CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

Citizens Capital Corp.

November 15, 2025

Private Placement Memorandum

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY PRIVATE PLACEMENT MEMORANDUM OR OTHER SOLICITATION MATERIALS. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED ARE EXEMPT FROM REGISTRATION.

THE SECURITIES OFFERED HAVE NOT BEEN APPROVED OR DISAPPROVED BY ANY STATE REGULATORY AUTHORITY NOR HAS ANY STATE REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

PRIVATE PLACEMENT MEMORANDUM

for

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

A Texas Corporation

November 15, 2025

SECURITIES OFFERED	:	5,000,000 shares of Class B Preferred Stock (the "Shares") with a 9% percent cumulative dividend, callable, and convertible, with one (1) share of Class B Preferred Stock convertible into two (2) shares of Class A Common Stock at a price of $5.00 per share of Class A Common Stock.
TARGET OFFERING AMOUNT	:	$25,000,000.00
MINIMUM OFFERING AMOUNT[1]:	:	$100,000.00
PRICE PER SHARE	:	$5.00
MINIMUM INVESTMENT AMOUNT:	:	$1,000.00 per Investor (for 200 Shares)
CONTACT INFORMATION	:	Citizens Capital Corp. 8135 Forest Lane, #515412 Dallas, Texas 75230 (800) 475-0682 ext. 802 info@citizenscapitalcorp.com

[1] Until the Minimum Offering Amount is reached, funds received from prospective Investors will be held in escrow or a separate account, and in the event that threshold is not reached, such funds will be returned to subscribers, without interest.

Citizens Capital Corp. ("Citizens" or the "Company") is a Dallas, Texas based private equity firm engaged in the acquisition of businesses and/or the development of intellectual property (IP) across a diverse section of branded products and industries. The Company seeks to maximize shareholder value by acquiring, deploying, and/or redeploying those operating entities, assets, intellectual property and/or licensing rights.

The Company was incorporated under the laws of the State of Texas on March 12, 1991 as Let Us, Inc. The Company's articles of incorporation were amended in the State of Texas on March 30, 1992, changing the Company's corporate name from Let Us, Inc. to Citizens Capital Corp. The Company's operations since December 31, 2003 have primarily included expenditures related to research, the organization of the Company's proposed business ventures, and the prototype development of its branded products and services.

The Company may operate as principal, as well as act separately through each of the following subsidiaries and/or affiliated units acting as rollup platforms:

DLFA Industries, Inc. (Industries)
(100% ownership)

DLFA Industries, Inc. is a rollup platform focused upon the acquisition of industrial, consumer and sports products manufacturing and distribution companies. DLFA owns the rights to the Dream League Football Association, the dreamleaguefootball.com domain, as well as, the tangible and intangible assets of the Dream League Football Association, professional football league.

Far Reach Technologies, Inc. (Far Reach)
(90% ownership)

Far Reach Technologies, Inc. is a rollup platform focused upon the acquisition and/or development of technologically advanced companies, products, systems, and/or software across diverse industries. Far Reach operates the farreachtechnologies.com e-commerce platform.

Landrush Realty Corporation (Landrush)
(97% ownership)

Landrush Realty Corporation is focused upon the acquisition of real property and the development of commercial, single and multi-family residential real estate. Landrush owns the brand and exclusive marketing rights to the *Texas Home Equity ReFund* ™ and *Cash-Out Mortgage Refinancer* ™ brands.

Media Force Sports & Entertainment, Inc. (MFSE)
(97% ownership)

Media Force Sports & Entertainment, Inc. is a rollup platform focused upon video, film and audio production services, as well as, the origination, aggregation, acquisition and/or development of sports and entertainment video, film content.

SCOR Brands, Inc. (SCOR)
(97% ownership)

SCOR Brands, Inc. is focused upon the marketing and distribution of SCOR branded athletic, casual footwear and apparel. SCOR holds the exclusive marketing and distribution rights to the SCOR brand athletic, casual footwear and apparel brand. SCOR owns the scorbrands.com domain.

TM Enterprises, Inc. (TME)
(90% ownership)

TM Enterprises, Inc. is engaged in the on-demand, private entertainment market segment. TME owns the marketing and operating rights to Teeezme TV and the teeezme.com, on-demand, private entertainment platform.

MFSE TV, Inc. (MFSE TV)
(90% ownership)

MFSE TV, Inc. is a (75) channel, IP based video streaming, aggregation, advertising and distribution platform. MFSE TV is the owner and operator of the MFSE TV video, streaming, aggregation and distribution platform. MFSE TV owns the mfsetv.com. domain.

Puff Brands, Inc. (PUFF)
(90% ownership)

Puff Brands, Inc. is a rollup platform focused upon the legalized, recreational Cannabis market segment. PUFF pursues the acquistion of cannabis brands and/or companies engaged in the growth, processing, extraction and wholesale and retail distribution of cannabis under the Puff Brand. PUFF owns the puffbrands.com domain and the exclusive marketing and distribution rights to the Puff Brand mark.

This Private Placement Memorandum ("PPM") will outline the Company's strategy to use the funds it may raise (the "Proceeds") through this offering (the "Offering") to further develop and expand its existing portfolio of subsidiaries and intellectual property.

As of the date of this PPM, there is no public market for the Company's Preferred Stock or Common Stock. No such public market is expected to develop for the Company's Preferred Stock following this Offering and the Company does not currently have immediate plans to list any of the Shares on any securities market.

The Preferred Shares are being offered and sold solely to "Accredited Investors" as defined by Rule 501(a) of Regulation D of the Securities Act of 1933, as amended, of 1933, as amended (the **"Securities Act"** or **"ACT"**) and pursuant to an exemption from registration provided by Regulation D, Rule 506(c). Subscribers shall be required to submit a completed Suitability Questionnaire and verification materials and a Subscription Agreement so that the Company can determine whether investor suitability requirements are satisfied. Said documents and/or verifications may be requested, signed and submitted in electronic format.

The Offering price is arbitrary and does not bear any relationship to the value of the assets of the Company. The Executives may receive compensation and income from the Company and these transactions may involve certain conflicts of interest. See "Risk Factors," "Compensation of the Management" and "Conflicts of Interest" below. Investing in the Shares is speculative and involves substantial risks, including risk of complete loss. Prospective Investors should purchase these securities only if they can afford a complete loss of their investment. **See "Risk Factors" below.**

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

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CITIZENS CAPITAL™ CORP.
IT'S GROUP OF COMPANIES
INVESTMENTS
FORCE
SPORTS • ENTERTAINMENT
Puff Brands
DREAM FOOTBALL ASSOCIATION LEAGUE
SCOR
"Fitting Feet with Shoes Around the World"
MFSE TV
A Mobile Network
TeeezMe
LAND RUSH HOMES
FRT
FarReach Technologies Inc.com

SUMMARY OF THE OFFERING

The following information is only a brief summary of, and is qualified in its entirety by, the detailed information appearing elsewhere in this Offering. This PPM, together with the exhibits attached including, but not limited to, the Company's bylaws ("Bylaws") and the Articles of Incorporation ("Articles," together with the Bylaws, the "Governance Documents") which should be carefully read in their entirety before any investment decision is made. If there is a conflict between the terms contained in this PPM and the Governance Documents, the Governance Documents shall prevail and control, and no Investor should rely on any reference herein to the Governance Documents without consulting the actual underlying documents.

COMPANY AND OBJECTIVE	Citizens Capital Corp. is a Texas corporation engaged in the acquisition of businesses and/or the development of intellectual property (IP) across a diverse section of branded products and industries. The Company is offering the Shares on a "best-efforts" and ongoing basis to qualified Investors who meet the Investor suitability standards as set forth herein. See "Investor Suitability Standards."
MANAGEMENT	The day-to-day management and operational decisions of the Company are vested in the Board of Directors and the Chief Executive Officer ("CEO") of the Company. The Company is governed by a one (1) person Board of Directors, consisting of Billy D. Hawkins, who is Chairman of the Board and also CEO. The Company anticipates adding additional Directors as a result of potential acquisitions. For more details on the Management, see "Plan of Operations" and "Management."
THE OFFERING	The Company will use the Proceeds of this Offering to expand its operations. The Company has a targeted issuance of $25,000.000.00 in Shares. The Minimum Investment Amount is $1,000.00 for 200 Shares. The Company reserves the right to waive the Minimum Investment Amount for any Investor. The Offering is not underwritten. The Offering of Shares will terminate twelve (12) months after the Effective Date of this PPM, subject to a twelve (12) month extension exercisable at the sole

	discretion of the CEO (the "Offering Period"). The Offering Period may also terminate sooner, at the sole discretion of the CEO.
COMPENSATION TO EXECUTIVES	The CEO may be paid an annual salary of $75,000.00 by the Company, as more fully described in "Compensation of the Executives," below. Subsequent to the successful execution and completion of the Company's first or second acquisition, the CEO salary shall be adjusted to a market rate.
INVESTOR SUITABILITY STANDARDS	The Shares will not be sold to any person or entity unless such person or entity is an "Accredited Investor" as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933 (the "Securities Act"). Each person acquiring the Shares may be required to represent that he, she, or it is purchasing the Shares for his, her, or its own account for investment purposes and not with a view to resell or distribute these securities. Each prospective Purchaser of Shares may be required to furnish such information or certification as the Company may require in order to determine whether any person or entity purchasing Shares is an Accredited Investor, if such is claimed by the Investor.
COMMISSIONS FOR SELLING SHARES	The Shares will be offered and sold directly by the Company and its CEO. No commissions will be paid to the Company and the CEO for selling the Shares. Shares may also be sold by FINRA member brokers or dealers who enter into a participating dealer agreement with the Company. To the extent Shares are sold by FINRA broker-dealers, such broker-dealers may receive commissions of up to five percent (5%) of the price of the Shares sold. The Company has not engaged a FINRA member broker or dealer as of the date of this PPM.
NO LIQUIDITY	There is no public market for the Shares, and none is expected to develop. Additionally, the Shares will be non-transferable, except as may be required by law, and will not be listed for trading on any exchange or automated quotation system. See "Risk Factors" below. The Company will not facilitate or otherwise

	participate in the secondary transfer of any Shares. Prospective Investors are urged to consult their own legal advisors with respect to secondary trading of the Shares. See "Risk Factors" below.
CONFLICTS OF INTEREST	Mr. Hawkins, CEO, is also the sole Director of the Company and owns the majority of voting common stock. As a Director of a Texas corporation, he is subject to the fiduciary duties of care and loyalty (which include the subsidiary duties of good faith, oversight and disclosure) toward the Company. While he will be obliged to act in the best interests of the Company, there may be instances where a conflict of interest may arise.
COMPANY EXPENSES	Except as otherwise provided herein, the Company shall bear all costs and expenses associated with the costs associated with the Offering and the operation of the Company, including, but not limited to, the annual tax preparation of the Company's tax returns, any state and federal income tax due, accounting fees, filing fees, independent audit reports, costs and expenses to market, advertise, or obtain subscriptions for the Shares, costs and expenses associated the development of its products and expansion of the business.

Offering subject to termination or modification

This Offering is made subject to termination or modification by the Company, solely at the Company's discretion. The Company reserves the right to reject any subscription.

Distribution is not permitted

This PPM has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the fund. Distribution of this PPM to any person other than the prospective investor to whom this PPM is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this PPM, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. Each prospective Investor, by accepting delivery of this PPM, agrees to return it and all other documents received by them to the Company if the prospective Investor's subscription is not accepted or if the Offering is terminated.

CERTAIN NOTICES

FOR RESIDENTS OF ALL STATES:

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED ("SECURITIES ACT"), OR THE SECURITIES LAWS OF CERTAIN STATES ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS OF SAID ACT AND SUCH LAWS. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THERE IS NO PUBLIC MARKET FOR THE COMPANY'S SECURITIES AND NONE IS EXPECTED TO DEVELOP. THE COMPANY IS NOT OBLIGATED TO REGISTER WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION OR WITH ANY STATE REGULATORS. THE ISSUANCE OF THE SECURITIES AND THE SECURITIES PURCHASED PURSUANT HERETO IS BEING UNDERTAKEN PURSUANT TO RULE 506(c) OF REGULATION D UNDER THE SECURITIES ACT.

THIS OFFERING IS NOT UNDERWRITTEN. THE OFFERING PRICE HAS BEEN ARBITRARILY DETERMINED BY THE COMPANY AND DOES NOT BEAR ANY RELATIONSHIP TO THE ASSETS THAT HAVE BEEN OR ARE TO BE ACQUIRED BY THE COMPANY OR ANY OTHER ESTABLISHED CRITERIA OR INDICIA FOR VALUING A BUSINESS. THERE CAN BE NO ASSURANCE THAT ANY OF THE SECURITIES OFFERED THROUGH THIS OFFERING WILL BE SOLD.

THIS OFFERING IS SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MIGHT BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. AN INVESTOR MUST REPRESENT THAT THE SECURITIES ARE BEING ACQUIRED FOR INVESTMENT PURPOSES ONLY, AND NOT WITH A VIEW TO OR PRESENT INTENTION OF DISTRIBUTION.

THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR OTHER JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION (I) WOULD BE UNLAWFUL, (II) IS NOT AUTHORIZED, OR (III) IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO. THIS OFFERING IS ONLY AVAILABLE TO "ACCREDITED" INVESTORS AS DEFINED BY RULE 501 OF REGULATION

D. ALL SUBSCRIPTIONS FOR PURCHASE OF SECURITIES WILL BE SUBJECT TO VERIFICATION BY THE COMPANY OF AN INVESTOR'S STATUS AS AN ACCREDITED INVESTOR.

EXCEPT AS OTHERWISE INDICATED, THIS PRIVATE PLACEMENT MEMORANDUM SPEAKS AS OF THE DATE OF THE PRIVATE PLACEMENT MEMORANDUM AND NEITHER THE DELIVERY HEREOF NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE CONDITION OF THE COMPANY SINCE THE DATE HEREOF.

NO PERSON HAS BEEN AUTHORIZED TO MAKE REPRESENTATIONS OR PROVIDE ANY INFORMATION OTHER THAN THAT CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON.

NOTHING IN THIS PRIVATE PLACEMENT MEMORANDUM SHOULD BE CONSTRUED AS LEGAL OR TAX ADVICE. EACH PROSPECTIVE PURCHASER SHOULD CONSULT HIS OWN PROFESSIONAL ADVISORS AS TO LEGAL, TAX, FINANCIAL, AND RELATED MATTERS PRIOR TO PURCHASING MEMBERSHIP INTERESTS.

TREASURY DEPARTMENT CIRCULAR 230 NOTICE. TO ENSURE COMPLIANCE WITH CIRCULAR 230, INVESTORS ARE HEREBY NOTIFIED THAT: (I) ANY DISCUSSION OF FEDERAL TAX ISSUES CONTAINED OR REFERENCED TO IN THIS MEMORANDUM IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY INVESTORS FOR THE PURPOSE OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON THEM UNDER THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR THE CODE; (II) ANY SUCH DISCUSSION IS MADE IN CONNECTION WITH THE PROMOTION AND MARKETING BY THE ISSUER OF THE TRANSACTIONS OR MATTERS ADDRESSED IN THIS PRIVATE PLACEMENT MEMORANDUM; AND (III) INVESTORS SHOULD SEEK ADVICE BASED ON THEIR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED FROM DATA SUPPLIED BY SOURCES DEEMED RELIABLE BY THE COMPANY AND DOES NOT KNOWINGLY CONTAIN ANY UNTRUE STATEMENT OF ANY MATERIAL FACT. IT CONTAINS A SUMMARY OF MATERIAL PROVISIONS OF DOCUMENTS REFERRED TO HEREIN. STATEMENTS MADE WITH RESPECT TO THE PROVISIONS OF SUCH DOCUMENTS ARE NOT COMPLETE AND REFERENCE IS MADE TO THE ACTUAL DOCUMENTS FOR COMPLETE REVIEW. THIS PRIVATE PLACEMENT MEMORANDUM IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH DOCUMENTS AS THEY MAY BE AMENDED, AND ALL DOCUMENTS RELATED THERETO, COPIES OF WHICH WILL BE MADE AVAILABLE UPON REQUEST AND SHOULD BE THOROUGHLY REVIEWED PRIOR TO PURCHASING A MEMBERSHIP INTEREST.

FLORIDA RESIDENTS: INVESTORS WHO RESIDE IN FLORIDA ARE PROVIDED A THREE (3) DAY RIGHT OF RESCISSION OF ANY INVESTMENT TENDERED TO THE COMPANY AND CALCULATED FROM THE DATE OF THE SUBSCRIPTION.

NASAA LEGEND

BY ACCEPTANCE OF THIS PRIVATE PLACEMENT MEMORANDUM, PROSPECTIVE INVESTORS RECOGNIZE AND ACCEPT THE NEED TO CONDUCT THEIR OWN THOROUGH INVESTIGATION AND DUE DILIGENCE BEFORE CONSIDERING A PURCHASE OF THE Shares. 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 REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES MAY BE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NOTICE TO NON-UNITED STATES RESIDENTS

IT IS THE RESPONSIBILITY OF ANY ENTITIES WISHING TO PURCHASE THE SHARES TO SATISFY THEMSELVES AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE FORMALITIES.

BY ACCEPTANCE OF THIS PRIVATE PLACEMENT MEMORANDUM, PROSPECTIVE INVESTORS RECOGNIZE AND ACCEPT THE NEED TO CONDUCT THEIR OWN THOROUGH INVESTIGATION AND DUE DILIGENCE BEFORE CONSIDERING A PURCHASE OF THE Shares. THE CONTENTS OF THIS PRIVATE PLACEMENT MEMORANDUM SHOULD NOT BE CONSIDERED TO BE INVESTMENT, TAX, OR LEGAL ADVICE AND EACH PROSPECTIVE INVESTOR SHOULD

CONSULT WITH THEIR OWN COUNSEL AND ADVISORS AS TO ALL MATTERS CONCERNING AN INVESTMENT IN THIS OFFERING.

PATRIOT ACT RIDER

THE INVESTOR HEREBY REPRESENTS AND WARRANTS THAT THE INVESTOR IS NOT, NOR IS IT ACTING AS AN AGENT, REPRESENTATIVE, INTERMEDIARY OR NOMINEE FOR, A PERSON IDENTIFIED ON THE LIST OF BLOCKED PERSONS MAINTAINED BY THE OFFICE OF FOREIGN ASSETS CONTROL, U.S. DEPARTMENT OF TREASURY. IN ADDITION, THE INVESTOR HAS COMPLIED WITH ALL APPLICABLE U.S. LAWS, REGULATIONS, DIRECTIVES, AND EXECUTIVE ORDERS RELATING TO ANTI-MONEY LAUNDERING, INCLUDING BUT NOT LIMITED TO THE FOLLOWING LAWS:

(1) THE UNITING AND STRENGTHENING AMERICA BY PROVIDING APPROPRIATE TOOLS REQUIRED TO INTERCEPT AND OBSTRUCT TERRORISM ACT OF 2001, PUBLIC LAW 107-56, AND (2) EXECUTIVE ORDER 13224 (BLOCKING PROPERTY AND PROHIBITING TRANSACTIONS WITH PERSONS WHO COMMIT, THREATEN TO COMMIT, OR SUPPORT TERRORISM) OF SEPTEMBER 11, 2001.

