Private Placement Memorandum

February 14, 2013

Servergy®
Save Energy. Work Smart.

Offered through

WILLIAMS
FINANCIAL GROUP

Securities offered through WFG
Investments, Inc., Member
FINRA/SIPC

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This Private Placement Memorandum (the "Memorandum") has been prepared for informational purposes and is being furnished by Servergy, Inc. (the "Company"), solely for use by prospective investors. The purpose of this Memorandum is to assist the recipient in deciding whether it wishes to participate in the equity capital raise described herein (the "Offering"). You should read this Memorandum before deciding whether to participate in the Offering. This Memorandum does not purport to be all-inclusive and does not contain all the information that an interested party may desire in conducting its due diligence investigation subscribing for the Company's securities.

This Memorandum is being provided in accordance with, and is subject to, the terms of the Confidentiality Agreement (the "Confidentiality Agreement") previously executed between the Company and the recipient of this Memorandum and the recipient should become familiar with the obligations to which the recipient is subject pursuant to the Confidentiality Agreement. Except as otherwise permitted in the Confidentiality Agreement**, NEITHER THIS MEMORANDUM NOR ANY OF ITS INFORMATION MAY BE PHOTOCOPIED, REPRODUCED, OR DISTRIBUTED TO OTHERS AT ANY TIME.** In addition, by accepting this Memorandum, the recipient agrees to keep confidential the information contained herein or made available in connection with any further investigation of the Company.

This Memorandum has been prepared for informational purposes relating to the Offering and with the express understanding that it will be used solely for such purpose. The Company has not authorized the use of this Memorandum for any other purpose. In all cases, interested parties should conduct their own investigation and analysis of the Company. Nothing herein or otherwise made available shall be construed as giving legal, financial or other advice of any kind. We are not making any representations to any offeree or purchaser of the securities described herein regarding the legality of investment therein by such offeree or purchaser under applicable legal investment or similar laws or regulations. You should consult your own counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of the Offering.

This Memorandum contains summaries of certain documents, which we believe are accurate. We refer you to the actual documents for a more complete understanding of what is discussed in this Memorandum and qualify all summaries by this reference. We will not use any offering literature or advertising in the offering of the securities, except for the materials accompanying this Memorandum, this Memorandum, subsequent amendments or supplements to and the exhibits or documents included or described in this Memorandum.

None of the Company or any of its representatives undertakes any obligation to provide additional information or to correct or update any of the information set forth in this Memorandum. This Memorandum shall not constitute an indication that there has been no change in the business or affairs of the Company since the date hereof. Delivery of this Memorandum shall not, under any circumstance, create any implication that the information contained herein is complete or correct as of any date other than the date hereof.

This Memorandum and other presentations made by us contain "forward-looking statements" ("Forward Looking Statements") within the meaning of the Securities Exchange Act of 1934, as amended ("Exchange Act"). All statements, other than statements of historical facts, that are included in this Memorandum, as well as statements made in presentations, in response to questions or otherwise, that address activities, events or developments that we expect or anticipate to occur in the future, including such matters as approximations, estimates, and projections provided by the Company with respect to the anticipated future performance of the Company and the industries within which it operates (often, but not always, through the use of words or phrases such as "intends," "plans," "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "should," "projection," "target," "goal," "objective" and "outlook"), are Forward-Looking Statements. These Forward-Looking Statements involve risks and uncertainties, including, without limitation, risks and uncertainties associated with general market conditions, competition and pricing. The Company believes that the Forward-Looking Statements are based upon its reasonable expectations. However, no assurances can be given that actual results will not differ materially from those contained in such Forward-Looking Statements. Such Forward-Looking Statements reflect various assumptions by the Company concerning anticipated results and occurrences, which assumptions may or may not prove to be correct. No representations or warranties are made as to the accuracy or realization of such Forward-Looking Statements. Any Forward-Looking Statement is qualified in its entirety by reference to the discussion of risk factors in this Memorandum. See “Risk Factors.”

