



THE
WIRELESS
MARKETING GROUP^{inc}

A CALIFORNIA LLC

WIRELESS MARKETING GROUP, LLC

CONFIDENTIAL

\$250,000

250 Unit(s)

\$10,000 USD Per Unit

WIRELESS MARKETING GROUP, LLC is offering a maximum of Two Hundred Fifty (250) units (the "Unit(s)") in the Company. There is no public market for the Unit(s) or any other securities of the Company and no such market will develop as a result of this offering. No person has been authorized to give any information or to make any representations in connection with the offer made herein, nor has any person been authorized to give any information or make any representations other than those contained herein, and if given or made, such information or representations must not be relied upon.

THE UNIT(S) OFFERED HEREIN ARE HIGHLY SPECULATIVE AND MEMBERSHIP IN THE COMPANY INVOLVES A HIGH DEGREE OF RISK AND IMMEDIATE AND SUBSTANTIAL DILUTION FROM THE OFFERING PRICE. SEE "RISK FACTORS" AND "DILUTION." THE UNIT(S) HAVE NOT BEEN REGISTERED UNDER THE SECURITIES LAWS OF THE CALIFORNIA OR APPLICABLE SECURITIES LAWS AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THESE LAWS. THE UNIT(S) HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS ANY OTHER REGULATORY BODY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE UNLAWFUL. THE UNIT(S) MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER APPLICABLE SECURITIES LAWS OR AN OPINION OF COUNSEL IN FORM AND SUBSTANCE ACCEPTABLE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

	Number of Unit(s) Offered ⁽¹⁾	Offering Price	Selling Commissions ^{(2) (3)}	Proceeds to Company ⁽⁴⁾
Per Unit(s)	10	\$10,000	\$2,000	\$8,000
Total Maximum	250	\$250,000	\$50,000	\$200,000

- (1) The Company is offering a maximum of 250 of the Unit(s) at the price indicated.
- (2) They also have agreed to indemnify the Placement Agent against certain civil liabilities, including liabilities under securities Law.
- (3) The Company has agreed to offer the Unit(s) on an agency and "best efforts" basis. The offering will be terminated when the maximum number of shares are sold.
- (4) The maximum contribution is \$250,000 subject to the Company's right to accept a lesser amount.

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The date of this memorandum is April 15, 2014

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MEMORANDUM

CONCEPT SUMMARY

WIRELESS MARKETING GROUP, LLC (WMG) is offering to qualified and highly motivated individuals the opportunity to participate in a unique and exclusive marketing effort based upon the expected rapid expansion of mobile phone subscribers in the United States.

The Company has built a loyal nationwide customer base using a unique direct sales marketing technique and is now poised for explosive nationwide expansion.

WMG provides a unique marketing campaign while offering subscribers...

- The ability to keep their current mobile phone provider.
- The ability to obtain a significantly discounted smart phone and monthly plan.
- A free upgrade each year to the smartphone of their choice.
- The opportunity to obtain FREE monthly service.

The Company offers each prospective member...

- The opportunity to participate in an existing marketing concept within a burgeoning and rapidly expanding market.
- The Company's competitive advantage is a unique reseller agreement developed and offered exclusively to the Company.
- The Company's Managing Partners have insight, creativity and experience.
- The Company has developed and implemented a simple, efficient and cost effective direct selling method which, reduces overhead and allows for substantially greater profits for members.



Estimated Expansion and Growth

⇒ Estimated Subscriber Base 2014	7,000
⇒ Estimated Subscriber Base 2015	33,000
⇒ Estimated Subscriber Base 2016	157,000
⇒ Estimated Gross Revenue 2014	\$1,450,000
⇒ Estimated Gross Revenue 2015	\$10,600,000
⇒ Estimated Gross Revenue 2016	\$50,500,000

Member Opportunities

Its expected net revenues of the company will be distributed (less any reasonable amount needed for operations) on an annual basis. The following amounts represent an estimate of the potential opportunity for a member.

