



**REGISTRATION STATEMENT**

(Exact name of Registrant)

**PHYSICAL ADDRESS**

Offering

Title of Each Class of Securities to be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price per Security (1) (\$)	Proposed Maximum Aggregate Offering Price (1) (\$)	Amount of Registration Fee (BTC)
Units of Fund, par value <input data-bbox="233 432 354 478" type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	1 BTC

The information in this VIPO (Virtual Initial Public Offering) is not complete and may be amended.

**SUBJECT TO COMPLETION DATED**

**PRELIMINARY PROSPECTUS**

[Redacted]

[Redacted]

[Redacted]

This prospectus relates to the offering (the Offering”) by \_\_\_\_\_. (the “Company”, “us”, “we”, our”) of a maximum of \_\_\_\_\_ units (the “Offering”) of our common stock at an offering price of \_\_\_\_\_ per unit. There is no minimum for this Offering. The Offering will commence promptly on the date upon which we agree with Havelock Investment. At the discretion of our management, we may discontinue the Offering before expiration of the \_\_\_\_\_ day period or extend the Offering for up to 90 days following the expiration of the \_\_\_\_\_ day Offering period. We will pay all expenses incurred in this Offering. If all of the units offered by us are purchased, the gross proceeds to us will be \_\_\_\_\_

The offering of the \_\_\_\_\_ units a direct primary offering, which means that our director and officer will use his efforts to sell the common units and there is no commitment by any person to purchase any units. The units will be offered at a fixed price of \_\_\_\_\_ per units for the duration of the offering. There is no minimum number of shares required to be sold to close the offering. Proceeds from the sale of the shares will be used to fund our business development. The offering date is the date by which this registration statement becomes effective.

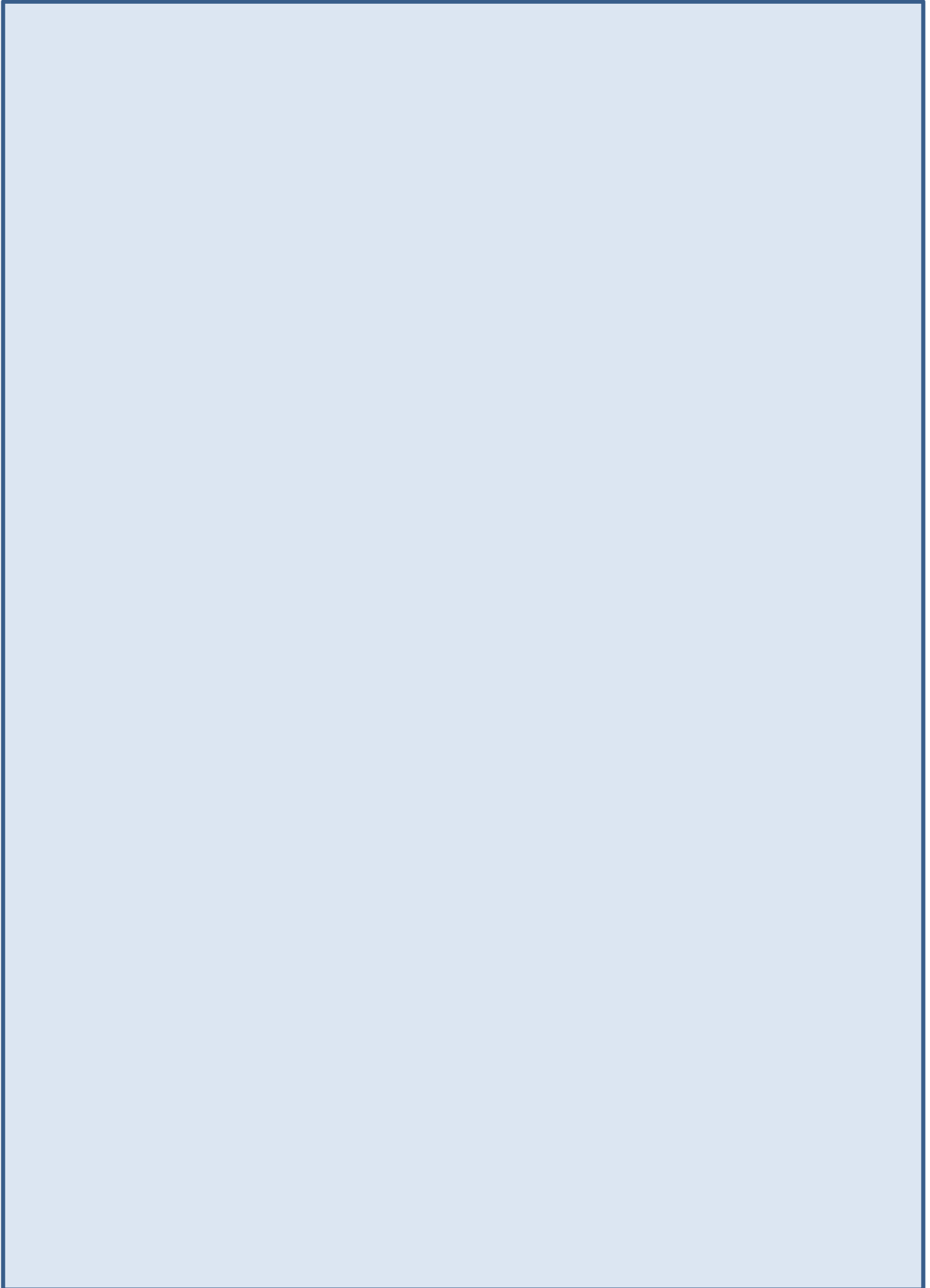
This is a direct participation offering since we are offering the units directly to the public without the participation of an underwriter. Our officer and director will be solely responsible for selling units under this Offering and no commission will be paid on any sales. None of the proceeds of this offering will be placed in an escrow or trust account and consequently such proceeds will be available to our company as soon as we close any part of the offering.

