

Fund-ME Offering Circular

IMPORTANT NOTICES TO PROSPECTIVE INVESTORS:

The Company described in this Offering Circular is attempting to raise money for its business by offering securities to the public in Maine, subject to strict limits on the maximum dollar amount that the Company can raise and the maximum dollar amount that can be sold to any one investor. The information contained in this Offering Circular has been provided by the Company itself. Neither the Maine Office of Securities nor any other Maine or Federal government agency has attempted to verify the accuracy or completeness of the information provided in this Offering Circular by the Company.

Investment in a small business is often risky, and some businesses are much riskier than others. Most small businesses fail within the first several years of their operation. YOU SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT. See the Risk Factors section of the offering circular for a discussion of the risk factors that the Company believes present the most substantial risks to you.

If you buy the securities offered here and you later come to believe that the information set forth in this Offering Circular was intentionally false at the time of your purchase, you should contact the Maine Office of Securities through its Online Complaint Option at <https://www.maine.gov/pfr/securities/complaint.htm>, or you can call the Office at 877-624-8551. Maine law provides legal remedies for victims of fraud, but be aware that the procedures for doing so are complicated and time-consuming. The best defense is not to make the investment if you cannot afford to lose the entire amount invested.

THE COMPANY:

Name (Exact name of Company as set forth in its Organizational Documents):

Street address of principal office:

Company Telephone Number:

Company Website:

Person(s) to contact at Company with respect to offering:

Telephone Number (if different from above):

Email address:

The date of this Offering Circular is _____

Type of securities offered:

Price per security: \$

If the price has not been determined, the method for determining the price:

NOTE: Investors must be provided the final price in writing along with all required disclosures PRIOR to the sale. Investors who made a commitment to purchase before the price was determined must be given a reasonable opportunity to rescind their commitment to purchase once the final price is disclosed to them.

Sales commission, if any: _____%

Minimum dollar amount of securities offered:

Maximum dollar amount of securities offered:

Deadline to reach the minimum dollar amount of securities offered:

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EXECUTIVE SUMMARY

The Business

Describe the business of the Company (or, if the Company has not yet commenced operations, describe the Company's anticipated business plan).

Describe how the Company plans to carry out its activities.

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last fiscal year.
- Other (Specify):

(Check at least one, as appropriate)

Type of entity, if other than a corporation: _____

Jurisdiction and date of formation: _____

Fiscal year end: _____
(month) (day)

Is the Company in good standing with the Maine Secretary of State? Yes [] No []

How the Company Will Use Your Money

Describe how the Company intends to use the proceeds of this offering. (For further details, see **Use of Proceeds** below.)

The Principal Officers of the Company

The Principal Officers of the Company (or the functional equivalents) and their titles are:

Chief Executive Officer:

Chief Operating Officer:

Chief Financial Officer:

For more information about these Officers, see Appendix D.

THE OFFERING

Is anyone eligible to receive commissions, finders' fees or other compensation from the sale of the securities offered by the Company? Yes [] No [] If Yes, see the section of this Offering Circular entitled HOW THESE SECURITIES WILL BE OFFERED AND SOLD.

As a protection to investors, all monies raised in this offering will be set aside in a separate bank account and cannot be spent by the Company unless it succeeds in raising at least \$ _____ by the following date: _____ (which date must be no later than one year from the effective date of this offering). The Company is required to provide you with regular updates regarding its progress in reaching this minimum offering amount. If this minimum funding condition is not met, the Company is required to refund your subscription amount in full. Securities you buy in this offering may be resold to others. However, there is no public market for the securities sold as part of this offering. Finding purchasers who are willing to buy your securities at favorable prices may be very difficult.

This offering will be conducted in the following states in addition to Maine:

You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.

The Company is required to include in this Offering Circular and the attached Business Plan important information about itself and this offering. If any Company representative gives you different information, you should not rely upon it. You should rely only on the information in this Offering Circular.

RISK FACTORS

List in the order of importance the factors that the Company considers to be the most significant risks to an investor.

BUSINESS PLAN

As a condition to this offering of securities, the Company is required to prepare a brief business plan. The Company's Business Plan is set forth in Appendix A of this Offering Circular.