Assumptions

- ⇒ Net Income Retained for future expenditures to be determined by the membership on an annual basis
- ⇒ 250 Member Units Sold / \$1,000 Per Unit

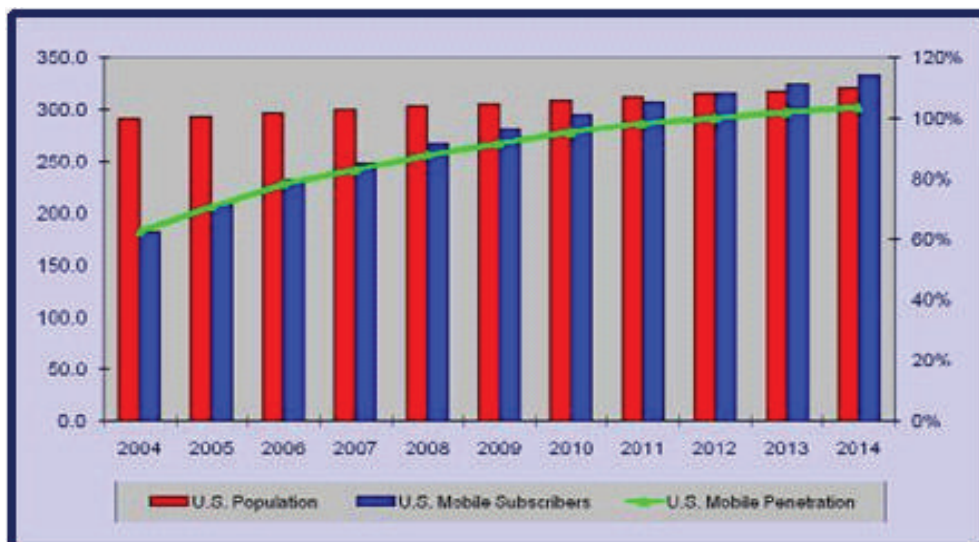
	Subscribers	Commission	Potential Member Payout		
			10 Units	20 Units	50 Units
Year 1	7,000	\$100	\$ 28,000	\$ 56,000	\$ 140,000
Year 2	33,250	\$100	\$ 133,000	\$266,000	\$ 665,000
Year 3	157,938	\$100	\$ 631,175	\$1,262,350	\$ 3,158,760

This Memorandum contains certain forward-looking statements concerning the Company's future operations, economic performance, financial condition, and financing plans, including such things as business strategy and measures to implement that strategy, competitive strengths, and goals, growth of the Company's business and operations, and references to possible future success. These statements are based on certain assumptions and analyses made by the Company in light of the Company's experience and its perception of historical trends, current conditions, and expected future developments, as well as other factors the Company believes are appropriate in the circumstances. Such forward-looking statements are subject to risks, uncertainties, and other factors, which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. The most significant of such risks, uncertainties and other factors are discussed under the heading "Risk Factors" of this Memorandum. Consequently, all the forward-looking statements made in this Memorandum are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company or its business or operations.

Introduction

The following summary is qualified in its entirety by the detailed information appearing elsewhere in this memorandum. See "Risk Factors" for information to be considered by affiliated parties. This Memorandum (the "Memorandum") has been prepared for your review and to showcase the Company's services offering and the expected financial impact on the Company and its shareowners for the period 2014-2017.

Mobile use is skyrocketing and in 2013, mobile subscriptions actually exceeded the US population. This combined with the "great mobile shift" whereby the entire communications industry is moving to cloud based application services which require a robust data plan and an additional 28,000 new cell towers built and online since 2010, this immense penetration and future growth is here for the foreseeable future



- ⇒ 97% of adults have a cell phone. (Up 4% from 2012)
- ⇒ Of these, 56% of those phones are considered "smart phones"
- ⇒ The cellular phone is the most quickly adopted technology in history.
- ⇒ Cell phones are seen as key to actively participating in your community.
- ⇒ 29% of users describe their phone as something they can't live without.

Services Description

WMG has negotiated an exclusive agreement to provide mobile users with a highly competitive rate on the nation's largest networks and providing each subscriber with a new state of the art handset on an annual basis.

Once a subscriber selects Wireless Marketing Group, LLC to provide their wireless needs:

- ⇒ The new subscriber is enrolled with a national wireless carrier (including AT&T, Sprint, Verizon and T-Mobile, among others. The \$65 per month for the unlimited plan, far below national averages).
- ⇒ The new subscriber receives a new smartphone for use with their new plan. Cost: \$200, substantially under retail pricing

Referrals

Additionally, the Company's direct referral model allows subscribers to earn free monthly service.

- ⇒ For every customer referred by a subscriber, a \$65 credit is added to offset the referring subscriber's monthly bill.

