

Open until: 08/15/2019

OFFERING STATEMENT

3,000 Units of Corporate Bonds at \$100 per Unit			
	<i># Of Units</i>	<i>Total Proceeds</i>	<i>Net Proceeds</i>
<i>Target Offering</i>	125	\$125,000	\$116,250
<i>Maximum Amount</i>	250	\$250,000	\$232,500

THE COMPANY

1. Name of issuer: Singularity, LLC

ELIGIBILITY

2. Check this box to certify that all of the following statements are true for the issuer:

No exemption under Section 4.T of the Act and this Section shall be available for a sale of securities if the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20% or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power, any promoter connected with the issuer in any capacity at the time of the sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with the sales of securities, or any general partner, director, officer or managing member of any such solicitor:

- 1) Is or has been subject to any of the statutory disqualification provisions set forth in Section 8.E(1) of the Illinois Securities Act; or
 - 2) Has filed a registration statement within the last 5 years that is the subject of a currently effective registration stop order entered by any state securities administrator or the U.S. Securities and Exchange Commission.
3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Section 130.493 Crowdfunding Pursuant to Section 4.T of the Joint Committee on Administrative Rules Administrative Code? Yes No

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MEMBERS OF THE COMPANY

Name: Jerald Gary

Title: President

Jerald Gary is Chairman of the Chicago Regal Foundation and a proud product of 79th Street on Chicago's South Side. Prior to purchasing the Avalon Regal Theater at age 29, he created a private equity fund to separately invest in real estate, technology, and businesses in the surrounding community. Before that, Jerald held various roles in enterprise technology management at Chicago-based Electronic Knowledge Interchange and at Killerspin, where he focused on software-enabled optimization of business processes. Prior to, he developed, wrote and executed derivative trading strategies. He began his career as a Portfolio Manager at LaSalle Global Securities and Trust Services (a division of LaSalle Bank), where he managed the risk and administration of fixed income derivatives. Jerald completed separate studies in Aviation and Finance at the University of Illinois, Urbana-Champaign and subsequently worked in then-Senator Barack Obama's United States Senate office as an intern.

He is an Associate Board member of Providence St. Mel School, where he was a John Philip Sousa Awardee and Chair of its Symphonic Band's percussion section, as well as the Merit School of Music, where he was a percussion student in the Saturday Enrichment Program and drummer in the Honors Jazz Ensemble. He was also a percussionist in the Hyde Park Youth Symphony and the City of Chicago's Gallery 37 Latin Jazz Band and studied percussion in Bangkok, Thailand as a teen. Jerald also participated in programs at eta Creative Arts, Alyo Children's Dance Theater, and the Chicago Multi-Cultural Dance Center as a child.

Jerald was included in Crain's Chicago Business' 2014 "20 in Their 20s" series of upcoming Chicagoans, and was named a 2015 Chicago Defender Man of Excellence, 2016 Chicago Urban League Innovator, 2016 WVON/Ariel Investments 40 Under 40 Game Changer, 2017 Trailblazing Illini, and a 2017 Harold Washington awardee by the Harold Washington Legacy Committee.

He holds a Private Pilot License from the University of Illinois Institute of Aviation and enjoys mentoring students at the Big Shoulders Fund and playing drums at the Regal.

PRINCIPAL SECURITY HOLDERS

<i>Name of Holder</i>	<i>No. and Class of Securities Now Held</i>	<i>% Voting Power Prior to Offering</i>
<i>Jerald Gray</i>	Membership Interest	100%
		%
		%
		%

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BUSINESS AND ANTICIPATED BUSINESS PLAN

Introduction - The Avalon Regal Theater (the "Regal") is a Chicago Landmark entertainment venue located on the city's South Side. Sitting at the juncture of the Chicago Skyway, 79th Street, Stony Island Avenue, and South Chicago Avenue (the largest intersection on the South Side) the Regal is the largest venue south of Chicago's loop with a seated capacity of over 2,200 and has played host to a multitude of acts ranging from Billie Holiday to Michael Jackson.