EACH PROSPECTIVE INVESTOR WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, MANAGEMENT OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORTS OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM.

IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL THE FUND AT THE ADDRESS AND PHONE NUMBER LISTED IN THIS PRIVATE OFFERING MEMORANDUM.

THE MANAGEMENT OF THE COMPANY HAS PROVIDED ALL OF THE INFORMATION STATED HEREIN.

THE COMPANY MAKES NO EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY AS TO THE COMPLETENESS OF THIS INFORMATION OR, IN THE CASE OF PROJECTIONS, ESTIMATES, FUTURE PLANS, OR FORWARD LOOKING ASSUMPTIONS OR STATEMENTS, AS TO THEIR ATTAINABILITY OR THE ACCURACY AND

COMPLETENESS OF THE ASSUMPTIONS FROM WHICH THEY ARE DERIVED, AND IT IS EXPECTED THAT EACH PROSPECTIVE INVESTOR WILL PURSUE HIS, HER, OR ITS OWN INDEPENDENT INVESTIGATION.

IT MUST BE RECOGNIZED THAT ESTIMATES OF THE COMPANY'S PERFORMANCE ARE NECESSARILY SUBJECT TO A HIGH DEGREE OF UNCERTAINTY AND MAY VARY MATERIALLY FROM ACTUAL RESULTS.

FORWARD LOOKING STATEMENTS

Some of the information you will find in this Offering may contain "forward-looking statements." Such forward-looking statements are based on various assumptions of the Issuer, which assumptions may not prove to be correct. There can be no assurance that such projections, assumptions and statements will accurately predict future events or the actual performance of the Company. Accordingly, Investors should not rely on forward-looking statements in this Private Placement Memorandum because they are inherently uncertain. The use of words such as "anticipates," "projects," "forecasts," "estimates," "prospective," "objective," "predicts," "projects," "believes," "expects," "plans," "future," "intends," "should," "can," "could," "might," "potential," "continue," "may," "will," and similar words, expressions or phrases identify these forward-looking statements. When considering such forward-looking statements, you should keep in mind the risk factors outlined herein. These risk factors, or other events, could cause actual results to differ materially from those contained in any forward-looking statement. Investors should not place undue reliance on these forward-looking statements. Purchasers should expect that anticipated events and circumstances shall not occur, that unanticipated events and circumstances shall occur, and that actual results shall likely vary from the forward-looking statements, and that such variances may be material and adverse. In addition, any projections and statements, written or oral, which do not conform to those contained in this memorandum should be disregarded, and their use is a violation of law.

INVESTOR SUITABILITY STANDARDS

Prospective purchasers of the Shares offered by this Private Placement Memorandum should give careful consideration to certain risk factors described under "RISK FACTORS" section and especially to the speculative nature of this investment and the limitations described under that caption with respect to the lack of a readily available market for the Shares and the resulting long term nature of any investment in the Company. This Offering is available only to suitable Accredited Investors having adequate means to assume such risks and of otherwise providing for their current needs and contingencies.

General

The Shares will not be sold to any person unless such prospective purchaser or his or her duly authorized representative shall have represented in writing to the Company in a Subscription Agreement that:

- The prospective purchaser has adequate means of providing for his or her current needs and personal contingencies and has no need for liquidity in the investment of the Shares;
- The prospective purchaser's overall commitment to investments which are not readily marketable is not disproportionate to his, her, or its net worth and the investment in the Shares will not cause such overall commitment to become excessive; and
- The prospective purchaser is an "Accredited Investor" (as defined below) suitable for purchase in the Shares.

Each person acquiring Shares will be required to represent that he, she, or it is purchasing the Shares for his, her, or its own account for investment purposes and not with a view to resale or distribution.

Accredited Investors

The Company will conduct the Offering in such a manner that Shares may be sold only to "Accredited Investors" as that term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933 (the "Securities Act"). In summary, a prospective investor will qualify as an "Accredited Investor" if he, she, or it meets any one of the following criteria:

- Any natural person whose individual net worth, or joint net worth with that person's spouse or spousal equivalent, at the time of his purchase, exceeds $1,000,000. Except as provided in paragraph (2) of this section, for purposes of calculating net worth under this paragraph:
    (i) The person's primary residence shall not be included as an asset;

(ii) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(iii) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability.

- Any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse or spousal equivalent in excess of $300,000 in each of those years and who has a reasonable expectation of reaching the same income level in the current year.
- Any bank as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to Section 15 of the Securities and Exchange Act of 1934 (the "Exchange Act"); any insurance company as defined in Section 2(13) of the Exchange Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; any Small Business Investment Company (SBIC) licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; any Rural Business Investment Company as defined in section 384A of the Consolidated Farm and Rural Development Act; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has total assets in excess of $5,000,000; any employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons who are Accredited Investors.
- Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
- Any organization described in Section 501(c)(3)(d) of the Internal Revenue Code, corporation, business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000.
- Any director or executive officer, or general partner of the issuer of the securities being sold, or any director, executive officer, or general partner of a general partner of that issuer.
- Any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Section 501(b)(2)(ii) of Regulation D adopted under the Act.
- Any entity in which all the equity owners are Accredited Investors.
- Any natural person who is a "knowledgeable employee," as defined in rule 3c- 5(a)(4) under the Investment Company Act of 1940 (17 CFR 270.3c-5(a)(4)), of the issuer of the securities being offered or sold where the issuer would be an investment

company, as defined in section 3 of such act, but for the exclusion provided by either section 3(c)(1) or section 3(c)(7) of such act.

- Any "family office," as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1): (i) With assets under management in excess of $5,000,000, (ii) That is not formed for the specific purpose of acquiring the securities offered, and (iii) Whose prospective investment is directed by a person who has such knowledge and experience in financial and business matters that such family office is capable of evaluating the merits and risks of the prospective investment.
- Any "family client," as defined in rule 202(a)(11)(G)-1 under the Investment Advisers Act of 1940 (17 CFR 275.202(a)(11)(G)-1)), of a family office meeting the requirements in paragraph (a)(12) of this section and whose prospective investment in the issuer is directed by such family office pursuant to paragraph (a)(12)(iii).
- Any natural person holding in good standing one or more professional certifications or designations or credentials from an accredited educational institution that the Commission has designated as qualifying an individual for accredited investor status. (Please look at SEC Website for qualifying institutions).

Other Requirements

No subscription for the Shares will be accepted from any Investor unless he is acquiring the Shares for his own account (or accounts as to which he has sole investment discretion), for investment and without any view to sale, distribution or disposition thereof.

Each prospective purchaser of Shares may be required to furnish such information as the Company may require determining whether any person or entity purchasing Shares is an Accredited Investor.

RISK FACTORS

THE PURCHASE OF THE SHARES IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. PROSPECTIVE PURCHASERS SHOULD BE AWARE THAT IT IS IMPOSSIBLE TO ACCURATELY PREDICT THE RESULTS TO A PURCHASER FROM AN INVESTMENT IN THE Shares. EACH PROSPECTIVE PURCHASER MUST READ THE RISK FACTORS SET FORTH IN THIS "RISK FACTORS" SECTION AND CONSULT WITH ITS OWN LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO PURCHASING THE Shares. PROSPECTIVE PURCHASERS SHOULD ALSO CAREFULLY READ THIS ENTIRE PPM, INCLUDING THE EXHIBITS.

The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered by development-stage companies. The Company will initially incur losses and there can be no assurances that the Company will ever operate profitably. An investment in the Shares involves a number of risks. Investors should carefully consider the following risks and other information in this PPM before purchasing Shares. Without limiting the generality of the foregoing, Investors should consider, among other things, the following risk factors:

GENERAL RISKS

Inadequacy Of Funds
Target Offering Proceeds amount to $25 million. There is no maximum Gross Offering Proceeds amount. Management believes that such Proceeds will capitalize and sustain the Company sufficiently to allow for the implementation of its business plans. If only a fraction of the Target Offering Proceeds is sold, or if certain assumptions contained in Management's business plans prove to be incorrect, the Company may have inadequate funds to fully develop its business and may need debt financing or other capital investment to fully implement its business plans.

Dependence On Management
The Company's business is significantly dependent on the Company's CEO, Billy D. Hawkins, and the loss of this individual could have a material adverse effect on the Company. See "Plan of Operations" and "Management" sections.

Risks Associated With Product Development and Expansion
The Company plans on further developing its products and expanding its business by deploying the Proceeds received through this Offering. Any expansion of operations the Company may undertake will entail risks, such actions may involve specific operational activities which may negatively impact the profitability of the Company. Consequently, the Investors must assume the risk that (i)

such expansion may ultimately involve expenditures of funds beyond the resources available to the Company at that time, and (ii) management of such expanded operations may divert Management's attention and resources away from its existing operations, all of which factors may have a material adverse effect on the Company's present and prospective business activities.

General Economic Conditions

The financial success of the Company may be sensitive to adverse changes in general economic conditions in the United States, such as recession, inflation, unemployment, and interest rates. If the general economic conditions decline, the Company may experience reduced demand for its services. Any of these events could materially adversely affect the Company's business, financial condition or results of operations. The Company has no control over these changes.

Possible Fluctuations In Operating Results

The Company's operating results may fluctuate significantly from period to period as a result of a variety of factors, including purchasing patterns of consumers, competitive pricing, and general economic conditions. Consequently, the Company's revenues may vary by quarter, and the Company's operating results may experience fluctuations.

Risks Of Borrowing

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

Unanticipated Obstacles To Execution Of The Business Plan

The Company's business plans may change. Some of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's Executive and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

Management Discretion As To Use Of Proceeds

The net Proceeds from this Offering will be used for the purposes described under the "Use of Proceeds" section. The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which it deems to be in the best interests of the Company in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of Management with respect to application and allocation of the net Proceeds of this Offering. Investors in the Shares offered hereby will be entrusting their funds to the Company's Management, upon whose judgment and discretion the investors must depend.

Control By Management

The Company's Director and CEO have managerial control on the day-to-day activities of the Company and control a majority of voting common stock, providing him effective control over the governance of the Company and execution of its plans. Prospective Investors should carefully read the Governance Documents. Also, the Company may expand the Board of Directors in the future.

Limited Transferability and Liquidity

To satisfy the requirements of certain exemptions from registration under the Securities Act, and to conform with applicable state securities laws, each Investor must acquire their Shares for investment purposes only and not with a view towards distribution. Consequently, certain conditions of the Securities Act may need to be satisfied prior to any sale, transfer, or other disposition of the Shares. Some of these conditions may include a minimum holding period, availability of certain reports, including financial statements from the Company, limitations on the percentage of Shares sold and the manner in which they are sold. The Company can prohibit any sale, transfer or disposition unless it receives an opinion of counsel provided at the holder's expense, in a form satisfactory to the Company, stating that the proposed sale, transfer or other disposition will not result in a violation of applicable federal or state securities laws and regulations. No public market exists for the Shares and no market is expected to develop. Consequently, owners of the Shares may have to hold their investment indefinitely and may not be able to liquidate their investments in the Company or pledge them as collateral for a loan in the event of an emergency.

Broker - Dealer Sales of Shares

The Company's Shares are not presently included for trading on any exchange, and there can be no assurances that the Company will ultimately be registered on any exchange. No assurance can be given that the Shares of the Company will ever qualify for inclusion on the NASDAQ System or any other trading market. As a result, the Company's Shares are covered by a Securities and Exchange Commission rule that imposes additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and investors. For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Consequently, the

rule may affect the ability of broker-dealers to sell the Company's securities and may also affect the ability of Investors to sell their Shares in the secondary market.

Limited Rights and Lack of Control
Until the Shares convert, an Investor will not have voting rights that they would otherwise receive if they received Common Stock in the Company. As a result, an Investor will have a very limited say in Company decisions compared to some other equity holders.

Dilution Risks
The issuance of additional Shares in future rounds could dilute the ownership of the Investors who purchase their Shares in this round.

Long Term Nature of Investment
An investment in the Shares may be long term and illiquid. As discussed above, the offer and sale of the Shares will not be registered under the Securities Act or any foreign or state securities laws by reason of exemptions from such registration which depends in part on the investment intent of the investors. Prospective Investors will be required to represent in writing that they are purchasing the Shares for their own account for long-term investment and not with a view towards resale or distribution. Accordingly, purchasers of Shares must be willing and able to bear the economic risk of their investment for an indefinite period of time. It is likely that investors will not be able to liquidate their investment in the event of an emergency.

No Current Market For Shares
There is no current market for the Shares offered in this Offering and no market is expected to develop in the near future.

Offering Price
The price of the Shares offered has been arbitrarily established by the Company, considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The Offering price bears little relationship to the assets, net worth, or any other objective criteria of value applicable to the Company.

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

Lack Of Firm Underwriter
The Shares are offered on a "best efforts" basis by the Management without compensation and may potentially be offered on a "best efforts" basis through a FINRA registered broker-dealer via a Participating Broker-Dealer Agreement with the Company. Accordingly, there is no assurance that the Company, or any FINRA broker-dealer, will sell the targeted Shares offered or any lesser amount.

Projections: Forward Looking Information
The Company has prepared projections regarding the Company's anticipated financial performance. The Company's projections are hypothetical and based upon factors influencing the business of the Company. The projections are based on the Company's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by the Company's independent accountants. These projections are based on several assumptions, set forth therein, which the Company believes are reasonable. Some assumptions upon which the projections are based, however, invariably will not materialize due to the inevitable occurrence of unanticipated events and circumstances beyond the Company's control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature.

In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into the Company's market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While the Management believes that the projections accurately reflect possible future results of the Company's operations, those results cannot be guaranteed.

Economic Impact of Future Terrorist Attacks or Other Acts of Violence or War
The terrorist attacks committed in the United States on September 11, 2001 had an adverse effect on both the national and regional economies. Any future terrorist attacks committed in the United States may have an adverse effect on both the national and regional economies and may adversely affect the economic performance of the Company and its assets. Adverse economic conditions resulting from terrorist activities could reduce demand for space in the Company's properties due to the adverse effect on the economy and thereby reduce the value of the Company's properties.

Unforeseen Changes
While the Company has enumerated certain material risk factors herein, it is impossible to know all risks which may arise in the future. In particular, Investors may be negatively affected by changes in any of the following: (i) laws, rules, and regulations; (ii) regional, national, and/or global economic factors and/or real estate trends; (iii) the capacity, circumstances, and relationships of

affiliates, the Company or the Management; or (iv) general changes in financial or capital markets, including (without limitations) changes in interest rates, investment demand, valuations, or prevailing equity or bond market conditions.

COVID-19 and Future Pandemics

In December 2019, the 2019 novel coronavirus ("Covid19") surfaced in Wuhan, China. The World Health Organization ("WHO") declared a global emergency on January 30, 2020, with respect to the outbreak and several countries, including the United States, initiated travel restrictions. On May 5, 2023, the WHO declared Covid19 is now an established and ongoing health issue which no longer constitutes a public health emergency. However, the final impacts of the outbreak, and economic consequences, are unknown and still evolving. The Covid19 health crisis adversely affected the U.S. and global economy, resulting in an economic downturn. A similar new pandemic occurrence could impact the Company's business plans. The future impact of the outbreak remains highly uncertain and cannot be predicted and there is no assurance that the outbreak will not have a material adverse impact on the future results of the Company. The extent of the impact, if any, will depend on future developments, including actions taken to contain the coronavirus or other rapidly transmitted viruses or diseases.

Legal and Litigation Risks

Disputes over patents, trademarks, or copyrights related to the brands, technology or products offered by the Company's subsidiaries could lead to costly legal battles, licensing issues, or product modifications. If the Company's products cause harm to users, the Company may be exposed to lawsuits, regulatory investigations, or reputational damage. Additionally, the Company may face risks related to contracts with suppliers, distributors, or customers, especially if there are disagreements or failures to meet contractual obligations.

Development Stage Status

The Company is a development stage holding company operating through eight (8) subsidiaries; LANDRUSH, MEDIA FORCE, INDUSTRIES, SCOR, FarReach, TME, MFSE TV, AND PUFF units. Operations since inception have primarily included expenditures related to the development of the Company's contemplated business ventures, products and services. Since its inception, neither the Company nor any of its subsidiaries have been profitable.

Product Quality and Development

The Company and its subsidiary units have completed or are in the process of development of its products and services. There are no assurances that a market will develop or can be maintained for the Company's business ventures or the business ventures of any of its subsidiary units.

Dependence on Advertising and Promotion
The success of the products and services contemplated to be offered by the Company and each of its subsidiary units are highly dependent on advertising and promoting each of the products and services.

Absent the receipt of advertiser, sponsorship and/or promotional support, the Company and each of its eight (8) subsidiary units may be adversely affected. There is no assurance that the Company or any of its eight (8) subsidiary units shall be successful in meeting any of its operational objectives.

No Assurance of Profitability
The Company is a development stage company which has not generated a material level of consolidated sales activity nor has the Company generated a profit. For the Company's fiscal years ended December 31, 2023 and 2024, the Company generated net losses of ($12,134) and ($34,256) respectively. The Company's prospects must be considered in light of the risks, expenses and challenges frequently encountered by development stage companies. To address these risks, the Company and its eight (8) subsidiary units must, among other things, establish its products and services in their respective markets, respond to competitive developments, continue to attract, retain and motivate qualified persons, and continue to upgrade its technologies and commercialize its products and services incorporating such technologies. There can be no assurance that the Company and its eight (8) subsidiary units can be successful in addressing these risks or that the Company can be operated profitably, which depends on many factors, including the success of the Company's marketing program, the control of expense levels and the success of the Company's business activities.

Possible Under Capitalization and Need for Future Financing
The Company and its subsidiaries anticipate that a significant portion of its short-term working capital and long term acquisition financing resources will be provided from the proceeds of this Offering.

If the Company is unable to obtain anticipated funding resources from this Offering, there can be no assurance that the Company and/or its subsidiaries will be able to successfully implement its acquisition-oriented business objectives, or meet working capital requirements. While the Company intends to explore a number of options in order to secure alternative financing in the event that this anticipated financing is not obtained or is insufficient, there can be no assurance that additional financing will be available when needed or available on terms favorable to the Company.

Competition
As discussed above, the markets for which the Company's and each of its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiary units proposes to operate are intensely competitive, rapidly evolving and subject to rapid fundamental and technological change. Except for that of capital, information, knowledge and technology, there are no substantial

barriers to initial entry, and the Company expects competition to persist, intensify and increase in the future. There can be no assurance that market competitors for the Company and each of its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUF, SCOR and TME units will not develop fundamental methods and technologies or products that render the Company's products obsolete or less marketable, that the Company will be able to compete successfully, that the Company will be able to successfully enhance its products, or develop new products and services or lower costs when and as needed.

