

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

RENTDUE CAPITAL CASHFLOW FUND 3 LLC

a Wyoming limited liability company (the “Fund”)

Class A Preferred Membership Interest Units

RENTDUE Capital CASHFLOW Fund 3 LLC is offering to sell its Class A Preferred Membership Interest Units (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 and Regulation S of the Securities and Exchange Commission. Accordingly, RENTDUE Capital CASHFLOW Fund 3 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” below)

Confidential

The following comprises confidential information regarding the offering of securities of RENTDUE Capital CASHFLOW Fund 3 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 CASHFLOW Fund 3 LLC without the prior written consent of RENTDUE Capital CASHFLOW Fund 3 LLC.

**PRIVATE PLACEMENT MEMORANDUM
OF
RENTDUE CAPITAL CASHFLOW FUND 3 LLC
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29, 2025

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PART ONE

EXECUTIVE SUMMARY

1. OFFERING SUMMARY

This Private Placement Memorandum (the "Memorandum") relates to the offering (the "Offering") of Class A Preferred Membership Interest Units (the "Interests") in RENTDUE Capital CASHFLOW Fund 3 LLC, a Wyoming limited liability company (the "Fund"). The Interests represent non-voting, preferred equity in the Fund and entitle holders to a fixed, non-cumulative preferred return. The Fund seeks to generate distributable income for its Members through an active, systematic trading strategy focused on publicly traded stock options. Each Interest is offered at a price of \$1,000.00 per Unit.

Proceeds from the Offering will be used to capitalize a centralized brokerage account (Charles Schwab), held by a master LLC (Forged Oak), through which the Fund will execute its options trading strategy. The Fund employs a proprietary, systematic trading approach developed by the Manager to identify and capitalize on short-term market movements.

This Offering is being conducted pursuant to Rule 506(c) of Regulation D and Regulation S under the Securities Act of 1933. As such, the Fund may engage in general solicitation and advertising in connection with the Offering, provided that all purchasers are verified to be "accredited investors" as defined in Rule 501(a) of Regulation D. Interests are offered solely for investment purposes and not with a view toward resale or distribution..

2. INVESTMENT STRATEGY

The Fund will deploy investor capital into publicly traded stock options through a centralized brokerage account at Charles Schwab, operated under a master LLC (Forged Oak). The Fund's strategy emphasizes frequent, short-term trading based on a systematic, criteria-based model developed by the Manager. This approach is intended to generate consistent cash flow sufficient to support the Fund's monthly preferred return obligations. While the Fund aims to provide reliable income and preserve investor capital, there is no guarantee that targeted performance levels will be achieved.

RENTDUE Capital LLC serves as the exclusive Manager of the Fund (the “Manager” or “Sponsor”).

3. KEY TERMS AND OBJECTIVES

- **Investment Objectives:** The Fund’s primary objective is to generate consistent monthly income for its Class A Preferred Members by actively trading publicly listed stock options through a systematic, short-term strategy. The Fund intends to meet its preferred return obligations from trading profits while also seeking to preserve investor capital. However, there is no guarantee that the Fund will achieve these outcomes.
- **Profit Allocation:** Available net profits will be distributed monthly. Class A Preferred Members are entitled to receive an annualized 18% non-cumulative preferred return, payable monthly, from Net Cash Flow. Any remaining profits after payment of the preferred return will be allocated entirely to the Class B Member (the Manager).
- **Withdrawals:** Members may withdraw accumulated profits quarterly, provided their account balance remains at or above \$100,000. Withdrawals outside of the quarterly window are not permitted unless the Member is closing their account.

4. SUMMARY OF FINANCIAL PROJECTIONS

The Fund’s performance outlook is informed by the Manager’s analysis of historical trading data, prevailing market conditions, and anticipated volatility patterns. Projected returns reflect the Manager’s targeted outcomes, net of fees and expenses, based on conservative assumptions. However, all projections are inherently uncertain and actual results may differ materially due to market fluctuations and other unforeseen factors.

Participation in the Offering provides investors with exposure to a professionally managed, actively traded portfolio of publicly listed stock options, executed through a disciplined, rules-based strategy.

5. CONFIDENTIAL INFORMATION

This document and its contents are confidential and proprietary and constitute legally protected information belonging to RENTDUE Capital CASHFLOW Fund 3 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 CASHFLOW Fund 3 LLC are strictly prohibited. In accepting delivery of this Memorandum, recipients agree to return it to RENTDUE Capital CASHFLOW Fund 3 LLC and destroy all electronic copies if they elect not to invest in the Fund.

6. 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.

PART TWO IMPORTANT NOTICES AND DISCLAIMERS

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.