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN APPROVED OR DISAPPROVED BY ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, NOR HAS ANY SUCH AUTHORITY OR COMMISSION PASSED ON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR ANY STATE SECURITIES LAWS OR THE LAWS OF ANY FOREIGN JURISDICTION. THE SECURITIES WILL BE OFFERED AND SOLD UNDER THE EXEMPTION PROVIDED BY SECTION 4(2) OF THE SECURITIES ACT AND REGULATION D PROMULGATED THEREUNDER AND OTHER EXEMPTIONS OF SIMILAR IMPORT IN THE LAWS OF THE STATES AND OTHER JURISDICTIONS WHERE THE OFFERING WILL BE MADE.

THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND THE APPLICABLE STATE SECURITIES LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. IN ADDITION, SUCH SECURITIES MAY NOT BE SOLD, TRANSFERRED, ASSIGNED OR HYPOTHECATED, IN WHOLE OR IN PART, EXCEPT AS PROVIDED IN THE SUBSCRIPTION AGREEMENT REFERRED TO HEREIN. ACCORDINGLY, INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF AN INVESTMENT IN THE SECURITIES FOR AN INDEFINITE PERIOD OF TIME. THERE WILL BE NO PUBLIC MARKET FOR THE SECURITIES, AND THERE IS NO OBLIGATION ON THE PART OF ANY PERSON TO REGISTER THE SECURITIES UNDER THE SECURITIES ACT OR ANY STATE SECURITIES LAWS. INVESTMENT IN THE SECURITIES INVOLVES CERTAIN SIGNIFICANT INVESTMENT RISKS, INCLUDING LOSS OF AN INVESTOR’S ENTIRE INVESTMENT.

WFG Investments, Inc. is the dealer manager for this Offering. The dealer manager is offering the shares on a "best efforts" basis. The dealer manager is required to use only its best efforts to sell the shares.

The dealer manager has made no representation or warranty, express or implied, as to the accuracy or completeness of information the Company has provided, and you may not rely on anything contained in this Memorandum as a promise or representation by the dealer manager as to the Company’s past or future results. The dealer manager has not independently verified any information the Company has provided and assumes no responsibility for the accuracy or completeness of such information.

HOW TO SUBSCRIBE

Prospective investors should send a completed Subscription Agreement along with payment as set forth therein. In all cases, a prospective investor will be required to complete the "Purchaser Questionnaire" portion of the Subscription Agreement.

Your execution of the Subscription Agreement, or the execution of the Subscription Agreement by your authorized representative in the case of fiduciary accounts, constitutes a binding offer to buy the securities describe herein and an agreement to hold the offer open until the subscription is accepted or rejected by the Company. The Company has the right, in its sole discretion, to refuse any subscription for any reason, including, without limitation, the belief that (i) the prospective investor does not meet the applicable suitability standards, or (ii) the securities offered are otherwise not a suitable investment for the prospective investor. If a subscription is rejected, all funds will be returned to the subscriber within ten (10) days of such rejection without deduction or interest. Once you subscribe for the securities listed herein, you will not have any revocation rights, unless otherwise provided by state law. Upon acceptance by the Company of a subscription, a confirmation of such acceptance will be sent to the subscriber.

The Company will not offer, sell or issue any shares of Common Stock in any jurisdiction where it is unlawful to do so. Neither this Memorandum nor any Subscription Agreement shall constitute an offer to sell nor a solicitation of an offer to purchase any shares of Common Stock in any jurisdiction in which such transaction would be unlawful.

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I. EXECUTIVE SUMMARY

II. OFFERING OVERVIEW

III. RISK FACTORS

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INDUSTRY SUMMARY

SERVER MARKET GROWTH CONTINUES

By 2015 there will be 2B more people online, 75X more data center traffic, 10X more servers than today. – IDC Research

Top 5 Corporate Family, Worldwide Server Systems Factory Revenue, Third Quarter of 2012 (Revenues are in $ Millions)

Vendor	3Q12 Revenue	3Q12 Market Share
1. IBM	$3,502	28.7%
2. HP	$3,339	27.3%
3. Dell	$2,086	17.1%
4. Oracle	$588	4.8%
5. Fujitsu	$465	3.8%
Others	$2,238	18.3%
All Vendors	$12,219	100%

Source: IDC Worldwide Quarterly Server Tracker, November 2012.

