

Soirée International Inc.

Confidential Financing Summary and Offering Memorandum

Sept 14, 2011

**Soiree International Inc.
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INVESTMENT INFORMATION

INVESTMENT IN THE CLASS A PREFERRED MEMBERSHIP INTERESTS OFFERED HEREBY (THE "MEMBERSHIP INTERESTS") INVOLVES SUBSTANTIAL RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 37 FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF THE SECURITIES. SUCH DISCUSSION DOES NOT INCLUDE ALL OF THE RISK FACTORS THAT PROSPECTIVE INVESTORS SHOULD CONSIDER IN DECIDING WHETHER OR NOT TO MAKE AN INVESTMENT IN THE MEMBERSHIP INTERESTS.

SOIREE INTERNATIONAL INC (THE "COMPANY") WAS FORMED IN MAY 2008, INCORPORATED IN THE STATE OF OHIO.

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THIS OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THIS MEMORANDUM INCLUDES CERTAIN INFORMATION OBTAINED FROM TRADE AND STATISTICAL SERVICES AND PUBLICATIONS AND OTHER SOURCES. ACCORDINGLY, ALTHOUGH THE COMPANY BELIEVES THIS INFORMATION TO BE RELIABLE, THE COMPANY HAS NOT INDEPENDENTLY VERIFIED THIS INFORMATION AND CANNOT MAKE ANY ASSURANCES OR PROMISES REGARDING THE ACCURACY AND CORRECTNESS OF THIS INFORMATION.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL TO OR A SOLICITATION OF AN OFFER TO BUY FROM ANYONE IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION.

THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION AND FOR ANY REASON WHATSOEVER, TO MODIFY, AMEND AND/OR WITHDRAW ALL OR ANY PORTION OF THIS OFFERING AND/OR ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE MEMBERSHIP INTERESTS OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE AMOUNT OF MEMBERSHIP INTERESTS SUCH INVESTOR WISHES TO PURCHASE. THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY PROSPECTIVE INVESTOR AND/OR INVESTOR IF ANY OF THE FOREGOING SHALL OCCUR.

THIS MEMORANDUM INCLUDES PROJECTIONS AND OTHER FORWARD-LOOKING INFORMATION. SUCH PROJECTIONS AND INFORMATION ARE BASED ON ASSUMPTIONS AS TO FUTURE EVENTS THAT ARE INHERENTLY UNCERTAIN AND SUBJECTIVE. THE COMPANY MAKES NO REPRESENTATION OR WARRANTY AS TO THE ATTAINABILITY OF SUCH ASSUMPTIONS OR AS TO WHETHER FUTURE RESULTS WILL OCCUR AS PROJECTED. 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 WILL 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.

NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL CREATE, UNDER ANY CIRCUMSTANCE, ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AND OTHER INFORMATION CONTAINED HEREIN SINCE THE DATE OF THIS MEMORANDUM.

CERTAIN PROVISIONS OF VARIOUS AGREEMENTS ARE SUMMARIZED IN THIS MEMORANDUM, BUT PROSPECTIVE INVESTORS SHOULD NOT ASSUME THAT THE SUMMARIES ARE COMPLETE. SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE SUMMARIZED DOCUMENTS, WHICH WILL BE MADE AVAILABLE TO PROSPECTIVE INVESTORS UPON REQUEST TO THE COMPANY.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM OR WITH THE COMPANY, OR ANY PROFESSIONAL ASSOCIATED WITH THE OFFERING, AS LEGAL OR TAX OR OTHER PROFESSIONAL ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR AS TO LEGAL, TAX AND OTHER MATTERS CONCERNING ITS PURCHASE OF THE MEMBERSHIP INTERESTS.

CONFIDENTIAL INFORMATION

The information contained in this Memorandum and all other documents or information furnished in connection with the Offering is confidential and proprietary to the Company. It is being submitted to prospective investors in the Class A Preferred Membership interests offered hereby (the "Membership Interests") solely for each such prospective investor's confidential use. Such persons will not make reproductions of or use this Memorandum for any purpose other than evaluating a potential investment in the Membership Interests.

A prospective investor, by accepting delivery of this Memorandum, agrees to promptly return to the Company this Memorandum and any other documents or information furnished in connection with the Offering if such person elects not to purchase any of the Membership Interests offered hereby.

Upon request by any prospective investor or the prospective investor's representative, or both, the Company will, prior to the consummation of this Offering, answer questions concerning the terms and conditions of this Offering and provide additional information (to the extent the Company is not obligated to not disclose such information and possesses such information or can acquire it without unreasonable effort or expense) that may be reasonably requested as necessary to verify the accuracy of the information set forth herein. Prospective investors and their representatives shall be required to maintain the confidentiality of such additional information.

SECURITIES LAW NOTICES

NOTICE TO ALL PROSPECTIVE INVESTORS

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED, APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION ("SEC"), ANY STATE SECURITIES COMMISSION OR ANY OTHER REGULATORY AUTHORITY. NONE OF THE FOREGOING AUTHORITIES HAVE PASSED UPON, OR ENDORSED THE MERITS OF, THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SEC UNDER THE SECURITIES ACT OF 1933 (THE "1933 ACT"), OR UNDER THE SECURITIES LAWS OF ANY STATES, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE 1933 ACT AND SUCH STATE LAWS. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE, AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE 1933 ACT AND SUCH APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREUNDER. THERE IS NO PUBLIC OR OTHER MARKET FOR THESE SECURITIES, NOR IS IT

LIKELY THAT ANY SUCH MARKET WILL DEVELOP. THEREFORE, INVESTORS MUST EXPECT TO BE REQUIRED TO RETAIN OWNERSHIP OF THE SECURITIES AND BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD.

STATE NOTICES

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INTRODUCTION

Soirée International Inc., ("MySoirée" or the "Company") was formed in May 2008 by Lyn Williams ("Management" or the "Founder") to create a community of global visual artists, and brand select artists into celebrities and develop the channels to sell, license, and distribute all contemporary global artists work. Revenue is generated through the online global e-commerce site, MySoiree.net for artists who paint, draw, photograph, sculpt, and create artwork from their hands, live art shows produced in cities across America, pits artist against artist creating art live for 1000's of fans, and syndication of our internet television reality show Art RockX! created from our live events brings our artists and the syndicated show to a global audience. The Company is seeking to raise \$800,000 in equity in the form of Class A Preferred Membership Interests (the "Class A Preferred Interests") from investors ("Investors") to be used for working capital purposes (the "Transaction"), including expenditures for sales and marketing campaigns, staff, and technology improvements.

EXECUTIVE SUMMARY

The Concept

Management believes that MySoirée is revolutionizing the synergies in media, entertainment, art, and e-commerce. Everyone can name a Grammy award winning musician, a NY Times bestseller, but can they name a top visual artist? MySoirée sees a gap in the market, to brand living visual artists into household names, and high potential to capitalize on the growing trend for e-commerce selling and marketing of original and limited edition works of art, replacing existing brick and mortar art galleries and home furnishing stores, and segmenting fine art from current art and craft online sites. Management believes that Soirée International Inc. is poised to become the branding leader of visual artists, and be the online leader of e-commerce and entertainment for a community of global artists.

Developed by the founder, MySoirée has grown into a community of global artists from around the world, showing and selling on the e-commerce site, Mysoiree.net. Production of live events in 10 cities across the US, in 2010, has created a grass roots following for MySoirée as a whole and individually for those artists who participated in the live events. This sets the stage for, Art RockX! 2011 a competitive art show produced weekly in super hip venues in the San Francisco Bay area and across America, distributed globally on internet TV, provides the platform for visual artists to become celebrity artists making studio art the new form of entertainment.

The Founder

Lyn E. Williams, Chief Executive Officer, Manager and Founder of the Company, brings 17 years of operational, marketing, and business expertise. With degrees in engineering, an MBA from NYU, and an aptitude for art, Lyn has leveraged her experience in the corporate technical world, as a manufacturing engineering manager to build and create the current MySoirée website, online community, live show, and reality TV concept. Her unique skills in engineering, and creativity and an incredible ability to envision ideas and make them a reality, create enthusiasm and a following, is evident in the current results and momentum the company is experiencing, having just launched the website in Feb. 2009.

Lyn is in the process of building a management team of experienced executives to focus on e-commerce marketing, and developing channels to sell the unique works of art, and a focus on promoting and selling the live events, including partnering with corporate sponsors.

