

Circular# 03102024-15M-1

Offeree: \_\_\_\_\_

**CONFIDENTIAL PRIVATE PLACEMENT  
MEMORANDUM  
UMBRA COMPANIES, INC.**



A Colorado Corporation

Symbol: UCIX

**OFFERING: \$15,000,000**

**Minimum Offering Amount: \$25,000**

**\$25,000 per Promissory Note (Unit)**

**MINIMUM PURCHASE - 1 Promissory Note**

**8% Annual Rate of Return, Paid Quarterly**

**Maturity Date: 18 months**

**Redemption at Maturity - 25,000 shares per Unit**

**Convertible to Equity Units after Six (6) month up to Maturity – \$1.00**

**Shares per Unit**

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UMBRA COMPANIES, INC., a COLORADO corporation (hereinafter referred to as the “COMPANY”), is offering by means of this Confidential Private Placement Memorandum a minimum of One (1) and a maximum of Six Hundred (600) Unsecured Promissory Notes (“Notes”) at an offering price of Twenty-Five Thousand (\$25,000) Dollars per Note, for a minimum aggregate amount of Twenty-Five Thousand Dollars (\$25,000) and a maximum total of Fifteen Million Dollars (\$15,000,000), to qualified investors who meet the Investor Suitability Requirements set forth herein (see “INVESTOR SUITABILITY REQUIREMENTS”). Each Investor must agree to purchase the Notes, as a lender to the Company, for investment purposes only, and execute a Subscription Agreement in the form contained in the accompanying Subscription Booklet (see “TERMS OF THE OFFERING”).

**Accredited Investors Only**

THE SECURITIES OFFERED HEREBY ARE SPECULATIVE AND INVESTMENT IN THE UNSECURED NOTES OFFERED HEREBY INVOLVES A HIGH DEGREE OF RISK (SEE “RISK FACTORS”). INVESTORS MUST BE PREPARED TO BEAR THE ECONOMIC RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD AND BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT.

	<b>Offering Price</b>	<b>Proceeds to Company</b>
<b>Per Unit</b>	\$25,000	\$25,000
<b>Minimum Offering</b>	\$25,000	\$25,000
<b>Maximum Offering</b>	\$15,000,000	\$15,000,000

**UMBRA COMPANIES, INC.**

6312 S. Fiddlers Green Circle Suite 300E

Greenwood, CO 80111

Telephone: (833) 833 - 2913

The date of this Private Placement Memorandum is March 10, 2024

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**EXHIBITS:**

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## **IMPORTANT NOTICES**

This Confidential Private Placement Offering Memorandum (“Memorandum”) is submitted to you on a confidential basis solely for the purpose of evaluating the specific transaction described herein. This information shall not be photocopied, reproduced or distributed to others without the prior written consent of UMBRA COMPANIES, INC. (“Company”). If the recipient determines not to purchase any of the Notes offered hereby, it will promptly return all material received in connection herewith without retaining any copies.

## **DISCLAIMERS**

THE NOTES OFFERED HEREBY IN THIS OFFERING MEMORANDUM HAVE NOT BEEN REGISTERED WITH, OR APPROVED, BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, NOR HAVE SUCH NOTES OR THIS MEMORANDUM BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF ANY STATE OR THE SECURITIES REGULATORY AUTHORITY OF ANY STATE. THIS OFFERING IS BASED ON THE EXEMPTION FROM SUCH REGISTRATION AS SET FORTH IN §4(2) AND RULE 506(c) OF REGULATION D OF THE SECURITIES ACT OF 1933, AS AMENDED.

THE INVESTMENT DESCRIBED IN THIS MEMORANDUM INVOLVES RISKS AND IS OFFERED ONLY TO INDIVIDUALS WHO CAN AFFORD TO ASSUME SUCH RISK FOR AN INDEFINITE PERIOD OF TIME AND WHO AGREE TO PURCHASE THE NOTES ONLY FOR INVESTMENT PURPOSES AND NOT WITH A VIEW TOWARD THE TRANSFER, RESALE, EXCHANGE OR FURTHER DISTRIBUTION THEREOF. THERE WILL BE NO PUBLIC MARKET FOR THE NOTES ISSUED PURSUANT TO THIS OFFERING MEMORANDUM. THE RESALE OF THE NOTES ARE LIMITED BY FEDERAL AND STATE SECURITIES LAWS AND IT IS THEREFORE RECOMMENDED THAT EACH POTENTIAL INVESTOR SEEK COUNSEL SHOULD THEY DESIRE MORE INFORMATION.

THE PRICE OF THE NOTES AS DESCRIBED IN THIS OFFERING MEMORANDUM HAS BEEN ARBITRARILY DETERMINED BY THE SPONSORS OF THIS INVESTMENT, AND EACH PROSPECTIVE INVESTOR SHOULD MAKE AN INDEPENDENT EVALUATION OF THE FAIRNESS OF SUCH PRICE UNDER ALL THE CIRCUMSTANCES AS DESCRIBED IN THE ATTACHED OFFERING MEMORANDUM.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION IN CONNECTION WITH THIS MEMORANDUM, EXCEPT SUCH INFORMATION AS IS CONTAINED OR REFERENCED IN THIS MEMORANDUM. ONLY INFORMATION OR REPRESENTATIONS CONTAINED OR REFERENCED HEREIN MAY BE RELIED UPON AS HAVING BEEN MADE BY THE COMPANY. PROSPECTIVE INVESTORS WHO HAVE QUESTIONS CONCERNING THE TERMS AND CONDITIONS OF THIS PRIVATE OFFERING MEMORANDUM OR WHO DESIRE ADDITIONAL INFORMATION OR DOCUMENTATION TO VERIFY THE INFORMATION CONTAINED HEREIN SHOULD CONTACT THE COMPANY. PROJECTIONS OR FORECASTS CONTAINED IN THIS PRIVATE OFFERING MEMORANDUM, OR OTHER MATERIALS, MUST BE VIEWED ONLY AS ESTIMATES. ALTHOUGH ANY PROJECTIONS CONTAINED IN THIS MEMORANDUM ARE BASED UPON ASSUMPTIONS WHICH THE COMPANY BELIEVES TO BE REASONABLE, THE ACTUAL PERFORMANCE OF THE COMPANY MAY DEPEND UPON FACTORS BEYOND THE CONTROL OF THE COMPANY. NO ASSURANCE CAN BE GIVEN THAT THE COMPANY'S ACTUAL PERFORMANCE WILL MATCH ITS INTENDED RESULTS.

