FIRST HOME CAPITAL INC
a Wyoming Corporation

PRIVATE EQUITY FUND FOR RESIDENTIAL AND COMMERCIAL MORTGAGES

Confidential Private Placement Memorandum ("Memorandum")

Minimum Offering: gross proceeds $5,000,000 (FIRST HOME CAPITAL INC., a Wyoming Corporation, (the "Company.")

The Licensed Management Company

FIRST HOME CAPITAL INC (FHC or the Company) is conducting business in Nevada and California. The company was founded by Alfred "Fred" Grant in June 2011 as a Nevada Corporation and continued doing business as such until November 2016. In November 2016 Mr. Grant re-domiciled FHC to a Wyoming Corporation for tax and regulatory advantages. FHC is fully licensed to do business in California as a mortgage Banker/Broker. FHC is also approved with over 23 Institutional Investors who purchase our closed loans and our brokered loans.

FHC has also been approved for a warehouse line of credit in the amount of $2,000,000 through Citizens State Bank in Waco, Texas. This allows FHC to fund loan production prior to selling in the secondary market which increases profits significantly.

FHC is a retail and wholesale mortgage lending company that originates government backed and conventional mortgage loans to sell to secondary markets. FHC offers loans for a purchase or refinance of 1-4-unit single-family residences under conventional, jumbo, **private money,** commercial and government - backed loan programs. The Company will market to "first time buyers" and "move-up" borrowers and those who qualify for the government-backed loan programs such as FHA, VA, USDA as well as conventional home loans. FHC also offers private money investments secured by real property in CA and NV.

July 18, 2019

The information contained herein (the "Information") has been prepared solely by First Home Capital Inc. for the confidential use of prospective investors considering the purchase of the Company's Units of common stock (the "Units") and is not to be reproduced or distributed by such prospective investors, other than in connection with sharing such Information with such prospective investors' financial advisors and consultants. By accepting this document and reading the Information, the recipient agrees to maintain in confidence such Information, including the existence of the proposed financing, and any other non-public information regarding the Company obtained from the Company during the course of the Offering.

FIRST HOME CAPITAL INC
9545 W. Russell Rd., Ste 3
Las Vegas, Nevada 89148
702.750.7770 O.
310-562-4800 C.
info@firsthomecap.com

FOR ACCREDITED INVESTORS AND A LIMITED NUMBER OF
SUITABLE NON-ACCREDITED INVESTORS ONLY

RECEIPT FOR

FIRST HOME CAPITAL INC

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

COPY NO. ___________

Minimum Offering: $5,000,000

The undersigned hereby acknowledges receipt of a copy of the

FIRST HOME CAPITAL INC

Confidential Private Placement Memorandum and agrees to return it upon deciding not to invest in the Units.

____
Signature of Recipient

____
(Printed Name)

____
(Street Address)

____
(City, State and Zip Code)

FIRST HOME CAPITAL INC

FIRST HOME CAPITAL INC, a Wyoming Corporation (the "Company"), offers a 5.5% ROI for a $5,000,000 investment in our licensed in Nevada and California company FIRST HOME CAPITAL INC. The PUSA fund will utilize the gross proceeds of $5,000,000 for a 3 to 10-year period. The offer on the amount raised is on a "best efforts" basis exclusively by the Company or by a placement agent, as agent for the Company.

The Offering will continue until canceled by the Company at the discretion of the Company for up to three 90 day periods unless fully sold and subscribed earlier. If the last day of the offering period falls on a Saturday, Sunday or state of national holiday, the offering period will expire on the next business day.

Each completed and signed Subscription Agreement must be accompanied by a check payable to "FIRST HOME CAPITAL INC. Escrow Account" in the amount of the aggregate purchase price of the Units and delivered to the Company or a placement agent for deposit in a special escrow account. The Company reserves the right to reject any subscription in its entirety or to allocate to any subscriber a smaller number of Units than he/she/it has subscribed. In the event of rejection, the subscriber's check (or the like amount) and related subscription documents will be returned; and, in the event of a partial rejection, a *pro rata* amount will be returned. Any return of funds to a subscriber will be made without deduction and without interest.

See "Risk Factors" for a description of certain factors that prospective investors should consider prior to purchasing Units.

NON-OF THE UNITS OR STOCK HAVE BEEN, OR WILL BE REGISTERED UNDER THE SECURITIES ACT OF 1933, (THE "SECURITIES ACT") OR ANY STATE SECURITIES LAWS AND, UNLESS SO REGISTERED, MAY NOT BE REOFFERED OR RESOLD EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE UNITS AND THE UNITS UNDERLYING THE UNITS ARE NOT TRANSFERABLE EXCEPT UPON SATISFACTION OF CONDITIONS AS DESCRIBED UNDER "NOTICE TO INVESTORS." NO STATE SECURITIES LAW ADMINISTRATOR OR OTHER JURISDICTIONAL AUTHORITY HAS PASSED UPON OR ENDORSED THE MERITS HEREOF OR THE ACCURACY OR THE ADEQUACY OF THE INFORMATION SET FORTH HEREIN. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

	Price	Commission (1) 5%	Proceeds to the Company (2)
	$ 1.00	$ 250,000	$ 1.00
Total	$5,000,000	$5,000,000	$4,750,000

(2) After deducting expenses payable for this offering payable by the Company estimated at approximately $100,000.

The date of the Memorandum is July 18, 2019

ADDITIONAL INFORMATION

The Company intends to furnish its security holders with annual reports containing audited financial statements by an independent certified public accountant after the end of each year, commencing with the calendar year ending December 31 and will make available such other periodic reports as the Company may deem to be appropriate or as may be required by law.

Prospective investors are urged to request any additional information they may consider necessary to make an informed investment decision. The Company will make available to prospective investors and their advisors any material available to the Company that is not proprietary relating to the Company and its affiliates. Management of the Company will answer all inquiries from prospective investors and their advisors concerning the terms and conditions of this Offering. Statements made in this Memorandum as to the contents of any contract or other document referred to are not necessarily complete. Such statements, however, contain a fair summary of the material portions of any such document. Such documents will be made available to any prospective investor and such investor's advisors upon written request to the Company prior to such investor's purchase of Units. The Company hereby undertakes to furnish without charge to each person to whom this Memorandum is delivered, upon written or oral request of such person, a copy of any or all the documents described above, other than exhibits to such documents. Requests should be addressed to Alfred Grant, President and Chief Executive Officer, 9545 W. Russell Rd., Ste 3, Las Vegas, Nevada 89148; telephone: 702.750.7770;
Fax: 877.836.7770 Email: fg@firsthomecap.com

INVESTOR NOTICES

THE SECURITIES ARE BEING OFFERED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF RULE 506 OF REGULATION D UNDER THE SECURITIES ACT OF 1933, AND APPLICABLE STATE SECURITIES LAWS FOR NON-PUBLIC OFFERINGS. SUCH EXEMPTIONS LIMIT THE NUMBER AND TYPES OF SUBSCRIBERS TO WHICH THE OFFERING IS BEING MADE AND RESTRICT SUBSEQUENT TRANSFER OF THE SECURITIES.

