

FORM U-7

PRIVATE PLACEMENT MEMORANDUM



The Magic Partnership, LLC, d/b/a Magic Mountain

(Exact name of Company as set forth in Articles of Incorporation or Organizational Documents)

Street address of principal office: 495 Magic Mountain Access Rd., P.O. Box 396, Londonderry, VT 05148

Company Telephone Number: 802-824-5645

Person(s) to contact at Company with respect to offering: James L. Sullivan, Matt Lillard

Telephone Number (if different from above): Same

Type of securities offered: Common stock

Price per security: \$3000.00

Sales commission, if any: None

Minimum number of securities offered: 300

Maximum number of securities offered: 333

There is no restriction on the maximum number of shares a purchaser can buy.

Sale of fractional shares is prohibited, and only fully funded shares shall be sold.

There is no annual "spending requirement" for purchase of any services or goods sold by Magic Mountain.

Total proceeds: If minimum sold: \$900,000

If maximum sold: \$999,000

Investment in a small business is often risky. You should not invest any funds in this offering unless you can afford to lose your entire investment. See Item 1 for a discussion of the risk factors that management believes present the most substantial risks to you.

The date of this Disclosure Document is: July 30, 2009

Executive Summary

The Company

Describe the business of the Company: Ski Area Operations

Describe how the Company plans to carry out its activities: Raise capital via common stock offering and make capital improvements and operate business (ski area) in accord with attached business plan and budget. The primary objective is to improve the snowmaking and make substantially more snow in order to make Magic Mountain a more consistent and reliable place to ski. That factor combined with increased marketing should drive additional skier visits which we are attempting to double over five years. At the outset, operating costs will be derived partially from capital raised from stock offering and partially from revenues. We expect to become profitable during year three at which time all operating costs will be derived from revenues.

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last fiscal year.
- Other (Specify):

The Magic Partnership, LLC has not conducted operations previously; however current management through JLS Magic, LLC, has been running the mountain since September 2006 under a lease/purchase agreement with the property owners, and will be operating the mountain under the Magic Partnership, LLC.

Jurisdiction and date of formation: VT 6/22/2009

Fiscal year end: June 30

How the Company Will Use Your Money

Describe how the Company intends to use the proceeds of this offering: Capital improvements and repair and maintenance on snowmaking system, lifts, and groomers; marketing; operations for the first two seasons, and in particular making snow.

For more information about how the Company will use your money, see Item 30.

The Principal Officers of the Company

The Principal Officers of the Company and their titles are:

Chief Executive Officer: James L. Sullivan

Chief Operating Officer: James L. Sullivan

Chief Financial Officer: James L. Sullivan

For more information about these Officers, see Item 77.

The Offering

Name of Sales Person(s): James L. Sullivan, Matt Lillard

Address: P.O. Box 396, Londonderry, VT 05148, info@magicmtn.com

Telephone Number: 802-824-5645

Is there an impound of proceeds until the minimum is obtained? Yes No
(See Items 73 - 76)

Is this offering limited to certain purchasers? Yes No (See Item 72)

Is transfer of the securities restricted? Yes No (See Item 53)

This offering is available for sale in the following states: VT, N.H., CT, MA, ME, R.I., MA, NY, NJ, PA,

You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.

The Company has included in this Disclosure Document all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should rely only on the information in this Disclosure Document.

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RISK FACTORS

1. List in the order of importance the factors that the Company considers to be the most significant risks to an investor:

- A) **This is a highly speculative investment, and investors may lose some or all of their investment. This list of specific risks only represents some of the risks associated with this particular investment and is not absolutely comprehensive. More general risks associated with any speculative investment including loss of all of one's investment also apply and are present here. There are no guarantees of return on investment;**
- B) Snow making system which needs repair/expansion in order to provide a consistent product, and if repairs and expansion is not accomplished the mountain will likely be unable to compete in the market and attract additional skier visits thereby causing closure of the mountain;
- C) Even if the snow making system is repaired to the extent it can produce a consistent product, snowmaking is entirely dependent on low enough temperatures to make snow, and if the weather does not provide such temperatures in any given year or during portions of any given year, the business will be adversely affected and could fail with one bad season;
- D) The projected losses for only two seasons and profits are only projections, and there is no guarantee that the losses will meet those projected or that the mountain will become profitable during the time frame projected, and if profitability projections do not come to pass, the mountain will likely cease operations;
- E) This is a seasonal business and reliant upon revenues during the ski season, and if by some act of God or mechanical failure the mountain is not able to operate in a given season or a significant portion of any season, the mountain will likely cease operations.
- F) Funds will not be held by a third party escrow agent in an escrow account while we await achievement of 300 shares sold. Instead, the funds will be held in an interest bearing savings account in the name of The Magic Partnership, LLC. The funds collected will not be co-mingled with the accounts of JLS Magic, LLC or Magic Mountain Management, LLC.
- G) Historical low skier visits which may or may not improve, and if the skier visit level does not increase, the mountain will not likely be able to stay operational for more than three seasons. In order to fully implement the Business Plan attached hereto, the Company estimates that it will need to raise an additional \$2,000,000 after this offering in years two through five. The Company's failure to do so will jeopardize the full implementation of the proposed improvements which in turn could impact the Company's ability to attract skier visits and cause a failure to meet projected revenues thereby jeopardizing the Company's ability to continue to operate the mountain.

BUSINESS AND PROPERTIES

GENERAL DESCRIPTION OF THE BUSINESS

2. Describe the business of the Company, including its products or services. Magic Mountain is a southern, VT ski/snowboard area which derives revenue from sale of tickets and passes, food and beverage concession, ski and snowboard rentals, a tubing park, and a ski school.

3. Describe how the Company produces or provides these products or services and how and when the Company intends to carry out its activities. The mountain has functioning snowmaking on about 1/3 of the trails and we intend to increase that percentage by incrementally repairing/renovating/expanding the snowmaking system by using capital raised in this offering over the next four years beginning in the summer of 2009. We also rely on cold weather and natural snow, and as such the weather plays an important role. The mountain is open, weather permitting, from early December through approximately the end of March or early April. At this juncture there is no significant off season revenue aside from season pass sales.