The blade server market, according to a report released by International Data Corporation (IDC) in November 2012, “continued its solid growth in the quarter with factory revenue increasing 6.3% year over year and shipment growth increasing by 4.1% compared to 2Q11. Overall, bladed servers, including x86, EPIC, and RISC blades, accounted for $2.1 billion in revenues, representing 16.9% of quarterly server market revenue, a record high. More than 90% of all blade revenue is driven by x86-based blades, which now represent 22.1% of all x86 server revenue. HP maintained the number 1 spot in the server blade market in 2Q12 with 51.5% revenue share, while IBM finished with 15.9% revenue share. Cisco and Dell rounded out the top 4 with 13.8% and 8.1% factory revenue share, respectively.”

"IDC is observing an increasing trend towards form factor specialization in the market, as both blade and density optimized servers continue to outperform the general market," said Jed Scaramella, research manager, Enterprise Servers at IDC. "Together, blade and density optimized servers grew 15% in annual revenue and now represent 22% of the market. These modular form factors are expected to continue to gain adoption, with blades targeting virtualized environments in enterprises and density optimized servers targeting large-scale homogeneous environments in datacenters."

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We believe that Servergy is attractively positioned at the intersection of a number of highly dynamic and lucrative industries, including:

The global data center industry explosion and revolution is supported by the following:

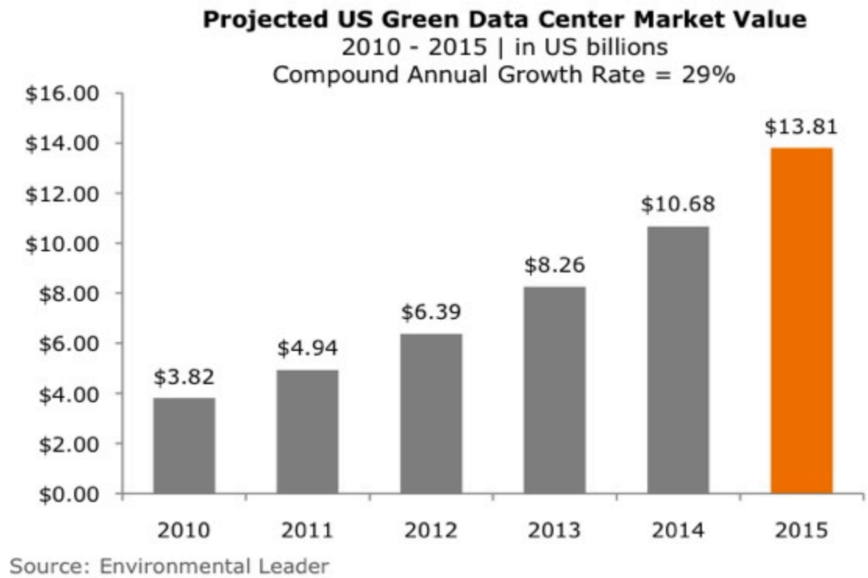
- By 2015, almost 30% of the investments in the $150B data center market will be in energy-efficiency technologies [like Servergy]. – Pike Research
- Data centers are taking over the world and "Data Centers have become as vital to the functioning of society as power stations." – The Economist
- "Data centers have become the nerve centers of business and society." – NY Times
- "As much as 80% of all data centers are in need of overhauling…out of space and/or out of power…" – Gartner Research
- "The energy impact of data centers is responsible for 2% of global carbon emissions today and use 80 million megawatt-hours of energy annually, almost 1.5 times the amount of electricity used by the whole of New York City." – US Department of Energy
- In 2012, there were estimated to be over 509,000 data centers globally according to Emerson powered by over 44 million servers.
- By 2015 there will be 2B more people online, 75X more data center traffic, 10X more servers than today. – IDC Research

GREEN DATA CENTER MARKET

The global industrial "Cleantech" revolution supports the green data center market. Servergy is positioning itself to enter this market as the Company continues to develop next generation green (i.e., Eco-friendly) ultra-high-performance *Cleantech Servers* ® (i.e., Energy-efficient) for Global 2000/Fortune 1000 large data centers; and through a new server price/performance class and industry category.