1. CONFIDENTIALITY

This memorandum contains confidential information intended solely for the use of prospective investors in evaluating the offering of securities described herein. By accepting this memorandum, the recipient agrees to keep its contents confidential and to use it solely for the

purpose of evaluating the investment opportunity. Any unauthorized reproduction or distribution of this memorandum or its contents is prohibited.

2. *FORWARD-LOOKING STATEMENTS*

This memorandum contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements of the Fund to be materially different from those expressed or implied by such forward-looking statements. Forward-looking statements are often identified by the use of words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and similar expressions. Actual results may differ materially from those projected or suggested in any forward-looking statements due to a variety of factors. Prospective investors should not place undue reliance on these forward-looking statements and should consider the risks and uncertainties discussed in the “Risk Factors” section of this memorandum.

3. *REGULATORY NOTICES*

The securities offered hereby 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 interests, 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 restrictions 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.

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 Fund's 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.

4. *SUITABILITY STANDARDS*

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. The Fund 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. The Fund 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.

5. *PROJECTIONS AND ASSUMPTIONS*

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.

6. *INDEPENDENT INVESTIGATION AND ANALYSIS*

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.

7. *INVESTMENT, TAX, LEGAL, AND ACCOUNTING ADVICE*

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.

8. *TRANSFER RESTRICTIONS*

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 interests, 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.

9. *SUBSTANTIAL RISKS*

This Offering involves certain substantial risks (see “Risks of Investment” below), 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.

10. JURISDICTIONAL RESTRICTIONS

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 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 the Fund.

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 29, 2025.

11. *ADDITIONAL INFORMATION AND QUESTIONS*

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

RENTDUE Capital LLC
1611 E 2450 S B2
St George, UT 84790

12. *STATE-SPECIFIC NOTICES AND DISCLOSURES*

This offering is conducted pursuant to Reg D Rule 506(c) of Regulation D under the Securities Act of 1933, which allows for the general solicitation of accredited investors. While the offering is exempt from registration with the SEC, it remains subject to federal securities laws and certain state securities regulations. Nearly all states require that a notice filing be made with the appropriate regulatory authority in connection with this offering. As a result, the Fund complies with the applicable notice and filing requirements of each state where its securities are offered or sold. The following state-specific disclosures are provided to inform investors of the particular requirements or exemptions applicable in their jurisdiction.

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

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29, 2025

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.

Louisiana Supplement to the Above Risks of Investment, Notices, & Representations

If an investor accepts an offer to purchase any of the securities, the investor is hereby advised the securities will be sold to and acquired by it/him/her in a transaction exempt from registration under Rule 1 of the Louisiana Securities Law and may not be re-offered for sale, transferred, or resold except in compliance with such Act and applicable rules promulgated thereunder.

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.

Offers And Sales Made Outside the United States Without Registration Under The US Securities Act of 1933

Fund's securities may be offered and sold to purchasers outside the United States in accordance with the rules of Regulation S promulgated under the Securities Act and/or such other rules and regulations, as may be applicable under the circumstances. Accordingly, the sale, transfer, or other disposition of any of Fund's securities, which are purchased pursuant hereto, may be restricted by applicable federal securities laws and/or the securities laws of one or more non-U.S. countries (depending on the residency of the investor) and by the provisions of the subscription agreement executed by such purchaser.

In the event that Regulation S applies, each distributor selling securities to a distributor, a dealer, or a person receiving a selling commission, fee or other remuneration, prior to the expiration of a one-year distribution compliance period in the case of equity securities, must send a confirmation or other notice to foreign purchasers stating that such purchasers are subject to the same restrictions on offers and sales that apply to a distributor.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy to anyone

in any jurisdiction in which such offer or solicitation would be unlawful or is not authorized or in which the person making such offer or solicitation is not qualified to do so.

Attempted compliance with any rule in Regulation S does not act as an exclusive election; the Fund may also claim the availability of any applicable exemption from the registration requirements of the Securities Act. The availability of the Regulation S safe harbor to offers and sales that occur outside of the United States will not be affected by the subsequent offer and sale of these securities into the United States or to U.S. persons during the distribution compliance period, as long as the subsequent offer and sale are made pursuant to registration or an exemption therefrom under the Securities Act.

During the course of the Offering and prior to any sale, each Offeree of the Units and his or her professional advisor(s), if any, are invited to ask questions concerning the terms and conditions of the Offering and to obtain any additional information necessary to verify the accuracy of the information set forth herein. Such information will be provided to the extent the Company possesses such information or can acquire it without unreasonable effort or expense.