In the Fall of 2017, the Regal will be resurrected as the largest venue in the United States focused on the celebration of Black performing arts and culture. With a recently announced partnership with HologramUSA, the Regal will also serve as the nation's first dedicated hologram theater, drawing crowds from across the globe.

Plan Detail – In addition to live performances, the Regal will actively pursue content production and new media opportunities across all platforms. The Regal is also working with the Chicago Regal Foundation, a 501c(3) organization created to expand community access to the performing arts and tech.

Other development phases in the immediate area include music studios and rehearsal facilities, retail, small business, and housing development. Future development phases will also incorporate an innovation/technology incubator and corridor, film studio, and the establishment of the Museum of Black Music, all nearby the Regal.

The development will significantly enhance 79th Street by increasing the presence of pedestrians, businesses and services along the 79th Street corridor. In addition to increased activity and a safer environment, the project will create opportunities for economic development and new jobs.

The Market – The urban entertainment landscape in the Midwest is highly fragmented and the Regal presents an opportunity for local and national promoters to consolidate programming in a venue that is better geographically situated to its patron base and offers a lower priced alternative to downtown venues like the Arie Crown Theater in Chicago's South Loop and out of town venues like The Venue at Horseshoe Casino in Hammond, Indiana. The immediate geography the theater will serve is bounded on the North by 47th Street, on the South by 95th Street, on the East by Lake Michigan, and on the West by the Dan Ryan Expressway (the "Trade Area"). This Trade Area is comprised of 271,771 persons with total annual expenditures of \$2.2 billion. Overall, individuals in the Trade Area are making under half of the annual \$2.2 billion in expenditures at establishments within the Trade Area (source: ESRI Business Analyst). These missed sales can be captured by investing in business in the Trade Area.

RISK FACTORS

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

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These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

- (1) **We depend on a small management team.** We depend on the skill and experience of the founders: Jerald Gary, Omari Kamal and Nicole Wheatley. Should any one of the three executives depart it will be difficult to immediately replace their expertise.
- (2) **We are controlled by our officers and directors.** Our officers and directors currently hold all of our voting stock, and at the conclusion of this offering will continue to hold a majority of the company's common stock. Investors in this offering will not have the ability to control a vote by the stockholders or the board of directors.
- (3) **It is difficult for us to accurately predict our earnings potential.** Because of our short operating history, it is more difficult to accurately assess growth rate and earnings potential. It is possible that our company will face many difficulties typical for early stage companies.
- (4) **We have no significant competitive barriers to entry.** The company does not operate with any significant barriers preventing a competitor from entering its market space.
- (5) **As a new company, we have a limited operating history.** The Company was organized in November 2015. We have a limited operating history upon which you may evaluate our business and prospects. We are in the early stages of our business and have not yet commenced full-scale operations. Accordingly, we are in the initial revenue phase, and our activities to date have involved research, business planning, and efforts to raise startup capital. Our business and prospects must be considered in light of the risk, expense and difficulties frequently encountered by pre-revenue companies in early stages of development, particularly companies in highly competitive and evolving markets. If we are unable to effectively allocate our resources, generate sales, or obtain and grow our customer base, our business operating results and financial condition would be adversely affected and we may be unable to execute our business plan, and our business could fail. Investors could therefore be at risk of losing their investment.
- (6) **Even if we plan to have revenue and profit, we might not be able to execute that plan, therefore having losses.** Excluding the effect of any future non-operating gains, we face the risk to incur losses. Our expenses might increase as we build an infrastructure to implement our business model. For example, we may hire additional employees, expand information technology systems, and lease more space for our corporate offices.
- (7) **Projections are speculative and are based upon a number of assumptions.** Any projected financial results prepared by or on behalf of the Company have not been independently reviewed, analyzed, or otherwise passed upon. Such "forward-looking" statements are based on various assumptions, which assumptions may prove to be incorrect. Such assumptions include, but are not limited to (i) the future status of local, regional and national economies, (ii) anticipated demand for our services, (iii) anticipated costs associated with the development, marketing, sales and distribution of our services, and (iv) anticipated procurement and retention of a customer base. Accordingly, there can be no assurance that such projections, assumptions, and statements will accurately predict future events or actual performance. Any projections of cash flow should be considered speculative and are qualified in their entirety by the assumptions, information and risks disclosed in this Memorandum. Investors are advised to consult with their own independent tax and business advisors concerning the validity and reasonableness of the factual, accounting and tax assumptions. No representations or warranties whatsoever are

