

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**RENTDUE CAPITAL FUND 1 LLC**

a Wyoming limited liability company (“The Fund”)

\$1,000.00 per Class A Membership Interest Unit

RENTDUE Capital Fund 1 LLC is offering to sell its Class A Membership Interest Units for \$1,000.00 per unit (the “Offering”). The membership interest units are being offered pursuant to the exemption from registration under the Federal Securities Act of 1933 afforded by Rule 506(c) of Regulation D of the Securities and Exchange Commission. Accordingly, RENTDUE Capital Fund 1 LLC may offer this investment by any means of “general solicitation” without having a prior relationship with you and others, so long as all of its investors in this offering adequately document and verify for us that they are “accredited investors” and otherwise comply with the other requirements of Rule 506(c).

THIS OFFERING IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK

(See Risks of Investment, Notices, & Representations below)

	Price to Investors	Proceeds to Issuer
Per Unit	\$1,000.00	\$1,000.00

* cash proceeds

Confidential

The following comprises confidential information regarding the offering of securities of RENTDUE Capital Fund 1 LLC, a Wyoming limited liability company. This document is intended only for accredited investors, do not read further if that does not describe you. Please do not disseminate any of the information provided herein or otherwise related to RENTDUE Capital Fund 1 LLC without the prior written consent of RENTDUE Capital Fund 1 LLC.

RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

RENTDUE Capital Fund 1 LLC (“the Fund”) reserves the right to reject any offer to purchase interests in The Fund, in whole or in part, for any reason. The information provided related to the Fund, and the Offering is not to be used, in whole or in part, for any other purpose. Any reproduction or distribution of any information provided related to the Fund or its prospects, in whole or in part, or the disclosure of any such information is prohibited without the prior written consent of the Fund.

No representation or warranty, express or implied, is made by the Fund or its manager as to the accuracy or completeness of the information provided herein, and nothing contained in the information is, or shall be relied upon as, a promise or representation by the Fund or its representatives as to the future.

In making an investment decision, prospective investors must rely on their own examination of the Funds’ prospects and the terms of the Offering, including the merits and risks involved. These securities have not been approved or disapproved by the Securities and Exchange Commission, any federal, state, or foreign securities commission, or regulatory authority, nor has any authority passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

An investment in these securities is suitable only for investors who have sufficient knowledge and experience in financial and business matters to evaluate the merits and risks of the investment and who have the financial means to bear the economic risks of this investment. RENTDUE Capital Fund 1 LLC is not offering securities through this memorandum or otherwise to any person who does not provide information demonstrating that the person meets the suitability standards for an investment in the securities. RENTDUE Capital Fund 1 LLC will not sell any securities to a person unless such person confirms that they are familiar with this Offering and understand its terms, risks, and merits before such person invests.

Certain projections of operations (the “projections”) prepared by the Fund may be included in the information attached. The projections were not prepared with a view toward public disclosure or compliance with published guidelines of the SEC regarding projections or being reviewed by independent accountants. Accordingly, no opinion or other form of assurance is expressed. In

addition, all projections are based on a number of assumptions and are further subject to significant uncertainties and contingencies, many of which are beyond the Fund's and its manager's control. There is no assurance that any projections herein, in any marketing material, and/or discussed in any verbal communication will be realized. Actual results may vary significantly from those set forth or in any projections hereafter provided. The distribution of the projections should not be relied upon in purchasing the securities offered hereby.

This memorandum does not undertake to provide the detailed disclosures required in connection with a registration of securities under the Securities Act. It is expected that a person contemplating an investment in the proposed transaction will conduct an independent investigation and analysis in the exercise of its own due diligence, determine its own suitability, and any decision to invest should be based solely on such independent investigation, analysis, and suitability determination.

Prospective investors will be required to make representations with respect to their net worth or income and to represent, among other things, that they are familiar with and understand the terms of this Offering and have all requisite authority to make such investment.

Prospective investors should not construe the contents of this memorandum as investment, tax, legal, or accounting advice. This memorandum and any other documents delivered in connection to these securities, as well as the nature of an investment in the securities offered hereby, should be reviewed by each prospective investor and such investor's investment, tax, legal, accounting, and other relevant advisors.

These securities have not been registered under the Securities Act of 1933, as amended, or under the securities laws of any state and are being offered and sold in reliance on exemptions from the registration requirements of those laws. As a result, the securities are subject to restrictions on the transfer thereof imposed by federal and state securities laws. In addition, there is no public market for the membership interest, and none is expected to develop. The securities should therefore be purchased only for purposes of long-term investment and not for any perceived likelihood of appreciation of the security itself. The units are subject to restriction on transferability and resale and may not be transferred or resold except as permitted under said act and such laws pursuant to registration or exemption therefrom and except as otherwise permitted

in accordance with the Fund's operating agreement as well as any federal and state laws restricting transfers.

This Offering involves certain substantial risks (see "risk factors"), and investors should consider if they are able to bear the loss of their investment. While this Offering may discuss planned time periods for the investment, the assets planned for the Offering are illiquid and investors should be aware that they will be required to bear the financial risks of their investment for an indefinite period of time.

The manager and affiliates will derive substantial benefits from this Offering and from the business of the company (see "ownership interest of manager and management fees").

This memorandum does not make an offer to you and does not make an offer or solicitation in any state or jurisdiction in which an offer or solicitation is not authorized. The distribution of confidential information provided to potential investors related to the Fund and the offer or sale of the securities may be restricted by law in certain jurisdictions. Persons into whose possession the information related to this Offering or any of the securities must inform themselves about and observe any such restrictions. Each prospective purchaser of the securities must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers, or sells the securities or possesses or distributes any of the information related to the Fund and the Offering and must obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the securities under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales, and the Fund shall not have any responsibility therefore.

No person has been authorized to give any information or to make any representations other than those contained in this memorandum or contained in a written statement furnished pursuant to the undertaking set forth in the next paragraph, in connection with this Offering, and if given or made, such information or representations must not be relied upon as having been authorized by RENTDUE Capital Fund 1 LLC.

Neither the delivery of this memorandum nor any sales hereunder shall, under any circumstance, create any implication that there has been no change in the information contained herein since

the respective dates at which such information is given herein or since the date hereof. The date of this memorandum is May 8, 2024.

Any questions or requests for additional information should be directed to:

RENTDUE Capital LLC
1611 E 2450 S B2
St George UT 84790
(801) 592-1026

ALABAMA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities may be offered pursuant to a claim of exemption under the Alabama Securities Act. A confidential offering memorandum relating to these securities has not been filed with the Alabama Securities Commission. The commission does not recommend or endorse the purchase of any securities, nor does it pass upon the accuracy or completeness of this memorandum. Any representation to the contrary is a criminal offense.

ARIZONA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities may be offered pursuant to an exemption from registration under the Securities Act of Arizona. Neither the Arizona Corporation Commission nor the Director of Securities have reviewed or passed upon the accuracy or completeness of this memorandum or other selling literature. Any representation to the contrary is a criminal offense.

CALIFORNIA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

The sale of the securities offered herein has not been qualified with the commissioner of corporations of the state of California, and the issuance of these securities or the payment or receipt of any part of the consideration therefore prior to such qualification is unlawful unless the sale of units is exempt from qualification by section 25100, 25102 or 25105 of the California Corporations Code. The rights of all parties to the operating agreement are expressly conditioned upon such qualification being obtained unless the sale is so exempt.

CONNECTICUT SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

The securities offered herein have not been registered under section 36-485 of the Connecticut Uniform Securities act (the “Connecticut Act”) and, therefore, cannot be resold unless they are registered under the Connecticut act or unless an exemption from registration is available.

DELAWARE SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

If you are a Delaware resident, you are hereby advised that these securities may be offered in a transaction exempt from the registration requirements of the Delaware Securities Act. The securities cannot be sold or transferred except in a transaction which is exempt under the act or pursuant to an effective registration statement under the act or in a transaction which is otherwise in compliance with the act.

FLORIDA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Florida Securities Act in reliance upon exemption provisions contained therein. The securities referred to herein may only be sold to, and acquired by, the holder in a transaction exempt under the applicable provisions of said Act. The securities have not been registered under said Act in the state of Florida. In addition, all offerees who are Florida residents should be aware that Section 517.061(11)(a)(5) of the Act

provides, in relevant part, as follows: "when sales are made to five or more persons in Florida, any sale in Florida made pursuant to this section is voidable by the purchaser in such sale either within 3 days after the first tender of consideration is made by the purchaser to the issuer, an agent of the issuer or an escrow agent or within 3 days after the availability of that privilege is communicated to such purchaser, whichever occurs later." The availability of the privilege to void sales pursuant to Section 517.061(11) is hereby communicated to each Florida offeree. Each person entitled to exercise the privilege to avoid sales granted by Section 517.061 (11)(a)(5) and who wishes to exercise such right, must, within 3 days after the tender of any amount to the Fund or to any agent of the Fund (including the selling agent or any other dealer acting on behalf of the partnership or any salesman of such dealer) or an escrow agent cause a written notice or telegram to be sent to the company at the address provided in this memorandum. Such letter or telegram must be sent and, if postmarked, postmarked on or prior to the end of the aforementioned third day. If a person is sending a letter, it is prudent to send such letter by certified mail, return receipt requested, to assure that it is received and also to evidence the time it was mailed. Should a person make this request orally, they must ask for written confirmation that their request has been received.

GEORGIA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities may be issued or sold in reliance on the applicable exemptions contained in the Georgia Securities Act of 1973 and may not be sold or transferred except in a transaction which is exempt under such act or pursuant to an effective registration under such act.

ILLINOIS SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been approved or disapproved by the secretary of the state of Illinois nor has the state of Illinois passed upon the accuracy or adequacy of the memorandum. Any representation to the contrary is unlawful.

INDIANA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Indiana blue sky law and may only be offered and sold in reliance upon the applicable exemptions therefrom. They cannot be resold or transferred unless they are registered under the law or unless an exemption from registration is available.

KENTUCKY SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been approved or disapproved by the commissioner of the department of financial institutions of Kentucky nor has the commissioner passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

MARYLAND SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Maryland Securities Act and may only be offered and sold in reliance upon applicable exemptions contained in said act. They cannot be resold or transferred unless they are registered under said act or unless an exemption from registration is available.