COMPANY FINANCIAL STATEMENTS

Financial statements for the Company are set forth in Appendix B of this Offering Circular. If the amount of securities offered does not exceed \$100,000, the Company must provide as its financial statements its most recent year-end federal income tax returns. If the amount of securities offered is greater than \$100,000, the Company must submit financial statements that have been reviewed or audited by a public accountant who is independent of the Company, using professional standards and procedures for such review or audit. Year-end federal income tax statements will not be provided if the Company did not have operations or start-up activities in any prior calendar year. In addition, the Company must provide financial statements that its Principal Executive Officer certifies to be true and complete in all material respects.

If the Company elects to provide financial projections for future periods, they, too, will appear in Appendix B and must include a summary of what Company management believes to be the most significant assumptions and uncertainties of such projections.

CAPITALIZATION

A description of the Company's capital structure is set forth in Appendix C of this Offering Circular, including a description of recent offerings or issuances of securities by the Company.

COMPANY OFFICERS, DIRECTORS, MANAGERS, AND KEY PERSONS

Biographical information is set forth in Appendix D of this Offering Circular for each Officer, Director, Manager, and other key owner, key employee, or other key person. The term "key person" means a person, other than the Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, who makes a significant contribution to the business of the Company.

MILESTONES

Describe in chronological order the steps management intends to take to achieve, maintain, or improve profitability during the 12 months following its first receipt of the proceeds from this offering.

If management does not expect the Company to achieve profitability during that time period, describe the business objectives for that period and the steps management intends to take to achieve those objectives.

Indicate the probable timing of each step and the approximate cost to complete it.

State the anticipated consequences to the Company if any step is not completed as scheduled.

Describe how the Company will deal with these consequences.

NOTE: After reviewing management's discussion of the steps it intends to take, potential investors should consider whether achievement of each step within the estimated time frame and the estimated cost is realistic. Potential investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

USE OF PROCEEDS

Show how the Company intends to use the proceeds of this offering:

	<u>If Maximum Sold</u>	<u>If Minimum Sold</u>
Anticipated Gross Proceeds from Offering	\$	\$
Less: Offering Expenses		
Commissions and Finders Fees	\$	\$
Legal & Accounting	\$	\$
Copying & Advertising	\$	\$
Other:	\$ _____	\$ _____
Anticipated Net Proceeds from Offering	\$	\$

Use of Net Proceeds if Maximum Sold:	Amount	Percent
Repayment of money borrowed from unrelated third parties	\$	%
1.	\$	%
2.	\$	%
Other:	\$	%
Payments to repurchase previously issued securities	\$	%
Prior compensation obligations to executives	\$	%
Prior compensation obligations to other employees	\$	%
Payments to acquire equipment/other assets	\$	%
Payments to finance a merger with or acquisition of another entity	\$	%
Working Capital	\$	%
Payment of offering expenses	\$	%
Other:	\$	%
Total	\$	100%

Use of Net Proceeds if Minimum Sold:	Amount	Percent
Repayment of money borrowed from unrelated third parties	\$	%
1.	\$	%
2.	\$	%
Other:	\$	%
Payments to repurchase previously issued securities	\$	%
Prior compensation obligations to executives	\$	%
Prior compensation obligations to other employees	\$	%
Payments to acquire equipment/other assets	\$	%
Payments to finance a merger with or acquisition of another entity	\$	%
Working Capital	\$	%
Payment of offering expenses	\$	%
Other:	\$	%
Total	\$	100%

SELECTED FINANCIAL INFORMATION

What were net, after-tax earnings for the last fiscal year? (If losses, show in parenthesis.)

Total	\$
Per share	\$

If the Company had profits, show offering price as a multiple of earnings.

Offering Price Per Share = (price/earnings multiple)
Net After-Tax Earnings Per Share for Last Fiscal Year

DESCRIPTION OF SECURITIES OFFERED

Describe:

- (i) terms of the securities of the Company being offered and each other class of security of the Company, including how such terms may be modified, and a summary of the differences between such securities, including how the rights of the securities being offered may be materially limited, diluted, or qualified by the rights of any other class of security of the Company;
- (ii) the name and ownership level of each existing individual or entity who directly or indirectly owns, or has the right to acquire within 60 days of the date of this Offering Circular, more than 20 percent of any class of the securities of the Company (a “principal owner”);
- (iii) how the exercise of the rights held by the principal owners of the Company could negatively impact the purchasers of the securities being offered;
- (iv) how the securities being offered are being valued, and examples of methods for how such securities may be valued by the Company in the future, including during subsequent corporate actions; and
- (v) the risks to purchasers relating to minority ownership in the Company, including the risks of major corporate actions approved by the principal owners of the Company, such as additional issuances of ownership interests, a sale of the Company or of assets of the Company, or transactions with related parties.