The global green data center market is supported by the following:

- Cleantech has been a leading VC investment sector in the Economy. Valuation multiples for cleantech ventures can run 15 X EBITDA and higher… – Company Research
- M&A transactions involving clean technology totaled 46 transactions in 3Q12, of which totals were disclosed for 16 transactions totaling $6.92 billion. – Cleantech Group
- There were 11 clean technology IPOs raising a total of $742 million during the quarter in 3Q12 – Cleantech Group
- New data shows $45B in green data center building by 2016. – Pike Research



Servergy management believes that its low power computing server technology will have an impact on not just the server industry itself, but all other industries that rely on low power computing data storage for their success.

U.S. ENERGY EFFICIENCY SECTOR

"The world is at a crossroads. Each year, energy consumption increases and more greenhouse gases are emitted into the atmosphere. By 2020, one-third of the world's population may lack access to clean water, air, and affordable energy. That same year, it's estimated that U.S. energy demands will have risen 40 percent from today's levels, an increase that far outpaces the nation's energy production capabilities. If steps aren't soon taken, tomorrow's generation will inherit a world that looks vastly different than today's. [Energy-efficiency] is one of the most pressing problems we face in the 21st century." -- U.S. Berkley Labs

Servergy's green/clean servers are part of a sub-category known as "energy-efficiency" clean technology, or cleantech. The Energy Efficiency segment of the Cleantech Industry is well on its way to becoming the #1 Cleantech Segment according to the Cleantech Group.

- "There is a freight train coming that most people do not see, and it is that you are going to run out of power and you will not be able to keep your data center cool enough." -- Rob Bernard, Chief Environmental Strategist for Microsoft.
- "Power looms larger than space in the data center's future – in the next five years, more than 90% of data centers will be interrupted at least once because of power constrictions." -- NY Times

On a broad scale, we believe that energy-efficiency is mission-critical key to sustaining a green future on our planet. Today, there is more energy lost than energy used.

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Why is there a renewed focus on energy and efficiency? We believe that the transformation to a much more energy-productive economy is in process with a palpable shift in the opinions and preferences of policymakers and businesses leaders that may already be changing the market dynamics compared to standard economic forecasts. Consumers also appear to be responding more positively to an array of market drivers and influences shaping the nation's energy productivity.

Among the major influences are:

- Rising and more volatile energy prices
- Tight delivery capacity for conventional energy supplies
- Increased urgency in responding to the climate challenge
- Growing consumer and investor concerns about energy industry responsibility
- Accelerated pressure from global competition
- The rapid pace of technological advancement.

Taken together, these six drivers have created a new and increasingly fertile environment for energy efficiency investments.

"Total investments in more energy efficiency technologies could increase the annual energy efficiency market by nearly $400 billion by 2030, resulting in an annual efficiency market of more than $700 billion in 2030." – U.S. Energy-Efficient Market Report, American Counsel for an Energy-Efficient Economy, May 2008

MARKET SUMMARY

MARKET NEED AND VALIDATION

"Data Centers have become as vital to the functioning of society as power stations." – The Economist

"Data centers have become the nerve centers of business and society." – NY Times

"Because the majority of data-centers are aging, between 10 and 20 years old, and are getting close to the end of their useful lives; and as much as 80% of all data centers are in need of overhauling…" – Gartner Research