FOR PERSONS WHO ARE NEITHER NATIONALS, CITIZENS, RESIDENTS NOR ENTITIES OF THE UNITED STATES: THESE SECURITIES HAVE NOT AND WILL NOT BE REGISTERED UNDER THE U.S. 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.

PART THREE TERMS OF OFFERING

1. CLASSES OF MEMBERSHIP UNITS

The Fund has the following classes of Common Membership Units:

- Class A Preferred Membership Interest Units which are reserved for investors. These Units are Equity and Non-Voting Units.
- Class B which are reserved for the Manager. These Units are Non-Equity and Voting Units.

The minimum investment is 100 Class A Preferred Units for \$1,000.00 per Unit at the purchase price of \$100,000.00, which amounts may be adjusted at the sole discretion of the Manager.

2. PROCESS OF INVESTING

Prospective investors who desire to purchase Membership Units must sign and complete a Subscription Agreement and return the signature page from the Agreement and the completed Investor Questionnaire to the Manager. The Manager will review these documents to verify that all prospective Members have testified that they meet the Suitability Standards established by the Fund, and reserves the right to request additional, substantiating information from an Investor prior to acceptance or denial of admission.

Prospective investors must rely on their own, independent determination of Suitability for their own purposes and not on the determination by the Manager (which is made only for Subscription purposes).

Prospective investors will enter into the Operating Agreement of RENTDUE Capital CASHFLOW Fund 3 LLC (“Operating Agreement”) by executing the Subscription Agreement of RENTDUE Capital CASHFLOW Fund 3 LLC (“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.

3. *SPECIFIC TERMS*

<u>The Fund</u>	RENTDUE Capital CASHFLOW Fund 3 LLC (the “Fund”), a Wyoming limited liability company.
<u>The Manager</u>	RENTDUE Capital LLC, a Utah limited liability company.
<u>Investment Objective</u>	The Fund aims to generate risk-adjusted returns for its Members, net of fees and expenses, while seeking to preserve capital. However, there is no guarantee that targeted returns or full recovery of capital will be achieved.

Offering Size

The Fund is being offered to a limited number of prospective investors, with total participation capped at no more than 100 Members. The Offering provides eligible investors the opportunity to subscribe for Membership Interest Units and become Members of the Fund.

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 Class A Preferred Units for \$1,000.00 per Unit at the purchase price of \$100,000.00, although the Manager may accept subscriptions for smaller amounts at its sole discretion.

Use of Proceeds

The Fund will invest its capital, directly or through affiliated entities, in accordance with its trading strategy. In addition, proceeds from the Offering may be used to pay or reimburse the Manager and its affiliates for expenses related to the Fund’s formation and operations, including legal, accounting, due diligence, and marketing costs. Funds may also be used to pay management fees, provide working capital, and establish reserves for ongoing obligations and contingencies.

Capital Contributions

Each Member must maintain a minimum capital balance of \$100,000 in the Fund at all times. Members may make additional capital contributions at their discretion, subject to the Manager’s acceptance. Withdrawals of profits are permitted on a quarterly basis, provided the Member’s capital balance does not fall below the \$100,000 minimum, unless the Member is fully redeeming their interest in the Fund.

Distributions Generally

The Fund intends to make monthly distributions to Class A Preferred Members, subject to available Net Cash Flow. Distributable amounts will consist solely of net cash generated from trading activities, after deducting operating expenses, management fees, administrative costs, and any reserves the Manager reasonably deems necessary for future obligations or contingencies. Distributions will not include a return of Capital Contributions and will exclude proceeds from non-operational sources. The Manager will determine the amount and timing of each monthly distribution in its sole discretion, based on the Fund's liquidity and performance.

All Distributions payable to non-US Investors may 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.

**Preferred Return and
Distribution Priority**

Distributions from the Fund will be made according to a fixed priority structure. Class A Preferred Members are entitled to receive a non-cumulative preferred return of 18% per annum, paid monthly, based on their Capital Contributions. This preferred return will be paid from Net Cash Flow, subject to availability and at the discretion of the Manager.

Any remaining Net Cash Flow after payment of the preferred return will be distributed entirely to the Class B Member (the Manager). Class A Preferred Members do not participate in additional profits beyond the preferred return.

In the event a Class A Preferred Member fully redeems their interest, the Member will first receive the return of their Capital Contribution. Any accrued but unpaid portion of the preferred return as of the redemption date will also be paid, to the extent Net Cash Flow permits. Class A Members are not entitled to any share of residual profits upon redemption.