## 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 OF SALE MAY BE MADE IN ANY PARTICULAR STATE.**

### STATE LEGEND

Colorado exempts any transaction exempted under the federal 1933 Securities Act or an offer to no more than 20 people and sold to no more than 10 people. No legend requirement for 504, 505 and 506 exempt transactions.

*Remainder of this page intentionally left blank*

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:

**UMBRA COMPANIES, INC.**  
**6312 S. FIDDLERS GREEN CIRLCE SUITE 300E**  
**GREENWOOD VILLAGE CO 80111**  
**[OFFERING@UMBRAUCIX.COM](mailto:OFFERING@UMBRAUCIX.COM)**  
**+1-833-833-2913**



*Remainder of this page intentionally left blank*

## 1. SUMMARY OF THE OFFERING

THE FOLLOWING SUMMARY IS QUALIFIED IN ITS ENTIRETY BY MORE DETAILED INFORMATION THAT MAY APPEAR ELSEWHERE IN THIS PRIVATE PLACEMENT MEMORANDUM. EACH PROSPECTIVE INVESTOR IS URGED TO READ THIS PRIVATE OFFERING MEMORANDUM IN ITS ENTIRETY.

UMBRA COMPANIES, INC. (the “Company”) was formed on January 10, 2006, as a Nevada corporation but redomiciled in the state of Colorado and is currently operating and active as a Colorado Corporation. The Company is in the business of Real Estate.

The Securities offered are a maximum of Six Hundred (600) Notes issued by the Company at Twenty-Five Thousand (\$25,000) Dollars per Note, payable in cash at the time of subscription (see “Exhibit “B” for copy of Promissory Note). The minimum purchase is one (1) Note. More than one Note may be purchased by an investor. The Notes have an annual rate of return of eight (8%) percent simple interest, paid quarterly, with a maturity date of twenty-four (18) months from the Commencement Date of each Note. The Notes offered pursuant to this Private Placement Memorandum will be unsecured.

Notes are convertible after six (6) months and up to maturity to Common Stock (equity units), at \$1.00 per share per unit (i.e., a unit may be converted into 25,000 shares, plus shares equal to any interest accrued at \$1.00 increments). The principal may be prepaid, at the sole discretion of the Company, without a prepayment penalty. Should such prepayment occur, the convertible option may be exercised at that time. This offering will commence on **March 10, 2024**, and will terminate no later than **September 10, 2025**, unless extended by the Company (see “TERMS OF THE OFFERING”).

The gross proceeds of the offering will be a minimum of Twenty-Five Thousand (\$25,000) Dollars and a maximum of Fifteen Million (\$15,000,000) Dollars. The use of the proceeds is to further advance the business of the Company and will be used as described herein (see “USE OF PROCEEDS”).

## **2. THE COMPANY**

UMBRA COMPANIES, INC. (the “Company”) was formed on January 10, 2006, as a Nevada corporation but redomiciled in the state of Colorado and is currently operating and active as a Colorado Corporation. At the date of this offering, 502,711,292 Shares of the Company’s Common Stock, issued and outstanding, 10,000,000 shares of Preferred A Stock issued and outstanding, and 2,429,000 shares of Preferred B issued and outstanding. The Company is in the business of Real Estate.

### **2.1 OPERATIONS**

Umbra Companies Inc. is a Colorado-based Real Estate Development Investment company with a nationwide presence. Our aim is to deploy capital and resources for the development of Master Communities, offering a diverse range of housing options from affordable, high-end condos and large luxury estate homes. Our commitment to delivering masterfully planned homes with exquisite designs and architecture sets us apart in the real estate development industry.

Umbra Companies Inc. envisions creating exceptional living environments that cater to both luxury and affordable housing markets. We are dedicated to enriching the lives of individuals and communities through our real estate endeavors.

Our company has strategically acquired several acres of land in order to begin development of our Master Communities worldwide. These communities are carefully designed to offer a blend of high-end living and affordability, providing a harmonious environment that caters to a diverse range of needs and preferences. From upscale condos to spacious luxury estate homes, our projects embody a commitment to quality, innovation, and architectural excellence.

Umbra Companies Inc. operates as a vertically integrated development firm, which means we have control over every stage of the real estate development process. This integrated approach allows us to streamline operations, maintain quality control, and maximize efficiency, ultimately benefiting both our investors and the communities we serve.

Umbra Companies Inc is positioned for rapid growth and gains a substantial opportunity to raise entry barriers for possible competition. Digital methods, as well as conventional strategies, will be implemented to reach our target audience. Social media platforms will be fully utilized; search engine optimization will also be leveraged.

## 2.2 BUSINESS PLAN

SEE “EXHIBIT D - BUSINESS PLAN.”

UMBRA COMPANIES, INC’s Business Plan, included as Exhibit D of this Memorandum, was prepared by the Company using assumptions set forth in the Business Plan, including several forward-looking statements. Each prospective investor should carefully review the Business Plan before purchasing a Note, or Notes. Management makes no representations as to the accuracy or achievability of the underlying assumptions and projected results contained herein.

## 3. MANAGEMENT

### 3.1 DIRECTORS AND EXECUTIVE OFFICERS

The success of the company is dependent upon the services and expertise of existing management. At the present time, four individuals are actively involved in the management of the Company:

#### **Rohn Monroe, Chief Executive Officer**

After attending Western International University Rohn Monroe went on to become a Real Estate Investor, Investment Consultant, Chief Marketing Officer and a Delegate to the Nanjing Province in China among other roles, has allowed him to amass a wealth of knowledge that can be greatly utilized within Umbra Companies, Inc’s goals and plans.

Since 2021, he has served as the chairman of Umbra Companies' board of directors, and he also serves as the chairman of Panthera Capital Holdings, LLC. In addition to those roles, he is the Chief Executive Officer of a 501c3 Non-Profit organization, A.M.E.N., which seeks to provide housing to displaced veterans.