SUPPLIERS

4. Does the Company have any major supply contracts? Yes No
If yes, describe.

5. (a) is the Company dependent upon a limited number of suppliers?
 Yes No If yes, describe.

5. (b) Does the Company expect to be dependent upon a limited number of suppliers?
 Yes No If yes, describe.

CUSTOMER SALES AND ORDERS

6. Does the Company have any major sales contracts? Yes No
If yes, describe.
7. State the total amount of the Company's sales of products or services for the most recent 12 month financial reporting period. The Magic Partnership has not previously operated. The previous operating company, JLS Magic, LLC, had total sales of \$534,469 for fiscal year 7/1/08-6/30/09 and a loss of \$64,853.
8. State the dollar amount of a typical sale. Lift ticket average price is approximately \$35.
9. Are the Company's sales seasonal or cyclical? Yes No
If yes, explain. Ski area operations involves a sales cycle of December through March during which lift tickets, food and beverage, lessons, and rentals are sold. Season passes are generally sold from April through December.
10. State the amount of foreign sales as a percent of total sales for last fiscal year. 0%.
Explain the nature of these sales, including any anticipated changes.
11. Name any customers that account for, or based upon existing orders will account for, a major portion (20% or more) of the Company's sales. None
12. State the dollar amount of firm orders. N/A

COMPETITION

13. (a) Describe the market area in which the business competes or will compete. Southern VT ski areas competing for approximately 1.6 million skier days.

13. (b) Name the Company's principal competitors and indicate their relative size and financial and market strengths. Bromley with approximately 110,000 skier visits, Stratton with approximately 450,000 skier visits, and Okemo with approximately 600,000 skier visits. Magic currently has approximately 16,000 skier visits and is seeking to grow to 35,000 skier visits over 5 years.

14. (a) Does the Company compete, or expect to compete, by price?
 Yes No If yes, describe its competitive strategy. We will offer a lower cost alternative which is 20-60% less than the competition.

14. (b) Does the Company compete, or expect to compete, by service?
 Yes No If yes, describe its competitive strategy. We intend to offer greater personal service because of our relative small size, although we acknowledge that we cannot offer the same amenities as our competitors.

14. (c) Does the Company compete, or expect to compete, on some other basis?
 Yes No

If yes, state the basis and describe the Company's competitive strategy. Improve snowmaking to make our product consistent and trustworthy like that of the competitors and with the same consistent snow offer a different, more family oriented experience. Additionally we will capitalize on the terrain at Magic which is renowned for being unique and challenging.

MARKETING

15. (a) Describe how the Company plans to market its products or services during the next 12 months, including who will perform these marketing activities. Matt Lillard is the Marketing Director. Our primary marketing tool is our web-site which will be updated regularly and a blog and other interactive features will be added. Furthermore we will venture into social networking on sites such as Facebook and Twitter. The focus of his more traditional efforts will be brochure distribution, print and radio advertising and a great deal of grass roots marketing and sales; in other words, going out to the skiers at ski shows, ski clubs and schools and directly selling our great mountain and our commitment to consistent snowmaking

15. (b) State how the Company will fund these marketing activities. Revenues generated from ticket sales, and in the first two seasons partially from capital generated by share sales.

EMPLOYEES

16. (a) State the number of the Company's present employees by type of employee (i.e., clerical, operations, administrative, etc.). 2, President, James Sullivan, Marketing Director, Matt Lillard, both currently under JLS Magic, LLC but will assume same roles in The Magic Partnership, LLC.

16. (b) State the number of employees the Company anticipates it will have within the next 12 months by type of employee (i.e., clerical, operations, administrative, etc.). When established, 4 full time employees, (President/GM, Assistant GM/Marketing Director, Mountain Manager, and Assistant Mountain Manager) and 40 seasonal employees involved in operating the ski area and teaching lessons.

17. Describe the Company's labor relations. Under JLS Magic LLC, amicable, non-union, all employment at will, no employment contracts. We anticipate the same with The Magic Partnership, LLC.

18. Indicate any benefits or incentive arrangements the Company provides or will provide to its employees. Health insurance for full time employees.

PROPERTIES

19. (a) Describe generally the principal properties that the Company owns or leases: Ski area comprised of 700 acres of land, two chairlifts, two handle tows, snowmaking system, lodge, ski patrol building, maintenance garage, all vehicles, equipment, and tools on site outlined in attached Balance Sheet including but not limited to groomers, snow mobiles, and ATVs. All of the above will be transferred to The Magic Partnership, LLC at a closing shortly after 300 shares are sold.

19. (b) Indicate what properties the Company intends to acquire or lease. No real property acquisitions planned at present. As part of the Capital expenditure plan we will be purchasing high efficiency snow guns, a groomer, and other items associated with snowmaking and lift improvement.

RESEARCH AND DEVELOPMENT

20. Indicate the amounts that the Company spent for research and development during its last fiscal year. None

21. (a) Will the Company expend funds on research and development during the current fiscal year? Yes No

21. (b) If yes, how much does the Company plan to spend on research and development during the current fiscal year? N/A

21. (c) How does the Company intend to fund these research and development costs? N/A

GOVERNMENTAL REGULATION

22. (a) Is the Company's business subject to material regulation by any governmental agency? Yes No

22. (b) Are the Company's products or services subject to material regulation by any governmental agency? Yes No

22. (c) Are the Company's properties subject to material regulation by any governmental agency? Yes No

22. (d) Explain in detail any "yes" answer to Item 22(a), 22(b), or 22(c), including the nature and extent of the regulation and its effect or potential effect upon the Company. The State of VT Tramway Board, a division of the Department of Labor, annually inspects and approves all lifts for operation. Vermont Act 250, the State land use statute has jurisdiction over current use and future development.