Preferred Return Catch-Up Provision

Class A Preferred Members are entitled to receive an annualized 18% preferred return, paid monthly at a target rate of 1.5%. If in any given month the Fund's Net Cash Flow is insufficient to distribute the full 1.5%, the unpaid portion (the "Shortfall") shall carry forward.

In subsequent months, any Net Cash Flow will first be applied to eliminate any Shortfall before any remaining profits are distributed to the Class B Member (Manager).

Allocations

Net income and net loss for each fiscal year will be allocated among the Members in a manner consistent with the distribution priorities described herein and in accordance with the requirements of the Internal Revenue Code. Allocations will be made to ensure that Members' capital accounts are adjusted to reflect the economic arrangement of the Fund, including the payment of the 18% preferred return to Class A Preferred Members and the allocation of any residual profits to the Class B Member.

Fund Expenses

The Fund will cover all reasonable out-of-pocket expenses incurred by the Manager and its affiliates in connection with the formation, operation, and administration of the Fund. These include, but are not limited to: (a) organizational and offering expenses such as legal, accounting, tax, and consulting fees; and (b) ongoing operational costs related to the Manager's duties, including indemnification expenses, third-party service provider fees, due diligence and research costs (whether or not a transaction occurs), legal and audit services, tax preparation, technology and trading platforms, regulatory filings, and investor communications. Marketing expenses related to the Offering, including applicable filing and registration fees, are also Fund expenses. However, the Fund will not bear costs related to the Manager's internal compensation, office rent, or general overhead.

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

Fund Structure

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

The Fund expects to be classified as a “partnership” for federal income tax purposes. The Fund will own all its investments substantially directly or indirectly through one or more holding companies.

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 the Manager with respect to any interest it owns as a Member) and (ii) the claimant covenants to repay such funds

Member Withdrawal Rights

Members may redeem their investment in accordance with the terms and conditions set forth in the Operating Agreement. All redemptions are subject to the applicable notice requirements, minimum balance provisions, and any other limitations specified by the Fund.

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, upon the approval of Members representing at least a majority of the Capital Commitments of the Members of the Fund, 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.

**PART FOUR
FUND MANAGEMENT**

Pursuant to the terms of the Operating Agreement, the Fund will be managed by RENTDUE Capital LLC, a ("Manager"). The Manager will be responsible for the overall management of the Fund and will make all investment decisions in its sole discretion on behalf of the Fund. The Manager shall determine whether or not to accept any potential investor as a member of the Fund in its sole discretion. The Fund is not offering any Voting Membership Interests in this Offering, and investors who purchase the Units will have only non-voting interests in the Fund. Accordingly, investors in this Offering will have no voting or governance rights whatsoever, and no ability to elect or remove the 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.

1. MANAGEMENT TEAM

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

PART FIVE 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 has 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 and/or Regulation S 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.

1. 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. However, though Manager makes a determination for its purposes on who it allows to invest based on presumed suitability, this in no way acts as a substitute for any potential investor conducting its own due diligence and determining for themselves if investment in the Offering is suitable for their own purposes.

The Manager will accept or reject Subscription Agreements from prospective Investors at its sole discretion and for any reason. In the form of a subscription agreement, Manager requires each investor to represent in writing, among other things, that (i) by reason of the investor's business or financial experience or that of the investor's professional advisor, the investor is capable of evaluating the merits and risks of an investment in the Company and of protecting its own interests in connection with the transaction, (ii) the investor is acquiring the securities offered hereby for his/her/its own account, for investment only and not with a view toward the resale or distribution thereof, (iii) the investor is aware that the Units have not been registered under the Securities Act or any state securities laws and that transfer thereof is restricted by the Securities Act and applicable state securities laws, (iv) the investor is aware of the absence of a market for the Units and underlying securities, and (v) such investor meets the suitability requirements set forth below.

2. *INVESTMENT OPTIONS*

Investors will acquire equity interests in the Fund through the purchase of Class A Preferred Membership Interest Units and will be admitted as Members upon (i) execution of a Subscription Agreement and joinder to the Operating Agreement, (ii) payment of the subscription amount, and (iii) acceptance of their subscription by the Manager.

By signing the Subscription Agreement, each Investor makes an unconditional and irrevocable commitment to contribute capital in accordance with the terms of the Subscription Agreement and the Operating Agreement.

The minimum initial investment is 100 Class A Preferred Units at \$1,000.00 per Unit (totaling \$100,000.00), unless otherwise approved by the Manager in its sole discretion.

PART SIX 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.

Non Arms'-Length Compensation

The Fund or the Manager will determine in good faith whether or not to enter any investments, or to enter into any transaction, on behalf of the Fund. 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 Fund as the affairs of the Fund reasonably require.