Proposed Expansion and Ability to Manage Growth

The Company and each of its subsidiary units intend to expand its current level of operations. Expansion of the Company's operations will be dependent upon, among other things, its ability to: achieve significant market acceptance for the Company's products and services; hire and retain skilled management, marketing, technical and other personnel; successfully manage growth, if any (including monitoring operations, controlling costs, and maintaining effective quality controls); and, obtain adequate levels of both working capital and acquisition financing when needed. The Company's prospects for future growth will be largely dependent upon its ability to achieve significant penetration of its products and technologies in targeted markets, to successfully market its concepts, to develop and commercialize applications of its design and production technologies for the market and to enter into strategic alliances with third-parties in connection with the exploitation of its technologies. The Company intends to expand its operations through corporate mergers and/or acquisitions.

RISKS RELATED TO EMPLOYEE BENEFIT PLANS AND INDIVIDUAL RETIREMENT ACCOUNTS

In Some Cases, if the Investors Fails to Meet the Fiduciary and Other Standards Under the Employee Retirement Income Security Act of 1974, as Amended ("ERISA"), the Code or Common Law as a Result of an Investment in the Company's Shares, the Investor Could be Subject to Liability for Losses as Well as Civil Penalties:

There are special considerations that apply to investing in the Company's Shares on behalf of pension, profit sharing or 401(k) plans, health or welfare plans, individual retirement accounts or Keogh plans. If the Investor is investing the assets of any of the entities identified in the prior sentence in the Company's Shares, the Investor should satisfy themselves that:

- The investment is consistent with the Investor's fiduciary obligations under applicable law, including common law, ERISA and the Code;
- The investment is made in accordance with the documents and instruments governing the trust, plan or IRA, including a plan's investment policy;
- The investment satisfies the prudence and diversification requirements of Sections 404(a)(1)(B) and 404(a)(1)(C) of ERISA, if applicable, and other applicable provisions of ERISA and the Code;
- The investment will not impair the liquidity of the trust, plan or IRA;

The investment will not produce "unrelated business taxable income" for the plan or IRA;
The Investor will be able to value the assets of the plan annually in accordance with ERISA requirements and applicable provisions of the applicable trust, plan or IRA document; and
The investment will not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code.

Failure to satisfy the fiduciary standards of conduct and other applicable requirements of ERISA, the Code, or other applicable statutory or common law may result in the imposition of civil penalties and can subject the fiduciary to liability for any resulting losses as well as equitable remedies. In addition, if an investment in the Company's Shares constitutes a prohibited transaction under the Code, the "disqualified person" that engaged in the transaction may be subject to the imposition of excise taxes with respect to the amount invested.

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

ESTIMATED USE OF PROCEEDS

Type of Use	Target Offering Amount
Acquisition Funding	$17,500,000
Streaming TV Equip. Purchase	$80,000
Marketing	$15,000
Hiring Staff and Key Personnel	$350,000
Broker/Dealer - Placement Fee (3%)	$750,000
Legal Fees	$18,000
Escrow Fee (1%)	$250,000
Issuer Offering Expense	$10,000
Investment Portal Build Fee	$4,000
Working Capital	$1,023,000
Capital Reserve	$5,000,000
TOTAL	**$25,000,000**

The foregoing represents the Company's best estimate of the allocation of the Proceeds of this Offering based on planned use of funds for the Company's operations and current objectives. Notwithstanding the foregoing, the Company may borrow or obtain money from financiers, other lenders, parallel investment vehicles, or banks to fund its investments, who are not identified at this moment as the Company does not currently have any agreements with any financiers, lenders, parallel investment vehicles, or banks to borrow or obtain money.

There is no Maximum Offering Amount set by the Company for this Offering. In the Event the Proceeds raised exceeds the Target Offering Amount ($25,000,000), the Company intends to allocate the Proceeds in a manner and in similar proportions to the Target Offering Amount as stated above.

The Company hereby reserves the right to change the anticipated or intended Use of Proceeds of this Offering as described in this Section and as described elsewhere within this Private Placement Memorandum.


CITIZENS CAPITAL™ CORP.
IT'S GROUP OF COMPANIES

ABOUT THE BUSINESS

The Company was incorporated under the laws of the State of Texas on March 12, 1991 as Let Us, Inc. The Company's articles of incorporation were amended in the State of Texas on March 30, 1992 changing the Company's corporate name from Let Us, Inc. to Citizens Capital Corp..

For the purpose of entering into the residential mortgage loan market segment; the Company organized a subsidiary, Landrush Realty Corporation on August 15, 1995. Also on August 15, 1995, the Company sold the trademarks and exclusive marketing rights to two of its residential home equity brands, The Texas Home Equity ReFund™ and The Cash-Out Mortgage ReFinancer™ to Landrush in exchange for 19,000,000 Shares of Landrush common stock. On June 13,1997, the Company sold the trademark and exclusive marketing rights to its third residential home equity brand: The Home Equity Cashier™ to Landrush in exchange for 333,334 Shares of Landrush common stock.

As of March 1, 2025, the Company continues to hold the exclusive marketing rights to both the Texas Home Equity ReFund™ and the Cash-Out Mortgage ReFinancer™ products. However, the Company is not actively marketing, licensing or operating either of its Texas Home Equity ReFund™ or Cash-Out Mortgage ReFinancer™ products in the consumer marketplace.

Moreover, the Company continues to own and control 19,333,334 Shares of Landrush Realty Corporation common stock.

For the purpose of entering into the print media market segment, the Company organized a subsidiary, Media Force Sports & Entertainment Inc. on June 13, 1997. Also, on June 13, 1997, the Company sold the trademark, publishing and exclusive marketing rights to its Financial News* print publication to Media Force in exchange for 19,333,334 Shares of Media Force common stock.

As of March 1, 2025, the Company continues to own and control 19,333,334 Shares of Media Force Sports & Entertainment, Inc. Common stock.

For the purpose of entering into the athletic footwear and apparel market segment, the Company organized a subsidiary, SCOR Brands Inc. (SCOR) on June 13, 1997. On November 20, 1997, the Company sold the scorbrands.com domain, the trademark and exclusive marketing rights to its SCOR™ brand athletic shoe and apparel logo to SCOR in exchange for 19,333,334 Shares of SCOR common stock. Effective August 15, 2002, the Company elected to temporarily suspend all SCOR brand footwear marketing and production due to the condition of the capital market place.

As of March 1, 2025, the Company continues to own the exclusive marketing and distribution rights to the SCOR brand footwear and apparel products and controls 19,333,334,Shares of SCOR Brands, Inc.; Class A; common stock.

In 2000, the Company acquired the assets of a printing business for integration into its Media Force unit and the Company primarily through this unit began to generate revenues. The Company made the strategic decision to re-deploy its resources and permanently discontinued its Media Force unit's commercial printing operation effective the period ended December 31, 2003.

On February 5, 2008, the Company officially completed the development of the Dream League Football Association (DLFA), to include the design of its Dream League Football Association, league seal, the league brand and team logos for each of its twenty (20) initial market teams. The Company, through each of its twenty (20) proposed DLFA franchise teams, holds the exclusive television, streaming and radio broadcast rights, product manufacturing, product marketing, product merchandising and product distribution rights for each of its twenty (20) uniquely branded teams and team logos. Each the Company's named DLFA teams as they pertain to their team brands are listed as follows. All of said team brands may be subject to rebranding:

On December 28, 2009, the Company entered into a Sell/Purchase Agreement (the "Purchase Agreement") with DLFA Industries Inc. ("Industries"), a newly formed entity organized under the Laws of the State of Texas. Pursuant to the terms of the Purchase Agreement, the Company agreed to sale, to Industries, all of the tangible and intangible assets (the "Assets") of the Dream League Football Association, professional football league (the "League") in exchange for the issuance of an aggregate of 250,000,000 Shares of Industries' common stock to the Company @ $0.20 per share or an aggregate common stock share value of $50,000,000, as payment in full, thereby causing Industries to hold 250,100,000 Industries common Shares and thence become a 100% percent, wholly-owned subsidiary of the Company as of December 31, 2009. Pursuant to a Form D; Notice of Securities Sales filed on January 7, 2010 with the Securities and Exchange Commission (File Number: 021-137524), Industries common stock, issued to the Company, were allocated in the following amounts and price per share pursuant to Regulation D; Rule 230.504 and 230.506 respectively, of the Securities Act of 1933, as amended.

1) 5,000,000 Shares of DLFA Industries Inc. common stock @ $0.20 per share pursuant to Rule 230.504.

2) 245,000,000 Shares of DLFA Industries Inc. common stock @ $0.20 per share pursuant to Rule 230.506.

For the period ended December 31, 2009, there was no public market value for Industries' common stock. As such, the Company accounted for its aggregate 250,100,000 common share equity interest in Industries on the basis of the $0.0001 par value of Industries' common stock at the close of the December 28, 2009 transaction between the Company and Industries.

Thereby, as of March 1, 2025, the Company continues to own and hold 250,100,000 Shares of DLFA Industries, Inc.; Class A; common stock.

On August 14, 2017, the Company entered into an agreement with Dallas, Texas based business incubator and affiliate, Corporate Services Trust, LLC, for the development of a multi-channel, direct to home, streaming video platform. On May 25, 2022, Corporate Services Trust, LLC completed development of Media Force Sports & Entertainment TV (MFSE TV), a seventy five (75) channel, (IP) based, streaming video platform. The Company established a newly formed subsidiary, Media Force Sports & Entertainment TV, Inc. (MFSE TV, Inc.), to serve as a rollup platform in order to operate within the on-demand, streaming video segment.

On June 20, 2023, the Company acquired the MFSETV.com internet domain and the rights to own and operate the MFSE TV streaming video platform from Corporate Services Trust, LLC in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000; balloon purchase money note plus the issuance of 2,500,000 Shares of (MFSE TV, Inc.), Class A; common stock.

As of March 1, 2025, the Company continues to own 22,500,000,Shares of (MFSE TV, Inc.), Class A; common stock.

On November 5, 2017, the Company entered into an agreement with business incubator and affiliate, Corporate Services Trust, LLC, for the development of an on-demand, private entertainment platform. On July 23, 2020, Corporate Services Trust, LLC completed development of the teeezme.com, private entertainment platform. The Company established a newly formed subsidiary,TM Enterprises, Inc., to serve as a rollup platform in order to operate within the private entertainment segment. On May 1, 2023, the Company acquired; a) the teeezme.com domain; b) acquired the teeezme brand; c) acquired the right to operate Teeezme TV and the teeezme.com platform in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000 balloon purchase money note plus the issuance of 2,500,000 Shares of TM Enterprises, Inc.; Class A; common stock.

As of March 1, 2025, the Company continues to own and hold 22,500,000 Shares of TM Enterprises, Inc.; Class A; common stock.

On October 18, 2020, the Company entered into an agreement with business incubator and affiliate, Corporate Services Trust, LLC, for the development of a technology driven, product marketing and e-commerce based platform. On November 8, 2021, Corporate Services Trust, LLC completed development of the farreachtechnologies.com marketing and E-commerce platfom. The Company established a newly formed subsidiary, FarReach Technologies, Inc. to serve as a rollup platform in order to operate within the technology products marketing and distribution segment. On June 5, 2022, the Company acquired; a) the farreachtechnologies.com domain; b) the FarReach Technologies brand; c) acquired the right to operate the farreachtechnologies.com platform in exchange for the issuance to Corporate

Services Trust, LLC of a three (3) year; two percent (2%); $100,000 balloon purchase money note plus the issuance of 2,500,000 Shares of FarReach Technologies, Inc.; Class A; common stock.

As of March 1, 2025, the Company continues to own and hold 22,500,000 Shares of FarReach Technologies, Inc.; Class A; common stock.

On April 16, 2019, the Company entered into an agreement with business incubator and affiliate, Corporate Services Trust, LLC, for the development of a Cannabis brand and a Cannabis product marketing and E-Commerce based platform. On November 8, 2020, Corporate Services Trust, LLC completed development of Puff Brands, and the puffbrands.com marketing and e-commerce platfom. The Company established a newly formed subsidiary, Puff Brands, Inc. to serve as a rollup platform in order to operate within the Cannabis, branded retail, wholesale and extract markets.

On August 20, 2021, the Company acquired the Puff Brands' Cannabis Trademark; the Master Licensing; Marketing Rights; and puffbrands.com Domain Name from Corporate Services Trust LLC. in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000 balloon purchase money note plus the issuance of 2,500,000 Shares of Puff Brands, Inc.; Class A; common stock.

As of March 1, 2025, the Company continues to own and hold 22,500,000 Shares of Puff Brands, Inc.; Class A; common stock.

Subsidiaries and/or Affiliates

The Company may operate as principal, as well as, act separately through each of the following subsidiary and/or affiliated units acting as rollup platforms. The Company intends to initially allocate up to $150,000 in capital to each subsidiary unit. As of March 1, 2025, the Company operates through the following wholly owned subsidiaries and/or affiliated units:

1) **DLFA Industries, Inc.** (Industries) – 100%
DLFA Industries, Inc. is a rollup platform focused upon the acquisition of industrial, consumer and sports products manufacturing and distribution companies. DLFA owns the rights to the Dream League Football Association, the dreamleaguefootball.com domain, as well as, the tangible and intangible assets of the Dream League Football Association, professional football league.

2) **Far Reach Technologies, Inc.** (Far Reach) – 90%
Far Reach Technologies, Inc. is a rollup platform focused upon the acquisition and/or development of technologically advanced companies, products, systems, and/or software across diverse industries. Far Reach operates the farreachtechnologies.com e-commerce platform.

3) **Landrush Realty Corporation** (Landrush) – 97%
Landrush Realty Corporation is focused upon the acquisition of real property and the development of commercial, single and multi-family residential real estate. Landrush owns the brand and exclusive marketing rights to the Texas Home Equity ReFund(R) and Cash-Out Mortgage Refinancer (R) brands.

4) **Media Force Sports & Entertainment, Inc.** (MFSE) – 97%
Media Force Sports & Entertainment, Inc. is a rollup platform focused upon video, film and audio production services, as well as, the origination, aggregation, acquisition and/or development of sports and entertainment video, film content.

5) **SCOR Brands, Inc. (SCOR)** – 97%
SCOR Brands, Inc. is focused upon the marketing and distribution of SCOR branded athletic, casual footwear and apparel. SCOR holds the exclusive marketing and distribution rights to the SCOR brand athletic, casual footwear and apparel brand. SCOR owns the scorbrands.com domain.

6) **TM Enterprises, Inc.** (TME) – 90%
TM Enterprises, Inc. is engaged in the on-demand, private entertainment market segment. TME owns the marketing and operating rights to Teeezme TV and the teeezme.com, on-demand, private entertainment platform. TME

7) **MFSE TV, Inc.** (MFSE TV) – 90%
MFSE TV, Inc. is a (75) channel, IP based video streaming, aggregation, advertising and distribution platform. MFSE TV is the owner and operator of the MFSE TV video, streaming, aggregation and distribution platform. MFSE TV owns the mfsetv.com. domain.

8) **Puff Brands, Inc.** (PUFF) – 90%
Puff Brands, Inc. is a rollup platform focused upon the legalized, recreational Cannabis market segment. PUFF pursues the acquisition of cannabis brands and/or companies engaged in the growth, processing, extraction and wholesale and retail distribution of cannabis under the Puff Brand. PUFF owns the puffbrands.com domain and the exclusive marketing and distribution rights to the Puff Brand mark.

Plan of Operation

The Company's plan of operation for the remainder of its 2025 fiscal year is to: 1) aggressively market and promote the Company's $25 million; cumulative, convertible, callable, preferred stock offering, publicly; 2) continue to evaluate and pursue suitable merger and/or acquisition operating targets; or acquire those assets and/or product marketing rights which may provide the Company with an entry into new markets or serve as a complimentary addition to existing operations, assets, products and/or services; 3) establish a business services platform company to acquire marketing and advertising service firms that may also be utilized to market and advertise the Company and/or the businesses of its subsidiary and/affiliated units; 4); add key administrative, management, operational and financial reporting personnel necessary to support the implementation and execution of the Company's intended activities.

The Company's plan of operation for the first six (6) months of its 2026 fiscal year is to:

1) initiate the production, re-marketing and/or redistribution of the products and/or services developed organically by the Company and/or each of its eight (8) subsidiary platforms: INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME, respectively; 2) to resume the production, marketing and distribution of the SCOR brand line of athletic, casual shoes and apparel.

The Company's operations since March 12, 1991 (inception) to current have primarily included the prototype development of its branded products and services and expenditures related to the research and development of the Company's proposed business ventures.

Acquisition of Plant and Equipment

As of March 1, 2025, the Company does not currently have any definitive written or verbal agreements in place to acquire a plant. The Company, subsidiaries and/or affiliated units do anticipate the immediate acquisition of up to $150,000 in streaming video equipment. Further, the Company, thru its SCOR unit, anticipates the acquisition and/or manufacture of certain shoe molds, and shoe last of up to $150,000 required in resuming the production and marketing of the SCOR brand athletic, casual shoes.

Change in Numbers of Employees

For the remainder of its 2025 fiscal year, the Company does anticipate a material change in the number of its employees.

For the first six (6) months of its 2026 fiscal year, the Company does anticipate a material change in the number of employees required to implement, manage and support its operations, administrative, financial reporting, marketing, and sales requirements The Company may retain the services of certain key personnel from any of those operating entities it deems suitable to merge with or acquire.

Financial Information

The Company is a development stage Company. During the period between 2023 and 2024, and for periods prior to its 2023 fiscal year, the Company's plan of operation, asset development, acquisition or products and services may have not been fully launched or implemented in their respective market segments. As such, the Company's financial performance by industry segment may not be indicative of future performance results.

Principal Products Produced and Services Rendered

The principal product and/or service intended to be offered by the Company, separately and/or in conjunction with and/or on behalf of its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiaries, is the research, evaluation and pursuit of: a) suitable merger and/or acquisition of existing corporate operating entities; b) to develop and/or acquire those assets and/or product marketing and distribution rights which may provide an entry into new markets or serve as a complementary addition to existing operations, assets, products and/or services.

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES


PRIVATE
EQUITY
Puff Brands
DREAM FOOTBALL ASSOCIATION LEAGUE
LAND RUSH HOMES
MFSE
A Mobile Network
SCOR
tting Feet with Shoes Around the World
TeezMe
FORCE
SPORTS + ENTERTAINMENT
FRT
FarReach Technologies Inc.

Status of Products or Services

The status of the Company's products and/or services and for that of each of its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiary units are as follows:

DLFA Industries, Inc.
("INDUSTRIES")

On February 5, 2008, the Company officially completed the development of the Dream League Football Association (DLFA), to include the design of its Dream League Football Association, league seal, the league brand and team logos for each of its twenty (20) initial teams.