23. (a) Is the Company required to have a license or permit to conduct business?
 Yes No

23. (b) If yes, does the Company have the required license or permit?
 Yes N/A

23. (c) If the answer to Item 23(b) is "yes," describe the effect on the Company and its business if it were to lose the license or permit. N/A

23. (d) If the Company has not yet acquired a required license or permit, describe the steps the Company needs to take to obtain the license or permit. Estimate the time it will take to complete each step. N/A

COMPANY HISTORY AND ORGANIZATION

24. Summarize the material events in the development of the Company. A new LLC, The Magic Partnership is being created to enable Magic Mountain to continue to operate as a ski area and to grow the business so that it will be financially stable and self sustaining. The first step in developing this plan involved a two year analysis and creation of a realistic business model which will drive skier visits and grow the business to the point where it is stable and profitable. This plan then required an agreement with current ownership to the structure of new LLC whereby current

ownership will transfer title to the Magic Partnership, LLC and hold an equity position in new LLC rather than requiring cash or holding debt. We are seeking to raise \$1 million in the first offering under SEC Regulation D Rule 504 and hope to follow that up with another offering under either SEC Regulation A or SEC Regulation D Rule 506 in which we plan to seek to raise an additional \$2 million. If 300 shares are sold, title will be transferred to new LLC which will then proceed to operate the mountain and implement the snowmaking improvements and marketing.

25. Describe any recent stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization. N/A

26. Discuss any pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: None anticipated.

27. State the names of any parent, subsidiary, or affiliate of the Company. For each, indicate its business purpose, its method of operation, its ownership, and whether it is included in the Financial Statements attached to this Disclosure Document. N/A

MILESTONES

28. Describe in chronological order the steps management intends to take to achieve, maintain, or improve profitability during the 12 months following receipt of the offering proceeds. Raise money; mountain repair/improvements over four seasons primarily focused upon snowmaking and lifts; dedicate funds to making snow; and dedicate funds to marketing. These are the necessary steps to attaining profitability. We hope to achieve profitability during the third season of implementing our plan.

If management does not expect the Company to achieve profitability during that time period, describe the business objectives for that period and the steps management intends to take to achieve those objectives. Implementing the capital improvement plan in the attached Business Plan whereby the snow making, lifts, and groomers will be repaired or replaced over a four year period, and an increase in the amount of snow made beginning year one. In addition the marketing budget will be funded and executed.

Indicate the probable timing of each step and the approximate cost to complete it. In accord with the business plan attached hereto, the new LLC will invest in capital improvements to the snowmaking system and lifts of approximately \$120,000 the first year, \$250,000 the second year, and \$450,000 in both year three and year four.

29. (a) State the anticipated consequences to the Company if any step is not completed as scheduled. If we do not improve the snow making and commit to making snow and then market the mountain we will not become profitable.

29. (b) Describe how the Company will deal with these consequences. There are contingency plans for reducing operating costs primarily associated with cutting payroll and limiting the amount of snowmaking which we will employ if the revenue projections do not come to fruition. These contingency plans will allow the mountain to continue to operate but our capital improvements will be curtailed, and another source of capital will need to be found, either by way of securing a bank loan or line of credit or by seeking a purchaser of all or a substantial portion of the mountain. If we are not able to obtain additional capital and/or reduce operating costs to stabilize cash flow, we will not be able to implement all of the improvements which will impact our ability to be competitive and could require ceasing operations.

NOTE: After reviewing management's discussion of the steps it intends to take, potential investors should consider whether achievement of each step within the estimated time frame is realistic. Potential investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

USE OF PROCEEDS

30. Show how the Company intends to use the proceeds of this offering:

	<u>If Minimum</u>		<u>If Maximum</u>	
	<u>Sold</u>		<u>Sold</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Total Proceeds	\$900,000	90%	\$999,000	100%
Less: Offering Expenses				
Commissions and Finders Fees	0			
Legal & Accounting	10,000			
Copying & Advertising	0			
Other (Specify):				
Net Proceeds from Offering	<u>\$ 890,000</u>	<u>89.1%</u>	<u>\$989,000</u>	<u>98.9%</u>
Use of Net Proceeds				
Clearing title (taxes, mortgage, debts)	\$300,000	34%	\$300,000	30%
capital expenditure (Snow making, lifts, Groomer)	\$121,000	14%	\$121,000	12%
Operations (snowmaking)	\$200,000	22%	\$200,000	20%
Reserved for capital expenditure year two	\$279,000	30%	\$378,000	38%
Total Use of Net Proceeds	<u>\$ 890,000</u>	<u>100%</u>	<u>\$989,000</u>	<u>100%</u>

31. (a) Is there a minimum amount of proceeds that must be raised before the Company uses any of the proceeds of this offering? Yes No

31. (b) If yes, describe how the Company will use the minimum Net Proceeds of this offering. \$300,000 Clearing title (taxes and debt), \$121,000 capital expenditure snowmaking and lifts, \$279,000 capital expenditure year two, \$200,000 Operations/Marketing

31. (c) If the answer to Item 31(a) is "yes," describe how the Company will use the Net Proceeds of this offering that exceed the amount of the minimum offering proceeds. Put into capital expenditure reserve for following summers to be employed in upgrading snowmaking system.

31. (d) If the answer to Item 31(a) is "no," describe how the Company will use the Net Proceeds of this offering. N/A

32. (a) Will the Company use other funds, together with the offering proceeds, to fund any project or activity identified in Item 31? [x] Yes [] No

32. (b) If yes, state the amounts and sources of the other funds .Other funding will be generated by operating revenues and used for operating expenses. Operating revenues are difficult to determine precisely, but our projections indicate that operating revenues should fall between \$650,000 and \$750,000 in year one with an estimated loss in year one of \$189,000.

32. (c) Indicate whether the availability of the funds is firm or contingent. If contingent, explain. Contingent based upon sales, but models show that the number should be at least \$650,000.