Competition with Affiliates of the Fund

There is no restriction preventing the Fund or any of its affiliates, principals, Members, or management from competing with the Fund by 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.

Other Companies & Partnerships or Businesses

The Manager and its managers, principals, directors, officers or affiliates may engage, for their own account or for the account of others, in other business ventures similar to that of the Fund or

otherwise, and neither the Fund nor any Member shall be entitled to any interest therein. As such, there exists a conflict of interest on the part of the Manager because there may be a financial incentive for the Manager to arrange or originate transactions for private investors.

The Fund will not have independent management and it will rely on the Manager and its managers, principals, directors, officers and/or affiliates for the operation of the Fund. The Manager and these individuals/entities will devote as much time to the business of the Fund as is reasonably required. The Manager may have conflicts of interest in allocating management time, services and functions between various existing companies, the Manager and any future companies which it may organize as well as other business ventures in which it or its managers, principals, directors, officers and/or affiliates may be or become involved. The Manager believes it has sufficient staff to be fully capable of discharging its responsibilities.

Manager and Its Affiliates May Provide Services to Funds and Private Investors

The Manager is required to devote as much time to the Fund as is necessary to operate the Fund. As such, the Manager may devote time to other funds, companies, private investors, and other entities that may compete with the Fund. As such, there exists a conflict on the part of the Manager because there may be a financial incentive for the Manager for these services and/or to arrange or originate investments for private investors and other funds. Members must rely on the Manager's fiduciary duty to the Fund to protect their interests under such circumstances.

Investments in the Fund

The Manager or an Affiliate may elect, in good faith, to invest in the Fund 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 Fund.

Other Services Provided by the Manager or its Affiliates

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

Services to the Fund

The Manager may hire Affiliates as service providers to perform work or services associated with the Fund. The Manager's decision will not be subject to review by any outside parties. The Fund may use the services of an Affiliate at a price that is fair and reasonable for all parties, but no assurance can be given that the Fund could not obtain a better price or overall service arrangement from an independent third party.

PART SEVEN 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.

1. GENERAL RISKS

Business Risks.

The Fund's success is largely dependent on the Manager's ability to identify and execute profitable trading opportunities in line with the Fund's strategy. The availability and timing of such opportunities are influenced by overall market conditions and volatility. The trading environment is highly competitive and subject to rapid changes, which introduces a significant degree of uncertainty. Even with a disciplined approach, there is no guarantee that the Fund will consistently identify or capitalize on profitable trades, or that it will be able to fully deploy all capital. As such, there is no assurance that the Fund will generate income or preserve or increase investor capital.

General Economic and Other Conditions.

The Fund's performance is closely tied to overall market volatility, which is often influenced by macroeconomic factors such as interest rate changes and monetary policy. While heightened volatility can create favorable trading conditions for the Fund - by increasing the number and frequency of short-term price movements that its strategy seeks to exploit - it also introduces additional risks.

Periods of interest rate uncertainty and economic instability tend to drive increased market fluctuations. These environments can enhance the Fund's ability to identify profitable options trades. However, they also raise the risk of unexpected market reversals, liquidity constraints, and price dislocations that may adversely affect trading outcomes.

Although the Fund trades in highly liquid, exchange-listed options, extreme volatility can impair execution quality or increase the cost of entering and exiting positions. As such, while volatility may create opportunities, it also magnifies the potential for losses, and investors should understand that the same conditions that benefit the strategy can also elevate its risk profile.

Past Performance Not a Predictor of Future Results.

The track record of the Manager, its affiliates, and/or its partners 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 intends to pay Class A Preferred Members a non-cumulative preferred return of 18% per annum, distributed monthly if sufficient Net Cash Flow is available. However, there is no guarantee that the Fund will generate adequate returns to consistently support these payments. The preferred return is not a debt obligation and is only payable from Net Cash Flow, as determined by the Manager in its sole discretion. As such, Members may receive less than the targeted preferred return during periods of underperformance or elevated expenses, and missed payments will not accrue.

Non-Cumulative Preferred Return Risk

The Fund's obligation to pay the 18% annualized preferred return to Class A Preferred Members is non-cumulative. If sufficient Net Cash Flow is not available in a given month, unpaid portions of the preferred return do not accrue or carry forward. As a result, Members may not receive the full preferred return in any given year.

Cash Flow Sufficiency Risk

Distributions to Class A Preferred Members are dependent on the Fund generating sufficient Net Cash Flow. The Manager may withhold distributions for operational reserves or contingencies, even if income is earned, which may result in missed preferred return payments.

