

COPY NO. _____

.....
Name of Offeree

SJC CAPITAL PARTNERS LLC

A New Jersey Limited Liability Company

\$10,000,000 MAXIMUM OFFERING

400 SERIES A-1 NON-VOTING UNITS OFFERED

(consisting of One Series A-1 Non-Voting Membership Interest per Unit)

Offering Price: \$25,000 Per Unit

Minimum Subscription: One Unit

FOR ACCREDITED INVESTORS ONLY

THIS CONFIDENTIAL OFFERING MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER COMMISSION OR REGULATORY AUTHORITY, NOR HAS ANY SUCH COMMISSION, AUTHORITY, OR ATTORNEY GENERAL DETERMINED WHETHER IT IS ACCURATE OR COMPLETE OR PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THESE ARE SPECULATIVE SECURITIES AND INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 10.

THE SECURITIES OFFERED ARE FOR SALE ONLY TO A SELECT GROUP OF ACCREDITED INVESTORS (AS DEFINED IN "MEMORANDUM SUMMARY – INVESTOR SUITABILITY REQUIREMENTS" ON PAGE 7).

In the event you decide not to participate in this Offering, please return the entire Confidential Offering Memorandum to the principal office of the Company as set forth below:

SJC Capital Partners LLC
333 Littleton Road, Suite 102
Parsippany, NJ 07054

The date of this Confidential Offering Memorandum is March 1, 2024.

SJC CAPITAL PARTNERS LLC

A New Jersey Limited Liability Company

\$10,000,000 MAXIMUM OFFERING

400 SERIES A-1 NON-VOTING UNITS OFFERED

(consisting of One Series A-1 Non-Voting Membership Interest per Unit)

Offering Price: \$25,000 Per Unit

Minimum Subscription: One Unit

FOR ACCREDITED INVESTORS ONLY

This Confidential Offering Memorandum (the “Memorandum”) relates to the offer and sale to a select group of accredited investors of up to 400 units (the “Units”) of the securities of SJC Capital Partners LLC (the “Company”) at an offering price of \$25,000 per Unit for an aggregate offering price of \$10,000,000 (the “Offering”). Each Unit will consist of one Series A-1 Non-Voting Membership Interest (the “Series A-1 Interests”). The minimum subscription by an investor is one (1) Unit (\$25,000 minimum investment).

All of the Units will be sold on a “best-efforts” basis which means that net Offering proceeds will be available to the Company upon receipt, acceptance and clearance thereof and that no minimum amount of Unit sales will be required in order to complete and close this Offering. There can be no assurance that all of the Units offered will be subscribed for.

The minimum subscription by an investor is one Unit, which is a \$25,000 investment. The Company reserves the right in its sole discretion to sell fractionalized Units and may also accept investments of less than one Unit.

	Price Paid by Investors	Proceeds to the Company ⁽¹⁾
Per One Unit Minimum:	\$25,000	\$25,000
Maximum Offering:	\$10,000,000	\$10,000,000

(1) Before deducting offering expenses payable by the Company, estimated to be up to \$25,000, and, in the event the Company elects to retain a qualified placement agent, excluding potential commissions paid to such placement agent in accordance with federal securities law and the securities law of the various states, including but not limited to the issuance of warrants and/or other securities of the Company as part of such commissions, subject to applicable securities laws and this Memorandum.

SJC CAPITAL PARTNERS LLC
333 LITTLETON ROAD, SUITE 102
PARSIPPANY, NJ 07054
(973) 713-4848

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The Units will be offered and sold on behalf of the Company by certain officers and/or managers of the Company. The Company may also utilize the services of selected broker-dealers who are members of the Financial Industry Regulatory Authority ("FINRA") in connection with the offer and sale of the Units. None of the managers, officers, and/or employees of the Company will be compensated in any way for offering or selling securities on behalf of the Company.

All of the Units will be sold on a "best efforts " basis up to the 400 Unit maximum. There can be no assurance that the maximum number of Units will be sold.

An investment in the Units involves a high degree of risk. Prospective investors in the Units should thoroughly consider this Memorandum and certain special considerations concerning the Company described herein. See "RISK FACTORS" below. An investment in the Units offered hereby is suitable only for, and may be made only by, select investors who have no need for liquidity of investment and understand and can afford the high financial risks of an investment in the Units, including the potential for a complete loss of their investment. There is currently no trading market for any securities of the Company, nor is it expected or assured that such market will develop in the foreseeable future.

The Units and underlying securities have not been approved or disapproved by the Securities and Exchange Commission (the "SEC") or any state securities commission, nor has the SEC or any state securities commission passed upon the accuracy or adequacy of this Memorandum. Any representation to the contrary is a criminal offense.

The Units and underlying securities of the Company are speculative by nature and are intended for a limited number of accredited investors. Each prospective investor should carefully review this Memorandum and the relevant documents referred to herein before deciding to invest in the Company.

THE MEMORANDUM IS SUBMITTED TO YOU ON A CONFIDENTIAL BASIS SOLELY IN CONNECTION WITH YOUR CONSIDERATION OF AN INVESTMENT IN THE SECURITIES OF SJC CAPITAL PARTNERS LLC, A NEW JERSEY LIMITED LIABILITY COMPANY. DUE TO THE CONFIDENTIAL NATURE OF THIS MEMORANDUM, ITS USE FOR ANY OTHER PURPOSE MIGHT INVOLVE SERIOUS LEGAL CONSEQUENCES. CONSEQUENTLY, THIS MEMORANDUM MAY NOT BE REPRODUCED IN WHOLE OR IN PART, AND MAY NOT BE DELIVERED TO ANY OTHER PERSON (OTHER THAN YOUR FINANCIAL ADVISOR) WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY'S MANAGER(S).

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GENERAL NOTICES AND REPRESENTATIONS

This Memorandum is furnished on a confidential basis. This Memorandum constitutes an offer of securities only to the person to whom it is specifically delivered for that purpose ("Offeree") and is provided solely for the purpose of evaluating an investment in the Company. By accepting delivery of this Memorandum and receiving any other oral or written information provided by the Company in connection with the Offering, each Offeree agrees (a) to keep confidential the contents of this Memorandum and such other information and not to disclose the same to any third party or otherwise use the same for any purpose other than evaluating an investment in the Company, and (b) not to copy, in whole or in part, this Memorandum or any other written information provided by the Company in connection herewith. Each Offeree further agrees to return this Memorandum and any such written information to SJC Capital Partners LLC, 333 Littleton Road, Suite 102, Parsippany, NJ 07054; attention: Jeffrey C. Chatfield, Managing Director, in the event that (i) the Offeree does not subscribe to purchase any Units, (ii) no portion of the Offeree's subscription is accepted, or (iii) the Offering is terminated or withdrawn.

To the extent applicable, the Units offered hereby have not been registered under the US federal Securities Act of 1933, as amended (the "Securities Act") or any US state securities laws, in reliance upon exemptions therefrom. If applicable, the Units may not be sold, transferred, pledged or otherwise disposed of in the absence of registration under the Securities Act and under any applicable US state securities or blue sky laws unless pursuant to exemptions therefrom. This Memorandum does not constitute an offer to sell, or a solicitation of an offer to buy, any Units offered hereby to any person in any jurisdiction in which it is unlawful to make such an offer or solicitation to such person. This Memorandum does not constitute an Offer if the prospective investor is not qualified under applicable securities laws.

In determining whether to invest in the Units, each person must rely upon his, her or its own examination of the Company and the terms of the Offering made hereby, including the merits and risks involved. The Company expects that, prior to the closing for the Offering made hereby, it will afford prospective investors in the Units an opportunity to ask questions of representatives of the Company concerning the Company and the terms of the Offering and to obtain additional relevant information to the extent the Company possesses such information or can obtain it without unreasonable effort or expense. Except as aforesaid, no person is authorized in connection with the Offering to give any information or make any representation not contained in this Memorandum, and, if given or made, such information or representation must not be relied upon as having been authorized by the Company. The information contained in this Memorandum also supersedes any information concerning the Company or the terms of any investment therein provided to any prospective investor prior to the date of this Memorandum.

The Company makes no express or implied representation or warranty as to the attainability of any forecasted financial information that may be expressed or implied herein or as to the accuracy or completeness of the assumptions from which that forecasted information is derived. It must be recognized that the projections of the Company's future performance are necessarily subject to a high degree of uncertainty, that actual results can be expected to vary from the results projected and that such variances may be material and adverse. Prospective investors are expected to conduct their own investigation with regard to the Company and its prospects. It is expected that each Offeree will pursue his, her or its own independent investigation with respect to the forecasted financial information included herein. Prospective investors in the Units are not to construe the contents of this Memorandum as legal, business or tax advice. Each prospective investor in the Units should consult his, her or its own attorney, business advisor and tax advisor as to the legal, business, tax and related matters concerning this Offering.

This Memorandum has been prepared solely for the purpose of the proposed offering of the Units. The Company reserves the right to reject any subscription for the Units, in whole or in part, or to allot less than the number or amount of securities as to which any prospective investor in the Units has subscribed.

THIS OFFERING IS NOT UNDERWRITTEN. THE OFFERING PRICE HAS BEEN ARBITRARILY SET BY THE MANAGEMENT OF THE COMPANY. THERE CAN BE NO ASSURANCE THAT ANY OF THE SECURITIES WILL BE SOLD.

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THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE US SECURITIES AND EXCHANGE COMMISSION OR ANY US STATE SECURITIES AGENCY, NOR HAS ANY SUCH REGULATORY BODY REVIEWED THIS OFFERING MEMORANDUM FOR ACCURACY OR COMPLETENESS. BECAUSE THESE SECURITIES HAVE NOT BEEN SO REGISTERED, THERE MAY BE RESTRICTIONS ON THEIR TRANSFERABILITY OR RESALE BY AN INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT HE MUST BEAR THE ECONOMIC RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD, SINCE THE SECURITIES MAY NOT BE SOLD UNLESS, AMONG OTHER THINGS, THEY ARE SUBSEQUENTLY REGISTERED UNDER THE APPLICABLE SECURITIES ACTS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE. THERE IS NO TRADING MARKET FOR THE COMPANY'S SECURITIES AND THERE CAN BE NO ASSURANCE THAT ANY MARKET WILL DEVELOP IN THE FUTURE OR THAT THE SECURITIES WILL BE ACCEPTED FOR INCLUSION ON NASDAQ OR ANY OTHER TRADING EXCHANGE AT ANY TIME IN THE FUTURE. THE COMPANY IS NOT OBLIGATED TO REGISTER FOR SALE UNDER EITHER U.S. FEDERAL OR STATE SECURITIES LAWS THE SECURITIES PURCHASED PURSUANT HERETO, AND THE ISSUANCE OF THE SECURITIES IS BEING UNDERTAKEN PURSUANT TO CERTAIN EXEMPTIONS FROM REGISTRATION UNDER THE SECURITIES ACT, WHICH MAY INCLUDE WITHOUT LIMITATION THE APPLICABLE RULES UNDER REGULATION D AND/OR REGULATION S UNDER THE SECURITIES ACT. ACCORDINGLY, THE SALE, TRANSFER, OR OTHER DISPOSITION OF ANY OF THE SECURITIES, WHICH ARE PURCHASED PURSUANT HERETO, MAY BE RESTRICTED BY APPLICABLE U.S. FEDERAL OR STATE SECURITIES LAWS AND/OR THE SECURITIES LAWS OF ONE OR MORE FOREIGN COUNTRIES (DEPENDING ON THE RESIDENCY OF THE INVESTOR) AND BY THE PROVISIONS OF THE SUBSCRIPTION AGREEMENT REFERRED TO HEREIN. THE OFFERING PRICE OF THE SECURITIES TO WHICH THE MEMORANDUM RELATES HAS BEEN ARBITRARILY ESTABLISHED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY SPECIFIC RELATION TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

The management of the Company has provided all of the information stated herein. The Company makes no express or implied representation or warranty as to the completeness of this information or, in the case of projections, estimates, future plans, or forward-looking assumptions or statements, as to their attainability or the accuracy and completeness of the assumptions from which they are derived, and it is expected that each prospective investor will pursue his, her, or its own independent investigation. It must be recognized that estimates of the Company's performance are necessarily subject to a high degree of uncertainty and may vary materially from actual results.