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made by the Company, its affiliates or any other person or entity as to the future profitability of the Company or the results of making an investment in the Rev-Shares. If our future projections end up being significantly different than currently projected, our business could be greatly impacted. Our business therefore may not be able to sustain itself without the projected future revenues. The business could be at risk of closing, and investors may therefore be at risk of losing their investments.

- (8) **We may not effectively manage growth.** The anticipated growth of the Company's business will result in a corresponding growth in the demands on the Company's management and its operating infrastructure and internal controls. While we are planning for managed growth, any future growth may strain resources and operational, financial, human and management information systems, which may not be adequate to support the Company's operations and will require the Company to develop further management systems and procedures. There can be no guarantee that the Company will be able to develop such systems or procedures effectively on a timely basis. The failure to do so could have a material adverse effect upon the Company's business, operating results and financial condition. Investors could therefore be at risk of losing their investments if growth is not managed effectively.
- (9) **Our efficiency may be limited while our current employees and future employees are being integrated into our operations.** In addition, we may be unable to find and hire additional qualified management and professional personnel to help lead us. There is competition for qualified personnel in the area of the Company's activities, and there can be no assurance that the Company will be able to attract and retain qualified personnel necessary for the development of our business. If this business cannot effectively hire employees to help the company grow, the business could be at risk overall of not succeeding, and investors therefore may be at risk of losing their investment.
- (10) **We expect our expenses to grow as the Company grows.** Our expenses will increase as we build infrastructure to implement our business plan. For example, we may hire additional employees, expand our service offerings, and lease more space for our corporate offices. This poses a risk to the financial forecasts and current financial model of the Company.
- (11) **The Company may not reach its sales goals.** The Company has forecasted its capitalization requirements based on sales goals and cost containment measures; any reduction to these forecasts could make it difficult for the company to achieve its projected growth, which would affect available cash and working capital, ultimately affecting the Company's financial condition. This could put the investor at risk of losing their investment.
- (12) **The Company may require additional financing to support working capital needs.** The Company may need to explore additional financing transactions that management determines are in the best interest of the Company, including, without limitation, commercial debt transactions, private offerings of debt or equity securities, a rights offering, and other strategic alternatives. Such additional financing may not be available to the Company, or, if available, the Company may be unable to undertake such additional financing on terms that are advantageous to the Company. If the Company fails to raise additional capital in such an offering, or through other fund raising efforts, such a failure could have a material adverse effect on the Company, and investors in this Offering could be at greater risk of losing their investments due to the inability of the business to proceed with enough working capital to effectively run the Company.
- (13) **When the Company incurs more commercial debt, there may be risks associated with such borrowing.** When the Company incurs commercial indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive

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covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of security-holders of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