In addition, she has recruited current employees who have brought the company to where it is today and a competent and capable board of advisors consisting of industry experts and business leaders who have active roles in the planning and strategy of MySoirée.

The Problem

Studio artists producing one of a kind works of art, are challenged on how to find sellers for their work, there is no unified market place and no platform for them to gain fame and fortune. Buyers of artwork and those interested in following an artist, lack a platform to see national artists in the scene, and are excluded and intimidated by purchasing from the exclusive auction houses of Sotheby's and Christie's. The old adage that your art is not worth anything until you die, is an unacceptable premise. The current methods that artists use to market their art each have significant pitfalls, artists market their art individually, brick and mortar galleries are fragmented and are closing down due to the high cost of maintaining a physical presence and limited number of artists they can represent, current online galleries offer no branding or real world or media exposure for artists, and craft websites do not discriminate fine art from craft. This has created a need in the market to provide a way for buyers to become fans, followers, and collectors of contemporary artists, and to enable studio artists to gain fame. This is accomplished by providing a market place for independent fine studio artists around the world to show and sell their work, and a platform through live shows and new media for artists to gain exposure as entertainers for creating their art, all under the umbrella of a brand that creates celebrity studio artists.

Management believes that MySoirée has a unique ability for success due to their business strategy, interconnection of online e-commerce with a new media audience, and the void in the market for a platform to create stars and household names of studio artists. The overall art market is roughly estimated at 20 Billion \$. One current online craft/art site transacts \$400M in sales per year. The entertainment and event industry is

a multibillion \$\$ industry, and the fast growing independent new media market, enables us to leverage e-commerce, events, and new media, on a global scale.

What MySoirée has in Place Today

MySoirée has in place, Lyn Williams, Founder, Chief Executive Officer, and associates, Lindsey Tull, Angela Kim, Olivia Lee, and Margan Mulvihill, DJ Lamont Young, each contributing to building the community of global contemporary artists, shoppers, producing events, and making MySoirée the place to shop, sell, create, and celebrate art. Mysoiree's knowledgeable and skilled board of advisors, who are actively contributing to MySoirée, include Rasul Damji, an experienced corporate high tech executive who has overseen the start up of several business units for both Lucent and AT&T. As an entrepreneur, Damji has created several businesses. He launched GovXcel, a company that provides software solutions to local governments, and co-founded Innovative Capital Partners, a consulting and capital investment firm. The advisor, Roger Royse brings incredible talent, experience, and connections to the team. He has been dedicated to the success of MySoirée from attending one of the first events in the early beginning to providing introductions to potential capital investors. His law offices in Silicon Valley and LA, he provides numerous introductions to the investment community, entertainment industry, and potential start up capital, as well as a wealth of experience in leading a company from concept to sell off. David Naylor provides insight and direction in the e-commerce strategy. He is an E commerce architect/Analyst and principal architect at Grid Dynamics. His experience is in architecture of highly scalable e-Commerce platforms, especially to support high volume online retailers.

Together, MySoirée's team and advisors are working to expand the e-commerce site, to significantly increase the number of global artists, currently at 1000, building the community of online shoppers to become the "Zappos" of the online art market, and roll out an aggressive event production plan for 2011. With a weekly Art RockX! show scheduled to begin in second quarter, and launch of an internet television show simultaneously, and a national tour in second quarter. MySoirée's team is in the process of bringing on two cofounders, one dedicated to building the e-commerce website and developing channels for the artists work to be sold, furniture stores, corporate art departments, and a third founder to expand the in house promotion of events and develop partnerships with corporate sponsors.

MySoirée has a functioning e-commerce website, and a commitment to produce a weekly show in a hip and trendy venue weekly in the San Francisco Bay area, and a national tour to 21 cities across the US., and distributed globally on internet TV. The show. Art RockX! pits visual artists who paint, sculpt, draw, or photograph, against each other, given creative challenges and connecting with the audience in producing physical art during the show. Each show the audience onsite and online selects a winner, by voting, and interacting with the artists. The show is distributed online through, mobile, boxtop, and internet video channels.

Key Financial and Operating Data:

The following information presents Management's current and projections of revenues, cost of goods sold, gross profit, gross margin, operating expenses and earnings before interest, taxes, for the three year period ending December 31, 2014.

Soiree International Inc

Annual Snapshot

	2012	2013	2014
Revenue	\$794,789	\$9,865,861	\$32,425,463
Gross Profit	\$794,789	\$9,865,861	\$32,425,463
Operating Expenses	\$1,012,056	\$2,760,825	\$9,118,687
EBIT	\$(217,266)	\$7,105,035	\$23,306,776
Net Income	\$(217,266)	\$7,105,035	\$23,306,776
Employees	10	18	53
Investment Required	\$345,000	\$120,000	\$0
CAPEX	\$3000	\$9000	\$58000
Beginning Cash Balance	\$0	\$133,849	\$2,081,421
Ending Cash Balance	\$133,849	\$2,081,421	\$12,320,653

Set forth below are various potential returns on an investment in Class A Preferred Interests at different multiples of revenues using revenues for the year ended December 31, 2013. No representations are made about the attainability of any of the returns set forth below or the accuracy or reasonableness of any of the assumptions used to create this analysis. Unanticipated events are likely to occur that may make these returns unachievable.

	YR1	YR2	YR3			
Revenue (M)	794,789	9,865,861	32,425,463			
Pre Tax	-175,267	7,323,436	23,525,176			
Net Income	-175,267	7,323,436	23,525,176			
Equity Received	480000	120000	0			
% of sales Revenue in each YR	10%	25%	50%	75%	100%	125%
YR0 Equity Investment	-465,000	-465,000	-465,000	-465,000	-465,000	-465,000
YR1 Cash Flow*	-1,009,232	-925,011	-784,642	-644,273	-503,904	-362,974
YR2 Cash Flow*	-4,122,857	-2,876,186	-798,401	1,279,383	3,357,168	5,434,953
YR3 Cash Flow*	-13,092,844	-8,519,421	-897,048	6,725,324	14,347,696	21,970,068
						303%
IRR	No Return	No Return	No return	136%	250%	
*Assumes expenses remain fixed						

Set forth below are select recent investments in the online art industry.

<u>Company</u>	<u>Investor</u>	<u>Year</u>
ART.SY	Thrive Capital, Eric Schmidt, Jim Breyer	'10 \$1.25M
ETSY	Accel, Union Square Ventures, Index Ventures	'08 \$30M, '10 \$30M
ART.COM	Bench Mark Capital & Polaris Ventures	
Artful Home	SF Equity Partners	
20x200	True Ventures	'09 \$825,000

INVESTMENT HIGHLIGHTS

Art Industry Market Overview

Management believes an opportunity currently exists for MySoirée to be a disruptive force in the fragmented art industry and exploit the substantial market opportunities in the art industry. “The US art dealers and galleries industry includes about 6,500 brick and mortar stores with combined annual revenue of about \$8 billion. No major companies dominate the industry, which is fragmented: the top 50 companies generate about 30 percent of industry revenue.”¹ According to information collected in 2009 regarding art supplies, there were 22,605 art retailers in United States. Small artist cooperatives to large museum organizers are considered art professionals. Sotheby’s Holdings, Christie’s International, and Phillips de Pury and company are main dealers of authentic artwork. Etsy, eBay, Art.com, Deviant Art, and Art Exchange are the highest volume online art dealers/brokers.

Art Products and Services

Art dealers are specialized individuals in different types of art activities and qualification and offer wide range of art products for customers. Art products are of a wide range that includes painting, carving, drawing, advanced media installation, photography, sculptures and watercolor artwork and many more. Galleries, art museums and auction houses display the art products and provide the customers with buying services in professional way.

Art prices and Revenues

During 1990 and 2007, art prices grew 88% in United States. Economic downturn of global art industry started in 2008 when artwork was sold on discount prices. Art dealers received 7.8 billion of revenue in 2009. Only recognized dealers of the art industry recorded this revenue. Hundreds of independent artists and galleries and websites are involved in generating revenues regarding sale of art specimens.

Art Buyers

¹ First Research

According to art market analyst, Nicholas Forrest claimed that four types of buyers are involved in purchasing artwork. Collectors, decorators, art investors and egotists are currently included in art buyers globally. This leaves a marketing opportunity for purchase of artist work as a tribute to being a fan of an artist, a segment of the market that Mysoiree is poised to exploit.

