



RE CAPITAL PARTNERS USA LLC

Executive Summary

PRE-IPO Investment

Public Investment Vehicle

Growing and Middle Market Companies

Energy Oil & Gas Technology Real Estate



EXECUTIVE SUMMARY

RE CAPITAL PARTNERS USA LLC, (hereinafter "the Business") is a corporation located at 2550 North Loop W Fwy Suite 250 Houston, Texas, 77092.

The Company was founded in 2018 by Alejandro Mendez. Mr. Mendez is an entrepreneur, leader and business owner with more than two decades of experience in business, international finance and corporate structure. He is participating in the capital market industry in North and Latin America, creating equity, debt and exit strategies using Limited Partnership, Offshore Special Purpose Vehicles (SPV's) and Stock Exchange Public structures.

He is currently owner and Managing Director at LATAM Capital Partners LLC, a private equity and advisory firm based in Houston, Texas. Since 2004, he has been responsible for the development and implementation of different companies and projects in finance, real estate and energy.

It currently has a staff of two (2) people, and is slated to expand further.

The Company was initially capitalized by an investment of \$150,000.00.

Our business plan is to develop a diversified limited partnership company that owns and operates growth business in energy, oil and gas, technology and real estate through equity, debt and syndication. We are strategically positioned in three major HUBS in Houston (USA), Toronto (CANADA) and Panama City (PANAMA/LATAM HUB).

RE Capital Partners USA LLC will own and operate a geographically diverse portfolio of complementary assets related to; crude oil, natural gas and refined product, storage, transportation and terminal/logistics assets; land, residential and commercial real estate assets; power renewable plants, energy production, wholesale and retail; artificial intelligence developments, proprietary algorithms and data; though common and preferred equity, warrants and stock options, corporate debt and syndicated debt offerings where shares, assets and guarantees of subsidiaries will serve as collateral to cover our exposure.

1. THE OFFERING

The Class B Units will be offered in a private placement offering pursuant to an exemption from registration under Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended, under exemptions under applicable state securities laws, and in reliance upon the representations and warranties of each of the purchasers that they are purchasing the Common Stock for investment purposes and not with a view to any resale or distribution thereof.

The Offering is being made on an "all or none" basis until the Minimum Offering Amount of \$250,000.00 is raised. Proceeds received prior to raising the Minimum Offering Amount will be held in an escrow account with the Company's bank. Upon raising the Minimum Offering amount, these proceeds will be released for use by the Company and, thereafter, 100% of the proceeds

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raised in the Offering, up to the Maximum Offering Amount of \$5,000,000.00, will be immediately available for use by the Company without impound or escrow.

The proceeds from the sale of the Units offered hereby will be approximately \$5,000,000 if all 5,000,000 Units are sold. The net proceeds from this offering will be used to expand marketing, sales and distribution capabilities and provide working capital. The following itemizes the intended use of proceeds:

- 1.- Perform LOI, due diligence and contracts to acquire rights in a 3,200 barrels per day **refinery** located in Colombia.
- 2.- Perform LOI, due diligence and contracts to acquire rights on **12 million P1 crude reserves** located in Colombia
- 3- Perform LOI, due diligence and contracts to acquire rights on **4 million P1 crude reserves** located in Tabasco, Mexico.
- 4.- Perform LOI, due diligence and contracts to acquire rights of **Cancer Lab, Algorithm and Data** Company located in Texas
- 5.- Perform LOI, due diligence and contracts to acquire rights to **11 acres real estate development called The Shenandoah Center in Montgomery County Texas.**
- 6.- Perform LOI, due diligence, and contracts to acquire a **Public Company in Toronto Stock Exchange to execute a reverse merger to raise equity and debt** for the buy-out of the mentioned companies.
- 7.- Perform third party valuation for Newco Toronto Stock Exchange
- 8- Recruit and hire the a) Chief Investment Officer (CIO); b) Chief Financial Officer (CFO); c) Managing Partner for Latin America (MP-Latam); d) Executive Assistant; e) Junior Financial Analyst f) Corporate and Securities Lawyer (Outsourcing); Three (3) Board Members
- 9.- Set up Houston and Panama Offices
- 10- Operational and travel expenses

<u>Intended Use</u>	<u>Budget</u>
LOI/Due Diligence/Contracts	\$1,000,000.00
Toronto Stock Exchange Company	\$500,000.00
Company Valuation, Legal & Business Development	\$500,000.00
Operational, IT Plan and website	\$250,000.00
Recruit/Hire/Salaries	\$2,000,000.00
Securities Marketing	\$500,000.00
Cash Reserves	\$250,000.00

The expenditures projected in the foregoing list are estimates based on management projections of the operating needs of the business. Although the amounts set forth represent our present intentions with respect to proposed expenditures, actual expenditures may vary substantially, depending upon future developments such as marketing decisions, sales activity, and certain other factors.



