Confidential Private
Placement Memorandum
Memorandum No. ____

Insert LLP Name

A Colorado Limited Liability Partnership

Up to $4,392,0000 of
Limited Liability Partnership Units (“Units”)
Offered in 1800 Units of $2,440.00 Per Unit

Unless Extended, Offering Terminates on January 3, 2003

*(INSERT LLP NAME)*is a Colorado Limited Liability Partnership formed for the purpose of financing and owning a Charter granting the Partnership certain rights to sell branded services and products throughout an exclusive commercial Territory comprising Brazil, Portugal, Florida, Fall River and New Bedford MA, RI, Macao, Madeira, the Azores and other areas and acquiring interests in its parent and online banks (see "BUSINESS PLAN").

Minimum Purchase—Ten (10) Units ($24,400) provided that the Managing Partner may accept subscriptions for less than ten (10) Units in the Managing Partner’s discretion.

	Unit Price	Commissions*	Proceeds to Partnership**
Price	$2,440.00	$240.00*	$2,200.00**
Maximum	$4,392,000.00	$570,960.00*	$3,821,040.00**

THE OFFER AND SALE OF THE LIMITED LIABILITY PARTNERSHIP (“UNITS”) DESCRIBED HEREIN IS NOT BEING REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, OR UNDER ANY STATE'S SECURITIES ACTS IN RELIANCE UPON AVAILABLE EXEMPTIONS FROM SUCH ACTS' REGISTRATION REQUIREMENTS. UNITS PURCHASED HEREUNDER MAY BE SUBJECT TO CERTAIN RESTRICTIONS ON SALE, TRANSFER, HYPOTHECATION OR OTHERWISE. THESE UNITS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION, AND NO SUCH COMMISSION HAS PASSED UPON OR ENDORSED THE MERITS OF THESE UNITS OR THE ACCURACY OR ADEQUACY OF THE MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO PURCHASE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED, AND IT IS NOT AVAILABLE TO RESIDENTS OF NEW HAMPSHIRE, IOWA AND INDIANA. CHANGES IN INFORMATION OCCURING AFTER THE DATE OF THIS MEMORANDUM ARE NOT NECESSARILY REFLECTED HEREIN. PURCHASE OF THESE UNITS INVOLVES A HIGH DEGREE OF RISK. (SEE "NOTICES—RISK FACTORS") *COMMISSIONS STATED REPRESENT THE MINIMUM COMMISSIONS PAYABLE FOR SALES OF THE UNITS. THE INITIAL MANAGING PARTNER IS AUTHORIZED AND INTENDS TO PAY ADDITIONAL COMPENSATION TO THOSE SELLING THE UNITS TO INCENTIVIZE SUCH SALES. IT IS INTENDED THAT NO PERSON OR ENTITY SHALL RECEIVE MORE THAN THIRTEEN PERCENT (13%) OF THE GROSS UNIT SALES PRICE AS DIRECT MONETARY COMPENSATION FOR SALES OF THE UNITS, ALTHOUGH ADDITIONAL EQUITY COMPENSATION MAY BE GRANTED TO SUCH PERSONS OR ENTITIES. **PROCEEDS TO PARTNERSHIP STATED REPRESENT THE MAXIMUM PROCEEDS TO THE PARTNERSHIP IN THE EVENT THAT MINIMUM COMMISSIONS ARE PAID. IN THE EVENT THAT ADDITIONAL COMPENSATION RELATED TO UNIT SALES IS PAID IT IS POSSIBLE THAT THE PROCEEDS TO THE PARTNERSHIP WOULD BE AS LOW AS 87% OF THE FUNDS RAISED BY THE SALE OF UNITS.