- (14) **Many of our competitors have greater brand recognition and greater financial, marketing and other resources.** Many of our competitors have greater brand recognition, and greater financial, marketing, and other resources than the Company. This may place us at a disadvantage in responding to our competitors' pricing strategies, technological advances, advertising campaigns, strategic alliances and other initiatives. Consequently, such competitors may be in a better position than the Company to take advantage of customer acquisition and business opportunities, and devote greater resources to marketing and sale of their service offerings. There cannot be any certainty that the Company will be able to compete successfully. If the Company cannot break through and compete successfully, investors may be at risk of losing their investment.
- (15) **Management has broad discretion as to the use of proceeds.** The net proceeds from this Offering will be used for the purposes described under "USE OF PROCEEDS." The Company reserves the right to use the funds obtained from this Offering and the Debt Offering for other similar purposes not presently contemplated, which it deems to be in the best interests of the Company in order to address changed circumstances or opportunities. This poses a risk to an investor should they be relying on current use of proceed forecasts for the investment as business conditions may require a change of the use of these funds.
- (16) **Management has voting control of the Company.** Management of the Company presently holds a majority of the issued and outstanding voting common stock in the Company. Due to their stock ownership and positions with the Company, the current officers will be in a position to continue to control the affairs and management of the Company after the Offering. Investors must rely entirely on our management to govern the affairs of the Company.
- (17) **There may be unanticipated obstacles to the execution of the Company's business plan.** The Company's business plans may change significantly. We believe that our chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of our principals and advisors. Our management reserves the right to make significant modifications to its stated strategies depending on future events. Investors must be prepared for these potential modifications to stated strategies and understand the inherent risk to their investment that these modifications could pose.

You can lose 100% of your investment. Many small business startups like the Company fail. We are a risky venture and it may fail to achieve its goals or carry out its business plans. Each investor bears the risk of losing all or part of his/her/its investment.

- (18) **Other economic and public health conditions in the markets in which we operate, including higher labor costs, increased transportation costs, natural disasters, terrorist attacks, outbreaks of public health pandemics or other diseases, or third-party conduct could negatively impact our business.** Various economic and public health conditions can have a significant negative impact on our business. Significant increases in the costs of other services, which are required by consumers, such as gasoline, home heating fuels, or groceries, may reduce discretionary spending by our target market, which would negatively impact our business. Economic

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conditions may also be negatively impacted by terrorist attacks, wars and other conflicts, increases in critical commodity prices, or the prospect of such events. Such a weakened economic and business climate, as well as consumer uncertainty created by such a climate, could harm our revenues and profitability.

In addition to experiencing potentially lower or no revenues from our services during times of economic difficulty, in an effort to maintain sales during such times we may need to reduce the price of our services, increase our promotional spending, or take other steps to encourage consumer purchases of our services. Those steps may lower our net revenues, if any, decrease our operating margins, increase our costs and/or lower our profitability, to the extent it is ever achieved.

- (19) **General economic conditions, including a prolonged weakness in the economy, may affect consumer purchases, which could adversely affect our sales.** Our results of operations are dependent on a number of factors impacting consumer spending, including general economic and business conditions; consumer confidence; wages and employment levels; the housing market; consumer debt levels; availability of consumer credit; credit and interest rates; fuel and energy costs; energy shortages; taxes; general political conditions, both domestic and abroad; and the level of customer traffic within department stores, malls and other shopping and selling environments. Consumer service purchases, including purchases of our services, may decline during recessionary periods. A prolonged downturn or an uncertain outlook in the economy may materially adversely affect our business, revenues and profits.
- (20) **We are relying on certain exemptions from registration.** The Corporate Bonds are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act and applicable state securities laws. If the sale of the Rev-Shares were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of the Rev-Shares. If a number of purchasers were to obtain rescission, the Company would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.
- (21) **We may be required to register under the Securities Exchange Act.** The Company will be required to conform to the rules and regulations promulgated under the various federal and state securities laws applicable to the conduct of its business. Management does not believe that the Company's activities, as presently contemplated, will require registration or qualification of the Company with any federal or state agency. Although the Company does not intend to be required to register its securities under the Securities Exchange Act of 1934, as amended, it is possible that the Securities and Exchange Commission (the "SEC") may require the Company to so register. For example, under Section 12(g)(1) of the Securities Exchange Act (as amended by the JOBS Act of 2012), private companies with over 2,000 security-holders and over \$10,000,000 in assets, may be required to register with the SEC within 120 days after their fiscal year end. Such registration would increase the operational expenses of the Company and would restrict its activities, thereby possibly having an adverse effect on its business. The Sarbanes-Oxley Act of 2002 could, should the Company take such action, make the Company's entrance into the public market difficult and expensive. In the wake of well-publicized corporate scandals associated with Enron and WorldCom involving management self-dealing and accounting fraud, in July 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act—the most far reaching legislation affecting the federal securities laws since they were created in the 1930's—impacts everything from the role of auditors to public reporting of stock trades by management, from committee independence to reporting of off-balance sheet transactions, and from officer loans to employee whistle-blowing.