Startup

<i>Startup – Year 1 Expenditures</i>	
Furniture, Fixtures and Equipment - General	\$10,000
Furniture, Fixtures and Equipment - Technology	\$140,000
Insurance	\$2,000
Rent and Utilities	\$35,000
Legal and Accounting	\$2,500
Licenses and Permits	\$500
Supplies	\$2,000
Miscellaneous	\$8,000
Total Startup Expenses	\$200,000
Total Requirements	\$200,000

Sales Forecast Summary

The following information represents the Company's annual, forecasted sales divided by service type and is based upon a prediction of future sales over a specific period of time, based on past performance of services in the target market, standardized COLA and inflation rates, organizational spending patterns and market trends. In the preparation of a comprehensive operating plan, the Company created sales forecasts to help and develop an operating budget allocating marketing resources, while monitoring the competition and the product environment.

<i>Sales Forecast</i>			
	Year 1	Year 2	Year 3
Unit Sales			
Subscriber Sales	7,000	33,250	157,938
Residual Income	0	399,000	1,895,250
Total Unit Sales	7,000	432,250	2,053,188
Unit Prices	Year 1	Year 2	Year 3
Subscriber Sales	\$100.00	\$100.00	\$100.00
Residual Income	\$0.00	\$10.00	\$10.00
Sales			
Subscriber Sales	\$1,400,000	\$6,650,000	\$31,587,500
Residual Income	\$0	\$3,990,000	\$18,952,500
Total Sales	\$1,400,000	\$10,640,000	\$50,540,000
Direct Unit Costs	Year 1	Year 2	Year 3
Subscriber Sales	\$100.00	\$100.00	\$100.00
Residual Income	\$0.00	\$10.00	\$10.00
Direct Cost of Sales			
Subscriber Sales	\$700,000	\$3,325,000	\$15,793,750
Residual Income	\$0	\$399,000	\$1,895,250
Subtotal Direct Cost of Sales	\$700,000	\$3,724,000	\$17,689,000

The Offering

The Company is offering a maximum of two hundred fifty units at \$1,000 per unit. The minimum purchase per member subject to the terms and conditions of the offering is ten thousand dollars (\$10,000) or 10 units of the outstanding Member Interest of WMG.

Primary Target Market

- ⇒ Geographic: WIRELESS MARKETING GROUP's target customers will be individuals located throughout the United States
- ⇒ Demographic: Demographics define what buyers commonly need. Market segments in terms of Demographics point of view, include:
 - 21-75 Years Old
 - Male and Female
 - Above \$20,000

MARKETING



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Marketing Plan

Marketing Summary

Through effective use of resources, the Company's marketing goal is to position WMG as the primary mobile services direct selling firm in North America while providing consistent opportunities for growth and increased market penetration. In order to create and market the Company's brand and to accomplish a pinnacle position in the mobile subscription marketing channel, an aggressive, internal marketing program is planned. This effort will consist of traditional and online marketing components with an emphasis on automation.

Marketing Strategies

WIRELESS MARKETING GROUP uses a participant, direct selling model as its primary promotional strategy to persuade existing and potential customers to subscribe to the mobile services offered by WMG's partner organizations and in an effort to:

- ⇒ Boost Consumer Confidence for Services Provided by WMG Partners
- ⇒ Create Awareness of the Subscriber Benefits
- ⇒ Reward Active Participants
- ⇒ Create Goodwill and Build a Favorable Image

STEP 1

Current subscribers provide a warm lead to WMG. An automated contact is made with the lead.

STEP 2

Trained and experienced marketing staff follow up with the lead in an effort to "close the sale"

STEP 3

Once the initial payment of \$265 is made (\$200 for the purchase of the phone and \$65 for the initial month's subscription fee) an account is created, a new smartphone is shipped and the customer enjoys the service.

STEP 4

After the initial payment is made, the subscriber pays the monthly fee of \$65 for the duration of the initial 12 month period.

STEP 5

After the initial 12 month term and every 12 months thereafter, the subscriber is entitled to a free smartphone upgrade with a one (1) year commitment to our service.



Financials

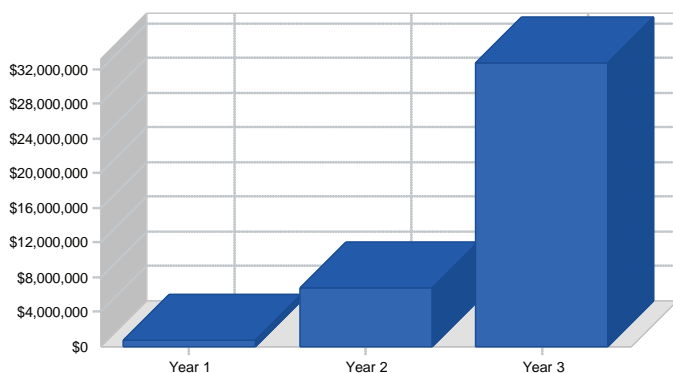
Sensitivity Analysis

The demand for high quality and unlimited mobile plans is expected to rise over the short, medium and longer term. The Company's marketing concept have be developed to create initial and support consistent revenue and subscriber growth.