This Offering is expected to be conducted as an exempt general solicitation offering under Rule 506(c) of Regulation D under the 1933 Securities Act. Notwithstanding the foregoing, no general solicitation or advertising in whatever form will or may be employed in this Offering of the securities unless conducted in accordance with and pursuant to the applicable "general solicitation" provisions of Rule 506(c) under Regulation D of the Securities Act, as amended, and as promulgated pursuant to Section 201(a) of the Jumpstart Our Business Startups Act. This Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company. Distribution of this Memorandum to any person other than the prospective investor to whom this Memorandum is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. This Offering is made subject to withdrawal, cancellation, or modification by the Company without notice and solely at the Company's discretion. Each prospective investor, by accepting delivery of this Memorandum, agrees to return it and all other documents received by them to the Company if the prospective investor's subscription is not accepted or if the Offering is terminated.

By acceptance of this Memorandum, prospective investors recognize and accept the need to conduct their own thorough investigation and due diligence before considering a purchase of the Units.

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U.S. JURISDICTIONAL (NASAA) LEGENDS

The presence of the following legends for any given state reflects only that a legend may be required by that state and should not be construed to mean an offer or sale is being or may be made in that particular state.

If you are uncertain as to whether or not offers or sales may be lawfully made in your state, you are hereby advised to contact the Company. The securities described in this Memorandum have not been registered under any state securities laws (commonly called “Blue Sky” laws). These securities must be acquired for investment purposes only and may not be sold or transferred in the absence of an effective registration of such securities under such laws, or an opinion of counsel acceptable to the Company that such registration is not required.

The Company intends to offer and sell the Securities only to select investors in accordance with the applicable rules and provisions exempting this Offering from registration under Regulation D of the Securities Act, as amended.

NOTICE TO ALABAMA RESIDENTS ONLY: 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.

NOTICE TO ARIZONA RESIDENTS ONLY: 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.

NOTICE TO CALIFORNIA RESIDENTS ONLY: THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS OFFERING HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUANCE OF SUCH SECURITIES OR PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATIONS IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPTED FROM QUALIFICATION BY THE APPLICABLE PROVISIONS OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THIS OFFERING ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATIONS BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT.

NOTICE TO CONNECTICUT RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE CONNECTICUT UNIFORM SECURITIES ACT AND ARE BEING SOLD IN RELIANCE UPON THE APPLICABLE EXEMPTIONS CONTAINED IN SAID ACT. THEY CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER SAID ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BANKING COMMISSIONER OF THE STATE OF CONNECTICUT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO DELAWARE RESIDENTS ONLY: 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.

NOTICE TO FLORIDA RESIDENTS ONLY: THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN REGISTERED WITH THE FLORIDA DIVISION OF SECURITIES AND INVESTOR PROTECTION UNDER THE FLORIDA SECURITIES ACT. THE SECURITIES REFERRED TO HEREIN MAY ONLY BE SOLD

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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 OFFEREEES 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 COMPANY OR TO ANY AGENT OF THE COMPANY (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, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

NOTICE TO GEORGIA RESIDENTS ONLY: 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.

NOTICE TO ILLINOIS RESIDENTS ONLY: 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.

NOTICE TO INDIANA RESIDENTS ONLY: 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.

NOTICE TO KENTUCKY RESIDENTS ONLY: 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.

NOTICE TO MARYLAND RESIDENTS ONLY: 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.

NOTICE TO MASSACHUSETTS RESIDENTS ONLY: 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

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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.

NOTICE TO MICHIGAN RESIDENTS ONLY: 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.

NOTICE TO MINNESOTA RESIDENTS ONLY: 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.

NOTICE TO MISSISSIPPI RESIDENTS ONLY: 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.

NOTICE TO MISSOURI RESIDENTS ONLY: 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.

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY: 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.

NOTICE TO NEW JERSEY RESIDENTS ONLY: 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.

NOTICE TO NEW YORK RESIDENTS ONLY: 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

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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.

NOTICE TO NEVADA RESIDENTS ONLY: 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 IT/HIM/HER 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 THE FILING OF THE OFFERING WITH THE BUREAU OF SECURITIES 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.

NOTICE TO NORTH CAROLINA RESIDENTS ONLY: 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.

NOTICE TO NORTH DAKOTA RESIDENTS ONLY: 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.

NOTICE TO PENNSYLVANIA RESIDENTS ONLY: 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.

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NOTICE TO TEXAS RESIDENTS ONLY: 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.

NOTICE TO WASHINGTON RESIDENTS ONLY: 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 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.

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OFFERS AND SALES MADE OUTSIDE THE UNITED STATES WITHOUT REGISTRATION UNDER THE U.S. SECURITIES ACT OF 1933

Our 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 our 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 Company 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 possess such information or can acquire it without unreasonable effort or expense.

FOREIGN JURISDICTIONAL LEGEND

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.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Memorandum and the exhibits attached hereto include “*forward-looking statements*” within the meaning of the Securities Act of 1933, as amended. All statements other than statements of historical fact are forward-looking statements.

Forward-looking statements are subject to certain risks, trends and uncertainties that could cause actual results to differ materially from those projected. Among those risks, trends and uncertainties are the Company’s ability to raise sufficient working capital to carry out the business plans, the long-term efficacy of the business plans, the ability to protect its intellectual property, general economic conditions, and possible decrease in demand for the Company’s services, and increased competition.

Although we believe that in making such forward-looking statements, expectations are based upon reasonable assumptions; such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. We cannot assure you that the assumptions upon which these statements are based will prove to have been correct.

When used in this Memorandum, the words “*expect*,” “*anticipate*,” “*intend*,” “*plan*,” “*believe*,” “*seek*,” “*estimate*” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Because these forward-looking statements involve risks and uncertainties, actual results could differ materially from those expressed or implied by these forward-looking statements for a number of important reasons, including those discussed under “RISK FACTORS” and elsewhere in this Memorandum.

You should read these statements carefully because they discuss the Company’s expectations about its future performance, contain projections of its future operating results or its future financial condition, or state other “*forward-looking*” information. Before you invest in the Units, you should be aware that the occurrence of any of the contingent factors described under “*Risk Factors*” could substantially harm the business, results of operations and financial condition. Upon the occurrence of any of these events, you could lose all or part of your investment.

We cannot guarantee any future results, levels of activity, performance or achievements. Except as required by law, we undertake no obligation to update any of the forward-looking statements in this Memorandum after the date of this Memorandum.

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ABOUT THIS MEMORANDUM

The terms “the “Company,” “us,” “our” and “we,” as used in this Memorandum, refer to SJC Capital Partners LLC, a New Jersey limited liability company.

You should rely only on the information contained in this Memorandum. The Company has not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The Company is not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this Memorandum is accurate as of the date on the front cover of this Memorandum only. The Company’s business, financial condition, results of operations and prospects may have changed since that date.

The following term sheet summarizes the basic terms and conditions on which the Company proposes to sell the Units to certain select investors in an exempt offering, subject to documentation in definitive subscription agreements and to completion of all appropriate due diligence investigations. This summary is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum and in the documents relating to this transaction, including, without limitation, the Company’s articles of organization, limited liability company operating agreement, and the subscription agreement for the Units.

MEMORANDUM SUMMARY

The Business:

The Company is a newly organized entity that will operate a private investment fund (the “Fund”). The Fund will seek to provide investors with passive income distributions from the activities of the Fund. The Fund’s principal strategy is a fundamental and systematic process involving the buying and selling of Standard & Poor’s 500 futures contracts (“S&P Futures Contracts”) on a short-term basis at specific pre-determined price levels within the S&P 500 Stock Index. The Fund will scale into positions at every 1% move upwards and downwards in the futures market tracking the S&P 500 Stock Index. Each position of the Fund is a separate trade and spaced in a 1% range from any other position. All positions are held until profitable and all winning positions are closed out at the end of each trading day. Positions that are not yet profitable are held until they are profitable. Although the Fund’s main strategy is the buying and selling of S&P Futures Contracts, the Fund will also make opportunistic investments in securities involving one or more of the following investment strategies: i) buying and/or selling options on tradable equity securities, equity security indexes, exchange traded funds (“ETFs”), as well as other exchange-traded interests, including but not limited to foreign currencies, physical commodities and spot and forward contracts, traded on U.S. and non-U.S. exchanges and in the over-the-counter markets, and other similar instruments (collectively, along with S&P Futures Contracts, “Fund Assets”).

The Company:

The Company was organized on July 15, 2022, as a New Jersey limited liability company. The Company has generally been involved in limited activities, including organizational activities and fundraising since its formation. Accordingly, we have a limited operating history upon which you may evaluate our business and prospects. The Company’s headquarters is located at 333 Littleton Road, Suite 102, Parsippany, NJ 07054; telephone: (973) 713-4848.

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The Manager:	The Company is a manager-managed limited liability company. The managing directors of the Company are Jeffrey C. Chatfield and Ramesh Makkena, and each own fifty percent (50%) of the Voting Common Membership Interests in the Company (collectively, the "Manager") (see "MANAGEMENT" below). The Manager may be removed and a new Manager may be elected in accordance with the Company's limited liability company operating agreement.
The Offering:	The Company proposes to sell the Units only to certain select accredited investors in an exempt, unregistered offering, subject to documentation in definitive subscription agreements.
Size of Offering:	The Company is offering up to 400 units (the " <u>Units</u> ") of the Series A-1 securities of SJC Capital Partners LLC (the " <u>Company</u> ") at an offering price of \$25,000 per Unit for an aggregate offering price of \$10,000,000 (the " <u>Offering</u> "). Each Unit will consist of one Series A-1 Non-Voting Membership Interest (the " <u>Series A-1 Interests</u> "). There is no minimum aggregate amount of subscriptions that is required for the initial acceptance of subscriptions and there is no offering escrow. The Company reserves the right in its sole discretion to sell fractionalized Units and may also accept investments of less than one Unit.
Minimum Subscription:	One Unit or \$25,000.
Management Fees:	The Manager will receive a management fee of two percent (2%) per annum of the gross assets under management (" <u>Management Fee</u> ") to be paid monthly and its pro rata share of the net profits not allocated to investors as specified below. The Manager is also entitled to be reimbursed for expenses associated with this Offering and reasonable operating expenses of the Company. See "COMPENSATION TO MANAGEMENT" below.
Investment Term:	The Company may terminate its investing operations and begin the process of winding down, liquidation and dissolution of the Fund, the payment of investor returns, and return of investor principal at the Manager's sole discretion, but which time period is anticipated to be at least ten (10) years from the commencement of operations. In addition, to facilitate the best execution on investments and rate of return for investors, the Manager may extend the term in its sole discretion for two (2) additional one (1) year periods.
Investor Returns:	After payment of the Fund's reasonable operating expenses and the Management Fee (" <u>Net Profits</u> "), the Company intends to payout to investors their Allocable Share of Net Profits, if any, on a pro rata basis to be paid out monthly. See "RETURNS TO INVESTORS" below.
Distributions:	<p>The Fund intends to distribute to investors their Allocable Share of Net Profits based on their Ownership Percentage as follows:</p> <ul style="list-style-type: none">• Eighty percent (80%) of the Net Profits to holders of Units and twenty percent (20%) of the Net Profits to holders of the Voting Common Membership Interest, to be paid monthly. <p>"<u>Ownership Percentage</u>" with respect to each holder of the Units and the Voting Common Membership Interests shall be calculated for each holder based on the total outstanding capital amount of the Units or Voting Common Membership Interests held by such holder and dividing that number by the total aggregate number of all outstanding membership interest units, immediately prior to making the distributions set forth above.</p>

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See “RETURNS TO INVESTORS” below.