The Company, through each of its twenty (20) DLFA franchise teams, holds the exclusive television and radio broadcast rights, product manufacturing, product marketing, product merchandising and product distribution rights for each of its twenty (20) uniquely branded teams and team logos. Strategically divided into Republican and Democratic divisions, each of the Company's named DLFA teams as they pertain to their team brands are listed as below. For strategic purposes, individual team markets have not been included:

> Stampede; Rustlers; Drillers; Warriors; River Wranglers; Blackjacks; Stars; Mountaineers; Pioneers; Silicons; Gamblers; Gotham Gladiators; Liberty; Rhinos; Vultures; Bulldogs; Condors; Roaddoggs; Stallions; Cheezheads.

On December 28, 2009, the Company entered into a Sell/Purchase Agreement (the "Purchase Agreement") with DLFA Industries Inc. ("Industries"), a newly formed entity organized under the Laws of the State of Texas. Pursuant to the terms of the Purchase Agreement, the Company agreed to sale, to Industries, all of the tangible and intangible assets (the "Assets") of the Dream League Football Association, professional football league (the "League") in exchange for the issuance of an aggregate of 250,000,000 shares of Industries' common stock to the Company @ $0.20 per share or an aggregate common stock share value of $50,000,000, as payment in full, thereby causing Industries to hold 250,100,000 Industries common shares and thence become a 100% percent, wholly-owned subsidiary of the Company as of December 31, 2009. Pursuant to a Form D; Notice of Securities Sales filed on January 7, 2010 with the Securities and Exchange Commission (File Number: 021-137524), Industries common stock, issued to the Company, were allocated in the following amounts and price per share pursuant to Regulation D; Rule 230.504 and 230.506 respectively, of the Securities Act of 1933, as amended, of 1933, as amended.

1) 5,000,000 shares of DLFA Industries Inc. common stock @ $0.20 per share pursuant to Rule 230.504.

2) 245,000,000 shares of DLFA Industries Inc. common stock @ $0.20 per share pursuant to Rule 230.506.

For the period ended December 31, 2009, there was no public market value for Industries' common stock. As such, the Company accounted for its aggregate 250,100,000 common share equity interest in Industries on the basis of the $0.0001 par value of Industries' common stock at the close of the December 28, 2009 transaction between the Company and Industries. Thereby, for the period ended December 31, 2009, the Company recorded a value of $25,010 under the "Other Assets – Investments" section of its balance sheet representing its common stock, equity interest investment in Industries.

Today, private equity firms have become increasingly involved in professional sports and collegiate sports, with significant investments in teams, leagues and collegiate athletic conferences across various sports and countries.

This trend is driven by more relaxed ownership rules in collegiate athletics and major leagues like the NBA, MLB, NHL, MLS, and the NFL, allowing private equity firms to take minority stakes in teams, leagues and collegiate athletic conferences.

Private equity investments in sports cover several areas, including media rights, infrastructure (venues and training facilities), mixed-use entertainment complexes, stadia financing, technology providers for sports organizations, and sports-adjacent businesses like sports betting. Firms actively involved in this space include Arctos Sports Partners, Red Bird Capital Partners, Sixth Street Partners, Ares Management, CVC Capital Partners, and Silver Lake.

In July 2022, Apple TV paid Major League Soccer (MLS), $2.5 billion dollars over 10 years for the streaming rights to MLS games.

Today, DLFA Industries, Inc. is positioned as a rollup platform focused upon the acquisition of consumer and sports products manufacturing and distribution companies. DLFA owns the rights to the Dream League Football Association brand, the dreamleaguefootball.com domain, as well as, the tangible and intangible assets of the Dream League Football Association, professional football league.

Through a future equity offering, the Company contemplates utilizing a portion of said capital, as initial seed, to fund INDUSTRIES related M&A activities, as well as, to facilitate the strategic launch of its Dream League professional football league in twenty (20) initial markets. Separately, through spinoff, INDUSTRIES is positioned to raise additional expansion and/or operational capital by conducting its own Reg A+ equity offering.

As of August 1, 2025, the Company continues to own and hold 250,100,000 shares of INDUSTRIES Class A; common stock. INDUSTRIES is a 100% wholly owned subsidiary of the company.

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Far Reach Technologies, Inc.
("FAR REACH")

On May 1, 2021, the Company entered into an agreement with business incubator and affiliate, Corporate Services Trust, LLC, for the research and development of a technology driven, product marketing and e-commerce based platform. On October 15, 2022, Corporate Services Trust, LLC completed development of the marketing and distribution platform farreachtechnologies.com. The Company established a newly formed subsidiary, Far Reach Technologies, Inc., in order to operate within the technology and consumer product segment. To facilitate the initial capitalization of Far Reach Technologies, Inc., the Company was issued 22,500,000 shares of Far Reach Technologies, Inc., Class A; common stock. On January 10, 2023, the Company: a) acquired the farreachtechnologies.com domain; b) acquired the Far Reach Technologies brand; and c) acquired the right to operate the Far Reach business and the farreachtechnologies.com platform in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000 balloon purchase money note plus the issuance of 2,500,000 shares of Far Reach Technologies, Inc.; Class A; common stock.

Today, FAR REACH is positioned as a rollup platform focused upon the acquisition of technologically advanced companies with products and services, systems, and/or software across diverse industries.

As of August 1, 2025, the Company continues to own and hold 22,500,000 shares of FAR REACH Class A; common stock. FAR REACH is a 90% wholly owned subsidiary of the company.

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Landrush Realty Corporation
("LANDRUSH")

For the purpose of entering into the residential mortgage loan market segment; the Company organized a subsidiary, Landrush Realty Corporation on August 15, 1995. Also on August 15, 1995, the Company sold the trademarks and exclusive marketing rights to two (2) of its residential home equity brands, the Texas Home Equity ReFund™ and the Cash-Out Mortgage ReFinancer™ to Landrush in exchange for 19,000,000 shares of Landrush common stock. On June 13,1997, the Company sold the trademark and exclusive marketing rights to its third residential home equity product brand: the Home Equity Cashier™ to Landrush in exchange for 333,334 shares of Landrush common stock.

Today, LANDRUSH is positioned as a rollup platform for the acquisition of single and multi-family residential and commercial construction companies. Further, LANDRUSH is focused upon the acquisition of real property which might facilitate the development of income producing commercial, single and multi-family residential real estate developments. Moreover, LANDRUSH is focused upon the acquisition of real property which might facilitate the development of income producing, mixed use stadia and entertainment complexes in synergistic relationship to each of INDUSTRIES' Dream League's (20) individual team markets.

As of August 1, 2025, LANDRUSH continues to hold the exclusive marketing rights to the Texas Home Equity ReFund™, the Cash-Out Mortgage ReFinancer™ and the Home Equity Cashier™ product brands. LANDRUSH is not actively marketing, licensing or operating its Texas Home Equity ReFund™, Cash-Out Mortgage ReFinancer™ or the Home Equity Cashier™ product brands in the consumer marketplace. Each of the three (3) product brands are currently available for current licensing and/or product marketing opportunities.

The Company continues to own and control 19,333,334 shares of Landrush Realty Corporation common stock. LANDRUSH is a 97% wholly owned subsidiary of the company.

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Media Force Sports & Entertainment, Inc.
("MFSE")

For the purpose of entering into the print media market segment, the Company organized a subsidiary, Media Force Sports & Entertainment Inc. on June 13, 1997. Also, on June 13, 1997, the Company sold the trademark, publishing and exclusive marketing rights to its Financial News print publication to Media Force in exchange for 19,333,334 shares of Media Force common stock.

Today, MFSE is positioned as a rollup platform focused upon the acquisition of content and/or the operation of video, film and audio production services, as well as, the origination, aggregation, acquisition, development and/or operation of news, sports and entertainment related content.

MFSE has transformed its branded Financial News print publication into a branded Financial News Network (FNN). FNN is positioned to first operate as an advertising and sponsorship based daily podcast. Subsequently, FNN shall operate as a branded streaming channel on the company's MFSE TV branded (75) channel streaming platform. FNN is currently ready for launch. If and/or when the company's offering is successfully completed up to the minimum subscription level of $100,000, FNN shall be moved to active operations.

As of August 1, 2025, the Company continues to own and control 19,333,334 shares of MFSE Common stock. MFSE is a 97% wholly owned subsidiary of the company.

* * *

SCOR Brands, Inc.
("SCOR")

For the purpose of entering into the athletic footwear and apparel market segment, the Company organized a subsidiary, SCOR Brands Inc. (SCOR) on June 13, 1997. On November 20, 1997, the Company sold the trademark and exclusive marketing rights to its SCOR™ brand athletic shoe and apparel logo to SCOR in exchange for 19,333,334 shares of SCOR common stock.

Facilitated by China based contract footwear manufacturers, the Company moved its SCOR brand athletic footwear into full production on January 24, 2002 with the landed production of 2,928 pairs of SCOR branded footwear in the basketball, running, golf and casual shoe categories distributed during the period thru its SCOR online store at: https://scorbrands.com. Effective August 15, 2002, the Company elected to temporarily suspend all SCOR brand footwear marketing and production due to working capital limitations and the condition of the capital markets subsequent to the events of September 11, 2001 and the capital market crash thereby. As of August 1, 2025, the Company continues to own the exclusive marketing and distribution rights to the SCOR footwear and apparel brand, as well as, the scorbrands.com domain.

Today, SCOR is strategically positioned to become the official footwear and apparel brand of the company's Dream League professional football league. If and/or when the company's offering is successfully completed, SCOR intends to resume the production, marketing and distribution of the SCOR brand athletic, casual footwear and apparel line through its https://scorbrands.com, e-commerce based website.

As of August 1, 2025, the Company continues to own and control 19,333,334,shares of SCOR; Class A; common stock. SCOR is a 97% wholly subsidiary of the company.

* * *

TM Enterprises, Inc.
("TME")

On November 15, 2022, the Company entered into an agreement with business incubator and affiliate, Corporate Services Trust, LLC, for the research and development of an on-demand, private entertainment platform. On May 1, 2023, Corporate Services Trust, LLC completed development of the teeezme.com private entertainment, booking and payment vendor marketplace. The Company established a newly formed subsidiary, TM Enterprises, Inc., in order to operate within the private entertainment segment. To facilitate the initial capitalization of TM Enterprises, Inc., the Company was issued 22,500,000 shares of TM Enterprises, Inc., Class A; common stock. On July 23, 2025, TME: a) acquired the teeezme.com domain; b) acquired the teeezme brand; c) acquired the teeezme vendor marketplace, booking and payment platform; and d) acquired the right to operate the teeezme.com platform in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000 balloon purchase money note plus the issuance of 2,500,000 shares of TM Enterprises, Inc.; Class A; common stock.

Today, TME is positioned as a rollup platform for the strategic acquisition of various entertainment based platforms and venues. TME is engaged in the on-demand, private entertainment market segment. TME owns the marketing and operating rights to Teeezme TV and the teeezme.com, booking and payment platform.

As of August 1, 2025, the Company continues to own and hold 22,500,000 shares of TME; Class A; common stock. TME is a 90% wholly owned subsidiary of the company.

* * *

MFSE TV, Inc.
("MFSE TV")

A Mobile Network

On August 10, 2018, the Company entered into an agreement with Dallas, Texas based business incubator and affiliate, Corporate Services Trust, LLC, for the research and development of a multi-channel, direct to home, streaming TV platform. Said streaming TV platform shall be distributed through software application over existing internet protocol (IP) based networks. On November 8, 2023, Corporate Services Trust, LLC completed development of Media Force Sports & Entertainment TV branded, seventy five (75) channel, (IP) based, streaming TV platform. The Company established a newly formed subsidiary, Media Force Sports & Entertainment TV, Inc. MFSE TV, in order to operate within the streaming video segment. To facilitate the initial capitalization of MFSE TV, the Company was issued 22,500,000 shares of MFSE TV Class A; common stock. On December 27, 2024, MFSE TV: a) acquired the MFSETV.com internet domain; b) acquired certain equipment supplier list related to MFSE TV operations; and c) acquired the right to operate and own the MFSE TV branded streaming platform from Corporate Services Trust, LLC in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000; balloon purchase money note plus the issuance of 2,500,000 shares of (MFSE TV, Inc.), Class A; common stock.

Today, MFSE TV is the owner and retains the exclusive operating rights to the MFSE TV branded, (75) channel, IP based video streaming, aggregation, advertising and distribution platform. MFSE TV has been strategically positioned as the video platform and branded streaming provider for the company's Dream League professional football league, as well as, the streaming video distribution provider for the company's MFSE related video content. MFSE TV controls all advertising and sponsorship traffic on the MFSE TV platform. If and/or when the company's offering is successfully completed, the company has allocated up to $80,000 in payment of a current purchase order related to initial purchase of core MFSE TV headend and streaming equipment.

As of August 1, 2025, the Company continues to own and hold 22,500,000,shares of MFSE TV, Class A; common stock. MFSE TV is a 90% wholly owned subsidiary of the company.

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Puff Brands, Inc.
("PUFF")

On April 16, 2019, the Company entered into an agreement with business incubator and affiliate, Corporate Services Trust, LLC, for the development of a Cannabis brand and a Cannabis product marketing and E-Commerce based platform. On November 8, 2020, Corporate Services Trust, LLC completed development of the Puff Brands brand, and the acquisition of the puffbrands.com domain.

On August 20, 2021, PUFF acquired the Puff Brands' Cannabis Trademark; the Master Licensing; Marketing Rights; and puffbrands.com Domain Name from Corporate Services Trust LLC in exchange for the issuance to Corporate Services Trust, LLC of a three (3) year; two percent (2%); $100,000 balloon purchase money note plus the issuance of 2,500,000 shares of Puff Brands, Inc.; Class A; common stock

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Today, PUFF is a rollup platform focused upon the legalized, recreational Cannabis market segment. PUFF is positioned to pursues the strategic acquisition of cannabis brands and/or companies engaged in the growth, processing, extraction and wholesale and retail distribution, in legalized markets, of cannabis under the Puff Brand. PUFF owns the puffbrands.com domain and has the exclusive marketing and distribution rights to the Puff Brand mark.

As of August 1, 2025, the company continues to own and hold 22,500,000 shares of PUFF; Class A; common stock. PUFF is a 90% wholly owned subsidiary of the company.

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Sources and Availability of Raw Materials
The intended operations of the Company's and/or subsidiaries may be dependent upon sources and/or the availability of raw materials for the initiation and completion of its contemplated business ventures.

The Company intended business is not dependent upon sources and/or the availability of raw materials for the initiation and completion of its contemplated business operations.

Landrush's purposed multi-family residential and commercial development ventures are highly dependent upon sources and the availability of raw materials. Landrush may source and use such raw materials as: steel beams, wood, bricks, cement, and plastic. Landrush general building contractors may make direct use of said raw materials during the course of any proposed, contracted building assignment. All material sources of raw materials which may be needed by Landrush to carry out its contemplated residential and commercial development ventures are generally available in sufficient supply.

Media Force intended business is not dependent upon sources and/or the availability of raw materials for the initiation and completion of its any of its contemplated business operations.

SCOR's branded athletic shoes shall be dependent upon a ready source of natural and synthetic rubber, vinyl and plastic compounds, foam cushioning materials, nylon, canvas, and leather. SCOR's proposed apparel products are dependent upon the use of natural and synthetic fabrics, treads and specialized performance fabrics designed to repel rain, retain heat, or efficiently transport body moisture. SCOR's contemplated athletic shoes and apparel lines shall be produced by third party, contract manufacturers located in China. Said contract manufacturers typically buy raw materials in bulk, as needed for production. Raw materials necessary to produce SCOR's branded footwear is generally available in or are delivered to the countries where the manufacturing process takes place. The contract manufacturers who have been engaged to produce SCOR's branded line of shoes and apparel have not experienced any material level of difficulties in satisfying the raw material requirements used for the production of the SCOR brand line of athletic shoes and apparel.*

Industries' intended DLFA professional football league team uniforms and team merchandise shall be dependent upon a ready source of natural and synthetic rubber, mesh, nylon, cotton and leather materials. Industries' contemplated team uniforms and team merchandise shall be produced by third party, contract manufacturers located in China. Said contract manufacturers typically buy raw materials in bulk, as needed for production. Raw materials necessary to produce Industries' team uniforms and team merchandise are generally available in, or are delivered to the countries where the manufacturing process takes place. The contract manufacturers who have been engaged to produce Industries' team uniforms and team merchandise have not experienced any material level of difficulties in satisfying raw material requirements used for the production of Industries' team uniforms and team merchandise.

Patents, Trademarks, Licenses, Franchises and Concessions
The Company utilizes trade and/or service marks on a substantial number of the products and/or services proposed for offering by its Landrush; Media Force; SCOR and DLFA subsidiaries. The Company believes having distinctive marks that are unique and readily identifiable is a very important factor in creating and maintaining a market for its products and services, in identifying the Company and its subsidiaries, establishing exclusive product branding, marketing and distribution rights and in distinguishing its products and services from the other products and services offered in the marketplace. The Company and its subsidiaries consider its trade and service brand marks to be amongst its most valuable assets.

The Texas Home Equity ReFund™; The Cash-Out Mortgage ReFinancer™; The Home Equity Cashier™; and SCOR™ brand marks are common law trademarks of the Company and/or its subsidiaries. The Company and its subsidiaries believe they have the exclusive right to use and market said trademarks in the marketplace.

The Black Financial~News brand mark is a registered trademark of the Company and/or its subsidiaries. As such, the Company and its subsidiaries have the exclusive right to use and market said trademarks in the marketplace as it pertains to its branded broadcast network.

The SCOR™ brand mark is a registered trademark of the Company and/or its subsidiaries. As such, the Company and its subsidiaries have the exclusive right to use and market said trademarks in the marketplace as it pertains to the exclusive marketing and distribution rights of its branded footwear and apparel products.

Industries, through each of its twenty (20) DLFA teams, maintains the exclusive marketing, merchandising and distribution rights for each of its twenty (20) uniquely branded team logos.

Seasonal Nature of Business
Demand for the products and services contemplated by the Company and its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiary units may be influenced by seasonal changes, as well as changes in consumer attitudes and demand. The Company and its subsidiaries may experience fluctuations in sales volume during a given year as a result of seasonal changes or changes in consumer attitudes. The Company believes that the mix of its proposed products for sale may vary considerably from time to time as a result of changes in seasonal, gender and geographic demand.

The Company believes that changes or fluctuations in interest rates may adversely impact Landrush's contemplated home equity products, when offered, as these products are tied directly to the cost of capital, as related to the rate of interest charged to obtain a mortgage loan. The Company also believes that fluctuations in interest rates may impact Landrush's ability to obtain financing necessary

to hold funded mortgage loans prior to the bundling, securitization and re-marketing of said mortgage loans in the secondary mortgage market.

The nature of the Company's Media Force unit is intended to be a twenty four hour, seven day per week, three hundred and sixty five day per year operation. As such, the Company does not currently believe that its Media Force unit is materially impacted by seasonal operations.

The Company believes that the relative popularity of various sports and fitness activities, as well as, changing design trends may affect the demand for SCOR's athletic shoes and apparel products.* As such, SCOR believes that it must respond to trends and shifts in consumer preferences by adjusting the mix of its contemplated product offerings, develop new styles and categories and influence consumer buying preferences through aggressive marketing and the utilization of efficient production and inventory techniques.