[LinkedIn Profile](#)

**Paul Jackson, Chief Institution/Investment Officer**

Paul Jackson attended both Indiana State University in Evansville and Purdue University in west Lafayette, Indiana. He then worked in marketing management with Luxme services, Inc. in Los Angeles, California. His duties included supervising fundraising campaigns for charitable organizations, as well as coordinating special events for the companies' clients.

Paul went on to become the Chief Institutional Officer at Royal Bank and Private Trust in Los Angeles with the responsibility of the creation of new strategic institutional partners and managing existing institutional relationships prior to becoming the Chief Investment & Institutional Officer with A.M.E.N. Inc. where his primary goal is to obtain opportunities in which to raise capital to provide funding for the various projects designed to assist with the unfortunate.

[LinkedIn Profile](#)

**Brian Nash, Vice President**

Brian Nash has been working with the community since 2003, where he worked as a Youth Counselor at Camp Brotherhood alongside commissioner Lawrence Weekly and United States House of Representative Steven Horsford.

In 2007 Brian became the State Champion in Oratory and placed in the top 25 of the Nation. Brian later became involved in a local Community Church where he was appointed as an Associated and Youth Pastor. Over the years Brian has led efforts to clean neighborhoods, vacant lots, feeding and clothing homeless.

Brian's main objective is to establish relationships within the community as Umbra Companies effectively moves throughout these neighborhoods building and acquiring properties to change the lives of misplaced veterans.

**William Pitre, Board Member**

Throughout his career, William has worked tirelessly to earn the trust of clients who come from a variety of cultures and socioeconomic backgrounds. In 2009, his passion for helping others meet their goals was recognized when he became a member of the Million Dollar Round Table (MDRT).

Over the past several decades, he has spent time in a multitude of departments such as sales, insurance, and human resource management. William's professional background has given him a greater understanding of how it takes everyone working together to help a company reach its true potential. His background has also helped him understand that diversity and inclusion are organizational strengths that should be admired.

Mr. Pitre truly believes that our obligation to help others extends beyond the workplace. This is why he is an active participant within the Episcopal Church and other local groups that aim to make our community a better place to live.

[LinkedIn Profile](#)

**Gert Liebelt, Board Director**

Mr. Gert Liebelt has more than four decades of experience in the real estate development and investment industries. Beginning 1980 to 2005, Mr. Liebelt served as managing director and board member for Drees & Sommer, which is the leading European consulting, planning and project management enterprise. Since 2005, Mr. Liebelt is the CEO, Chairman and sole shareholder of European Invest Holding Group Laer S.A. which focuses on the promotion, construction, and rehabilitation of commercial buildings.

Drees & Sommer was founded in 1970 and has 5,100 employees spread across 59 international locations all over the world (Europe, USA, UAE, China, Singapore). The company's supported annual construction volume exceeds 27 billion euros. Ultimately, this means that Mr. Liebelt has experience working with teams throughout the world and overseeing the types of big money projects that Umbra hopes to embark on over the next several years. You can learn more about Drees & Sommer by visiting [www.Dreso.com](http://www.Dreso.com).

His experience both at Drees & Sommer and at European Invest Holding Group Laer S.A. will provide the type of insight and knowledge that will help our team meet our future growth metrics. Prior to entering the workforce, Mr. Liebelt graduated from Stuttgart University in 1980 with a Diplom-Ingenieur in Civil Engineer and Architecture

**Anthony Clements, Board of Directors**

Mr. Clements spent the first seventeen years of his professional life as an investment analyst/portfolio manager, initially with the Electricity Council Pension Fund (1969 – 1973) and subsequently with Postel Investment Management (now Hermes Investment Management) from 1973 to 1987.

Mr. Clements was responsible for Postel's resource-oriented portfolios (Australia and Canada – 1973 to 1987) and was also Portfolio Manager for Postel's North American Equity Securities, which by 1987 was in excess of US\$2 billion.

In 1987, Mr. Clements joined the sales side of the finance industry with a London based firm of stockbrokers called T.C. Coombs & Co., specialising in Corporate Finance and Sales for Australian and North American resource issuers in particular.

In the Spring of 1988, Mr. Clements headed up the T.C. Coombs side of a major financing for Alan Bond, the Australian entrepreneur who was Chairman and CEO of Bond Corporation. This financing was handled jointly with Potts West Trumbull out of Sydney, Australia, the purpose of which was to finance Bond's merger of two gold mining subsidiary companies based in Kalgoorlie, West Australia in order to create "The Super Pit" – at the time, the largest open pit gold mine in the world. At circa A\$240 million, this was the largest financing in London or Australia post the

After T.C.Coombs, Mr. Clements' employments have included T.Hoare and Co. (now Canaccord Genuity) and Yorkton Securities Inc., before being appointed "Head of Corporate Finance" at ODL Securities in 2000 where he remained until 2010. All these appointments were focused on resource issues – mining and oil and gas.

Mr. Clements then joined Fox Davies Capital Limited (London-based firm focused on mining and oil and gas) where he continued to focus on resource issues. Since 2014, Mr. Clements has acted

as advisor, director and shareholder in several companies, most of which are resource orientated corporations.

**The management team may be further developed and expanded with qualified and experienced executives, professionals and consultants, as the Company matures and grows.**

## **4. TERMS OF THE OFFERING**

### **4.1 GENERAL TERMS OF THE OFFERING**

This Private Offering Memorandum is offering a minimum of one (1) and a maximum of Six Hundred (600) Notes at Twenty-Five Thousand (\$25,000) Dollars per Note, for a minimum aggregate amount of Twenty-Five Thousand (\$25,000) Dollars and a maximum of Fifteen Million (\$15,000,000) Dollars to a select group of Investors who satisfy the Investor Suitability Requirements (see “**INVESTOR SUITABILITY REQUIREMENTS**”). The Company has the authority to sell fractional Notes at its sole discretion. The Company has set a minimum offering proceeds figure of \$25,000 (the “minimum offering proceeds”) for this Offering.