Priority Distribution Structure Risk

Class A Preferred Members do not participate in Fund profits beyond the 18% preferred return. All remaining profits are allocated to the Manager (Class B), which may result in limited upside potential for Class A Members if the Fund performs exceptionally well.

Lack of Operating History.

The Fund is a newly organized entity and, accordingly, has no operating history upon which prospective investors can evaluate the Fund's likely performance.

Lack of Audited Financials.

The Fund is a newly formed entity and has no operating history. It has not prepared and does not expect to provide audited financial statements. As a result, investors must rely on unaudited financial information and the Manager's reporting when evaluating the Fund's performance and operations.

Lack of Diversification.

The Fund will not have a diversified portfolio and potentially may make a single investment. The lack of diversification of the Fund investments may impact the Fund in several different ways. This lack of diversification could increase the risk of the Fund because the aggregate return of the Fund will be contingent on the performance of a limited number of investments.

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.

Investment Policies and Strategies.

The Fund may not achieve its stated investment objectives, and the Manager reserves the right to modify or deviate from the Fund's strategy or policies if it determines such changes are in the best interests of the Fund, subject to the terms of the Operating Agreement. Additionally, to protect the integrity and competitiveness of the Fund's approach, the Manager does not publicly disclose specific trading strategies, models, or criteria used in its investment decision-making.

2. RISKS RELATED TO THIS INVESTMENT

Options Trading Risk

The Fund invests substantially all of its assets in options contracts on publicly traded securities. Options trading involves a high degree of risk and complexity. The value of an option is derived from the value of an underlying asset, and small movements in the price of that underlying asset can result in disproportionately large gains or losses.

In addition, certain strategies employed by the Fund - such as writing uncovered calls or using spreads - may expose the Fund to losses that exceed the initial investment. Options may expire worthless, resulting in a total loss of the premium paid. There can be no assurance that the Manager's strategy will be successful, or that losses will be avoided.

Investors must understand that the use of options introduces volatility and leverage into the Fund's performance and should not invest unless they are capable of bearing the risk of total loss.

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, if required, dispose of the investment. The business of the Fund will be managed by the Manager, who will have significant discretion. 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. Further, any action taken by Members, whether or not in a meeting, must be approved in writing by the Manager.

Liability of Members for Repayment of Certain Distributions.

Under State and Federal 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.

Lack of Outside Due Diligence.

Because the Manager and the Fund have elected not to utilize a managing broker-dealer for this offering, Investors will not have the benefit of an independent due diligence review and investigation of the type normally performed by an independent underwriter about a registered, firm commitment offering of securities. Investors will be required to conduct their own due diligence prior to making a commitment.

Lack of Marketability.

Interests in the Fund are illiquid and subject to significant transfer restrictions under federal and state securities laws, as well as the Fund's Operating Agreement. No public or secondary market exists for the Class A Preferred Membership Units, and none is expected to develop. Additionally, while the Fund targets monthly distributions of the preferred return, there is no assurance that these payments will be made regularly or in full. As a result, investors should not rely on the ability to resell or redeem their Interests or to receive predictable income.

Broad Discretion in Use of Funds.

The Fund has broad discretion in how it allocates the proceeds from this Offering and may use those funds in ways that differ from the intended uses described in this Memorandum. While the Fund intends to deploy capital in accordance with its stated trading strategy, there is no guarantee that proceeds will be invested as anticipated. Ineffective use of capital could negatively impact the Fund's performance and financial condition, and may result in the need for additional capital to support operations.

Phantom Income.

Class A Preferred Members may be allocated taxable income in a given tax year, regardless of whether they receive corresponding cash distributions. Because the preferred return is non-cumulative and contingent on the availability of Net Cash Flow, it is possible that a Member could owe taxes on income reported from the Fund without having received the full amount of the preferred return in cash. Investors should consult with their tax advisors regarding the possibility of phantom income and plan accordingly.

3. 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.

In evaluating an investment in the Fund, a prospective Investor should also consider, in addition to the above potential tax consequences, the following tax consequences (amongst others): (i) the possibility that there may be a recapture of depreciation so that upon a sale of Interests a portion

of the gain may be taxed as ordinary income tax rates; (ii) the possibility that his or her income tax liability resulting from a sale of a Fund investment (including a sale or disposition resulting from the foreclosure or other enforcement of a security interest) or from a sale or other disposition (e.g., by gift) of his or her Interests may exceed his or her share of the cash proceeds therefrom (whether or not distributed), and to the extent of such excess, the payment of such income taxes will be an out- of-pocket expense; (iii) the possibility that in connection with the reduction or compromise of a debt obligation of one or more of the Fund's investments, the Investors may be required to recognize debt forgiveness income without a corresponding distribution; (iv) the possibility of tax liability on the Fund's current operating income in excess of amounts that the Manager deems advisable to distribute; (v) the possibility that foreign, State or local income tax treatment may be adverse; (vi) the possibility that there may be adverse changes in the income tax laws and their interpretation; and (vii) the possibility that the interest expense of the Fund might not be allowable as a deduction to some or all of the Investors. Moreover, there is uncertainty concerning certain other of the income tax aspects of an investment in the Fund, and there can be no assurance that some of the deductions claimed or positions taken by the Fund may not be successfully challenged by the IRS.

