which could put a significant strain on our managerial, operational and financial resources. We must establish implement and constantly improve our certification processes and hire, train and manage qualified personnel to manage such growth. We have limited resources and may be unable to manage our growth. Our business strategy is based on the assumption that our customer base, geographic coverage and service offerings will increase. If this occurs it will place a significant strain on our managerial, operational, and financial resources. If we are unable to manage our growth effectively, our business will be adversely affected. As part of this growth, we may have to implement new operational and financial systems and procedures and controls to expand, train and manage our employees. If we fail to develop and maintain our services and processes as we experience our anticipated growth, demand for our services and our revenues could decrease.

WE FACE A RISK OF SYSTEM FAILURE.

Our ability to provide services on a on-time consistent basis depends on the efficient and uninterrupted operation of our computer and communications hardware and software systems. These systems and operations are vulnerable to damage or interruption from human error, natural disasters, telecommunications failures, break-ins, sabotage, computer viruses, intentional acts of vandalism and similar events. Any system failure, including network, software or hardware failure, that causes an interruption in our service could result in an inability to perform certain administrative tasks and reduced revenue and harm to our reputation, brand and relations with advertisers. Our business, results of operations and financial condition could be materially adversely affected by any event, damage or failure that interrupts or delays our operations.

IF WE DO NOT SUCCESSFULLY ESTABLISH AND MAINTAIN OUR COMPANY AS A HIGHLY TRUSTED AND RESPECTED NAME IN THE INDUSTRIES THAT WE COMPETE IN WE COULD

SUSTAIN A LOSS OF REVENUES, WHICH COULD SIGNIFICANTLY AFFECT OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

In order to attract and retain a customer base and increase business, we must establish, maintain and strengthen our name and the services we provide. In order to be successful in establishing our reputation, clients must perceive us as a trusted source for quality services. If we are unable to attract and retain clients with the marketing plans that we will establish, we may not be able to successfully establish our name and reputation, which could significantly affect our business, financial condition and results of operations.

WE HAVE NOT BEGUN TO DESIGN ANY ADVERTISING OR MARKETING PROGRAMS AND IF WE FAIL TO ATTRACT CUSTOMERS TO USE OUR SERVICES, WE WILL NOT BE ABLE TO GENERATE REVENUES WHICH COULD SIGNIFICANTLY AFFECT OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

We believe that building awareness of our services will be critical in increasing our client base. We have not begun to design any advertising and marketing programs and even if we are successful in designing these programs, we cannot assure you that we will be successful in attracting customers. If we fail to attract customers to use our services, we will be unable to generate revenues, which could significantly affect our business, financial condition and results of operations.

THERE ARE RELATIONSHIPS WITHIN THE INDUSTRIES THAT WE COMPETE THAT MUST BE MAINTAINED, AND IF WE FAIL TO DEVELOP LONG-TERM RELATIONSHIPS WITH CUSTOMERS OUR SUCCESS WOULD BE JEOPARDIZED WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY'S BUSINESS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

We anticipate that a majority of our business will be derived from repeat clients. Our future success depends to a significant extent on our ability to develop long-term relationships with publicly traded companies, private companies and customers that will provide repeat business. Our inability to build long-term client relations or the inability of new or existing clients to be successfully serviced could result in a loss of future business which would harm our business.

GOVERNMENT REGULATION MAY IMPACT OUR OPERATIONS

Our business is reliant on the compliance with regulations imposed by authorities on the industries we compete in. Changes in regulation may significantly alter our operations or policies and may affect our business and future revenues.

ANY TEMPORARY CESSATION IN OPERATIONS COULD CAUSE US TO LOSE CLIENTS AND CUSTOMERS.

Any temporary cessation in operations could cause the loss of current and prospective clients and customers which would cause us to lose revenue. Investors would be at high risk to lose all of their investment should we have a temporary cessation of operations.

WE WILL INCUR INCREASED COSTS AS A RESULT OF BECOMING A PUBLIC COMPANY.

We have plans to become a publicly traded company in the U.S. As a public company, we will incur significant legal, accounting and other expenses that we did not incur as a private company. We will incur costs associated with our public company reporting requirements. We also anticipate that we will incur costs associated with recently adopted corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002, as well as new rules implemented by the SEC and the National Association of Securities Dealers (the “**NASD**”). We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly. We also expect these new rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance, if we can obtain such insurance at all. We may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar liability coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these new rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

RISKS RELATED TO INDUSTRIES THAT WE COMPETE IN

WE ARE SUBJECT TO UNCERTAIN GOVERNMENT REGULATION AND OTHER LEGAL UNCERTAINTIES RELATING TO THE INDUSTRIES WE COMPETE IN.

There are currently few laws or regulations that specifically regulate the industries that we compete in. Any new laws or regulations relating these industries adversely affect our business. In addition, current laws and regulations may be applied and new laws and regulations may be adopted in the future.

RISKS ASSOCIATED WITH THIS OFFERING

THERE IS NO FIRM COMMITMENT TO PURCHASE THE SHARES OF COMMON STOCK BEING OFFERED, AND AS A RESULT INITIAL INVESTORS ASSUME ADDITIONAL RISK.

This is a best efforts offering, \$1,000,000,000 or a 40,000,000 shares at an asking price of the \$25 per share is the minimal amount of shares of our common stock, being conducted solely by certain members of our management. There is no commitment by anyone to purchase any of the shares being offered. We cannot give any assurance that any or all of the shares will be sold. There is \$1,000,000,000 minimum and we will retain any amount of proceeds received from the sale of the shares over that amount. Moreover, there is no assurance that our estimate of our liquidity needs is accurate or that new business development or other unforeseen events will not occur, resulting in the need to raise additional funds. As this offering is a best efforts financing, there is no assurance that this financing will be completed or that any future financing will be affected. Initial investors assume additional risk on whether the offering will be fully subscribed and how the Company will utilize the proceeds.

OUR LACK OF OR PRESENCE OF BUSINESS DIVERSIFICATION COULD CAUSE YOU TO LOSE ALL OR SOME OF YOUR INVESTMENT IF WE ARE UNABLE TO GENERATE REVENUES FROM OUR PRIMARY, SECONDARY, OR TERTIARY SERVICES.

We currently have several lines of business or other sources of revenue we are planning to implement and compete effectively in the marketplace. This presence of business diversification could cause you to lose all or some of your investment if we are unable to generate sustainable revenues.

OUR BYLAWS AND THE DELAWARE STATUTES CONTAIN PROVISIONS THAT LIMIT THE LIABILITY AND PROVIDE INDEMNIFICATION FOR OUR OFFICERS AND DIRECTORS.