MASSACHUSETTS SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Securities Act of 1933, as amended, or the Securities Act of this Commonwealth, by reason of specific exemptions thereunder. These securities cannot be sold, transferred or otherwise disposed of to any person or entity unless subsequently registered under the Securities Act of 1933, as amended, or the Securities Act of this Commonwealth, if such registration is required, or unless an exemption from registration is

available. These securities have not been approved or disapproved by the securities division of the commonwealth of Massachusetts nor has the securities division passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is unlawful.

MICHIGAN SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Michigan Securities Act and, if offered in Michigan or to residents of Michigan, are being sold in reliance upon the applicable exemptions contained in such act. These securities may not be resold or transferred unless they are registered under the act or unless an exemption from registration is available.

MINNESOTA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Minnesota blue sky law and may only be sold to Minnesota residents in reliance upon the applicable exemptions therefrom. They cannot be resold or transferred unless they are registered under the law or unless an exemption from registration is available.

MISSISSIPPI SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

In making an investment decision, investors must rely on their own examination of the person or entity creating the securities and the terms of the offering, including the merits and risks involved. These securities have not been registered with nor recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense. These securities are subject to restrictions on transferability and resale. Investors should be aware that they would be required to bear the financial risks of this investment for an indefinite period of time.

MISSOURI SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the Missouri Securities Act, and if offered in Missouri or to residents of Missouri, will be sold to, and acquired by, purchasers in reliance on an applicable exemption therefrom. Unless the securities are registered, they may not be reoffered for sale or resold in the state of Missouri, except as a security, or in a transaction, exempt under such act.

NEW HAMPSHIRE SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the New Hampshire Securities Act, and if offered in New Hampshire or to residents of New Hampshire, will only be sold to, and acquired by, purchasers in reliance on an applicable exemption therefrom. Unless the securities are registered, they may not be reoffered for sale or resold in the state of New Hampshire, except as a security, or in a transaction, exempt under such act.

NEW JERSEY SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities have not been registered under the New Jersey uniform securities law, and if offered in New Jersey or to residents of New Jersey, will only be sold to, and acquired by, purchasers in reliance on the applicable exemptions therefrom. If you are a New Jersey resident and you accept an offer to purchase these securities pursuant to this memorandum, you are hereby advised that this memorandum has not been filed with or reviewed by the bureau of securities of the state of New Jersey. The bureau of securities of the state of New Jersey has not passed on or endorsed the merits of this offering. Any representation to the contrary is unlawful.

NEW YORK SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

This document has not been reviewed by the attorney general of the state of New York prior to its issuance and use. The attorney general of the state of New York has not passed on or endorsed the merits of this offering. Any representation to the contrary is unlawful. The company has taken no steps to create an after market for the securities offered herein and has made no arrangements with brokers or others to trade or make a market in such securities. At some time in the future, the company may attempt to arrange for interested brokers to trade or make a market in the securities and to quote the same in a published quotation medium, however, no such arrangements have been made and there is no assurance that any brokers will ever have such an interest in the securities of the company or that there will ever be a market therefore.

NEVADA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

If any investor accepts any offer to purchase the securities, the investor is hereby advised the securities will only be sold to and acquired by them in a transaction exempt from registration under the applicable provisions of the Nevada securities law. The investor is hereby advised that the attorney general of the state of Nevada has not passed on or endorsed the merits of this offering and this does not constitute approval of the issue, or sale thereof, by the bureau of securities or the Department of Law and Public Safety of the state of Nevada. Any representation to the contrary is unlawful.

NORTH CAROLINA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

These securities may be offered pursuant to a claim of exemption under the North Carolina Securities Act. The North Carolina securities administration neither recommends nor endorses the purchase of any securities, nor has the administrator passed upon the accuracy or adequacy of the information provided herein. Any representation to the contrary is a criminal offense.

***NORTH DAKOTA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES,
& REPRESENTATIONS***

These securities have not been approved or disapproved by the securities commissioner of the state of North Dakota nor has the commissioner passed upon the accuracy or adequacy of this memorandum. Any representation to the contrary is a criminal offense.

***PENNSYLVANIA SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES,
& REPRESENTATIONS***

Each person who accepts an offer to purchase securities exempted from registration by the applicable provisions of the Pennsylvania Securities Act, directly from the issuer or affiliate of this issuer, shall have the right to withdraw his acceptance without incurring any liability to the seller, underwriter (if any) or any other person within two (2) business days from the date of receipt by the issuer of his written binding contract of purchase or, in the case of a transaction in which there is no binding contract of purchase, within two (2) business days after he makes the initial payment for the securities being offered. If you have accepted an offer to purchase these securities made pursuant to a prospectus which contains a notice explaining your right to withdraw your acceptance pursuant to section 207(m) of the Pennsylvania Securities Act of 1972 (70 ps § 1-207(m)), you may elect, within two (2) business days after the first time you have received this notice and a prospectus to withdraw from your purchase agreement and receive a full refund of all moneys paid by you. Your withdrawal will be without any further liability to any person. To accomplish this withdrawal, you need only send a letter or telegram to the issuer (or underwriter if one is listed on the front page of the prospectus) indicating your intention to withdraw. Such letter or telegram should be sent and postmarked prior to the end of the aforementioned second business day. If you are sending a letter, it is prudent to send it by certified mail, return receipt requested, to ensure that it is received and also evidence the time when it was mailed. Should you make this request orally, you should ask written confirmation that your request has been received. The securities have been issued pursuant to an exemption from the registration requirement of the Pennsylvania Securities Act of 1972. No subsequent resale or other disposition of the securities may be made within 12 months following their initial sale in the absence of an effective registration, except in accordance with waivers established by

rule or order of the commission, and thereafter only pursuant to an effective registration or exemption.

TEXAS SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

The securities offered hereunder have not been registered under applicable Texas securities laws and, therefore, any purchaser thereof must bear the economic risk of the investment for an indefinite period of time because the securities cannot be resold unless they are subsequently registered under such securities laws or an exemption from such registration is available. Further, pursuant to §109.13 under the Texas Securities Act, the company is required to apprise prospective investors of the following: a legend shall be placed, upon issuance, on certificates representing securities purchased hereunder, and any purchaser hereunder shall be required to sign a written agreement that he will not sell the subject securities without registration under applicable securities laws, or exemptions therefrom.

WASHINGTON SUPPLEMENT TO THE ABOVE RISKS OF INVESTMENT, NOTICES, & REPRESENTATIONS

The administrator of securities has not reviewed the offering or this memorandum, and the securities have not been registered in reliance upon applicable exemptions from the registration requirements contained in the Securities Act of Washington, and therefore, cannot be resold unless they are registered under the Securities Act of Washington, Chapter 21.20 rcw, or unless an exemption from registration is available.

FOR RESIDENTS OF ALL OTHER UNITED STATES JURISDICTIONS

These securities have not been recommended by any federal, state, or provincial securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary may be a criminal offense.

FOR RESIDENTS OF ALL FOREIGN (OUTSIDE OF THE UNITED STATES) JURISDICTIONS

These securities have not and will not be registered under the US Securities Act and, insofar as such securities are offered and sold to persons who are neither nationals, citizens, residents nor entities of the United States, they may not be transferred or resold directly or indirectly in the United States, its territories or possessions, residents or entities normally resident therein (or to any person acting for the account of any such national, citizen, entity or resident). Further restrictions on transfer will be imposed to prevent such securities from being held by United States persons.

TABLE OF CONTENTS

CONTENTS

Risks of Investment, Notices, & Representations	1
Alabama Supplement to the Above Risks of Investment, Notices, & Representations.....	4
Arizona Supplement to the Above Risks of Investment, Notices, & Representations	4
California Supplement to the Above Risks of Investment, Notices, & Representations	4
Connecticut Supplement to the Above Risks of Investment, Notices, & Representations	5
Delaware Supplement to the Above Risks of Investment, Notices, & Representations	5
Florida Supplement to the Above Risks of Investment, Notices, & Representations.....	5
Georgia Supplement to the Above Risks of Investment, Notices, & Representations	6
Illinois Supplement to the Above Risks of Investment, Notices, & Representations	6
Indiana Supplement to the Above Risks of Investment, Notices, & Representations	7
Kentucky Supplement to the Above Risks of Investment, Notices, & Representations.....	7
Maryland Supplement to the Above Risks of Investment, Notices, & Representations.....	7
Massachusetts Supplement to the Above Risks of Investment, Notices, & Representations	7
Michigan Supplement to the Above Risks of Investment, Notices, & Representations	8
Minnesota Supplement to the Above Risks of Investment, Notices, & Representations	8
Mississippi Supplement to the Above Risks of Investment, Notices, & Representations	8
Missouri Supplement to the Above Risks of Investment, Notices, & Representations	9
New Hampshire Supplement to the Above Risks of Investment, Notices, & Representations ...	9
New Jersey Supplement to the Above Risks of Investment, Notices, & Representations.....	9
New York Supplement to the Above Risks of Investment, Notices, & Representations	10
Nevada Supplement to the Above Risks of Investment, Notices, & Representations	10
North Carolina Supplement to the Above Risks of Investment, Notices, & Representations ...	10
North Dakota Supplement to the Above Risks of Investment, Notices, & Representations	11
Pennsylvania Supplement to the Above Risks of Investment, Notices, & Representations	11
Texas Supplement to the Above Risks of Investment, Notices, & Representations	12
Washington Supplement to the Above Risks of Investment, Notices, & Representations	12
For Residents of All other United States Jurisdictions	12
For Residents of All Foreign (Outside of the United States) Jurisdictions.....	13

Table of Contents	14
Executive Summary	18
Offering Summary	18
Confidential Information	18
Further Information	19
Description of the Fund	19
Fund and Purpose	19
Investment Objectives and Criteria	19
Fund Detail Summary	20
Terms of Offering	20
Fund Structure	31
Investor Suitability Standards	32
Investment Options	32
Fund Management	33
Management Team	33
Risks of Investment	33
General Investment Risks	34
Business Risks	34
Volatility Risks	34
Time Decay (Theta) Risks	35
Options Contract Liquidity Risk	35
Risks Around the Complexity of Pricing	36
Leverage Risk	36
Assignment and Exercise Risk	36
Regulatory and Legal Risks	36
Counterparty Risk	37
Market Maker Risks	37
Risks of Underlying Asset Changes	37
Risks Based on the Reliance on Third Parties	37
Past Performance Not a Predictor of Future Results	38
Inability to Achieve Targeted Rate of Return	38