4. *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 and/or Regulation S 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.

PART EIGHT GENERAL INFORMATION

1. 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.

Unitholders 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 or a third-party compliance company. All financial information submitted to the third-party 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 UNITHOLDER FOR ERRORS OR OMISSIONS MADE IN ANY SUBSCRIPTION AGREEMENT OR PURCHASER QUESTIONNAIRE SUBMITTED BY A PROSPECTIVE INVESTOR.

2. *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.

3. *INVESTMENT SUITABILITY*

A prospective investor in determining whether the Units are a suitable investment should consider such investment to be illiquid and should not utilize funds that are required to be converted into cash in the near term. There will be a limited number of Units sold, and the transferability thereof will be limited. No public or secondary market will develop for the Units. The Units have not been registered under the Act and accordingly cannot be resold unless each is so registered or an exemption from such registration requirement is available, and the consent of the Manager is obtained. Each investor will be required to acknowledge in writing to the Fund that he understands that the Fund's Operating Agreement will contain such restrictions and that his Units may not be resold except in compliance with such registration provisions. The Fund will not undertake to register the Units for resale under the Act or to issue public information in such form as to make available the use of Rule 144 under the Act to resell the Units.

The primary benefits of an investment in the Fund are expected to be quarterly cash distributions to investors. There is no assurance that the expected benefits will be achieved by the Fund.

PART NINE TAX CONSIDERATIONS

1. *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.

2. *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.

3. *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.

4. *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.

5. *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"). Any gains attributable to assets 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.

6. *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.

PART TEN ADDITIONAL INFORMATION

1. *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 the “Risks of Investment” above 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 investments the Fund may make; and
- the target returns, internal rate of return, multiple and distributions to Members.

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.

Among the important factors that could adversely affect the Fund’s performance are:

- changes in general economic conditions;
- changes in government policies or tax rates;
- changes in financial markets and interest rates;
- the effect of increased or unexpected competition; and
- each of the other matters described in the “Risks of Investment” sections of this Memorandum.

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.

2. *FUND FINANCIAL STATEMENTS AND REPORTS*

The Fund's fiscal year will be the calendar year, and the Fund will maintain its books and accounts on a cash basis. All Members will be provided with a statement of income and a balance sheet semi-annually and within 90 days of the end of the fiscal year necessary tax information and tax returns, prepared by the Fund's accountant. Any material matters will be reported as they occur.

The books and records of the Fund will be maintained at its principal office and will be available upon reasonable notice for inspection by any Member or a representative of the Members, reasonable hours during the business day.

3. *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").

4. *RESTRICTIONS IMPOSED BY THE USA PATRIOT ACT*

Investor Identification Program

To help the government fight the funding of terrorism and money laundering activities, Federal law requires the Manager to obtain, verify, and record information that identifies each Person who subscribes to this Offering.

What this means for you: When you subscribe to this Offering, the Manager may ask for your name, address, date of birth, state and country of residence, and other information that will allow them to identify you (and every Investor whom your funds represent). The Manager may also ask to see your driver's license or other government-issued identifying documents. If you are a non-US Person (i.e., someone who is not a U.S. citizen, a U.S. resident alien, or a person living in the U.S. at the time of Subscription), additional identification information issued by your country of

residence will be required. If you are unable or unwilling to provide all of the requested information, the Manager may deny your Subscription to this Offering.

Foreign Investors (i.e., non-U.S. Persons) should inquire of the Manager for a complete list of identifying information that will be required specifically of them. Additionally, foreign Investors may be required to complete a supplemental Offeree Questionnaire and/or Subscription Agreement.