Our bylaws provide that the officers and directors will only be liable to us for acts or omissions that constitute actual fraud, gross negligence or willful and wanton misconduct. Thus, we may be prevented from recovering damages for certain alleged errors or omissions by the officers and directors for liabilities incurred in connection with their good faith acts for us. Such an indemnification payment might deplete our assets. Stockholders who have questions respecting the fiduciary obligations of our officers and directors should consult with independent legal counsel.

THE SECURITIES BEING OFFERED ARE RESTRICTED SHARES OF OUR COMMON STOCK AND AN INVESTMENT IN OUR COMMON STOCK WILL BE ILLIQUID.

We are offering shares of our common stock pursuant to an exemption from registration under the Securities Act which imposes substantial restrictions on the transfer of such securities. All certificates which evidence the shares will be inscribed with a printed legend which clearly describes the applicable restrictions on transfer or resale by the owner thereof. Accordingly, each investor should be aware of the long-term illiquid nature of his investment. In no event may such securities be sold, pledged, hypothecated, assigned or otherwise transferred unless such securities are registered under the Securities Act and applicable state securities laws or we received an opinion of counsel that an exemption from registration is available with respect thereto. Rule 144, the primary exemption for resales of restricted securities is only available for securities of issuers providing current information to the public. While we will be required to make such information available should we conduct an initial public offering, and assuming such public offering is in fact successfully carried out, we do not currently make such information available precluding reliance on Rule 144. Thus, each investor should be prepared to bear the risk of such investment for an indefinite period of time. See the sections entitled “Description of Securities” and “Placement of the Offering”.

THERE IS CURRENTLY NO MARKET FOR OUR COMMON STOCK, AND WE DO NOT EXPECT THAT A MARKET WILL DEVELOP IN THE FORESEEABLE FUTURE MAKING AN INVESTMENT IN OUR COMMON STOCK ILLIQUID.

There is currently no market for our common stock. We do not expect that a market will develop at anytime in the foreseeable future. The lack of a market may impair the ability to sell shares 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.

EVEN IF A MARKET DEVELOPS FOR OUR SHARES, OUR SHARES MAY BE THINLY TRADED WITH WIDE SHARE PRICE FLUCTUATIONS, MINIMAL LIQUIDITY.

If a market for our shares develops, the share price may be volatile with wide fluctuations in response to several factors, including:

- Potential investors' anticipated feeling regarding our results of operations;
- Increased competition;
- Our ability or inability to generate future revenues; and
- Market perception of the future of development of our company

In addition, if our shares are quoted on the OTCBB or any other exchange, our share price may be affected by factors that are unrelated or disproportionate to our operating performance. Our share price might be affected by general economic, political, and market conditions, such as recessions, interest rates, or international currency fluctuations. In addition, even if our stock is approved for quotation by a market maker through the OTCBB, stocks traded over this quotation system are usually thinly traded, highly volatile and not followed by analysts. These factors, which are not under our control, may have a material effect on our share price.

WE ARBITRARILY DETERMINED THE OFFERING PRICE AND THERE HAS BEEN NO INDEPENDENT VALUATION OF THE STOCK, WHICH MEANS THAT THE STOCK MAY BE WORTH LESS THAN THE PURCHASE PRICE.

The offering price of the shares of common stock has been arbitrarily determined without independent valuation of the shares by our management based on estimates of the price that purchasers of speculative securities, such as our common stock, will be willing to pay considering our nature and capital structure, the experience of the officers and directors and the market conditions for the sale of equity securities in similar companies. The offering price of the shares bears no relationship to our assets, earnings or book value, or any other objective standard of value and thus the shares may have a value significantly less than the offering price and the shares may never obtain a value equal to or greater than the offering price. See the section entitled "Placement of the Offering" elsewhere in this memorandum.

YOU MAY INCUR SUBSTANTIAL AND IMMEDIATE DILUTION OF THE PRICE YOU PAY FOR YOUR SHARES IN THIS OFFERING.

The offering price of our common stock may be substantially higher than the net tangible book value per share of the outstanding common stock issued after this offering. Therefore, if you purchase shares of our common stock in this offering, you may incur substantial immediate dilution in the net tangible book value per share of common stock from the price you pay for such share.

As of January 23rd, 2018, after the issuance the net tangible book value of our common stock was \$8,000,000,000,000 or \$8T or approximately \$25 per share based upon 320,000,000,000 shares outstanding at a par value of 0.0000000001 prior to the offering.

WE DO ANTICIPATE DIVIDENDS TO BE PAID ON OUR COMMON STOCK BUT INVESTORS MAY LOSE THE ENTIRE AMOUNT OF THEIR INVESTMENT.

A dividend of \$.87 has been declared or paid in cash on our common stock and we do anticipate such a declaration or payment the first distribution to be December, 8 2020. We expect to use future earnings, if any, to fund business growth. We cannot assure stockholders of a positive return on their investment when they sell their shares nor can we assure that stockholders will not lose the entire amount of their investment.

OUR EXECUTIVE OFFICER AND MAJORITY STOCKHOLDER MAY SIGNIFICANTLY INFLUENCE MATTERS TO BE VOTED ON AND THEIR INTERESTS MAY DIFFER FROM, OR BE ADVERSE TO, THE INTERESTS OF OUR OTHER STOCKHOLDERS.

The Company's executive officer and majority stockholder controls 100% of our outstanding common stock prior to this Offering. Assuming the sale of 4,000,000,000 shares of CLASS A Common Stock or 1.23% of our shares outstanding after the issuance, the Company's executive officer and majority stockholder will control approximately 98.77% of the Company's outstanding common stock. In the case of full dilution the company's chief executive officer shall be in control of 80% of the Company's common stock and 80% of all classes of stock in the company. Accordingly, the Company's executive officer and majority stockholder possess significant influence over the Company on matters submitted to the stockholders for approval, including the election of directors, mergers, consolidations, the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. This amount of control gives them substantial ability to determine the future of our Company, and as such, they may elect to close the business, change the business plan or make any number of other major business decisions without the approval of shareholders. The interest of our majority stockholders may differ from the interests of our other stockholders and could therefore result in corporate decisions that are adverse to other stockholders.

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 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 his shares and we have not qualified such transfers in the state, the subscriber will not be able to transfer his shares.

SUMMARY OF TERMS OF THE OFFERING

For Accredited Investors Only

ISSUER: What if Y not Everything, Inc, a Delaware corporation.