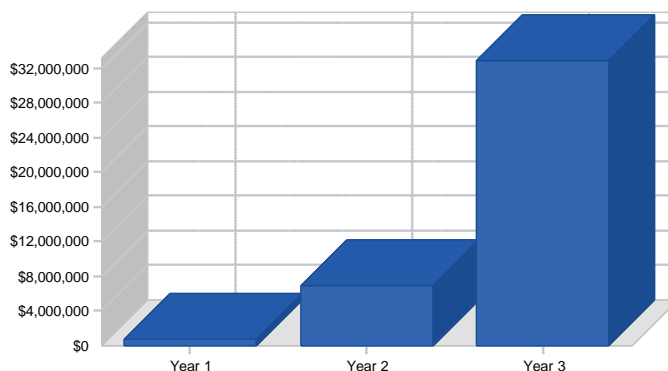
Profit and Loss Statement

<i>Pro Forma Profit and Loss</i>		Year 1	Year 2	Year 3
Sales		\$1,400,000	\$10,640,000	\$50,540,000
Direct Cost of Sales		\$700,000	\$3,724,000	\$17,689,000
Total Cost of Sales		\$700,000	\$3,724,000	\$17,689,000
Gross Margin		\$700,000	\$6,916,000	\$32,851,000
Gross Margin %		50.00%	65.00%	65.00%
Expenses				
General and Administrative		\$0	\$100,000	\$100,000
Expansion Funding		\$0	\$100,000	\$100,000
Total Operating Expenses		\$0	\$200,000	\$200,000
Profit Before Interest and Taxes		\$700,000	\$6,716,000	\$32,651,000
EBITDA		\$700,000	\$6,716,000	\$32,651,000
Net Profit		\$700,000	\$6,716,000	\$32,651,000

Profit Yearly



Gross Margin Yearly



Cash Flow Statement

<i>Pro Forma Cash Flow</i>			
	Year 1	Year 2	Year 3
Cash Received			
Cash from Operations			
Cash Sales	\$1,400,000	\$10,640,000	\$50,540,000
Subtotal Cash from Operations	\$1,400,000	\$10,640,000	\$50,540,000
Expenditures	Year 1	Year 2	Year 3
Expenditures from Operations			
Cash Spending	\$700,000	\$3,924,000	\$17,889,000
Subtotal Spent on Operations	\$700,000	\$3,924,000	\$17,889,000
Net Cash Flow	\$700,000	\$6,716,000	\$32,651,000
Cash Balance	\$700,000	\$7,416,000	\$40,067,000

Balance Sheet

<i>Pro Forma Balance Sheet</i>			
	Year 1	Year 2	Year 3
Assets			
Current Assets			
Cash	\$700,000	\$2,416,000	\$10,067,000
Total Current Assets	\$700,000	\$2,416,000	\$10,067,000
Long-term Assets			
Total Assets	\$700,000	\$2,416,000	\$10,067,000
Liabilities and Capital	Year 1	Year 2	Year 3
Current Liabilities			
Paid-in Capital	\$200,000	\$200,000	\$200,000
Retained Earnings	(\$200,000)	(\$4,500,000)	(\$22,784,000)
Earnings	\$700,000	\$6,716,000	\$32,651,000
Total Capital	\$700,000	\$2,416,000	\$10,067,000
Total Liabilities and Capital	\$700,000	\$2,416,000	\$10,067,000
Net Worth	\$700,000	\$2,416,000	\$10,067,000