Prohibited Transactions with Certain Foreign Investors

Membership Units may not be offered, sold, transferred or delivered, directly or indirectly, to any Person who:

- Is named on the list of “specially designated nationals” or “blocked persons” maintained by the U.S. Office of Foreign Assets Control (“OFAC”) at <https://www.treasury.gov/resource-center/sanctions/SDN-List/Pages/default.aspx> or as otherwise published from time to time; or
- Is an agency of the government of a Sanctioned Country; or
- Is an organization controlled by a Sanctioned Country; or
- Is a person residing in a Sanctioned Country, to the extent subject to a sanctions program administered by OFAC. A “Sanctioned Country” shall mean a country subject to a sanctions program identified on the list maintained by OFAC and available at the following location <http://www.ustreas.gov/offices/enforcement/ofac/sdn/> or as otherwise published from time to time; or
- Is named on any of the following lists:
 - US Dept. of State List Foreign Terrorist Organizations List (FTOs): <http://go.usa.gov/c8ce4>
 - US Dept. of State Sponsors of Terrorism: <http://go.usa.gov/3ymqJ>

In addition, Interests in the Company may not be offered, sold, transferred or delivered, directly or indirectly, to any Person who has more than fifteen percent (15%) of its assets in Sanctioned Countries; or derives more than fifteen percent (15%) of its operating income from investments in, or transactions with Sanctioned Persons or Sanctioned Countries.

5. *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 investment in the Fund.

6. *COMMON COUNSEL*

The Company and the Manager have been represented in certain matters limited to this Offering by common PPM counsel, Moschetti Syndication Law, PLLC. Moschetti Syndication Law, PLLC has not been engaged to issue any form of opinion of counsel relating to this offering. Moschetti Syndication Law, PLLC 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 Syndication Law Group, PLLC 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 Syndication Law, PLLC, they may call (888) 606-0990. Investors themselves should refrain from contacting Moschetti Syndication Law, PLLC about this offering and instead contact the Manager should they have any questions.

PART ELEVEN DEFINITIONS

"Accredited Investor" – Defined under SEC Rule 501(a) of Regulation D, an individual or entity meeting specific financial qualifications, such as a high net worth or annual income, allowing participation in certain unregistered securities offerings.

"Allocation" – The process by which income, gains, losses, deductions, and credits are distributed among the Members of the Fund based on the Operating Agreement.

"APR (Annual Percentage Rate)" – The annualized interest rate that represents the cost of borrowing or the return on investment over one year.

"Capital Contribution" – The amount of money each Member has agreed to invest in the Fund as outlined in the Subscription Agreement.

"Common Member" – A holder of Common Membership Units in the Fund, typically participating in profit-sharing but without preference or priority in distributions.

"Common Units" – Units in the Fund entitling holders to a share of profits and distributions after any preferred returns have been paid but often without preference or priority.

"Distribution" – Payments made to Members from Fund operations, liquidations, or reserves, as determined by the Manager.

"Fund" – Refers to RENTDUE Capital CASHFLOW Fund 3 LLC, the entity in which Members hold units and which manages investments according to the terms outlined in this document.

"Indemnification" – A provision protecting the Manager and other affiliates from liability for actions taken on behalf of the Fund, except in cases of fraud or gross misconduct.

"Investment Objectives" – The goals of the Fund to generate returns for its Members through cash flow and asset appreciation as outlined in the PPM.

"Liquidity" – The ability to quickly convert an asset or investment into cash. In the context of the Fund, this refers to the challenges or restrictions in selling or redeeming Membership Units.

"Manager" or "Managers" – The entities or individuals responsible for overseeing the Fund's operations, making investment decisions, and managing daily activities as per the Operating Agreement.

"Member" – An investor who holds Membership Units in the Fund and is entitled to certain distributions and profit-sharing, subject to the terms in the Operating Agreement.

"Membership Units" – The units purchased by Members, representing their investment in the Fund and entitling them to distributions and allocations as specified.

"Net Cash Flow" – The income generated by the Fund's assets, minus expenses, debts, and reserves, available for distribution to Members.

"Net Profits" – The Fund's income remaining after all operational expenses are deducted, which is allocated according to the distribution waterfall outlined in the PPM.

"Offering" – The sale of Membership Units in the Fund to raise capital for investment purposes, in accordance with the terms outlined in the PPM.

"Return of Capital" – A distribution that returns an investor's initial capital rather than any profit, typically occurring before profit distributions.

"Risk Factors" – The potential challenges or losses that could impact the Fund's performance and investor returns, as outlined in the PPM.

"Subscription Agreement" – The document through which an investor commits to purchasing Membership Units in the Fund, including details on their capital contribution.

"Suitability" – The standards and criteria determining whether an investor is eligible to participate in the Offering, based on factors like financial capability and investment experience.

"Transfer Restrictions" – Limitations on the ability of Members to sell or transfer their Membership Units, as outlined in the PPM.

"Voting Rights" – The rights of certain unit holders to participate in major decisions regarding the Fund's operations.

PART TWELVE

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