### **4.2 MINIMUM OFFERING AMOUNT - HOLDING ACCOUNT**

The Company has established a deposit account with the below FINRA firm, into which the minimum offering proceeds will be placed. At least One (1) Note must be sold for \$25,000 before such proceeds will be released from the holding account and utilized by the Company. After the minimum number of Notes are sold, all subsequent proceeds from the sale of Notes will be delivered directly to the Company, of which may be used at the Company’s sole discretion and in any manner management sees fit.

Account Holder	Arthur Wood Investment Advisor
Address	50 Congress Street Suite 700 Boston MA 02109
Bank Name	Salem Five Bank
Bank Address	210 Essex Street Salem MA, 01970
Routing Number	211370558
Account Number	10001645550
Reference/ Memo	Umbra Companies, Inc. 506c (03102024-15M-1)

#### 4.3 NONTRANSFERABILITY OF NOTES

The Notes have not been registered with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), and are being offered in reliance upon an exemption under §4(2) and Rule 506(c) of Regulation D of the Securities Act, as amended, and rules and regulations hereunder. The Notes have not been registered under the securities laws of any state and will be offered pursuant to an exemption from registration in each state. A purchaser may transfer or dispose of the Note only if such Notes are subsequently registered under the Securities Act, or if an exemption from registration is available, and pursuant to an opinion of counsel acceptable to the Company and its counsel to the effect that the Notes may be transferred without violation of the registration requirements of the Securities Act or any other securities laws.

#### 4.4 CLOSING OF THE OFFERING

The Notes are offered and closed only when a properly completed Subscription Agreement (**Exhibit A**); Note (**Exhibit B**), and Investor Questionnaire (**Exhibit C**) are submitted by the investing Subscriber or his/her Investor Representatives and are received and accepted by the Company. The Subscription Agreement as submitted by an investing Subscriber or his/her Investor Representatives shall be binding once the Company signs the Subscription Agreement, Note and the funds delivered by the potential Investor to the Company with the Subscription Agreement and has been cleared by the financial institution in which they are deposited by the Company. The Notes will be delivered to qualified Investors upon acceptance of their subscriptions. The Company may reject a Subscription Agreement, at its discretion, for any reason, or for no reason. All funds collected from investing Subscribers will be deposited in a designated account under the control of the Company. Investors subscribing to the Notes may not withdraw or revoke their subscriptions at any time prior to acceptance by the Company, except as provided by certain state laws, or if more than thirty (30) days have passed after receipt of the Subscription Agreement by the Company without the Company accepting the Investor’s funds and delivering all applicable documents to such Investor. The proceeds



of this Offering will be used only for the purpose set forth in this Private Offering Memorandum and at the sole discretion of the Company's management (see "**USE OF PROCEEDS**").

The Company may close in whole or in part or terminate this Offering under any of the following conditions:

1. Upon reaching the minimum offering amount of Twenty-Five Thousand (\$25,000) Dollars
2. Upon receipt of the maximum Offering subscription amount of Fifteen Million (\$15,000,000) Dollars
3. Notwithstanding the above, this offer shall terminate eighteen (18) months from the date of this Private Placement Memorandum; or on such later date not exceeding sixty (60) days thereafter to which the Company, in its sole discretion, may extend this Offering.

## **5. PLAN OF DISTRIBUTION**

### **5.1 OFFERING OF NOTES**

The Notes will be offered to prospective lenders by Officers and Directors of the Company and qualified licensed personnel, pursuant to State and Federal security rules and regulations. This Offering is made solely through this Private Placement Memorandum. The Company and its Officers and Directors or other authorized personnel will use their best efforts during the Offering period to find eligible Investors who desire to subscribe to the Notes in the Company. These Notes are offered on a "best efforts" basis, and there is no assurance that any, or all of, the Notes will be closed. The Company has the authorization to offer fractional Notes at its sole discretion. The

Offering period will begin as of the date of this private Offering Memorandum and will close upon the happening of such occurrences as defined herein (see “**TERMS OF THE OFFERING**”).

## **5.2 PAYMENTS TO BROKER DEALERS OR INVESTMENT ADVISORS**

The Company has the power to pay fees or commissions to qualified Broker Dealers, Registered Investment Advisors or any other person qualified under other applicable federal and state security laws.

## **6. DESCRIPTION OF NOTES**

### **6.1 NOTES**

The Company is offering Six Hundred (600) Notes of the Company to potential investors at Twenty-Five Thousand (\$25,000) Dollars per Note, payable in cash at the time of the subscription. The minimum purchase is one (1) note. The Notes will have an annual rate of return of eight (8%) percent simple interest over the term thereof, with a maturity date of eighteen (18) months from the Commencement Date of each Note. Interest shall be paid annually. All of the principal shall be paid at maturity. Principal may be prepaid at the sole discretion of the Company, without a prepayment penalty. Notes are convertible after six (6) months and up to maturity to Common Stock (equity units), at 1.00 shares per unit. The Notes will be issued in the form attached hereto and incorporated herein by reference as though set forth in full herein as **Exhibit B**.

### **6.2 SECURITY FOR PAYMENT OF THE NOTES**

The Notes being offered by the Company in this Private Placement Offering are unsecured Notes.

### 6.3 REPORTS TO NOTEHOLDERS

The Company will furnish annual unaudited reports to its Noteholders within ninety (90) days after its fiscal year end. The Company may issue other interim reports to its Noteholders as it deems appropriate. The Company’s fiscal year ends on December 31<sup>st</sup> of each year.

### 7. USE OF PROCEEDS

The gross proceeds of the Offering will be a minimum of Twenty-Five Thousand (\$25,000) Dollars and a maximum of Fifteen Million (\$15,000,000) Dollars. The table below sets forth the use of proceeds for both the maximum and minimum offering amounts.

#### Sources

	<b>Maximum Amount</b>	<b>Percent of Proceeds</b>	<b>Minimum Amount</b>	<b>Percent of Proceeds</b>
<b>Proceeds From Sale of Notes</b>	\$15,000,000	100%	\$25,000	100%

## Application of Proceeds

Offering Expenses (1)	\$150,000	1%		
Commissions (2)	\$1,500,000	10%		
Total Offering Expenses & Fees	\$1,650,000	11%		
Net Offering Proceeds	\$13,350,000	89%		
Marketing	\$60,000	0.4%		
Web Site Development	\$15,000	0.1%		
Debt Reduction	\$1,110,000	7.4%		
Legal, Accounting	\$173,500	1.157%		
Working Capital	\$4,000,000	27%		
Equipment	\$333,616	2.2%		
Lake Mead Construction/ Main Street permitting	\$4,600,000	30.7%		
Total Application of Proceeds	\$11,942,116	79.96%	\$200,000	100%
Remaining Balance	\$3,057,884	20.04%		

## Footnotes:

(1) Includes estimated memorandum preparation, filing, printing, legal, accounting and other fees and expenses related to the Offering.