Redemption:

Provided that the Unit holder’s contribution has been invested for at least twelve (12) months, any holder of Units may elect to have all, or a portion of their Units redeemed at a redemption price equal to the sum of the original amount of the Units held by such investor, net of any prior reductions in capital (the “Redemption Price”).

The Manager reserves the right to waive any or all of the initial twelve (12) month waiting period. Redemptions are subject to the Manager’s sole discretion to reject redemption requests in whole or in part if deemed in the best interest of the Company and its stakeholders. In addition, the Company shall not be required to liquidate any of its assets in connection with any investor redemption request. The Fund, in the Manager’s sole discretion, has the right to decline any reinvestment or deferral request submitted and the right to terminate reinvestment at any time at which point such amounts would be distributed to investors.

The Company, in its sole discretion, reserves the right to buy back all or part of any investor’s Units at any time after twelve (12) months from the original issuance date, at the Redemption Price.

Use of Proceeds:

We intend to generally use the net proceeds from the sale of the Units for investment in accordance with the trading and investment strategies of the Fund, administrative and operating expenses, working capital requirements, and other general corporate purposes, with broad discretion by the management of the Company (see “USE OF PROCEEDS” below).

Investor Suitability Requirements:

An investment in the Units and the underlying securities involves a high degree of risk and is suitable for accredited investors who are sophisticated and experienced in finance and business matters, have no need for liquidity of investment and understand and can afford the high financial risks of such investment. It is expected that the Company will accept subscriptions for the Units from investors who are “accredited” within the meaning of Regulation D under the Securities Act of 1933, as amended. In the case of individuals, persons who have an income of \$200,000 (or joint income with spouse or spousal equivalent of \$300,000) or more during the last two years and the same is reasonably expected for the current year, as well as persons with a net worth of \$1,000,000, excluding the value of the primary residence, are accredited investors. See “INVESTOR SUITABILITY REQUIREMENTS” below.

Company Capitalization:

The following table sets forth the consolidated capitalization of the Company as of March 1, 2024, and as adjusted to give retroactive effect to the issuance and sale of the maximum number of Units offered hereby. See “DESCRIPTION OF SECURITIES” section below.

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Securities Authorized	Interests Outstanding Prior to Offering	Interests Outstanding After Offering, as Adjusted for Maximum Subscription	% of Total
Voting Common Membership Interests	100	100	20%
Series A-1 Non-Voting Membership Interests	0	400	80%
Total:	100	500	100%

Ownership in the Company:

This table sets forth, as of March 1, 2024, the beneficial ownership of the Company's Voting Common Membership Interests: (a) by managers and officers of the Company, (b) by persons who own 5% or more of such securities, and (c) by the managers and officers as a group. The total number of issued and outstanding Voting Common Membership Interests prior to the Offering is 50. The total aggregate number of issued and outstanding interests of all classes of securities (Voting Common Membership Interests and Series A-1 Non-Voting Membership Interests) assuming maximum subscription after the Offering will be 250 interests.

	Voting Common Membership Interests	Series A-1 Non-Voting Membership Interests	Aggregate Percentage of all Membership Interests Prior to Offering	Aggregate Percentage of all Membership Interests After Offering
Jeffrey C. Chatfield ⁽¹⁾	50	0	50%	10%
Ramesh Makkena ⁽²⁾	50	0	50%	10%
All Managers and Officers as a group	100	0	100%	20%

(1) Jeffrey C. Chatfield, Managing Director of Company.

(2) Ramesh Makkena, Managing Director of Company.

Proposed Plan of Placement:

The Offering will be conducted by the Company on a best efforts basis through its officers, manager(s), and/or employees, none of whom will be entitled to any commission or other special consideration for their selling efforts. The Company may also elect, at its discretion, to engage the services of a qualified broker-dealer(s) or outside salesperson(s) in connection with the Offering, subject to applicable securities laws.

The Manager and Voting Rights:

The Company is a manager-managed limited liability company. Each of Jeffrey C. Chatfield and Ramesh Makkena are Managing Directors of the Company and are collectively referred to as the "Manager". The members of the Company, in their capacity as members, have no authority to govern the affairs of the Company. The holders of our voting common membership interests (the "Voting Common Membership Interests") are members of the Company, but only have the authority to call meetings in order to elect or remove the Manager(s) of the Company in accordance with the provisions of the Company's limited liability company operating agreement (the "Operating Agreement"). Holders of Series A-1 Interests

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underlying the Units offered hereby are members of the Company. Holders of Series A-1 Interests have no voting or governance authority whatsoever. Presently, the Manager holds 100% of the issued and outstanding Voting Common Membership Interests in the Company. The Manager is expected to continue to hold 100% of the issued and outstanding Voting Common Membership Interests of the Company after the Offering, assuming maximum subscription. See "MANAGEMENT" below.

Subscription Agreement:

The Units investment will be made pursuant to a Subscription Agreement between the Company and each investor, which agreement will contain, among other things, certain representations, warranties and covenants of the investor.

Dilution:

Investors who purchase the Units offered hereby may experience dilution in the future, if additional funds are raised through the issuance of additional equity securities beyond those offered hereby. The percentage ownership of the members of the Company will be reduced and stockholders may experience additional dilution in net book value per Unit, or such additional equity securities may have rights, preferences or privileges senior to those of the Units.

Risks:

See "RISK FACTORS" and the other information included in this Memorandum for a discussion of factors you should carefully consider before deciding to invest in the Units.

Depository Account:

All subscriptions received from subscribing investors will be held in the Company's depository account, pending receipt and acceptance by the Company.

Available Information:

Jeffrey C. Chatfield, Managing Director of the Company, will be available upon request to answer questions concerning the terms of this Offering, to provide any reasonably requested information necessary to verify the accuracy of the information contained in this Memorandum and to provide such other information reasonably requested by prospective investors as they deem necessary for the purposes of considering an investment in the Company. Jeffrey C. Chatfield can be reached by telephone at (973) 713-4848 or by e-mail at jchatfield@sjccapitalpartners.com.

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TERMS OF THE OFFERING

Offering of Units

The Units are being offered to a limited number of select accredited investors who meet the suitability requirements set forth below. See "INVESTOR SUITABILITY REQUIREMENTS" below. We are offering for sale up to 400 units (the "Units") of the Series A-1 Non-Voting Units of SJC Capital Partners LLC at an offering price of \$25,000 per Unit for an aggregate offering price of \$10,000,000 (the "Offering"). Each Unit will consist of one Series A-1 Non-Voting Membership Interest (the "Series A-1 Interests"). The minimum subscription by an investor is one Unit (\$25,000 minimum investment). The Company reserves the right in its sole discretion to sell fractionalized Units and may also accept investments of less than one Unit.

There is no minimum aggregate amount of subscriptions that is required for the initial acceptance of subscriptions and there is no offering escrow. The Offering will commence promptly after the date of this Memorandum and will terminate on the earlier of (a) 12 months from the date of this Memorandum, or (b) upon the sale of all 400 Units being offered hereby. The Company reserves the right to terminate or extend this Offering at any time without notice as deemed necessary in the sole discretion of the Company's management.

Subscription Funds

Commencing on the date of this Memorandum all funds received by the Company in full payment of subscriptions for Units will be deposited into one or more Company accounts. All proceeds of this Offering will be available to the Company upon acceptance of such subscription(s). Subscriptions for Units are subject to rejection by the Company at any time.

Plan of Distribution

General. The Units will be offered and sold on behalf of the Company by certain managers, officers, and/or other employees of the Company.

Units will be issued to investors upon our acceptance of an investor's subscription. We shall have the sole discretion to accept or reject individual subscriptions. Neither our managers, officers, nor employees are entitled to compensation for their services in offering and selling the Units.

Possible Sales Charge. In the event the Company elects to retain a qualified placement agent, the Company may pay potential commissions to such placement agent in accordance with federal securities law and the securities law of the various states up to the highest amount permitted by such laws, not including the issuance of warrants and/or other securities of the Company as part of such commissions, subject to applicable securities laws and this Memorandum

No Federal Registration. The Units are not being registered for sale as securities under the Securities Act of 1933, as amended (the "Securities Act") in reliance upon all available and applicable exemptions from registration under the Securities Act, including, but not limited to, Rule 506(c) of Regulation D (as may be amended from time to time) under the Securities Act.

Method of Subscription. Investors may subscribe to purchase the Units by (a) completing, dating and signing the Subscription Agreement accompanying this Memorandum, and (b) delivering the signed documents to the Company or the fund administrator (or placement agent, if any) and making payment in accordance with the Subscription Agreement accompanying this Memorandum. We reserve the right to accept or reject any subscription in whole or in part. If accepted in part, the rejected portion of the investor's subscription will be refunded to the investor (together with accrued interest thereon, if any). No offer and sale of our Units shall be considered to have been made until a fully completed set of subscription documents has been received and approved by our management.

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INVESTOR SUITABILITY REQUIREMENTS

General

An investment in the Company involves risk and is suitable only for persons of adequate financial means who do not have liquidity requirements with respect to this investment and who can bear the economic risk of investment losses up through a complete loss of the investment made hereby. This offering is made in reliance on exemptions from the registration requirements of the Securities Act and applicable state securities laws and regulations.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that our securities are a suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether the investment is appropriate.

In the form of a subscription agreement, we will require each investor to represent in writing, among other things, that (a) 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, (b) the investor is acquiring the Units in the Company for their own account, for investment only and not with a view toward the resale or distribution thereof, (c) the investor is aware that neither the Units, nor the underlying securities, have 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, (d) the investor is aware of the absence of a market for the Units and underlying securities, and (e) such investor meets the suitability requirements set forth below.

Suitability

Our securities may be sold to an unlimited number of natural persons who have a net worth in excess of \$1,000,000, excluding value of primary residence; a net income of \$200,000 per year; or a net income with their spouse or spousal equivalent of \$300,000 per year; or who are otherwise "accredited investors" as defined in Regulation D under the Securities Act.

Accredited Investors

To be an accredited investor, an investor must fall within ANY of the following categories at the time of the sale of a Unit(s) to that investor:

- (1) a bank as defined in Section 3(a)(2) of the Securities Act, or a savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933, as amended (the "Securities Act"), whether acting in its individual or fiduciary capacity;
- (2) a broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (3) an investment adviser that is (i) registered under Section 203 of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), (ii) registered under the laws of a state, or (iii) exempt from registration under Section 203(l) or (m) of the Advisers Act;
- (4) an insurance company as defined in Section 2(13) of the Securities Act;
- (5) an investment company registered under the Investment Company Act of 1940, as amended (the "Investment Company Act");
- (6) a business development company as defined in Section 2(a)(48) of the Investment Company Act;
- (7) a Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958, as amended;
- (8) a Rural Business Investment Company as defined in Section 384A of the Consolidated Farm and Rural Development Act;

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- (9) a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000;
- (10) an employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), if either:
 - (a) the investment decision is made by a plan fiduciary, as defined in Section 3(21) of ERISA, which is either a bank, savings and loan association, insurance company or registered investment adviser;
 - (b) the employee benefit plan has total assets in excess of \$5,000,000, or
 - (c) the plan is a self-directed plan with investment decisions made solely by persons that are Accredited Investors;
- (11) a private business development company as defined in Section 202(a)(22) of the Advisers Act;
- (12) an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, corporation, Massachusetts or similar business trust, partnership or limited liability company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
- (13) a natural person whose individual net worth, or joint net worth with his or her spouse or spousal equivalent exceeds \$1,000,000, excluding the value of the primary residence;
- (14) a natural person who has an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
- (15) a trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose acquisition of the securities is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D;
- (16) an entity in which all of the equity owners are Accredited Investors;
- (17) an entity, not listed above, that is (i) not formed for the specific purpose of acquiring the securities offered and (ii) owning investments in excess of \$5,000,000;
- (18) a natural person holding, in good standing, one or more professional certifications, designations or credential from an accredited educational institution that the SEC has designated as qualifying an individual for accredited investor status;
- (19) a knowledgeable employee, as defined in Rule 3c-5(a)(4) of the Investment Company Act, of the Company;
- (20) a family office as defined in Rule 202(a)(11)(G)-1 under the Advisers Act and (i) has assets under management in excess of \$5,000,000, (ii) was not formed for the specific purpose of acquiring the securities offered, and (iii) its prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment;
- (21) a family client, as defined in Rule 202(a)(11)(G)-1 under the Advisers Act, of a family office meeting the requirements in the above category and its prospective investment in the Company is directed by such family office.