The following table sets forth the actual capitalization of the Company prior to the Offering and as adjusted to reflect receipt of the Maximum Offering Amount proceeds from the issuance and sale of all 5,000,000 Units in the Offering.

The total Members Class A equity is \$43,500,000; the Members Class B equity is \$6,500,000.00; with a total Company capitalization of \$50,000,000

The following description of certain matters relating to the securities of the Company does not purport to be complete and is subject in all respects to applicable Texas law and to the provisions of the Company's articles of incorporation ("Articles of Incorporation") and operating agreement (the "Operating Agreement").

Each Class A unit entitles the holder thereof to one vote on all matters submitted to a vote of the shareholders. The holders of Class A do not have preemptive rights or rights to convert their unit into other securities. Holders of Class A and Class B units are entitled to receive, pro rata, such dividends as may be declared by our Board of Directors out of legally available funds. Upon liquidation, dissolution or winding up of the Company, and after payment of creditors and the liquidated preference to preferred Members, if any, the assets will be divided pro-rata on a unit-for-unit basis among the holders of the units. All units now outstanding are fully paid, validly issued and non-assessable

The certificates representing the units being offered hereby will bear a legend to the effect that the units represented by the certificate are not registered under the Act, or under the securities laws of any state, and therefore cannot be transferred unless properly registered under the Act or pursuant to an opinion of counsel satisfactory to counsel to the Company that an exemption from the Act is available.

The following table sets forth certain information, as of August 24, 2018 and as adjusted to give effect to the Offering, regarding the beneficial ownership of Class A by (i) each beneficial owner of more than 3% of the outstanding units, (ii) each director of the Company, and each executive officer of the Company, and (iii) by all executive officers, directors of the Company as a group.

Name	Number of units	% of Units
Alejandro R. Mendez	43,500,000	87%
Class B Unit	6,500,000	13%

The Company currently intends to retain its earnings for future growth and, therefore, do not anticipate declaring any dividends in the foreseeable future. The Company would expect that determinations to pay dividends on its units would be based primarily upon the financial condition, results of operations, regulatory and business capital requirements, any restrictions contained in



financing or other agreements binding upon the Company, and other factors that the board of directors deems relevant.

The Company will evaluate the opportunity to acquire a Listed Public Company and perform a reverse merger to raise enough capital to acquire the business include in the offering. All units can be exchange for 100% rights in a Listed Public Company through a reverse merger transaction.

2. BUSINESS PLAN

RE Capital Partners USA LLC will become a Listed Public Acquisition Company focused on alternative investment using equity and debt multi-Strategy, structured/syndicated credit and core Real Estate developments with a well-suited capital to acquire and develop assets in USA, CANADA and LATAM energy, oil & gas, real estate and technology sectors.

Vision

Establish a leading publicly traded company that becomes the preferred partner of choice of middle market companies in position to grow.

Acquisition Strategy

- I. Flexible structure with a preference for a stock or asset purchase.
- II. Full or partial ownership with control; we have preference for an operational role.
- III. Growth Focus: assets where management has operating knowledge and are geographically diversified in USA, Mexico, Panama, Colombia and Brazil.
- IV. People and Community: identified local leaders with experience in complex stakeholder's management. Support local initiatives related to early and middle-age education for boys and girls.
- V. Asset Management: Lean operational model; dynamic portfolio management and agile decision making.
- VI. Technology: partnership with service providers to expedite access to state-of-the-art technology.
- VII. Target companies:
 - a. Middle market companies that are fundamentally sound but underperforming.
 - b. Companies on the inflection point, requiring management support, expertise and/or capital.
 - c. Companies with Equity and assets that can be used in a new corporate structure and leverage can be applied for leverage purposes.
 - d. Companies with leverage footprint to accelerate time to market.