(Insert LLP Name)
c/o xxxxx
Address 1
City Name, State ZipCode
Phone

Date of Memorandum: August 5, 2002

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(INSERT LLP NAME)

SUMMARY OF OFFERING

COMPANY OBJECTIVES

(INSERT LLP NAME), a Colorado limited liability partnership (the "Partnership") intends to operate a ____________ license ("Charter"). The Charter will grant the Partnership the right to invest in joint ventures with banks within the chartered sales territory, to acquire retail financial services including brokerages and insurance agencies, to sell merchant payment services, to sell online banking/payments/insurance and trading, to sell multi-media kiosks and kiosk/ATMs, to sell e'Nuff Box hardware and rich media, to sell uniquely private "data-vault" storage service, uniquely private video-phones with electronic wallets, video surveillance featuring mobile phone viewing and to serve as resale agent for online media/software/financial and other services. In addition to the right to own interest in online banking and an interest in a "parent" company for Latin Europe, Latin America (and parts of the USA), the Charter will permit entities established by the Company to sell products/services within this Partnership's Exchange Territory in conjunction with affiliated partners worldwide.

This Exchange Territory comprises all of Brazil, Portugal, Florida, Fall River and New Bedford MA, Rhode Island, Macao, Madeira, Cape Verde, Guinea-Bissau, Sao Tome, Principe and the Azores - an area estimated to encompass 5.21 percent of the global market (See "FINANCIAL MODEL"). The Partnership plans to register entities to do business in the states included within this sales territory..

As part of the consideration for acquiring its Charter for $2,000,000 (USD), the Partnership will additionally receive Options letting the Partnership acquire up to $1 million of equity in its "Parent" company at 15% below any IPO price which may be established for any initial public offering (IPO) of said London-UK-based "Parent" (see "PARENT COMPANY") to be established by the Company and other sales affiliates currently planned to be funded and Chartered to service territories spanning Latin Europe, Latin America and parts of North America. While there can be no assurance as to whether equity market conditions will ever be favorable, were the Parent to "roll-up" affiliated sales Partnerships having profitable retail and online banking interests throughout much of Latin Europe and Latin America, current Partners and independent analysts believe a public market may develop that could lend additional value to both the Units and Options in any such IPO.

To help keep the interests of the Partners and those of the "Parent" aligned, the Partnership will acquire, not only a Charter for an exclusive commercial territory plus the Options described above, but valuable voting equity amounting, at the date the Charter is issued, to 2% of the "Parent". It is expected that, as a group, nine (9) affiliate Exchanges will then be in a position of considerable influence in the councils of the Company's "Parent".

Further, in consideration of sales commission savings, Partners in the Company who pre-subscribe for Units in affiliated Partnerships may qualify to acquire such Units in advance at a discount. Partners are assured of notice in advance and, to receive a discount, must place funds in escrow prior to the registration of such affiliate partnership.

PARENT COMPANY

A London-based "Parent" is in the formative stages. As planned, it will be established by ____________ to serve the product needs (as a "Master Agent") and many of the service needs of the Company, and of eight other Latin Europe / Latin American / U.S. affiliate sales exchanges. As a "master agent" the "parent" company can attract, and contract with, multiple carriers, independent software vendors (ISVs) and providers of financial products. Not only can the Parent develop a "one-stop" shop for the sales Exchanges, it can provide a voice-portal, legal, accounting and call-center support services with economies of scale. Currently expected to be called *Port Guaranty Latin, Ltd. (PGL),* the Company's Options in PGL will, in the event of an IPO, be for up to $1 million of equity in this "parent" or its equivalent at 15% below any initial public offering price. Even if all 1800 Units are sold, "parent" *Port Guaranty Latin*, Ltd., may, if it sees the need, raise and invest additional capital to assist the Company in acquiring online banking, financial services and kiosk/ATM interests in this sales territory, interest in a voice portal and virtual ISPs (VISP) the retail and office infrastructure needed to aggressively generate sales and market share in the Exchange Territory and such other acquisitions as may be deemed necessary or prudent.