As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities, excluding value of primary residence. In determining income, an investor should add to the investor's adjusted gross income any amounts attributable to tax exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA or KEOGH retirement plan, alimony payments, and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income.

In order to meet the conditions for exemption from the registration requirements under the securities laws of certain jurisdictions, investors who are residents of such jurisdictions may be required to meet additional suitability requirements.

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PROCEDURE TO PURCHASE SECURITIES

The suitability standards discussed under “INVESTOR SUITABILITY REQUIREMENTS” above represent minimum suitability standards for prospective investors. Each prospective investor, together with his, her or its investment, tax, legal, accounting and other advisors, should determine whether this investment is appropriate for such investor.

Each investor who wishes to subscribe for Units must provide the Company with the following documents:

- (1) A completed and executed Subscription Agreement (which accompanies this Memorandum);
- (2) Verification of Accredited Investor Status either by completion of the Accredited Investor Questionnaire and Verification Letter Verification or other third-party accredited investor verification acceptable to the Manager in its sole discretion; and
- (3) A check for the full purchase price of the securities for which the investor subscribes, payable to “SJC Capital Partners LLC” or a wire transfer to the Company’s bank account.

Checks should be mailed to the Company at the following address: SJC Capital Partners LLC, 333 Littleton Road, Suite 102, Parsippany, NJ 07054.

Please contact the Company directly for wire transfer information.

THE COMPANY

The Company is a newly organized, manager-managed, New Jersey limited liability company organized on July 15, 2022. The Company’s principal business address is located at 333 Littleton Road, Suite 102, Parsippany, NJ 07054. The Company’s telephone number is (973) 713-4848. The Company’s executive officers are Jeffrey C. Chatfield, Managing Director and Ramesh Makkena, Managing Director. See “MANAGEMENT” below.

The Fund will seek to provide investors with passive income distributions from the activities of the Fund. The Fund’s principal strategy is a fundamental and systematic process involving the buying and selling of S&P Futures Contracts on a short-term basis at specific pre-determined price levels within the S&P 500 Stock Index. The Fund will scale into positions at every 1% move upwards and downwards in the futures market tracking the S&P 500 Stock Index. Each position of the Fund is a separate trade and spaced in a 1% range from any other position. All positions are held until profitable and all winning positions are closed out at the end of each trading day. Positions that are not yet profitable are held until they are profitable. Although the Fund’s main strategy is the buying and selling of S&P Futures Contracts, the Fund will also make opportunistic investments in securities involving one or more of the following investment strategies: i) buying and/or selling options on tradable equity securities, equity security indexes, exchange traded funds (“ETFs”), as well as other exchange-traded interests, including but not limited to foreign currencies, physical commodities and spot and forward contracts, traded on U.S. and non-U.S. exchanges and in the over-the-counter markets, and other similar instruments (collectively, along with S&P Futures Contracts, “Fund Assets”).

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RISK FACTORS

An investment in the Company's securities involves substantial risk. Prospective investors should consider carefully the factors referred to below as well as others associated with their investment. In addition, this Memorandum contains forward-looking statements regarding future events and the future financial performance of the Company that involve significant risks and uncertainties. Investors are cautioned that such statements are predictions and beliefs of the Company, and the Company's actual results may differ materially from those discussed herein. The discussion below includes some of the material risk factors that could cause future results to differ from those described or implied in the forward-looking statements and other information appearing elsewhere in this Memorandum. If any of the following risks, or any additional risks and uncertainties not listed below and not presently known to us, actually occur, our business could be harmed or fail. In such case, you may lose all or part of your investment.

Additionally, the risks and uncertainties described in this Memorandum are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. Furthermore, the on-going global pandemic related to COVID-19 may amplify many of the risks discussed below to which we are subject and, given the unpredictable, unprecedented and fluid nature of the pandemic, it may materially and adversely affect us in ways that are not anticipated by or known to us or that we do not consider to present significant risk. Therefore, we are unable to estimate the extent to which the pandemic and its related impacts will adversely affect our business, financial condition and results of operations.

The following risk factors, in addition to those discussed elsewhere in this Memorandum, should be carefully considered when evaluating the Company as an investment opportunity.

General Risks Associated with an Early Stage Company

We have a limited operating history upon which you may evaluate us. The Company was formed on July 15, 2022, as a New Jersey limited liability company. The Company has a limited operating history upon which you may evaluate our business and prospects. Our business and prospects must be considered in light of the risk, expense, and difficulties frequently encountered by companies in early stages of development, particularly companies in highly competitive and evolving markets. If we are unable to effectively allocate our resources our business operating results and financial condition would be adversely affected and we may be unable to execute our business plan, and our business could fail.

Our success is dependent on our management and key personnel. We believe that our success will depend on the continued expertise of Jeffrey C. Chatfield and Ramesh Makkena, each a Managing Director of the Company (see "MANAGEMENT" below). The success of the Company is therefore expected to be significantly dependent upon the expertise and efforts of these individuals. Our success may also depend on the assistance of advisors, if any. If any of our senior management, or any of our advisors, if any, were unable or unwilling to continue in their positions, our business and operations could be disrupted or fail.

We may change its business plan, financing strategy or leverage policies without notice to or consent of investors. The Company may change its business plan and any of its strategies, policies, or procedures at any time without notice to or the consent of investors, which could result in our acquiring assets that are different from, and possibly riskier than, the types of assets and related investments described in this Memorandum. These changes could adversely affect the Company and its financial condition.

Management has broad discretion as to the use of proceeds. The net proceeds from this Offering will be used for the purposes described under "USE OF PROCEEDS." The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated, which it deems to be in the best interests of the Company and its stakeholders in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of management with respect to application and

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allocation of the net proceeds of this Offering. Investors for the Units offered hereby will be entrusting their funds to the Company's management, upon whose judgment and discretion the investors must depend.

Management has voting control of the Company. The Company is a manager-managed limited liability company. The members of the Company, in their capacity as members, have no authority to govern the affairs of the Company, and only limited voting rights to elect and remove the Manager in accordance with the provisions of the Company's Operating Agreement. The Manager of the Company is already in place, and our Managing Directors presently hold all of the membership securities in the Company and expects to continue to hold such interests after the Offering. Investors in this Offering are not being offered membership interests and accordingly are not members of the Company and have no governance or voting authority or rights.

Actual results of operations will vary from the Company's projections. Management has prepared projections regarding the Company's anticipated financial performance. The Company's projections are hypothetical and based upon a presumed financial performance of the Company's business and other factors influencing our business. The projections are based on management's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by any independent accountants. Any projected financial results prepared by or on behalf of the Company have not been independently reviewed, analyzed, or otherwise passed upon. Such "forward-looking" statements are based on various assumptions, which assumptions may prove to be incorrect. Such assumptions include but are not limited to (i) anticipated demand for our services, (ii) anticipated costs associated with operations, (iii) anticipated results from our trading activities, and (iv) the overall national and global economy. Some assumptions upon which the projections are based, however, invariably will not materialize due the inevitable occurrence of unanticipated events and circumstances beyond our control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry of additional competitors into our target market, the terms and conditions of future capitalization, and other risks inherent to our business. Accordingly, there can be no assurance that such projections, assumptions, and statements will accurately predict future events or actual performance. Any projections of cash flow should be considered speculative and are qualified in their entirety by the assumptions, information and risks disclosed in this Memorandum. Investors are advised to consult with their own independent tax and business advisors concerning the validity and reasonableness of the factual, accounting and tax assumptions. No representations or warranties whatsoever are made by the Company, its affiliates or any other person or entity as to the future profitability of the Company or the results of making an investment in the Units.

We may not effectively manage growth. The anticipated growth of the Company's business will result in a corresponding growth in the demands on the Company's management and its operating infrastructure and internal controls. While we are planning for managed growth, any future growth may strain management resources and operational, financial, human and management information systems, which may not be adequate to support the Company's operations and will require the Company to develop further management systems and procedures. There can be no guarantee that the Company will be able to develop such systems or procedures effectively on a timely basis. The failure to do so could have a material adverse effect upon the Company's business, operating results and financial condition.

Our efficiency may be limited while our current employees and future employees are being integrated into our operations. In addition, we may be unable to find and hire additional qualified management and professional personnel to help lead us. There is intense competition for qualified personnel in the area of the Company's activities, and there can be no assurance that the Company will be able to attract and retain qualified personnel necessary for the development of our business.

In addition, there is a risk of a conflict of interest between the interests of our management and key technical personnel, and the interests of the Company, as well as their interests in other potential unrelated activities. If such conflicts arise, this could have a material adverse impact on the Company's business.

We face substantial competition. Many of our current and potential competitors have longer operating histories and financial and other resources substantially greater than those we possess. As a result, our competitors may be able to more efficiently locate opportunities or more effectively analyze them,

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or to devote greater resources than we can. Such competitors could also attempt to increase their presence in our markets by forming strategic alliances with other competitors. Such competition could adversely affect our gross profits, margins and results of operations. There can be no assurance that we will be able to compete successfully with existing or new competitors.

Increased IT security threats and more sophisticated and targeted computer crime could pose a risk to our systems, networks, products, solutions and services. Increased global IT security threats and more sophisticated and targeted computer crime pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. While we intend to mitigate these risks by employing a number of measures, including employee training, comprehensive monitoring of our networks and systems, and maintenance of backup and protective systems, our systems, networks, products, solutions and services remain potentially vulnerable to advanced persistent threats. Depending on their nature and scope, such threats could potentially lead to the compromising of confidential information, improper use of our systems and networks, manipulation and destruction of data, downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations.

We may become subject to litigation. There are many risks incident to acquiring and selling securities on behalf of others that may give rise to litigation. For example, the Company may be named as a defendant in a lawsuit or regulatory action. The Company may also incur uninsured losses for liabilities which arise in the ordinary course of business, or which are unforeseen, including, but not limited to, employment liability and business loss claims. There is no assurance that the Company's members will not lose their entire investment in the Company as a result of unforeseen litigation.

There may be unanticipated obstacles to the execution of the Company's business plan. The Company's business plans may change significantly. Our business plan is capital intensive. We believe that our chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of our principals and advisors. Our management reserves the right to make significant modifications to its stated strategies depending on future events.

Risks Associated with the Securities Trading Industry

There are substantial risks involved in trading in U.S. securities, stocks, options, and the various other financial instruments and investments in which the Fund may trade. Most securities fluctuate in price, and equity prices tend to fluctuate more dramatically over the shorter term than do the prices of other asset classes. These movements may result from factors affecting individual companies, or from broader influences like changes in interest rates, market conditions, investor confidence or changes in economic, political or financial market conditions. Volatility of financial markets can expose the Fund to greater market risk, possibly resulting in greater liquidity risk. Moreover, changing economic, political or financial market conditions in one country or geographic region could adversely affect the market value of the S&P Futures Contracts and other securities held by the Fund, or tracked by the underlying ETFs in which it invests, due to increasingly interconnected global economies and financial markets. These market conditions also may lead to increased regulation of the Fund and the instruments in which the Fund may invest, which may, in turn, affect the Fund's ability to pursue its investment objective and the Fund's performance.