First Intend Acquisition

The first transaction of the company is to acquire the rights and equity participation in refinery producing company and oil & gas fields located in Colombia; and oil & gas fields located in Tabasco, Mexico through a reverse merger using a Listed Stock Exchange Company.

Brief description of the acquisitions:

Oil & Gas Colombia

- I. Stable regulatory framework and relatively investor-friendly environment
- II. Undercapitalized companies with high-quality assets can serve as regional growth platform.
- III. Fragmented market with potential for roll-up plays to gain scale
- IV. Market structures to change with less dependence of national oil companies and participation of new players.

a) Refinery

Crude Oil Refinery located in Santa Marta Colombia, just at 6,4kmts away from Santa Marta Port Terminal. With 2,200bbls per day of install capacity and 3,000bbls more coming in 90 days from now, we are a growing company which wants to reach up to 30,000bbls in 2021, knowing that licenses granted by the Colombian authority allow us to make unlimited expansions in our refining and storage units.

From March 2017, the company underwent an expansion & recommissioning (total overhaul) of its entire facilities. The works were 100% completed and at this date, refining plant is ready for its startup; the re-commissioning has implied an increase of its Installed capacity from 700 bbls per day to 2,200 bbls per day and 1,200 additional barrels in the next 60 days. The Company has a storage capacity of 33,000 bbls and it has the possibility of using an additional storage located in the same batch so expansion of both refining and storage facilities is guaranteed with the right to build new infrastructure in the coming years. The Company goal is to reach up to 30,000bbls in refining install capacity and a total of 350,000bbls in storage facilities by 2022. Operational Team in place to start immediately.

b) Oil & Gas Producing Fields

12 million barrels P1 Reserves located in Colombia with 700 barrels per day actual production. The goal is to increase production to 2,500 barrels per day and become the supplier for the Refinery.

The combination of business will allow to secure the supply, have a secure off-taker and sell ad valued products to the fuel oil/diesel/gasoline/ retail chain in Colombia.



Oil & Gas Mexico

- I. Oil & Gas reform opening oil & gas sector
- II. Massive underdeveloped resource base
- III. Pressing need for foreign investment and new players.
- IV. Market structures to change with less dependence of national oil companies and participation of new players.
- V.

c) Oil & Gas Producing Fields

4 million barrels P1 Reserves located in Tabasco, Mexico with 400 barrels per day actual production. The goal is to increase production to 1,200 barrels per day. We are going to protect our interest through a working interest based on production

3. MANAGEMENT

The following table sets forth each manager, director, principal director, and other control person:

Name Position/Title

Alejandro Mendez CEO/Manager

Ana Arias Managing Partner Latam

Managers or Directors will hold office until their successors have been elected or qualified at an annual shareholders' meeting, or until their death, resignation, retirement, removal, or disqualification. Vacancies on the board will be filled by a majority vote of the remaining directors. Officers of the Company serve at the discretion of the Board of Directors.

We may establish an informal Executive Advisory Board with appointments made by the Board of Directors. The role of the Executive Advisory Board will be to assist our management with general business and strategic planning. We intend to compensate Executive Advisory Board members with any combination of cash, common stock, or stock options.

Our Articles of Incorporation and bylaws provide blanket indemnification for our directors and officers to the fullest extent permissible under Texas law. The Company has entered into indemnification agreements with members of the management team that indemnify, defend and hold harmless these members from liability incurred in connection with their duties as officers and directors of the Company.

We maintain insurance policies under which the directors and officers of the Company will be insured, against certain losses arising from claims made against such directors and officers by reason of any acts or omissions in their respective capacities as directors or officers, including liabilities under the Securities Act.



4. FINANCIAL PROJECTIONS INFORMATION

Colombia & Mexico Oil & Gas Project					
All figures are estimated/subject to due diligence					
Price Oil Barrel	\$	55.00	For projection purposes		
Deal #1	P1 Reserves	Equity Value	Acquisitio	Productio	Monthly Cash Flow
Refinery	NA	\$ 30,000,000	45%	3200	\$ 3,360,000.00
Colombia Field #1	2,000,000	\$ 110,000,000	80%	1000	\$ 840,000.00
Colombia Field #2	10,000,000	\$ 550,000,000.00	80%	2500	\$ 2,100,000.00
Subtotal Colombia	12,000,000	\$ 690,000,000		6700	\$ 6,300,000.00
Deal #2	P1 Reserves	Equity Value	Acquisitio	Productio	Monthly Cash Flow
Tabasco Field #1	4,000,000	\$ 220,000,000	50%	1200	\$ 540,000.00
Total Deal #1 & #2	16,000,000	\$ 910,000,000			\$ 6,840,000.00