(2) This Offering is being sold by the officers and directors of the Company, who will not receive any

compensation for their efforts. No sales fees or commissions will be paid to such officers or directors. Notes may be sold by registered brokers or dealers who are members of the FINRA and who enter into a Participating Dealer Agreement with the Company. Such brokers or dealers may receive commissions up to ten percent (10%) of the price of the Notes sold.

## 8. CAPITALIZATION STATEMENT

### 8.1 CAPITALIZATION PRIOR TO AND AFTER THE OFFERING

The following table summarizes the capitalization of the Company prior to, and as adjusted to reflect, the issuance and sale of the maximum of Six Hundred (600) Notes or Fifteen Million (\$15,000,000) Dollars.

	AS ADJUSTED 12/31/23	AFTER THE OFFERING
Notes	<u>-0-</u>	<u>\$15,000,000</u>
Common Stock Par Price:	\$502,712	\$517,712
• \$0.001 par value		
Shares Authorized:		
• 7,500,000,000		
Issued/ Outstanding:		
• 502,711,292		
Net Shareholders' Equity	\$48,760,795.25	\$36,818,679.25
<b>TOTAL CAPITALIZATION</b>	<u>\$49,563,507.25</u>	<u>\$37,336,391.25</u>

## **9. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **9.1 RESULTS OF OPERATIONS**

The company currently has negotiated with Panthera Capital Holdings LLC to obtain the rights to the land for the construction of our current projects. Management has also identified acquisitions which it is currently in negotiations that will complement the current and future business of the company as it seeks to continue the growth of the real estate development. We have engaged the municipalities to obtain approval for the current projects, as well as city permits. We have obtained our designs for the builds which investors may review within the included business plan.

### **9.2 LIQUIDITY AND CAPITAL RESOURCES**

The Company’s liquidity and capital resources are dependent on its ability to raise sufficient capital to pay for the purchase price of the Promissory Notes.

## **10. CERTAIN TRANSACTIONS**

### **10.1 COLORADO CORPORATION**

**UMBRA COMPANIES, INC.** is a publicly held Colorado corporation, incorporated on January 10, 2006.

### **10.2 PRIVATE OFFERING OF NOTES**

The Company is authorized to offer in this private offering, up to Fifteen Million (\$15,000,000) Dollars of Notes to selected investors, effective on March 10, 2024.

## **11. FIDUCIARY RESPONSIBILITIES OF THE DIRECTORS AND OFFICERS OF THE COMPANY**

### **11.1 GENERAL**

The Officers and Directors of the Company are accountable to the Company as fiduciaries and such Officers and Directors are required to exercise good faith and integrity in managing the Company's affairs and policies. Each Noteholder of the Company, or their duly authorized representative, may inspect the books and records of the Company at any time during normal business hours. A Noteholder may be able to bring an action on behalf of himself in the event the Noteholder has suffered losses in connection with the purchase or sale of the Note(s) in the Company, due to a breach of fiduciary duty by an Officer or Director of the Company, in connection with such sale or purchase, including the misrepresentation or misapplication by any such Officer or Director of the proceeds from the sale of these Notes, and may be able to recover such losses from the Company.

### **11.2 INDEMNIFICATION**

Indemnification is permitted by the Company to directors, officers or controlling persons pursuant to Colorado law. Indemnification includes expenses, such as attorneys' fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person and arising from their relationship with the Company, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

## **12. RISK FACTORS**

THIS INVESTMENT INVOLVES A DEGREE OF RISK. AN INDIVIDUAL CONTEMPLATING INVESTMENT IN THIS OFFERING SHOULD GIVE CAREFUL CONSIDERATION TO THE ELEMENTS OF THE RISK SUMMARIZED BELOW, AS WELL AS THE OTHER RISK FACTORS IDENTIFIED ELSEWHERE IN THIS PRIVATE OFFERING MEMORANDUM.

PANTHERA CAPITAL HOLDINGS, LLC IN WHICH ROHN MONROE HOLDS THE POSITIONS OF CEO AND CHARIMAN, OWNS 10,000,000 OF THE PREFERRED A SHARES WHICH HOLD A 100,000 TO 1 VOTING POWER WHICH WILL CONTINUOUSLY PROVIDE PANTHERA CAPITAL THE RIGHT TO MAKE EXECUTIVE DECISIONS ON THE DIRECTION OF THE COMPANY.

### **12.1 FORMATION OF THE COMPANY**

The Company was formed on January 10, 2006, as a Nevada corporation and redomiciled in the state of Colorado. The Company is currently active and operating as a Colorado Corporation. The Company's business plan changed in 2021 and is moving forward toward its goals of building affordable, and luxury homes on land its officers own. Because the cost of construction and land has increased exponentially in the past several years, the Company has seen increased expenses. Additionally, because construction often runs into various delays, i.e. supply chain issues, weather, etc., there may be delays in completing our buildouts.

### **12.2 CONTROL BY COMPANY**

After completion of this offering, the Company will maintain control of the Company board decisions pursuant to the Preferred A Shares that have majority votes. Such ownership will enable the Company to continue to elect all the Directors and to



control the Company's policies and affairs. The Noteholders will not have any voting rights in the Company, until, and if, they convert their Notes into Common Shares of the Company, at which time, they would have the same voting rights as other holders of Common Shares and voting on a one-to-one basis (one vote for each common share owned).

### **12.3 RELIANCE ON THE COMPANY FOR MANAGEMENT**

All decisions with respect to the management of the Company will be made exclusively by the officers, directors and employees of the Company. The Noteholders do not have the right or power to take part in the management of the Company and will not be represented on the Board of Directors of the Company. Accordingly, no person should purchase a Note unless he is willing to entrust all aspects of the management of the Company to existing Management.