Changing Dynamics of Art Market

Management believes that significant changes in the dynamics of the art industry are underway. The shift from brick and mortar retailers and art galleries to online sales and the national trend of making art more accessible to the avg. consumers through more contemporary art showings in independent art studios through art walks in cities around the US, and displaying of art work in more untraditional locations, such as night clubs, challenges the traditional art retailer and dealer. It also brings the opportunity for the artist themselves to be showcased, where in a traditional art gallery the artist him or herself was not the focus, only their art. The trend for artists to create art live in conjunction with music and dance and other complimentary mediums is increasing, encouraging additional opportunity to market making studio art as a new form of entertainment.

The decline in traditional art galleries, has led to a new market for independent studio artists, however due to the resources required to promote and market an independent artists and no established platform for them to gain fame, independent artists are severely challenged to independently reach success. MySoirée provides that platform for independent artists work to be marketed, promoted, and sold, and for artists to gain fame, which is most critical for success.

With technology improvements in manufacturing and digital technologies, the ability to manufacture low cost limited edition works of art from an original work of art, opens a market for millions of consumer fans of MySoirée artists, to purchase work from artists who they admire and adore.

Brand Positioning

MySoirée brands itself as an energizing exciting place to shop sell create and celebrate art. It is the only online art gallery with a significant live event component. It already has a grass roots following created by those attending and participating in the positive energizing experiences all about celebrating and discovering the talent of artists at an Art RockX! Show. The reality internet television show Art RockX! builds on this brand of creating an experience people want to watch and be a part of, and provides a introspective into the human interest side of what makes artists tick, the drama that surrounds their lives, and their ability to transpose life's challenges be it positive or negative into an original work of art. We have created a brand that is fun, exciting, respected, unpretentious, and continuously growing. Our online shopping experience goal is to be the Zappos of the online art galleries, focused on the customer having an incredible experience, whether shopping on line, attending a live event, or watching

and participating in the Art RockX! reality show.

Mission Statement

MySoirée's mission is to create an online art marketplace and community of global visual artists, and brand select artists into celebrities and develop the channels to sell, license, and distribute their artwork.

Brand Promise

MySoirée is dedicated to artists and innovators who turn inspirations and ideas into reality.

PRODUCT OFFERINGS

E-COMMERCE offerings

Basic Subscriptions

MySoirée's e-commerce site, Mysoiree.net sells basic subscriptions for \$10 per month to new artists who are interested in becoming a part of the MySoirée community and selling their original and limited edition artwork through the Mysoiree.net e-commerce site. A monthly subscription for an artist, enables an artist to show and sell up to 50 original works of art at time, share them on a variety of social networking sites, and be considered for participation in live Art RockX! events in a city near them, and participation in the Art Rockx! reality show. The MySoiree artist's art is marketed to retail buyers using e-commerce marketing, online ads, direct email marketing.

Premium subscriptions

MySoirée's e-commerce site, Mysoiree.net sells premium subscriptions for \$25 per month to new artists who are interested in becoming a part of the MySoirée community and selling their original and limited edition artwork through the Mysoiree.net e-commerce site, having their work sold directly to wholesale buyers, and special monthly direct email marketing and internet ad campaigns. A monthly premium subscription for an artist, enables an artist to show and sell up to 100 original works of art at time, share them on a variety of social networking sites, use a facebook app to show their Mysoiree studio on their facebook page, and be considered for participation in live Art Rockx! events in a city near them, and participation in the Art Rockx! reality show.

Platinum Subscription to sell through Art Collectors Gold Club

MySoirée's e-commerce site, Mysoiree.net has an exclusive segment of the website, visible to the public, and dedicated to artwork valued and priced at over \$10,000. Artists must be uniquely qualified to sell in this exclusive collection, their artwork is to be certified, and commission rates and subscription rates vary. (20% commission)

Special Promotional Ads and Marketing campaigns

For additional fees starting at \$5, MySoirée will run special featured art on the home page of the Mysoiree.net website as well as e-commerce ads, facebook ads, Google ads, key word search results, and email marketing of individual art, artists, and special selections of art.

Online Art Concierge Service

MySoirée offers a special art concierge service for \$50, which provides personal assistance to find the piece of art or unique jewelry that enhances your space or your self and \$50 off the purchase of a single work of art priced at \$250 or more. By contacting our art concierge dept. by phone or email, and answering some questions of what type of art they are looking for, and providing an emailed photo of the space dedicated to their

new art purchase, we'll provide recommended art from the website. We'll also make suggestions for art for gifts, or assist them in starting their own art collection.

Original and Limited Edition Online Art Collection

Mysoiree.net has for sale a global collection of original art from artists from around the world. Today the website at only 18 months old, boasts 3000 works of art, ranging from \$10,000 original oil paintings from Russian painters, to contemporary limited edition digital prints from California surfer painters, sculptures, iron works, 3d art work, photography, fiber art, jewelry, and more artwork added daily. Our artists are personally invited to join the Mysoiree.net website, so vetted to ensure they are reputable and real. The feedback system built in to the website allows buyers to leave feedback on the artist, and the friend features enables artists and shoppers on the site to connect with each other. You buy through the Mysoiree.net website, where paypal and credit cards are accepted for purchase. The artist ships their artwork directly to you. The Mysoiree.net offers a two-week return policy, paying for the return shipment if you are not satisfied with the purchase of your work of art and a full refund.

Exclusive High End Art Collectors Gold Club

Exclusive art collection offering of artwork priced and or valued at greater than \$10,000 will be offered to qualified buyers. This offering for serious collectors and high wealth customers will be a unique collection of art only completely visible to those qualified buyers and purchased directly from website as well as through the MySoirée art concierge service.

Art Sales at Events

All live Art RockX! events provide a platform for participating MySoiree artists to sell artwork. Onsite sales are incentive for fans of an artist to purchase art work at the event. Sales at the Art RockX! shows are converted to votes to determine the winning artist at each show. Online sales of featured artists on each Art RockX! episode encourage the online community to buy and support their favorite artist.

Cash Contribution to Artists

As incentive for artists to continue their profession, and increase votes, fans and patrons can contribute cash directly to the artist through texting in, and MySoiree receives a processing fee for all texting transactions.

LICENSING AND DISTRIBUTION

An agreement of exclusivity with MySoirée for representation and licensing and distribution of current artwork and future artwork, and limited edition prints or reproductions by MySoirée of celebrity artists who participate in an "Art Rockx!" live show.

TALENT AGENCY OF STUDIO ARTISTS

Facilitate MySoirée artists upon request for public and private appearances, to create art on demand, or other live appearances.

CREATIVE SOURCE OF TALENT

Provide a labor pool of talented and creative MySoirée artists, to non-profits, government agencies, and corporations. The MySoirée artists are incredibly creative and out of the box thinkers, that can be a catalyst for ideas as consultants, as well as more traditional visual art short term and long term jobs.

ART RENTALS

Be an art source for rentals of art for short term and long term installation.

EVENT OFFERING

Tickets to an Art Rockx! Show

Pre-sold or purchased at the door admission tickets to an Art Rockx! Show provides entrance to the show, the opportunity to meet the celebrity artists in person and finest west coast DJ Lamont Young. **Tickets range from \$10-\$15.** The event runs from 8pm-12pm, including the hottest music, original mixes, and unique sounds from DJ Lamont Young, artists creating art live in a mesmerizing fast pace. The opportunity to purchase the artwork created live during the event, and the current work displayed by the artist.

Behind the scenes Art Rockx! Ticket

Pre-sold behind the scene Art Rockx! ticket provides early entrance to the show, the opportunity for a special meet and greet and photo opportunity with the artists and DJ Lamont Young. **Tickets range from \$15-\$20.** The event runs from 8pm-12pm, including the hottest music, original mixes, and unique sounds from DJ Lamont Young, artists creating art live in a mesmerizing fast pace. The opportunity to purchase the artwork created live during the event, and the current work displayed by the artist.

VIP Ticket to an Art Rockx! Show

Pre-sold VIP ticket provides fast entry to the show, the opportunity to share the evening with the Celebrity Artists in the spacious, comfortable VIP area, your choice of one bottle of top shelf liquor and mixes and gratuity for your server. **Min. price is \$200** varies depending on venue. Service may be offered complimentary to Gold Club Members.

Membership to MySoirée

MySoirée membership includes complimentary tickets to all Art Rockx! events in 2010 and \$50 off purchase of original art from the Mysoiree.net site.

MySoiree Celebrity Art Available at Art Rockx!

All artwork on display at the Art Rockx! show is available for sale. At the event we process transactions through paypal, credit cards, and cash payments. Bring your artwork home after the show, or have the artist ship it or arrange for delivery to you.