In light of the foregoing, it should be noted that market movements are difficult to predict and financing sources and related interest and exchange rates are subject to rapid change. One or more markets in which the Fund may trade could move against the positions held by it, thereby causing substantial losses. Government policies, especially those of the U.S. Federal Reserve Board and foreign central banks, have profound effects on interest and exchange rates, which, in turn, could affect prices in areas of the Fund's activities. Many other unforeseeable events, including actions by various government agencies and domestic and international political events, may cause sharp market fluctuations. Each Unit subscriber risks the complete loss of his/her/its investment in the Fund.

Trading Strategies May Not Be Successful. There can be no assurance that any trading method employed by the Manager on behalf of the Fund will produce profitable results. Profitable investing is often dependent on anticipating trends or trading patterns. In addition, markets experiencing random price

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fluctuations, rather than defined trends or patterns, may generate a series of losing trades. There have been periods in the past when the markets have been subject to limited and ill-defined price movements, and such periods may recur. Any factor that may lessen major price trends (such as governmental controls affecting the markets) may reduce the prospect for future trading profitability. Any factor which would make it difficult to execute trades, such as reduced liquidity or extreme market developments resulting in prices moving the maximum amount allowed in a single day could also be detrimental to profits or cause losses. Increases in margin levels on securities may occur in the future. Such increased margin and other potential regulatory changes may adversely impact the trading strategies. No assurance can be given that the trading techniques and strategies employed by the Manager on behalf of the Fund will be profitable in the future.

Trading Algorithm Risk. Trading using an automated algorithm potentially exposes the Fund to additional risks including but not exclusively relating to the reliability of the software, algorithm, checks and communication infrastructure. The Fund's software is fed with live data and analyses that data to decide when to open or close trades. There are risks involved in this type of automated trading including but not exclusively, software failure, input errors caused by price feed errors outside the Fund's control, internet connection issues and electronic failures. Whilst the programme is monitored, human errors can occur and so there is a risk that such issues could result in positions being opened or closed incorrectly. The high degree of leverage associated with these types of investments means that the degree of risk compared to other financial products is higher. Leverage (or margin trading) may work against you resulting in substantial loss as well as for you resulting in substantial gain.

Trade Errors. The Manager's computerized trading systems rely on the ability to accurately process such systems' outputs and to use the proper trading orders, including stop-loss or limit orders, to execute the transactions called for by the systems. In addition, they rely on their staff to properly operate and maintain the computer and communication systems upon which the trading systems rely. Such systems are inherently subject to human errors, including the failure to implement, or the inaccurate implementation of any of the systems, in addition to errors in properly executing transactions. This could cause substantial losses on transactions, and any such losses could substantially and adversely affect the performance of the Fund.

Futures and Options. S&P Futures Contracts are highly volatile and investments in futures may materially affect the profitability of the Fund. To the extent the Fund engages in transactions in futures contracts and options on futures contracts, the profitability of the Fund will depend to some degree on the ability of the Manager to correctly analyze the futures markets, which are influenced by, among other things, changing supply and demand relationships, governmental policies, commercial and trade programs, world political and economic events, and changes in interest rates. The purchase or sale of an option involves the payment or receipt of a premium payment by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the underlying instrument does not change price in the manner expected, so that the option expires worthless and the investor loses its premium. Selling options when an investor does not own the respective underlying security, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security in excess of the premium payment received.

The Fund may use so-called "synthetic" options or other derivative instruments written by broker-dealers or other permissible financial intermediaries. Options transactions may be effected on securities exchanges or in the over-the-counter market. When options are purchased over-the-counter, the Fund bears the risk that the counterparty that wrote the option will be unable or unwilling to perform its obligations under the option contract. Such options may also be illiquid, and, in such cases, the Fund may have difficulty closing out a fund's position. Over-the-counter options also may include options on baskets of specific securities.

The Fund may purchase call and put options on specific securities and may write and sell covered or uncovered call and put options for hedging purposes and non-hedging purposes to pursue their investment objectives. A put option gives the purchaser of the option the right to sell, and obligates the writer to buy, the underlying security at a stated exercise price at any time prior to the expiration of the option. Similarly, a call option gives the purchaser of the option the right to buy, and obligates the writer to sell, the underlying security at a stated exercise price at any time prior to the expiration of the option. A

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covered call option is a call option with respect to which the Fund owns the underlying security. The sale of a covered call option exposes the Fund during the term of the option to possible loss of opportunity to realize appreciation in the market price of the underlying security or to possible continued holding of a security that might otherwise have been sold to protect against depreciation in the market price of the security. The sale of an uncovered call option subjects the Fund to the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option plus the premium received. A covered put option is a put option with respect to which cash or liquid securities have been placed in a segregated account on the Fund's books or with the Fund's custodian to fulfill the obligation undertaken. The sale of a covered put option exposes the Fund during the term of the option to a decline in price of the underlying security while depriving such fund of the opportunity to invest the segregated assets. The sale of an uncovered put option subjects the Fund to the risk of a decline in the market price of the underlying security below the exercise price of the option less the premium received.

The purchase of a call or put option subjects the Fund to the risk of loss of its entire investment in the option if the price of the underlying security does not increase above the exercise price of the call option or decline below the exercise price of the put option, as the case may be, by more than the premium paid. The risk of loss on a call option can be offset, in whole or in part, by a short sale of the underlying security. If the Fund holds the underlying security, the loss on a put option will be offset, in whole or in part, by the gain on the security.

The Fund may close out a position when writing options by purchasing an option on the same security with the same exercise price and expiration date as the option that it has previously written on the security. The Fund will realize a profit or loss if the amount paid to purchase an option is less or more, as the case may be, than the amount received from the sale thereof. To close out a position as a purchaser of an option, the Fund would ordinarily make a similar "closing sale transaction," which involves liquidating the Fund's position by selling the option previously purchased, although the Fund would be entitled to exercise the option should it deem it advantageous to do so.

The Fund may enter into futures contracts in U.S. domestic markets or on exchanges located outside the U.S. Foreign markets may offer advantages such as trading opportunities or arbitrage possibilities not available in the U.S. Foreign markets, however, may have greater risk potential than domestic markets. For example, some foreign exchanges are principal markets so that no common clearing facility exists, and an investor may look only to the broker for performance of the contract. In addition, any profits a manager might realize in trading could be eliminated by adverse changes in the exchange rate, or the Fund (and the corresponding Investment Portfolio) could incur losses as a result of those changes. Transactions on foreign exchanges may include both commodities which are traded on domestic exchanges and those which are not. Unlike trading on domestic commodity exchanges, trading on foreign commodity exchanges is not regulated by the CFTC.

Engaging in these transactions involves risk of loss to the Fund, which could adversely affect the value of its net assets. No assurance can be given that a liquid market will exist for any particular futures or options contract at any particular time.

Successful use of options, futures, or other securities also is subject to the Fund's ability to correctly predict movements in the direction of the relevant market, and, to the extent the transaction is entered into for hedging purposes, to ascertain the appropriate correlation between the transaction being hedged and the price movements of the options contract or other security.

Options Trading Is Speculative. Options prices are highly volatile. Price movements for options are influenced by, among other things, news specific to a company and/or its underlying stock price, government trade, fiscal, monetary and exchange control policies; weather and climate conditions; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and psychological emotions of the marketplace.

Options Trading Can Be Highly Leveraged. Accordingly, a relatively small price movement in an options contract may result in immediate substantial loss or gain to the Fund.

Decisions Based on Technical Analysis. The trading decisions of the Manager may be based in part on investment strategies which utilize mathematical analyses of technical factors relating to past market performance. The buy and sell signals generated by a technical, trend-following investment strategy are

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based upon a study of actual daily, weekly and monthly price fluctuations, volume variations and changes in open interest in the markets. The profitability of any technical, trend-following investment strategy depends upon the occurrence in the future of significant, sustained price moves in some of the markets traded. A danger for trend-following traders is “whip-saw” markets, that is, markets in which a potential price trend may start to develop but reverses before an actual trend is realized. A pattern of false starts may generate repeated entry and exit signals in technical systems which only result in unprofitable transactions. In the past there have been prolonged periods without sustained price moves, and such periods may reoccur and continue for sustained periods. Periods without such price moves may produce substantial losses for such investment strategies. Thus, any factor which may lessen the prospect of such moves in the future (such as increased governmental control of, or participation in, the relevant markets) may reduce the prospect that any trend-following investment strategy will be profitable in the future.

Decisions Based on Fundamental Analyses. The trading decisions of the Manager may be based primarily on investment strategies which utilize fundamental analysis of underlying market forces. Fundamental analysis attempts to examine factors external to the trading market which affect the supply and demand for a particular instrument in order to predict future prices. Such analysis may not result in profitable trading because the Manager may not have knowledge of all factors affecting supply and demand, prices may often be affected by unrelated factors, and purely fundamental analysis may not enable the Manager to determine quickly that its previous trading decisions were incorrect.

Yield Curve Changes. Changes in the shape of the yield curve can cause significant changes in the profitability of hedging operations undertaken by the Manager. In the event of the inversion of the yield curve, the reversal of the interest differential between positions of different maturities can make previously profitable hedging techniques unprofitable.

Risks Relating to Foreign Securities. The Manager may seek to trade foreign securities as part of the Fund's portfolio investments. As foreign securities are generally denominated and traded in foreign currencies, the value of the Fund's investments in such securities will be affected by currency exchange rates and exchange control regulations. In addition, the amount of information publicly available about a foreign company may be relatively limited, and foreign companies are not generally subject to accounting, auditing and financial reporting standards and practices comparable to U.S. Generally Accepted Accounting Principles (“GAAP”). The securities of many foreign companies are less liquid and at times more volatile than securities of comparable U.S. companies. Foreign brokerage commissions and other fees are also generally higher than those imposed in the U.S. Foreign settlement procedures and trade regulations may involve certain risks including, but not limited to, delays in payment or delivery of securities or in the recovery of Fund assets held abroad, and may also involve expenses not present in the settlement of domestic investments.

There may also be a possibility of nationalization or expropriation of assets, imposition of currency exchange controls, confiscatory taxation, political or financial instability, and diplomatic developments that could affect the value of the Fund's investments in certain foreign countries. Legal remedies available to Investors in foreign countries may be more limited than those available with respect to investments in the U.S. In the case of securities issued by a foreign governmental entity, the issuer may in certain circumstances be unable or unwilling to meet its obligations on the securities in accordance with its terms, and the Fund may have limited recourse, if any, available to it in the event of default. The laws of certain foreign countries may limit the Fund's ability to invest in certain issuers located in such foreign countries. Special tax considerations may also apply to investments in foreign securities.

Furthermore, Fund investments in the securities of developing countries may contain an even greater proportion of risk, particularly if the securities markets and legal systems present in such countries are still in a development stage and provide few, if any, of the advantages or protections of markets or legal systems available in more developed countries.

Risks associated with use of leverage. Subject to market conditions, the Fund may achieve leveraged exposure through the use of derivative instruments. The more the Fund invests in leveraged instruments, the more this leverage will magnify any losses on those investments. Moreover, since the Fund's investment strategy in part also involves investing in negatively correlated and leveraged ETFs, the value of the Fund's portfolio will tend to increase or decrease more than the value of any increase or

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decrease in the underlying indexes of such ETFs in which the Fund invests. Leverage also will have the effect of magnifying tracking error.

Technology Risk. The Manager's investment/trading strategies may rely on the use of proprietary and/or non-proprietary software, data and intellectual property by the Manager. Such reliance on this technology and data is subject to a number of important risks. First, the Fund may be severely and adversely affected by the malfunction of the technology and/or data feed. For example, an unforeseeable software or hardware malfunction could occur, as a result of a virus or other outside force, or as result of a design flaw in the system or in its continued implementation. In the past, occurrences of this nature to other funds have sometimes resulted in dramatically negative consequences for the portfolio of such fund. In addition, changes in the market for publicly available data or in regulatory reporting requirements could cause a severe diminution in the data available for the technology to operate as designed. Such events can also have dramatically negative consequences for the Fund. Furthermore, if any of the software, hardware, data and/or other intellectual property is found to infringe on the rights of any third party, the Fund could be severely and adversely affected.