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Subscription Agreement

Acknowledgments

The undersigned understands and acknowledges that

- a. The Company has no financial or operating history;
- b. There are substantial risks incident to the ownership of Units and membership is speculative and involves a high degree of risk of loss by the undersigned of the undersigned's entire interest in the Company;
- c. The undersigned has been advised to consult the undersigned's own attorney concerning the Company and to consult with independent tax counsel regarding the tax considerations of participating in the Company;
- d. The tax considerations to the undersigned are unknown by the Company and will depend on his/her particular circumstances;
- e. The financial projections in the Memorandum are estimates only, based upon assumptions that may be incorrect, so there can be no assurance of their accuracy. The Company may be audited by local, state or national regulatory agencies and deductions shown in the financial projections may be challenged by the Internal Revenue Service;
- f. The offering has not been registered under any applicable securities laws;
- g. No government agency has passed upon the Units or made any finding or determination concerning the fairness of membership;
- h. A purchaser of Units must bear the economic risk of membership for an indefinite period of time because the Units may not be sold, pledged, or otherwise transferred in the absence of an effective registration under federal and applicable state law or an opinion by counsel to the Company that such registration is not required;
- i. The Company is under no obligation to register the sale, transfer, or other disposition of Units by it or on its behalf or to take any other action necessary in order to make compliance with an exemption from registration or qualification available;
- j. The undersigned will not make any sale, transfer or other disposition of Units except in compliance with the Act and its Rules and Regulations;
- k. The transferability or other disposition of Units is further restricted by the By Laws.

Representations

The undersigned represents and warrants as follows:

- a. The undersigned has read and is familiar with the Memorandum and all its exhibits;
- b. The undersigned has carefully reviewed and understands the risks of a purchase of Units, including the risks set forth in the Memorandum and in this Agreement;
- c. The undersigned and his/her representatives, if any, have been furnished all materials relating to the Company and its proposed activities, the offering of Units or anything set forth in the Memorandum that they have requested, and have been afforded the opportunity to obtain any additional information necessary to verify the accuracy of any representations or information set forth in the Memorandum;
- d. The Company has answered all inquiries that the undersigned and his/her representatives, if any, have put to it concerning the Company and its proposed activities and any other matters without limit;
- e. The undersigned has not distributed the Memorandum to anyone other than his/her lawyer, accountant, or other financial advisors; no one except such advisors has used this Memorandum and he/she has not made any copies of it;
- f. The undersigned person is at least 21 years of age;
- g. The undersigned is obtaining the Units for his/her own account and not with a view or intention to resell or distribute the same, and has no present intention, agreement or arrangement to divide his/her participation with others or to resell, assign, transfer, or otherwise dispose of all or any part of the Units for which the undersigned has subscribed;
- h. The undersigned understands that Units must be held indefinitely unless (i) distribution of Units is subsequently registered for resale under the Act or applicable state law or (ii) in the opinion of counsel acceptable to the Company, some other exemption from registration is available;
- i. The undersigned is not relying upon the Company for investment, legal, accounting, financial, or tax advice in connection with the undersigned's evaluation of the risks and merits of membership in the Company and the consequences to the undersigned of membership. In addition, the undersigned has not directly or indirectly received, and is not relying upon, any legal, tax, financial or investment advice from the attorneys, accountants, or other advisors who assisted the Company in the preparation of the By Laws or the Memorandum.

Adoption of Operating Agreement

The undersigned adopts, accepts, and agrees to be bound by all of the terms and provisions of the By Laws and to perform all obligations imposed on a Unit owners with respect to the Units purchased. On acceptance of this Subscription Agreement by the Company, the undersigned shall become a Member.

Indemnification

The undersigned shall indemnify the Company and its agents and hold them harmless from and against any and all liability, damage, cost, or expense, including attorney's fees, incurred on account of or arising out of:

- i. Any inaccuracy in the undersigned's declarations, representations, and warranties set forth in this document or in any other communication to the Company;
- ii. The disposition of any of the Units contrary to the undersigned's foregoing declarations, representations, and warranties; and
- iii. Any action, suit, or proceeding based on (1) the claim that declarations, representations, or warranties were inaccurate or misleading or otherwise cause for obtaining damages or redress from the Management, the Company, or the agents of either one; or (2) the disposition of any of the Units or any part of them.

Subscription for Units

Number of Units (including fractions thereof) subscribed for: _____

Shareowner Information: (The information below should be consistent with the form of ownership).
Please print:

Name: _____

If entity named above, by: _____

Taxpayer I.D. Number: _____

Business Address (including zip code): _____

Business Phone: () _____

Residence Address : _____

Residence Phone: () _____

Dated this _____ day of _____, 2014.

By: _____ By: _____

Please return this Subscription Agreement to:

WIRELESS MARKETING GROUP, LLC



ACCEPTANCE

WIRELESS MARKETING GROUP, LLC hereby accepts this subscription for membership in the Company, in the Units and amounts under the terms set forth above:

WIRELESS MARKETING GROUP, LLC

By: _____



THE
WIRELESS
MARKETING GROUP_{inc}

A CALIFORNIA LLC

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