NEW MEDIA SPONSORS

Art RockX! San Francisco Weekly Show

The Host Venue for the weekly Art RockX! show is Cellar NightClub, a vibrant pillar of this colorful community of San Francisco. Located near Union Square this upscale club caters to the social community bringing its audience trendsetting shows, so the perfect setting for Art RockX! With 100+ guests each Saturday night, the show is soon to become a local tradition and a tourist attraction. Sponsorships starting at \$500 for each weekly event are sold.

Art RockX! Live Tour

Kicking off in Jan 2012, Art RockX! brings to urban cities across the US, this interactive platform for the host city's locally known visual artists and their fans. Selecting upscale venues holding 300+ attendees, it's the opportunity for the diverse and educated cultured trendsetters, age 21-40, college educated, mixed audience, to select the visual artist whose Art RockX! their city. Sponsorships for a national sponsor, regional sponsor, and local sponsor are available.

Art RockX! webisodes

Each week an interactive webisode is released. The online audience from host cities and around the globe, plays an interactive role in determining the winners each week. The online show, exposes the crazy lifestyles of the participating artists, footage from the live events, and special celebrity guests and zany art buyers weigh in on whose Art RockX!

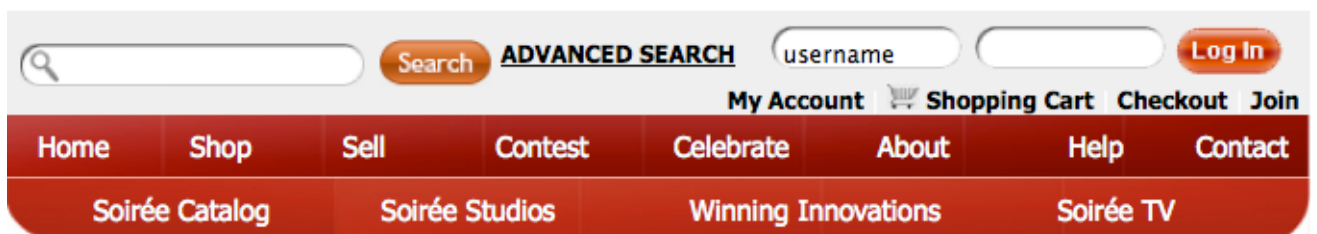
Key Benefits for Sponsors: Based on sponsorship level, sponsors receive category exclusivity & product sampling, live event exposure and media coverage for the San Francisco Bay Area weekly show @The Cellar Night club, 21 city shows across the US, Las Vegas Grand Finale @Consumer Electronics show 2013. Embedded advertising and ads on professionally-produced 15 minute weekly internet webisode distributed on internet TV channels, mobile, and boxtop. National, regional, and local press coverage, for shows with affluent trendsetting art focused 21-40 yr olds, and social & viral website marketing / YouTube / Facebook / Twitter. Reach of 500,000 across the US, weekly outreach to Bay area audience with average income of \$80,000 per household. Calendar listings in all major entertainment newspapers and websites across US, 30 second radio spots in premier markets, client and guest VIP tickets to events, first year lock-in - options for 2012 and beyond.

Cost for Sponsorships range from \$500 and in kind product to \$30,000 for a national sponsor.

BUSINESS AND OPERATIONS

Website Structure

The website is designed to be user friendly, showcasing events, artists, and artwork. A home page with rotating featured artwork, and studio artists. Categories of artwork are maintained to reflect the current offering. The website is marketed as a 13 and older website, current policy and decisions concerning adult content art is made on a case by case basis. Nude photography and art is accepted but not displayed on the home page. A series of tabs at the top of the home page, identifies the various offerings on the website. A built in search engine enables search of artwork by descriptions. Future enhancements include improved search engine such as visual search, and utilizing art genome data base to recommended artwork, wish lists, geographical searches, and improved backend data base functionality.



ArtRockX.com Website



ArtRockX.com a website dedicated to the webisodes, provides a home for all video production, photography, event information, and artis participating in Art RockX! shows. A website primarily for entertainment, it directs viewers back to MySoiree to make purchases.

Event Format

Art RockX! pits visual artists who paint, sculpt, draw, or photograph, against each other, given creative challenges and connecting with the audience in producing physical art during the show. Each show the audience onsite and online selects a winner, by voting, and interacting with the artists. Each show is available to sponsors to share their brand and product to the live audience and online global community. Shows can be exclusively sponsored and themed based on a sponsors brand and market.

The events are marketed to the 21 and over crowd, in upscale clubs and venues in good neighborhoods in selected progressive cities with strong community art cultures. Typically midweek shows from 8pm-12pm. The show is billed as an art show, club show, and contest. The artists participating are competing for the opportunity to represent their city in the national MySoirée show in Las Vegas. Attendees, who are typically social trend setters, are encouraged to dress their best, but regional tastes and cultures are considered. The show format is artists set up early in the evening or during the day of the show, utilizing their own display equipment and existing furniture, props, from the venue. DJ Lamont Young and Lyn Williams are integral to the flow of the show.

Webisode

Synopsis: Art RockX! is currently in production as a webseries, a new competitive reality show where studio artists go head to head in competition and the audience decides who the winner is. It's art as a blood sport. The show is funny, quirky, and high energy; it turns studio art into entertainment and incorporates the crazy audience into the competition as both guests and art critics. Staring host Lyn Williams, DJ Lamont Young and rotating hosts, the show currently features artists from the San Francisco area, and goes on the road in future episodes to feature artists from cities across the country. The website, <http://ArtRockX.com>, shows additional videos of artists, hosts, and "behind the scenes" clips from the shows. It is currently distributed through youtube, MySoiree.net and ArtRockX.com websites and podcasts.

You can see a preview show @ <http://www.youtube.com/watch?v=z3PJLHRTx8>. The most recent episode can be watched at <http://ArtRockX.com>

The weekly webisodes will be expanded when Art RockX! Live Tour, goes on tour, using the same live show format but in cities across the US, in early 2012, covering all of the US, from May through Oct. Each week, will include a webisode of clips from the live show in the host city, and interviews with the artists from each city.

Strategic Plan for Growth

MySoirée's strategic plan for growth is comprised of a 3 part concurrent plan:
Online e-commerce growth, organic growth through live events, viral fame growth through New Media

Phase 1

Online e-commerce growth

Online Growth: *Become the leading online art gallery in the world, offering contemporary artwork from artists around the world, including artists recognized around the world, from the media buzz created by live shows and television/media exposure. Create a vibrant community of talented artists, a unique market place, and a respected brand that brings together an eclectic community of artists.*

- Focus on direct marketing to invite new artists to join the Mysoire.net website
- Focus on selling the current offering of visual art and jewelry through e-commerce marketing
- Make capital improvement in the Mysoiree.net website to improve the search and functionality of the website
- Create personal, customized personal art concierge service.

Organic Growth: *Expand the live show Art Rockx! to reach larger audiences.*

- Continue to develop the show format of Art Rockx! to create an incredible and consistent experience for attendees
- Improve the technology behind promoting the Art Rockx! show for repeatability
- Build on fan base of 2010 national tour
- Sell corporate sponsorships for 2011 Art RockX! weekly show, webisodes, and national tour

Viral Fame Growth: *Sell Art Rockx! the Reality Show to a national distributor.*

- Produce the weekly webisode Art RockX! generating viral growth, a global fan base, and advertising and sponsorship revenue.
- Maintain the channels and distribution for artwork presented on the show Art Rockx! and licensing and distribution of artwork created by participating celebrity MySoirée artists.

Projected Growth: MySoirée in Three Years

Management's goal is to build a profitable, scalable and ethical business. The intent is to grow quickly and aggressively.

Within the next twelve months Management intends to have:

E-commerce Business

- 15,000 global artists registered on the Mysoiree.net website
- 30,000 global members on the Mysoiree.net website
- Improved Mysoiree.net website to handle the additional volume and exclusive visual search engine technology
- Online sales of 15% of artwork listed on the website
- Relationships with Professional buyers resulting in 5% of online sales
- Established Art Concierge Service purchased by clients
- Be a resource for visual artists on how to effectively show and sell online

Event Production Business

- Completion of a 21 city 2012 Art Rockx! US Tour
- National, regional, and local sponsors established for 2012 tour and secure the 2013 Art Rockx! America's Tour
- A fan base covering 21 unique cities in the US through grass roots event marketing.