THE SECURITIES SHOULD BE CONSIDERED ONLY BY A PERSON WHO OR ENTITY THAT CAN AFFORD TO SUSTAIN THE LOSS OF HIS/HER/ITS ENTIRE INVESTMENT. SUBSCRIBERS ARE REQUIREDTO REPRESENT THAT THEY ARE ABLE TO SUSTAIN SUCH A LOSS AND ARE FAMILIAR WITH AND UNDERSTAND THE TERMS OF THE OFFERINGÍ.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED.

BY ACCEPTING THE MEMORANDUM, THE OFFEREE AGREES NEITHER TO PERMIT ANY REPRODUCTION OR DISTRIBUTION OF ITS CONTENTS, IN WHOLE OR IN PART, NOR TO DIVULGE ANY OF ITS CONTENTS, EXCEPT TO HIS OR HER PROFESSIONAL ADVISORS IN CONNECTION WITH THIS OFFER. THE OFFEREE FURTHER AGREES TO RETURN THE MEMORANDUM AND ALL OTHER DOCUMENTS DELIVERED IN CONNECTION WITH THIS OFFERING TO THE COMPANY IN THE EVENT OF, AND PROMPTLY AFTER, A DECISION NOT TO SUBSCRIBE TO ITS SECURITIES. THE DELIVERY OF THIS MEMORANDUM TO A POTENTIAL SUBSCRIBER SHALL NOT CREATE THE IMPLICATION THAT THERE HAS NOT BEEN ANY CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF.

WHEN USED IN THE MEMORANDUM, THE WORDS "MAY," "WILL," "EXPECT," "ANTICIPATE," "CONTINUE," "ESTIMATE," "PROJECT," "INTEND" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE 1933 ACT AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, (THE "34 ACT") REGARDING EVENTS, CONDITIONS AND FINANCIAL TRENDS THAT MAY AFFECT THE COMPANY'S FUTURE PLANS OF OPERATIONS, BUSINESS STRATEGY, OPERATING RESULTS, FINANCIAL POSITION AND DIVIDENDS. OFFEREES ARE CAUTIONED THAT FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND DIVIDENDS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES AND THAT ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE INCLUDED WITHIN THE FORWARD-LOOKING STATEMENTS.

IN MAKING AN INVESTMENT DECISION 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 BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULARITY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

SUMMARY OF THE OFFERING

The following is a summary of certain information relating to the offering made hereby. It is intended for convenient reference only, is not complete and is qualified in its entirety by reference to the detailed information available to prospective investors upon request to the Company.

The Company

FIRST HOME CAPITAL INC (the “Company”) and First Home Capital Inc as Fund Manager intends to engage in the business of originating, purchasing, selling and servicing conforming and non-conforming residential and commercial real estate loans.

Use of Proceeds

The Company intends to use the net proceeds from the investment of the Minimum number estimated to be gross proceeds of $5,000,000 less estimated commissions if selling agents are employed). Proceeds of the Offering are intended to be used for further development of the Company's mortgage business including but not limited to Internet marketing, development of origination platforms and channels as well as mortgage products, services, geographical markets, working capital and general corporate expenses. Expenses incurred in connection with the offering payable by the Company are estimated to be approximately $250,000. The Company intends to use the major amount of proceeds to fund PRIVATE MONEY LOANS TO SMALL TO MEDIUM COMMERCIAL LOANS.

FHC CAPITAL SOURCE OF FUNDS	Platinum USA Equity Mgmt $5,000,000
Categories	
OFFER EXPENSES	**$250,000**
Website Development	**$10,000**
Lead Generation, Advertising, Marketing	**$50,000**
Computer Software Updates / annual cost	**$10,000**
Computer Hardware	**$10,000**
Office expansion furniture	**$5,000**
Warehouse Lender Reserve	**$100,000**
G & A	**$190,000**
Working Capital	**$150,000**
Commission reserve (broker payment)	**$225,000**
Funds available for private hard money loans	**$4,000,000**
TOTAL FUND USES	**$5,000,000**

- **Warehouse Bank**. These funds will be held in an interest paying account to secure a $10,000,000, warehouse line of credit for conventional loan funding loan production.
- The amounts expended for each purpose may vary significantly from the specific allocation set forth above, depending on numerous factors, including changes in the economic climate for proposed business operations, the number of funds raised and the success of our marketing plan.
- Any reallocation of the net proceeds of the Offering will be made at the discretion of the Board of Directors.
- Working capital requirements are a function of future sales growth and expansion, neither of which can be predicted with any reasonable degree of certainty. As a result, the Company may be unable to forecast the period for which proceeds of this Offering will meet such requirements.

Plan of Distribution

The Company is seeking an investor(s) through its management and/or placement agents. The Company is offering this investment on a "best efforts" basis as to $5,000,000. No placement agent is committed to purchase or sell any of the securities. However, if a placement agent is acquired a compensation for such services, the Company will pay placement agents five percent (5%) of the successful and completed investment.

The Offering

The Units are Minimum of $5,000,000

Common Stock Issued and Outstanding

		Minimum Offering
1.	**Before Offering**	**30,000,000**

The Escrow	An unaffiliated escrow agent or an attorney's trust account ("Escrow Agent") will receive the invested funds, the Escrow Agent will deliver all proceeds without deduction to company.
Termination Date	The Offering will terminate upon the acceptance of subscriptions to the Minimum Offering ("Closing Date") or 180 days from the date of the Memorandum.

BUSINESS OF MANAGEMENT FIRM "THE FIRST HOME CAPITAL INC." (FHC)

FHC, based in Las Vegas, Nevada, is a wholesale/retail mortgage lending company that originates government backed and conventional home mortgage loans to sell to secondary markets. FHC has a strong commitment of integrity toward its broker base, borrowers, employees and other business relationships.

Alfred Grant, President and CEO, has been engaged for more than 39 (thirty - nine) years in the Real Estate Investment and Mortgage Banking Industry of originating, purchasing, selling, servicing and Managing a mortgage banking operation dealing with conforming and non-conforming residential and commercial real estate loans, most recently as President and CEO of FHC a Wyoming Corporation and its predecessor FHC, a Nevada Corporation totaling 9.5 years.