Early closing risk. The Fund is subject to the risk that unanticipated early closings of securities exchanges and other financial markets may result in the Fund's inability to buy or sell securities or other financial instruments on that day and may cause the Fund to incur substantial trading losses.

Trading halt risk. The Company may seek to engage in strategies that would allow the Fund to profit if and when there is a severe and rapid broad market downturn. In such circumstances, there is a risk that national exchanges will halt trading on any one or more securities. If a trading halt occurs, the Fund may temporarily be unable to purchase or sell securities. Such a trading halt may prevent the Fund from achieving its investment objective.

Risks Related to the Company's Investment Strategy

Concentration Risk. The Fund may be susceptible to an increased risk of loss, including losses due to adverse events that affect the Fund's investments more than the market as a whole, to the extent that the Fund's investments are concentrated in the securities and/or other assets of a particular issuer or issuers, country, group of countries, region, market, industry, group of industries, sector, market segment or asset class. The Fund may be more adversely affected by the underperformance of those securities and/or other assets, may experience increased price volatility and may be more susceptible to adverse economic, market, political, sustainability-related or regulatory occurrences affecting those securities and/or other assets than a fund that does not concentrate its investments.

Equity Securities Risk. The Fund invests in equity securities, which are subject to changes in value that may be attributable to market perception of a particular issuer or to general stock market fluctuations that affect all issuers. Investments in equity securities may be more volatile than investments in other asset classes. The Underlying Index is composed of common stocks, which generally subject their holders to more risks than preferred stocks and debt securities because common stockholders' claims are subordinated to those of holders of preferred stocks and debt securities upon the bankruptcy of the issuer.

Issuer Risk. The performance of the Fund depends on the performance of individual securities to which the Fund has exposure. Any issuer of these securities may perform poorly, causing the value of its securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, expiration of patent protection, disruptions in supply, labor problems or shortages, corporate restructurings, fraudulent disclosures, credit deterioration of the issuer or other factors. Issuers may, in times of distress or at their own discretion, decide to reduce or eliminate dividends, which may also cause their stock prices to decline. An issuer may also be subject to risks associated with the countries, states and regions in which the issuer resides, invests, sells products, or otherwise conducts operations.

Large-Capitalization Companies Risk. Our S&P Futures Contracts are based on the S&P 500 US Stock market index that is based upon the market capitalization of the top 500 companies listed on the NYSE and Nasdaq, and thus, our primary investment strategy is exposed to risks in the large-capitalization companies sector. Large-capitalization companies may be less able than smaller capitalization companies

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to adapt to changing market conditions. Large-capitalization companies may be more mature and subject to more limited growth potential compared with smaller capitalization companies. During different market cycles, the performance of large-capitalization companies has trailed the overall performance of the broader securities markets.

Market Risk. The Fund could lose money over short periods due to short-term market movements and over longer periods during more prolonged market downturns. The value of a security or other asset may decline due to changes in general market conditions, economic trends or events that are not specifically related to the issuer of the security or other asset, or factors that affect a particular issuer or issuers, exchange or exchanges, country, group of countries, region, market, industry, group of industries, sector or asset class. Local, regional or global events such as war, acts of terrorism, the spread of infectious illness or other public health issues, recessions, or other events could have a significant impact on the Fund and its investments and could adversely impact the performance of the Fund. During a general market downturn, multiple asset classes may be negatively affected. Changes in market conditions and interest rates generally do not have the same impact on all types of securities and instruments.

Other General Risks

Overall market, industry or economic conditions, which the Manager cannot predict or control, may have a material effect on performance. Market disruptions such as those that occurred during October of 1987, after the terrorist attacks of September 11, 2001, and during the 2008-09 financial crisis could have a material effect on general economic conditions and market liquidity which could result in substantial losses to the Company.

There is no guarantee that exchanges and markets can at all times provide continuously liquid markets in which the Company can close out its positions in those instruments that the Company purchases that are publicly traded. The Company could experience delays and may be unable to sell instruments purchased through a broker or clearing member that has become insolvent due to the deterioration of industry conditions in general. In that event, positions could also be closed out fully or partially without the Company's consent.

We are relying on certain exemptions from registration. The Units are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act and applicable state securities laws. If the sale of the Units were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of the Units. If a number of purchasers were to obtain rescission, the Company would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

If the Company were deemed an "investment company" under the U.S. Investment Company Act, applicable restrictions could make it impractical for the Company to continue its respective businesses as contemplated and could have a material adverse effect on the Company's businesses and prospects. We do not believe that we are an "investment company" as defined in the U.S. Investment Company Act of 1940, as amended, because the nature of our assets and the sources of our income exclude us from the definition of an investment company under the Investment Company Act and we are primarily engaged in a non-investment company business.

The Investment Company Act and the rules thereunder contain detailed requirements for the organization and operation of investment companies. Among other things, the Investment Company Act and the rules thereunder limit transactions with affiliates, impose limitations on the issuance of debt and equity securities, generally prohibit the issuance of options and impose certain governance requirements. The Company intends to conduct its operations so that the Company will not be deemed to be an investment company under the Investment Company Act. If anything were to happen which would cause the Company to be deemed to be an investment company under the Investment Company Act, requirements imposed by the Investment Company Act, including limitations on its capital structure, ability to transact business with affiliates (including subsidiaries) and ability to compensate key employees, could make it impractical for the Company to continue its business as currently conducted, impair the agreements and arrangements between and among it, its subsidiaries and its senior personnel, or any combination thereof, and materially adversely affect its business, financial condition and results of operations. Accordingly, the Company may

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be required to limit the amount of investments that it makes as a principal or otherwise conduct its business in a manner that does not subject the Company to the registration and other requirements of the Investment Company Act.

Risks Associated with an Investment in Securities

Best efforts offering. This Offering is being made on a “best efforts” basis with no minimum number of Units required to be sold. As subscriptions are accepted (and any required rescission periods expire), the subscription funds will be available for use by the Company immediately for its intended use of proceeds. Subscriptions are irrevocable (after expiration of any rescission period) and subscribers will not have the opportunity to have their funds returned notwithstanding any future lack of success in recruiting other investors. Accordingly, initial subscribers will necessarily have a greater degree of risk. The Company has not engaged the services of a placement agent or underwriter with respect to the Offering, and will offer the Units through its managers and executive officers at its discretion. Nevertheless, the Company may seek to elect, at its discretion, to engage the services of a qualified broker-dealer or outside salesperson in connection with the Offering.

There is no minimum capitalization for this offering and investors’ subscription funds will be used by us as soon as they are received. There is no minimum capitalization required in this Offering. There is no assurance that all or a significant number of Units may be sold in this Offering. We will use investors’ subscription funds as soon as they are received. If only small portions of the Units are placed, then the Company may not have sufficient capital to operate. There is no assurance that we could obtain additional financing or capital from any source, or that such financing or capital would be available to us on terms acceptable to us. Under such circumstances, the Company’s plans would need to be scaled down, and this would have a material adverse effect on the Company’s business and consequently the investor’s realization on their investment.

Units are not guaranteed and could become worthless. The Units are not guaranteed or insured by any government agency or by any private party. The amount of earnings is not guaranteed and can vary with market conditions. The return of all or any portion of capital invested in the Units is not guaranteed, and the Units could become worthless.

We are relying on certain exemptions from registration. The Units are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act and applicable state securities laws. If the sale of the Units were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of the Units. If a number of purchasers were to obtain rescission, the Company would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

If the Company incurs debt, there may be risks associated with such borrowing. If the Company incurs indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company’s operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of shareholders of the Company. A judgment creditor would have the right to foreclose on any of the Company’s assets resulting in a material adverse effect on the Company’s business, operating results or financial condition.

Future capital needs. The Company believes that the net proceeds of the Offering of the Units will be sufficient to fund the implementation of the Company’s business plan, operations and growth for the foreseeable future, assuming that it sells all 400 Units offered hereby.

The Units are restricted securities and a market for such securities may never develop. Investors should be aware of the potentially long-term nature of their investment. Each purchaser of Units will be required to represent that it is purchasing such securities for its own account for investment purposes and not with a view to resale or distribution. Purchasers may be required to bear the economic risks of the investment for an indefinite period of time. The Company has neither registered the Units nor underlying securities, nor any other securities under the Securities Act. Consequently, shareholders may not be able

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to sell or transfer their securities under applicable federal and state securities laws. Moreover, there is no public market for the Company's securities, such a market is not likely to develop prior to a registration undertaken by the Company for the public offering of its securities for its own account or the account of others, and there can be no assurance that the Company will ever have such a public offering of its securities. Ultimately, each investor's risk with respect to this Offering includes the potential for a complete loss of his or her investment.

We may be required to register under the Securities Exchange Act. The Company will be required to conform to the rules and regulations promulgated under the various federal and state securities laws applicable to the conduct of its business. Management does not believe that the Company's activities, as presently contemplated, will require registration or qualification of the Company with any federal or state agency.

Although the Company does not intend to be required to register its securities under the Securities Exchange Act of 1934, as amended, it is possible that the Securities and Exchange Commission (the "SEC") may require the Company to so register. For example, under Section 12(g)(1) of the Securities Exchange Act (as amended by the JOBS Act of 2012), private companies with over 2,000 shareholders and over \$10,000,000 in assets, may be required to register with the SEC within 120 days after their fiscal year end. Such registration would increase the operational expenses of the Company and would restrict its activities, thereby possibly having an adverse effect on its business.

The Sarbanes-Oxley Act of 2002 could, should the Company take such action, make the Company's entrance into the public market difficult and expensive. In the wake of well-publicized corporate scandals associated with Enron and WorldCom involving management self-dealing and accounting fraud, in July 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act—the most far reaching legislation affecting the federal securities laws since they were created in the 1930's—impacts everything from the role of auditors to public reporting of stock trades by management, from committee independence to reporting of off-balance sheet transactions, and from officer loans to employee whistle-blowing.

Public and registered companies are facing dramatic changes in disclosure and corporate governance requirements under the Sarbanes-Oxley Act, and under new and proposed rules from the SEC, NASDAQ and the NYSE. While these new rules and regulations do not generally cover private companies, their influence on private companies is being felt in the following ways:

- A private company will become subject to the Sarbanes-Oxley Act upon filing a registration statement with the SEC in anticipation of an IPO.
- The Sarbanes-Oxley Act may result in increased scrutiny of a private company being considered for acquisition by a public company.
- In order to conduct an IPO, a private company would need to evaluate its organization against the requirements of the Sarbanes-Oxley Act and develop a compliance program.
- Full compliance with the Sarbanes-Oxley Act – which can be time-consuming and expensive – can significantly slow the efforts of private companies such as the Company that may seek to enter the public markets.

The Offering price is arbitrary. The price of the Units and the underlying securities offered has been arbitrarily established by the Company, without considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The price of the Units and underlying securities bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

Management Risks

Reliance on the Manager and no authority by investors. All decisions regarding the management and affairs of the Company will be made exclusively by the Manager. Accordingly, no person should invest in the Company unless such person is willing to entrust all aspects of management of the Company to the Manager. Investors will have no right or power to take part in the management of the

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Company. As a result, the success of the Company for the foreseeable future depends solely on the abilities of the Manager.

Changes in investment strategies. The Manager has broad discretion to expand, revise or contract the Company's business without the consent of the investors. The Company's investment strategies may be altered, without prior approval by, or notice to, the investors, if the Manager determines that such change is in the best interest of the Company.

Discretionary decision-making may result in missed opportunities. The Company's trading strategies do involve some discretionary aspects. Discretionary decision-making may result in failure to capitalize on certain price trends or unprofitable trades in a situation where a strictly systematic approach might not have done so.

The proprietary nature of our applications strategy, including techniques or specific investments held by the Company will not be disclosed to investors. All documents and other information concerning the Company's portfolio of investments will be made available to the Company's auditors, accountants, attorneys and other agents in connection with the duties and services performed by them on behalf of the Company. However, because the Manager's investment techniques are proprietary, the Company, and any of its auditors, accountants, attorneys or other agents may not disclose to any person, including investors in the Company, any of the investment techniques employed by the Manager in managing the Company's investments or the identity of specific investments held by the Company at any particular time.