NOTE: See the answer to Item 70 for information about proceeds used to compensate sales agents. See the answer to Items 108 and 109 for information about proceeds used to purchase assets from Officers, Directors, key persons, or principal stockholders or their associates or to reimburse them for services previously provided or moneys borrowed.

SELECTED FINANCIAL INFORMATION

NOTE: The Company has adjusted all numbers in this section to reflect any stock splits or recapitalizations.

GENERAL

33. What were net, after-tax earnings for the last fiscal year? The Magic Partnership has not yet operated. The figure below is for JLS Magic, LLC, the company which has operated Magic for the past three seasons. (If losses, show in parenthesis.)

Total: (\$42,453) For JLS Magic LLC

Per share: N/A

34. If the Company had profits, show offering price as a multiple of earnings. N/A

Offering Price Per Share _____ = (price/earnings multiple)
Net After-Tax Earnings Per Share for Last Fiscal Year

CAPITALIZATION

35. Indicate the capitalization of the Company as of the most recent balance sheet date, and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds from this offering.

	<u>Amount Outstanding</u>		
	<u>As of:</u> <u>06/30 /09*</u>	<u>As Adjusted</u> <u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate ___%)	\$ 60,000	\$ 0	\$ 0
Long-term debt (average interest rate ___%)	\$ 240,000	\$ 0	\$ 0
Total debt	\$ 300,000	\$ 0	\$ 0
Stockholders equity (deficit):	\$ 1,394,500	\$ 2,900,000	\$ 2,999,000
Preferred stock - par or stated value (by class of preferred – in order of preferences) N/A			
_____	\$	\$	\$
_____	\$	\$	\$
_____	\$	\$	\$
Common stock - par or stated value	\$ 2,000,000	\$ 2,900,000	\$ 2,999,000
Additional paid in capital	\$0	\$0	\$0
Retained earnings (deficit)	\$ N/A	\$	\$
Total stockholders equity (deficit)	\$1,394,500	\$2,344,500	\$2,443,500
Total Capitalization	<u>\$1,394,500</u>	<u>\$2,344,500</u>	<u>\$2,443,500</u>

** Both Short and Long-Term Debt will be satisfied by the \$300,000 initial payment. The new entity, The Magic Partnership, LLC, will have no outstanding debt at the time of transfer of title.*

39. In a table, compare the existing stockholders' percentage ownership in the Company and the consideration paid for that ownership with that of purchasers in this offering. Existing shareholders, James L. Sullivan and the Nelson Family, have paid approximately \$4.5 million toward purchasing, capital expenditures and operating the mountain under previous corporate entities. It is on that basis that these parties will retain an equity position in the new entity, but we are reducing that figure and assessing a pre offering valuation of \$2 million. The Sullivan/Nelson equity will be based on the valuation of \$2 million.

	Shares Purchased		Total Consideration		Average
	<u>Number</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>	Price
Existing holders	666	100%	2,000,000	100%	\$3,003
New Purchasers:					
Minimum offering:	300	31%	900,000	31%	\$3,000
Maximum offering:	333	33%	999,000	33%	\$3,000

The above figures are related to this current Regulation D Rule 504 offering. They do not take into consideration shares sold and percentages of interest after subsequent offerings, which may or may not transpire, under Regulation A, Regulation D Rule 506 or Rule 504, but those shares will be sold at a price of \$3,000 per share.

40. Using the offering price of these securities, what value is the Company's management attributing to the entire Company before the offering?

\$ 2,000,000

NOTE: You should consider carefully whether the Company has this value at the present time. Some issues you should think about include: (1) the risks to which the Company is subject before it achieves success (see Item 1, Risk Factors); (2) the exercise prices of outstanding options (see Item 101); and (3) the prices that the Company's Officers, Directors, and principal stockholders paid for their shares (see Items 104 and 105).

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN
RELEVANT FACTORS**

41. Is the Company having or does the Company anticipate having within the next 12 months any cash flow or liquidity problems? Yes No because if company does not raise the minimum of \$900,000 it will not operate and the purchase price will be refunded to the investors.
42. (a) Is the Company in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments?
 Yes No
42. (b) If yes, explain. Identify the creditor, state the amount in default or the term that the Company has not complied with, and describe any consequences to the Company resulting from each default. N/A
43. Are a significant amount of the Company's trade payables more than 90 days old?
 Yes No
44. Is the Company subject to any unsatisfied judgments, liens, or settlement obligations?
 Yes No If yes, state the amounts.
45. Describe how the Company will resolve the problems identified in Items 41 - 44.
46. (a) Do the Company's financial statements show losses from operations?
 Yes No N/A because new LLC has not yet operated, but prior operating company statements show losses.
46. (b) If yes, explain the causes underlying these losses and what steps the Company has taken or is taking to address these causes. Revised business plan which is properly capitalized thereby creating a more consistent and reliable product which will increase skier days. The mountain has never been properly capitalized since re-opening in 1998 and therefore has offered an inconsistent product.
47. (a) Describe any trends in the Company's historical operating results. Company has lost money in nine out of ten years since re-opening in 1998 because it has been undercapitalized and therefore has not made sufficient snow nor been marketed properly
47. (b) Indicate any changes now occurring in the underlying economics of the Company's business which, in the opinion of Management, will have a significant impact upon the Company's results of operations within the next 12 months. Industry skier visits have been stable over the past 10 seasons on average. With respect to Magic Mountain, with new capital, the company will have the resources to make the necessary improvements to the snowmaking and lifts and to actually make sufficient snow and market the mountain. This has not been the case for most of the last 10

years. These changes should drive skier visits and make the mountain profitable and sustainable on an annual basis after year two.

47. (c) Describe the probable impact on the Company. Magic Mountain with reliable snow should be able to capture market share from vast southern VT ski market with approximately 1.6 million skier visits.

47. (d) Describe how the Company will deal with this impact. Company will gradually drive skier visits at Magic to 35,000 which represents capturing an additional 1.2% of the southern VT market over five years. This would bring our total percentage of the current southern VT ski market to approximately 2.2%.