"The blade server market, according to a report released by International Data Corporation (IDC) in November 2012, "continued its solid growth in the quarter with factory revenue increasing 6.3% year over year and shipment growth increasing by 4.1% compared to 2Q11. Overall, blade servers accounted for $2.1 billion in revenues, representing 16.9% of quarterly server market revenue, a record high." – IDC

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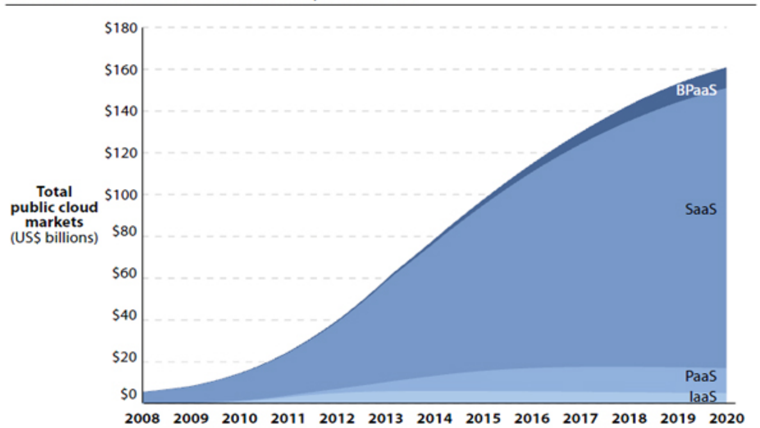
"There's no mistaking it: The data center industry is hot. Data center stocks are outpacing the broader market, and there's been a flurry of acquisitions and IPOs amid strong interest from investors – especially from the private equity sector." -- Data Center Knowledge

Expansion in 2012 – Power related concerns are increasingly driving corporate data center requirements. The need to expand data center capacity will continue into 2012 with 84% of firms definitely/probably expanding their operations in 2012. Based on the previously reported information on the timing of companies' most recent expansion (65%), the projections for expansion in both 2011 and 2012 reflect a consistent trend. – Digital Realty Trust 2011 "What is Driving the US Market?" Report

Forecast: Global Public Cloud Market Size, 2011 To 2020



	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
BPaaS ($)	0.15	0.23	0.35	0.53	0.80	1.26	1.95	2.93	4.28	6.00	7.66	9.08	10.02
SaaS ($)	5.56	8.09	13.40	21.21	33.09	47.22	63.19	78.43	92.75	105.49	116.39	125.52	132.57
PaaS ($)	0.05	0.12	0.31	0.82	2.08	4.38	7.39	9.80	11.26	11.94	12.15	12.10	11.91
IaaS ($)	0.06	0.24	1.02	2.94	4.99	5.75	5.89	5.82	5.65	5.45	5.23	5.01	4.78

58161 Source: Forrester Research, Inc.

LARGE ENTERPRISE DATA CENTER MARKET

"…about half of the Forbes Global 2000 companies will spend more on energy than on hardware such as servers. Energy costs, now about 10% of the average IT budget, could rise to 50% in a matter of years." Rakesh Kumar, Gartner Analyst Source: Businessweek.com CEO Guide to Green Computing

An *itworld.com* article discusses the gap in the marketplace that we intend to fill – "The hardware industry has fallen short… You guys don't get it…The servers have to be cheap and super power efficient…" – Jonathan Heiliger, VP Operations, Facebook

More than four out of five data center companies surveyed are planning data center expansions in the next 12 to 24 months. This is a reflection of how companies view their data centers as critical assets for increasing productivity while reducing costs. "Current facilities are not highly energy efficient," the [Digital Realty Trust] concluded.