### **12.4 LIMITED TRANSFERABILITY OF THE NOTES**

The transferability of the Notes in this offering are limited, and potential investors should recognize the nature of their investment in the offering. It is not expected that there will be a public market for the Notes because there will be only a limited number of investors and restrictions of the transferability of Notes. The Notes have not been registered under the Securities Act of 1933, as amended, or qualified or registered under the securities laws of any state and, therefore, the Notes cannot be resold unless they are subsequently so registered or qualified or an exemption from such registration is available. The offering also contains restrictions on the transferability of the Notes. Accordingly, purchasers of Notes will be required to hold such Notes to maturity unless otherwise approved by the Company. The Company does not intend to register the Notes under the Securities Act of 1933.

## 12.5 CAPITALIZATION OF THE COMPANY

Prior to this offering, the Company was funded by Panthera Capital Holdings, LLC with nominal capital. Independent of the amounts raised in this offering the Company has additional assets available to use to pay principal or interest on the Notes in the form of its Real Estate Land as well as assigned assets in the amount of \$35,000,000 via corporate bonds.

## 12.6 GOVERNMENT REGULATIONS

We will be subject to applicable laws and regulations that relate directly or indirectly to our operations including United States securities laws. We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to our services and to operate any facility in any jurisdiction in which we would conduct activities. We believe that government regulation will have no material impact on the way we conduct our business.

## 12.7 CUSTOMER BASE AND MARKET ACCEPTANCE

### Demographics:

1. **Location:** Umbra Companies Inc. is primarily targeting the following regions in Phase I:
  - Las Vegas, Nevada
  - Montgomery, Alabama
  - The Dominican Republic
  - Highly populated HUD markets across the USA
2. **Age:** The target demographic includes individuals in various age groups. The Company looks toward all age groups, including young professionals, families, and retirees.
3. **Income Level:** Umbra Companies caters to a wide income range, from lower to upper-income brackets. This includes:
  - Affluent individuals interested in luxury real estate.
  - Working-class families seeking affordable housing options.

4. **Household Type:** The target market encompasses a broad range of household types, including single individuals, couples, and families. The focus on multi-family homes and townhomes accommodates different household structures.
5. **Occupation:** Target customers may include professionals, business owners, retirees, and individuals from various occupational backgrounds.

**Psychographics:**

1. **Lifestyle:** Umbra Companies caters to individuals who appreciate well-planned communities and luxury living. This includes those who value an upscale lifestyle and those who seek affordability without compromising quality.
2. **Community Engagement:** The company appeals to individuals who are community-oriented, and people interested in contributing to community development. Affordable housing initiatives are a significant part of the target market.
3. **Luxury Seekers:** In high-end luxury markets, Umbra Companies targets those who desire opulent living spaces, exquisite architecture, and premium amenities. These customers are likely to value exclusivity and quality.
4. **Affordability Seekers:** In areas focused on affordable housing, the target market comprises individuals and families looking for cost-effective housing solutions without sacrificing quality or comfort. They may be price-sensitive but still seek value.
5. **Investors:** Real estate investors interested in opportunities in high-HUD density markets are also part of the target market. This may include investors looking for long-term rental properties or those interested in flipping real estate for profit.

**12.8 COMPETITION**

Company	Geographic Reach	Property Focus	Social Responsibility	Sustainability Initiatives	Innovation in Design	Diverse Portfolio
Umbra Companies Inc.	Nationwide and global	Luxury and affordable housing	Strong commitment to community empowerment	Strong focus on eco-friendly construction practices	Emphasis on innovative designs	Comprehensive portfolio offering variety in housing options

<b>Brookfield Asset Management</b>	Global	Commercial and residential	Actively involved in community development and corporate responsibility	Strong focus on sustainable development	Innovations in design and urban planning	Diverse property portfolio with a global presence
<b>Blackstone Group</b>	Global	Various real estate sectors	Strong CSR initiatives and community engagement	Emphasizes sustainable practices	Active in driving innovation	Diverse portfolio across real estate sectors
<b>Starwood Capital Group</b>	Global	Commercial and residential	Supports philanthropic initiatives and responsible business practices	Committed to sustainable development	Emphasis on unique and distinctive designs	Portfolio spanning various real estate asset classes
<b>EQT Group</b>	Global	Broad real estate sectors	Strong CSR program and community engagement	Focus on environmental sustainability	Emphasis on innovative property management	Diverse real estate asset classes
<b>KKR</b>	Global	Commercial and residential	Active in supporting local communities	Sustainable development is a priority	Innovations in mixed-use properties	Diverse property types
<b>The Carlyle Group</b>	Global	Residential and commercial	Engages in philanthropy and community support	Focus on green construction and sustainable practices	Strong emphasis on design quality	Diverse real estate sectors
<b>Apollo Global Management</b>	Global	Broad range of real estate	Supports various charitable initiatives	Actively promotes sustainability	Innovations in mixed-use and urban development	Diverse portfolio
<b>Warburg Pincus LLC</b>	Global	Commercial and residential	Philanthropic efforts and community involvement	Emphasis on sustainable real estate practices	Focus on modern and innovative design	Diverse commercial and residential properties
<b>Morgan Stanley Real Estate Investing</b>	Global	Commercial and residential	Active involvement in community projects	Strong focus on green building and environmental responsibility	Emphasis on modern and efficient designs	Broad portfolio covering commercial and residential assets

Goldman Sachs Asset Management	Global	Various real estate sectors	Social responsibility and community support	Sustainable development practices	Innovative property design and management	Diverse real estate investments
JPMorgan Chase Asset Management	Global	Commercial and residential	Supports local communities and social causes	Focus on sustainability and eco-friendly construction	Innovation in urban and residential design	

### 13. PRINCIPAL SHAREHOLDERS

As of the date of this Offering, the Company has five hundred two million seven hundred eleven thousand two hundred ninety-two (502,711,292) Shares of voting Common Stock total issued and outstanding. In addition to the Common Shares, the company has issued 10,000,000 Preferred A Shares to Panthera Capital Holdings, LLC. The Preferred A Series having voting rights of 100,000 votes to each issued Preferred A Series. Rohn Monroe is the control person of Panthera Capital Holdings, LLC.