48. (a) Will the proceeds from this offering and any available funds identified in Item 32 satisfy the Company's cash requirements for the 12 month period after it receives the offering proceeds? Yes No

48. (b) If no, explain how the Company will satisfy its cash requirements. State whether it will be necessary to raise additional funds. State the source of the additional funds, if known. N/A

DESCRIPTION OF SECURITIES OFFERED

GENERAL

49. The securities being offered are:

- Common Stock
- Preferred or Preference Stock
- Notes, Debentures, or Bonds
- Limited Liability Company Membership Interests
- Units of two or more types of securities, composed of:

Other (specify):

50. These securities have:

- | Yes | No | |
|-------------------------------------|-------------------------------------|---|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Cumulative voting rights |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Other special voting rights |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preemptive rights to purchase any new issue of shares |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference as to dividends or interest |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference upon liquidation |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Anti-dilution rights |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> | Other special rights or preferences (specify): |

Explain any yes answer. New shareholders will get the right to elect a majority of the Board (3 out of 5 members) even though they will not hold a majority of the shares. Shareholders will also receive season pass and lift ticket discounts on a permanent basis so long as they own their shares.

51. Are there any restrictions on dividends or other distributions? Yes No
If yes, describe. Profits will be reinvested in the mountain for at least 5 years and then any distributions will be decided by Board. There is no guarantee that any distributions will ever be made.

52. Are the securities convertible? Yes No

If yes, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

53. Describe any resale restrictions on the securities and when the restrictions will terminate.

Resale of shares is restricted unless the shares are registered or unless the shares qualify under an exemption under Federal and State law.

PREFERRED STOCK

If the securities being offered are Preference or Preferred stock: N/A

54. Are unpaid dividends cumulative? Yes No
55. (a) Are the securities callable? Yes No If yes, describe.
55. (b) Are the securities redeemable? Yes No
If yes, describe, including redemption prices.

DEBT SECURITIES

If the securities being offered are notes or other types of debt securities: N/A

56. What is the interest rate on the debt securities? _____%
If the interest rate is variable or there are multiple interest rates, describe.
57. What is the maturity date? ___/___/___
If the securities will have serial maturity dates, describe.
58. Is there a sinking fund? Yes No If yes, describe.
59. Is there a trust indenture? Yes No
If yes, state the name, address, and telephone number of Trustee.
60. (a) Are the securities callable? Yes No If yes, describe.
60. (b) Are the securities redeemable? Yes No
If yes, describe, including redemption prices.
61. Are the securities secured by real or personal property? Yes No
If yes, describe.
62. (a) Are the securities subordinate in right of payment of principal or interest?
 Yes No If yes, explain the terms of the subordination.
62. (b) How much currently outstanding indebtedness of the Company is senior to the securities in right of payment of interest or principal? \$
63. How much currently outstanding indebtedness ranks equally with the securities in right of payment? \$

64. How much currently outstanding indebtedness is junior (subordinated) to the securities?
_____ \$

RATIO OF EARNINGS TO FIXED CHARGES

65. (a) If the Company had earnings during its last fiscal year, show the ratio of earnings to fixed charges on an actual and pro forma basis for that fiscal year. N/A because company has not yet operated.

		<u>Actual</u>		
		Last Fiscal	Interim	<u>Pro Forma</u>
		_____	_____	_____
		Year	Period	Minimum Maximum
"Earnings"_____	=			
"Fixed Charges"				

65. (b) If no earnings, show "Fixed Charges" only: N/A

NOTE: See the Financial Statements and especially the Statement of Cash Flows. Exercise care in interpreting the significance of the ratio of earnings to fixed charges as a measure of the "coverage" of debt service. The existence of earnings does not necessarily mean that the Company will have cash available at any given time to pay its obligations. See Items 41 - 48. Prospective purchasers should not rely on this ratio as a guarantee that they will receive the stated return or the repayment of their principal.

HOW THESE SECURITIES WILL BE OFFERED AND SOLD

COMPANY SALESPERSONS

66. Provide the following information for each Officer, Director, or Company employee who intends to offer or sell the securities:

66. (a) Name: James L. Sullivan

Title: President/ General Manager

Address: P.O. Box 396, Londonderry, VT 05148

Telephone Number: 802-824-5645

(b) Name: Matt Lillard

Title: Marketing Director/Assistant General Manager

Address: P.O. Box 396, Londonderry, VT 05148

Telephone Number: 802-824-5645

67. Describe any compensation that the Company will pay each person in addition to his or her customary salary and compensation. None

OTHER SALESPERSONS AND FINDERS

68. Provide the following information for each salesperson who is not an Officer, Director, or employee of the Company: N/A

68. (a) Name:

Company:

Address:

Telephone Number:

69. Provide the following information for each person who is a finder: N/A

69. (a) Name:

Company:

Address:

Telephone Number:

70. Describe all compensation that the Company will pay to each person identified in Items 68 and 69. N/A

71. Describe any material relationships between these sales persons or finders and the Company or its management. N/A

PURCHASER LIMITATIONS

72. (a) Is the offering limited to certain purchasers? Yes No

72. (b) Is the offering subject to any other purchaser limitations? Yes No

72. (c) If the answer to either 72(a) or 72(b) is yes, describe the limitation.

IMPOUND OF OFFERING PROCEEDS

73. (a) Will the Company impound the proceeds of the offering until it raises the minimum offering proceeds? Yes No, but the funds will be held by James L. Sullivan in a savings account at the Chittenden Bank in Londonderry, VT under the name The Magic Partnership, LLC.

73. (b) If yes, what is the minimum amount of proceeds that the Company must raise and place in an impound account before the Company can receive and use the proceeds?
Even though the funds will not be impounded or held in an escrow account, the Company will not use any of the funds until we attain a minimum of 300 shares sold.