Technology

The Company has licensed Lending-QB and Calyx Point as our Loan Origination Software (LOS) Internet mortgage loan marketing and origination platform for residential mortgage banking organizations. The LOS has developed a 100% secure cloud web browser-based, end-to-end loan origination platform that enables mortgage lenders to leverage the benefits of cloud computing to handle their business process: loan origination, loan processing, underwriting, secondary marketing, closing, post-closing. LOS features an automated underwriting and loan pricing engine, also known as "LoanSifter", that enhances a mortgage lender's ability to generate accurate loan quotes and improve pull-through rates. LOS also includes electronic documents, credit reports, closing documents and title services within a single unified platform.

FHC's web presence is a primary method for prospective borrowers to locate detailed information about the company including the experience of the staff, the products and services, and the mortgage loan process. The

Company also has customized follow-up and status reports with its interest rate watch function, e-mail status updates and a live personal loan consultant available with extended operating hours.

The Company utilizes a variety of capital resources to facilitate funding its loans. In addition to traditional “warehouse” lines of credit, the Company accesses other more permanent facilities as it continues to work with capital market representatives to issue mortgage backed securities commonly referred to as “securitizations.” The Company is aggressively pursuing implementation of a PRIVATE MONEY lending status which will emphasize and focus on the small to mid-size commercial properties; i.e. office building, retail shopping centers, construction, etc. Our management's longstanding experience in the mortgage industry including its expertise in offering government backed loans, which is a highly desirable option for prospective borrowers in the current economy.

What makes FHC stand out?

We are able to choose areas we wish to target and determine how we will use the filtered data. There are many filters to choose from, including but not limited to, “interest rate, people recently online inquiring about a mortgage or had their credit report pulled by a mortgage company, Fico Score, loan to value ratio of their property, loan type (FHA, VA, JUMBO), Etc.”.

How it works:

The strategic client will upload the filtered data into our, “Cloud Based Strategic Client Generator” which we have access. We maintain full compliance with the Federal Communications Commission (FCC) rules under the TCPA National Do Not Call Registry. More information can be found at: http://transition.fcc.gov/cgb/policy/TCPA-Rules.pdf.

Product Lines

Sources of Income:

FHA insurance (The Federal Housing Administration, generally known as "FHA", provides mortgage insurance on loans made by FHA-approved lenders throughout the United States and its territories. FHA insures mortgages on single family and multifamily homes including manufactured homes and hospitals. It is the largest insurer of mortgages in the world, insuring over 34 million properties since its inception in 1934.)

VA guarantee (VA helps service members, veterans, and surviving spouses become homeowners. It provides a home loan guaranty benefit and other housing-related programs to help in the building, repair, retaining, or adapting a home for personal occupancy.) VA home loans are provided by private lenders, such as banks and mortgage companies. VA guarantees a portion of the loan, enabling the lender to provide more favorable terms.

Conventional (Fannie Mae or Freddie Mac), jumbo and sub-prime loans generated through wholesale and retail channels. The mortgage industry must deal with some of the cyclical issues of the housing industry. However, it also benefits from refinances that occur when interest rates cycle downward. The Company, through its management, is an authorized and experienced originator of each of these products and channels.

PRIVATE FUND: Provide short term loans to Commercial properties for higher interest rates at very low risks see below for examples:

There are three primary sources of income for mortgage companies: originations, servicing, and secondary marketing. Origination refers to the process of assisting a borrower with the initial application, verifying all the information, closing and funding the loan. Servicing refers to the collection of mortgage payments, accounting for them, and forwarding funds to parties participating in the ownership of the loans. Secondary marketing is the sale of a loan after it is originated. Mortgage loans are usually funded at closing using a short- term credit line and then either securitized or sold to other lenders. The right to service the loan (collect the payments) is not necessarily sold with the loan.

***Products and Services**:* FHC offers all types of conventional, jumbo and government backed loan programs such as FHA, VA, FNMA, FHLMC and USDA Rural Housing. In addition, NONQM product we also provide the NO INCOME NO ASSET PROGRAMS AND THE Bank Statement only Programs. Along the lines on non tradition lending we have continued strong investor relationships with private money investors from previous years of working on portfolios with them gives FHC immediate strength in moving forward with a stable business while positioning for growth as the economy improves.

Warehouse lines of credit: (A warehouse line of credit is a credit line used by mortgage bankers. It is a short-term revolving credit facility extended by a financial institution to a mortgage loan originator for the funding of mortgage loans.): FHC, as a direct lender, must fund its own loans through a warehouse facility. Funding will require deposited funds to be leveraged at typically 10 or 25 to 1 ratio. Therefore, if the Company needs a line of credit it needs to keep funds on deposit in a reserve account at specific warehouse banks.

Advertising and Promotion Campaigns

The Company will promote its services through the loan originators who generate cold call sales leads, through community sponsored events and by a referral base generated from previous clients.

FHC will also use the Company's website to promote the its products and services. FHC will also continue to engage the auto-predictive dialer campaign which to date has been working to bring potential brokers, banks and credit unions.

Economic Factors

The Company recognizes the current economic uncertainty that most effects the loan origination pipeline is fluctuating consumer spending and saving, housing starts, unemployment and interest rates. The expectation is that the conservative growth projections of the Company are attainable even with these factors.

The Company also recognizes that compliance with changing regulatory environments will have an adverse effect on operational costs. The Company will utilize all the resources of its technology and business partners as well.

Business Plan

FHC, based in Las Vegas, Nevada, is a wholesale / retail mortgage lending company that originates government backed and conventional home mortgage loans to sell to secondary markets. FHC has a strong commitment to compassion and integrity toward its broker base, borrowers, employees and other business relationships.

The Company intends to become a direct lender and to establish warehouse lines of credit.

- Execution of Warehouse Lines of Credit: FHC as a direct lender must fund its own loans through a warehouse facility. This will require deposited funds to be leveraged at typically 20 or 25 to 1 ratio.

Phase I

- Foster an environment of professionalism, integrity and compassion with lenders, borrowers, financiers and others anyone both professional and private.
- Apply for Direct Endorsed Lender status with FHA in Washington D.C.
- Generate consistent revenue growth beginning 2019
- Continue sound underwriting practices, quality control and compliance.

Phase II:

- Grow net worth through retained earnings
- Maintain revenue stream through internal growth and acquisition of smaller companies by developing internal and external branch offices
- Maximize profit and minimize expenses through technology and grow our portfolio loan program.
- Maintain sufficient loan reserves for early payment defaults and repurchases.
- Consider developing a conduit to service a correspondent division.