Industries' DLFA contemplates a fall season, eighteen game schedule. As such, said operations should be considered as seasonal in nature. However, Industries believes that given the seasonal nature of all professional sports leagues and the varying degrees of success and yearly constancy thereof, that the seasonal nature of the contemplated DLFA should not have a material impact on its operations.

Inventory Requirements

Neither the Company nor its Landrush or Media Force units rely upon the carriage of material levels of inventories in order to meet the continuous delivery requirements of its customers.

The Company's INDUSTRIES; FARREACH; PUFF, and SCOR subsidiary units shall require adequate levels of working capital to fulfill initial product inventory carriage.

The athletic footwear and apparel industry that the Company's SCOR subsidiary contemplates is generally characterized by specialized athletic shoe companies, apparel companies, sports equipment companies and large companies having diversified lines of products primarily serving the retail store market segment. Those companies who have a large retail store customer base generally offer ordering programs which allow their retailers to order product five to six months in advance of delivery with the guarantee that a certain percentage of the orders will be delivered within a preset time and at a fixed price. These companies generally maintain strategically located distribution facilities in order to warehouse new products prior to delivery to their retail customers. In order to better manage inventory and working capital, several of the larger companies in the athletic footwear and apparel industry maintain Company operated retail outlets which primarily carry b-grade and closeout merchandise.

In order to more efficiently manage inventory levels, SCOR may distribute a portion of its SCOR™ brand line of athletic shoes and apparel directly to customers utilizing its online based retail platform. For this purpose, SCOR has retained ownership of the scorbrands.com internet domain.*

SCOR pre-determines the initial styles, colors and categories of the products it will offer for a given sport or casual footwear niche. Once said styles and categories are determined, SCOR may warehouse and maintain a minimum 120 day inventory of those products, style and color categories which are known to take up to 90 days to design, produce and deliver.

SCOR may warehouse and maintain a minimum 30 day inventory of those contemplated apparel items which are known to take up to 90 days to design, produce and ship. Said product and style categories shall require pre-payment and may be shipped directly when ordered. All contemplated products to be produced may require that SCOR make working capital investments in the production of said products prior to delivery. Payment for customer direct purchases shall generally be due and payable to SCOR at the time that a given product is ordered. SCOR may make thirty (30) day credit terms available to certain retail customers who are credit worthy and may provide customers with credits and/or refunds for merchandise returned due to product defect

Dependence of Segment on a Single Customer
Neither the Company nor its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiary units is dependent upon a single customer or a few customers for the generation of aggregate product sales which are equal to 10% or more of its consolidated revenue.

Sales Order Backlog
Neither the Company its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiary units have any firm sales order backlog for the fiscal years ended December 31st of 2023 and 2024 respectively.

Renegotiation; Termination of Business or Contracts
No portion of the Company's contemplated business nor the contemplated business of any of its INDUSTRIES; FARREACH; LANDRUSH; MFSE; MFSE TV; PUFF, SCOR and TME subsidiary units were subject to any form of renegotiation preceding nor were they subject to the renegotiation or termination of any major or minor government contracts or contracts otherwise for the fiscal years ended December 31st of 2023 and 2024 respectively.

Competition
The Company contemplates operating in the corporate mergers and acquisition (M&A) segment. The Company intends to acquire, own and manage various corporate manufacturing, distribution and/or service companies. Typically, the industry is characterized by the presence of small, medium and large private equity firms. Generally, said private equity firms may be privately and/or publicly held with access to both the public and private equity and debt capital markets respectively. The principal method of acquisition of these M&A companies is to utilize combinations of cash, equity and debt to consummate its merger and acquisition transactions. The specific combination of cash, equity or debt utilized by each M&A Company is generally dependent upon current conditions in the both the public and private capital market place.

Ichan Enterprise, L.P., KKR, Blackstone Group, Providence Equity Partners and Carlyle Group are amongst the industry's leading market participants in the mergers and acquisition segments respectively.

Research & Development Expenditures
The Company spent $13,502 and $0 on research and development for its fiscal years ended December 31, 2023, and 2024 respectively. Said expenditures were attributable to the Company and to the development of the Company's FARREACH; MFSE TV; PUFF, and TME segments.

The Company believes that the research and development efforts of the Company and its subsidiaries are key factors in its future success. Said development initiatives are vital to the Company as it relates to its internal asset development program. As such, the Company may from time to time increase the amount of human capital and financial resources which are allocated to research and development as related to the various products and services contemplated to be offered by the Company and its subsidiaries.

Compliance with Federal, State, and Local Provisions
For the Company's fiscal year end December 31st 2023 and 2024 respectively there were no material or immaterial items or issues of federal, state or local compliance as related to the developmental operations of the Company or of any of its subsidiaries.

Immediately subsequent to the close of the Company's fiscal year ended December 31, 2024, the Company does not anticipate making any material or immaterial capital expenditures on items or issues necessary for federal, state or local compliance as related to the developmental operations of the Company or of any of its subsidiaries.

Number of Employees
The Company currently employs one active employee. Billy D. Hawkins serves as the Chief Executive Officer of the Company. Currently, Mr. Hawkins also serves as managing director of each of the Company's subsidiary units.

During the Company's 2025 fiscal year, both the Company and its subsidiary units anticipate adding additional staff as its contemplated ventures may require.

Reports to Security Holders
The Company is currently a private Company exempt from the requirements of registration under the Securities Act of 1933, as amended. As such, the Company is not required to file periodic reports with the Securities and Exchange Commission (SEC). The Company shall voluntarily distribute an annual report for the benefit of its Security Holders within 120 days after the close of the Company's fiscal year end.

The Company may also file various reports from time to time as prescribed and required by the Securities and Exchange Commission, available on the SEC's EDGAR system.

No Bankruptcy or Receivership Proceedings
The Company has not been part of any bankruptcy, receivership, or similar proceedings.

No Legal Proceedings Material to Company
The Company is not part of any legal proceedings, including proceedings that are material to the business or the financial condition of the Company.

AFFILIATES

Corporate Services Trust, LLC. The Company's CEO, Billy D. Hawkins, also serves as the CEO and Managing Director of Corporate Services Trust, LLC ("CST"), a Texas limited liability company. CST serves as the Family Office of the company's CEO, Billy D. Hawkins. While the Company does not have an equity interest in CST, through the Company's CEO, Billy D. Hawkins, the Company and CST may be deemed to be under common influence and/or control. CST handles the personal investments of Billy D. Hawkins and is also engaged as a business and brand development incubator. From time to time, CST, may develop businesses and/or brands for, and transact directly with the Company and/or its individual subsidiary units in exchange for cash and/or stock considerations.

CONFLICTS OF INTEREST

Mr. Hawkins, CEO, are also the current sole Director of the Company and owns the majority of voting common stock. As a Director of a Texas corporation, they are subject to the fiduciary duties of care and loyalty (which include the subsidiary duties of good faith, oversight and disclosure) toward the Company. While he will be obligated to act in the best interests of the Company, there may be instances where a conflict of interest may arise. For further discussion regarding potential risks related to conflicts of interest, see "Risk Factors."

DESCRIPTION OF PROPERTY

The Company does not own real estate or personal property of any significance.

MANAGEMENT

Billy D. Hawkins

Billy D. Hawkins is the founder and Chief Executive Officer of Citizens Capital Corp. (the Company) -- Mr. Hawkins, 61, a director since 1991, is the founder, Chief Executive Officer and Chairman of the Board of Directors of the Company. Mr. Hawkins founded and organized the Company in 1991. Since 1991, Mr. Hawkins has had the lead role in the planning and implementation of the Company's organic asset and product development initiatives, as well as, its acquisition program. Prior to 1991, Mr. Hawkins started his career in 1986 with the San Antonio, Texas based office of Mutual of New York (MONY) financial services. Mr. Hawkins then served as a staff accountant with Mobil Oil Corporation in Dallas, Texas. Mr. Hawkins attended Eastern New Mexico University where he received his BBA degree in Corporate Finance in 1986.

In 1995, Mr. Hawkins created the SCOR Brand to facilitate the development and marketing of SCOR branded athletic shoes and apparel. In June 1997, Mr. Hawkins organized SCOR Brands, Inc., to conduct and carry out the SCOR Brands business.

In June 1997, Mr. Hawkins organized Media Force Sports & Entertainment, Inc., to operate in the sports and entertainment content segment.

In June 1997, Mr. Hawkins organized Landrush Realty Corporation to operate in the land, commercial real estate and multi-family housing segments.

In 1998, Mr. Hawkins acquired DeSoto, Texas based Taylor Printing & Graphics, Inc..

Effective May 12, 1999, Mr. Hawkins took the Company public on the Over-the-Counter (OTC) Bulletin board under the trading ticker symbol (“CAAP”). The Company attained a market capitalization of $90 million prior to September 11, 2001 whereby the World Trade Center in New York City was attacked and the U.S. stock and bond markets closed for (3) consecutive days.

In 2002, Mr. Hawkins moved the SCOR brand business from concept development to the production of (11) unique, branded product lines to production with the landed, Dallas, Texas delivery of 8,000 pairs of SCOR Brands footwear.

In 2008, Mr. Hawkins completed the development of the Dream League Football Association (DLFA). In 2009, Mr. Hawkins organized DLFA Industries, Inc. (Industries), a newly formed entity organized under the Laws of the State of Texas, to own and operate the DLFA. On December 28, 2009, the Company entered into a Sell/Purchase Agreement (the "Purchase Agreement") with DLFA Industries Inc. ("Industries"), Pursuant to the terms of the Purchase Agreement, the Company agreed to sale, to Industries, all of the tangible and intangible assets (the "Assets") of the Dream League Football Association, professional football league (the "League") in exchange for the issuance of an aggregate of 250,000,000 Shares of Industries' common stock to the Company @ $0.20 per share or an aggregate common stock share value of $50,000,000, as payment in full, thereby causing Industries to hold 250,100,000 Industries common Shares and thence become a 100% percent, wholly-owned subsidiary of the Company as of December 31, 2009.

Since 2017, Mr. Hawkins has served as President of Corporate Services Trust, LLC (CST), a Dallas, Texas based family office. CST operates, administers, manages and services the Hawkins family investment holdings. CST is an affiliate of Citizens Capital Corp. and serves as a business and product development incubator for the Company.

Nature of Family Relationship(s)

None.

No Bankruptcy, Investigations, or Criminal Proceedings

None of the Company's principals have been part of any bankruptcy proceedings, proceedings whereby there was a material evaluation of the integrity or ability of the Officer, investigations regarding moral turpitude, or criminal proceedings or convictions (excluding traffic violations).

COMPENSATION OF THE MANAGEMENT

Executive Compensation Schedule

Executive	Title	Salary
Billy D. Hawkins	CEO	$75,000.00

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITYHOLDERS

The following table contains certain information as of the Effective Date as to the number of voting shares beneficially owned by (i) each person known by the Company to own beneficially more than 10% of the Company's shares, (ii) each person who is a Manager of the Company, (iii) all persons as a group who are Managers and/or principals of the Company, and as to the percentage of the outstanding shares held by them prior to this Offering.

As of the date of this Offering there are no option agreements in place providing for the purchase of the Company's shares.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Class A Common Stock	The 3H Corporation[1]	21,433,000	43%
Class A Common Stock	Citizens Capital Corp. 1998 ESOP Trust[1]	13,480,000	27%
Class A Common Stock	SCOR Brands, Inc.[1]	5,000,000	10%
Class A Common Stock	Far Reach Technologies, Inc.[1]	1,500,000	2.9%
Class A Common Stock	Brice Street Partners, L.P.[1]	899,999	1.7%
Class A Common Stock	Settler's Frontier Mortgage Trust[1]	947,999	1.2%

[1] All the listed entities are owned and/or controlled by Mr. Billy D. Hawkins, CEO and Chairman of the Board of Directors.

INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

The Company has not had any related-party transactions within the previous two fiscal years.

ERISA CONSIDERATIONS

General

When deciding whether to invest a portion of the assets of a qualified profit-sharing, pension or other retirement trust in the Company, a fiduciary should consider whether: (i) the investment is in accordance with the documents governing the particular plan; (ii) the investment satisfies the diversification requirements of Section 404(a)(1)(c) of Employee Retirement Income Security Act of 1974, as amended ("ERISA"); and (iii) the investment is prudent and in the exclusive interest of participants and beneficiaries of the plan.

Plan Assets

Under ERISA, whether the assets of the Company are considered "plan assets" is also critical. ERISA generally requires that "plan assets" be held in trust and that the trustee or a duly authorized Manager have exclusive authority and discretion to manage and control the assets. ERISA also imposes certain duties on persons who are "fiduciaries" of employee benefit plans and prohibits certain transactions between such plans and parties in interest (including fiduciaries) with respect to the assets of such plans. Under ERISA and the Code, "fiduciaries" with respect to a plan include persons who: (i) have any power of control, management or disposition over the funds or other property of the plan; (ii) actually provide investment advice for a fee; or (iii) have discretion with regard to plan administration. If the underlying assets of the Company are considered to be "plan assets," then the Management of the Company could be considered a fiduciary with respect to an investing employee benefit plan, and various transactions between Management or any affiliate and the Company, such as the payment of fees to Management, might result in prohibited transactions. A regulation adopted by the Department of Labor generally defines plan assets as not to include the underlying assets of the issuer of the securities held by a plan. However, where a plan acquires an equity interest in an entity that is neither a publicly offered security nor a security issued by certain registered investment companies, the plan's assets include both the equity interest and an undivided interest in each of the underlying assets of the entity unless: (i) the entity is an operating company or; (ii) equity participation in the entity by benefit plan investors (as defined in the regulations) is not significant (i.e., less than twenty-five percent (25%) of any class of equity interests in the entity is held by benefit plan investors).

Benefit plan investors are not expected to acquire twenty-five percent (25%) or more of the Shares offered by the Company. Management of the Company intends to preclude significant investment in the Company by such plans. Employee benefit plans (including IRAs), however, are urged to consult with their legal advisors before subscribing for the purchase of Shares to ensure the investment is acceptable under ERISA regulations.

OTHER PRINCIPAL TERMS OF THE OFFERING

The securities being offered through this Offering are shares of Series B Preferred Stock.

- Preferred dividend of 9.0% annually at per Share value of $5.00.
- Dividends are cumulative at the discretion of the Company, if not paid on an annual basis.
- Shares are callable by the Company at a call price of $5.00 per Share (plus any unpaid but accumulated preferred dividends), exercisable by the Company in the event that shares of the Company's Class A Common Stock are offered at a price greater than or equal to $5.00.
- Shares are convertible at any time at the discretion of the shareholder: one (1) share of Series B Preferred Stock converts into two (2) shares of Class A Common Stock for a price of $5.00 per share of Class A Common Stock.
- Non-voting: Series B Preferred Stock has no voting rights.

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

EXHIBIT LIST

A GOVERNANCE DOCUMENTS
B SUBSCRIPTION AGREEMENT AND INVESTOR SUITABILITY QUESTIONNAIRE

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

8135 Forest Lane, #515412
Dallas, Texas 75230
(800) 475-0682 ext. 802

EXHIBIT A

GOVERNANCE DOCUMENTS

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

8135 Forest Lane, #515412
Dallas, Texas 75230
(800) 475-0682 ext. 802

BY-LAWS

OF

Citizens Capital Corp.

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be maintained at 3535 Ridgebriar
Dallas, Tx 75234
Mailing: P.O. Box 670406
Dallas, Tx 75367
in the State of Texas. The registered office or the registered agent, or both, may be changed by resolution of the board of directors, upon filing the statement required by law.

2. PRINCIPAL OFFICE

The principal office of the corporation shall be at

3537 Ridgebriar
Dallas, Tx 75234
Mailing: P.O. Box 670406; Dallas, Tx 75367
provided that the board of directors shall have power to change the location of the principal office in its discretion.

3. OTHER OFFICES

The corporation may also maintain other offices at such places within or without the State of Texas as the board of directors may from time to time appoint or as the business of the corporation may require.

ARTICLE II - SHAREHOLDERS

1. PLACE OF MEETING

All meetings of shareholders, both regular and special, shall be held either at the registered office of the corporation in Texas or at such other places, either within or without the state, as shall be designated in the notice of the meeting.

2. ANNUAL MEETING

The annual meeting of shareholders for the election of directors and for the transaction of all other business which may come before the meeting shall be held on the 25th day

of March in each year (if not a legal holiday and, if a legal holiday, then on the next business day following) at the hour specified in the notice of meeting.

If the election of directors shall not be held on the day above designated for the annual meeting, the board of directors shall cause the election to be held as soon thereafter as conveniently may be at a special meeting of the shareholders called for the purpose of holding such election.

The annual meeting of shareholders may be held for any other purpose in addition to the election of directors which may be specified in a notice of such meeting. The meeting may be called by resolution of the board of directors or by a writing filed with the secretary signed either by a majority of the directors or by shareholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote at any such meeting.

3. NOTICE OF SHAREHOLDERS' MEETING

A written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, secretary or the officer or person calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the share transfer books of the corporation, with postage thereon prepaid.

4. VOTING OF SHARES

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Articles of Incorporation or by law.

Treasury shares, shares of its own stock owned by another corporation the majority of the voting stock of which is owned or controlled by this corporation, and shares of its own stock held by this corporation in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for a period of more than eleven (11) months.

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or unless prohibited by the articles of incorporation, to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates. Any shareholder who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes.

5. CLOSING TRANSFER BOOKS AND FIXING RECORD DATE

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors may provide that the share transfer books shall be closed for a stated period not exceeding fifty (50) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the by-laws or in the absence of an applicable by-law the board of directors, may fix in advance a date as the record date for any such determination of shareholders, not later than fifty (50) days and, in case of a meeting of shareholders, not earlier than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders is to be taken. If the share transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, except where the determination has been made through the closing of share transfer books and the stated period of closing has expired.

6. QUORUM OF SHAREHOLDERS

Unless otherwise provided in the articles of incorporation, the holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders, but in no event shall a quorum consist of the holders of less than one-third (1/3) of the shares entitled to vote and thus represented at such meeting. The vote of the holders of a majority of the shares entitled to vote and thus represented at a meeting at

which a quorum is present shall be the act of the shareholders' meeting, unless the vote of a greater number is required by law, the articles of incorporation or the by-laws.

7. VOTING LISTS

The officer or agent having charge of the share transfer books for the shares of the corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share transfer books shall be prima-facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a board of directors. Directors need not be residents of the State of Texas or shareholders in the corporation.

2. NUMBER AND ELECTION OF DIRECTORS

The number of directors shall be 2 provided that the number may be increased or decreased from time to time by an amendment to these by-laws, but no decrease shall have the effect of shortening the term of any incumbent director. At each annual election the shareholders shall elect directors to hold office until the next succeeding annual meeting.

3. VACANCIES

Any vacancy occurring in the board of directors may be filled by the affirmative vote of the remaining directors, though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

4. QUORUM OF DIRECTORS

A majority of the board of directors shall constitute a

quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

5. ANNUAL MEETING OF DIRECTORS

Within thirty days after each annual meeting of shareholders the board of directors elected at such meeting shall hold an annual meeting at which they shall elect officers and transact such other business as shall come before the meeting.