73. (c) If the answer to Item 73(a) is "yes," state the date on which the offering will end if the Company has not raised the minimum offering proceeds.

74. (a) Does the Company reserve the right to extend the impound period?
 Yes No

74. (b) If yes, describe the circumstances under which the Company might extend the impound period.

75. State the name, address, and telephone number of the bank or other similar depository institution acting as impound agent.

76. If the offering proceeds are returned to investors at the end of the impound period, will the Company pay any interest earned during the impound period to investors?

Yes No

The funds will not be held in an impound account, but if we do not sell 300 shares and the money invested is returned, interest will be paid on the monies returned.

MANAGEMENT

OFFICERS AND KEY PERSONS OF THE COMPANY

77. Provide the following information for each Officer and key person. The term "key person" means a person, other than the chief executive officer, chief operating officer, and chief financial officer, who makes a significant contribution to the business of the Company. Identify who performs the functions of Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer.

77. (a) Name: James L. Sullivan

Age: 44

Title: CEO, CFO, President/General Manager

Office Street Address: 495 Magic Mountain Access Rd., Londonderry, VT 05148

Telephone Number: 802-824-5645

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities:

JLS Magic, LLC, President August, 2006 – Present: Leased and operated Magic Mountain involving overseeing all financial, personnel, and operations of ski area and all permitting and legal work.

Maher and Williams Attorneys at Law, Attorney 1993-2006 (Partner from 2000 forward): Workers compensation defense firm representing 14 different insurance carriers and numerous municipalities in fast paced small firm of 6 attorneys. Tasks included administrative trials, negotiation of settlements, and appellate work.

Education (degrees, schools, and dates):

Vermont Law School, J.D., 1993

Middlebury College, B.A. 1986

Deerfield Academy, H.S. 1982

Also a Director of the Company: Yes No

Indicate amount of time to be spent on Company matters if less than full time: Full time

(b) Name: Matt Lillard_

Age: 32

Title: Marketing Director/Assistant General Manager

Office Street Address: 495 Magic Mountain Access Rd., Londonderry, VT 05148

Telephone Number: 802-824-5645

Names of Employers, titles, and dates of positions held during past five years, with an indication of job responsibilities:

JLS Magic, LLC d/b/a Magic Mountain, October 2006 to present: Marketing Director/Assistant General Manager. Developed comprehensive marketing, sales, and public relations plans and budgets, designed and coordinated all media ads, collateral, and brochures, managed company web-site, implemented and managed new ticketing system, managed cash intake, and assisted general manager in planning operations and running the mountain on a day to day basis.

Okemo Mountain Resort, 2001 through October 2006: Marketing Events Manager, Sales, and Events Coordinator. Developed marketing strategies as part of Marketing team, promoted resort through corporate sponsorships, sold and coordinated events for groups, schools, and businesses, and assisted in developing the overall marketing strategies and tactics for Okemo, the second largest ski resort in VT.

Merrill Lynch, Denver, CO, Fall 1999- Spring 2001: Participant Services Representative, Investment Solutions. Assisted 401K participants with executing investments and investment strategies, assisted managers with large transactions, and trained colleagues.

Education:

Cornell University, B.S. Applied Economics and Business Management, May 1999.

DIRECTORS OF THE COMPANY

78. (a) Number of Directors: 5. Directors shall not receive compensation for their services as directors of the company.

78. (b) Are Directors elected annually? Yes No If no, explain. Directors (3) elected by the new shareholders are elected for three year terms with the first set of terms staggered. The two other directors are James L. Sullivan and a member elected by the Nelson family for the first five years then all five directors will be elected by the shareholders.

78. (c) Are Directors elected under a voting trust or other arrangement?
 Yes No If yes, explain.

79. Provide the following information for each Director not described in Item 77:
No other directors are elected yet.

79. (a) Name: _____ Age: _____

Office Street Address:

Telephone Number:

Names of employers, titles, and dates of positions held during past five years, with an indication of job responsibilities.

Education (degrees, schools, and dates):

CONSULTANTS

80. (a) Are all key persons employees of the Company? Yes No

80. (b) If no, state the details of each contract or engagement.

ARRANGEMENTS WITH OFFICERS, DIRECTORS, AND KEY PERSONS

81. Describe any arrangements to ensure that Officers, Directors, and key persons will remain with the Company and not compete with the Company if they leave. No existing non-compete agreements in place.

82. (a) Describe the impact on the Company if it loses the services of any Officer, Director, or key person due to death or disability. James L. Sullivan could be replaced by Marketing Director/ Assistant General Manager Matt Lillard on an interim basis, as he is familiar with the inner workings of the company.

82. (b) Has the Company purchased key person life insurance on any Officer, Director, or key person? Yes No

82. (c) Has the Company made any arrangements to replace any Officer, Director, or key person it loses due to death or disability? Yes No

82. (d) If the answer to either Item 82(b) or 82(c) is "yes," describe.

COMPENSATION

83. List all compensation that the Company paid to its Officers, Directors, and key persons for the last fiscal year: N/A

	<u>Cash</u>	<u>Other</u>
Chief Executive Officer	\$	\$
Chief Operating Officer		
Chief Financial Officer		
Key Persons:		
Total:	\$ _____	\$ _____
Officers as a group (number of persons ____)	\$	\$
Directors as a group (number of persons ____)	\$	\$
Key Persons as a group (number of persons ____)	\$	\$

84. (a) Has compensation been unpaid in prior years? Yes No

84. (b) Does the Company owe any Officer, Director, or employee any compensation for prior years? Yes No

84. (c) Explain any “yes” answer to Item 84(a) or 84(b).

85. Is compensation expected to change within the next year? Yes No
If yes, explain.

86. (a) Does the Company have any employment agreements with Officers, Directors, or key persons? Yes No If yes, describe.
No employment agreements in place at this time, however, when the Board is elected it will enter into an employment agreement with James L. Sullivan.