Liberal Loan Programs are now available:

FHA, VA, USDA, Reverse; Conventional and JUMBO home loans as well as non-qualified mortgages (which have standards slightly less rigorous as to length of employment, tax returns and other economic indicators and can be monetized.

- as well as Non-QM (qualified mortgage - high employment standards - difficult to reach) however now we are seeing no tax returns or tax transcript required soon. Bank Statements both personal and business can be used for qualifying. Monetize products no tax returns for self-employees Loans;
- loans which do not fall under the NON- qualified guidelines but can be monetized, as

FHC can take advantage of direct pricing at the Gennie Mae window less 0.75% which will increase FHC's profits and eliminates self-funding of warehouse lines.

- The Products and Services The experienced leadership and staff of FHC offers all types of conventional, jumbo and government backed loan programs such as FHA, VA, FNMA, FHLMC and USDA (Rural Housing). In addition, continued strong investor relationships with private money investors from previous years of working on portfolios gives FHC immediate strength in moving forward with a stable business while positioning for growth as the economy improves.
- Marketing Positioning & Image FHC provides all the traditional mortgage lending options that banks and credit unions offer. However, an emphasis is placed on the government back loan program as an alternative for prospective borrowers who fit in that type of mortgage solution.

FHC will emphasize its longstanding experience in the mortgage industry including its expertise in offering government backed loans, which is a highly desirable option for prospective borrowers in the current economy.

Target Market

Our unique history and current relationships with private money investors allow for a menu of loan product that our competitors just do not have. The Company is staffed with employees who have many years of experience serving this type of borrower and this type of investors.

FHC will offer all types of conventional, jumbo and government backed loan programs as well as **non-owner hard money loans**. Given the current economic conditions, the prospective borrowers that meet this criterion are adequate for meeting company projections for loan closings. The uncertain economic climate along with more stringent lending practices may impact FHC's ability to grow at the projected rates. However, FHC has intentionally projected growth conservatively while keeping the goal of profitability most important. FHC believes that the forecasted low interest rates combined with an emphasis on government backed loans make this growth rate achievable.

Advertising and Promotion Campaigns

The company will promote through the loan originators who generate cold call sales leads, through community sponsored events and by a referral base generated from previous clients. FHC will also use our website to promote the company and its products and services. FHC will also continue to engage the auto-predictive dialer campaign which to date has been working to bring potential brokers, banks and credit unions.

Economic Factors

The Company recognizes the current economic uncertainty that most effects the loan origination pipeline is consumer spending and saving, housing starts, unemployment and interest rates. All of the economic factors fluctuate monthly either up or down. The expectation is that the conservative growth projections of the company are attainable even with these aforementioned factors.

Technological Factors

Consumers continue to influence technology trends in online methods of providing and sharing information. FHC has explored the new smart mortgage application trends to find a solution that will fit with the company systems, state and federal compliance and consumer demand. It has settled on one proprietary software that is a seamless and state of the moment technology.

Distribution Channels

FHC will use multiple channels of distribution to strengthen and expand its competitive position in both internet and traditional mortgage banking. FHC's distribution strategies consist of business-to-business partnerships. FHC's business partnerships make the FHC residential mortgage loan solution available to CPA's, business managers, financial planners, tax consultants, credit unions, and others with a desire to offer their clients a more complete financial services package by introducing mortgages that solve the ultimate consumer's problems.

Online Mortgage Tools

Consumers may enter data into the application which is directly sent to FHC's underwriters. The borrower's file is then sent electronically directly to one or more FHC employees within seconds.

This procedure would actually allow a borrower or a sales agent to originate the file directly on FHC's website and eliminate the need for his/her own LOS system. This insures the loan will be sold to FHC since it will have first look at the FHC's objective is to become the preferred Lender for the consumers when it comes to FHA and Conventional Loans.

Key elements of the strategy include:

- Establishing and enhancing consumer awareness of the FHC brand.
- Constant promotion of FHC's online presence through its website.
- Making the loan application process simplified for the consumer.
- Expanding FHC's ability to serve business partners with its specialized programs.
- Increasing FHC's core business through additional products.
- Addressing underserved markets.
- Pursuing additional channels of distribution and sources of revenue.
- Eventually expand the geographic reach of FHC's business.
- Comprehensive selection from an interactive suite of mortgage products and services.
- Easy-to-use services with value-added features.
- Significant customer savings.
- Personalized products and services tailored to individual's needs.
- Faster pre-approvals and/or approvals.
- State of the minute response time and unlimited capacity through outsourcing back office.
- Ongoing monitoring of loan status.
- Completed the negotiation of the terms and pricing for the website's core technology and have launched its website: http://www.firsthomecap.com.
- Submitted application with and approvals to sell loans to institutional investors are now in place with 14 strategic institutional investors /lenders that have extremely good products and pricing.
- Warehouse facilities have been identified and have been applied for.
- Funding Requirements/Use of Funds FHC is currently seeking $5,000,000 to provide funding for the next 36 months of Hard Money Transactions. The goal is to be profitable within eight months; however additional capital may be sought to more aggressively expand our business into other areas of California and surrounding states.

Future goals and expectations are:

- Execution of Warehouse Lines of Credit: FHC as a direct lender must fund our own loans through a warehouse facility. This will require deposited funds to be leveraged at typically 20 or 25 to 1 ratio. Therefore, if we wish to have a line of credit we need to keep funds on deposit in a reserve account at specific warehouse banks.
- Staffing: In order to reach financial goals, the Company will have to hire core and support staff.

DIVIDEND POLICY

The Company has never paid dividends on its common stock and it does not anticipate that it will pay in the foreseeable future. The payment of dividends by the Company on the common stock will depend on its earnings and financial condition, and such other factors as the Board may consider relevant.

This investment is strictly a debt instrument with a coupon of approximately 5.50% for 3 to 10 years. This note which could be negotiated into a convertible note if Investor prefers.

ACCOUNTING, TAX, INSURANCE, AND LEGAL ISSUES

The Company intends to furnish its stockholders with annual reports containing financial statements audited by the Company's independent certified public accountant, who will be engaged during or immediately following this offering, and such other reports as the Company deems appropriate or as may be required by law. All accounting policies and audits will be conducted in accordance with the generally accepted accounting principles ("GAAP") of the United States.

Tax Issues

Under the current U.S. tax codes, the Company's corporate tax rate will be about thirty-six percent (36%) less certain deductions.

Insurance

The Company does not currently have nor, does it contemplate purchasing any liability or other insurance in the near-term future.