Lack of Operating History.....	38
Reliance upon Projections.....	39
Investment Policies and Strategies.....	39
Reliance on Key Persons.....	39
General Economic and Other Conditions.....	40
No Right to Remove the Manager.....	40
Absence of Recourse against the Manager.....	40
Lack of Control by Investors.....	40
Lack of Marketability.....	41
Liability of Members for Repayment of Certain Distributions.....	41
Conflicts of Interest.....	42
Broad Discretion in Use of Funds.....	42
Investment Delays.....	42
Phantom Income.....	43
Federal Income Tax Risks.....	43
Other Regulatory and Legal Risks.....	45
Conflicts of Interest.....	46
Non Arms'-Length Compensation.....	46
Fund Management Not Required to Devote Full-Time.....	46
Competition with Affiliates of the Fund.....	47
Conflict with Related Programs.....	47
Investments in the LLC.....	47
Creditor Relationship with the Fund.....	47
Other Services Provided by the Manager or its Affiliates.....	48
General Information.....	48
Requirements for Holders of LLC Interests.....	48
Restriction on Transfer or Assignment of Rights.....	49
Investment Suitability.....	50
Tax Considerations.....	51
Prospective Investors Should Seek Their Own Tax Counsel.....	51
Members, Not Fund, Subject to Tax.....	51

Member’s Basis in Membership Interest	52
Deductibility of Losses	52
Unrelated Business Taxable Income	53
Tax Considerations Disclaimer	54
Additional Information	54
Forward-Looking Statements.....	54
Fund Financial Statements and Reports.....	56
Capitalized Terms	56
Litigation.....	56
Common Counsel	57
Notice to Investors	57

EXECUTIVE SUMMARY

OFFERING SUMMARY

RENTDUE Capital Fund 1 LLC (the “Fund”) aims to invest in stock options through daily trades, based on a rigorous set of criteria developed by the Manager. The Fund focuses on exploiting market opportunities by engaging in options trading, leveraging sophisticated strategies to capitalize on short-term price movements. These transactions are managed internally, ensuring a consistent approach to the selection and timing of trades. This investment strategy is designed to provide the Fund with a competitive edge in the options market, without requiring investors to involve themselves in the operational intricacies of trade execution. The goal of the Fund’s investment is to achieve return for its Members through appreciated value realized at disposition by targeting a raise through the sale of its Membership Interest Units for \$1,000.00 per unit. The membership interests are being offered pursuant to the exemption from registration under the Federal Securities Act of 1933 afforded by Regulation D, Rule 506(c) of the Securities and Exchange Commission, to a limited number of investors acquiring the membership interests for investment and not for resale.

The Fund will acquire assets to provide its investors with a targeted return on investment (ROI), although Investors cannot be assured that such returns will be achieved. RENTDUE Capital LLC is the sole Manager of the Fund (the “Manager” or the “Sponsor”).

RENTDUE Capital Fund 1 LLC is distributing this memorandum pursuant to Rule 506(c) of Regulation D. Accordingly, it may offer this investment by any means of “general solicitation” without having a prior relationship with you and others, so long as all of our investors in this offering adequately document and verify for us that they are “accredited investors” and it otherwise complies with the other requirements of Rule 506(c).

CONFIDENTIAL INFORMATION

This document and its contents are confidential and proprietary and constitute legally protected information belonging to RENTDUE Capital Fund 1 LLC. It is delivered based on a confidential relationship and for the limited purpose of providing investors and their representatives with

information relative to an investment decision. All other uses, and all reproduction and disclosure, without the express written consent of RENTDUE Capital Fund 1 LLC are strictly prohibited. In accepting delivery of this Memorandum, recipients agree to return it to RENTDUE Capital Fund 1 LLC and destroy all electronic copies if they elect not to invest in the Fund.

FURTHER INFORMATION

Copies of this offering package will be delivered to all prospective investors, and the Fund undertakes that it will make available for review by prospective investors and their respective counsel, advisors, and representatives, all information reasonably requested by them and in the Fund's possession or accessible to it without unreasonable effort or expense.

The Fund will also provide investors with the opportunity to ask questions and receive written answers concerning the terms and conditions of the Offering or necessary to verify the accuracy or evaluate the information provided herein, provided that such explanations can be provided without unreasonable effort or expense on the part of the Fund. The Fund authorizes no such explanations or information unless furnished or approved in writing by the Manager.

DESCRIPTION OF THE FUND

FUND AND PURPOSE

RENTDUE Capital Fund 1 LLC was formed on May 8, 2024 for the purpose of investing in trading stock options.

INVESTMENT OBJECTIVES AND CRITERIA

Management has chosen trading stock options for investment of the Fund's funds. The Fund's objective is to effectively deploy the net proceeds of this Offering in an asset that is designed to provide Members with a targeted return on investment (ROI), although Investors cannot be assured that such returns will be achieved.

FUND DETAIL SUMMARY

Fund Name: RENTDUE Capital Fund 1 LLC

Fund Address: 1611 E 2450 S B2
St George UT 84790

Telephone Number: (801) 592-1026

State and Date of Formation: Wyoming on May 8, 2024

Manager: RENTDUE Capital LLC

Contacts with Respect to Offering: Jace Vernon

Narrative: RENTDUE Capital Fund 1 LLC ("the Fund") is a Wyoming limited liability company formed with RENTDUE Capital LLC as the Manager. The company was formed May 8, 2024 for the express purpose of seeking to invest stock options. As with any investment, this investment is speculative and involves a high degree of risk.

TERMS OF OFFERING

The Fund has the following classes of Membership Units of Partnership interest:

1. Class A Membership Units which are reserved for Investors.
2. Class B Membership Units which are reserved for the Manager.

The minimum investment in the Fund is 100 Class A Membership Units at the purchase price of \$100,000.00 (\$1,000.00 per Unit). The number of Units offered is indefinite.

Prospective investors will enter into the Operating Agreement (see Attachment A "Operating Agreement") by executing a Subscription Agreement (see Attachment B "Subscription Agreement").

PROSPECTIVE INVESTORS ARE URGED TO REVIEW
THE TERMS OF THE OPERATING AGREEMENT.

If there is any conflict between the terms described in this Private Placement Memorandum and the Operating Agreement, the terms in the Operating Agreement will prevail.

The Fund

RENTDUE Capital Fund 1 LLC (the "Fund"), a Wyoming limited liability company.

The Manager

RENTDUE Capital LLC (the "Manager"), a Utah limited liability company.

Investment Objective

The Fund's objective is to provide Members with a targeted full return of capital contributions with appreciation at the time of redemption or fund dissolution. The Fund will endeavor to produce a targeted return on investment (ROI), although Investors cannot be assured that such returns will be achieved.

Offering Size

The Fund is offered to a limited number of prospective investors. Specifically, the Offer is the opportunity to subscribe for Membership Interest Units in, and become members of, the Fund (the "Members").

Eligible Investors

Investors that are “accredited investors,” within the meaning of Rule 501(a) of Regulation D promulgated under the Securities Act, submit a Subscription Agreement, the acceptance of which is subject to the Manager’s approval in its sole judgment. The minimum capital commitment is \$100,000.00, although the Manager may accept subscriptions for smaller amounts at its sole discretion.

Use of Proceeds

The Fund will invest, directly or indirectly, in the Fund’s assets. The Fund will also use the offering proceeds to pay or reimburse the Manager and its affiliates for legal, accounting, due diligence, marketing, and other expenses relating to the formation or operation of the Fund, to pay fees to the Manager as described herein, to provide working capital for the Fund and to establish reasonable reserves to meet the Fund’s obligations. See “Use of Proceeds” below for more information.

Capital Contributions

Each Member will agree to make capital contributions in cash up to the aggregate amount of the Member’s Capital Commitment.

Distributions Generally

The Fund will endeavor to make Distributions out of available cash flow from operations equal to the total net cash receipts of the Fund during the period derived from all sources (other than Capital Contributions, Capital Transactions and Refinancing Transactions) together with any amounts included in reserves or working capital from prior periods which the Manager reasonably determines to distribute, or the sale, refinancing or disposition of investments, as determined by the Manager, net of disbursements and less the operating expenses of the Fund paid during such period (including, but not limited to, present and anticipated debts and obligations under any Credit Facility or otherwise, capital needs and expenses, the payment of any management or administrative fees and expenses, including without limitation the Asset Management Fee, Asset Acquisition Fee or Asset Disposition Fee, and reasonable reserves for contingencies) and any increases or replacements in reserves (other than from Capital Contributions) during such period (“Net Cash Flow”).

All Distributions payable to non-US Investors will be reduced by amounts required to be withheld and paid over to the Internal Revenue Service (the “IRS”) related to income allocated to such foreign Investors but shall be treated, for all purposes, as being paid to such non-US Investor.

Capital Event Distribution

At the time of redemption, reversion, capital event, and/or disposition, the Manager will make distributions in the following order and priority: 1) an amount up to and including each Member's Capital Account as a 'Return of Capital'; 2) 70.0% to the Class A Membership Unit Members based on their pro rata share equal to the number of Class A Membership Units they own divided by the total number of units in the investment; then 3) 30.0% to the Class B Membership Unit Holder. Further, RENTDUE Capital Fund 1 allocates profits according to a 70/30 split, designed to benefit both investors and the managing member as follows:

Investor Profits (Class A Shares): 70% of the weekly profits are allocated to the investors holding Class A shares. Managing Member Profits (Class B Shares): 30% of the weekly profits are allocated to the managing member, represented by Class B shares.

Profits or losses are calculated on a weekly basis. Additionally the fund operates with a High-water mark, ensuring that profits are allocated only on net gains, meaning losses must be fully recovered before profits are shared.

Allocations

Net income and net loss for each fiscal year will be allocated among the Members consistent with the described distribution provisions and the requirements of the Code to target capital accounts to match the distribution set forth above.

Fund Expenses

The Fund will be responsible for all out-of-pocket expenses incurred by the Manager and its affiliates in connection with the Fund's business, including: (a) all expenses of organizing the Fund and offering the Interests in the Fund, including legal, accounting, tax advice, consulting fees, and all such other reasonable and necessary fees; and (b) costs and expenses incurred in connection with the Manager's performance of its duties including (i) indemnification costs, (ii) fees and expenses of professional service providers and third-party transaction, pursuit and investigation costs (regardless of whether the transaction has been completed); (iii) legal, audit, tax preparation, investment management, administration and payment information systems and investor platforms and accounting fees and costs; (iv) marketing costs in connection with offering and selling the Membership Interests to Members, including without limitation any and all registration and filing fees, sales commissions, blue sky fees, and (v) administration, record keeping, investor relations and investor mailing and communication costs. Notwithstanding anything to the contrary contained herein, the Fund will not be responsible for the compensation of officers and employees, office overhead, or other expenses of the Manager.