86. (b) Does the Company plan to enter into any employment agreements with Officers, Directors, or key persons? Yes No If yes, describe.
CEO and President James L. Sullivan’s compensation will be determined by the Board.

Following are the anticipated year one salaries of the key members of the management team subject to ratification of the Board and subject to increases from time to time approved by the Board:

President/GM	\$60,000 per year
Marketing Manager/Assistant GM	\$50,000 per year
Mountain Operation manager	\$50,000 per year
Assistant Mountain Manager	\$35,000 per year

PRIOR EXPERIENCE

87. Has any Officer or Director worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company?

Yes No If yes, explain in detail, including relevant dates.

James Sullivan, through his company JLS Magic, LLC has operated Magic Mountain since September, 2006, and in so doing handled all aspect of the operations including financial administration, permitting, personnel and payroll, capital improvements, and devising a plan for Magic’s future.

88. (a) If the Company has never conducted operations or is otherwise in the development stage, has any Officer or Director managed another company in the start-up or development stage?

Yes No

88. (b) If yes, explain in detail, including relevant dates. James L. Sullivan managed and ran JLS Magic, LLC, the company which has been running Magic Mountain since September, 2006, and Matt Lillard has acted as the Marketing Director and Assistant General Manager.

CERTAIN LEGAL PROCEEDINGS

Insolvency

89. Has a petition for bankruptcy, receivership, or a similar insolvency proceeding been filed by or against any Officer, Director, or key person within the past five years, or any longer period if material? Yes No

90. Was any Officer, Director, or key person an executive officer, a director, or in a similar management position for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years, or any longer period if material? Yes No

91. Explain in detail any “yes” answer to Item 89 or 90.

Criminal Proceedings

92. (a) Has any Officer, Director, or key person been convicted in a criminal proceeding, excluding traffic violations or other minor offenses? Yes No

92. (b) Is any Officer, Director, or key person named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses? Yes No

92. (c) Explain in detail any “yes” answer to Item 92(a) or 92(b).

Civil Proceedings

93. (a) Has any Officer, Director, or key person been the subject of a court order, judgment or decree in the last five years related to his or her involvement in any type of business, securities, or banking activity? Yes No

93. (b) Is any Officer, Director, or key person the subject of a pending civil or action related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

93. (c) Has any civil action been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

93. (d) Explain in detail any “yes” answer to Item 93(a), 93(b), or 93(c).

Administrative Proceedings

94. (a) Has any government agency, administrative agency, or administrative court imposed an administrative finding, order, decree, or sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity? Yes No

94. (b) Is any Officer, Director, or key person the subject of a pending administrative proceeding related to his or her involvement in any type of business, securities, or banking activity? Yes No

94. (c) Has any administrative proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity?
 Yes No

94. (d) Explain in detail any “yes” answer to Item 94(a), 94(b), or 94(c).

Self-Regulatory Proceedings

95. (a) Has a self-regulatory agency imposed a sanction against any Officer, Director, or key person in the last five years as a result of his or her involvement in any type of business, securities, or banking activity? Yes No

95. (b) Is any Officer, Director, or key person the subject of a pending self-regulatory organization proceeding related to his or her involvement in any type of business, securities, or banking activity? Yes No

95. (c) Has any self-regulatory organization proceeding been threatened against any Officer, Director, or key person related to his or her involvement in any type of business, securities, or banking activity? Yes No

95. (d) Explain in detail any “yes” answer to Item 95(a), 95(b), or 95(c).

NOTE: After reviewing the background of the Company's Officers, Directors and key persons, potential investors should consider whether or not these persons have adequate background and experience to develop and operate this Company and to make it successful. In this regard, the experience and ability of management are often considered the most significant factors in the success of a business.

OUTSTANDING SECURITIES

GENERAL

96. Describe all outstanding securities. 666 shares of common stock held by James L. Sullivan and the Nelson family.
97. Describe any resale restrictions on outstanding securities and when those restrictions will terminate, if this can be determined. None
98. Describe any anti-dilution rights of outstanding securities. None

DIVIDENDS, DISTRIBUTIONS, AND REDEMPTIONS

99. (a) Has the Company paid any dividends on its stock, made any distributions of its stock, or redeemed any securities within the last five years? N/A Yes No
If yes, describe each transaction.
99. (b) Does the Company have any plans or commitments to pay dividends on its stock, make distributions of its stock, or redeem its outstanding securities in the future?
 Yes No If yes, explain.

OPTIONS AND WARRANTS

100. (a) State the number of shares subject to issuance under outstanding stock purchase agreements, stock options, warrants or rights. 0 shares
100. (b) The shares identified in Item 100(a) are % of the total shares to be outstanding after the minimum offering.
100. (c) The shares identified in Item 100(a) are % of the total shares to be outstanding after the maximum offering.
101. In a table, describe these stock purchase agreements, stock options, warrants, and rights. State the basic terms of these securities, including the expiration dates, the exercise prices, who holds them, whether they are qualified or non qualified for tax purposes, and whether they have been approved by stockholders. None
102. State the number of shares reserved for issuance under existing stock purchase or option plans but not yet subject to outstanding purchase agreements, options, or warrants.
 0 shares

103. Does the Company have any plans or commitments to issue or offer options in the future?
 Yes No If yes, explain.

SALES OF SECURITIES

104. (a) Has the Company sold or issued securities during the last 12 months?
 Yes No

104. (b) If yes, in a table, provide the following information for each transaction: the date of the transaction; the amount and type of securities sold or issued; the number of purchasers to whom the securities were sold or issued; any relationship of the purchasers to the Company at the time of sale or issuance; the price at which the securities were sold or issued; and a concise description of any non-cash consideration.

PRINCIPAL STOCKHOLDERS

105. In the following table, provide the name and office street address of each person who beneficially owns at least 10% of the common or preferred stock of the Company.