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- (22) Public and registered companies are facing dramatic changes in disclosure and corporate governance requirements under the Sarbanes-Oxley Act, and under new and proposed rules from the SEC, NASDAQ and the NYSE. While these new rules and regulations do not generally cover private companies, their influence on private companies is being felt in the following ways:
- A private company will become subject to the Sarbanes-Oxley Act upon filing a registration statement with the SEC in anticipation of an IPO.
 - The Sarbanes-Oxley Act may result in increased scrutiny of a private company being considered for acquisition by a public company.
 - In order to conduct an IPO, a private company would need to evaluate its organization against the requirements of the Sarbanes-Oxley Act and develop a compliance program.
 - Full compliance with the Sarbanes-Oxley Act – which can be time-consuming and expensive – can significantly slow the efforts of private companies such as the Company that may seek to enter the public markets.
- (23) **The Offering price is arbitrary.** The price of the Corporate Bonds offered has been arbitrarily established by the Company, without considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The price of the Corporate Bonds bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.
- (24) **Additional unforeseen risks.** In addition to the risks described in this section, "RISK FACTORS," and elsewhere in this Memorandum, other risks not presently foreseeable could negatively impact our business, could disrupt our operations and could cause the Company to fail. Ultimately, each investor in the Rev-Shares bears the risk of a complete and total loss of his/her/its investment.

THE OFFERING

The purpose of this offering is to recruit and reward a cadre of 250 highly-committed supporters of entrepreneurship in and around the South Shore community. These Commercial Bond Certificates provide a mechanism for creating passive income for investors and provide funding for an historic community institution. The proceeds resulting from their investment will be used to complete renovation of the building, purchase equipment, further promote the company's offerings and help fund general operations.

USE OF FUNDS

	If Target Offering Amount Sold	If Maximum Offering Amount Sold
Total Proceeds	\$125,000	\$250,000
Less: Offering Expenses (FP and Escrow Fees)	\$8,750	\$17,500
Net Proceeds	\$116,250	\$232,500

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Use of Net Proceeds

<i>(A) Renovations</i>	\$75,000	\$90,000
<i>(B) Stage Equipment</i>		\$100,000
<i>(C) Working Capital</i>	\$41,250	\$42,500
Total Use of Net Proceeds	\$116,250	\$232,500

The Company has set a minimum offering proceeds figure (the “minimum offering proceeds”) for this Offering of \$125,000 or 125 Units. After the Minimum Offering Proceeds, have been reached, and the company decides to break the escrow, the company will engage a Stock Transfer Agent to transfer the certificates to the newly acquired security-holders.

CANCELLATION PROCESS

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met.

If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor’s investment commitment will be cancelled and the committed funds will be returned.

If the minimum contingency for this offering is not satisfied or the offering is otherwise terminated, investor funds will be promptly refunded in accordance with Securities Exchange Act Rule 10b-9.

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Investment Purchasing Process

In order to make an investment in this offering, investors must follow the process as follows:

1. Visit the <https://il.trucrowd.com>
2. Register as an Investor on the website
3. Go to issuer page at <https://il.trucrowd.com/singularityllc>
4. Select Invest Now button and follow instructions

NOTE: Jumpstart Securities LLC will be acting as the escrow agent for purposes of processing the cash for investments being made by investors.

OWNERSHIP AND CAPITAL STRUCTURE

The Offering

Singularity, LLC (the "Company") is selling Corporate Bonds at a price of \$1,000 per Unit. Unaccredited investors can buy up to 5 Bonds. Accredited investors can buy an unlimited number of Bonds. The Company reserves the right to waive this minimum at the Company's discretion and accept subscriptions for a lesser amount in its sole discretion. The Corporate Bond has an 8% rate, matures after 04/30/2020, 8% yield, and shall be callable at any time.