SECURITIES OFFERED: Subject to the terms of this Memorandum, the Company is offering shares of common stock (the “Shares”) on a “best efforts” basis with respect to the Minimum Offering Amount and on a “best efforts” basis with respect to the Maximum Offering Amount. Each Share will be sold at a purchase price of \$25.00 per Share.

PURCHASE PRICE: \$25.00 per Share, with a minimum subscription of \$1,000,000,000 or 40,000,000 Shares; provided that the Company may accept subscriptions for less than 40,000,000 Shares, in its sole discretion.

OFFERING SIZE: The minimum number of Shares to be sold pursuant to this Offering is 40,000,000 Shares, for an aggregate purchase price of \$1,000,000,000 and the maximum number of Shares to be sold pursuant to this Offering is 4,000,000,000 Shares for an aggregate purchase price of \$100,000,000,000.

OFFERING PERIOD:	The offer and sale of Shares hereunder will commence on the date of this Memorandum and terminate no later than June 1st, 2024, which period may be extended by 90 days at the Company's sole discretion (the "Termination Date").
SHARES OF COMMON STOCK OUTSTANDING AFTER THE OFFERING:	320,040,000,000 shares of common stock, assuming the sale of the Minimum Offering Amount; or 324,000,000,000 shares of common stock assuming sale of the Maximum Offering Amount.
PUBLIC MARKET:	There is currently no public market for our common stock. Although we intend to seek listing of our common stock on the market, our common stock may never become listed on a market or exchange and a liquid trading market for our common stock may not develop.
INVESTOR SUITABILITY:	The Shares will be sold only to "accredited investors," as defined in Rule 501(a) of Regulation D under the Securities Act. Investors will be required to represent, among other things, that they have received a copy of this Memorandum, understand the terms of the Offering and are accredited investors, as required under the investor suitability standards. All investors will be required to deliver an executed ALL offering documents on the company's offering website at the following link: https://whatifynot.wixsite.com/offering . We may accept or reject subscriptions in our sole and absolute discretion.
RISK FACTORS:	The Shares offered hereby involve a high degree of risk and should be considered only by persons who can afford the loss of their entire investment. Before investing in the Shares, prospective investors should carefully consider the information set forth under the heading "Risk Factors" in this Memorandum.
USE OF PROCEED:	We will receive gross proceeds from the sale of the Shares

offered hereby of \$1,000,000,000 assuming the sale of the Minimum Offering Amount and \$90,000,000,000 assuming the sale of the Maximum Offering Amount. \$10,000,000,000 of the maximum amount of the offering will be considered founders compensation. We will use the net proceeds of the Offering for acquisitions and general corporate purposes. See "Use of Proceeds".

CAPITAL:

Any amount subscribed for above the minimum offering amount of \$100 or 4 shares will be deemed or considered capital and may be deposited into the company interest bearing capital surplus accounts, by either check or wire. If subscription is denied by the company, for any reason in its sole discretion, and funds are returned to the investor, all proceeds of any amount of interest from the capital surplus accounts shall be considered the sole property of the company, in the company's sole discretion, without prejudice.

SUBSCRIPTION PROCEDURES:

Accredited investors interested in subscribing for Shares in this Offering must do the following:

- Deliver a completed and executed Subscription Agreement, Non-Disclosure Agreement, Non Compete Agreement, Accredited Investor Verification Form, Accredited Investor Re-Verification Form, Disqualifying Events Form, Stock Purchase agreement, the Stockholder Agreement, and Purchaser Representative Questionnaire and all other documents listed on the company website through the companies offering website. All documents can be accessed, downloaded and uploaded through the companies offering website: <https://whatifynot.wixsite.com/offering/verification>
- Deliver to the Company, prior to the Termination Date, the full purchase price for the Shares in the amount of \$25.00 per Share, by bank check in accordance with the instructions provided in the Subscription Agreement. Wires should include the account number and routing number.

- All Checks can be mailed to 8 The Green STE A Dover, DE 19901. Please make the checks out to What if Y not Everything, Inc.

TERMS OF THE OFFERING

A minimum of 40,000,000 and a maximum of 4,000,000,000 shares of our CLASS A COMMON Stock (the "Shares") and 400,000,000 warrant units are being offered.

WARRANTS

There are 400,000,000 six year warrants at the price of \$0.50 / per share. The expiration date of the warrants is 12/31/2026.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This memorandum includes 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 (the "Exchange Act"). These forward-looking statements are expressed in good faith and based upon a reasonable basis when made, but there can be no assurance that these expectations will be achieved or accomplished. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may affect our actual results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. In some cases you can identify forward-looking statements by terminology such as "looking-forward", "may", "should", "could", "would", "expect", "plan", "anticipate", "believe", "estimate", "continue", or the negative of such terms or other similar expressions. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements included in this memorandum. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this memorandum might not occur.

Description of Business

How We Will Generate Revenue: What We Do

What if Y not Everything, Inc (WiYnE, Inc.). will be a multiple faceted entity similar to a multiple entity structured system (M.E.S.S.). It is currently a MDSS(Multiple Divisional Structured System). WiYnE will generate revenue through distribution, advertising, subscription fees, admission fees, ticket sales, product sales, product repair, downloads, product rent, vending, spornship, apartment and hotel room rent, service sales, private labeling, OEM manufacturing, land sales, franchise sales(initial investment cost), franchising fees, franchise application fees, ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees) any other legal forms of revenue generation that the company sees fit.

The intended business engagements will be a result of a successful sale of the offering. These engagements may be changed, modified, altered, and / or expanded upon a subsequent offering and / or offerings, in the sole discretion of WiYnE. .

WiYnE is a start-up company and currently does not generate any revenue and has no established operations. After a successful sale of the offering, WiYnE, Inc. will establish, build and develop and manage 17+ divisions:

WiYnE Go, WiYnE Print, WiYnE Music, WiYnE WildWorld, WiYnE Vision, WiYnE Fitness, WiYnE Cafe Mocha, Latte, or Espresso, WiYnE Xpresta, WiYnE Zendita, WiYnE Gear, WiYnEology, WiYnE Stay, WiYnE Double Dealing Debby, WiYnE TV, WiYnE Water, WiYnE Crunchy, WiYnE Quench, WiYnE Quiki, WiYnE Mills, WiYnE Sweetooth, WiYnE Fresh, WiYnE Cities and WiYnE Islands.

WiYnE Go will manufacture, sale and distribute solar and electric automobiles and franchise car dealerships.