Reality TV Show Art Rockx!

- Produce Art RockX! as a webisode weekly with an audience of 150,000 viewers per episode at years end.
- Art RockX! distributed on Boxee, Roku, mobile, and internet channels, Blip TV, Justing TV, Live Stream,....
- Secure a distributor such as E! or IFC to distribute online production to I-tunes
- Secure a second season of Art Rockx! America's Tour that covers cities from North America to South America

Awareness

- Art Rockx! and Mysoiree are recognized names in the US

Management plans to continue aggressively expanding MySoirée globally. The online presence, expanding internationally, the live show Art Rockx! to be an international tour within five years, and the reality TV show Art Rockx! is a sellable television format. MySoirée will use it's role as a platform for studio artists to gain fame and fortune, and will be recognized as the establishment that discovers artists and makes them famous.

By year three of operations, Management's goals include the following:

E-commerce Business

- 150,000 global artists registered on the Mysoiree.net website
- 250,000 global members on the Mysoiree.net website
- Mysoiree.net website technology brought in house to handle the additional volume and technology requirements
- Established community and resources for artists to learn to sell art online effectively
- Direct online sales of 20% of artwork listed on the website
- Relationships with Professional buyers resulting in 10% of online sales
- Art Concierge Service purchases generates 5% of online sales
- Established Art Collectors Gold Club for high end art collectors

Event Production Business

- Completion of a 24city 2012 Art Rockx! America's Tour
- National, regional, and local sponsors established for 2012 tour and secure the 2013 Art Rockx! International Tour
- A fan base covering US, Canada, Mexico, South America

Reality TV Show Art Rockx!

- Secure a Fourth season of Art Rockx! International Tour that covers cities around the world
- Subscription of previous episodes of Art Rockx! available for download on Netflix
- Sell syndication of Art Rockx! format

Awareness

- Art Rockx! and MySoirée are recognized names in the world

MANAGEMENT AND CONSULTANTS

BIOGRAPHIES

Lyn E. Williams



Lyn William's is the founder of MySoiree.net and is the creative energy, producer, and host of Art RockX!. With a love for anything creative, she knows people are going to have passion for the zany Art RockX! artists, and that these artists will not disappoint. When she isn't hosting the show, meeting artists, and working on the online art gallery, MySoiree, she hangs out in the San Francisco bay area chasing cats and frolicking in the bay. As Chief Executive Officer, Manager and Founder of the Company, brings 17 years of operational, marketing, and business expertise. With degrees in engineering, an MBA from NYU, and an aptitude for art, Lyn has leveraged her experience in the corporate technical world, as a manufacturing engineering manager to conceptualize, build and create the current MySoirée website, online community, live show, and reality TV concept. Her unique skills in engineering, and creativity and an incredible ability to envision ideas and make them a reality, and personal energy and enthusiasm to build a following, is evident in the current results and momentum the company is experiencing, having just launched the website in Feb. 2009.

Lindsey Tull

Lindsey's was founding artist # 52 on the Mysoiree.net website. She brings to us a personal interest in helping to bring the art work of the MySoirée artists to the world, and ensuring that the artists experience is positive and easy, from their first introduction to MySoirée or assisting them as they become an experienced art seller. With a degree from the Academy of Art University in San Francisco and experience creating from the ground up her own professional art company, selling her own works of art, we are proud and honored to have Lindsey as a member of the company.

Angela Kim

Angela, a graduate from the University of Illinois was our first employee. She is our go to person for reaching out to Artist's Communities throughout the US and leading the on the ground sales force evangelizing the spirit of MySoirée as the company grows. A kind heart and hard working ethics, make Angela a huge part of the success of Mysoiree.net.

Kurt Lamont Young



Billed on the Art Rockx! tour as West Coast's finest DJ Lamont Young,, Lamont Young brings to the table an unprecedented level of professionalism, with 27 years of experience DJ'ing on the radio, in clubs, and as the creator and director of [Fingersnaps](#) DJ and Arts Collective, where Lamont teaches DJ skills to men, women, and children. Having worked with the likes of Ryan Seacrest, and touring

internationally to Switzerland with Kofy Brown, of Oakland, CA, and experience being a part of a reality show. On tour he functions as the co-producer of the live show, road crew, and the west coasts finest DJ. He is solely responsible for the musical vibe created at the show, and is establishing his own fan base. He has a BA from the Central Connecticut State University.

Mysoiree.net Tech. Team

Dreamco Design

DreamCo Design LLC is a professional website design and marketing company that services a broad range of businesses on an international scale. Our primary office is located in West Dundee, Illinois which is about 45 minutes outside of Chicago. With clients in nearly every state and practically all continents of the globe, DreamCo Design is quickly growing to become one of the industries most reliable, trustworthy, and proven sources in the [custom web design](#) marketplace.

Celebrity Power

Currently in discussion with the following celebrities who are also artists for involvement in the reality TV show, live shows, and endorsement of MySoiree.net.

Mickey Hart, David Arquette, Michelle Pfeiffer, Sylestor Stalone, Steve Martin, James Franco.

Advisory Board

Rasul Damji

Rasul is head of operations responsible for worldwide product marketing and management, engineering, development, customer care, supply chain, and manufacturing for Raritan's entire product line. Prior to joining Raritan, Rasul was Vice President, Network Engineering and Operation at AT&T, where he was responsible for network engineering and planning. His previous positions at AT&T include Vice President, Local Network Services and Vice President, Broadband Product Management. At Lucent Technologies, as Vice President, Software Products Group, Rasul built a profitable billing mediation software business. He managed negotiation and integration of \$1.5 billion enterprise billing and customer care acquisition. He has also been involved in starting several business units for both Lucent and AT&T. As an entrepreneur, Damji has created several businesses. He launched GovXcel, a company that provides software solutions to local governments, and co-founded Innovative Capital Partners, a consulting and capital investment firm. Rasul has EMBA from NYU Stern School of Business and holds B.S.E.E. and M.S.E.E. degrees from Boston University.

Roger Royse

Roger Royse has practiced tax and corporate law since 1984. He provides services to a wide spectrum of clients, from newly formed startups to publicly traded multinationals, in a broad range of industries. He also practices in the area of angel and venture fund formation.

Prior to founding the Royse Law Firm, he practiced with the Silicon Valley law firms of

GCA Law Partners LLP (formerly General Counsel Associates LLP) and Berliner Cohen, and the New York City office of Milbank Tweed, Hadley and McCloy. Roger is an active member of the American Bar Association Tax Section and Business Law Section, and maintains offices in San Francisco, Palo Alto, San Jose, and Los Angeles.

Roger has been a supporter of Soiree International Inc. from the start, attending some of the very first events, and now an integral part of growing and building the entertainment side of the business.

David Naylor

An early supporter of MySoirée, David brings to the advisor team the critical e-commerce skills and experience to provide direction on e-commerce marketing and the website technology. He is an E commerce architect/Analyst and principal architect at Grid Dynamics. His experience is in architecture of highly scalable e-Commerce platforms, especially to support high volume online retailers. He describes himself as a technology entrepreneur with strong quantitative and analytical background. Extensive experience in the full delivery cycle of mission critical technology covering: market research, marketing, sales, architecture, development, and project management. An associate Professor of Electrical Engineering & Computer Science at University of Illinois at Chicago, and degrees from the University of Oxford and University of Southern California.

INDUSTRY AND COMPETITION

The Online Market

	MySoirée	ETSY	Art.com	Artful home	Ebay	Fineart America	20x200
Global Company	Yes	Yes	Yes	No	Yes	No	No
Avg. Piece Price	\$80	\$17	\$80	\$300	\$60?	\$300	\$20
Subscription	Yes	No	Yes	Yes	No	Yes	No
Listing Fee	No	Yes	No	No	Yes	No	No
Brick & Mortar	No	No	No	No	No	No	Yes
Events	Yes	No	No	No	No	No	No
Catalog	No	No	No	Yes	No	No	No
Segments fine artists from crafters	Yes	No	Yes	Yes	No	Yes	N/A
Yearly Revenue	<\$1M	\$40M	\$100M	\$100M	N/A	?	1M

There are a variety of competitors in the online space, each offering a unique marketing strategy and features, with similar business models of the subscription service, and listing fees and additional on-line exposure fees. Art fairs, with national shows, regional shows, and local shows, dominate the event production space for artists. The business model for art fairs, typically requires artists pay for space at the show and an additional commission may be charged for art sold at the fair. Varying services are provided at each fair, but most critical to the artist is attendance and quality of the attendees, and qualified buyers not lookers.