COMPANY OVERVIEW

Note, many large companies have over 40,000+ servers – Companies like Google have over 450,000 servers; and growing… See link at Data Center Knowledge on "Who has the Most Servers?" (Note: The latest data actually puts Google servers to somewhere closer to 1,000,000 servers; and growing…)

"Data center use is only projected to grow as we become more reliant on cloud computing. According to EL Insights, by 2020, data centers and telecom infrastructure that fuel our cloud computing habits will require nearly 2 billion kilowatt hours of energy (compared to 623 million today). Any by 2020, server farms and data centers will produce a whopping 257 metric tons of carbon dioxide annually." Fast Company

"Storing 1.2 zettabytes of information (that's more than a trillion gigabytes) requires the construction increasingly massive data centers whose voracious appetite for power consumes 3 percent of U.S. electricity, while personal devices comprise 15 percent of home electricity use--a figure projected to triple by 2030, equivalent to the demand of the American and Japanese home markets combined." Fast Company

REASON FOR MARKET EXPANSION

The influx of new applications is forcing today's corporate data center planners to place more emphasis on power related issues than ever before. This trend is evidenced by the inclusion of energy efficiency and power capability within the top four reasons cited by respondents for their need to expand. – Digital Realty Trust 2011 "What is Driving the US Market?" Report

"Because the majority of data-centers are aging, between 10 and 20 years old, and are getting close to the end of their useful lives – Gartner estimates that as many as 80% of data centers are in need of overhauling – Chernicoff [author – The shortcut guide to data center energy efficiency] says he's getting more calls than ever about energy efficiency in data-centers" - GreenBiz.com

SERVICES

There are many ancillary services, such as training, consulting, financing and support, that Servergy will consider developing and growing as we go forward and work with best-in-class partners. Each of the many services the Company could provide could generate incremental revenue streams, especially after we get our core server sales and production pipelines firmly established.

We anticipate developing these service revenue streams in the future and growing them, in a rapid but sensible manner with our rapidly growing list of top partners globally (see www.servergy .com/partners). Initially, to manage risks, costs and complexity, we anticipate any service fees being in the form of commission fees to Servergy from referrals to the top global strategic channel partners, like Avnet (NYSE: AVT), it develops to assist in about selling and in financing, installing, training, maintaining, and/or supporting Servergy's next generation green Cleantech Server ® technology and products.

INDUSTRY ANALYSTS

Servergy's strategy and servers have been positively reviewed by industry analysts, both as to technological features, functionality and competitive position in the market.

"[Global 2013] Servergy is #4 on the Top 10 List for disruptive startup tech plays" – EE Times January 23, 2013.

"…Along with IBM, Servergy is the only company currently making Power-based servers." Elusive start-up pits IBM Power servers against x86, ARM." – EE Times October 23, 2012.

"…startup Servergy has opted to use a Power-based system on a chip (SoC) as the basis for its new Cleantech Server, in which it combines hyper-efficiency with high performance – two criteria that are typically at opposite ends of the spectrum. Servergy has come up with specially engineered servers using 'brawny' CPUs, but also offering high-density form factors, reduced physical and energy footprints, and high throughput to support enterprise workloads such as Oracle database. It's taking preorders for 2013. -- 451 Report November 9, 2012.

"Servergy is part of a new movement to reduce blade servers to meet new requirements of higher efficiency, density and I/O bandwidth – after all, the first blade servers are coming up to 15 years old now. The startup is applying some of the lessons learned from recent projects to build more efficient, denser services, but instead of going for the obvious choice of processor cores – the ARM Chip – Servergy has opted to work with Freescale Semiconductor on the Power Architecture-based CoreMark SoC, meaning that it will have fewer credibility problems pitching to those customers focused on heavy workloads, such as Oracle. Srvergy will have to leverage a combination of Freescale, the Linux Foundation and Power.org – along with partners such as Oracle – to help it fill in the gaps, particularly for virtualization and cloud components. That may be tough, since few others besides IBM are using Power for enterprise servers, although bright spots in the defense and HPC markets should help Servergy some early traction and credibility." -- 451 Report November 9, 2012.

"Servergy isn't giving away too much detail about its Cleantech Server product line,… The resulting servers, using half-length, half-depth blades that don't require an expensive backplane, fit in a footprint the size of a legal pad, with four servers fitting into a 1U space…"-- 451 Report November 9, 2012.