6. REGULAR MEETING OF DIRECTORS

A regular meeting of the board of directors may be held at such time as shall be determined from time to time by resolution of the board of directors.

7. SPECIAL MEETINGS OF DIRECTORS

The secretary shall call a special meeting of the board of directors whenever requested to do so by the president or by two directors. Such special meeting shall be held at the time specified in the notice of meeting.

8. PLACE OF DIRECTORS' MEETINGS

All meetings of the board of directors (annual, regular or special) shall be held either at the principal office of the corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting.

9. NOTICE OF DIRECTORS' MEETINGS

All meetings of the board of directors (annual, regular or special) shall be held upon five (5) days' written notice stating the date, place and hour of meeting delivered to each director either personally or by mail or at the direction of the president or the secretary or the officer or person calling the meeting.

In any case where all of the directors execute a waiver of notice of the time and place of meeting, no notice thereof shall be required, and any such meeting (whether annual, regular or special) shall be held at the time and at the place (either within or without the State of Texas) specified in the waiver of notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the directors attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

10. COMPENSATION

Directors, as such, shall not receive any stated salary for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the board, provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - OFFICERS

1. OFFICERS ELECTION

The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary, and a treasurer. All such officers shall be elected at the annual meeting of the board of directors provided for in Article III, Section 5. If any office is not filled at such annual meeting, it may be filled at any subsequent regular or special meeting of the board. The board of directors at such annual meeting, or at any subsequent regular or special meeting may also elect or appoint such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of president and secretary.

All officers and assistant officers shall be elected to serve until the next annual meeting of directors (following the next annual meeting of shareholders) or until their successors are elected; provided, that any officer or assistant officer elected or appointed by the board of directors may be removed with or without cause at any regular or special meeting of the board whenever in the judgment of the board of directors the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any agent appointed shall serve for such term, not longer than the next annual meeting of the board of directors, as shall be specified, subject to like right of removal by the board of directors.

2. VACANCIES

If any office becomes vacant for any reason, the vacancy may be filled by the board of directors.

3. POWER OF OFFICERS

Each officer shall have, subject to these by-laws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to his office and such duties and powers as the board of directors shall from time to time designate. All officers shall perform their duties

subject to the directions and under the supervision of the board of directors. The president may secure the fidelity of any and all officers by bond or otherwise.

4. PRESIDENT

The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the directors and shareholders. He shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the president, to any other officers of the corporation.

He or any vice-president shall execute bonds, mortgages and other instruments requiring a seal, in the name of the corporation, and, when authorized by the board, he or any vice-president may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the secretary or an assistant secretary. He or any vice-president shall sign certificates of stock.

The President shall be ex-officio a member of all standing committees.

He shall submit a report of the operations of the corporation for the year to the directors at their meeting next preceding the annual meeting of the shareholders and to the shareholders at their annual meeting.

5. VICE-PRESIDENTS

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and they shall perform such other duties as the board of directors shall prescribe.

6. THE SECRETARY AND ASSISTANT SECRETARIES

The secretary shall attend all meeting of the board and all meetings of the shareholders and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the shareholders and all meetings of the board of directors and shall perform such other duties as may be prescribed by the board. He shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of an assistant secretary.

The assistant secretary shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and they shall perform such other duties as the board of directors shall prescribe.

In the absence of the secretary or an assistant secretary, the minutes of all meetings of the board and shareholders shall be recorded by such person as shall be designated by the president or by the board of directors.

7. THE TREASURER AND ASSISTANT TREASURERS

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements. He shall keep and maintain the corporation's books of account and shall render to the president and directors an account of all of his transactions as treasurer and of the financial condition of the corporation and exhibit his books, records and accounts to the president or directors at any time. He shall disburse funds for capital expenditures as authorized by the board of directors and in accordance with the orders of the president, and present to the president for his attention any requests for disbursing funds if in the judgment of the treasurer any such request is not properly authorized. He shall perform such other duties as may be directed by the board of directors or by the president.

If required by the board of directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

The assistant treasurers in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer, and they shall perform such other duties as the board of directors shall prescribe.

ARTICLE V - CERTIFICATES OF STOCK: TRANSFER, ETC.

1. CERTIFICATES OF STOCK

The certificates for shares of stock of the corporation shall be numbered and shall be entered in the corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the president or a vice-president and the secretary or an assistant secretary and shall be sealed

with the seal of the corporation or a facsimile thereof. If the corporation has a transfer agent or a registrar, other than the corporation itself or an employee of the corporation, the signatures of any such officer may be facsimile. In case any officer or officers who shall have signed or whose facsimile signature or signatures shall have been used on any such certificate or certificates shall cease to be such officer or officers of the corporation, whether because of death, resignation or otherwise, before said certificate or certificates shall have been issued, such certificate may nevertheless be issued by the corporation with the same effect as though the person or persons who signed such certificates or whose facsimile signature or signatures shall have been used thereon had been such officer or officers at the date of its issuance. Certificates shall be in such form as shall in conformity to law be prescribed from time to time by the board of directors.

The corporation may appoint from time to time transfer agents and registrars, who shall perform their duties under the supervision of the secretary.

2. TRANSFERS OF SHARES

Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

3. REGISTERED SHAREHOLDERS

The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

4. LOST CERTIFICATE

The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost. When authorizing such issue of a new certificate or certificates, the board of directors in its discretion and as a condition precedent to the issuance thereof, may require the owner of such lost or destroyed certificate or certificates or his legal representative to advertise the same in such manner as it shall require or to give the corporation a bond with surety and in form satisfactory to the corporation (which bond shall also name the corporation's transfer agents and registrars, if any, as obligees) in such sum as it may direct as indemnity against any claim that may be made against the corporation or other obligees with respect to the certificate alleged to have been

lost or destroyed, or to advertise and also give such bond.

ARTICLE VI - DIVIDEND

1. DECLARATION

The board of directors may declare at any annual, regular or special meeting of the board and the corporation may pay, dividends on the outstanding shares in cash, property or in the shares of the corporation to the extent permitted by, and subject to the provisions of, the laws of the State of Texas.

2. RESERVES

Before payment of any dividend there may be set aside out of any funds of the corporation availabe for dividends such sum or sums as the directors from time to time in their absolute discretion think proper as a reserve fund to meet contingencies or for equalizing dividends or for repairing or maintaining any property of the corporation or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may abolish any such reserve in the manner in which it was created.

ARTICLE VII - MISCELLANEOUS

1. INFORMAL ACTION

Any action required to be taken or which may be taken at a meeting of the shareholders, directors or members of the executive committee, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the shareholders, directors, or members of the executive committee, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the shareholders, directors, or members of the executive committee, as the case may be, at a meeting of said body.

2. SEAL

The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its incorporation and the words "TEXAS," and "CORPORATE SEAL" or an image of the Lone Star. The seal may be used by causing it or a facsimile to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the board of directors at any time.

3. CHECKS

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

4. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January in each and every year.

5. DIRECTORS' ANNUAL STATEMENT

The board of directors shall present at each annual meeting of shareholders a full and clear statement of the business and condition of the corporation.

6. CLOSE CORPORATIONS: MANAGEMENT BY SHAREHOLDERS

If the articles of incorporation of the corporation and each certificate representing its issued and outstanding shares states that the business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors, then, whenever the context so requires the shareholders of the corporation shall be deemed the directors of the corporation for purposes of applying any provision of these by-laws.

7. AMENDMENTS

These by-laws may be altered, amended or repealed in whole or in part by the affirmative vote of the holders of a majority of the shares outstanding and entitled to vote, but such power may be delegated by the shareholders to the board of directors.

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

CITIZENS CAPITAL CORP.

ARTICLES OF INCORPORATION	**MARCH 12, 1991**
ARTICLES OF AMENDMENT	**MARCH 30, 1992**

THE STATE OF TEXAS

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on July 27, 1993.

John Hannah Jr

Secretary of State

DEM

orm 5a. Articles of Incorporation (Short Form)

FILED
In the Office of the
Secretary of State of Texas

MAR 12 1991

Corporations Section

ARTICLES OF INCORPORATION
OF

ARTICLE ONE

The name of the corporation is LET US, INC.

ARTICLE TWO

The period of its duration is PERPETUAL.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue ONE hundred (100) shares, without par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars ($1,000) consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of its initial registered office is 5909 HARVEST Hill, STE. 1078 Dallas, TX 75230 and the name of its initial registered agent at such address is Billy D. HAWKINS

ARTICLE SEVEN

The number of directors constituting the initial board of directors is ONE, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:
Billy D. HAWKINS, 5909 HARVEST Hill #1078, Dallas, TX 75230

ARTICLE EIGHT

The name and address of the incorporator is:
Billy D. HAWKINS, 5909 HARVEST Hill #1078, Dallas, TX 75230

Signed Billy D Hawkins, Incorporator
Billy D. Hawkins

STATE OF TEXAS
COUNTY OF DALLAS

Before me, a notary public, on this day personally appeared Billy D. HAWKINS, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 25th day of March, A.D. 1991.

CHRISTINE J. BAKER
Notary Public, State of Texas
My Comm. Expires 7/1/92

Notary Public, State of Texas
My commission expires: 7-1, 1992

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

CITIZENS CAPITAL CORP.

ARTICLES OF INCORPORATION	MARCH 12, 1991
ASSUMED NAME CERTIFICATE	MAY 31, 1991
ARTICLES OF AMENDMENT	MARCH 30, 1992
ARTICLES OF AMENDMENT	DECEMBER 23, 1993

THE STATE OF TEXAS

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 3, 1994.

Secretary of State

CEB

orm 5a. Articles of Incorporation (Short Form)

1 0 1 3 5 3 0 FILED 9 8
In the Office of the
Secretary of State of Texas

MAR 12 1991

Corporations Section

ARTICLES OF INCORPORATION
OF

ARTICLE ONE

The name of the corporation is LET US, INC.

ARTICLE TWO

The period of its duration is PERPETUAL.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue ONE HUNDRED (100) shares, without par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of not less than One Thousand Dollars ($1,000) consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of its initial registered office is 5909 HARVEST Hill, STE. 1078 Dallas, TX 75230 and the name of its initial registered agent at such address is Billy D. HAWKINS

ARTICLE SEVEN

The number of directors constituting the initial board of directors is ONE, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:
Billy D. HAWKINS, 5909 HARVEST Hill #1078, Dallas, TX 75230

ARTICLE EIGHT

The name and address of the incorporator is:
Billy D. HAWKINS, 5909 HARVEST Hill #1078, Dallas, TX 75230

Signed Billy D. Hawkins, incorporator
Billy D. Hawkins

STATE OF TEXAS
COUNTY OF DALLAS

Before me, a notary public, on this day personally appeared Billy D. HAWKINS, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 27th day of January, A.D. 1991

NOTARY PUBLIC STATE OF TEXAS
CHRISTINE J. BAKER
Notary Public, State of Texas
My Commission Expires 7/1/92

Notary Public, State of Texas
My commission expires: 7-1, 1992

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FILED
In the Office of the
Secretary of State of Texas

MAR 3 0 1992

Corporations Section

ARTICLES OF AMENDMENT

ARTICLE ONE

The name of the corporation is LET US, INC.
Charter Number 01185557-00

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on March 2, 1992.

Article 1 is amended to read:

Citizens Capital Corp.

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 100 common shares.

ARTICLE FOUR

The number of shares voted for such amendment was 100 common shares. The number of shares voted against such amendment was 0.

Before me, a notary public, on this day personally appeared Billy D. Hawkins, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statement therein contained are true and correct.

Billy D Hawkins DATE 3/27/92
Billy D. Hawkins, President

Gloria E. Martinez
Notary Public

Dallas County, Texas

Sworn to Date 3-27-92

(Notary Seal)

GLORIA E. MARTINEZ
NOTARY PUBLIC
THE STATE OF TEXAS
COMMISSION EXPIRES
3-28-93

Corporate Address: 5909 Harvest Hill, Ste. 1078
Dallas, Texas 75230.

YD -AM(STK)

The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

CITIZENS CAPITAL CORP.
CHARTER NUMBER 01185557

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF AMENDMENT.

DATED DEC. 23, 1993

EFFECTIVE DEC. 23, 1993

John Hannah, Jr
Secretary of State

ARTICLES OF AMENDMENT

FILED
In the Office of the
Secretary of State of Texas
DEC 23 1993
Corporations Section

ARTICLE ONE

The name of the corporation is Citizens Capital Corp.
Charter Number 01185557-00

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on December 1, 1993.

The general nature of the amendment is to give the corporation authority to issue, at its discretion, preferred shares and additional common shares.

Article 4 is amended to read:

The aggregate number of common shares which the corporation shall have authority to issue is 10 million (10,000,000) shares, without par value.

The aggregate number of preferred shares which the corporation shall have authority to issue is 2 million (2,000,000) shares, without par value.

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 100 common shares.

ARTICLE FOUR

The number of shares voted for such amendment was 100 common shares. The number of shares voted against such amendment was 0.

Before me, a notary public, on this day personally appeared Billy D. Hawkins, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statement therein contained are true and correct.

Billy D. Hawkins DATE 12-22-93
Billy D. Hawkins, President

Eva Gail Cook
Notary Public

(Notary Seal)

EVA GAIL COOK
MY COMMISSION EXPIRES
March 27, 1997

Sworn to Date 12/22/93

Dallas County, Texas

Corporate Address: 5909 Harvest Hill, Ste. 1078
Dallas, Texas 75230.

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

CITIZENS CAPITAL CORP.
CHARTER #1185557-00

ARTICLES OF AMENDMENT — APRIL 27, 1998

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on August 6, 1998.

Alberto R. Gonzales
Secretary of State

PH

PAC-AM(STK)

The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

CITIZENS CAPITAL CORP.
CHARTER NUMBER 01185557

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF AMENDMENT.

DATED APR. 27, 1998

EFFECTIVE APR. 27, 1998

/f/ R. Gonzales

Alberto R. Gonzales, Secretary of State

The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

CITIZENS CAPITAL CORP.
FILE NO: 1185557-00

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: **April 8, 1999**

Effective: **April 8, 1999**

THE STATE OF TEXAS

LCS

Elton Bomer
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
APR 08 1999
Corporations Section

ARTICLES OF AMENDMENT

ARTICLE ONE

The name of the corporation is Citizens Capital Corp.
Charter Number 01185557-00

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on April 5, 1999.

The general nature of this amendment is to amend the number of preferred and common shares authorized for issuance by the corporation.

Article 4 is amended to read:

The aggregate number of preferred shares which the corporation shall have authority to issue is: 2 million (2,000,000) shares, without par value.

The aggregate number of common shares which the corporation shall have authority to issue is: 100 million (100,000,000) shares, without par value.

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 40,500,000 common shares.

ARTICLE FOUR

The number of shares voted for such amendment was 40,391,000 common shares. The number of shares voted against such amendment was 0. The number of shares not voted was 109,000.

Billy D. Hawkins, on this day personally appeared and declared that the statements herein contained are true and correct.

Billy D. Hawkins DATE 4/8/99
Billy D. Hawkins, President

Corporate Address: 8214 Westchester, Suite 500
Dallas, Texas 75225.

Filing#:118555700 Document#:1526426920006 Filed On 10/14/2025 received by Upload

Form 424
(Revised 05/11)
Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions

This space reserved for office use.

Certificate of Amendment

Entity Information

The name of the filing entity is: Citizens Capital Corp.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

XXX For-profit Corporation	Professional Corporation
Nonprofit Corporation	Professional Limited Liability Company
Cooperative Association	Professional Association
Limited Liability Company	Limited Partnership

The file number issued to the filing entity by the secretary of state is: 0118557-00

The date of formation of the entity is: 03/12/1991

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

First Name	*M.I.*	*Last Name*	*Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box)	*City*	*State*	*Zip Code*
		TX	

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

***Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

The following amendment to the Articles of Incorporation was adopted by corporate resolution on October 10, 2025.

Article 4 is hereby amended to read:

The aggregate number of preferred shares which the corporation shall have authority to issue is: 100 million preferred (100,000,000) shares. Said preferred shares may be issued at par value, without par value and/or at stated value. Said preferred shares may be issued in one (1) or more classes and/or series.

The aggregate number of common shares which the corporation shall have authority to issues is: 100 million (100,000,000) shares. Said shares may be issued at par, without par value and/or at stated value. Said common shares may be issues in one (1) or more classes.

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

(A.) This document becomes effective when the document is filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 10/11/2025

By: Billy D. Hawkins, Managing Director

Signature of authorized person

Billy D. Hawkins

Printed or typed name of authorized person (see instructions)

CORPORATE RESOLUTION

Citizens Capital Corp.

All the directors and board members of this corporation accept and acknowledged the corporate resolution that was executed on Friday, October 10, 2025 - 2:00 PM at Dallas, Texas. This corporation is under the laws of the state of Texas.

Resolution No: 1

Resolved that:

The directors of Citizens Capital Corp. have hereby resolve to change its Articles of Incorporation to amend the number of its authorized preferred shares from 2,000,000 preferred shares to 100,000,000 preferred shares. ,
Said preferred shares may be issued in one (1) or more series.

Corporate Resolution Form

Authorized Signatures

Signature

Name: Billy Hawkins

Date: October 10, 2025

Signature

Name:

Date:

Secretary Seal

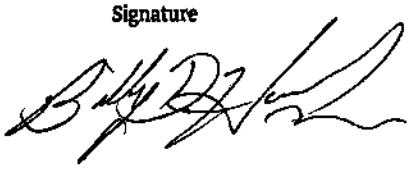
Company Seal

Signature

Name:

Date:

Signature



Name Billy Hawkins

Date: October 10, 2025

Action by Written Consent of the Citizens Capital Corp. Shareholders Charter Number: 01185557-00

The undersigned, constituting two-thirds of the common shareholders of Citizens Capital Corp., a Texas corporation (the "Company"), and desiring to take action by written consent as authorized by the bylaws of the Company and by the Texas Business Corporation Act, as applicable, do hereby adopt the following resolutions:

WHEREAS, the shareholders deem it to be in the best interests of the Company to amend its Articles of Incorporation to increase its authorized preferred shares.

The number of common shares of the corporation outstanding and entitled to vote at the time of adoption of amendment was: 50,022,500 shares;

The number of shares voted for such amendment was: 41,761,550;
The number of shares voted against such amendment was: 0;
The number of shares not voted was: 8,260,950.

NOW, THEREFORE, IT IS

RESOLVED, that the directors of Citizens Capital Corp. shall move to change the Company's Articles of Incorporation to amend the number of its authorized preferred shares from 2,000,000 preferred shares to 100,000,000 preferred shares. Said preferred shares may be issued in one (1) or more classes and/or series.

FURTHER RESOLVED, that the President and the Secretary of the Company are hereby authorized and directed to perform any and all acts as they shall deem necessary or appropriate to carry out the purposes and intent of the foregoing resolution(s).

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent of two-thirds of its common shareholders as of October 6, 2025.