Special Purpose Vehicles

Where the Manager deems it appropriate, the Fund shall use special purpose entities as subsidiaries, including corporations, limited liability companies, and limited partnerships to make and hold investments. The Manager may also cause the Fund to invest through corporations, limited liability companies, limited partnerships, joint ventures (both with third parties and affiliates of the Manager), or other arrangements in which the Fund has an economic interest and where such arrangements are reasonably expected to preserve in all material respects the overall economic relationship of the Members.

Transferability of Membership Interest

Interests in the Fund may not be directly or indirectly sold, transferred, assigned, pledged, or encumbered in whole or in part (whether voluntarily, involuntarily, or by operation of law) without the prior written approval of the Manager, which may be withheld in the Manager's sole and absolute discretion. The transferability of Interests is also restricted under the Securities Act.

Removal of Manager; Withdrawal of Manager

The Manager may not be removed by the Members. The Manager may, however, voluntarily withdraw from the Fund.

Fund Structure

RENTDUE Capital Fund 1 LLC ("the Fund") expects to be classified as a "partnership" for federal income tax purposes. The Fund will directly own all its investments, primarily focused on options trading, without the intermediary use of holding companies or subsidiary structures. The Fund does not plan to hold any investments through subsidiary real estate investment trusts or similar entities, as its primary focus is on financial instruments related to options trading. However, if deemed beneficial by the Manager in alignment with the Fund's strategic goals, adjustments to the investment structure may be considered at the Manager's sole discretion.

Income Tax Considerations

Provided that the Fund is treated as a partnership for federal income tax purposes, the Fund generally will not be subject to federal income tax directly, but rather each member of the Fund will be required to include in computing its federal income tax liability its allocable share of the items of income, gain, loss, deduction and credit of the Fund, regardless of whether any distributions have been made by the Fund to that Member.

The Fund will not implement procedures to avoid or minimize the impact of "unrelated business taxable income" (or "UBTI") to tax-exempt Investors.

Exculpation;
Indemnification

Exculpation. The Manager, its affiliates, officers, employees, members, managers, and agents (the “Indemnified Parties”) shall not have any liability to the Fund or its Members for any action (or inaction) which is undertaken (or omitted) in connection with such Indemnified Party’s performance of its duties under the Operating Agreement or to the Manager or its affiliates in connection with the Fund’s business unless such act or omission was performed or omitted fraudulently or in bad faith.

Indemnification. The Indemnified Parties shall be indemnified by the Fund against losses, judgments, expenses, etc., with respect to acts and omissions taken on behalf of the Fund, unless such act or omission was primarily attributable to an act or omission constituting fraud or bad faith. All indemnities shall be paid, first, from the Fund’s assets and, if the assets of the Fund are insufficient to fully satisfy any such obligation, then from the return of member distributions (on a pari passu basis and in proportion to Member’s respective Capital Contributions). The Fund will be obligated and liable to pay indemnification obligations pursuant to the governing documents for any subsidiaries established by the Fund, and the Fund shall make disbursements (on such pro rata basis) to such subsidiaries as necessary to pay such indemnification obligations.

Expense Advancement. Indemnification expenses shall be advanced and paid when due (even if prior to a final determination of availability of indemnification), provided that (i) the claimant is not a Member (other than the Manager or any affiliate of

Member Withdrawal Rights

Each quarter, Members are eligible to request withdrawals of their principal and accrued interest, up to the full amount of their current balance. Members can fully close out their accounts, by withdrawing all remaining funds including principal, accrued interest.

Books and Records

Members or their authorized representatives shall at all reasonable times and for any purpose reasonably related to the business and affairs of the Fund and their interest therein have access to the Fund's books and records.

Reports

The Fund's books shall be on a cash basis for book purposes. Financial Statements will be prepared annually within 120 days following the close of each taxable year and will be available upon request. Reports regarding the individual investments will be periodically provided to the Members.

Side Letters

The Manager may, in its sole discretion, enter into agreements on behalf of the Fund that modify or supplement a Member's rights and obligations with respect to its investment in the Fund (each such agreement, a "Side Letter"). The Manager may grant concessions to any unaffiliated investor in Side Letters in its sole and absolute discretion.

Amendments

The Manager, without the approval of any Members, may amend the Operating Agreement in order to: (a) add to the Manager's duties or surrender any right or power granted to it; (b) cure ambiguities, make corrections, comply with changes in the law, or otherwise clarify terms; (c) delete or add any provision requested by any federal or state "blue sky" agency to the extent deemed to be for the benefit or protection of some or all of the members; (d) effectuate the admission or withdrawal of Members in accordance with the Fund's terms; or (e) improve, upon the advice of counsel, the Fund's position in (i) satisfying 1940 Act exemptions, (ii) qualifying for ERISA plan asset exemptions, (iii) sustaining its tax positions or those of any of its members (including with respect to UBTI), (iv) avoiding publicly traded partnership status, or (v) preventing the Members' final capital accounts from deviating from the intended priority cash distributions described in "Distributions" above.

The Manager may amend the Operating Agreement in any manner other than to: (a) increase the capital commitments of a Member; or (b) alter the economic interest of a Member in the Fund from that described in "Distributions" above, unless the Manager obtains the consent of such Member.

Use of Professionals and Service Providers

The Manager may, in its sole discretion, engage affiliated professionals and service providers or outside professionals and service providers on behalf of and at the expense of the Fund on arm's-length terms. When affiliates are engaged, the transaction shall be on arm's-length terms. No professional or other service providers will be disqualified from providing services to the Fund or its affiliates because of the provision of services by such professional or service provider to the Manager or its affiliates, whether related to the Fund's business or other activities.

Governing Law

The Fund's Operating Agreement will be governed by the laws of the State of Wyoming.

FUND STRUCTURE

The Manager has endeavored to structure this Fund in a way that balances the Manager's need for flexibility, autonomy, and control with respect to Fund policies and investment decisions with the Investor's natural desire for safety, oversight, and transparency. It has considered the Fund's fee structure, administrative procedures, and third-party service providers, including Fund administration and accounting services, and have attempted to create a beneficial and proper alignment of interests between the Manager and the Investors, but there is no guarantee that interests will be aligned.

The Fund is organized as a Wyoming limited liability company. The Fund is making an offering that is exempt from registration under Regulation D promulgated by the SEC under the Securities Act of 1933 (the "Act" or "Securities Act"). The Fund is open to both United States and non-U.S. Investors. If the Fund has non-U.S. Investors, then it will be subject to U.S. tax withholding obligations with respect to such Investors. Each Investor in the Fund must be an "accredited investor" as such term is defined in Regulation D.

Some of the ways Investors can qualify are:

- For natural person Investors, having a net worth of at least \$1,000,000, excluding the value of a primary residence; or
- For natural person Investors, having an adjusted gross income of at least \$200,000 for the last two years (or \$300,000 with a spouse); or
- For natural person Investors, holding, in good standing, a Series 7, Series 82, or Series 65 license; or
- For entity Investors, having assets of at least \$5,000,000, or
- For entity Investors, having all of the owners of the entity otherwise be Accredited Investors.

Investor Suitability Standards

The Offering and sales of the Investments offered hereby will be made only to persons and/or entities who meet or exceed certain suitability standards which the Fund has adopted for the purpose of determining who will be permitted to invest. The Manager will accept or reject Subscription Agreements from prospective Investors at its sole discretion. The Manager reserves the right to reject any Subscription Agreement for any reason.

Investment Options

Investors shall acquire equity ownership in the Fund in the form of Membership Interest Units and shall become Members of the Fund, subject to the terms of the Operating Agreement, upon executing a Subscription Agreement and a joinder to the Operating Agreement, payment of all amounts set forth in the Subscription Agreement, and acceptance by Manager of each Investor's subscription.

By executing a Subscription Agreement, an Investor unconditionally and irrevocably makes a commitment to contribute capital in accordance with the terms set forth in the Subscription Agreement and Operating Agreement.

The Fund seeks to raise an indefinite amount in Investor capital. The Manager may or may not raise the full amount during the lifetime of the Fund. The minimum investment is \$100,000.00, which amounts may be adjusted at the sole discretion of the Manager.

FUND MANAGEMENT

Pursuant to the terms of the Operating Agreement (See Attachment A "Operating Agreement"), the Fund will be managed by RENTDUE Capital LLC, a Utah limited liability company ("Manager").

The Operating Agreement with the Fund provides the Manager will not be liable for any monetary damages to the Fund for any breach of duties, except for the receipt of financial benefit to which the Manager is not entitled, voting for or assenting to a distribution to Members in violation of the Operating Agreement or state law, or knowing violation of law.

MANAGEMENT TEAM

The strategic direction and investment objectives of the Fund are the focus of the Manager's principal, Jace Vernon.

RISKS OF INVESTMENT

THIS OFFERING IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK.

The purchase of the Units will involve a number of significant risk factors. Therefore, Prospective Investors are urged to retain legal, investment, and tax advisors to assist them in evaluating these risks. The Fund will assist prospective investors and their advisors by answering such questions as they may have, making available to them, upon request, such information as is in possession of the Fund or attainable by it without unreasonable expense or effort. Prospective Investors should carefully consider the following risk factors, together with all the other information, including all other risk factors and conflicts of interest relating to an investment in the Fund, including those set forth in this Memorandum, before deciding to subscribe for

Interests. Because of these factors, as well as other risks inherent in any investment, there can be no assurance that the Fund will be able to meet its investment objectives or otherwise can successfully carry out its investment program. The risks described below are not the only risks relating to an investment in the Fund, and other risks also may adversely affect an investment in the Fund. In addition to the Above Risks, businesses are often subject to risks not foreseen or fully appreciated by management. In reviewing this offering memorandum, potential investors should keep in mind other possible risks that could be important.

The information in this Memorandum (including financial information and information concerning prior transactions) has been obtained from published and non-published sources, including the management of certain entities that participated in such prior transactions. Certain information contained herein has been obtained from published sources prepared by third parties. While such information is believed to be reliable for the purposes used herein, none of the Fund, its affiliates, or any of their respective directors, officers, members, managers, employees, or owners assumes any responsibility for the accuracy of such information.