The Company may accept subscriptions as they are received and subscribers have no assurance that all or any minimum portion of the Offering will be sold. The Company also reserves the right to withdraw, cancel or modify this offering and to reject subscriptions in whole or in part for the purchase of any of the Corporate Bonds. This offering will terminate on August 15, 2019 unless the Company extends the offering for up to thirty (30) days after August 15, 2019. No notice of extension is required to be given to investors who have already subscribed before the extension takes place.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

Do the securities offered have voting rights? Yes No

Are there any limitations on any voting or other rights identified above? Yes No Explain:

Restrictions on Modification of the Securities Being Offered

The terms of securities being offered cannot be modified.

Restrictions on Transfer of the Securities Being Offered

The securities being offered may not be transferred.

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Description of Issuer's Securities

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights	Other Rights
Preferred Stock (list each class in order of preference):				
No Preferred Stock Outstanding				
			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
Common Stock:			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
Debt Securities:			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
Other:			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Specify:
	Securities Reserved for Issuance upon Exercise or Conversion			
Class of Security				
Warrants:				
Options:				
Other Rights:				

The securities being offered are not valued relative the valuation of the company. The company offers a security in the form of Corporate Bonds.

Avalon Park Regal Theater
1645 East 79th Street
Chicago, IL 60649
(888) 227-8790

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Minority Investor Risks

The right to demand current distributions from an operating business is limited. A majority owner, if she is committed to avoiding any distributions to a minority owner, can usually avoid making any distributions of profits. By establishing generous reserves for future expenses, paying a salary to herself or her relatives at the high range of what is reasonable, pre-paying expenses, investing in new business or new equipment, leasing expensive cars, etc., a majority owner can spend enough that there are rarely any profits to be distributed. So long as the expenses are not grossly unreasonable, the investor, probably, won't be able to force the company to allow you to share in any of the current income of the company.

No right to participate in any management decisions of the company. The majority owner may make a decision that the investor think is bad and puts your interest in the company at risk. The investor may see the majority owner running the company into the ground. The investor can try to convince him that it is the wrong decision, but he doesn't have to take your calls.

The investor has limited rights, if any, to have your interest bought out. You may want to cash out your interest and do other things with the money. State law may give you the right to force the company to buy you out, but these rights are limited.

Additional Corporate Risks

Slow revenue growth: Company may undertake corporate actions that might slow the revenue growth resulting in a smaller distribution of gross revenues as contemplated in the company projections, resulting in a longer pay-back period.

Additional issuances of securities: Following the investor's investment in the Company, the Company may sell interest to additional investors, which will dilute the percentage interest of the investor in the Company. The Investor might have the opportunity to increase its investment in the Company in such transaction, but such opportunity cannot be assured. The amount of additional capital needed by the Company, if any, will depend upon the maturity and the objectives of the Company.

Issuer repurchases of securities: The company may have the authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer: As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders.

Transactions with related parties: The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and the Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the company, the investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Open until: 08/15/2019

OFFERING STATEMENT

3,000 Units of Corporate Bonds at \$100 per Unit			
	# Of Units	Total Proceeds	Net Proceeds
Target Offering	125	\$125,000	\$116,250
Maximum Amount	250	\$250,000	\$232,500

Indebtedness of Issuer

<u>Creditor(s)</u>	<u>Amount Outstanding</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Other Material Terms</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

The issuer has not conducted any other exempt offerings in the last 3 years.

The issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons does not have a direct or indirect material interest:

- (1) any director or officer of the issuer;
- (2) any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
- (3) if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
or
- (4) any immediate family member of any of the foregoing persons.

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OFFERING STATEMENT

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Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

- (5) any director or officer of the issuer;
- (6) any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
- (7) if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
or
- (8) any immediate family member of any of the foregoing persons.