"… the weight is important as demand for datacenters grows in cities such as New York – where each floor of an old building may contain its own datacenter, and there are weight, space and power restrictions…"-- 451 Report November 9, 2012.

"Moving forward, we would expect Cleantech Servers to evolve toward converged infrastructure systems incorporating storage and networking capabilities…" -- 451 Report November 9, 2012.

"It is important remembering that the last two startups to encroach on IBM's Power portfolio…were both swallowed up in acquisitions by IBM… Servergy bucks the trend by choosing Power for its new hyper-efficient high-power server." -- 451 Report November 9, 2012.

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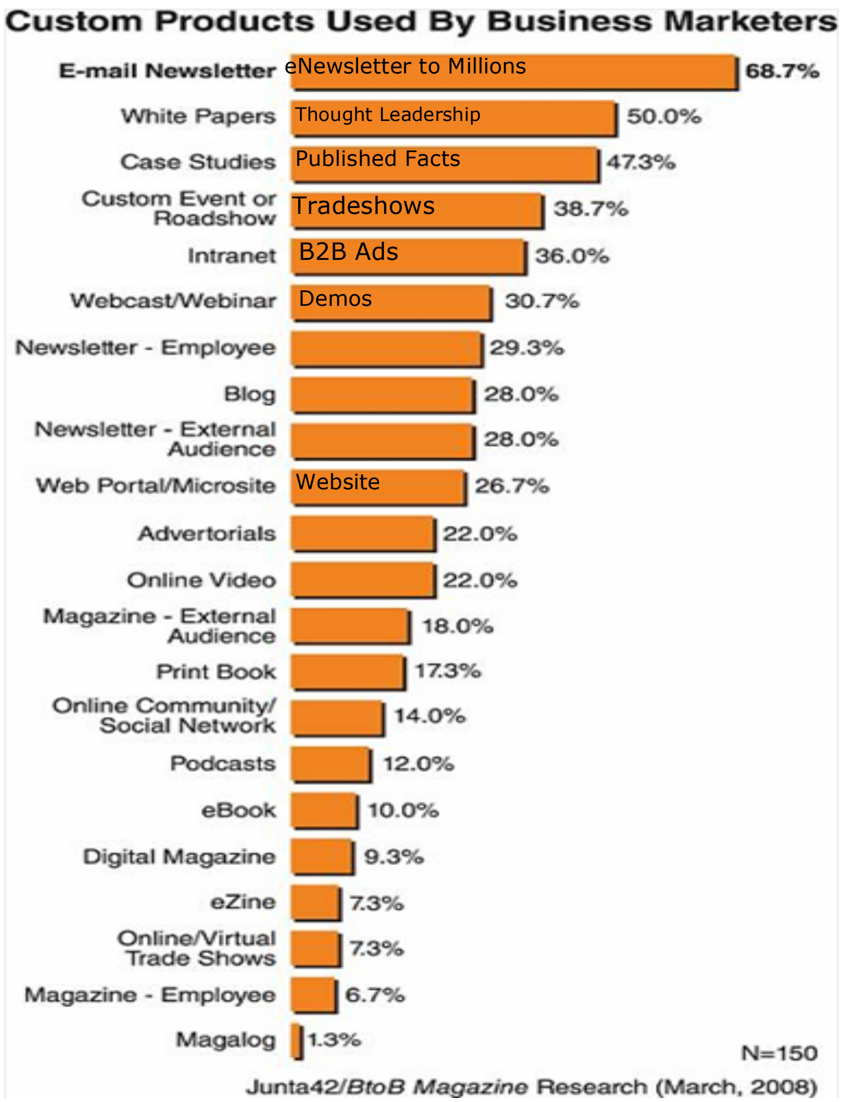
MARKETING MIX

Servergy plans to use some of the following top B2B marketing tools through each of our sales channels and top global partners to reach its targeted data center markets to grow the worldwide brand and sales using:



V. LEADERSHIP

End of Private Placement Memorandum

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