3H Corporation -
21,433,522 shares

Citizens Capital Corp.1998 ESOP Trust -
13,480,000 shares

Brice Street Partners, Ltd. -
899,999 shares

Settler's Frontier Mortgage Trust -
947,999 shares

SCOR Brands, Inc.
5,000,000 shares

Managing Director

Secretary

Dated: October 6, 2025

EXHIBIT B

SUBSCRIPTION AGREEMENT AND INVESTOR SUITABILITY QUESTIONNAIRE

CITIZENS CAPITAL™ CORP.

IT'S GROUP OF COMPANIES

8135 Forest Lane, #515412
Dallas, Texas 75230
(800) 475-0682 ext. 802

THE SECURITIES DESCRIBED IN THIS SUBSCRIPTION AGREEMENT HAVE NOT BEEN REGISTERED WITH OR APPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"), NOR HAS THE COMMISSION OR ANY APPLICABLE STATE OR OTHER JURISDICTION'S SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. NONE OF THE SECURITIES MAY BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF UNLESS THE TRANSACTION EFFECTING SUCH DISPOSITION IS REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR AN EXEMPTION THEREFROM IS AVAILABLE AND THE COMPANY RECEIVES AN OPINION OF COUNSEL ACCEPTABLE TO IT THAT SUCH REGISTRATION IS NOT REQUIRED PURSUANT TO SUCH EXEMPTION.

SUBSCRIPTION AGREEMENT

To the Undersigned Purchaser, please review and execute the following:

Citizens Capital Corp., a Texas corporation (the "Company"), hereby agrees with you (in the case of a subscription for the account of one or more trusts or other entities, "you" or "your" shall refer to the trustee, fiduciary or representative making the investment decision and executing this Subscription Agreement (this "Agreement"), or the trust or other entity, or both, as appropriate) as follows:

1) Sale and Purchase of Class B Preferred Stock (the "Preferred Stock" or "Share(s)"). The Company has been formed under the laws of the State of Texas and is governed by bylaws in the form attached hereto as an Exhibit to the Private Placement Memorandum, as the same may be modified in accordance with the terms of any amendment thereto (the "Bylaws"). Capitalized terms used herein without definition have the meanings set forth in the Private Placement Memorandum and Bylaws.

Subject to the terms and conditions of this Agreement and in reliance upon the representations and warranties of the respective parties contained herein:

- the Company agrees to sell to you, and you irrevocably subscribe for and agree to purchase from the Company, an equity interest as a shareholder (a "Shareholder") in the Company in the form of Class B Preferred Stock; and

- the Company and its board of directors (the "Board") agree that you shall be registered as a Shareholder, upon the terms and conditions, and in consideration of your agreement to be bound by the terms and provisions of the Bylaws and this Agreement, with an investment amount equal to the amount set forth opposite your signature at the end of this Agreement (the "Investment").

Subject to the terms and conditions hereof and of the Bylaws, your obligation to subscribe and pay for your Shares shall be complete and binding upon the execution and delivery of this Agreement.

2) Other Subscriptions. The Company may enter into separate but substantially identical subscription agreements (the "Other Subscription Agreements" and, together with this Agreement, the "Subscription Agreements") with other purchasers (the "Other Purchasers"), providing for the sale to the Other Purchasers of Shares and the registration of the Other Purchasers as Shareholders. This Agreement and the Other Subscription Agreements are separate agreements, and the sales of Shares to you and the Other Purchasers are to be separate sales.

3) Closing. The closing (the "Closing") of the sale to you and your subscription for and purchase by you of the Shares, and your registration as a Shareholder shall take place at the discretion of the Board. At the Closing, and upon satisfaction of the conditions set out in this Agreement, the Board will list you as a Shareholder in the Company's Stock Register Book.

4) Conditions Precedent to Your Obligations.

a) The Conditions Precedent. Your obligation to subscribe for your Shares and be registered as a Shareholder at the Closing is subject to the fulfillment (or waiver by you), prior to or at the time of the Closing, of the following conditions:

i) Bylaws. The Bylaws shall have been duly authorized, executed and delivered by or on behalf of the Board. Each Other Purchaser that is to be registered as a Shareholder as of the Closing shall have duly authorized, executed and delivered a counterpart of the Bylaws or authorized its execution and delivery on its behalf. The Bylaws shall be in full force and effect.

ii) Representations and Warranties. The representations and warranties of the Company contained in this Agreement shall be true and correct in all material respects when made and at the time of the Closing, except as affected by the consummation of the transactions contemplated by this Agreement or the Bylaws.

iii) Performance. The Company shall have duly performed and complied in all material respects with all agreements and conditions contained in this Agreement required to be performed or complied with by it prior to or at the Closing.

iv) Legal Investment. On the Closing Date your subscription hereunder shall be permitted by the laws and regulations applicable to you.

b) Nonfulfillment of Conditions. If at the Closing any of the conditions specified shall not have been fulfilled, you shall, at your election, be relieved of all further obligations under this Agreement and the Bylaws, without thereby waiving any other rights you may have by reason of such nonfulfillment. If you elect to be relieved of your obligations under this Agreement pursuant to the foregoing sentence, the Bylaws shall be null and void as to you and the power of attorney contained herein shall be used only to carry out and effect the actions required by this sentence, and the Company shall take, or cause to be taken, all steps necessary to nullify the Bylaws as to you.

5) Conditions Precedent to the Company's Obligations.

a) The Conditions Precedent. The obligations of the Company and the Board to issue to you the Shares and to register you as a Shareholder at the Closing shall be subject to the fulfillment (or waiver by the Company) prior to or at the time of the Closing, of the following conditions:

i) Bylaws. Any filing with respect to the formation of the Company required by the laws of the State of Texas shall have been duly filed in such place or places as are required by such laws. A counterpart of the Bylaws shall have been duly authorized, executed and delivered by or on behalf of you and each of such Other Purchasers. The Bylaws shall be in full force and effect.

ii) Representations and Warranties. The representations and warranties made by you shall be true and correct when made and at the time of the Closing.

iii) Performance. You shall have duly performed and complied with all agreements and conditions contained in this Agreement required to be performed or complied with by you prior to or at the time of the Closing.

b) Nonfulfillment of Conditions. If at the Closing any of the conditions specified shall not have been fulfilled, the Company shall, at the Board's election, be relieved of all further obligations under this Agreement and the Bylaws, without thereby waiving any other rights it may have by reason of such nonfulfillment. If the Board elects for the Company to be relieved of its obligations under this Agreement pursuant to the foregoing sentence, the Bylaws shall be null and void as to you and the power of attorney contained herein shall be used only to carry out and effect the actions required by this sentence, and the Company shall take, or cause to be taken, all steps necessary to nullify the Bylaws as to you.

6) Representations and Warranties of the Company.

a) The Representations and Warranties. The Company represents and warrants that:

i) Formation and Standing. The Company is duly formed and validly existing as a corporation under the laws of the State of Texas and, subject to applicable law, has all requisite power and authority to carry on its business as now conducted and as proposed to be conducted as described in the Private Placement Memorandum relating to the private offering of Class B Preferred Stock by the Company (together with any amendments and supplements thereto, the "Offering Memorandum"). The Board has all requisite corporation power and authority to act as management of the Company and to carry out the terms of this Agreement and the Bylaws applicable to it.

ii) Authorization of Agreement. The execution and delivery of this Agreement has been authorized by all necessary action on behalf of the Company and this Agreement is a legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms. The execution and delivery by the Board of the Bylaws has been authorized by all necessary action on behalf of the Board and the Bylaws are legal and valid.

iii) Compliance with Laws and Other Instruments. The execution and delivery of this Agreement and the consummation of the transactions contemplated hereby will not conflict with or result in any violation of or default under any provision of the Bylaws, or any agreement or other instrument to which the Company is a party or by which it or any of its properties is bound, or any permit, franchise, judgment, decree, statute, order, rule or regulation applicable to the Company or its business or properties. The execution and delivery of the Bylaws and the consummation of the transactions contemplated thereby will not conflict with or result in any violation of or default under any provision of the Bylaws, or any agreement or instrument to which the Company is a party or by which it or any of its properties is bound, or any permit, franchise, judgment, decree, statute, order, rule or regulation applicable to the Board or its businesses or properties.

iv) Offer of Class B Preferred Stock. Neither the Company nor anyone acting on its behalf has taken any action that would subject the issuance and sale of the Shares to the registration requirements of the Securities Act of 1933, as amended (the "Securities Act").

v) Investment Company Act. The Company is not required to register as an "investment company" under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The Board is not required to register as an "investment adviser" under the Investment Advisers Act of 1940, as amended (the "Advisers Act").

vi) Company Litigation. Prior to the date hereof, there is no action, proceeding or investigation pending or, to the knowledge of the Board or the Company, threatened against the Company.

vii) Disclosure. The Offering Memorandum, when read in conjunction with this Agreement and the Bylaws, does not as of the date hereof contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

b) Survival of Representations and Warranties. All representations and warranties made by the Company shall survive the execution and delivery of this Agreement, any investigation at any time made by you or on your behalf and the issue and sale of Class B Preferred Stock.

7) Representations and Warranties of the Purchaser.

a) The Representations and Warranties. You represent and warrant to the Board, the Company and each other Person that is, or in the future becomes, a Shareholder that each of the following statements is true and correct as of the Closing Date:

i) Accuracy of Information. All of the information provided by you to the Company and the Board is true, correct and complete in all respects. Any other information you have provided to the Board or the Company about you is correct and complete as of the date of this Agreement and at the time of Closing.

ii) Offering Memorandum; Advice. You have either consulted your own investment adviser, attorney or accountant about the investment and proposed purchase of the Class B Preferred Stock and its suitability to you, or chosen not to do so, despite the recommendation of that course of action by the Board and Company. Any special acknowledgment set forth below with respect to any statement contained in the Offering Memorandum shall not be deemed to limit the generality of this representation and warranty.

(1) You have received a copy of the Private Placement Memorandum and the form of the Bylaws and you understand the risks of, and other considerations relating to, a purchase of Class B Preferred Stock, including the risks set forth under the caption "Risk Factors" in the Private Placement Memorandum. You have been given access to, and prior to the execution of this Agreement you were provided with an opportunity to ask questions of, and receive answers from, the Board concerning the terms and conditions of the offering of Class B Preferred Stock, and to obtain any other information which you and your investment representative and professional advisors requested with respect to the Company and your investment in the Company in order to evaluate your investment and verify the accuracy of all information furnished to you regarding the Company. All such questions, if asked, were answered satisfactorily and all information or documents provided were found to be satisfactory.

iii) Investment Representation and Warranty. You are acquiring your Class B Preferred Stock for your own account or for one or more separate accounts maintained by you or for the account of one or more pension or trust funds of which you are trustee as to which you are the sole qualified professional asset manager within the meaning of Prohibited Transaction Exemption 84-14 (a "QPAM") for the assets being contributed hereunder, in each case not with a view to or for sale in connection with any distribution of all or any part of such Interest. You hereby agree that you will not, directly or indirectly, assign, transfer, offer, sell, pledge, hypothecate or otherwise dispose of all or any part of Class B Preferred Stock (or solicit any offers to buy, purchase or otherwise acquire or take a pledge of all or any part of the Class B Preferred Stock) except in accordance with the registration provisions of the Securities Act or an exemption from such registration provisions, with any applicable state or other securities laws, and with the terms of the Bylaws. If you are purchasing for the account of one or more pension or trust funds, you represent that (except to the extent you have otherwise advised the Company in writing prior to the date hereof) you are

acting as sole trustee or sole QPAM for the assets being contributed hereunder and have sole investment discretion with respect to the acquisition of the Class B Preferred Stock to be purchased by you pursuant to this Agreement, and the determination and decision on your behalf to purchase such Class B Preferred Stock for such pension or trust funds is being made by the same individual or group of individuals who customarily pass on such investments, so that your decision as to purchases for all such funds is the result of such study and conclusion.

iv) Representation of Investment Experience and Ability to Bear Risk. You (i) are knowledgeable and experienced with respect to the financial, tax and business aspects of the ownership of the Class B Preferred Stock and of the business contemplated by the Company and are capable of evaluating the risks and merits of purchasing the Class B Preferred Stock and, in making a decision to proceed with this investment, have not relied upon any representations, warranties or agreements, other than those set forth in this Agreement, the Offering Memorandum and the Bylaws, if any; and (ii) can bear the economic risk of an investment in the Company for an indefinite period of time, and can afford to suffer the complete loss thereof.

v) Accredited Investor. You are an "Accredited" investor within the meaning of Section 501 of Regulation D promulgated under the Securities Act.

vi) No Investment Company Issues. If you are an entity, (i) you were not formed, and are not being utilized, primarily for the purpose of making an investment in the Company and (ii) either (A) all of your outstanding securities (other than short-term paper) are beneficially owned by one Person, (B) you are not an investment company under the Investment Company Act or a "private investment company" that avoids registration and regulation under the Investment Company Act based on the exclusion provided by Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act, or (C) you have delivered to the Board a representation and covenant as to certain matters under the Investment Company Act satisfactory to the Board.

vii) Certain ERISA Matters. You represent that:

(1) except as described in a letter to the Board dated at least five (5) days prior to the date hereof, no part of the funds used by you to acquire the Class B Preferred Stock constitutes assets of any "employee benefit plan" within the meaning of Section 3(3) of ERISA, either directly or indirectly through one or more entities whose underlying assets include plan assets by reason of a plan's investment in such entities (including insurance company separate accounts, insurance company general accounts or bank collective investment funds, in which any such employee benefit plan (or its related trust) has any interest); or

(2) if Class B Preferred Stock is being acquired by or on behalf of any such plan (any such purchaser being referred to herein as an "ERISA Shareholder"), (A) such acquisition has been duly authorized in accordance with the governing holding of the Class B Preferred Stock do not and will not constitute a "non-exempt prohibited transaction" within the meaning of Section 406 of ERISA or Section 4975 of the Internal Revenue Code of 1986, as amended (i.e., a transaction that is not subject to an exemption contained in ERISA or in the rules and regulations adopted by the U.S. Department of Labor (the "DOL") thereunder). The foregoing representation shall be based on a list of the Other Purchasers to be provided by the Board to each ERISA Shareholder prior to the Closing. You acknowledge that the Board of the Company, is not registered as an "investment adviser" under the Investment Advisers Act and that as a Shareholder you will have no right to withdraw from the Company except as specifically provided in the Bylaws. If, in the good faith judgment of the Board, the assets of the Company would be "plan assets" (as defined in DOL Reg. § 2510.3-101 promulgated under ERISA, as it may be amended from time to time) of an employee benefit plan (assuming that

the Company conducts its business in accordance with the terms and conditions of the Bylaws and as described in the Offering Memorandum), then the Company and each ERISA Shareholder will use their respective best efforts to take appropriate steps to avoid the Board's becoming a "fiduciary" (as defined in ERISA) as a result of the operation of such regulations. These steps may include (x) selling your Interest (if you are an ERISA Shareholder) to a third party which is not an employee benefit plan, or (y) making any appropriate applications to the DOL, but the Board shall not be required to register as an "investment adviser" under the Advisers Act.

(a) If you are an ERISA Shareholder, you further understand, agree and acknowledge that your allocable share of income from the Company may constitute "unrelated business taxable income" ("UBTI") within the meaning of section 512(a) of the Code and be subject to the tax imposed by section 511(a)(1) of the Code. You further understand, agree and acknowledge that the Company neither makes nor has made any representation to it as to the character of items of income (as UBTI or otherwise) allocated (or to be allocated) to its shareholder (including ERISA Shareholders) for federal, state, or local income tax purposes. You (prior to becoming a shareholder of the Company) have had the opportunity to consider and discuss the effect of your receipt of UBTI with independent tax counsel of your choosing, and upon becoming a shareholder of the Company voluntarily assume the income tax and other consequences resulting from the treatment of any item of the Company's income allocated to you as UBTI. The Company shall not be restricted or limited in any way, or to any degree, from engaging in any business, trade, loan, or investment that generates or results in the allocation of UBTI to you or any other ERISA Shareholder, nor shall the Company have any duty or obligation not to allocate UBTI to you or any other ERISA Shareholder. You hereby release the Company and all of its other shareholders from any and all claims, damages, liability, losses, or taxes resulting from the allocation to you by the Company of UBTI.

viii) Suitability. You have evaluated the risks involved in investing in the Class B Preferred Stock and have determined that the Class B Preferred Stock is a suitable investment for you. Specifically, the aggregate amount of the investments you have in, and your commitments to, all similar investments that are illiquid is reasonable in relation to your net worth, both before and after the subscription for and purchase of the Class B Preferred Stock pursuant to this Agreement.

ix) Transfers and Transferability. You understand and acknowledge that the Class B Preferred Stock has not been registered under the Securities Act or any state securities laws and are being offered and sold in reliance upon exemptions provided in the Securities Act and state securities laws for transactions not involving any public offering and, therefore, cannot be resold or transferred unless they are subsequently registered under the Securities Act and such applicable state securities laws or unless an exemption from such registration is available. You also understand that the Company does not have any obligation or intention to register the Class B Preferred Stock for sale under the Securities Act, any state securities laws or of supplying the information which may be necessary to enable you to sell the Class B Preferred Stock; and that you have no right to require the registration of the Class B Preferred Stock under the Securities Act, any state securities laws or other applicable securities regulations. You also understand that sales or transfers of Class B Preferred Stock are further restricted by the provisions of the Bylaws.

(1) You represent and warrant further that you have no contract, understanding, agreement or arrangement with any person to sell or transfer or pledge to such person or anyone else any of the Class B Preferred Stock for which you hereby subscribe (in whole or in part); and you represent and warrant that you have no present plans to enter into any such contract, undertaking, agreement or arrangement.

(2) You understand that the Class B Preferred Stock cannot be sold or transferred without the prior written consent of the Board, which consent may be withheld in its sole and absolute discretion and which consent will be withheld if any such transfer could cause the Company to become subject to regulation under federal law as an investment company or would subject the Company to adverse tax consequences.

(3) You understand that there is no public market for the Class B Preferred Stock; any disposition of the Class B Preferred Stock may result in unfavorable tax consequences to you.