Net asset value: \$910,000,000.00

RE Capital Partners USA LLC					
All figures are estimated/subject to due diligence					
Price Oil Barrel	\$	55.00	For projection purposes		
Deal #1	P1 Reserves	Equity Value	Acquisitio	Productio	Monthly Cash Flow
Refinery	NA	\$ 13,500,000	45%	3200	\$ 1,512,000.00
Colombia Field #1	2,000,000	\$ 88,000,000	80%	1000	\$ 672,000.00
Colombia Field #2	10,000,000	\$ 440,000,000.00	80%	2500	\$ 1,680,000.00
Subtotal Colombia	12,000,000	\$ 541,500,000		6700	\$ 3,864,000.00
Deal #2	P1 Reserves	Equity Value	Acquisitio	Productio	Monthly Cash Flow
Tabasco Field #1	4,000,000	\$ 220,000,000	50%	1200	\$ 270,000.00
Total Deal #1 & #2	16,000,000	\$ 761,500,000			\$ 4,134,000.00
12 Month Cash Flow					\$ 49,608,000.00
5 Yr Cash Flow					\$ 248,040,000.00

Net Asset Value RECAP USA only: \$761,500,000.00

Note: projections include 3,200bbls for the Refinery and 4,700 BOPD for the fields. Figures are estimated for information purposes.

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5. RISK FACTORS

Investment in our Units involves a high degree of risk and should be regarded as speculative. You should consider investing in our Units only if you can afford the loss of your entire investment. Accordingly, you should consider carefully the following factors, in addition to the other information concerning our Company and our business contained in this Memorandum, before purchasing the Units offered hereby. The following factors are not to be considered a definitive list of all the risks associated with an investment in our Units.

Unanticipated obstacles to execution of business plan

Our proposed plan of operation and prospects will depend largely upon our ability to successfully establish Company's presence in a timely fashion, retain and continue to hire skilled management, technical, marketing and other personnel; and attract and retain significant numbers of quality business partners and corporate clients. There can be no assurance that we will be able to successfully implement our business plan or develop or maintain future business relationships, or that unanticipated expenses, problems or technical difficulties which would result in material delays in implementation will not occur.

Competition

The market is highly competitive. There are low barriers to entry, and we expect that competition will intensify in the future. We believe that numerous factors, including price, client base, brand name, and general economic trends (particularly unfavorable economic conditions adversely affecting consumer investment), will affect our ability to compete successfully.

Our competitors include many large companies that have substantially greater market presence and financial, technical, marketing and other resources than we do. There can be no assurance that we will have the financial resources, technical expertise or marketing and support capabilities to compete successfully. Increased competition could result in significant price competition, which in turn could result in lower revenues, which could materially adversely affect our potential profitability.

Over Reliance on Management

We depend on our senior management to work effectively as a team, to execute our business strategy and business plan, and to manage employees and consultants. Our success will be dependent on the personal efforts of key personnel. Any of our officers or employees can terminate his or her employment relationship at any time, and the loss of the services of such individuals could have a material adverse effect on our business and prospects. Our senior management team has worked together for only a very short period and may not work well together as a management team.



Forward Looking Statements

This Memorandum contains forward-looking statements that are based on our current expectations, assumptions, estimates, and projections about our business, our industry, and the industry of our clients. When used in this Memorandum, the words "expects," "anticipates," "estimates," "intends," "believes," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. The cautionary statements made in this Memorandum should be read as being applicable to all related forward-looking statements wherever they appear in this Memorandum.

ADDITIONAL INFORMATION

As a prospective investor, you and your professional advisors are invited to review any materials available to us relating to our Company, our plan of operation, our management and financial condition, this Offering and any other matter relating to this Offering. We will afford you and your professional advisors the opportunity to ask questions of, and receive answers from, our officers concerning such matters and to obtain any additional information (to the extent we possess such information and can acquire it without unreasonable expense) necessary to verify the accuracy of any information set forth in the Memorandum. All such information and materials may be requested from **Alejandro Mendez at 281-995-9731, email amendez@ltmcapitalpartners.com**

Please review Private Placement Memorandum and Subscription Agreement