Employee Benefit Plan and Medical and Health Insurance

Upon commencement of revenue-producing operations, or shortly thereafter, the Company expects to implement an Employee Benefit Plan and medical and health insurance for each officer that is competitive with industry standards.

Key Man Insurance

The Company does not hold "Key Man" life insurance on any of its officers and directors. However, the Company is currently considering key man life insurance on each of its officers upon the closing of the Private Placement described herein or shortly thereafter.

Legal Matters

There is no current or pending litigation involving the Company.

AVAILABLE INFORMATION

The Company will make available to each prospective investor and his/her representative, prior to his/her investing in the securities, the opportunity to ask questions of and receive answers from the Officers and Directors of the Company concerning the terms and conditions of the Offering, the Company or any other relevant matters, and to obtain any additional information, to the extent that the Company possesses such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth in the Memorandum.

Executive Summary of the Offering

The Market has never been hotter for private equity. With tight conventional guidelines and interest rates on the rise there is a huge need for private equity. With this offering, we have the ability to cherry pick the best deals and capitalize off the high-rate environment, and the faster we help clients improve their situation and refinance out of our loans the faster we can turn our money and increase profitability with additional points and fees being charged. The requested amount for this fund is a quarter of the current production of FHC, which is achieved with very low overhead and word of mouth referrals.

The Business Strategy and Return

FHC will lend to the following basic parameters. More detailed underwriting guidelines are available.

All loans are asset-based loans. Therefore, appraisals will be used to verify the value of all assets both value and condition. Secondarily, the credit profile will be considered in the pricing of each loan.

Luxury SFR's & Multi–Family Residential 5- 500 units 90% occupied properties.

- Up-to 70% LTV
- 18 month -3 years terms
- ROI from 10-14%
-

Small / Medium Balanced commercial properties.

- Up-to 70% LTV
- 6 month - 3 years terms
- ROI from 10-14%

ROI to the fund – EVEN THOUGH THE REQUEST IS FOR A MINIMUM OF $5,000,000 ARE PROJECTION ARE BASED ON A $20,000,000 PRIVATE FUND.

The fund must exceed 8.5% ROI base cost of capital funds raised, taking into consideration non-utilized funds. It will earn 10 to 14% return plus 3% points to fund and a $5,950 funding fee for every project. FHC will charge a 3-5% servicing fee for the fund. A licensed inspector regarding progress made for disbursement of proceeds will be used for each project in the state the project is located.

Fund Returns over 1.5 year period.

Assumptions:
The average Project amount is $2.5mm. Average completion or return is 18 months Average rate **received 12%.**

ON ONE TRANSACTION:	18Mth Laon Amt:	$2,500,000.
	18 Interest paid:	$450,000.
	Points:	100,000.
	Gross Income:	$550,000.

Funds gross receipt: $ 20,000,000 (wish list amount!!)

Year 1.5

Dollars to invest: $20,000,000:	$	3,600,000.
Points earned:	$	800,000.
Gross Annual Income:	$	4,400,000.

Management

FRED GRANT – PRESIDENT/CEO/FOUNDER AND BROKER OF RECORD

Fred as the CEO /Founder and oversees the Company's financial needs, activities and maintains direct contact and continuous communications with the Company's institutional investors and Broker Base along with our individual borrowers and Private Fund Investors.

Fred is recognized as a Senior Executive Professional specializing in financial operations and sales management implementing strategic controlled growth plans for several entities in the industries. In addition, Fred will evaluate and initiate structural changes along the way to qualify the company for capital growth, as well as utilizing established banking industry contacts to attract institutional investors able to contribute to FHC's expansion into additional markets. Mr. Grant is a recognized mortgage banking and real estate industry professional with over 39 years' experience in the financial industry, having successfully led financial operations through a variety of economic conditions. Prior to being the founder of his own mortgage banking company, FHC Fred held top level executive management positions with Nomura Securities and Capital a wall street firm; Gateway Bank F.S.B., Option One Mortgage and other companies overseeing bulk acquisitions and correspondent lending, as well as President/CEO of a public held company (BASM) specializing in mergers and acquisitions in the banking and real estate development industries. Fred is a Licensed Real Estate Broker and General Contractor in California. Fred also was the Founder of the Financial Services Institute of Mortgage Lending, one of the first mortgage banker/broker schools licensed in California. As a published author and radio talk show host "Mortgage talk with Fred Grant, Fred also is a licensed FHA, Direct Endorsed Underwriter. He earned his B.S. in Economics and Finance and a Graduate Degree in Business Management.

ANGELINA M. WHITTINGTON – CHIEF LEGAL OFFICER

Angelina M. Whittington, Esq., has extensive experience in representing both private and public corporations as general counsel. She has served for decades as outside general litigation counsel for several large publicly traded and privately held corporations.
She has a unique background in the real estate industry, representing private hedge funds and high net worth individuals in their successful efforts to take advantage of the downturn in the real estate market and to grow their holdings exponentially over the last ten (10) years. She is an aggressive and experienced trial lawyer and negotiator. She is results oriented and as a testament to her success, she has maintained most of her clients over twenty (20) years.

Attorney Whittington graduated from University of Florida College of Law in 1994, summa cum laude, was Order of the Coif, and has served in various officer positions, nationally, for the American Bar Association and locally for the Federal Bar Association. She volunteers her time for children in need, working closely with a variety of children focused charities.

Thomas C. Cook, Esq. – Director Thomas has an extensive background in operating and keeping public companies current in their accurate quarterly and year-end report.

Risk Factors

Investing in the Shares is speculative and involves financial risk and dilution and is only suitable for investors of substantial means who have no need for liquidity in their investments. Investors may lose their entire investments. The factors discussed below and elsewhere in this Memorandum could adversely affect the value of the Shares.

In addition, the factors discussed below and elsewhere in the Memorandum may constitute forward-looking statements and, as such, may involve known or unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Any forward-looking statements contained in this Memorandum should not be relied upon as predictions of future events. Such forward-looking statements can be identified by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "could," "seeks" or "anticipates," or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. Such statements are necessarily dependent on assumptions, data or methods that may be incorrect or imprecise and they may be incapable of being realized.

Competition

Competition can be intense in the mortgage industry and is complicated by cyclical changes in the housing market and government monetary policy. Because of the nature of the Company's business, its profitability will depend to a large degree upon the future availability of secured loans. The Company will compete with lenders and others engaged in the mortgage lending business. Many of whom have greater financial resources and experience than the Company.