### 14. HOW TO INVEST

An Investor who meets the qualifications as set forth in this Private Offering Memorandum may subscribe for at least the minimum purchase herein of One (1) Note (Twenty-Five Thousand (\$25,000) Dollars) by carefully reading this entire Private Offering Memorandum and by then completing and signing a separately bound booklet. This booklet contains identical copies of the following exhibits contained in the Private Offering Memorandum, including:

**Exhibit A:** INSTRUCTIONS TO SUBSCRIBERS and SUBSCRIPTION AGREEMENT: This contains complete instructions to Subscribers and should be read in its entirety by the prospective investor prior to investing. The Subscription Agreement must be signed by the Investor.

**Exhibit B:** PROMISSORY NOTE: This Note will be signed by UMBRA COMPANIES, INC.

**Exhibit C:** INVESTOR QUESTIONNAIRE: This questionnaire requires a Subscriber to complete a financial history in order to aid the Company in the determination of the suitability of the Subscriber as a potential Investor. This questionnaire must be signed by the Investor.

**Exhibit D:** Umbra Companies, Inc Business Plan: Copies of all the above referenced documents are included with this Private Placement Memorandum. For discussion of the actions of the Company upon receipt of a properly completed request to invest by a Subscriber, please see “**TERMS OF THE OFFERING.**” Such Investor should include his check made payable UMBRA COMPANIES, INC., along with the SUBSCRIPTION AGREEMENT, NOTE, AND INVESTOR QUESTIONNAIRE. Delivery of the documents referred to above, together with a check to the Company should be addressed to the Company as follows: **Umbra Companies, Inc., 6312 S. Fiddlers Green Circle Suite 300E, Greenwood Village, CO 80111**

## **15. INVESTOR SUITABILITY REQUIREMENTS**

### **15.1 INTRODUCTION**

Potential Investors should have experience in making investment decisions or such Investors should rely on their own tax consultants or other qualified investment advisors in making this investment decision.

### **15.2 GENERAL SUITABILITY**

Each potential Investor will be required to represent the following by execution of a Subscription Agreement:

1. The Investor has such knowledge and experience in financial and business matters and is capable of evaluating the merits and risks of an investment in this Offering.
2. The Investor has the ability to bear the economic risk of this investment, has adequate means to provide for his, her or its current needs and personal contingencies, has no need for liquidity in this investment and could afford the complete loss of the investment.

3. The Investor is acquiring the Note(s) for his, her or its own account for investment purposes only and not with a view toward subdivision, resale, distribution or fractionalization thereof, or for the account of others, and has no present intention of selling or granting any participation in, or otherwise distributing, the Note(s).

4. The Investor's overall commitment to invest in the Note(s) is not disproportionate to his, her or its net worth and the investment in these Note(s) will not cause such overall commitment to become excessive.

5. The Investor has read and understands this Private Placement Memorandum and all its exhibits.

### **15.3 ACCREDITED INVESTORS**

In addition to satisfying the "General Standards" as defined above, all Subscribers for Shares must each satisfy one of the "Accredited Investors" economic suitability standards as defined below:

1. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds One Million (\$1,000,000) Dollars excluding the value of the primary residence of such natural person;

2. Any natural person who had an individual income in excess of Two Hundred Thousand (\$200,000) Dollars in each of the two most recent years, or joint income with that person's spouse in excess of Three Hundred Thousand (\$300,000) Dollars in each of those years and has a reasonable expectation of reaching the same income level in the current year;

3. 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(a)(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 benefits of its employees if such plan has total assets in excess of Five Million (\$5,000,000) Dollars; 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 Five Million (\$5,000,000) Dollars if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

4. Any private business development company (as defined in Section 202(a)(22) of the Investment Advisers Act of 1940);

5. 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 Five Million (\$5,000,000) Dollars;

6. 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;

7. Any trust, with total assets in excess of Five Million (\$5,000,000) Dollars, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 230.506(b)(2)(ii); and

8. Any entity in which all the equity owners are Accredited Investors.

9. A natural person holding, in good standing, one or more professional certifications, designations or other credentials issued by an accredited educational institution, which the Securities and Exchange Commission may designate from time to time, as qualifying. Presently holders in good standing of the Series 7, Series 65, and Series 82 licenses will qualify as an accredited investor.

10. Natural persons who are "knowledgeable employees" as defined in Rule 3c-5(a)(4) under the Investment Company Act of 1940, of the private-fund issuer of the securities being offered or sold.

11. Entities, including, but not limited to, limited liability companies, of a type not listed in Rule 501(a)(1), (a)(2), (a)(3), (a)(7) or (a)(8) of Regulation D promulgated under the Act, not formed for the specific purpose of acquiring the securities offered, owning investments in excess of \$5 million.



12. Securities and Exchange Commission and state-registered investment advisers, exempt reporting advisers, and rural business investment companies.

13. Indian tribes, governmental bodies, funds, and entities organized under the laws of foreign countries, that own “investments,” as defined in Rule 2a51-1(b) under the Investment Company Act, in excess of \$5 million and that was not formed for the specific purpose of investing in the securities offered.

14. Family client (as defined in Rule 202(a)(11)(G)-1 under the Advisers Act with (i) assets under management in excess of \$5 million, (ii) that are nor formed for the specific purpose of acquiring the securities offered and (iii) whose prospective investments are directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment.

15. "Spousal equivalent" (cohabitant occupying a relationship generally equivalent to that of a spouse) may pool their finances for the purpose of qualifying as accredited investors.

NOTE: Entities (a) which are formed for the purpose of investing in the Company, or (b) the equity owners of which have contributed additional capital for the purpose of investing in the Company, shall be “looked through” and each equity owner must meet the definition of an accredited investor in any of paragraphs 1, 2, 3, 4, 5, 6 or 7 above and will be treated as a separate subscriber who must meet all suitability requirements.