GENERAL INVESTMENT RISKS

Business Risks

The success of the Fund depends upon the ability of the Manager to identify, select, and consummate investments that will offer superior returns. The availability of such opportunities will depend, in part, upon general market conditions. The business of identifying and structuring a transaction is highly competitive and involves a high degree of uncertainty. Even if the Manager identifies an attractive investment opportunity, there can be no assurance that the Fund will be permitted to invest in such opportunities. As a result, it is possible that the Fund might never be fully invested. No assurance can be given that the Fund's investment will generate any income or will appreciate in value.

Volatility Risks

The value of options is highly sensitive to changes in the volatility of the underlying asset. Options trading inherently involves speculating on future price movements, which can be extremely unpredictable. Increases in market volatility can significantly affect the pricing of options, often leading to large fluctuations in value within short periods. Such volatility may

result from economic announcements, changes in market conditions, geopolitical events, or other factors. Given the Fund's daily trading strategy, heightened market volatility can expose the Fund to potential rapid and substantial losses if the underlying asset's price movements are contrary to the positions held. Investors should be aware that the potential for significant and sudden financial losses is a critical risk factor in options trading. Thus, prospective investors must consider their ability to bear such losses before investing in the Fund.

Time Decay (Theta) Risks

Options are distinctly time-sensitive financial instruments; their value inherently declines as the expiration date approaches. This phenomenon, known as time decay or theta, is a crucial consideration for investors in options. The rate of decay typically accelerates as the option nears its expiry date, which can erode the option's value, particularly if the market price of the underlying asset remains below (for call options) or above (for put options) the strike price. If the option remains out-of-the-money by expiration, the complete loss of the premium paid for the option is a stark possibility. Given the Fund's engagement in daily trading of options, the effect of time decay is particularly relevant and can significantly impact the Fund's performance. Investors should be cognizant of the potential for rapid and total loss of their investment due to time decay, especially for short-term options held by the Fund. This risk underscores the speculative nature of investing in options, which requires a high tolerance for capital loss and an understanding of the detailed mechanics of options trading.

Options Contract Liquidity Risk

Some options contracts are characterized by low liquidity, which may significantly impact the Fund's ability to conduct transactions without affecting market prices. Low liquidity in the options market can result in larger bid-ask spreads, meaning there is a significant difference between the highest price a buyer is willing to pay and the lowest price a seller is willing to accept. This discrepancy can make it challenging for the Fund to enter or exit positions promptly and at desirable prices. The difficulty in executing trades without substantial price impact can lead to adverse financial consequences, particularly in volatile market conditions where the Fund might need to close positions rapidly. Such scenarios may result in the Fund receiving less favorable prices for its options trades, potentially diminishing overall returns or contributing to greater losses. Therefore, the Fund's performance could be adversely affected by the reduced liquidity of certain options contracts it might hold, emphasizing the speculative and high-risk nature of investing in this asset class.

Risks Around the Complexity of Pricing

Options are complex financial instruments, with their pricing influenced by an array of interdependent factors. These factors include, but are not limited to, the current market price of the underlying asset, volatility levels, the time remaining until expiration, prevailing interest rates, and any potential dividends. Each of these elements plays a critical role in determining the fair value of an option. Misjudgments or miscalculations regarding any of these factors can lead to significant financial losses for the Fund. For example, underestimating the volatility of the underlying asset may result in buying options at inflated premiums, or failing to accurately predict interest rate movements may affect the cost of carry for the options. Due to the sophisticated nature of these pricing dynamics, even seasoned investors and managers may face challenges in accurately pricing options. Consequently, potential investors should be aware that investments in options require a deep understanding of financial markets and instruments and carry a high risk of loss due to the complex nature of pricing these derivatives. This complexity may result in performance volatility and substantial impacts on the Fund's returns.

Leverage Risk

Potential investors should be aware that options use leverage, allowing for high returns from a small initial investment. This leverage can magnify both gains and losses. If market conditions move adversely, losses may exceed the initial premium paid, potentially imposing substantial financial burdens. Investors must be prepared for the possibility of losing more than their initial investment and should assess their risk tolerance accordingly.

Assignment and Exercise Risk

Investors need to understand the implications of option assignment. For the Fund selling options, there is always a risk that the options could be exercised by the buyers. In such cases, the Fund must fulfill the contract's obligations. For instance, if the Fund is short on a call option, it might be required to deliver a significant number of shares quickly, which can introduce additional market risks and financial strains. This risk is inherent in options trading and can result in unexpected financial commitments.

Regulatory and Legal Risks

Options trading is governed by detailed and complex regulations that can change, affecting how options are traded. Potential investors should be conscious of the compliance risks involved.

Non-compliance or misunderstandings of these regulations can lead to severe penalties and substantial financial losses. This aspect emphasizes the need for stringent adherence to legal standards and ongoing regulatory awareness.

Counterparty Risk

For options traded over-the-counter (OTC), there is a heightened risk that counterparties may default on their obligations. This risk is absent in centralized exchanges where trading systems provide certain protections. In the OTC market, if a counterparty fails to fulfill their end of the contract, it could result in significant losses for the Fund. Investors should be aware of the increased risk involved in OTC transactions.

Market Maker Risks

The liquidity of options often depends on the actions of market makers. During periods of market stress, market makers may adjust trading conditions unfavorably for the Fund by widening spreads, reducing position limits, or exiting the market. Such conditions can disrupt trading and potentially lead to significant financial impacts. Investors should consider the potential risks of market maker dependencies, particularly under volatile market conditions.

Risks of Underlying Asset Changes

Since options are derivative instruments, their value is contingent upon the performance of an underlying asset. Changes in the underlying asset, due to varying factors such as market shifts, business results, or external events, can significantly impact the value of options. This sensitivity to underlying assets introduces a layer of risk as these factors can lead to substantial valuation swings in the options market, affecting the potential return on investment.

Risks Based on the Reliance on Third Parties

The success of the Fund relies on the performance of third parties. Third parties such as Interactive Brokers, a broker-dealer responsible for executing the trades. It is important to acknowledge the risk that Interactive Brokers may not execute the trades as intended. Factors such as technical issues, market volatility, or operational disruptions on the part of the broker-dealer could potentially lead to trade execution delays or errors, which could have negative consequences for the Fund's investments. To mitigate these risks, potential investors should conduct their own due diligence on third parties such as Interactive Brokers. Review their track records, reputation, and reliability in the industry.

Past Performance Not a Predictor of Future Results

The track record of the Manager, its affiliates, businesses, and any real estate companies they have managed should not be assumed to imply or predict, directly or indirectly, any level of future performance of the Fund. The performance of the Fund is dependent on future events and is, therefore, inherently uncertain. Past performance cannot be relied upon to predict future events for a variety of reasons, including, without limitation, local and national economic circumstances, supply and demand characteristics, degrees of competition, and other circumstances pertaining to capital markets.

Inability to Achieve Targeted Rate of Return.

The Fund will make an investment based on the Manager's estimates or projections of internal rates of return and current returns, which in turn are based on, among other considerations, assumptions regarding the performance of the investment, the amount and terms of available financing and the manner and timing of a disposition, including possible asset recovery and remediation strategies, all of which are subject to significant uncertainty. In addition, events or conditions that have not been anticipated may occur and may have a significant effect on the actual rate of return received on the investment.

Lack of Operating History.

RENTDUE Capital Fund 1 is a newly established entity and thus does not have an operating history for prospective investors to assess its likely performance. While the management team brings substantial experience in financial markets, particularly in options trading, this past experience should not be viewed as indicative of future results of the Fund.

Investors should consider that the Fund's future performance may vary significantly based on market conditions, trading strategies employed, and other factors unique to options trading. There is no guarantee that historical successes in financial markets by the management team will directly correlate with the performance of RENTDUE Capital Fund 1.

Reliance upon Projections.

The financial projections presented in this document are based on several assumptions that may not ultimately prove accurate. These include assumptions about market conditions, trading performance, and overall economic factors affecting the fund's operations. Consequently, actual results may differ significantly from these projections.

The projections reflect only the current expectations of the fund's management and are not guarantees of future performance. The variability inherent in financial markets means that projected results and actual outcomes can vary greatly. Investors should be aware that they might not realize the benefits or returns as projected.

Additionally, the projections assume that the Fund successfully raises the full amount of capital targeted in this and potentially future offerings. If less capital is raised, the Fund's ability to achieve its investment objectives may be affected.

No guarantee is made by the Fund's management, its affiliates, or advisors regarding the projected outcomes. Prospective investors should not base their investment decisions solely on these projections and are encouraged to consider the potential risks and market conditions that may impact their investment.

Investment Policies and Strategies.

The Fund may not meet its stated investment strategy and goals, and the Manager has the right to vary from its strategy and policies if it determines it is in the best interests of the Fund, subject to the terms of the Operating Agreement.

Reliance on Key Persons.

The ability of the Manager to manage the Fund's affairs currently depends on the management team and the Manager's principals. There can be no assurance that the members of the management team will remain affiliated throughout the term of the Fund or otherwise can continue to carry on their current duties throughout such term. The inability to recruit and hire replacement or additional key personnel as needed could have a material adverse effect on the Fund's operations.

General Economic and Other Conditions.

The Fund's performance may be impacted by various external factors beyond its control, including changes in overall economic conditions, market volatility, interest rate fluctuations, inflation, and shifts in government policies or regulations. Additionally, global financial markets, geopolitical events, and liquidity conditions can influence the profitability of the Fund's trading strategies.

While the Fund's investment strategy is designed to adapt to changing market conditions, no assurance can be given that broader economic or financial market trends will not adversely affect its performance. Investors should be aware that market risks are inherent in options trading and could lead to fluctuations in returns.

No Right to Remove the Manager.

The Investors have no right to remove the Manager.

Absence of Recourse against the Manager.

The Operating Agreement limits the circumstances under which the Manager, and its respective affiliates, and their respective officers, directors, members, Members, shareholders, employees, and consultants or agents can be held liable to the Fund or its Investors. Thus, Investors may have a more limited right of action in certain cases than they would in the absence of this provision.

Lack of Control by Investors.

Investors will not have an opportunity to evaluate the investments made by the Fund or the terms of any investment. Investors should expect to rely solely on the ability of the Manager to make an appropriate investment for the Fund and to appropriately manage and dispose of the investment. The business of the Fund will generally be managed by the Manager, who will have significant discretion in managing the Fund's business. The rights and obligations of Investors will be subject to the limitations set forth in the Operating Agreement, and except for the rights

specifically reserved to them by the Operating Agreement and applicable law, Investors will have no part in the management and control of the Fund. Moreover, the Manager is under no obligation to call or hold any meeting. The Manager may call a meeting of the Fund in such number and at such times as Manager deems advisable. Members holding at least sixty (60%) of the Fund's ownership Interests may call meetings of the Fund in accordance with the terms of the Operating Agreement. Further, any action taken by Members, whether or not in a meeting, must be approved in writing by the Manager.