Vehicle features will include but are not limited to solar and / or electric capabilities interchangeable rechargeable batteries used for streamlining the recharging process, autopilot and accident detection and prevention, hot cold beverage dispenser, automatic cup washer, touchscreen controls, voice activation with preference memory, and window GPS Guide.

WiYnE Go product categories will include but aren't limited to as follows:

Motorcycles - Sports, Chopper, 3 wheel, 1 wheel

Economy - Sedan, Coupe, Minivan, SUV, Convertible

Luxury - Sedan, Coupe, SUV, Hard Top Convertible

Exotic- Sedan, Coupe, SUV

Business- Buses(School and Transit) and Tractor trailers

Standard Features include Electric and Solar recharging, Hardtop convertible and amphibious capabilities

Futuristic Research Development Projects:

All Terrain Economy will be able to):

Drive, Off-Road, On-water(Riding), 20 ft Under-Water, Hover,

All Terrain Luxury will be able to:

Drive, Off-Road, On-water (Riding), Underwater (Deeper Depths), Hover, Helicopter(Drone Flight)

All Terrain Exotic will be able to:

Drive, Off-Road, On-water (Riding and Landing), Underwater (Deeper Depths), Hover, Helicopter(Drone Flight), Jet Speed (with automatic hoverlanding)

WiYnE Music will be music division comprised of but not limited to music recording, music production, music publishing and licensing. WiYnE Music franchises and corporate locations will have 5,000+ capacity amphitheaters in the rear of the building. Where there will be live performances by artists that are on our website as well as other live events such as comedy shows and more. WiYnE Music subdivision, WiYnE Battle League will be a division of live entertainment. The battle leagues will consist of branded teams that compete head to head in the entertainment genres of rap battling, singing competition, dance competitions, slam poetry, beatboxing and speed art. These facilities will host other events in the off season and on days that there are now battle league events. WiYnE Music will also have Vocal Training (Classes, Competition and Tournament) for Classical, Opera and R and B.

WiYnE Wild World will be our indoor and outdoor theme park division. This division will consist of indoor and outdoor theme parks, **water parks, interactive parks,** safari's, aquariums, live entertainment, events, dining, and shopping. There will be Adult Interactive Games with competitions and tournaments. The attractions to this subdivision will include but are not limited to Ripcording, Lazer Tag, Lazer Field, Zip Lining, 5 person Rock Climbing Wall, Bouncy House Area (House and Slides) [Dry Water], Obstacle Course (Competition and Tournament), Trampoline, Minigolf (Competition and Tournaments), Wrecking Ball Interactive, 2-4 Person Pedestal Joust, Last Man Standing Pedestal, (Competition and Tournament), Human Foosball Soccer Game (Competition and Tournament), Cage Ball, Defender Dome, Pillow Fight Game, Sumo Wrestling Suits, Bungee Sports Challenge, Full Court Press Basketball Game, Competition, Tournament, Toxic Meltdown Games, Limbo Set, Hungry Hippo, Inflatable Bull Ride, Mechanical SurfBoard, Human Hamster Ball, and Human Bowling Ball Race. The adult interactive park will be in more locations than that of the other parks as the majority of the assets to services are not fixed assets. This will allow this subdivision to compete in broader entertainment markets with companies such as Dave and Busters.

WiYnE Vision will be outdoor advertising division. This division will mainly focuses on digital, audio, and virtual advertising. Billboards will be in Airports, Bulletins, Bus stops , Commuter Rail, Newsracks, Transit Shelters, In-store, Highways, Inner City Downtown Areas, and commercially zoned districts and other high traffic areas.

WiYnE Vision product categories will be digital billboards, mobile digital and audio billboards, sidewalk projection billboards, mobile outdoor audio music, digital jr. billboards, digital posters, outdoor audio advertising, sign holding, digital bulletins, Animated Glass Graphics, Phone Charging Kiosks, Climate Controlled Bus Stops Hubs with digital and audio billboards, 2 Bathrooms and 2 Showers and Vending and water fountain with water bottle fill up dispenser, wifi, and phone charging kiosk.

WiYnE Cafe will be our retail coffee and donut division. Some of the products that we sale will be WiYnE Cafe Coffee (Hot and Cold), Tea (Hot and Cold), Smoothies, Fresh Juice, Frappe, Cold and Hot Food, Hot / Cold Sandwiches, Flatbread Sandwiches, Croissant Sandwiches, Bagel Sandwiches, Donut Sandwiches, Muffin

Sandwiches, Wraps, Salads, Subs, Panini, Croissants, Cookies, Muffin, Bagels, Donuts, Yogurt, Fruit, Spread and Chip Buffet. WiYnE Cafe will have several different uniformed location models. WiYnE Cafe Mocha will be the brand for all locations which includes a QSR, C-Store, Gas Station, and Electric Charge stations,. WiYnE Cafe Latte will be the medium size establishments which include a QSR, Gas Station, and Electric Charge stations,. WiYnE Cafe Espresso will be our smaller establishments that are designed to fit into smaller available sized lots or locations any only include the QSR.

WiYnE Cafe will also manufacture or have manufactured bottle iced coffee in various flavors, packaged ground coffee, and coffee beans and distribute them through retail distributors.

WiYnE Fitness will be our retail standalone fitness divisions where we develop and build stand alone gyms. **WiYnE Fitness Flex** will be a subdivision of **WiYnE Fitness** that will franchise smaller leased locations that only consist of the basic fitness amenities such as including but not limited to, weightlifting, treadmills, ab machines and another fitness equipment, shower room, bathroom, sauna, hot tub, and massage chair room. WiYnE Fitness will have the following amenities Weights, Treadmills, Ab machines, Step Machine and another various fitness equipment, 2 Pools [Indoor, Rooftop], Outdoor Fitness Courses and Trails w/ and w/o weights, Hot tub, Sauna, Steam Room, Cool Room, Cycle Room, Dance Room, Racket Ball, Incline Skating, Ice Skating, 2 Basketball Courts [1 Indoor / 1 Rooftop] (Competition and Tournaments), Grato, Indoor Track (Competition and Tournament), Gymnastics Room (classes, competitions and tournaments), Child Center, Shower Room, Bathroom, Massage Room, Computer/TV/Game Room for adolescent children of customers, Massage chair room, Dojo (Classes, Competition and Tournament) with class for Karate, Taekwondo, Capoeira, Judo, Jiu Jitsu, Boxing, and Kickboxing, Fruit and Salad and juice Buffet with customized juicing Ninja Bullets for juicing, Dance classes for Hip Hop, Crunk, Ballet, Tap Dance, Waltz, Tango, Merengue / Bachata, Classes for Physical, Speed, Strength Training.