Operating History

Management has decades of experience in the residential and commercial mortgage industry; and the Company has been operating since June 2011 on potential investors can base an evaluation of its business and prospects. The Company is subject to all the risks inherent in a small company seeking to expand in the market and distribute new services, particularly in evolving markets such as the Internet. The likelihood of the Company's success must be considered, in light of the challenges, expenses, difficulties, complications and delays frequently encountered in connection with the development, introduction, marketing and distribution of new products and services in a competitive environment.

Such risks include, but are not limited to, dependence on the success and acceptance of the Company's services, the ability to attract and retain a suitable client base, and the management of growth. To address these risks, the Company must, among other things, generate increased demand, attract a sufficient clientele base, respond to competitive developments, successfully introduce new financial services, attract, retain and motivate qualified personnel and upgrade and enhance its technologies to accommodate expanded financial service offerings. In view of the rapidly evolving nature of the Company's business and its limited operating history, the Company believes that period-to-period comparisons of its operating results are not necessarily meaningful and should not be relied upon as indications of future performance.

Need for Additional Capital

The Company has limited revenue-producing operations and will require the proceeds from the Offering to execute its full business plan. The Company believes the proceeds from the Offering will be sufficient to develop its initial plans. However, the Company can give no assurance that all, or even a significant portion of these Units will be sold or that if 1,500,000 Units (i.e. gross proceeds of $1,500,000) are sold in the Offering, that the moneys raised will be sufficient to execute the entire business plan of the Company. Further, no assurance can be given that if additional capital is needed as to how much capital will be required or how it would be obtained, or if obtainable, that the terms will be satisfactory to the Company, or that such financing would not result in a substantial dilution of shareholders' interest.

Growth Strategy Implementation; Ability to Manage Growth

The Company anticipates that significant expansion will be required to address potential growth in its customer base and market opportunities. Any expansion is expected to place a significant strain on the Company's management, operational and financial resources. To manage any material growth of its operations and personnel, the Company may be required to improve existing operational and financial systems, procedures and controls and to expand, train and manage its employee base. There can be no assurance that the Company's planned personnel, systems, procedures and controls will be adequate to support the Company's future operations, that management will be able to hire, train, retain, motivate and manage required personnel or that the Company's management will be able to successfully identify, manage and exploit existing and potential market opportunities. If the Company is unable to manage growth effectively, its business, prospects, financial condition and results of operations may be materially adversely affected.

Dependence upon Management and Key Personnel

The Company's success depends significantly on its ability to attract and retain highly qualified personnel, to assist the Company in the conduct and management of its business. There can be no assurance that the Company will be able to find suitable employees or if found, that these employees can be retained on terms favorable to the Company.

Possible Nonpublic Sales of Securities

Because of the capital-intensive nature of the mortgage finance business, the Company intends to offer and sell its securities transactions which are exempt from registration under the Securities Act, to accredited and sophisticated non-accredited investors. Other offers and sales of common stock or preferred stock may be at prices per share that are higher or lower than the price per share in this offering or higher or lower than the conversion rate of the shares in the Offering. The Company reserves the right to set prices at its discretion, which prices need not relate to any ascertainable criterion of value.

Arbitrary Offering Price

The offering price of the securities offered has been arbitrarily determined by the Company and bears no relationship to any objective criterion of value whether assets, book value, historical earnings or net worth of the Company. In determining the offering price, the Company considered such factors as the prospects, if any, for similar companies, the previous experience of management, the Company's anticipated results of operations, and the present financial resources of the Company and the likelihood of acceptance of the Offering.

Dividend Policy

To date, the Company has not declared or paid any cash dividends on its stock and does not anticipate paying cash dividends in the foreseeable future. The payment of cash dividends, if any, in the future, will be at the sole discretion of the Board of Directors.

Control by Existing Management

Under the terms of the Company's Articles of incorporation each shareholder is entitled to vote on any matters presented to stockholders of the Company. Given the maximum number of shares offered hereunder which may be sold, the present officers and directors of the Company will own a majority of the issued and outstanding common shares. As a result, purchasers of the Units will have only a limited voice in the Company's management, which is likely to be controlled by the present officers and directors of the Company. As a result, the current management will retain voting control of the Company.

Although a majority portion of the net proceeds of this Private Placement are for specific uses, the balance will be available for working capital and general corporate purposes. Therefore, the application of the net proceeds of the Offering is substantially within the discretion of the management. Investors will be relying on the Company's management and business judgment based solely on limited information. No assurance can be given that the application of the net proceeds of this private placement will result in the Company achieving its financial and strategic objectives.

Compliance with Federal and State Securities Laws

The Offering has not been registered under the Securities Act in reliance upon an exemption provided therein. Further, the securities will be sold pursuant to exemptions from registration in the various states in which they are being offered. There can be no assurance that the Offering presently qualifies or will continue to qualify under such exemptions due to, among other things, the adequacy or accuracy of disclosure concerning the Company and its business made in connection with the applicable securities laws or regulations. However, the Company does not believe the Offering presently is or will be in violation of any such laws or regulations. If and to the extent suits for rescission are brought and successfully concluded for failure to register the securities, assets of the Company could be adversely affected, thus jeopardizing the ability of the Company to operate successfully. Further, the expenditure of the Company's capital in defending an action by investors or by federal or state authorities, even where the Company is ultimately successful, could have a material adverse effect on the Company's business, financial condition and results of operations.

Loan Defaults and Foreclosures

The Company is in the business of lending money secured in whole or in part by real estate and therefore bears the risks of defaults by borrowers. Fluctuations in interest rates and the unavailability of mortgage funds could adversely affect the ability of borrowers to pay or refinance their loans at maturity. The Company will rely primarily on the real property securing the loans to protect its investment. It will to a lesser extent rely upon the creditworthiness of particular borrowers. There are a number of factors which could adversely affect the value of such real property security, including, among other things, the following:

(a) The Company will rely on appraisals to determine the fair market value of real property used to secure loans originated by the Company. No assurance can be given that any appraisals will, in any or all cases, be accurate. Moreover, since an appraisal is based upon the value of real property at a given time, subsequent events could adversely affect the value of real property used to secure a loan. Such subsequent events may include general or local economic conditions, neighborhood values, interest rates, new construction and other factors.

(b) If a borrower defaults, the Company may have no feasible alternative to repossessing the property at a foreclosure sale. If the Company cannot quickly sell a property, and the property does not produce significant income, the cost of owning and maintaining the property will directly affect the Company's profitability.

(c) Subsequent changes in applicable laws and regulations may have the effect of severely limiting the permitted uses of the property, thereby drastically reducing its value.

(d) Due to certain provisions of California law applicable to real property secured loans, generally if the real property security proves insufficient to repay amounts owing to the Company, it is unlikely that the Company would have any right to recover any deficiency from the borrower.