Lack of Marketability

There are significant restrictions on the ability to sell or transfer an Interest in the Fund. There is no public market for the Interests, and, in addition, the Interests are being sold in reliance upon exemptions from registration under the Securities Act and applicable state securities laws. Thus, the Interests may not be sold unless they are subsequently registered under the Securities Act and applicable state securities law, if so required, or unless an opinion of counsel or other evidence satisfactory to the Manager is obtained that states that registration is not required. In addition, any sale, transfer, assignment, or pledge of an Interest in the Fund must be approved by the Manager, which may be withheld at the Manager's sole and absolute discretion. Because of those restrictions, Investors may not be able to liquidate their investment in the case of emergency or otherwise. The restrictions may also influence the price an Investor would receive if a transfer were to occur.

Liability of Members for Repayment of Certain Distributions

Under Wyoming law (applicable to an investment in the Fund), if an Investor has knowingly received a distribution from the Fund at a time when its liabilities exceed the fair market value of its assets after giving effect to the distribution, the Investor is liable to the Fund for a period of three years thereafter for the distribution. If the Fund is otherwise unable to meet its obligations, the Investors may, under applicable law, be obligated to return, with interest, cash distributions previously received by them to the extent such distributions are deemed to constitute a return of their capital contributions or are deemed to have been wrongfully paid to them. In addition, an Investor may be liable under applicable Federal and State bankruptcy or insolvency laws to return a distribution made during the Fund's insolvency.

Conflicts of Interest

(Also see the section below Conflicts of Interest.) An investment in the Fund involves several inherent or potential conflicts of interest, which prospective Investors should carefully consider before subscribing for Interests.

The Manager may make, or cause its affiliates to make, short-term loans to or from the Fund. The terms of such loans will not be determined through arms-length negotiations, and such loans will bear interest rates as determined by the Manager, which may not be consistent with the market rates for such loans.

Investors should be aware that the Manager of RENTDUE Capital Fund 1 will receive investment management fees for managing the fund's trading activities. The Manager reserves the right to waive these fees, in whole or in part, for any monthly payment period and may defer them to future periods at their discretion.

Additionally, the Manager and its affiliates may receive fees related to other services provided to the Fund. These fees are compensated at market rates and may include, but are not limited to, services such as financial management, risk assessment, and other operational support tasks necessary for the ongoing management of the Fund's trading activities.

Broad Discretion in Use of Funds

The Fund has broad discretion on how to allocate the proceeds received as a result of this Offering and may use the proceeds in ways that differ from the proposed uses summarized in this Memorandum. If the Fund fails to invest and utilize the proceeds effectively, its business and financial condition could be harmed and there may be the need to seek additional financing to fund operations.

Investment Delays

Upon receipt of investment capital through the sale of Membership Interests, RENTDUE Capital Fund 1 LLC ("the LLC") will commence options trading activities promptly. There may be a

brief delay between the time an Investor submits the Subscription Agreement and when the funds are fully wired and available in the LLC's trading account.

During the short period while awaiting the arrival of wired funds, the LLC may hold the proceeds in highly liquid, low-risk financial instruments such as money market funds or other similar vehicles to maintain liquidity. These instruments are chosen to ensure immediate availability of funds, facilitating a rapid transition to active trading to align with the LLC's strategic investment objectives.

This approach ensures that investor capital is ready for deployment in trading activities as soon as possible, minimizing downtime and aligning with RENTDUE Capital's commitment to liquidity and prompt capital utilization in options trading.

Phantom Income.

Although it is intended that distributions will be made on a regular basis, there can be no guaranty that will be the case. Accordingly, it is possible that Members in the Fund could be allocated taxable income in a given taxable year without corresponding distributions of cash or property by the Fund to pay such tax liabilities.

FEDERAL INCOME TAX RISKS

Generally, the income tax aspects of an investment in the Fund are complicated. Prospective Investors should review the discussion herein under the heading “**Tax Considerations**” and discuss the applicable tax considerations with their own professional tax advisors familiar with the Investor’s particular income tax situation and with the income tax laws and regulations applicable to the Investor and investment partnerships.

The Fund expects to be treated as a partnership for Federal income tax purposes, with the result that the Investors, and not the Fund, will be taxed on their distributive shares of the Fund’s items of income and gain. Investors will have this income tax liability even in the absence of cash distributions and thus may have taxable income and income tax liability arising from their investments in the Fund in years in which they receive no cash distributions from the Fund. If

this occurs, the tax on such profits will be an out-of-pocket cost of the Investors.

In addition to Federal income taxes, each Investor may incur income tax liabilities under the State or local income tax laws of certain jurisdictions in which the Fund will operate and/or own assets, as well as in the jurisdiction of that Investor's residence or domicile. State and local income tax laws vary from one location to another, and Federal, State, and local income tax laws are both complex and subject to change. In addition, special income tax considerations may apply to qualified employee benefit plans and other tax-exempt entities, as well as to non-U.S. residents.

No assurance can be given that the Fund's interpretation of the existing Federal income tax laws and Treasury Regulations for any given year will not be challenged by the Internal Revenue Service, resulting in an increase in taxable income or a decrease in allowable deductions.

Changes in the Law- Recent Legislation.

In recent years, numerous changes to the Code have been enacted. These changes have affected marginal tax rates, personal exemptions, itemized deductions, depreciation and amortization rates, and other provisions of the Code. There can be no assurance that the present federal income tax treatment of an investment in the Fund will not be adversely affected by future legislative, judicial or administrative action. Any modification or change in the Code or the regulations promulgated thereunder, or any judicial decision, could be applied retroactively to an investment in the Fund. In view of this uncertainty, prospective Investors are urged to consider ongoing developments in this area and consult their advisors concerning the effects of such developments on an investment in the Fund, considering their own personal tax situations.

Risk of Audit.

Information returns filed by the Fund are subject to audit by the IRS. An audit of the Fund's return may lead to adjustments, in which event the Members may be required to file amended income tax returns. In addition, any such audit may lead to an additional audit of an Investor's income tax return, which may lead to adjustments other than those relating to such Investor's investment in the Fund. The costs of such audit and adjustments would be borne by the affected Members.

Other Potential Tax Risks.

When considering an investment in RENTDUE Capital Fund 1 ("the Fund"), investors should be aware of the following simplified tax implications:

1. **Tax on Gains:** Profits from the Fund's trading activities may be subject to capital gains tax or ordinary income tax, depending on the nature of the income.
2. **Out-of-Pocket Tax Payments:** In some cases, investors might incur tax liabilities that exceed the cash distributions they receive from the Fund, particularly during periods of high profitability but low distribution.
3. **Potential Tax Law Changes:** Tax laws and their interpretations can change, potentially affecting the taxation of investment returns.

Investors are advised to consult with their tax advisors to understand the specific tax consequences of investing in a liquid, options trading fund like RENTDUE Capital Fund 1. This consultation will help ensure that investors are prepared for potential tax liabilities arising from their investment.

OTHER REGULATORY AND LEGAL RISKS

Federal and State Securities Laws; Absence of Regulation Applicable to the Fund.

The Fund has not registered and will not register this Offering under the Securities Act in reliance on the exemption provisions of Section 4(a)(2) of the Securities Act and Regulation D promulgated by the SEC. The Fund also has relied on exemptions from securities registration requirements under applicable state securities laws. Investors in the Fund, therefore, will not receive any of the benefits that registration may be deemed to afford. Given the planned nature of the Fund's investments, or pursuant to certain available exemptions, the Fund should not be required to register as an "investment company" under the Investment Company Act of 1940, and investors in the Fund will not have the protections that may be deemed to be afforded to investors under such Act.

Liquidity of Interests.

Investors should be aware of the long-term nature of this investment. There is not now and will not be a public market for the Interests. Because the Interests have not been registered under the Securities Act or under the securities laws of any State or foreign jurisdiction, the Interests are “restricted securities” and cannot be resold in the United States except as permitted under the Securities Act and applicable state securities laws, pursuant to registration thereunder or exemption from such registration. It is not contemplated that registration of the Interests under the Securities Act or other securities laws will ever be affected. The Interests may also not be sold or otherwise transferred without the consent of the Manager and compliance with the Operating Agreement. Accordingly, an Investor may not be able to liquidate his, her or its investment in the Fund in the event of an emergency or for any other reason, and an Investor’s Interests due to the illiquid nature of the Interest and the limitation on transfer may not be accepted as collateral for loans. Limitations on the transfer of the Interests may also adversely affect the price that an investor might be able to obtain for Interests in a private sale.

CONFLICTS OF INTEREST

The following is a list of some of the important areas in which the interests of the Manager and its Affiliates may conflict with those of the Fund. The Members must rely on the general fiduciary standards and other duties which may apply to a manager of a limited liability company to prevent unfairness by any of the aforementioned in a transaction with the Fund. (See “Fiduciary Responsibility of the Manager” above.)

NON ARMS’-LENGTH COMPENSATION

The Fund or the Manager will determine in good faith whether or not to enter any investments in Properties, or to enter into any transaction, on behalf of the LLC. None of the Manager’s or its affiliated companies’ compensation described herein was negotiated at “arms’ length.”

FUND MANAGEMENT NOT REQUIRED TO DEVOTE FULL-TIME

The Manager is not required to devote its capacities full-time to the Fund's affairs. Nevertheless, the Manager does plan to devote such time to the management of the LLC as the affairs of the Fund reasonably require.

COMPETITION WITH AFFILIATES OF THE FUND

Although they currently have no intention to do so, there is no restriction preventing the Fund or any of its affiliates, principals, Members, or management from competing with the Fund by investing in properties or sponsoring the formation of other investment groups like the Fund to invest in similar areas. If the Fund or any of its principals were to do so, then when considering each new investment opportunity, the Fund or such affiliate, principal or manager would need to decide whether to originate or hold the resulting transaction in the Fund, as an individual or in a competing entity. This situation would compel the Manager to make decisions that may at times favor persons other than the Fund. The Operating Agreement exonerates the Fund and its affiliates, principals and management from any liability for investment opportunities given to other persons.