WiYnE Print will be our retail franchise print shop that offers services from large format printing, Direct To Garment Printing, Embroidery, Photo Printing, Large format embroidery, book binding, poster printing and making,

graphic design, business card printing, color and black and white photocopying, faxing, and other relevant printing services. WiYnE Print will also have computers, scanners and printers for customers to use.

WiYnE Xpresta will be a franchise QSR that sales pizza, burgers, wings, pasta, cheese steaks and subs and breakfast. This QSR will also have a rooftop lounge as well as a game room that includes but is not limited to giant board games, virtual and projections games and Play Station games. WiYnE Xpresta will also have a gas station and electric vehicle charging stations.

WiYnE Zendita will be a franchise QSR that will serve french food in the morning such as crepes, french toast, french toast sticks and spanish food in the evening such as quesadillas, tacos, burgers burritos, and fries. WiYnE Zendita will also have a gas station and electric charge stations.

WiYnE Gear will be a franchise retail sneakers and apparel store that sells branded clothing and basketball, running, casual, hi-end, and skateboard sneakers. WiYnE Gear will also have outdoor sports complexes that will include but not be limited to basketball courts, skate park, futsal court, pool, batting cages, paintball arena, tennis courts, rock climbing, surfing station, sprint tracks and netted golf ranges.

WiYnEology is a consumer technology brand that consist of branded cell phones, tablets, desktop computers, smart watches, laptops, tvs, projectors and other consumer technology products. These products will be sold through our franchise retail WiYnEology stores and will be sold internationally to technology and retail distributors and online retailers and retail chains. WiYnEology will also be designing and manufacturing certain technology products and programming its own UI design that will be universally integrated into all devices.

WiYnE Stay is a luxury franchise hotel and residences chain. On the floor level of the hotel and residences there will be retail stores and electric vehicle charge stations for overnight guests and residents. On the top floor of the hotel there will be a nightclub.

WiYnE Double Dealing Debby will be a franchise supermarket that sells its products in a pair. It will sell food, snacks, frozen foods, fruits and vegetables and groceries, baby products, clothes, sneakers, electronics, beverages, books, pet supplies, autocare supplies, craft supplies, office supplies, cleaning supplies, cosmetics, pharmacy, furniture, baked goods, photo center, Urban Hair salon, Tattoo Shop, Make Up Studio, Nail Salon, health and beauty supplies, autoparts, Tire, Lube and Auto Repair and car wash. The Tire, Lube and Auto Repair center will offer free classes to women on how to maintain and repair vehicles.

WiYnE TV is a DVD, CD and Video game rental kiosk franchise with online Video-On Demand subscription services. WiYnE TV will also produce movies and shows. WiYnE TV will also distribute the movies it produces internationally to movie theaters around the world.

WiYnE Water will manufacture and / or have manufactured and bottle water of various sizes. WiYnE Water will sell the water bottles to distributors, vendors and retailers. WiYnE Water will manufacture its own bottles.

WiYnE Crunchy will manufacture and / or have manufactured and packaged potatoes chips of various types and flavors and other snack products such as cookies and crackers. WiYnE Crunchy will sell the chips to distributors, vendors and retail stores. WiYnE Crunchy will print its own bags.

WiYnE Quench will manufacture and / or have manufactured bottle, and can soda, juice, energy drinks and dehydrated drink mixes. WiYnE Quench will sell its products to distributors and retailers.

WiYnE Mills will manufacture and / or have manufactured breakfast cereal. WiYnE Mills will sell it cereal to distributors and retailers.

WiYnE Sweettooth will manufacture and / or have manufactured candy bars and hard candy. WiYnE Mills will sell its candy to distributors and retailers.

WiYnE Fresh will manufacture and / or have manufactured toiletries such as bar soap, liquid soap, tissue rolls, paper towels, toothpaste, laundry soap, dish soap and feminine pads.

WiYnE Quiki will be an indoor and outdoor vending store. WiYnE Quiki will be an automated store that will used vending machines to sell its products. The product categories will include but not be limited to coffee, ice cream, snacks, toiletries, technology, pizza, fries, soda, and cigarettes.

WiYnE Cities will be incorporated and developed. WiYnE own the land of the city and will sell land in the cities to developers, home builders, business owners, farmers and other entities that want to build in our cities. As the cities grow the municipal corporation, which will be a separate entity from the company, will derive revenue from property taxes, sales taxes, and other charges.

WiYnE Islands will be incorporated and developed. WiYnE own the land of the islands and will sell land of the islands to developers, home builders, business owners, farmers and other entities that want to build in our cities. As the islands grow the municipal corporation, which will be a separate entity from the company, will derive revenue from property taxes, sales taxes, and other charges.

Revenue streams of WiYnE, Inc's Services

Our Company concurrently will have 6 primary planned revenue streams. Each primary revenue stream may have secondary and tertiary revenue streams. Revenue streams may change as per recommendation and implementation of the Chief Revenue Officer of WiYnE, Inc.

WiYnE Motors: Some revenue streams will be franchise sales(initial investment cost), franchising fees, franchise application fees, ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees), wholesale auto sales to auto distributors and retailers, wholesale parts to auto parts distributors and service stations, technology and patent leasing and licensing, government contracting, retail auto sales, and wholesale corporate or commercial sales, sale of new or used cars to the government and to private fleet owners (e.g., leasing or rental companies), leasing via recurring payments over the life of one or more contracts and the eventual sale of the vehicle. Our product revenues streams are Electric motorcycles - Sports, Chopper, 3 wheel, and 1 wheel, Economy - Sedan, Coupe, Minivan, SUV, Convertible, Luxury - Sedan, Coupe, SUV, Hard Top Convertible, Exotic - Sedan, Coupe, SUV, Hard Top Convertible.

WiYnE Music: Some revenue streams will be franchise sales(initial investment cost), franchising fees, franchise application fees, ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees), music, video, and media downloads, duplication, advertising, recording fees, music page creation fees, music page activation fees, public and private event hosting, live event ticket sales will all be different revenue streams of WiYnE Music. For the WiYnE Music Subdivision: WiYnE Battle League, the revenue streams will include but aren't limited to merchandising, concessions, ticket sales for WiYnE Battle League events, and WBL will also generate revenue through the distribution and syndication of

prerecorded and live media of all WBL events through web, mobile and tablet platforms and to commercial television platforms such as CBS, FOX, ABC, BET or NBC. The WBL will have a television channel that will broadcast live events and highlight the recent events of the WBL called the WiYnE Battle Zone. Another revenue stream will be merchandising, where the company will merchandise the brands and players associated with the WBL. The primary revenue stream from the television channel will be advertising.