MANAGER

The manager for the Partnership is ____________ (the "Initial Managing Partner" or "Managing Partner"). ____________ is a professional management group formed for the purpose of developing and provisioning this venture (see biographical information on Management in the "BUSINESS PLAN—____________"). To enable the planned banking and sales affiliates, ____________ is been actively contracting to tailor, package and provide a stream of services for every Partnership Chartered to sell. (See "BUSINESS PLAN—____________").

COMPANY MANAGEMENT

The Managing Partner will be responsible for the management of the Partnership's day-to-day operations and for carrying out the directives of the Partners. The Managing Partner will be supported in its Partnership management activities by staff and consultants. ____________ Net Management ("____________"), based in Nevis, West Indies, has retained ____________ in New York City to provide turnkey operations management of the Exchange Territory, including coordinating the operational aspects of the relationship between the Partnership and ____________ (see "BUSINESS PLAN—"____________"). All major decisions affecting the Partnership will be made by the Partners in periodically scheduled meetings of the Partners. The first meeting of the Partners shall take place on the date that is thirty days after the date of the sale of the 1800th Partnership Unit, or January 6, 2003, whichever comes first.

DESCRIPTION OF ONLINE MEDIA, FINANCIAL SERVICES AND EBPP/EIPP PROJECTS

The Partnership intends to acquire a Charter granting to the Partnership the exclusive right to invest in, lease or sell financial services for banks, music, movies, books, hardware and software, including highly advanced, patentable security products, iris and voice-print authentication in mobile phones specially engineered to dramatically reduce online merchants' transaction costs, merchant payment / *"merchant acquisition"* services, kiosks, ATMs (and combination multimedia kiosk/ATMs, dynamic Customer Resource Management (eCRM), voice and fax over the Internet (VoIp and FoIP), virtual office and leased 2-way mobile video conferencing phones linked by speech control to surveillance products (like "nanny cam" viewing on cell phones), set-top boxes controlled by speaking into Bluetooth equipped cell phones that won't let children view sex channels and voice portals (See "BUSINESS PLAN").

The Partnership's strategic affiliation with ____________'s planned international *"Round Table"* of experts and the Partnership's planned international force of in-house sales agents, the "parent's" expert sales engineers, distance learning experts, value-added resellers (VARs) and independent sales representatives ("ISR's"), should combine to ensure the Partnership access to proprietary turnkey products and support systems including uniquely high compression that permits streaming of encrypted multi-media images at broadband frame rates over low-cost narrow-band mobile phone networks (BoN) and unique optical signal processing and pattern recognition to lend substantial intelligence and excitement to secure combination mobile-phone/cameras.

It is expected that, ____________'s ____________agreements with leading pattern recognition and speech technology providers like Sensory, Inc. will permit the Partnership to sell a *Safe Zone Card "merchant acquisition"* service that, by comparison with other card service like VISA, cuts online merchants' total transaction costs in half. It is expected to do this as early as 2004 by eliminating fraudulent refutations of purchases online. The cost of this "chargeback" fraud — the card issuing banks' penalty fee (typically£27 or $40 USD) plus the cost of goods plus mitigation costs and labor exceeds 3% of online revenue from credit cards. Credit cards account for 95% of US online purchases. By cutting online payment costs, in mid-2000 *PayPal*™ was enrolling 20,000 Internet buyer accounts per day and 50,000 sellers per month. Seizing the opportunity, French bank Credit Agricole invested £20 million in *PayPal*™.

However, for US *"dot-com"* merchants, *"chargebacks"* appear to have represented about one-half of the 6.5% transaction cost of their electronic bill payment activity with VISA or MasterCard and their network of "merchant acquisition" companies. In 2000, *"chargeback"* fraud rose 50% in Europe.

By selling a *SafeZone Card* alternative payment system featuring voice-print, finger-print (and other) biometric means of buyer authentication starting in 2003, the Partnership expects to be in a unique position — offering online merchant's far more than *PayPal*™. Expert forecasts indicate that, just in the £140 billion mobile commerce (m-