James L. Sullivan: 495 Magic Mountain Access Rd., Londonderry, VT 05148

Nelson Family: 923 5th Ave, New York, NY 10021

	<u>Class of Shares</u>	<u>Average Price Per Share</u>	<u>No. of Shares Now Held</u>	<u>% of Total</u>	<u>No. of Shares Held After Offering if All Securities Sold</u>	<u>% of Total</u>
James L. Sullivan	Common	N/A	222	35%	222	23.5
Nelson Family	Common	N/A	444	65%	444	43.5

106. Number of shares beneficially owned by all Officers and Directors as a group:

106. (a) Before offering: 666 shares

106. (b) After offering: Assuming minimum securities sold: 666 shares
(74% of total)

106. (c) After offering: Assuming maximum securities sold: 666 shares
(67% of total)

NOTE: These calculations assume that all outstanding options have been exercised and all convertible securities have been converted.

MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

FAMILY RELATIONSHIPS

107. Is there a family relationship between any Officer, Director, key person, or principal stockholder? Yes No If yes, describe. The Nelson Family is comprised of Larry Nelson's five children. Larry Nelson was the Managing partner and majority shareholder of the previous ownership, Magic Mountain Management, LLC, and he passed away on April 4, 2009. His children assumed his interest in the mountain.

MANAGEMENT TRANSACTIONS

108. (a) Will the Company use any offering proceeds to acquire assets from any Officer, Director, key person, or principal stockholder? Yes No

108. (b) Will the Company use any offering proceeds to acquire assets from an associate of any Officer, Director, key person, or principal stockholder? Yes No

108. (c) If the answer to Item 108(a) or (b) is "yes," provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the seller.

109. (a) Will the Company use any offering proceeds to reimburse any Officer, Director, key person, or principal stockholder for services already rendered, assets previously transferred, or moneys loaned or advanced, or otherwise? Yes No

109. (b) If yes, provide detailed information about each transaction. Include the name of the person, the cost to the Company, the method used to determine the cost, and any profit to the person.

110. (a) Has the Company made loans to any Officer, Director, key person, or principal stockholder within the last two years? Yes No

110. (b) Does the Company plan to make loans to its Officers, Directors, key persons, or principal stockholders in the future? Yes No
If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

111. (a) Has the Company done business with any Officer, Director, key person, or principal stockholder within the last two years? Yes No

111. (b) Is the Company currently doing business with any Officer, Director, key person, or principal stockholder? Yes No

111. (c) Does the Company plan to do business with its Officers, Directors, key persons, or principal stockholders in the future? Yes No

If yes, describe any policies the Company has adopted to deal with the conflicts of interest in these transactions:

112. Explain any "yes" answers to Items 110(a), 111(a), or 111(b). State the principal terms of any significant loans, agreements, leases, financing, or other arrangements.

113. (a) Has any Officer, Director, key person, or principal stockholder guaranteed or co-signed the Company's bank debt or other obligations? Yes No

113. (b) If yes, explain the terms of each transaction and describe the Company's plans for repayment.

LITIGATION

114. Describe any recent or pending litigation or administrative action which has had or may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved. None

115. Describe any threatened litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations. State the names of the principal parties, and the nature and current status of the matters. None

TAX ASPECTS

116. Describe any material tax consequences to investors in this offering. Profits and losses will be shared proportionately amongst all shareholders and given that this is an LLC, pass through taxation will apply, and shareholders will report income or losses on their individual tax returns.

OTHER MATERIAL FACTORS

117. Describe any other material factors, either adverse or favorable, that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete. The company, The Magic Partnership, LLC is a new LLC in which the equity holders after this offering will be: the new investors pursuant to this and subsequent offerings, James L. Sullivan, and the Nelson family. Sullivan has leased the mountain for three seasons beginning in September 2006 and has made payments toward purchasing it and toward capital improvements totaling approximately \$850,000. The Nelson family inherited their interest from Larry Nelson, the managing partner of Magic Mountain Management, the current title holder of the property. In total, the Nelsons and Sullivan have invested approximately \$4.5 million dollars into the mountain thus far, but the current valuation placed on the mountain at the time of the offering is \$2,000,000 which will constitute 666 shares in the new entity. This is the first round of financing under SEC Regulation D Rule 504 and will raise \$999,000 through sale of 333 shares, and therefore after the first \$999,000 is raised, the new share holders will have 33% equity and Sullivan/Nelson will have 67%. Thereafter, the company will put additional shares up for sale in an effort to raise an additional \$2 million by issuance of an additional 667 shares at \$3,000 per share either under a Regulation A offering or a Regulation D 506 offering or perhaps two additional Regulation D 504 offerings. In total, 1,000 shares will be offered, and when all 1,000 shares are sold the new investors will own 60% of the mountain, the Nelsons will own 26% and Sullivan will own 14%. However from the outset, after the first 300 shares are sold, the new investors will have the right to elect three of the five Board members.

ADDITIONAL INFORMATION

118. (a) Describe the types of information that the Company will provide to security holders in the future. Annual financial statements including Cash Flow, Profit and Loss, Balance sheet, and annual budgets approved by the Board. The Company will also provide quarterly Profit and Loss Statements and will offer shareholder's open access to its books by appointment.

118. (b) Describe the schedule for providing this information. Annual meeting on or about April 15 or upon request.

118. (c) Attach the Company's financial statements to the Disclosure Document. Financial statements are linked, see List of Exhibits.

SIGNATURES:

The Company's Chief Executive Officer, Chief Financial Officer, and its Directors must sign this Disclosure Document. When they sign this Disclosure Document, they represent that they have diligently attempted to confirm the accuracy and completeness of the information in the Document.

When the Chief Financial Officer signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

Chief Executive Officer:

James L. Sullivan
Title: President/General Manager

Chief Financial Officer:

Title: _____

Directors:

LIST OF EXHIBITS

[Business Plan](#)

[Consolidated Financial Statements](#) including:

Balance Sheet

5 year Income/Expense Projections

Cash Flow Projections

Capital Improvement and Non Routine Maintenance Projections

Capital Improvement and Non Routine Maintenance Projections