MySoirée's competitive advantage is it's marketing strategy to provide a platform for selected artists to gain fame, and making household name's of artists. In building up the reputation of a stable of artist, the entire field of artists on Mysoiree.net will have the opportunity to gain exposure.

PROJECTED FINANCIAL STATEMENTS

The projections reflected below and elsewhere in this Memorandum were developed by the Management of MySoirée and are based on a number of assumptions, as more fully explained below (see "Key Assumptions" below). These assumptions include projections of the timing and success of our proposed initiatives, effectiveness of marketing, future expenses, messaging effectiveness of our brand, effectiveness of converting fans to purchasers, general industry conditions and other matters. Although MySoirée believes that these assumptions are reasonable, they may be incomplete or incorrect, and unanticipated events and circumstances are likely to

occur. The assumptions involve significant elements of subjective judgment and analysis, and no representation can be made as to their attainability. MySoirée's independent accountants have not examined, reviewed or compiled the projected financial information, and accordingly do not assume any responsibility for it. The projections were not prepared with a view to public disclosure and do not comply with the published guidelines of the SEC or any state securities commission or the guidelines established by the American Institute of Certified Public Accountants. It can be expected that actual results achieved during any future period will vary from the projections, and the variations may be material and adverse.

We do not intend to update or otherwise revise these projections to reflect circumstances existing after the date hereof or to reflect the occurrence of future events, even if the assumptions or estimates underlying the projections are shown to be in error. Prospective investors should not rely on, and will be deemed not to have relied on, the projections in making an investment decision.

Soirée International Inc. PROJECTED FINANCIAL STATEMENTS
Income Statement (Projected)

	2011		2012		2013	
Net Sales (less returns & allowances)	794,789	100.0%	9,865,861	100.0%	32,425,463	100.0%
Cost of Goods Sold	0	0.0%	0	0.0%	0	0.0%
Gross Income	\$ 794,789	100.0%	\$ 9,865,861	100.0%	\$ 32,425,463	100.0%

General & Administrative

Bad Debt Expense	7,709	1.0%	95,699	1.0%	314,527	1.0%
Bank Charges	960	0.1%	960	0.0%	1,200	0.0%
Depreciation & Amortization	1,967	0.2%	4,067	0.0%	8,800	0.0%
Dues & Subscriptions	3,660	0.5%	3,660	0.0%	21,000	0.1%
Equipment Rent	0	0.0%	0	0.0%	0	0.0%
Insurance	2,400	0.3%	3,600	0.0%	3,600	0.0%
Legal Fees	6,000	0.8%	39,000	0.4%	96,000	0.3%
Meals & Entertainment	4,800	0.6%	4,800	0.0%	24,000	0.1%
Miscellaneous	0	0.0%	0	0.0%	0	0.0%
Office Expense (postage)	300	0.0%	600	0.0%	300	0.0%
Office Supplies	300	0.0%	600	0.0%	36,000	0.1%
Video Production	140,000	17.6%	580,000	5.9%	1,130,000	3.5%
Payroll Expenses						
Salaries & Wages	50,800	6.4%	256,200	2.6%	862,100	2.7%
Payroll Taxes	15,240	1.9%	76,860	0.8%	258,630	0.8%
Benefits	5,080	0.6%	25,620	0.3%	86,210	0.3%
Other	0	0.0%	0	0.0%	0	0.0%
Professional Fees	4,500	0.6%	17,000	0.2%	36,000	0.1%
Property Taxes	0	0.0%	0	0.0%	0	0.0%
Rent	14,400	1.8%	14,400	0.1%	36,000	0.1%
Repairs & Maintenance	0	0.0%	0	0.0%	0	0.0%
Research & Development	0	0.0%	0	0.0%	0	0.0%
Shipping & Delivery	0	0.0%	0	0.0%	0	0.0%
Telephone	6,000	0.8%	6,000	0.1%	24,000	0.1%
Training & Development	0	0.0%	0	0.0%	0	0.0%
Travel	0	0.0%	0	0.0%	0	0.0%
Utilities	0	0.0%	0	0.0%	0	0.0%
Vehicle	3,400	0.4%	9,000	0.1%	14,400	0.0%
Other	0	0.0%	0	0.0%	0	0.0%
Other	0	0.0%	0	0.0%	0	0.0%
Total G & A Expenses	267,516	33.7%	1,138,066	11.5%	2,952,767	9.1%

Sales & Marketing						
Dues & Subscriptions	0	0.0%	0	0.0%	0	0.0%
Equipment Rent	4,800	0.6%	4,800	0.0%	4,800	0.0%
Insurance	0	0.0%	0	0.0%	0	0.0%
Marketing						
Advertising	220,000	27.7%	850,000	8.6%	2,650,000	8.2%
Conferences & Trade Shows	1,500	0.2%	2,400	0.0%	3,000	0.0%
Promotion Materials	24,000	3.0%	0	0.0%	0	0.0%
Public Relations	36,000	4.5%	36,000	0.4%	72,000	0.2%
Research	0	0.0%	0	0.0%	0	0.0%
Meals & Entertainment	6,000	0.8%	2,400	0.0%	2,400	0.0%
Miscellaneous	0	0.0%	0	0.0%	0	0.0%
Office Expense (postage)	0	0.0%	360	0.0%	360	0.0%
Office Supplies	3,000	0.4%	600	0.0%	600	0.0%
Outside Services	10,000	1.3%	20,000	0.2%	30,000	0.1%
Payroll Expenses						
Salaries & Wages	177,600	22.3%	228,000	2.3%	2,018,400	6.2%
Payroll Taxes	53,280	6.7%	68,400	0.7%	605,520	1.9%
Benefits	17,760	2.2%	22,800	0.2%	201,840	0.6%
Other	0	0.0%	0	0.0%	0	0.0%
Rent	0	0.0%	0	0.0%	0	0.0%
Telephone	0	0.0%	0	0.0%	0	0.0%
Training & Development	3,600	0.5%	3,600	0.0%	3,600	0.0%
Travel	145,000	18.2%	165,000	1.7%	355,000	1.1%
Utilities	0	0.0%	0	0.0%	0	0.0%
Vehicle	0	0.0%	0	0.0%	0	0.0%
Other	0	0.0%	0	0.0%	0	0.0%
Other	0	0.0%	0	0.0%	0	0.0%
Total Sales & Marketing Expenses	702,540	88.4%	1,404,360	14.2%	5,947,520	18.3%
Total Production Expense	42,000		218,400		218,400	
1,012,05						
Total Expenses	\$ 6	127.3%	\$ 2,760,826	28.0%	\$ 9,118,687	28.1%
Operating Income	\$ (217,267)	-27.3%	\$ 7,105,036	72.0%	\$ 23,306,776	71.9%
Interest Expense	0	0.0%	0	0.0%	0	0.0%
Other Income (interest, royalties, etc.)	0	0.0%	0	0.0%	0	0.0%
Income Before Taxes	\$ (217,267)	-27.3%	\$ 7,105,036	72.0%	\$ 23,306,776	71.9%

Income Taxes (if C Corp)	0	0.0%	0	0.0%	0	0.0%
Net Income	\$ (217,267)	-27.3%	\$ 7,105,036	72.0%	\$ 23,306,776	71.9%

Soiree International Inc
Year-End
Balance Sheet (Projected)

	2011	2012	2013
Assets			
Current Assets			
Cash & Equivalents	(23,904)	3,333,264	17,680,960
Net Accounts Receivable	225,604	1,684,627	3,306,075
Inventory	42,000	260,400	478,800
Security Deposits	0	0	0
Other Current Assets	10,000	10,000	10,000
Contract Revenue Receivable	0	0	0
Total Current Assets	\$ 253,700	\$ 5,288,292	\$ 21,475,835
Fixed Assets			
Property, Plant & Equipment	8,000	17,000	57,000
Less: Accumulated Depreciation	(1,967)	(6,033)	(14,833)
Other Non-current Assets	0	0	0
Total Non-current Assets	\$ 6,033	\$ 10,967	\$ 42,167
Total Assets	\$ 259,733	\$ 5,299,258	\$ 21,518,001

Liabilities

Current Liabilities			
Accounts Payable	0	0	0
Line of Credit	0	0	0
Other Current Liabilities	0	0	0
Deferred Revenue	0	0	0
Total Current Liabilities	\$ 0	\$ 0	\$ 0
Long-term Liabilities			
Loans	0	0	0

Mortgages	0	0	0
Other Long-term Liabilities	0	0	0
Total Long-term Liabilities	\$ 0	\$ 0	\$ 0

Total Liabilities	\$ 0	\$ 0	\$ 0
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Equity

Equity Investments	0	0	0
Common Stock	531,000	651,000	651,000
Preferred Stock	0	0	0
Retained Earnings	(253,267)	6,851,769	30,158,545
Less: Dividends or Owner's Draws	0	(2,131,511)	(9,123,544)
Total Equity	\$ 277,733	\$ 5,371,258	\$ 21,686,001

Total Liabilities and Equity	\$ 277,733	\$ 5,371,258	\$ 21,686,001
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(18,000) (72,000) (168,000)

Revenue

Revenue will primarily be composed of online sales of artwork on the Mysoiree.net e-commerce site and advertng and sales from events and Art RockX! webisodes.