FINANCIAL CONDITION OF THE ISSUER

Does the issuer have an operating history? Yes No

Avalon Regal Theater is taking over and reestablishing a business that was previously closed and there are no records available for the selling business. Management at Avalon Regal Theater prior experience however. The issuer will be raising \$2,500,000 over the next year in several rounds in order to provide sufficient liquidity and capital resources.

If the issuer has previously sold securities in reliance on Regulation Crowdfunding:	Financial statements must be audited by a public accountant that is independent of the issuer and must include a signed audit report
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With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

- (1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:
 - (i) in connection with the purchase or sale of any security? Yes No
 - (ii) involving the making of any false filing with the Commission? Yes No
 - (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? Yes No

If Yes to any of the above, explain:

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OFFERING STATEMENT

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- (2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:
- (i) in connection with the purchase or sale of any security? Yes No
 - (ii) involving the making of any false filing with the Commission? Yes No
 - (iv) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? Yes No

If Yes to any of the above, explain:

- (3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:
- (i) at the time of the filing of this offering statement bars the person from:
 - (A) association with an entity regulated by such commission, authority, agency or officer?
 Yes No
 - (B) engaging in the business of securities, insurance or banking?
 Yes No
 - (C) engaging in savings association or credit union activities?
 Yes No
 - (ii) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? Yes No

If Yes to any of the above, explain:

- (4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:
- (i) suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? Yes No
 - (ii) places limitations on the activities, functions or operations of such person? Yes No
 - (iii) bars such person from being associated with any entity or from participating in the offering of any penny stock? Yes No

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OFFERING STATEMENT

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Maximum Amount	250	\$250,000	\$232,500

If Yes to any of the above, explain:

- (5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

(i) any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? Yes No

(ii) Section 5 of the Securities Act? Yes No

If Yes to either of the above, explain:

- (6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?
 Yes No

If Yes, explain:

- (7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?
 Yes No

If Yes, explain:

- (8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

If Yes, explain:

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ONGOING REPORTING

The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than: December 31st. (120 days after the end of each fiscal year covered by the report).
Once posted, the annual report may be found on the issuer's website at: www.regaltheater.org.

The issuer must continue to comply with the ongoing reporting requirements until:

- (1) the issuer is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the issuer has filed at least one annual report pursuant to Regulation Crowdfunding and has fewer than 300 holders of record and has total assets that do not exceed \$10,000,000;
- (3) the issuer has filed at least three annual reports pursuant to Regulation Crowdfunding;
- (4) the issuer or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the issuer liquidates or dissolves its business in accordance with state law.

* * * * *

PART 240 - GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

9. The authority citation for part 240 continues to read, in part, as follows: Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78c-3, 78c-5, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78o-10, 78p, 78q, 78q-1, 78s, 78u-5, 78w, 78x, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11, 7201 et. seq., and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 18 U.S.C. 1350; and Pub. L. 111-203, 939A, 124 Stat. 1376, (2010), unless otherwise noted.

10. Add § 240.12g-6 to read as follows:

§ 240.12g-6 Exemption for securities issued pursuant to section 4(a)(6) of the Securities Act of 1933.

(a) For purposes of determining whether an issuer is required to register a security with the Commission pursuant to Section 12(g)(1) of the Act (15 U.S.C. 78l(g)(1)), the definition of held of record shall not include securities issued pursuant to the offering exemption under section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) by an issuer that:

- (1) Is current in filing its ongoing annual reports required pursuant to § 227.202 of this

chapter;

- (2) Has total assets not in excess of \$25 million as of the end of its most recently completed fiscal year;

and

- (3) Has engaged a transfer agent registered pursuant to Section 17A(c) of the Act to perform the function of a transfer agent with respect to such securities.

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(b) An issuer that would be required to register a class of securities under Section 12(g) of the Act as a result of exceeding the asset threshold in paragraph (2) may continue to exclude the relevant securities from the definition of “held of record” for a transition period ending on the penultimate day of the fiscal year two years after the date it became ineligible. The transition period terminates immediately upon the failure of an issuer to timely file any periodic report due pursuant to § 227.202 at which time the issuer must file a registration statement that registers that class of securities under the Act within 120 days

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