Page One - Put the following headline on the front cover along with an investment-oriented photo in the background: Please designate a space for our logo, which is being designed on Design Crowd now.

Now You Can Finally

Earn Substantial Monthly Returns

While Realizing Solid Capital Growth

Pages Two and Three – Liberally illustrate with investment-oriented photos and include the following copy in a size and format that looks professional over both pages. Include the pro forma as a table on page three. It can be redesigned to look more professional.

Messrs. Smith, Thabet and Verbeck founded C Squared in 2010. Their debut fund was a boutique venture capital fund. C Squared is building upon the success of its first fund with the launch of Fund II, a venture debt fund that invests in early to mid-stage companies and securities with preferred returns.

Fund II pays its investors a 9% annual return on a monthly basis, and a preference of 1.25x on repayments made in 3 years or less. If the repayment is extended beyond 3 years, the investors will be paid a 12% annual return on a monthly basis, with a preference of 1.5x on repayment. The fund is obligated to liquidate its portfolio to repay investors within five years of the date of their investment.

The minimum investment in Fund II is fifty thousand dollars ($50,000). The first three years of interest is paid from a reserve and liquidations within the fund’s portfolio will be used to pay the preferential returns and remaining interest payments. Investors should note that a sale of any of the Fund’s assets could pay the preferential returns before the 3-year maturity date, and such early repayment would terminate the Fund’s obligation to make further interest payments.

Pro Forma

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **C Squared Fund II** | | | | | | | |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| **Exit in 2 Years** | |  |  |  |  |  |  |
|  | **Investment Amount** | **Interest Rate** | **Interest Received** | **Preference Rate** | **Preference Amount** | **Total Return** | **Return on Investment** |
| Year 1 | $100,000 | 9% | $9,000 |  |  |  |  |
| Year 2 |  | 9% | $9,000 | 1.25 | $125,000 |  |  |
| Total: |  |  | $18,000 |  | $125,000 | $143,000 | 43% |
|  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |
| **Exit in 4 Years** | |  |  |  |  |  |  |
|  | **Investment Amount** | **Interest Rate** | **Interest Received** | **Preference Rate** | **Preference Amount** | **Total Return** | **Return on Investment** |
| Year 1 | $100,000 | 9% | $9,000 |  |  |  |  |
| Year 2 |  | 9% | $9,000 |  |  |  |  |
| Year 3 |  | 9% | $9,000 |  |  |  |  |
| Year 4 |  | 12% | $12,000 | 1.5 | $150,000 |  |  |
| Total: |  |  | $39,000 |  | $150,000 | $189,000 | 89% |

Place this disclaimer at the foot of page 3:

The statements in this brochure are foreword-looking statements by the Fund’s management, which cannot be relied upon to accurately project actual future returns on an investment in the Fund (See Risk Factors in the Fund’s PPM).

Put this information on page four with photos of the people (see attached files)

Founding Members of C Squared

Mr. Verbeck is a seasoned CFO and veteran of the financial community with more than thirty years of experience in pioneering new financial vehicles and structures.  Early in his career he helped pioneer the FNMA, FHLMC, and GNMA pass-through and electronic delivery system. Mr. Verbeck subsequently turned to securitizing mortgages, where he successfully structured four REMIC security offerings as the CFO of a life insurance company, and was among the first in the nation to use the newly legislated REMIC pass-through structure.

Later, Mr. Verbeck assisted Mr. Smith’s firm in structuring the nation’s first mixed mortgage pool, overseeing both loan origination and underwriting, and well as providing the modeling necessary to verify the viability of the pool’s cash flows to achieve investment grade ratings.  Mr. Verbeck managed the team that structured the financing for South Africa’s Redevelopment Program.

Mr. Thabet brings over twenty years of entrepreneurial experience to the Fund.  He has a background in implementing strategic plans to drive enterprise value, with an emphasis on sales management and business development. Mr. Thabet has been a co-founder in a number of early stage companies, raising over thirty million dollars in angel financing.

At Oratech Mr. Thabet chaired the Sales Advisory Council and helped Priority Health write the IDET procedure into policy. He was a senior sales representative at Aesculap, and winner of the Pinnacle Award and Aesculap Sale Representative of the Year.  Mr. Thabet was responsible for sales at Baxter International and financial research and support at Roulston and Company. He started his career as a pricing analyst at IBM, and won a national championship in rowing at Ohio State University.

Mr. Smith is a founder of companies in numerous markets, including citrus, finance, education, publishing, and technology. He is a pioneer in structured finance, originating the first commercial mortgage conduit pool in the nation and securing a one billion dollar line of credit from DLJ. He founded a firm that helped structure the financing for Nelson Mandela’s Redevelopment Program, which provided housing for thousands of families.

Mr. Smith founded Kidz Magazine, leading its expansion in the US and abroad.  The publication was circulated in more than thirty countries, with a readership in the millions. Mr. Smith is a co-founder of three technology companies and two charter schools in Colorado; Summit Middle School and Peak to Peak K-12 School, the later of which is consistently ranked in the top fifty schools in the nation by both Time Magazine and US News & World Report.

At the bottom of page four write:

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