Sales Breakdown	2011	2012	2013
Artists Basic Subscription	\$393,631	\$5,560,201	\$2,523,040
Artist Premiui Subscription	\$50,331	\$714,224	\$3,153,800
Adv extra Artist Promotion	\$5,804	\$171,414	\$1,513,824
Online sales commission	\$117,904	\$3,214,007	\$18,832,799
pro buyers sales commission	\$49,423	\$304,647	\$1,089,953
art conceirge sales commission	\$15,592	\$291,403	\$3,860,251
gold club sales commission	\$63,750	\$443,501	\$669,475
New Media Sponsorship	\$85,000	\$295,000	\$600,000
Ticket Sales	\$28,200	\$210,900	\$364,800
Event Sales Revenues	\$18,270	\$436,500	\$3,316,200
Gross Sales	\$827,905	\$10,276,939	\$33,776,524
Less: Returns & Allowances	-\$33,116	-\$411,078	-\$1,351,061
Net Sales	\$794,789	\$9,865,861	\$32,425,463
Other Income	\$0	\$0	\$0
Total Income	\$794,789	\$9,865,861	\$32,425,463

Key Assumptions for Financial Projections

The following are the key assumptions used to prepare the financial statements included in this Memorandum.

INCOME ASSUMPTIONS YR1

Artist membership currently 900, est to 1000 in Jan '11 and growing 20% per month up to 30% with (10% up to 75
Artist membership currently 900, est to 1000 in Jan '11 and growing 25% per month with (.05% paying for premium
By 3rd quarter of year 1% of artists pay \$10 per month for special promotions
Avg listing of 4 works per month by each artists, and assume 1% online sales in Jan growing to 15% online sales by
Pro Buyers targeted to capture add 1% of online sales growing to 5% by year end, avg price \$90, and commission of 8%
Art Concierge service to 10 customers in 2nd quarter up to 200 in Dec., with 7% commission and avg piece price 300
Gold Club member sales assumed in 3rd quarter with 1 up to 20 by year end avg price \$5000 and 25% commission
New Media Sponsorship includes weekly show, weekly internet television show, and national tour assumed for \$20
Ticket sales of 300 tickets per show based on 33% of attendees pay for \$10 ticket and 1 vip table sold every other show
Event sales include onsite sales 20% commission, assume \$1 from .5% online audience and sales of .025% of audience

INCOME ASSUMPTIONS YR2

Artist membership currently 12000 in Dec. '11 and growing 10% per month with 75% of new artists paying for basic
Artist membership currently 12000 and growing 20% per month with (.05% paying for premium subscription @ \$20
3% of artists pay \$10 per month for special promotions
Avg 4 works per month by each artists, and assume 15% online sales is maintained, with 7% commission avg price
Pro Buyers assume 5% of online sales growing avg price \$90, and commission of 8%
Art Concierge service to 1% of members, with 7% commission and avg piece price 300
Gold Club members growing from 3% a month from 25 in Jan avg price \$5000 and 25% commission
New Media Sponsorship includes weekly show, weekly internet television show, and national tour assumed for \$20
32 shows in yr 2 Ticket sales of 2500 tickets per month based on 75% of attendees pay for \$10 ticket and 2 vip tables
Event sales include onsite sales 20% commission, assume \$1 from .5% online audience and sales of .025% of audience

INCOME ASSUMPTIONS YR3

Artist membership currently 150000 in Dec. '11 and growing 5% per month with 50% of new artists paying for basic
Artist membership currently 150,000 and growing 5% per month with (.05% paying for premium subscription @ \$20
3% of artists pay \$20 per month for special promotions
Avg 4 works per month by each artists, and assume 15% online sales is maintained, with 7% commission avg price
Pro Buyers assume 8% of online sales growing avg price \$90, and commission of 8%
Art Concierge service to 3% of members, with 7% commission and avg piece price 300
Gold Club members growing 4% a month from 35 in Dec '12 of all members avg price \$5000 and 25% commission
New Media Sponsorship includes weekly show, weekly internet television show, and national tour assumed for \$50
32 national shows in yr 3 Ticket sales of 1000 tickets per show based on 75% of attendees pay for \$10 ticket and 3 vip tables
Event sales include onsite sales 20% commission, assume \$1 from .5% online audience and sales of .025% of audience

SALES AND MARKETING

MySoirée's sales and marketing strategy includes a three fold operational approach, while presenting a cohesive "brand personality" that is energizing, fun, and customer focused, in the online art gallery, live Art Rockx! events, and reality TV Show, Art Rockx!. MySoirée currently boasts an online artist community, e-commerce site, live tour that has covered the west coast, southwest, and Midwest, and created a teaser real and pitch for the reality show Art Rockx!.

Marketing Strategy

Building community of Artists

Direct e-mail marketing, Google ads, facebook ads, sponsorship of existing art fairs and community art groups, social networking, and relationship building with community art groups are used to communicate the message of Mysoiree.net

The call for artists created for each live Art Rockx! show, in cities across the US through e-mail marketing, Google ads, facebook ads, Craig's list, artists websites, social networking, and relationships with community art groups are used to communicate the message of Mysoiree.net

Utilize Technology with Facebook App, Iphone App, I-pad App, Blackberry App, open source website to encourage development of future developments.

Art Rockx! show production, builds grass roots following and brand recognition of MySoirée for those attending, and corresponding pre event press and post event press.

Internet Webisodes Art Rockx! creates exposure and advertising for MySoirée website, and builds brand name and desire for artists to want to be a part of the community. Leverages content from live events to an online global audience.

Building community of Buyers

Direct e-mail marketing, online ads, (google, facebook), key word purchase, SEO optimization, and targeted marketing used to sell current artwork offering.

Create online surveys to determine what a buyer likes and recommend suggested artwork for them

Develop a smart website that can suggest similar works of art for a buyer when they search for an image on google.

Affiliate marketing for those interested in cross linking to the Mysoiree.net website.

Develop relationships with professional buyers for furniture stores, brick and mortar stores, interior designers, architects, hotels, apartments, universities, entertainment industry, prop specialists, house stagers, and advertisers.

Develop relationships with corporation's with art buyers for collections, such as Progressive Insurance, Becton Dickinson, Hedge funds, non profit organization that purchase art, Hospitals, government agencies, and local city art agencies.

Target high end zipcodes in the US to identify areas of high wealth consumers-for exclusive entry to Art Collectors Gold club. Build relationships through personal introductions, and bring in one staff member with existing relationships to build new relationships.

Art Rockx! live show production, provides a place to sell artists work, and builds grass roots following and brand recognition of MySoirée and participating MySoirée artists.

Art Rockx! Reality show creates exposure and advertising for MySoirée website, and builds in the automatic sales of the featured weekly artists, since their winning is dependent on them selling art work as well as garnering text in votes.

A-list celebrities provide a platform to advertise and promote the show and corresponding website, and their own art available on the website.

Marketing Strategy for Art Rockx! live show

Target the 21-40 year old, trendsetter, social leader in the community with disposable income.

Partner with community leaders through social networking such as Meetup, facebook local promoters, college alumni and social groups, and the community for the selected venue.

Partner with Art Schools to sponsor alumni shows, where alumni of Art School A compete against Alumni or Art School B

Partner with Gallery owners to include a segment of the show on their gallery in exchange for showcasing their artist to build a following.

Partner with Art Galleries to offer friendly competition of Art Galleries on the Art RockX!

stage.

Partner with sponsors and offer theme nights at weekly show, such as pet food suppliers for a pet portrait night.

Advertise using radio ads.

Post on community bulletin boards

Select artists with strong networks and a following to participate in shows.