#### **15.4 ACCEPTANCE OF SUBSCRIPTION AGREEMENT BY THE COMPANY**

The Investor Suitability Requirements referred to in this section represent minimum requirements for potential Investors. Satisfaction of these standards does not necessarily mean that participation in this Offering constitutes a suitable investment for such a potential Investor or that the potential Investors’ Subscription will be accepted by the Company. The Company may, in fact, modify such requirements as circumstances dictate. All Subscription Agreements submitted by potential Investors will be carefully reviewed by the Company to determine the suitability of the potential Investor in this Offering. The Company may, in its sole discretion, refuse a Subscription in this Offering to any potential Investor who does not meet the applicable Investor Suitability Requirements or who otherwise appears to be an unsuitable Investor in this Offering.

The Company will not necessarily review or accept a Subscription Agreement in the sequential order in which it is received.

## **16. LITIGATION**

The Company and its Directors, Officers and Shareholders have no lawsuits pending, no legal actions pending, or judgments entered against the Company, its Directors, Officers and Shareholders and, to the best knowledge of the Company, no legal actions are contemplated against the Company and/or its Directors, Officers and Shareholders.

## **17. ADDITIONAL INFORMATION**

Reference materials described in this Private Offering Memorandum are available for inspection at the office of the company during normal business hours. It is the intention of the Company that all potential Investors are given full access to such information for their consideration in determining whether to purchase the Notes being offered. Prospective Investors should contact the Company for access to information regarding the matters set forth or other information concerning the Company. Representatives of the Company will also answer all inquiries from potential Investors concerning the Company and any matters relating to its proposed operations or present activities. The Company will afford potential Investors and their representatives the opportunity to obtain any additional information reasonably necessary to verify the accuracy or the source of any representations or information contained in this Private Offering Memorandum. All contracts entered into by the Company are subject to modifications and the Company may make any changes in any such contracts as deemed appropriate in its best discretion. Such recent amendments may not be circulated to Subscribers prior to the time of closing this Offering. However, potential Investors and their representatives may review such material or make inquiry of the Company concerning any of these and any other matters of interest.

## 18. FORECASTS OF FUTURE OPERATING RESULTS

Any forecasts and proforma financial information which may be furnished by the Company to prospective Investors, or which are part of the Company's business plan, are for illustrative purposes only and are based upon assumptions made by Management regarding hypothetical future events. There is no assurance that actual events will correspond with the assumptions or that factors beyond the control of the Company will not affect the assumptions and adversely affect the illustrative value and conclusions of any forecasts.

## 19. GLOSSARY OF TERMS

The following terms used in this Memorandum shall (unless the context otherwise requires) have the following respective meanings:

**ACCEPTANCE.** The acceptance by the Company of a prospective investor's subscription.

**ACCREDITED INVESTORS.** Those investors who meet the criteria set forth in "INVESTOR SUITABILITY REQUIREMENTS." PLEASE VIEW THE ACCREDITED INVESTOR DISCLOSURE AND COMPLETE THE INVESTOR QUESTIONNAIRE HERE:

<https://umbracompaniesinc.com/investor-disclosure>

**BROKER-DEALER.** A person or firm licensed with the FINRA, the SEC and with the securities or corporate commissions department of the state in which it sells investment securities and who may employ licensed agents for that purpose.

**COMPANY.** Refers to UMBRA COMPANIES, INC., a Colorado corporation.

**NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC.**

**(FINRA).** A self-regulating body which licenses brokers and dealers handling securities offerings, reviews the terms of an offering's underwriting arrangements and advertising literature and, while not a governmental agency, acts as a review service watchdog to make sure that its regulations and those of the SEC are followed for the Investor's protection in offerings of securities.

**NOTES.** A Twenty-Five Thousand (\$25,000) Dollar investment consisting of one (1) Promissory Note issued by **UMBRA COMPANIES, INC.**, a Colorado corporation.

**SECURITIES ACT OF 1933.** A federal act regulated and enforced by the SEC that requires, among other things, the registration and use of a prospectus whenever a security is sold (unless the security or the manner of the Offering is expressly exempt from such registration process).

**SECURITIES EXCHANGE ACT OF 1934.** A federal act regulated and enforced by the SEC which supplements the Securities Act of 1933 and contains requirements which were designed to protect investors and to regulate the trading (secondary market) of securities. Such regulations require, among other things, the use of prescribed proxy statements when investors' votes are solicited; the disclosure of management and large shareholders' holding of securities; controls on the resale of such securities; and periodic (monthly, quarterly, annually) filing with the SEC of financial and disclosure reports of the Issuer.

**SECURITIES AND EXCHANGE COMMISSION (SEC).** An independent United States government regulatory and enforcement agency which supervises investment trading activities and registers companies and those securities which fall under its jurisdiction. The SEC also administers statutes to enforce disclosure requirements that were designed to protect investors in securities offerings.

**SUBSCRIPTION DOCUMENTS.** Consists of the Note, Subscription Agreement, Investor Questionnaire and a check as payment for the Note(s) to be purchased submitted by each prospective Investor to the Company.

**TERMINATION DATE.** The earlier to occur of the date on which all Notes are sold or March 10, 2025.

## **EXHIBIT A**

**PLEASE REVIEW THE SUBSCRIPTION AGREEMENT ONLINE AT:**

**<https://umbracompaniesinc.com/506-c-sub-agreement>**

# **EXHIBIT B**

## **PROMISSORY NOTE**

**PLEASE REVIEW/ PRINT THE PROMISSORY NOTE ONLINE AT:**

**<https://umbracompaniesinc.com/promissory-note>**

## **EXHIBIT C**

### **Investor Suitability Questionnaire**

**INVESTORS CAN EITHER COMPLETE THE QUESTIONNAIRE  
ONLINE HERE:**

**[SUITABILITY QUESTIONNAIRE](#)**

**OR**

**PLEASE REVIEW/ PRINT THE PROMISSORY NOTE ONLINE AT:**

**<https://umbracompaniesinc.com/suitability-questionnaire>**

# **EXHIBIT D**

## **UMBRA COMPANIES, INC.'s BUSINESS PLAN**

**PLEASE VIEW THE BUSINESS PLAN ONLINE AT:**

**<https://umbracompaniesinc.com/ucix-business-plan>**



# **EXHIBIT E**

## **UMBRA COMPANIES, INC.'s FINANCIALS**

**PLEASE REVIEW UMBRA COMPANIES, INC'S FINANCIALS ON THE  
OTC MARKETS HERE:**

**<https://www.otcmarkets.com/stock/UCIX/disclosure>**