HOW THESE SECURITIES WILL BE OFFERED AND SOLD

Salespersons/Finders may need to be licensed; please contact the Office of Securities for further details.

Company Salespersons

Identify each Officer, Director, Manager or Company employee who will be specially compensated for offers or sales of these securities:

Name:

Title:

CRD Number:

Address:

Telephone Number:

Describe any compensation that the Company will pay such person in addition to his or her customary salary and compensation.

Other Salespersons and Finders

Provide the following information for each salesperson or finder who is not an Officer, Director, Manager or employee of the Company:

Name:

Company:

CRD Number:

Address:

Telephone Number:

Describe all compensation that the Company will pay to each person identified above.

Describe any material relationships between these sales persons or finders and the Company or its management.

Purchaser Limitations

Is the offering subject to any limitations on who will be allowed to purchase offered securities?

Yes No

If the answer is “yes,” describe the limitation(s).

Describe any applicable limits on the dollar amount that a purchaser may invest in the Company within any consecutive 12-month period.

Impound of Offering Proceeds

The Company is required to impound the proceeds of the offering until it raises the minimum offering proceeds of not less than 30% of the maximum offering amount.

The minimum amount of proceeds that the Company must raise and place in an impound account before the Company can receive and use the proceeds is \$XXX.

State the name, address, and telephone number of the bank or other similar depository institution acting as impound agent. The bank will be named as depository only and has not passed in any way upon the merits or qualifications of the security and makes no recommendation with regard to its purchase. The bank does not authorize the use of its name by any person for the promotion or sale of the security.

If the Company has not raised the minimum offering proceeds by [DATE], the offering will end and your offering proceeds will be returned to you. All offering proceeds to be returned to investors will be returned within 30 days of the date the offering ended.

Until such time as the minimum offering amount is met and, as a result, funds are released to the Company, the Company may not issue any certificates or other evidence of ownership of securities other than subscription agreements.

ARRANGEMENTS WITH OFFICERS, DIRECTORS, MANAGERS, AND KEY PERSONS

Describe any arrangements to ensure that Officers, Directors, Managers, and key persons will remain with the Company and not compete with the Company if they leave.

Describe the impact on the Company if it loses the services of any Officer, Director, Manager, or key person due to death, disability, or departure.

Has the Company purchased key person life insurance or disability insurance on any Officer, Director, Manager or key person? Yes No

If the answer is “yes,” describe.

Has the Company made any arrangements to replace any Officer, Director, Manager or key person it loses due to death or disability or departure? Yes No

If the answer is “yes,” describe.

Compensation

List all compensation that the Company paid to its Officers, Directors, Managers, and key persons for the last fiscal year:

	<u>Cash</u>	<u>Other</u>
Chief Executive Officer		
Chief Operating Officer		
Chief Financial Officer		
Key Persons:		
Total:	\$ _____	\$ _____
Officers as a group (number of persons ____)	\$	\$
Directors or Managers as a group (number of persons ____)	\$	\$
Key Persons as a group (number of persons ____)	\$	\$

Does the Company owe any Officer, Director, Manager, or employee any compensation for periods prior to the commencement of this offering? Yes No
If the answer is "yes," explain.

Is compensation expected to change within the next 12 months? Yes No

If the answer is "yes," explain.

Does the Company have any employment agreements with Officers, Directors, Managers or key persons? Yes No

If the answer is “yes,” explain.

Does the Company plan to enter into any employment agreements with Officers, Directors, Managers or key persons? Yes No

If the answer is “yes,” describe.