Limitations on the Manager's liability and indemnification. The Company's limited liability operating agreement provides that the Manager and its affiliates, shareholders, members, partners, managers, directors, officers, and employees shall not be liable, responsible nor accountable in damages or otherwise to the Company or any member, or to any successor, assignee or transferee of the Company or of any member.

Investors may only receive limited reporting from the Company. The Company intends to provide annual unaudited reports of Company activity. As a result, investors will not be able to evaluate the Company's activity at shorter intervals.

The Company has a limited operating history and an investment in the Company is only suitable for persons willing to accept this high level of risk. The Company is a recently formed entity and has limited operating history upon which prospective investors can evaluate its likely performance. There can be no assurance that the Company will achieve its investment objective. The Company may encounter start-up periods during which it will incur certain risks relating to the initial investment of newly contributed assets. Moreover, the start-up periods also represent a special risk in that the level of diversification of the Company's portfolio may be lower than in a fully invested portfolio. Accordingly, investors could incur substantial, or even total, losses on an investment in the Company.

Certain tax considerations; distributions to investors and payment of tax liability may negatively impact investors. It is not possible to provide here a description of all potential tax risks to a person considering investing in the Company. Prospective investors are urged to consult their own legal counsel and tax advisors with respect thereto. The Company will not seek a ruling from the Internal Revenue Service ("IRS") with respect to any tax issues affecting the Company.

It should also be noted that the Company's tax return may be audited by the IRS, and any such audit may result in an audit of the returns of the investors for the year(s) in question or unrelated years. Further, any adjustment resulting from an audit would also result in adjustments to the tax returns of the Investors and may result in an examination and adjustment of other items in such returns unrelated to the Company. Investors could incur substantial legal and accounting costs in litigation of any IRS challenge, regardless of the outcome (see "INCOME TAX CONSIDERATIONS").

The Manager in its sole discretion may, but is not required to, make distributions to investors during the term of the Company. Taxable income realized in any year by the Company will be taxable to the members in that year regardless of whether they have received any distributions from the Company. Accordingly, investors may recognize taxable income for federal, state, and local income tax purposes without receiving any or a sufficient distribution from the Company with which to pay the taxes thereon. The Manager may consider such possible tax liability of the investors when determining whether to make

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distributions, but no assurance is given that distributions, if made, will equal the amount of any Investor's tax liability.

Investments in the Company are not insured. The assets of the Company are not insured by any government or private insurer except to the extent portions may be deposited in bank accounts insured by the Federal Deposit Insurance Corporation and such deposits are subject to such insurance coverage.

Additional unforeseen risks. In addition to the risks described in this section, "RISK FACTORS," and elsewhere in this Memorandum, other risks not presently foreseeable could negatively impact our business, could disrupt our operations and could cause the Company to fail. Ultimately, each investor in the Units bears the risk of a complete and total loss of their investment.

BUSINESS OF THE COMPANY

Our Mission

Our Fund aims to outperform the market by taking advantage of our pre-positioned orders in S&P 500 Futures Contracts at specific market levels to take advantage of any opportunity the market offers at all times, 24 hours a day, 7 days a week, every single day of the year and lock profits at the end of the daily market close.

Overview of the Business

The S&P 500 is a US stock market index based upon the market capitalization of the top 500 companies listed on the NYSE and Nasdaq. Over US\$1.25 trillion is indexed to the S&P 500 which seeks to reflect the status of the entire stock market by tracking the return and volatility of the 500 most commonly held large cap company stocks on the NYSE and Nasdaq. The 500 companies comprising the S&P 500 span all major industries and its importance is highlighted by its use as an economic indicator of the health of the entire US economy.

The Fund's principal strategy is a fundamental and systematic process involving the buying and selling of S&P Futures Contracts on a short-term basis at specific pre-determined price levels within the S&P 500 Stock Index. The Fund will scale into positions at every 1% move upwards and downwards in the futures market tracking the S&P 500 Stock Index. Each position of the Fund is a separate trade and spaced in a 1% range from any other position. All positions are held until profitable and all winning positions are closed out at the end of each trading day. Positions that are not yet profitable are held until they are profitable. Although the Fund's main strategy is the buying and selling of S&P Futures Contracts, the Fund will also make opportunistic investments in securities involving one or more of the following investment strategies: i) buying and/or selling options on tradable equity securities, equity security indexes, exchange traded funds ("ETFs"), as well as other exchange-traded interests, including but not limited to foreign currencies, physical commodities and spot and forward contracts, traded on U.S. and non-U.S. exchanges and in the over-the-counter markets, and other similar instruments (collectively, along with S&P Futures Contracts, "Fund Assets").

Investment Strategy

The Fund's strategy is to scale into positions at every one percent (1%) move upwards and downwards in the futures market tracking the S&P 500 Stock Index. The Fund does not over concentrate in any one (1) position. Each position is a separate trade and spaced in a one percent (1%) range from any other position. This is a key component of our investment strategy. The average daily move of the S&P 500 is 1.4%. All positions are held until profitable and all winning positions are closed out at the end of each trading day. Positions that are not yet profitable are held until they are profitable.

Our investment strategy removes human emotions of fear, greed and other irrational based trading that generally drive the market and lead unprepared investors to financial ruin. Because we intend to be adequately capitalized to withstand every market scenario, we believe our investment strategy is sound.

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Therefore, however far the market can fall our Fund intends to be fully capitalized to take advantage of any market downward to enter into a position on the way down and then exiting and locking in profits as the market then moves upwards.

Furthermore, the average daily move of the market has increased over time due to technology and the speed in which information moves and trades are executed. A 5% plus “flash crash” is not uncommon and can occur multiple times a year, and then the resulting reversal “melt up”. During these times, our investment strategy is well positioned to profit because we are capitalized on the way up and on the way down.

Key Advantages:

Potential Tax Benefits: Futures capital gains have a standardized tax treatment known as the “60/40” rule, and futures trades are exempt from wash sale rules. Regardless of the actual holding period, 60% gains are taxed at the long-term capital gains rate, and 40% of gains are taxed at the short-term capital gains rate like ordinary income.

Capital Efficiency: Establishing an equity position in an ordinary stock margin account requires you to pay 50% or more of its full value. With futures, the required initial margin amount is typically set at 10% of the underlying contract value. This leverage permits the Fund to efficiently utilize its capital and generate larger returns as a percent of capital invested.

Direct Market Exposure: When investing in stocks, an investor is investing in a particular company. However, when trading S&P Futures Contracts, an investor gains direct exposure to the entire market which offers the potential for a more macroeconomic view. Further, futures markets are open nearly 24 hours a day, 6 days a week, allowing the Fund to react to global events and fully participate in the market at all times.

Target Performance:

Historically the S&P 500 has averaged an annual return of 10.5% since 1957. The Fund intends to target an annual return of 20% plus.

Competition

Our direct competitors may include brokerage firms, investment advisors, and banks. Many of these competitors are much larger than us, have much greater financial resources, and much greater brand recognition. They may have similar business models to ours, and may operate in the same markets.

In addition, there is also the possibility that new competitors could seize upon certain aspects of our business model and produce competing products. Likewise, these new competitors may be better capitalized than the Company, which could give them a significant advantage. There is the possibility that such competitors could capture significant market share of our intended market.

See “RISK FACTORS” for a discussion of the risks associated with the Company’s competition.

Offices

The Company’s principal executive offices are located at 333 Littleton Road, Suite 102, Parsippany, NJ 07054. The Company’s telephone number is (973) 713-4848. The Company believes that it currently has adequate space to accommodate current operations and that facilities for administrative personnel are adequate for expansion plans. Office space will be increased as the Company deems necessary.

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MANAGEMENT

Manager

The Company is a manager-managed limited liability company. Our managing directors of the Company, Jeffrey C. Chatfield and Ramesh Makkena (together, the “Manager”) each own 50% of the Voting Common Membership Interests in the Company.

Responsibility of the Manager

The Manager is accountable to the Company and must exercise good faith and integrity in handling Company affairs. The Manager is authorized to direct all operations and actions of the Company.

Jeffrey C. Chatfield, Managing Director

Jeffrey C. Chatfield is an S&P 500 Futures trader and attorney admitted to practice law in NJ and NY. A 1988 graduate of the University of Delaware, and 1992 graduate of the City University of New York Law School, Mr. Chatfield has engaged in the trading of S&P 500 Futures Contracts, on a daily basis, for the past 20 years and considers himself a true student of the historical price patterns of the S&P 500; its bull runs, bear grinds and daily fluctuations dating back to 1957. His firm belief: historical price patterns continue to work because human nature doesn't change. Study of the past tells us what the future will look like.

Ramesh Makkena, Managing Director

Ramesh Makkena is an S&P 500 options trader with a 1993 B.S in Mathematics and 1997 M.S. in Computer Applications, both from Nagarjuna University, India. Mr. Makkena has over 25 years' experience in the Biotech, CRO and Pharmaceutical industries and when not trading options, is Principal SAS Programmer of CRC Pharma in Parsippany, NJ. Applying his mathematical and computer background to options trading provides Mr. Makkena with the insights and alerts to the S&P 500 market patterns and tendencies on which the shrewd trader enhances profit potential.

No Removal of the Managers by Series A-1 Interest Holders

It is not possible for investors to elect or remove the Manager of the Company because only holders of our Voting Common Membership Interests may elect or remove the Manager, and no investors of this Offering are being offered Voting Common Membership Interests. See “MEMORANDUM SUMMARY—Ownership in the Company” above

Board of Advisors

The Company may also seek to establish a board of advisors, which would include one or more highly qualified business and industry professionals. The board of advisors will advise management in making appropriate decisions and taking effective action. However, the board of advisors will not be responsible for management decisions and has no legal or fiduciary responsibility to the Company.

COMPENSATION TO MANAGEMENT

The Manager will receive a management fee of two percent (2%) per annum of the gross assets under management (“Management Fee”) to be paid monthly and its pro rata share of the net profits not allocated to investors as specified below. The Manager is also entitled to be reimbursed for expenses associated with this Offering and reasonable operating expenses of the Company.

RETURNS TO INVESTORS

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After payment of the Fund's reasonable operating expenses and the Management Fee ("Net Profits"), the Company intends to payout to investors their Allocable Share of Net Profits, if any, on a pro rata basis to be paid out monthly.

Allocation of Net Profits

The Fund intends to distribute to investors their Allocable Share of Net Profits based on their Ownership Percentage as follows:

- Eighty percent (80%) of the Net Profits to holders of Units and twenty percent (20%) of the Net Profits to holders of the Voting Common Membership Interest, to be paid monthly.

"Ownership Percentage" with respect to each holder of the Units and the Voting Common Membership Interests shall be calculated for each holder based on the total outstanding capital amount of the Units or Voting Common Membership Interests held by such holder and dividing that number by the total aggregate number of all outstanding membership interest units, immediately prior to making the distributions set forth above.

Redemption

Provided that the Unit holder's contribution has been invested for at least twelve (12) months, any holder of Units may elect to have all, or a portion of their Units redeemed at a redemption price equal to the sum of the original amount of the Units held by such investor, net of any prior reductions in capital (the "Redemption Price").

The Manager reserves the right to waive any or all of the initial twelve (12) month waiting period. Redemptions are subject to the Manager's sole discretion to reject redemption requests in whole or in part if deemed in the best interest of the Company and its stakeholders. In addition, the Company shall not be required to liquidate any of its assets in connection with any investor redemption request. The Fund, in the Manager's sole discretion, has the right to decline any reinvestment or deferral request submitted and the right to terminate reinvestment at any time at which point such amounts would be distributed to investors.

The Company, in its sole discretion, reserves the right to buy back all or part of any investor's Units at any time after twelve (12) months from the original issuance date, at the Redemption Price.