WiYnE Wild World: WiYnE Wild Word streams of income to theme parks, safari's, aquariums, water parks and interactive parks will be admissions fee, arcade games, carnival games, conscience, tenant rent, merchandise, accommodations,, special events, and corporate event hosting. Other streams of income will be franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Vision: The revenue streams of WiYnE Vision will be passive. They will include but aren't limited to advertising revenues from corporate clients conducting international, national, regional, and local campaigns, brand awareness campaigns, nonprofit organization campaigns, and political campaigns. The product streams will be digital billboards, mobile digital and audio billboards, hand sign holders, projections Billboards, Digital Jr. Billboards, Digital Posters, Outdoor Audio Advertising, Sign Holding, Digital Bulletins, Animated Glass Graphics, Phone Charging Kiosks, Climate Controlled Bus Stops Hubs with digital and audio billboards.

WiYnE Cafe: The revenue streams of WiYnE Cafe coffee will derive revenues from product distribution to national, regional and local distributor, small box chain retail stores and restaurants, wholesalers, big box retailers, national, regional and local convenience stores chains, and coffee distributors. The WiYnE Cafe Espresso, Late, and / or Mocha franchises will derived revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees). WiYnE Cafe stores will derive revenue from food and drink sales, convenience product sales, gasoline sales, and electric car recharge sales.

WiYnE Fitness: The revenue streams of WiYnE Fitness will be online subscriptions fees and month to month gym membership fees, class enrollments, tournaments and competitions, juicing and fruit and salad bar buffet, merchandising, nutrition and diet coaching and planning. WiYnE Fitness and WiYnE Fitness Flex will both be franchised and will derived revenues from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Print: The primary revenue stream of WiYnE Print will be embroidery services, print and copy services, Direct To Garment printing and graphic design services. WiYnE Print will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Xpresta: The primary revenue stream for WiYnE Xpresta will be food and drink sales, convenience product sales, game room admission fees, gasoline sales, electric car recharge sales. WiYnE Xpresta will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Zendita: The primary revenue stream for WiYnE Zendita will be food and drink sales, gasoline sales, and electric car recharge sales. WiYnE Zendita will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Gear: The primary revenue stream for WiYnE Gear will be sneakers, apparel and accessory sales and online sales of sneakers, apparel and accessories. WiYnE Gear will also derive revenue from monthly subscription fees to our outdoor sports complexes. WiYnE Gear will also derive revenue from distributing its sneakers, apparel and accessories to fashion and sneaker chains, national, regional and local distributors, small box, big box stores, mom and pop fashion stores and online retailers. WiYnE Gear will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnEology: The primary revenue stream for WiYnEology will be consumer technology sales. WiYnEology will sell its consumer technology to National, Regional and Local technology distributors, small box chains, big box chains, OEM manufacturing, and online retailers. WiYnEology will also sell its product to companies, colleges and schools. WiYnEology will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Stay: The primary streams of revenue will be day to day room rentals, commercial leasing, night club admissions, alcohol sales, room service, electric car charging stations, and residential renting. WiYnE Stay will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Double Dealing Debby: The primary streams of revenue will be product sales and services sales, mechanical repairs, oil changes, and tire changes. WiYnE Stay will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees

(service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE TV: The primary streams of revenue will be DVD, CD and DVD game rental. Other streams of revenue will be online subscription fees and ticket sales. WiYnE TV will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Water: The primary streams of revenue will be derived from selling products to National, Regional, Local distributors, small box and big box chain retailers, and online retailers.

WiYnE Crunchy: The primary streams of revenue will be derived from selling products to National, Regional, Local distributors, small box and big box chain retailers, and online retailers.

WiYnE Quench: The primary streams of revenue will be derived from selling products to National, Regional, Local distributors, small box and big box chain retailers, and online retailers.

WiYnE Quiki: The primary source of income will be derived from products being sold thru our vending machines. WiYnE Quiki will also be a franchise so it will derive revenue from franchise sales(initial investment cost), franchising fees, franchise application fees, and ongoing franchising fees (service fees, percentage rent, NRI Advertising fees, Public Works fees, Research development fees, Public event fees).

WiYnE Mills: The primary streams of revenue will be derived from selling products to National, Regional, Local distributors, small box and big box chain retailers, and online retailers.

WiYnE Sweettooth: The primary streams of revenue will be derived from selling products to National, Regional, Local distributors, small box and big box chain retailers, and online retailers.

WiYnE Fresh: The primary streams of revenue will be derived from selling products to National, Regional, Local distributors, small box and big box chain retailers, and online retailers.

WiYnE Cities and WiYnE Islands: The primary source of revenue for WiYnE Cities and Islands will be the sale of land.

The Company's Growth Strategy

The company plans to grow by means of investing into new markets and growing as a green company. This strategy would give our brand more awareness and more brand dependability. The company will not grow with debt as debt is a counter product growth strategy. The company will purchase assets with for full equity consideration or with the capital raised from the offering or a combination of both or other means of financing at full discretion of the Board of Directors of the Corporation. The company plans to commercialize its brand by using mass marketing campaigns. In addition to a roll-up strategy, we would also consider a merger, acquisition, joint venture, strategic alliance, a roll-up, or other business combination to increase business and potentially increase the liquidity of the Company.

Our Competition

In order to compete effectively in the markets that our company engages in our company must understand and be able to immediately respond to customer needs. Many of our competitors have greater financial resources, enabling them to finance acquisition and development opportunities or develop and support their own operations. In addition, many of these companies can offer bundled, value-added, or additional services we don't provide. Many of our competitors may also have greater name recognition. Our competitors may have the luxury of sacrificing profitability in order to capture a greater portion of the market. They may also be in a position to pay higher prices than we would for the same acquisition opportunities. Consequently, we may encounter significant competition in our efforts to achieve our internal and external growth objectives. Many of our competitors have established methods of operation that have proven over time to be successful.

Need for Government Approval of Principal Products or Services

Several of the services we offer require specific government approval. For example, the CFR imposes strict regulations on the automobile manufacturing, advertising and the amusement park industry. Our divisions will need to remain compliant with federal regulations in order to legally do business in the markets that our company is engaging.