CONFLICT WITH RELATED PROGRAMS

The Manager and its managers, principals, directors, officers and/or affiliates may cause the Fund to join with other entities organized by the Manager for similar purposes as partners, joint venturers or co-owners under some form of ownership in certain investments or in the ownership of repossessed real property. The interests of the Fund and those of such other entities may conflict, and the Fund controlling or influencing all such entities may not be able to resolve such conflicts in a manner that serves the best interests of the Fund.

INVESTMENTS IN THE LLC

The Manager or an Affiliate may elect, in good faith, to invest in the LLC through an acquisition of Membership Interests through the Offering. There is no limitation on the ability of the Manager to acquire Membership Interests in the Offering or to participate as a result of its ownership of Membership Interests as a Member in the LLC.

CREDITOR RELATIONSHIP WITH THE FUND

If the Fund chooses to employ leverage, the Fund may obtain such leverage from the Manager or an Affiliate. Any such arrangement would render the Manager or Affiliate, as applicable, in the

position of a creditor vis-à-vis the Fund (which would be a debtor as a result of obtaining such access to leverage). As a creditor, the Manager or Affiliate may have interests or views that are contrary to, or otherwise in conflict with, the interests and views of the Members. While the Manager would nevertheless be expected to exercise its fiduciary duty for Members in managing the Fund, the Manager would clearly have a conflict from its or its Affiliate's creditor relationship with the Fund.

The entry into a credit or leverage relationship between the Fund and the Manager or an Affiliate will generally be on terms and conditions that are fair and reasonable for all parties, but no assurance can be given that the Fund could not obtain better terms and conditions or a more favorable arrangement from an independent third party.

OTHER SERVICES PROVIDED BY THE MANAGER OR ITS AFFILIATES

The Manager or its Affiliates may provide other services to persons dealing with the LLC. The Manager or its Affiliates are not prohibited from providing services to, and otherwise doing business with, the persons that deal with the LLC, the Membership Interests, or the Members.

GENERAL INFORMATION

REQUIREMENTS FOR HOLDERS OF LLC INTERESTS

The limited liability company membership interests (the "Units") offered by the Fund will be offered and sold pursuant to exemptions from registration under the Securities Act of 1933, as amended, and under state securities laws. The Units will therefore be sold to a limited number of purchasers who are acquiring such Unit(s) for investment and not with a view to resale. To be eligible to purchase any Unit, an investor must warrant and represent that he or she is acquiring the Unit for his or her own account and that the Unit will not be resold without registration under applicable state and federal securities laws or pursuant to an exemption from such laws. Any transfer shall be conditioned upon the proposed transferor furnishing the Fund with an opinion of legal counsel, acceptable to the Fund, relative to compliance with or exemption from such state and federal laws as may be applicable to such resale. Purchasers acquiring Units hereunder will

be required to execute a Subscription Agreement agreeing to such conditions and restrictions. (See Attachment B, "Subscription Agreement".)

Unit holders have no right to require registration of their Units under state or federal securities laws, and the Fund does not contemplate such registration now or at a future date. Further, the requirements for the transfer of Units in accordance with Rule 144 under the Securities Act of 1933 will not be satisfied. Potential investors should therefore review the significance of these limitations on transfer with their legal and investment counsel.

Generally, potential investors must be "accredited investors" as that term is defined under Regulation D of the Securities Act of 1933. The Fund will require that each prospective investor verify that they are accredited investors and make the representations in the Subscription Agreement in order to ascertain whether such prospective investor meets these requirements. To preserve the confidentiality of information contained in the verification process, all prospective investors will be required to obtain verification from , a third-party compliance company. All financial information submitted to will not be released to the Fund or its Manager without the consent of the applicable investor. The Manager of the Fund reserves the right to make such inquiries of potential investors as it shall deem appropriate, relative to their purchase of the Units being offered, and further reserves the right to reject or accept subscription agreements received pursuant to this offering.

THE COMPANY SHALL INCUR NO LIABILITY NOR BE RESPONSIBLE TO ANY UNIT HOLDER FOR ERRORS OR OMISSIONS MADE IN ANY SUBSCRIPTION AGREEMENT , ACCREDITED INVESTOR QUESTIONNAIRE, OR PURCHASER QUESTIONNAIRE SUBMITTED BY A PROSPECTIVE INVESTOR.

RESTRICTION ON TRANSFER OR ASSIGNMENT OF RIGHTS

There are substantial restrictions on the transfer of Units. The Units are being offered and sold pursuant to an exemption from registration under the Securities Act of 1933, as amended, provided by Rule 506(c) of Regulation D promulgated thereunder. The Units are not registered under the Securities Act of 1933 or under state law. Purchasers of the Units shall not sell, assign, donate or transfer to any person or entity all or any portion of the Units unless:

- 1) The Fund has received a favorable opinion of its counsel and/or such evidence as may be satisfactory to counsel for the Fund to the effect that any such transfer will not be in violation of the Securities Act of 1933, the rules and regulations promulgated thereunder or any state securities laws; or
- 2) The sale of such Units is registered with the Securities and Exchange Commission and under any applicable state securities laws.

The Fund does not contemplate registration of the Units, and the holders of the Units will have no right to require registration.

INVESTMENT SUITABILITY

Prospective investors should view the Units in RENTDUE Capital Fund 1 LLC ("the Fund") as a long-term investment and consider them illiquid. It is advised not to invest funds that may be needed for short-term financial obligations, as the Units will not be readily convertible into cash. The offering of the Units will be limited, and their transferability will be restricted. No public or secondary market is expected to develop for the Units, and they have not been registered under the Securities Act of 1933 (the "Act"). Consequently, the Units cannot be resold unless they are registered under the Act or unless an exemption from registration is available and the Manager's consent is obtained.

Investors will be required to acknowledge in writing that they understand the Fund's Operating Agreement includes these restrictions and that any resale of their Units must comply with applicable registration requirements. The Fund does not intend to undertake the registration of the Units for resale under the Act or to provide public information that would facilitate the resale of Units under Rule 144 of the Act.

Investment Benefits and Distributions: The primary benefits anticipated from an investment in the Fund are derived from the potential capital growth through disciplined options trading strategies. While the Fund is primarily focused on generating returns through capital appreciation, it aims to manage cash flows to facilitate potential distributions. However, there is no guarantee that these distributions will occur or that the investment objectives of the Fund will

be met. The Manager's strategic decisions will aim to optimize returns for investors but cannot assure any specific outcome.

TAX CONSIDERATIONS

PROSPECTIVE INVESTORS SHOULD SEEK THEIR OWN TAX COUNSEL

The following summary of the tax considerations relating to an investment in the Fund is based upon the Internal Revenue Code of 1986, as amended (the "Code"), applicable Treasury Regulations (the "Regulations"), currently published administrative positions of the Internal Revenue Service (the "Service") and existing judicial decisions. No assurance can be given that legislative or administrative changes or court decisions may not be forthcoming that would significantly modify the statements in this summary.

Moreover, a prospective investor should note that the discussion below is necessarily general, and the applicability or effect of matters discussed below may vary depending on an investor's individual circumstances. It is impractical to comment definitively on all aspects of federal, state, or local tax law, which may affect each prospective investor with respect to his ownership of a Unit and participation as a member of the Fund. THEREFORE, EACH PROSPECTIVE INVESTOR SHOULD SATISFY HIMSELF AS TO THE INCOME AND OTHER TAX CONSEQUENCES OF HIS PARTICIPATION IN THE COMPANY BY OBTAINING ADVICE FROM HIS OWN TAX COUNSEL – EACH PROSPECTIVE INVESTOR SHOULD NOT RELY ON THE TAX INFORMATION IN THIS SECTION. The following discussion, however, may be useful to a prospective investor with respect to his evaluation of an investment in the Fund.

MEMBERS, NOT FUND, SUBJECT TO TAX

Under the Code, the Fund, as an entity, is not subject to federal income taxes. The Fund will file federal partnership information tax returns reporting its operations on the accrual basis for each calendar year. Each member will report on his federal income tax return his distributive share, as

determined by the Operating Agreement and specified in the federal information return, of income and losses realized by the Fund, whether or not any cash distributions are made to the member during the taxable year. Accordingly, a member may be subject to tax on his distributive share of Fund income whether or not any cash distribution is made to such member. The characterization of any item of income and loss (as capital gain or ordinary income and as capital loss or ordinary loss) will be the same to the member as it is to the Fund. A member is generally entitled to deduct from income his allocable share of any Fund losses to the extent of his basis in his interest at the end of the Fund year in which such loss occurs.

MEMBER'S BASIS IN MEMBERSHIP INTEREST

The adjusted basis for a member's membership interest is important for several reasons: it determines the amount of Fund losses, if any, which a member may deduct, the treatment of cash distributions, and measures the taxable gain or loss on a sale or exchange of such interest. Generally, each member's tax basis for his interest will be equal to the price paid for his interest, plus his share of Fund liabilities. Each partner will increase the tax basis of his interest by (i) his cash contributions to the Fund; (ii) the amount of his allocable share of the Fund's taxable income and gain; and (iii) any increase in the member's allocable share of Fund liabilities, and will reduce the tax basis of his membership interest (but not below zero) by (i) the member's allocable share of the Fund's deductions and losses; (ii) the amount of any distributions of the Fund to such member; and (iii) any reduction in his allocable share of Fund liabilities. A member may include in the basis of his interest in the Fund his share of the principal amount of non-recourse indebtedness equal to his allocable share of profits under the Operating Agreement and his share of the principal amount of recourse indebtedness equal to his allocable share of Fund losses, but not to exceed the amount of his actual capital contributions credited to him by the Fund and the total contribution which the member is obligated to make under the terms of the Operating Agreement.

DEDUCTIBILITY OF LOSSES

The deductibility of losses from passive activities, which include losses from the Fund, is limited to the income generated from passive activities (exclusive of portfolio income). It would appear

that net income from the Fund would constitute passive income to a member (unless a member can establish the material participation in the business of the Fund required by the service to avoid passive treatment) and would be available for offset against passive losses from other sources, including other limited liability company investments. Credits from passive activities will generally be allowed only to the extent of the tax attributable to income from passive activities in succeeding years. In addition, suspended losses from an activity are allowed in full when the taxpayer disposes of his entire interest in the activity in a taxable transaction. The passive loss limitation applies to individuals, estates, trusts, and certain closely held corporations.