Investment Term

The Company may terminate its investing operations and begin the process of winding down, liquidation and dissolution of the Fund, the payment of investor returns, and return of investor principal at the Manager's sole discretion, but which time period is anticipated to be at least ten (10) years from the commencement of operations. In addition, to facilitate the best execution on investments and rate of return for investors, the Manager may extend the term in its sole discretion for two (2) additional one (1) year periods.

Distribution Policy

The Manager's objective is to maximize the Company's capital gains and therefore does not anticipate making distributions to investors except as otherwise provided herein. The Manager also reserves the right to suspend any and all future distributions in order to capitalize future investment opportunities. The Company anticipates making distributions at the end of the Investment Term or earlier, in the Manager's sole discretion.

See "RISK FACTORS" for investors' risks concerning the possible loss of all or part of their investment.

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Tax Matters

Investors should be aware of the material federal and state income tax aspects of an investment in the Units, effective as of the date of this Memorandum. An investor should consult with their tax professional to determine the effects of the tax treatment of their purchase of Units on their individual situation.

Financial Assumptions

Net profits derived from the Company's investments, as described in this Memorandum, (the "Revenues"), are the only moneys available to make distributions to investors. Certain assumptions have been made in the structuring of the Company. To the extent that there are losses associated with our investments, the Company may not be able to make any distributions to investors. No assurance can be given that we will generate Revenues. In any event, no assurances can be given that our expected level of returns to investors can be obtained. Independent of the amounts raised in this Offering, and/or the Revenues, the Company does not have any other assets available to use to make distributions.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Management of the Company

The Company's Manager and advisors devote only such time to our operations as they, in their sole discretion, deem necessary to help carry out our operations effectively. The Company's manager and advisors may work on other projects, and conflicts of interest may arise in allocating management time, services or functions among affiliates.

Conflicts of Interest

Potential conflicts of interest may arise in the course of our operations involving affiliate companies, as well as their interests in other potential unrelated activities. Accordingly, in addition to such potential conflicts of interest noted herein and under "Management of the Company" above, other conflicts of interest may exist or may arise in the future. The Company does not have any formally documented procedures to identify, analyze or monitor conflicts of interest.

Duties of the Manager to the Company

Duty of Care and the 'Business Judgment Rule'

Just as officers and directors of corporations owe a fiduciary duty to their shareholders, the Manager is required to perform their duties with the care, skill, diligence, and prudence of like persons in like positions. The Manager will be required to make decisions employing the diligence, care, and skill an ordinary prudent person would exercise in the management of their own affairs. The 'business judgment rule' should be the standard applied when determining what constitutes care, skill, diligence, and prudence of like persons in like positions.

Duty of Disclosure

The Manager has an affirmative duty to disclose material facts to the members. Information is considered material if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision. The Manager must not make any untrue statements to the members and must not omit disclosing any material facts to the members.

Duty of Loyalty

The Manager has a duty to avoid undisclosed conflicts of interest. Before raising money from members, the Manager must disclose any conflicts that may exist between the investment interests of such Manager and the investment interests of the Company or any of the individual Members.

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Litigation

None of the Company, its affiliates, including the Manager, or their respective officers are presently a party to any material litigation, nor to their knowledge is any litigation threatened against such party, which may materially affect the business of the Company or its assets.

Transfer Agent and Registrar

The Company will act as its own transfer agent and registrar for the Units issued hereby.

OPERATING AGREEMENT

Manager-Managed

The Company's limited liability company operating agreement (the "Operating Agreement") provides for the sole authority to manage the Company to reside with one or more managers. Moreover, the Operating Agreement does not require annual meetings of the members.

The Manager of the Company is currently in place, and a Manager may only be removed by the majority vote of the voting members at a special meeting called for such purpose in accordance with the Operating Agreement.

Each member's and Manager's liability for the debts and obligations of the Company shall be limited as set forth in our Operating Agreement, the New Jersey Limited Liability Company Act, and other applicable law. All distributions, except in the case of dissolution or liquidation, will be in the sole discretion of the Manager, subject to the provisions of our Operating Agreement and the New Jersey Limited Liability Company Act.

Indemnification by Company

Our Operating Agreement provides for indemnification of Manager and officers to the fullest extent permitted under the New Jersey Limited Liability Company Act (the "Act"), as follows:

To the fullest extent permitted by the Act, the Company shall indemnify each Manager and member and make advances for expenses to each Manager and member arising from any loss, cost, expense, damage, claim or demand, in connection with the Company, the Manager's or member's status as a Manager or member of the Company, the Manager's or member's participation in the management, business and affairs of the Company or such Manager's or member's activities on behalf of the Company. To the fullest extent permitted by the Act, the Company shall also indemnify its officers, employees and other agents who are not Managers or members arising from any loss, cost, expense, damage, claim or demand in connection with the Company, any such person's participation in the business and affairs of the Company or such person's activities on behalf of the Company.

Limitation of Liability

The Operating Agreement provides that our management will not be liable for actions taken by them in good faith in furtherance of our business, and will be entitled to be indemnified by us in such cases. Therefore, our members may have a more limited right against the management, their affiliates and their respective related parties than they would have absent such limitations in the Operating Agreement. In addition, indemnification of the management, their affiliates and their respective related parties could deplete our assets possibly resulting in loss by the Unit holders of a portion or all of their investment.

Not a Complete Description

The foregoing description of the Company's Operating Agreement should in no way be relied upon as complete, and it is qualified in its entirety by the actual Operating Agreement of the Company.

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All Interest holders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Memorandum, the Company's Operating Agreement, and the Company's articles of organization (the "Articles of Organization").

Nothing in this Memorandum purports to be and should not be construed as a complete description of the Operating Agreement or Articles of Organization of the Company, copies of which may be furnished on request made to the Company at its principal office.

MARKET PRICE OF UNITS AND RELATED INTEREST HOLDER MATTERS

The offering price of the securities to which the Memorandum relates has been arbitrarily established by the Company and does not necessarily bear any specific relation to the assets, book value or potential earnings of the Company or any other recognized criteria of value. Neither the Units, nor the underlying securities, have been registered under the Securities Exchange Act of 1934. Our Units have not been traded or quoted on any exchange or quotation system. There is no public market in which shareholders may sell their securities, and there can be no assurance given that such a market will ever develop. The securities offered hereby are restricted and the investors' rights to sell or transfer their interests are severely limited.

ESTIMATED USE OF PROCEEDS

It is intended that substantially all of the proceeds of this Offering will be used to invest in accordance with the Company's investment strategy. The remaining funds will be used to (i) pay the expenses, which may include without limitation costs associated with operations of the Company, including consulting fees, other professional service fees, and any other costs associated with trading in securities, (ii) copies of documents relating to trading securities, legal fees, and other miscellaneous offering costs. Pending use, the Company may invest the proceeds of this Offering in money market accounts or other cash items, or other similar investments that the Company deems appropriate.

Assuming the Company sells the full 400 Units offered hereby, the Company believes that the net proceeds from the Units offering will be sufficient to fund the Company's operations for at least 12 months.

The Company's use of proceeds may differ materially from the foregoing as a result of changing conditions and as deemed appropriate in the absolute discretion of the management. Therefore, we reserve broad discretion in the use of proceeds and the right to alter the use of proceeds of this Offering without notice in the interest of the Company and its stakeholders.

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DESCRIPTION OF SECURITIES

General

Our securities consist of two classes of limited liability membership interests (collectively, the “Membership Interests”), including non-voting Series A-1 Interests and Voting Common Membership Interests. Prior to the date of this Memorandum, we have issued a total of 100 Voting Common Membership Interests and no (zero) Series A-1 Non-Voting Membership Interests, as of March 1, 2024 (see “MEMORANDUM SUMMARY—Company Capitalization” above). Authority to govern the affairs of the Company rests solely with the Manager of the Company and not with members in their capacity as members. Managers may also be members of the Company. Only holders collectively of a majority of the Voting Common Membership Interests can elect and remove the Manager(s) of the Company. Voting Common Membership Interests are our only authorized voting securities, and Series A-1 Interests have no voting rights whatsoever.

Series A-1 Membership Interests

Holders of our Series A-1 Membership Interests have no voting authority nor any other rights to governance of the Company, but they are deemed members of the Company. The holders of the Series A-1 Membership Interests have the right to receive distributions of net profits of the Company, when, as, and only if declared by the Manager out of funds legally available therefore, and as otherwise provided herein and in the Company’s Operating Agreement. In the event of the liquidation, dissolution or winding up of the Company, the holders of the Series A-1 Membership Interests would have the right to share proportionately in the Company’s remaining net assets to the extent funds/profits are available after payment of the Company’s creditors and liquidation expenses. See “RETURNS TO INVESTORS” and “DISBURSEMENTS” above.

Common Voting Membership Interests

Holders of our Voting Common Membership Interests have very limited voting authority and are deemed members of the Company. The holders of our Interests are entitled to one vote for each interest held of record by them (see “MEMORANDUM SUMMARY—Company Capitalization” and “MEMORANDUM SUMMARY—Ownership in the Company” above). Holders of a majority of the aggregate issued and outstanding Voting Common Membership Interests can elect and remove the Manager of the Company in accordance with the Company’s Operating Agreement. The holders of the Voting Common Membership Interests have the right to receive distributions of net profits when, as, and only if declared by the Manager out of funds legally available therefore. In the event of our liquidation, dissolution or winding up, the holders of the Voting Common Membership Interests would have the right to share proportionately in the Company’s remaining net assets to the extent funds/profits are available after payment of the Company’s creditors and liquidation expenses.

Subscription Agreement

Purchase of the Units shall be made pursuant to the execution of a subscription agreement, the form of which is attached hereto as Appendix A, and which contains, among other things, certain representations and warranties by the subscribers and covenants reflecting the provisions set forth herein.

Confidential Offering Memorandum • SJC Capital Partners LLC

OTHER MATTERS

Certain Transactions

Other Contemporaneous and Subsequent Offering Transactions

The Company, in its absolute discretion may carry out contemporaneous and additional subsequent offerings of its securities on terms and conditions it deems appropriate without notice to investors herein or other stakeholders, subject to applicable securities laws.

Dilution

Investors who purchase the Units offered hereby may experience dilution in the future, if additional funds are raised through the issuance of additional equity securities beyond those offered hereby. The percentage ownership of the members of the Company will be reduced and stockholders may experience additional dilution in net book value per Unit, or such additional equity securities may have rights, preferences or privileges senior to those of the Units.

FINANCIAL INFORMATION

This Memorandum contains forward-looking statements. These statements are based on the Company's current expectations about the businesses and the markets in which it operates. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties or other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Actual operating results may be affected by various factors including, without limitation, changes in national economic conditions, competitive market conditions, uncertainties and costs related to government regulation, and actual versus projected timing of events, all of which may cause such actual results to differ materially from what is expressed or forecast in this Memorandum.

Results of Operations

As of March 1, 2024, the Company has generated no profits. The Company anticipates that it will cover its working capital requirements until sufficient investments are received.

ADDITIONAL INFORMATION

Jeffrey C. Chatfield, Managing Director will be available upon request to answer questions concerning the terms of this Offering, to provide any reasonably requested information necessary to verify the accuracy of the information contained in this Memorandum and to provide such other information reasonably requested by prospective investors as they deem necessary for the purposes of considering an investment in the Company. Jeffrey C. Chatfield can be contacted by telephone at (973) 713-4848 or by e-mail at jchatfield@sjccapitalpartners.com.

You should rely only on the information contained in this Memorandum. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this Memorandum is accurate as of the date on the front cover of this Memorandum only. Our business, financial condition, results of operations and prospects may have changed since that date.

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INVESTMENT STRATEGY//INVESOR PRESENTATION

SUBSCRIPTION AGREEMENT

ACCREDITED INVESTOR QUESTIONNAIRE AND VERIFICATION LETTER

LIMITED LIABILITY COMPANY OPERATING AGREEMENT