Employees

On January 23, 2018, the Company entered into an employment agreement with Shakeem Durden to serve as its Chief Executive Officer and Chief Financial Officer. The agreement shall continue for a term of twenty-four months and shall be renewed annually thereafter unless terminated by the Company or Mr. Durden. Mr. Durden currently provides all of the labor necessary to support operations. Under the terms of the agreement, Mr. Durden does not currently receive a salary, and has decided to forego salary until the Company generates enough revenue and profits to support a salary. At a future date, dependent upon favorable market demand and stable revenues, the Company may negotiate with Mr. Durden for compensation for his services. At present, Mr. Durden devotes at least 60 hours per week to our business, though these hours increase around filing deadlines. We do have plans to hire additional directors and employees in the near future as required to support our operations. Mr. Durden who also serves as the Chairman of the Board of Directors, plans to build a board of directors which will in turn from the corporate committees after drafting a charter for each committee. The nominating committee will be responsible for nominating all candidates for board and executive positions. The CEO shall have the power to elect the candidates to serve on the C-suite and the Chairman and the majority shareholder shall have the power to elect the candidates to serve on the board.

Significant Purchases of Plant and Equipment

We do anticipate significant purchases of plant and equipment in the near future. See “use of proceeds”. Some of the proceeds from this offering will be used to make these upgrades.

Liquidity & Capital Resources

We expect to incur losses over the next twelve months. The shares are illiquid prior to the offering.

PROPERTY

What if Y not Everything, Inc.'s principal office is located at 8 The Green STE A, Dover, DE 19901. The Company has no formal office space at this time. At such time, What if Y not Everything, Inc. does anticipate purchasing, renovating, and / or but not limited to developing real estate and it does anticipate purchasing, renovating, and / or but not limited to developing real property for its headquarters.

LEGAL PROCEEDINGS

No proceedings are pending to which the Company or any of its property is subject, nor to the knowledge of the Company, are any such legal proceedings threatened against the Company.

MANAGEMENT

Executive Officer and Director

Our executive officer and director, and his age and positions as of the date of this memorandum, are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mr. Shakeem T. Durden	30	CHAIRMAN OF THE BOARD, CEO & CFO

Shakeem T. Durden, founder, promoter and majority shareholder and elected on January 23, 2018 to serve as our Chairman of the Board, CEO, and CFO of WiYnE, Inc. Shakeem Durden has no prior executive experience or formal education.

EXECUTIVE COMPENSATION

On January 23, 2018, the Company entered into an employment agreement with Shakeem Durden to serve as its Chief Executive Officer and Chairman of the Board of Directors. The agreement shall continue for a term of

twenty-four months and shall be renewed annually thereafter unless terminated by the Company or Mr. Durden. Under the terms of the agreement, Mr. Durden does not currently receive a salary. As a director he is entitled to \$1,000,000 per/yr for serving in his capacity as Chairman and no less than \$52,000,000 as CEO. At a future date, dependent upon favorable market demand and stable revenues, the Company may negotiate with Mr. Durden for compensation for his services as Chief Executive Officer as determined by the compensation committee.

FOUNDERS COMPENSATION

The founder of the company, Shakeem Durden, is entitled to compensation for founding the company and spending a substantial amount of irreplaceable time and effort. \$10,000,000,000 of the overall proceeds of this Seed Round offering shall be deemed founders compensation. If the maximum financing objective is achieved the proceeds of the company shall be \$81,000,000,000 - \$90,000,000,000 and the founders compensation shall be \$10,000,000,000.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

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

Description of Securities

Securities Issued:

320,000,000,000 Shares Outstanding
 256,000,000,000 Common A Shares (par value 0.000000000001)
 56,000,000,000 Common B Shares (par value 0.000000000001)
 8,000,000,000 Preferred Shares (par value 0.000000000001)

Securities Offered:

Maximum: 4,000,000,000 shares of Class A common stock at \$25 per share
 Minimum: 40,000,000 shares of Class A common stock at \$25 per share
 400,000,000 on warrants at exercise price \$0.50

Common Stock Outstanding: Minimum at 1% Acquisition

Prior to the Offering	320,000,000,000 shares
After the Offering	320,040,000,000 shares

Common Stock Outstanding: Maximum at 100% Acquisition

Prior to the Offering	320,000,000,000 shares
-----------------------	------------------------

After the Offering	324,000,000,000 shares
--------------------	------------------------

Common Stock Outstanding: Minimum at 1% Acquisition of 40,000,000 for \$1B

Prior to the Offering	256,000,000,000 Class A Common Stock
	56,000,000,000 Class B Common Stocks
	8,000,000,000 Preferred Shares

After the Offering	256,040,000,000 Class A Common Stock
	56,000,000,000 Class B Common Stock
	8,000,000,000 Preferred. Shares

Common Stock Outstanding: Maximum at 100% Acquisition for \$100B.

Prior to the Offering	256,000,000,000 Class A Common Stock
	56,000,000,000 Class B Common Stock
	8,000,000,000 Pref. Shares

After the Offering	260,000,000,000 Class A Common Stock
	56,000,000,000 Class B Common Stock
	8,000,000,000 Pref. Shares

Number of Shares Beneficially Owned

<u>Name</u> ⁽¹⁾⁽²⁾	<u>Owned Beneficially</u> <u>And shares</u> <u>Outstanding Prior and</u> <u>After The Offering</u>	<u>Shares Outstanding</u> <u>After the Offering</u>	<u>Percentage of</u> <u>Ownership</u> <u>Before Offering</u>	<u>Percentage of</u> <u>Ownership</u> <u>After Offering</u>
Shakeem Durden	Class A Common Stock 256,000,000,000	Class A Common 260,000,000,000	Class A 100%	98.46%
Shakeem Durden	Class B Common Stock 56,000,000,000	Class B Common Stock 56,000,000,000	Class B 100%	100%
Shakeem Durden	Preferred Stock 8,000,000,000	Preferred Stock 8,000,000,000	Preferred Stock 100%	100%
Total Owned	320,000,000,000 Shares	324,000,000,000 Shares	100%	98.76%

The persons named in the above table have sole voting and investment power and disposition power with respect to all shares of common stock shown as beneficially owned by them.

(2)

Principal Address is 8 The Green, STE A Dover, DE 19901.

Name	Number of Shares of Common Stock Beneficially	% Pre- Offering (2)	% after Minimum Offering	% after Maximum Offering
Shakeem Durden	320,000,000,000	100%	99.98	98.75

DESCRIPTION OF CAPITAL STOCK

We have authorized capital stock consisting of 400,000,000,000 shares of common stock, \$.0000000001 par value per share.