A member may not deduct from taxable income his share of the Fund's losses to the extent that such losses exceed the lesser of (a) the adjusted tax basis of his interest at the end of the Fund's taxable year in which the loss occurs, or (b) the amount the member is considered "at-risk" under Section 465 of the Code at the end of that year. In general, a member is initially "at-risk" to the extent of the amount of cash paid for his interest. A member's "at-risk" amount increases or decreases as his adjusted basis in his interest increases or decreases, except that only non-recourse financing, except in special circumstances, does not increase the "at-risk" amount. Losses disallowed to a member as a result of these limitations will carry forward and will be allowable to a member to the extent that his adjusted basis or "at-risk" amount (whichever was the limiting factor) is increased. The "at-risk" limitation applies to an individual member, a shareholder of a corporate member that is an electing S corporation, and a corporate member if fifty percent (50%) or more of the value of its stock is owned directly or indirectly by five or fewer individuals.

UNRELATED BUSINESS TAXABLE INCOME

The Fund's activities would probably cause Investors who are tax-exempt entities (including pension plans, 401 (k) plans, IRAs, etc.) to realize and be taxed on unrelated business taxable income ("UBTI"). For example, since the Fund intends to leverage its properties, a portion of the income or gain attributable to such properties will be debt-financed income and consequently taxed as UBTI. Also, any gains attributable to property deemed held primarily for sale in the ordinary course of business will constitute UBTI. The rules applicable to UBTI are complex, and their application to certain types of transactions is uncertain. Members that are otherwise exempt from state and local income taxes may be subject to such taxes on their share of the Fund's

UBTI. Investment in the Fund by tax-exempt entities, including pension funds, may require a portion of the assets of the Fund to be depreciated for Federal income tax purposes over a longer period of time than would otherwise be applicable. Accordingly, prospective Investors who are tax-exempt should consider the effect of UBTI on an investment in the Fund.

TAX CONSIDERATIONS DISCLAIMER

THE FOREGOING ANALYSIS CANNOT BE AND IS NOT INTENDED AS A SUBSTITUTE FOR CAREFUL TAX PLANNING. CERTAIN OF THE TAX ASPECTS OF THE OFFERING WILL NOT BE THE SAME FOR ALL INVESTORS. EACH PROSPECTIVE INVESTOR IS URGED TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THEIR OWN TAX SITUATION AND THE EFFECTS OF THEIR INVESTMENT AS TO FEDERAL, STATE, AND LOCAL TAXES. THIS OFFERING MEMORANDUM MAKES NO ATTEMPT TO SUMMARIZE THE STATE AND LOCAL TAX CONSEQUENCES TO A MEMBER.

ADDITIONAL INFORMATION

FORWARD-LOOKING STATEMENTS

This Memorandum contains forward-looking statements and forecasts concerning the Fund's plans, intentions, strategies, expectations, predictions, and financial forecasts concerning their future investment activities and results of operations and other future events or conditions. These statements and forecasts are based on the views and opinions of the Manager. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "believes," "may," "will," "could," "intends," "estimate," "might," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. Additionally, certain sections of this Memorandum, such as "Risks of Investment," may contain such forward-looking statements, even though such modifying terminology is absent.

It is important to note that the Fund's actual results or activities or actual events or conditions could differ materially from those estimated or forecasted in such forward-looking statements due to a variety of factors, some of which may be beyond the control of the Fund or the Manager. See "Risks of Investment" for a discussion of certain other factors that could cause the Fund's actual results or activities or actual events or conditions to differ from those anticipated. Although estimates and assumptions concerning the growth of the portfolio are believed by Manager to be reasonable, such estimates and assumptions are uncertain and unpredictable. To the extent that actual events differ materially from the Manager's assumptions and estimates, actual results will differ from those forecasted.

These statements include, among other things, statements regarding the Fund's intent, belief, or expectations with respect to:

- the type and quality of the properties the Fund may acquire;
- the target returns, internal rate of return, multiple and distributions to Members; and
- the markets in which the Fund may acquire and operate;

Members should not rely on forward-looking statements because they involve known and unknown risks, uncertainties, and other factors which are, in some cases, beyond the Fund's control and may cause its actual results, performance, or achievements to differ materially from anticipated future results, or the performance or achievements expressed or implied by such forward-looking statements.

Several factors could adversely affect the performance of RENTDUE Capital Fund 1, including:

- **Economic Conditions:** Shifts in the broader economy could influence market volatility and trading outcomes.
- **Government Policies and Tax Rates:** Changes in regulations or tax rates may impact financial markets and the fund's trading strategy.
- **Acquisition and Execution of Trading Strategies:** The fund's ability to identify and execute profitable trading strategies is crucial for success.
- **Financial Market Changes:** Variations in interest rates and financial market dynamics can affect the fund's performance.
- **Competition:** Increased or unexpected competition in the trading arenas may affect profitability.
- **Investment Risks:** All risks outlined in the "Risks of Investment" section of this Memorandum could impact fund performance.

Investors should consider these factors along with the detailed risk disclosures provided to understand how external conditions and inherent trading risks might influence their investments.

While forward-looking statements in this Memorandum reflect the Fund's estimates and beliefs, they are not guarantees of future performance. The Fund does not promise to update any forward-looking statements to reflect changes in the underlying assumptions or factors, new information, future events, or other changes.

FUND FINANCIAL STATEMENTS AND REPORTS

The fiscal year for RENTDUE Capital Fund 1 will align with the calendar year, and the Fund will maintain its financial records on a cash basis. While the Fund typically provides weekly updates to its investors, formal comprehensive reports including statements of income and balance sheets will be distributed monthly to keep investors well-informed of the Fund's performance and financial status. Additionally, within 75 days of the fiscal year-end, the Fund will provide investors with the necessary tax information and tax returns, prepared by the Fund's accountant. Unless taxes are extended.

Material matters affecting the Fund will be reported as they occur to ensure transparency and timely communication with all Members.

CAPITALIZED TERMS

Capitalized terms not defined herein have the meanings ascribed to such terms in the Fund's Operating Agreement governing the respective rights and obligations of the Members and Manager of the Fund and the Interests issued thereunder (the "Operating Agreement").

LITIGATION

There is no litigation pending or threatened against the Fund. The Manager believes that there is no litigation pending or threatened, which might materially adversely affect the benefits of ownership of ty the Fund.

COMMON COUNSEL

The Company and the Manager have been represented in certain matters limited to this Offering by common PPM counsel, Moschetti Law Group, PC. Moschetti Law Group, PC has not been engaged to issue any form of opinion of counsel relating to this offering. Moschetti Law Group, PC may also represent the Manager in connection with other matters, including, without limitation, other investment vehicles affiliated with the Manager. Consequently, investors should not consider the firm of Moschetti Law Group, PC to be their independent counsel and should consult with their own legal counsel on all matters concerning the Company or any investments therein. If the independent counsel should have any questions of Moschetti Law Group, PC, they may call (818) 696-5007. Investors themselves should refrain from contacting Moschetti Law Group about this offering and instead contact the Manager should they have any questions.

NOTICE TO INVESTORS

Copies of this offering package will be delivered to all prospective investors, and the Fund undertakes that it will make available for review by prospective investors and their respective counsel, advisors, and representatives, all information reasonably requested by them and in the Fund's possession or accessible to it without unreasonable effort or expense.

The Interests have not been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”) or by the securities regulatory authority of any State or foreign jurisdiction, and neither the SEC nor any such authority has passed upon the accuracy or adequacy of this Memorandum nor is it intended that the SEC or any such authority will do so. The Interests have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any State or foreign jurisdiction and may be sold only in transactions exempt from the registration requirements of such laws under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D under the Securities Act, and only to persons meeting the definition of “Accredited Investor” under Regulation D. The Interests may not be resold except under limited circumstances in compliance with applicable laws and other restrictions described herein.

Furthermore, the Fund will not be registered as an investment company under the Investment Fund Act of 1940 (the “1940 Act”) because the Fund does not meet the definition of “investment company” provided in the 1940 Act. In addition, neither the Fund nor its affiliates will be registered as an investment advisor under the Investment Advisers Act of 1940. Consequently, Investors will not be afforded many of the protections available to investors under those laws and regulations.

Any projections or other estimates in this Memorandum, including estimates of returns or performance, are forward-looking statements and are based upon certain assumptions that the Fund and the Manager consider to be reasonable. Other events, which were not considered, may occur and may significantly affect performance. Any assumptions, projections, or estimates should not be construed to be indicative of the actual events that will occur. Actual events are difficult to predict and depend upon factors that are beyond the Fund’s control. Certain assumptions have been made to simplify the presentation and, accordingly, actual results will differ and may differ significantly from those presented. Some important factors which could cause actual results to differ materially from those projected or estimated in any forward-looking statements include, but are not limited to, the following: changes in interest rates and financial, market, economic or legal conditions. In addition, the degree of risk may be increased because of the leveraging of the Fund’s investments. These and other risks are described under “Risks of Investment” and elsewhere in this Memorandum, in each case, which Investors are urged to read and consider prior to investing in the Interests. Accordingly, there can be no assurance that targeted returns or projections will be realized. Such targeted returns and projections should be viewed as hypothetical and do not represent the actual returns that will be achieved by an Investor. Investors should conduct their own analysis, using such assumptions as they deem appropriate, and should fully consider other available information, including the information described in “Risks of Investment,” in making an investment decision. Due to the numerous risks inherent in the investment, investors must be prepared to bear the economic risk of their investment for an indefinite period and be able to withstand a total loss of their investment.

Investors should bear in mind that past performance is not necessarily indicative of future results, and there can be no assurance that the Fund will achieve results comparable with similar funds’ past performance or results comparable with the performance of other funds managed by the Manager.

There is no public market for Interests, and no such market is expected to develop in the future. The Interests may not be resold or transferred (i) except as permitted under the Operating Agreement, and under the Fund's subscription agreement, and (ii) unless such resale is made in accordance with an exemption from the registration requirements of applicable securities laws.

The Interests are also subject to further restrictions on transfer described herein. Because of such restrictions, it is unlikely that a secondary trading market for Interests will ever develop, and Investors will bear the risk of their investments for an indefinite period. Investors should note their limited withdrawal and governance rights described in the Operating Agreement.

The Fund will also provide investors with the opportunity to ask questions and receive written answers concerning the terms and conditions of the Offering or necessary to verify the accuracy or evaluate the information provided herein, provided that such answers can be provided without unreasonable effort or expense on the part of the Fund. The Fund authorizes no such answers or information unless furnished or approved in writing by the Manager.

Any questions or requests for additional information should be directed to:

RENTDUE Capital LLC
1611 E 2450 S B2
St George UT 84790
(801) 592-1026