CERTAIN LEGAL PROCEEDINGS

Insolvency

Has a petition for bankruptcy, receivership, or a similar insolvency proceeding been filed by or against any Officer, Director, Manager or key person within the past five years, or any longer period if material? Yes No

Was any Officer, Director, Manager, or key person an executive officer, a director, or in a similar management position for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years, or any longer period if material? Yes No

If the answer is “yes,” explain.

Criminal Proceedings

Has any Officer, Director, Manager, or key person been convicted or pled guilty or *nolo contendere* (“no contest”) in a criminal proceeding, excluding traffic violations or other minor offenses? Yes No

If the answer is “yes,” explain.

Is any Officer, Director, Manager, or key person named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses? Yes No

If the answer is “yes,” explain.

Civil Proceedings

Has any Officer, Director, Manager, or key person been the subject of a court order, judgment or decree in the last five years related to his or her involvement in any type of business, securities, or banking activity? Yes No

If the answer is “yes,” explain.

Is any Officer, Director, Manager, or key person the subject of a pending civil action related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

If the answer is “yes,” explain.

Has any civil action been threatened against any Officer, Director, Manager, or key person related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

If the answer is “yes,” explain.

If the answer is “yes,” explain.

Has any self-regulatory organization proceeding been threatened against any Officer, Director, Manager, or key person related to his or her involvement in any type of business, securities, insurance, or banking activity? Yes No

If the answer is “yes,” explain.

NOTE: After reviewing the background of the Company's Officers, Directors, Managers, and key persons, potential investors should consider whether or not these persons have an appropriate background and adequate experience to develop and operate this Company and to make it successful. In this regard, the experience and ability of management are often considered two of the most significant factors in the success of a business.

MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

Family Relationships

Is there a family relationship between any Officer, Director, Manager, key person, or principal owner (i.e., an individual or entity who directly or indirectly owns, or has the right to acquire within 60 days of the date of this Offering Circular, more than 20 percent of any class of the securities of the Company)? Yes No

If yes, describe.

Management Transactions

Will the Company use any offering proceeds to acquire assets from any Officer, Director, Manager, key person, or principal owner? Yes No

If the answer is “yes,” provide detailed information including the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the seller.

Will the Company use any offering proceeds to acquire assets from an associate of any Officer, Director, Manager, key person, or principal owner? Yes No

If the answer is “yes,” provide detailed information including the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the seller.

Will the Company use any offering proceeds to reimburse any Officer, Director, Manager, key person, or principal owner for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise? Yes No

If yes, provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the person.

Has the Company made loans to any Officer, Director, Manager, key person, or principal owner within the last two years? Yes No

Does the Company plan to make loans to its Officers, Directors, Managers, key persons, or principal owners in the future? Yes No

If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

Has the Company done business with any Officer, Director, Manager, key person, or principal owner within the last two years? Yes No

Is the Company currently doing business with any Officer, Director, Manager, key person, or principal owner? Yes No

Does the Company plan to do business with its Officers, Directors, Managers, key persons, or principal owners in the future? Yes No

If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions. Provide details for any “yes” answers. State the principal terms of any significant loans, agreements, leases, financing, or other arrangements.

Has any Officer, Director, Manager, key person, or principal owner guaranteed or co-signed the Company's bank debt or other obligations? Yes No

If yes, explain the terms of each transaction and describe the Company’s plans for repayment.

LITIGATION

Describe any recent or pending litigation or administrative action which has had or may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

Describe any threatened litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, and the nature and current status of the matters.

TAX ASPECTS

Describe any material tax consequences to investors in this offering.

OTHER MATERIAL FACTORS

Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business or which are necessary to make any other information in this Offering Circular not misleading or incomplete.

ADDITIONAL INFORMATION

Describe the types of information that the Company will provide to security holders in the future.

Describe the schedule for providing this information.

Attach the Company's financial statements to the Offering Circular as Appendix B.

SIGNATURES:

The Company's Chief Executive Officer, Chief Financial Officer, and its Directors or Managers must sign this Offering Circular. When they sign this Offering Circular, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in the Document.

When the Chief Financial Officer signs this Offering Circular, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer:

Directors or Managers:

Title: _____

Chief Financial Officer:

Title: _____

APPENDICES

Appendix A – Business Plan

Appendix B – Financial Statements

Appendix C – Capitalization Table

Appendix D – Biographical Information