Ensure artists selected demonstrate ethnic diversity and tap into relative ethnic groups to support local artists.

Tap into the vibrant GLBT community with disposable income and nightlife lovers.

Build a buzz for the live show using youtube videos from previous shows.

Target Customer

The Artist as Customer

Independent artist un-represented by a gallery, with an established portfolio of artwork and has an ability to use a computer and a paypal account. Interested in selling their artwork.

The Fan as Customer

For traditional online sales, focus on buyers 18-35 with disposable income.

Create college campus promotions to introduce the Mysoiree.net website, MySoirée artists, and live show if in the area.

Focus on buyers in transition, people moving in or out, getting divorced or married, new apartment, new house, or selling a house.

Target shoppers with an interest in design and art, a degree in BA, and high tech degrees in computer science and engineering.

Focus on highly educated, and age 40-55, for art concierge service.

Celebrities: Utilize celebrities on Art Rockx! Reality Show

- Premieres
- Award shows
- Hollywood charity events
- Women in Film events
- Award show suites

- Sundance
- Publicists
- Stylists

Strategic Partnerships

Partner with any Non profits creating the “SWAG” Bag, and provide the art concierge service and \$50 gift certificates

Partner with Museum of Modern Arts in selected cities for live show to contribute a portion of proceeds to the art museum, and community art culture.

Partnerships with community leaders such as Realtors to provide them the art concierge service for their clients as a gift

Partnerships with Paint and hardware companies- Sherwin Williams and Behr paint forge partnership to offer coupon on every can of paint sold to include offer for art concierge service and \$50 off purchases of \$250 of work of art

Partner with IKEA to carry the original and limited edition artwork of MySoiree.net Artists and those featured on the Art Rockx! Reality Show

Partner with investment groups to identify high wealth customers for Exclusive Art Collectors Gold Club, and offer Investment seminars on how to collect fine art.

Partner with tourism in each host event city.

Develop relationships with synergistic brands to co-promote and co-brand MySoirée. The goal will be to trade brand value/attributes for exposure, advertising, sampling and/or editorial press. Current partners are Pop Chips, Svedka vodka, Blue Angel Vodka. Potential partners could include entities and individuals involved in the car company, Scion, athletic shoe companies, energy drinks, youth oriented products, and media properties, hotel and air travel.

EXIT STRATEGIES

The current exit strategy is to sell Soiree international in 3-5 years. The potential buyer can be private or public companies looking to expand:

A Media and advertising player in the art world such as Saatchi & Saatchi

A branding and talent company such as Creative Arts Agency or William Morris Agency

A larger player in the e-commerce art space, who is lacking the real world event presence or high end art products such as Artful home, Art.sy, or ETSY.com

AOL and other media companies looking for a company with content and community.

The Home Shopping Network

Sotheby's and Christies auction houses interested in increasing their footprint regionally

RISK FACTORS

An investment in the Class A Preferred Interests involves substantial risks. Prospective investors should consider the following risks in deciding whether to invest in the Class A Preferred Interests. Any of the following risks could materially adversely affect CHILL's business, financial condition or results of operations, and Investors could lose all or part of their investment.

It is difficult to forecast MySoirée's business and prospects, it has limited profits from operations and its business strategy is unproven; MySoirée's ability to realize a stable revenue stream may be impaired if it does not successfully address the risks associated with acquisitions.

MySoirée is in early stage formation and has minimal operating history. Because MySoirée is just beginning to operate under its business strategy and because its operations are unproven, there is very limited data upon which investors can evaluate MySoirée's prospects. MySoirée is, and will remain for the foreseeable future, subject to the risks, expenses and uncertainties frequently encountered by early stage companies, and it will be difficult to evaluate MySoirée's business and its likelihood of success.

We may not be able to adequately manage our internal growth.

Our future growth is dependent on implementing the strategies set forth. We intend to expand in the foreseeable future to pursue existing and potential opportunities. This rapid growth will place a significant demand on Management as well as on our administrative and operations resources. It requires us to quickly bring on qualified staff in order to compete effectively and to manage our anticipated future growth so that we continue to execute our operations, sales, financial and management requirements, reporting systems and procedures on a timely basis. We also must increase the total number of employees and train and manage our work force in a timely and effective manner to expand our business. We cannot guarantee that we will be able to do so successfully, or that our revenues will continue to grow at a rate sufficient to absorb the costs associated with such expansion. Failure to manage our growth effectively could have a material adverse effect upon our business, operating results and financial condition.

We will depend on the services of key personnel, and our business would suffer if we lose those services.

The loss of the services of one or more of our executive officers could have a material adverse effect on our business, operating results and financial condition. Notwithstanding the execution of non-disclosure agreements, we may not be able to prevent key personnel, who may leave our employ in the future, from disclosing or using our contacts, practices or procedures. We do not maintain key person life insurance on any executive officers. We cannot guarantee that we will be able to retain our key personnel.

Our financial projections are based on assumptions that may not be realized and thus may not accurately project our future.

We have internally prepared the financial projections included herein. These financial projections are based on many assumptions, some of which are described in the financial projections, including assumptions relating to future events and conditions. These assumptions include the timing and success of our future development efforts, increased acceptance of our offerings, our ability to successfully implement our hiring goals, our average sales prices, the size of the market, our sales cycles, general industry conditions and other matters. Many of these assumptions relate to matters beyond our control and they are susceptible to wide variation. To the extent that our actual experience differs from any one or more of these assumptions, our actual financial results will differ from the financial projections. Such differences are likely to be material. Accordingly, you should not rely on the accuracy of the projections in making an investment in the Class A Preferred Interests

MySoirée is, and will continue to be, controlled by its Founder, which may result in MySoirée taking actions of which future members do not approve.

After the sale of the Class A Preferred Interests offered by this Memorandum, MySoirée's Founder will, in the aggregate, beneficially own a majority of the voting power of the Company's outstanding securities. Accordingly, such person generally will be able to elect a majority of the Board, and to exercise significant control over MySoirée's business, policies and affairs, including the approval of significant transactions and other matters requiring member approval generally.

MySoirée may not be able to operate successfully if it is unable to bring together a qualified management team.

MySoirée's full-time employee management team currently consists of Lyn Williams. MySoirée is actively engaged in discussions with various individuals to become a part of the management team. Competition for such personnel is intense, and there can be no assurance that MySoirée can attract, assimilate or retain such personnel in the future. If MySoirée is unable to hire qualified persons to fill various management roles, or if the management team is unable to work together, the business could be harmed.

The purchase price of the Class A Preferred Interests may not accurately reflect the value of such interests. You should not expect to receive distributions from us.

The purchase price for the Class A Preferred Interests offered hereby has been determined by MySoirée. There can be no assurance that this price accurately reflects the value of the interests or that such price may be realized upon disposition of the Class A Preferred Interests or the Common Interests into which they are convertible. We have not paid any cash distributions on any of our outstanding securities. In addition, we contemplate retaining future earnings to provide funds for the operation and expansion of our business and, accordingly, we do not currently intend to make distributions on our membership interests, including the Class A Preferred Interests offered hereby, except to the extent necessary to pay taxes imposed on our earnings as described above under Tax Distributions. Any payment of future cash distributions and the amounts thereof will be dependent upon MySoirée's earnings, financial requirements, and other factors deemed relevant by the Company's Board.

No Public Market; Restricted Liquidity

Investors will be contractually restricted from transferring the Class A Preferred Interests. In addition, even if these contractual restrictions are waived by MySoirée, the Class A Preferred Interests have not been registered under the Securities Act or the securities laws of any state or other jurisdiction. Consequently, no investor may sell or otherwise transfer or dispose of any of the Class A Preferred Interests in MySoirée or any interest therein or any portion thereof unless such Class A Preferred Interests are registered under the Securities Act and any applicable state securities laws, or the investor obtains an opinion of counsel that is satisfactory to MySoirée that the securities may be sold in reliance on an exemption from the registration requirements and the

express written consent of MySoirée. There is currently no market for the Class A Preferred Interests or the Common Interests into which they are convertible and no market is expected to develop.

THE FOREGOING LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE EXPLANATION OF RISKS INVOLVED IN THIS OFFERING NOR IS IT INTENDED TO SUGGEST THAT THE MAGNITUDE OF THE RISKS LISTED IS EQUAL. POTENTIAL INVESTORS SHOULD READ THE ENTIRE PRIVATE PLACEMENT MEMORANDUM BEFORE DECIDING TO INVEST IN CHILL.