(e) Some of the Company's loans may be secured by junior deeds of trust, which are subject to greater risk than first deeds of trust. In the event of foreclosure, the debt secured by the senior deed of trust must be satisfied before any proceeds from the sale of the property can be applied toward the debt owed to the Company that are in junior positions. Furthermore, to protect its junior security interest, the Company may be required to make substantial cash outlays for such items as loan payments to senior lienholder to prevent foreclosure; property taxes; insurance and repairs.

The Company may not have adequate cash reserves on hand at all times to protect its security for a particular loan, in which event the Company could suffer a loss of its investment in that loan. The recovery of sums advanced by the Company in making loans and protecting its security may also be delayed or impaired by the operation of the federal bankruptcy laws or by irregularities in the manner in which the loan was originated. Any borrower has the ability to delay a foreclosure sale for a period ranging from several months to several years simply by filing a petition in bankruptcy which automatically stays any actions to enforce the terms of the loan. It can be assumed that such delays and the costs associated therewith will reduce the Company's profitability. Since the Company will be relying on its real property security to protect its investment to a greater extent than the creditworthiness of its borrowers, the Company is likely to experience a borrower default rate higher than would be experienced if its loan portfolio was more heavily focused on borrower creditworthiness. Because of the Company's underwriting criteria, the Company may make loans to borrowers who would not qualify for secured loans from lenders such as banks and savings and loan associations.

Fluctuations in Interest Rates

Recent years have demonstrated that mortgage interest rates are subject to abrupt and substantial fluctuations. If prevailing interest rates rise above the average interest rate being earned by the Company's loan portfolio, the Company may be unable to liquidate its investment in order to take advantage of higher returns available from other investments. If prevailing interest rates fall significantly below the average interest rate being earned by the Company's loan portfolio, borrowers may elect to refinance their loans and prepay their loan from the Company, reducing the overall yield of the Company's loan portfolio.

Uninsured Losses

The Company will require title, fire and casualty insurance on the properties securing the Company's loans. The Company may, but is not required to, arrange for earthquake and/or flood insurance. However, there are certain types of losses (generally of a catastrophic nature) which are either uninsurable or not economically insurable, such as losses due to war, tornadoes. winds, floods or mudslide. Should any such disaster occur, the Company could suffer a loss of principal and interest on the loan secured by the uninsured property.

Sale of Real Estate to Affiliates

In the event the Company becomes the owner of any real property by reason of foreclosure on a Company loan, the Company's first priority will be to arrange the sale of the property for a price that will permit the Company to recover the full amount of its invested capital plus accrued but unpaid interest and other charges, or so much thereof as can reasonably be obtained in light of current market conditions. In order to facilitate such a sale, the Company may, but is not required to, arrange a sale to persons or entities controlled by it. The Company will be subject to conflicts of interest in arranging such sales since it will represent both parties to the transaction. For example, the Company and the potential buyer will have conflicting interests in determining the purchase price and other terms and conditions of sale. The Company's decision will not be subject to review by any outside parties. The Company may sell a foreclosed property to an affiliated entity at a price which is fair and reasonable for all parties, but no assurance can be given that the Company could not obtain a better price from an independent third party.

Risks Associated with Government Regulation

The mortgage industry is heavily regulated. Not only must companies deal with several Federal Laws, but nearly every state has laws that affect the business, including about 40 states that license mortgage companies.

There is currently a lot of publicity over "predatory lending." Ostensibly, predatory lending occurs when a lender takes unfair advantage of a borrower. In reality, it is an activist's term for "high cost mortgages," or loans priced to reflect high risk. Currently, a federal law called "Home Owner's Equity Protection Act," places disclosure obligations on lenders that make these types of loans. Approximately ten states have bills pending or recently passed laws that further restrict the federal law and at least eleven more states are considering such regulations. In an effort to standardize a regulation on lenders, there are also three bills in Congress, each of which supersede any state laws. House Bill 4213 was drafted by the mortgage industry and would not have a negative impact on FNSC's business, if passed in its current form. Other bills could affect the way the industry and FNSC conducts business. FNSC originates or purchases very few "high cost mortgages." However, a particularly severe law could redefine a common sub-prime loan as a "predatory loan."

Mortgage companies are required to make several disclosures about loans at application, closing, and loan transfer. Failure to comply could result in loss of license, cancellation of loan instruments including the note or security instrument, indemnification of subsequent holders of the loan or government agencies including HUD, rescission of the loan or civil, administrative or criminal penalties or actions.

There is currently no additional regulation on mortgage business conducted through the Internet. Almost all of the signatures required in a mortgage transaction are simply to provide evidence that the consumer received the document. Otherwise a signature is not required at all. This provides both opportunity and risk. FNSC currently sends loan disclosures through traditional land delivery systems. As the industry embraces new systems to verify delivery of electronic disclosures, new laws will be needed to accommodate the new delivery system. This could result in additional requirements or risks.

Individual state licensing requirements vary, but any shareholder owning more than 10% of FNSC may be required to disclose personal information in support of license applications. Non-compliance could result in loss of or non-licensure in such state.

Ability to Manage Growth

The Company intends to pursue a strategy of rapid growth by significantly expanding marketing efforts and devoting substantial resources to operations and support areas. There can be no assurance that the Company will attract qualified personnel or will successfully manage such expanded operations. The failure to properly manage growth could have a material adverse effect on the Company.

Best Efforts/No Firm Commitment

The Units offered by the Company are on a "best efforts" for $1,800,000 of Units. There is no firm commitment from any placement agent to purchase all or any of the Units offered. No assurance can be given that all or any of the Units will be sold. During the offering period, which could last up to 120 days, subscribers will receive no interest on their funds nor have any use or right to return of the funds.

Broad Discretion in Use of Proceeds

Management of the Company will have broad and absolute discretion in the use of proceeds from the offering and have not made any specific allocation of funds to specific categories of expenditures.

Restrictions on Transfer of Securities; No Assurance of Public Market for Securities

The Units, Common Stock, Purchaser Representative Warrants or Common Stock issuable upon exercise of the Warrants have not been registered under the Securities Act, and such securities may only be sold in the future pursuant to Rule 144 promulgated under the Securities Act ("Rule 144"), unless subsequently registered under the Securities Act or unless otherwise exempt from any such registration. The Company is not obligated to file a registration statement covering the Units, Common Stock, Warrants or Common Stock issuable upon exercise of the Warrants and does not intend to file a registration statement covering the Units, Common Stock, Warrants or Common Stock issuable upon exercise of the Warrants. There is presently no public market for the Company's securities and there is no assurance that a public market for such securities will develop, or, if one develops, that it will be sustained.