The net proceeds to us from the sale of up to \_\_\_\_\_ units offered at a public offering price of \_\_\_\_\_ per unit will vary depending upon the total number of units sold. Regardless of the number of units sold, we expect to incur offering expenses estimated at approximately \_\_\_\_\_. The table below shows the intended net proceeds from this offering we expect to receive for scenarios where we sell various amounts of shares.

DISCOUNT IF APPLICABLE				
Units Sold				
Gross Proceeds				
Less Offering Expenses				
<b>Net Offering Proceeds (Loss)</b>				

**AN INVESTMENT IN OUR FUND IS SPECULATIVE. BUYERS SHOULD BE ABLE TO AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING “RISK FACTORS” BEFORE INVESTING IN OUR COMMON UNITS**

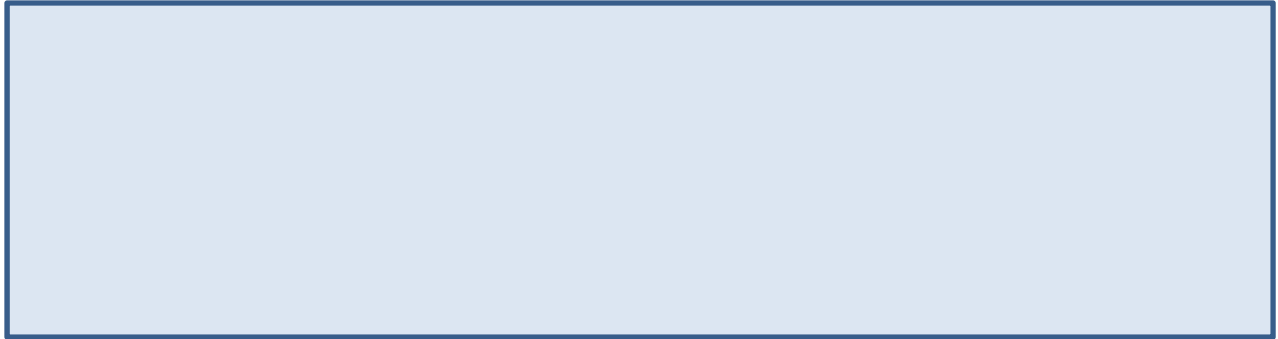
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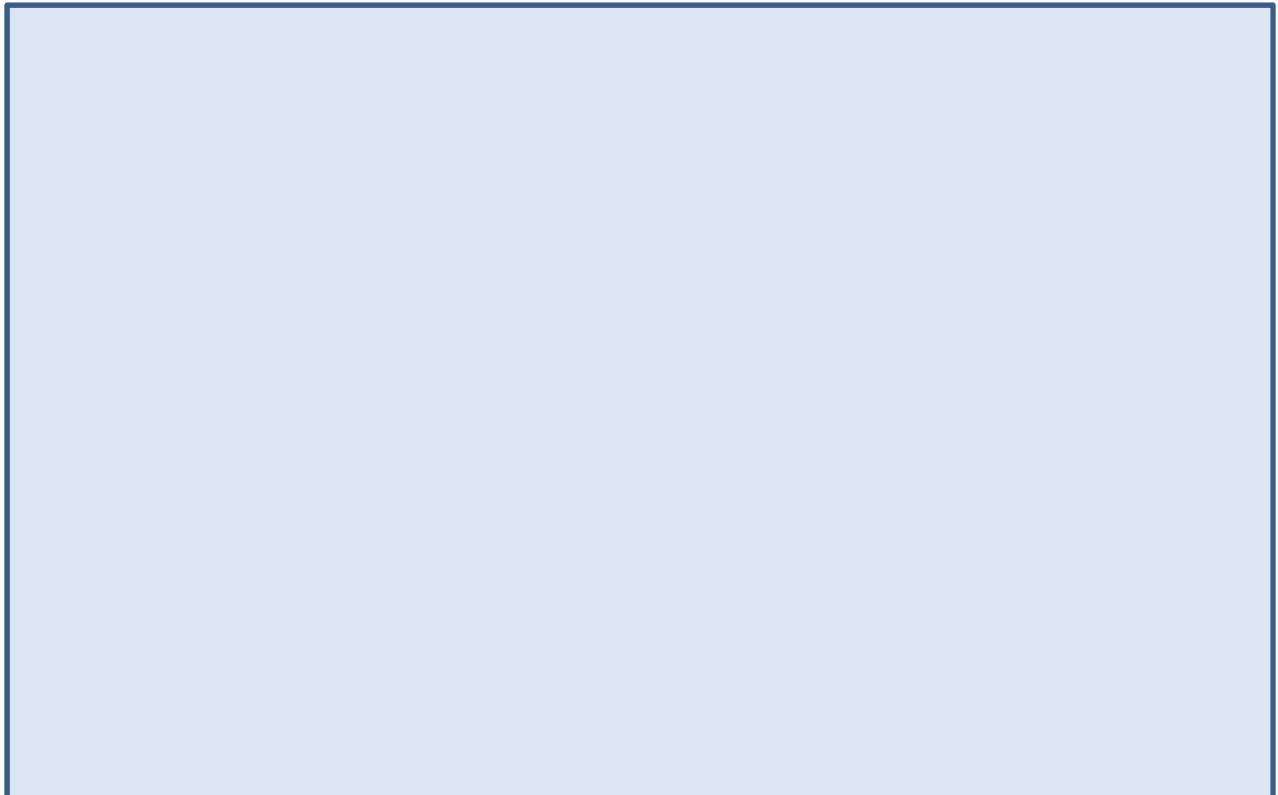
## PROSPECTUS SUMMARY

This Prospectus, and any supplement to this Prospectus include “forward-looking statements”. To the extent that the information presented in this Prospectus discusses financial projections, information or expectations about our business plans, results of operations, products or markets, or otherwise makes statements about future events, such statements are forward-looking. Such forward-looking statements can be identified by the use of words such as “intends”, “anticipates”, “believes”, “estimates”, “projects”, “forecasts”, “expects”, “plans” and “proposes”. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements.

### Corporate Background and Business Overview



### Market Overview



### Summary of the Offering

Shares of common units being offered by the company

Up to  units of our common units

Offering price:

per unit of common

Number of units outstanding before the Offering ( If applicable):

As of  had  units of our common units issued and outstanding, and no issued and outstanding convertible securities.

Number of units outstanding after the Offering

if all of the units being offered are sold

Use of Proceeds:

Risk Factors:

Dividend Policy:

Duration of Offering

The shares are offered by our sole officer and director for a period not to exceed \_\_\_\_\_ days unless extended by our Board of Directors for an additional 90 days.