Common Stock

We are authorized to issue 400,000,000,000 shares of Class A and B Common stock, and Preferred shares par value \$.0000000001 per share. As of January 23, 2018, we had 320,000,000,000 shares outstanding or 256,000,000,000 Class A Common Stock 56,000,000,000 Class B Common Stock and 8,000,000,000 Preferred Shares Prior to the offering issued to majority shareholder, Shakeem Durden. All of these shares are validly authorized and issued, fully paid, and nonassessable.

The holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of our stockholders. Holders of our common stock are entitled to receive ratably dividends as may be declared by our board of directors out of funds legally available for such purpose. In the event of our liquidation, dissolution or winding up, holders of our common stock are entitled to share ratably in all assets remaining, if any, after payment of liabilities. Holders of our common stock have no preemptive or other subscription rights, and there are no conversion rights or redemption or sinking fund provisions with respect to such shares.

The Voting Rights

The stockholders entitled to vote at any meeting of stockholders shall be determined in accordance with the provisions of Section 2.12 of the Bylaws of the Corporation, subject to the provisions of Sections 217 and 218 of the General Corporation Law of Delaware (relating to voting rights of fiduciaries, pledgors and joint owners of stock and to voting trusts and other voting agreements).

Except as may be otherwise provided in the certificate of incorporation of What if Y not Everything, Inc. each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder. All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Except as otherwise expressly provided by this Certificate of Incorporation or as provided by law, the holders of shares of Class A Common Stock and Class B Common Stock shall (a) at all times vote together as a single class on all matters, unless directed otherwise, (including the election of directors) submitted to a vote or for the consent (if action by written consent of the stockholders is permitted at such time under this Certificate of Incorporation) of the stockholders of the corporation, (b) be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the corporation and (c) be entitled to vote upon such matters and in such manner as may be provided by applicable law. Except as otherwise expressly provided herein or required by applicable law, each holder of Class A Common Stock shall have the right to ten (10) votes per share of Class A Common Stock held of record by such holder and each holder of Class B Common Stock shall have the right to one (1) votes per share of Class B Common Stock held of record by such holder. Rights of preferred stock will be determined by resolution of the Board of Directors. Preferred Stock rights will be determined by the Board of Directors of the Corporation and adopted by resolution of the Board.

Registration Rights

We have agreed to provide certain registration rights with respect to the shares of our common stock purchased in this offering.

SHARES ELIGIBLE FOR FUTURE SALE

Future sales of substantial amounts of our common stock could adversely affect the prices of our common stock prevailing from time to time, and could impair our ability to raise capital through the sale of equity securities.

Upon completion of this offering, assuming the sale of the minimal offering amount of 40,000,000 shares, there will be 320,040,000,000 shares of common stock outstanding and assuming the sale of the maximum offering amount of 4,000,000,000 shares, there will be 324,000,000,000 shares of common stock outstanding. All of the shares sold in this offering will be issued pursuant to exemption 506(c) General Solicitation and other exemptions from registration under the Securities Act. All such shares will constitute restricted securities as that term is defined by Rule 144 of the Securities Act and will bear appropriate legends, restricting transferability.

Restricted securities may not be sold except pursuant to an effective registration statement filed by the Company or an applicable exemption from registration, including an exemption under Rule 144 promulgated under the Securities Act.

In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated), other than a person who has been an affiliate of the Company within a 90-day period prior to the date of sale, who owns shares that were purchased from us (or any affiliate), may sell such shares after a holding period of at least six months in compliance with the applicable requirements of Rule 144. Following a holding period of one year, non-affiliates may sell shares subject to reduced requirements as set forth in Rule 144. Affiliates of the Company are subject to similar restrictions, together with certain additional restrictions that they will only be entitled to sell within any three-month period a number of shares that does not exceed .001% of the then outstanding shares of our common stock. Additional requirements are also applicable to Affiliate sales following a holding period of one year. Sales under Rule 144 are also subject to certain manner of sale provisions, notice requirements and the availability of current public information about us.

As of the date of this memorandum, all of the currently issued and outstanding shares have been held by our shareholders for at least six months and therefore should be considered to be eligible for sale in compliance with the terms, conditions and requirements of Rule 144.

PLACEMENT OF THE OFFERING

Our officers and directors will sell or arrange for the sale of the shares of our common stock being offered herein. The shares will be offered on a “best-efforts”, \$1,000,000,000 minimum basis. The company retains the right to pursue other agreements prior or during the commencement of the offering. The offering will remain open until May 1, 2019 unless the offering is completed, extended or terminated earlier in our sole discretion. We may extend the offering for an additional one hundred and eighty (180) days in our sole discretion. Our officers and directors will not receive any sales commissions or compensation, other than their regular salary or fee, if any, for shares of our common stock sold by them. The only compensation that shall be paid in connection with the offering shall be the founders compensation of \$10,000,000,000 of the offering.

The shares 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 discretion and subject to withdrawal or modification of such offer without notice.

Prior to the offering, there has been no public market for our common stock and no such market is expected to develop with respect to our common stock unless and until we complete a public offering, if ever. We determined the dividend price of \$.87 per share of our common stock in this offering, and we anticipate to be paid on 12/08/2020. The factors which we considered in determining the offering price include, among others, our past, present and projected results of operations, the future prospects for the industry in which we compete and/or propose to compete, the quality of our management, 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. The offering price however, should not be considered as an indication of the actual value of our common stock. After completion of this offering, the market price of our common stock is subject to change as a result of market conditions and other factors. An investor in shares of our common stock in this offering will incur substantial and immediate dilution in the net tangible book value per share of common stock from the price they pay for such share. See the section entitled “Risk Factors, Risk Related to This Offering” elsewhere in this memorandum.

Each prospective investor must complete and submit the Notarized Accredited Institutional Investor Verification Form with required verification documents; submitted at the disposal of the, Notarized Disqualifying Event Form Subscription Agreement, and Purchaser Representative Questionnaire, if applicable.

LEGAL MATTERS

The validity of the shares of common stock offered hereby will be attested to by Shakeem Durden, CEO.

EXPERTS

Our projections on our balance sheet, cash flow statements, and balance sheet are unaudited.

ADDITIONAL INFORMATION

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 shares of common stock being offered hereby, any prospective purchaser should contact Shakeem Durden at What if Y not Everything, Inc., 8 The Green, SUITE A, Dover, DE 19901, or at 732-898-0241.

Offering website: <https://whatifynot.wixsite.com/offering>.

/s/ Shakeem T. Durden, CEO and CFO 07/02/19

Shakeem T. Durden

Date

Chief Executive Officer

Chief Financial Officer

Chairman

Majority Shareholder