The Units will be sold only to purchasers are "accredited investors" as that term is defined in Rule 501(a) of Regulation D and a limited number of non-accredited investors who are sophisticated and experienced in high risk investments similar to an investment in the Units. The purchase of the Units will be for investment only and not with a view toward the resale or distribution thereof. Therefore, it is anticipated that no market will exist for resale of the Units and none is likely to develop. The future sale or transfer of Units, Common Stock, Warrants or Common Stock issuable upon exercise of the Warrants may require an opinion of legal counsel satisfactory to the Company that such transfer may be made without the necessity of a registration statement being filed under the applicable federal or state securities laws. Therefore, holders of the Units may not be able to sell their Units, Common Stock, Warrants or Common Stock issuable upon exercise of the Warrants should a need for funds arise.

From time to time after this Offering, and if and when the market becomes available for the Common

Stock, there may be significant volatility in the market price for the Common Stock. Quarterly operating results of the Company, changes in general conditions in the economy, the Internet, the mortgage industry or other developments affecting the Company or its competitors, could cause the market price of the Common Stock to fluctuate substantially. The equity markets have, on occasion, experienced significant price and volume fluctuations that have affected the market prices for many companies' securities and that have often been unrelated to the operating performance of these companies. Concern about the potential effects of mortgage, legislation, regulation and litigation or e-commerce industry performance has contributed to the volatility of stock prices of companies in these fields and related industries and may similarly affect the price of the Common Stock following this offering. Any such fluctuations that occur following completion of the Offering may adversely affect the market price of the Common Stock.

Future Financing Requirements

The Company is dependent upon the proceeds of the Offering and the anticipated cash flow from operations to survive as a going concern. In the event that less than the maximum amount of this offering is received, or in the event that the Company's cash flow from operations fails to meet anticipated levels, the Company will, in all likelihood, have to seek further equity financing in order to continue its business strategy. The Company has no commitments for additional or alternative funding and therefore, the Company may not be able to achieve its goals, including anticipated growth.
It is anticipated that the net proceeds from this offering will satisfy the Company's cash requirements for the next 24 months; and the Company anticipates no need for additional outside funding during this period. However, unforeseen circumstances may dictate that the Company may require additional capital in order to operate its business efficiently and to implement its business plan. Should such additional finances be necessary, the Company plans to raise additional capital to meet its needs in either the form of a private placement of its securities and/or traditional bank financing, or a combination of both.

There can be no assurance that the Company will be able to raise additional funds necessary to meet such needs or that such funds, if available, can be obtained on terms acceptable to the Company. The failure to raise additional capital on terms acceptable to the Company could force the Company to cease operations.

There is substantial risk that, if the maximum amount is not raised, there may not be sufficient capital to complete all of the projects contemplated. To that extent, the investor may lose some or all of his/her/its investment.

Control by Executive Officers and Directors

If the Maximum Offering is subscribed, the Company's Chief Executive Officer will beneficially own a majority of the outstanding common stock of the Company. If the Chief Executive Officer continues to own all his shares, there is a substantial likelihood that he will be able to elect all of the directors of the Company and to determine the outcome of all corporate actions requiring the approval of the holders of the majority of shares, such as mergers and acquisitions.

Number of Authorized Shares of Common Stock and Preferred Stock Available for Future Issuance; Possible Dilutive and Anti-Takeover Effects

The Company's Articles of incorporation authorizes the issuance of 75,000,000 shares of common stock, and 20,000,000 shares of preferred stock of which 30,000,000 are issued and outstanding to CEO.

The Board of Directors of the Company (the "Board of Directors") has the power to issue additional shares without stockholder approval. The Company may issue additional shares in connection with future financing or acquisitions. To the extent that additional shares of common stock are issued, dilution of the interests of the Company's stockholders will occur. In addition, the issuance of Common stock and preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of the Company. The Company currently has no commitments to issue any shares of common stock except the Common Stock included in the Units or upon exercise of the Warrants.

Certain provisions of the Company's articles of incorporation and Bylaws, and of Wyoming law, may delay, defer or prevent a change in control of the Company and may adversely affect the voting and other rights of the holders of common stock.

No Dividends on Common Stock

The Company has never paid dividends on the common stock and anticipates that, for the foreseeable future, all earnings, if any, will be retained for ongoing operations and general corporate purposes. Accordingly, the Company does not expect to pay dividends on the common stock in the foreseeable future.

Limitations of Liability; Indemnification

The Company's articles of incorporation and Bylaws contain provisions that limit the liability of directors for monetary damages and provide for indemnification of officers and directors under certain circumstances. Such provisions may discourage stockholders from bringing a lawsuit against directors for breaches of fiduciary duty and may also have the effect of reducing the likelihood of derivative litigation against directors and officers even though, such action, if successful, might otherwise have benefited the Company's stockholders. In addition, a stockholder's investment in the Company may be adversely affected to the extent that costs of settlement and damage awards against the Company's officers or directors are paid by the Company pursuant to such provisions.

Restrictions on Transferability of Securities

No market for the Company's securities exists or is expected to develop. The Company's securities are only suitable for purchase as a long-term investment. A purchaser of Units offered pursuant to this offering must bear the economic risk of the investment for an indefinite period of time because of the restrictions upon the sale or other transfer of the securities which are described in the Subscription Agreement.

Conflicts of Interest

Officers and directors of the Company are required by law to deal fairly and in good faith with the Company and they intend to do so. However, in any company there are certain inherent conflicts between the officers and directors and the investors which cannot be fully mitigated Officers and directors of the Company may engage in business separately from activities on behalf of the Company or client entities for which the Company provides services. The officers and directors of the Company are free to engage generally in business for their own account in addition to any participation arising out of the Company's activities. No limitations have been placed on the officers and directors or shareholders of the Company.

Lack of Profitable Operations

The Company's predecessor with the same name albeit incorporated in Nevada generated minimal revenues and profits. FHC has no commitment for future funding for its continuing operations. No assurances can be given that the Company's operations will be profitable in the future.

Dependence on Key Personnel

The Company depends to a considerable degree on the continued services of its president, Alfred Grant. The loss of Mr. Grant could have a material adverse effect on the Company. In addition, the loss of their key management or programming personnel, or the failure to attract and retain such personnel could have a material adverse effect on the Company's business, operations or financial condition.

Litigation

FHC is not currently a party to any material legal proceedings. In the normal course of business, the Company is, at times, subject to pending or threatened legal actions and proceedings.