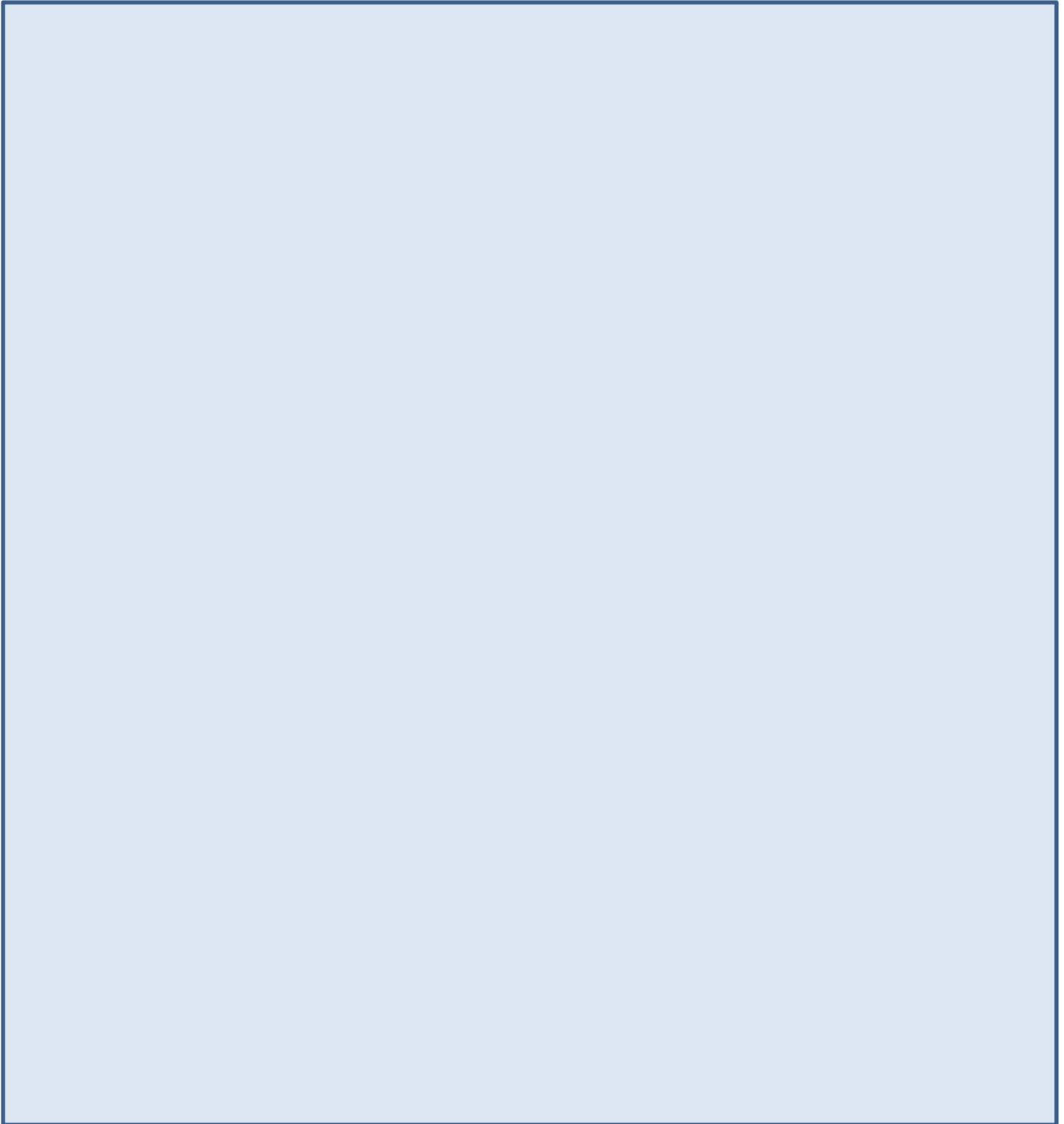
### Financial Summary Information

**Please attach in PDF form a brief summary of expenses, inflows of Operations, would like to see a pro forma chart form for a minimum of a 2 yr. period give Statement of Operations. PLEASE SHOW THE POTENTIAL PROFITS OF INVESTING IN YOUR VENTURE –Balance Sheets, Income Statement, pro forma of inflows and outflows**

Risks Relating to Our Business

\*\*\*PLS Write down as many risks as you can think of\*\*\*\*\*

***Investors may not be able to adequately evaluate our business due to our lack of an operating history, lack of revenues and no customers. We may not be successful in developing a market for our products and the value of your investment could decline.***



**PERSONEL DIRECTORS**

**\*\*\*\*TALK ABOUT MANAGEMENT AND CURRENT DIRECTORS (expertise, education etc)**

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