(4) You are aware and acknowledge that, because of the substantial restrictions on the transferability of the Class B Preferred Stock, it may not be possible for you to liquidate your investment in the Company readily, even in the case of an emergency.

x) Residence. You maintain your domicile at the address shown in the signature page of this Subscription Agreement and you are not merely transient or temporarily resident there.

xi) Publicly-Traded Company. By the purchase of the Class B Preferred Stock in the Company, you represent to the Board and the Company that (i) you have neither acquired nor will you transfer or assign any Class B Preferred Stock you purchase (or any interest therein) or cause any such Class B Preferred Stock (or any interest therein) to be marketed on or through an "established securities market" or a "secondary market" (or the substantial equivalent thereof) within the meaning of Section 7704(b)(1) of the Code, including, without limitation, an over the-counter-market or an interdealer quotation, system that regularly disseminates firm buy or sell quotations; and (ii) you either (A) are not, and will not become, a partnership, Subchapter S corporation, or grantor trust for U.S. Federal income tax purposes, or (B) are such an entity, but none of the direct or indirect beneficial owners of any of the Class B Preferred Stock in such entity have allowed or caused, or will allow or cause, 80 percent or more (or such other percentage as the Board may establish) of the value of such Class B Preferred Stock to be attributed to your ownership of Class B Preferred Stock in the Company. Further, you agree that if you determine to transfer or assign any of your Class B Preferred Stock pursuant to the provisions of the Bylaws you will cause your proposed transferee to agree to the transfer restrictions set forth therein and to make the representations set forth in (i) and (ii) above.

xii) Awareness of Risks; Taxes. You represent and warrant that you are aware (i) that the Company has limited operating history; (ii) that the Class B Preferred Stock involve a substantial degree of risk of loss of its entire investment and that there is no assurance of any income from your investment; and (iii) that any federal and/or state income tax benefits which may be available to you may be lost through the adoption of new laws or regulations, to changes to existing laws and regulations and to changes in the interpretation of existing laws and regulations. You further represent that you are relying solely on your own conclusions or the advice of your own counsel or investment representative with respect to tax aspects of any investment in the Company.

xiii) Capacity to Contract. If you are an individual, you represent that you are over 21 years of age and have the capacity to execute, deliver and perform this Subscription Agreement and the Bylaws. If you are not an individual, you represent and warrant that you are a corporation, partnership, association, joint stock company, trust or unincorporated organization, and were not formed for the specific purpose of acquiring the Class B Preferred Stock.

xiv) Power, Authority; Valid Agreement. (i) You have all requisite power and authority to execute, deliver and perform your obligations under this Agreement and the Bylaws and to subscribe for and purchase or otherwise acquire your Class B Preferred Stock; (ii) your execution of this Agreement and the Bylaws has been authorized by all necessary corporate or other action on your behalf; and (iii) this

Agreement and the Bylaws are each valid, binding and enforceable against you in accordance with their respective terms.

xv) No Conflict: No Violation. The execution and delivery of this Agreement and the Bylaws by you and the performance of your duties and obligations hereunder and thereunder (i) do not and will not result in a breach of any of the terms, conditions or provisions of, or constitute a default under (A) any charter, bylaws, trust agreement, partnership agreement or other governing instrument applicable to you, (B) (1) any indenture, mortgage, deed of trust, credit agreement, note or other evidence of indebtedness, or any lease or other agreement or understanding, or (2) any license, permit, franchise or certificate, in either case to which you or any of your Affiliates is a party or by which you or any of them is bound or to which your or any of their properties are subject; (ii) do not require any authorization or approval under or pursuant to any of the foregoing; or (iii) do not violate any statute, regulation, law, order, writ, injunction or decree to which you or any of your Affiliates is subject.

xvi) No Default. You are not (i) in default (nor has any event occurred which with notice, lapse of time, or both, would constitute a default) in the performance of any obligation, agreement or condition contained in (A) this Agreement or the Bylaws, (B) any provision of any charter, bylaws, trust agreement, partnership agreement or other governing instrument applicable to you, (C) (1) any indenture, mortgage, deed of trust, credit agreement, note or other evidence of indebtedness or any lease or other agreement or understanding, or (2) any license, permit, franchise or certificate, in either case to which you or any of your Affiliates is a party or by which you or any of them is bound or to which your or any of their properties are subject, or (ii) in violation of any statute, regulation, law, order, writ, injunction, judgment or decree applicable to you or any of your Affiliates.

xvii) No Litigation. There is no litigation, investigation or other proceeding pending or, to your knowledge, threatened against you or any of your Affiliates which, if adversely determined, would adversely affect your business or financial condition or your ability to perform your obligations under this Agreement or the Bylaws.

xviii) Consents. No consent, approval or authorization of, or filing, registration or qualification with, any court or Governmental Authority on your part is required for the execution and delivery of this Agreement or the Bylaws by you or the performance of your obligations and duties hereunder or thereunder.

b) Survival of Representations and Warranties. All representations and warranties made by you in Section 7 of this Agreement shall survive the execution and delivery of this Agreement, as well as any investigation at any time made by or on behalf of the Company and the issue and sale of the Class B Preferred Stock.

c) Reliance. You acknowledge that your representations, warranties, acknowledgments and agreements in this Agreement will be relied upon by the Company in determining your suitability as a purchaser of the Class B Preferred Stock.

d) Further Assurances. You agree to provide, if requested, any additional information that may be requested or required to determine your eligibility to purchase the Class B Preferred Stock.

e) Indemnification. You hereby agree to indemnify the Company and any Affiliates and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable attorney's fees (collectively, a "Loss") due to or arising out of a breach or representation, warranty or agreement by you, whether contained in this Subscription Agreement (including the Suitability Statements) or any other document provided by you to the Company in connection with your investment in the Class B Preferred Stock. You hereby agree to indemnify the Company and any Affiliates and to hold them harmless against all Loss arising out of the sale or distribution of the Class B Preferred Stock by you in violation of the Securities Act

or other applicable law or any misrepresentation or breach by you with respect to the matters set forth in this Agreement. In addition, you agree to indemnify the Company and any Affiliates and to hold such Persons harmless from and against, any and all Loss, to which they may be put or which they may reasonably incur or sustain by reason of or in connection with any misrepresentation made by you with respect to the matters about which representations and warranties are required by the terms of this Agreement, or any breach of any such warranty or any failure to fulfill any covenants or agreements set forth herein or included in and as defined in the Offering Memorandum. Notwithstanding any provision of this Agreement, you do not waive any right granted to you under any applicable state securities law.

8) Certain Agreements and Acknowledgments of the Purchaser.

a) Agreements. You understand, agree and acknowledge that:

i) Acceptance. Your subscription for the Class B Preferred Stock contained in this Agreement may be accepted or rejected, in whole or in part, by the Board in its sole and absolute discretion. No subscription shall be accepted or deemed to be accepted until you have been registered as a Shareholder in the Company on the Closing Date; such admission shall be deemed an acceptance of this Agreement by the Company and the Board for all purposes.

ii) Irrevocability. Except as provided and under applicable state securities laws, this subscription is and shall be irrevocable, except that you shall have no obligations hereunder if this subscription is rejected for any reason, or if this offering is canceled for any reason.

iii) No Recommendation. No foreign, federal, or state authority has made a finding or determination as to the fairness for investment of the Class B Preferred Stock and no foreign, federal or state authority has recommended or endorsed or will recommend or endorse this offering.

iv) No Disposal. You will not, directly or indirectly, assign, transfer, offer, sell, pledge, hypothecate or otherwise dispose of all or any part of your Class B Preferred Stock (or solicit any offers to buy, purchase or otherwise acquire or take a pledge of all or any part of the Class B Preferred Stock) except in accordance with the registration provisions of the Securities Act or an exemption from such registration provisions, with any applicable state or other securities laws and with the terms of the Bylaws.

v) Update Information. If there should be any change in the information provided by you to the Company or the Board (whether pursuant to this Agreement or otherwise) prior to your purchase of any Class B Preferred Stock, you will immediately furnish such revised or corrected information to the Company.

9) General Contractual Matters.

a) Amendments and Waivers. This Agreement may be amended and the observance of any provision hereof may be waived (either generally or in a particular instance and either retroactively or prospectively) only with the written consent of you and the Company.

b) Assignment. You agree that neither this Agreement nor any rights, which may accrue to you hereunder, may be transferred or assigned.

c) Notices. All notices, requests, demands and other communications hereunder shall be in writing and shall be deemed to have been duly given to any party when delivered by hand, when delivered by facsimile, or when mailed, first class postage prepaid, (a) if to you, to you at the address or telecopy number set forth below your signature, or to such other address or telecopy number as you shall have furnished to the Company in

writing, and (b) if to the Company, to Citizens Capital Corp., 8135 Forest Lane, #515412, Dallas, Texas 75230, or to such other address or addresses, or telecopy number or numbers, as the Company shall have furnished to you in writing, provided that any notice to the Company shall be effective only if and when received by the Board.

d) Governing law. This agreement shall be governed by and construed and enforced in accordance with the laws of the State of Texas without regard to principles of conflict of laws (except insofar as affected by the securities or "blue sky" laws of the State or similar jurisdiction in which the offering described herein has been made to you).

e) Descriptive Headings. The descriptive headings in this Agreement are for convenience of reference only and shall not be deemed to alter or affect the meaning or interpretation of any provision of this Agreement.

f) Entire Agreement. This Agreement contains the entire agreement of the parties with respect to the subject matter of this Agreement, and there are no representations, covenants or other agreements except as stated or referred to herein.

g) Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same instrument.

h) Joint and Several Obligations. If you consist of more than one Person, this Agreement shall consist of the joint and several obligation of all such Persons.

i) Red Rock Securities Law ("RRSL") acted as a legal counsel to the Company in this Offering. The Purchaser agrees to, and hereby shall indemnify RRSL and any RRSL Affiliates, and shall hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable attorney's fees (collectively, a "Loss") due to the Purchaser's investment in this Offering. The Purchaser does hereby release and forever discharge RRSL, their agents, employees, successors and assigns, and their respective heirs, personal representatives, affiliates, successors and assigns, and any and all persons, firms or corporations liable or who might be claimed to be liable, whether or not herein named, none of whom admit any liability to the undersigned, but all expressly denying liability, from any and all claims, demands, damages, actions, causes of action or suits of any kind or nature whatsoever, which the Purchaser may now have or may hereafter have, arising out of or in any way relating to any and all injuries, economic or emotional loss, and damages of any and every kind, to both person and property, corporately and individually, and also any and all damages that may develop in the future, as a result of or in any way relating to the Purchaser's investment in this Offering.

SIGNATURES AND SUBSCRIBER INFORMATION

If you are in agreement with the foregoing, please sign the enclosed counterparts of this Subscription Agreement and return such counterparts of this Agreement to the Board.

For Execution By The Company:

Citizens Capital Corp.

BY: _____

Name: _____

(Signature and Information of Purchaser(s) on the following page)

For Completion and Execution By The Investor Subscriber:

The foregoing Subscription Agreement is hereby agreed to by the undersigned as of the date indicated below.

_____
Registered Account Name (Please Print)

Registered Account Address:

_____
(Address)

_____
(City)

_____
(State) (Zip Code)

Mailing Address (Fill in Mailing Address only if different from Registered Account Address)

Email Address: _____

Primary Phone: _____

Private Placement Memorandum (PPM) received and reviewed. _____ (please initial)

Subscriber or Authorized Representative (if not an individual) _____

Total Dollar Amount $_____

Total # of Class B Preferred Stock Purchased: _____

Social Security or Taxpayer I.D. No. (Must be completed) _____

State in which Subscription Agreement signed: _____

Investor Subscriber Signature:

_____
(signature)

Name: _____ Date: _____
Print Name of Subscriber or Authorized Representative (if not an individual)

Signature Verification

Signature:_____ Date:_____

CUSTODIAL OWNERSHIP

(Check which applies)

_____**Traditional IRA** - Owner and custodian signatures required.

_____**Roth IRA** — Owner and custodian signatures required.

_____**Simplified Employee Pension/Trust (SEP)** — Owner and custodian signatures required.

_____**KEOGH** — Owner and custodian signatures required.

_____**Other**

Owner and custodian signatures required.

_____
Signature

Custodian Information (To be completed by custodian)

Name of Custodian: _____

Mailing Address:

_____
(Address)

_____
(City)

_____
(State) (Zip Code)

Custodian Tax ID Number: _____

Custodian Tax Account Number: _____

Custodian Phone Number: _____

SIGNATURE AND SUBSCRIBER INFORMATION PAGE
IF PURCHASE IS AN EMPLOYEE BENEFIT PLAN, INDIVIDUAL RETIREMENT ACCOUNT, KEOGH PLAN, OR OTHER ENTITY

Total # of Class B Preferred Stock Purchased:_____

Total Dollar Amount: $_____

Executed at: _____, _____

This _____ day of _____, 20_____

Name of Entity: _____
(Please Print)

_____
(Signature of Authorized Agent)

_____
(Title)

Taxpayer Identification Number: _____

Address of Principal Offices:

_____
(Address)

_____
(City)

_____
(State) (Zip Code)

Mailing Address:

_____
(Address)

_____
(City)

_____
(State) (Zip Code)

Attention: _____

SUITABILITY STATEMENTS
FOR EXECUTION BY INVESTORS WHO ARE INDIVIDUALS

The truth, correctness and completeness of the following information supplied by you is warranted pursuant to the above:

Printed Name of Purchaser: _____

MARK TRUE OR FALSE OR COMPLETE, AS APPROPRIATE

Disclosure of Status as "Accredited Investor" under Regulation D

	True	False	
1.	____	____	You are a natural person (individual) whose own net worth, taken together with the net worth of your spouse, exceeds $1,000,000. Net worth for this purpose means total assets (including personal property and other assets) in excess of total liabilities EXCLUDING your primary residence.

Except as provided in paragraph (2) of this section, for purposes of calculating net worth under this paragraph:

(i) The person's primary residence shall not be included as an asset;

(ii) Indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and

(iii) Indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability

2. ____ ____ You are a natural person (individual) who had an individual income in excess of $200,000 in each of the two previous years, or joint income with your spouse in excess of $300,000 in each of those years, and who reasonably expects to reach the same income level in the current year.

3. ____ ____ You are a director, executive officer, or Manager of the Company or a director, executive officer of the Manager of the Company.

4. ____ ____ You have such knowledge and experience in financial and business matters that you are capable of evaluating the merits and risks of investing in the Class B Preferred Stock.

Disclosure of Foreign Citizenship

	True	False	
1.	____	____	You are a citizen of a country other than the United States.

If the answer to the preceding question is true, specify on the line below the country of which you are a citizen.

_____

SUITABILITY STATEMENTS
FOR EXECUTION BY INVESTORS WHO ARE ENTITIES

Printed Name of Purchaser Entity:

_____

Printed Name of Authorized Representative:_____

MARK TRUE OR FALSE OR COMPLETE, AS APPROPRIATE

Disclosure of Status as "Accredited Investor" under Regulation D

	True	False	
1.	____	____	You are either :

(i) a bank, or any savings and loan association or other institution acting in its individual or fiduciary capacity;
(ii) a broker dealer;
(iii) an insurance company;
(iv) an investment company or a business development company under the Investment Company Act of 1940;
(v) a Small Business Investment Company licensed by the U.S. Small Business Administration; or
(vi) an employee benefit plan whose investment decision is being made by a plan fiduciary, which is either a bank, savings and loan association, insurance company or registered investment adviser, or an employee benefit plan whose total assets are in excess of $5,000,000 or a self-directed employee benefit plan whose investment decisions are made solely by persons that are accredited investors.

2. ____ ____ You are a private business development company as defined under the Investment Advisers Act of 1940.

3. ____ ____ You are either:

(i) an organization described in Section 501(c)(3) of the Internal Revenue Code;
(ii) a corporation;
(iii) a Massachusetts or similar business trust; or
(iv) a partnership, in each case not formed for the specific purpose of acquiring the securities offered and in each case with total assets in excess of $5,000,000.

	True	False	
4.	____	____	You are an entity as to which all the equity owners are accredited investors.

5. ____ ____ You are a trust, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000 and whose purchase is directed by a sophisticated person.

6. ____ ____ You (i) were not formed, and (ii) are not being utilized, primarily for the purpose of making an investment in the Company (and investment in this Company does not exceed 40% of the aggregate capital committed to you by your partners, shareholders or others).

7. ____ ____ You are, or are acting on behalf of, (i) an employee benefit plan within the meaning of Section 3(3) of ERISA, whether or not-such plan is subject to ERISA; or (ii) an entity which is deemed to hold the assets of any such employee benefit plan pursuant to 29 C.F.R. § 2510.3-101. For example, a plan that is maintained by a foreign corporation, governmental entity or church, a Keogh plan covering no common-law employees and an individual retirement account are employee benefit plans within the meaning of Section 3(3) of ERISA but generally are not subject to ERISA.

8. ____ ____ You are, or are acting on behalf of, such an employee benefit plan, or are an entity deemed to hold the assets of any such plan or plans (i.e., you are subject to ERISA).

9. ____ ____ You are a U.S. pension trust or governmental plan qualified under Section 401(a) of the Code or a U.S. tax-exempt organization qualified under Section 501(c)(3) of the Code.

10. ____ ____ You rely on the "private investment company" exclusion provided by Section 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940 to avoid registration and regulation under such Act.

Disclosure of Foreign Citizenship

True **False**

1. ____ ____ You are an entity organized under the laws of a jurisdiction other than those of the United States or any state, territory or possession of the United States (a "Foreign Entity").

2. ____ ____ You are a government other than the government of the United States or of any state, territory or possession of the United States (a "Foreign Government").

3. ____ ____ You are a corporation of which, in the aggregate, more than one-fourth of the capital stock is owned of record or voted by Foreign Citizens, Foreign Entities, Foreign Corporations (as defined below) or Foreign Company (as defined below) (a "Foreign Corporation").

4. ____ ____ You are a general or limited partnership of which any general or limited partner is a Foreign Citizen, Foreign Entity, Foreign Government, Foreign Corporation or Foreign Company (as defined below) (a "Foreign Company").

5. ____ ____ You are a representative of, or entity controlled by, any of the entities listed in items 1 through 4 above.

(The remainder of this page intentionally left blank)

EXHIBIT A TO SUBSCRIPTION AGREEMENT
FOR COMPLETION BY PURCHASERS THAT ARE ENTITIES ONLY

CERTIFICATE TO BE GIVEN BY ANY PURCHASER THAT IS A PARTNERSHIP OR LIMITED LIABILITY COMPANY

CERTIFICATE OF _____ (the "Partnership")
(Name of Company)

The undersigned, constituting all of the partners/members of the Partnership that must consent to the proposed investment by the Partnership hereby certify as follows:

1. That the Partnership commenced business on and was established under the laws of the State of _____ on _____ and is governed by a Partnership/Bylaws.

2. That, as the partners/members of the Partnership, we have the authority to determine, and have determined, (i) that the investment in, and the purchase of an interest in Citizens Capital Corp. is of benefit to the Partnership, and (ii) to make such investment on behalf of the Partnership.

3. That _____ *(name of signatory)* is authorized to execute all necessary documents in connection with our investment in Citizens Capital Corp.

IN WITNESS WHEREOF, we have executed this certificate as the partners of the Partnership effective as of _____, 20_____, and declare that it is truthful and correct.

_____
(Name of Partnership)

Signature:_____

Name: _____

Title: _____

EXHIBIT B TO SUBSCRIPTION AGREEMENT
FOR COMPLETION BY PURCHASERS THAT ARE ENTITIES ONLY

CERTIFICATE TO BE GIVEN BY ANY PURCHASER THAT IS A TRUST

CERTIFICATE OF _____ (the "Trust")
(Name of Trust)

The undersigned, constituting all of the trustees of the Trust, hereby certify as follows:

1. That the Trust was established pursuant to a Trust Agreement dated _____, _____ (the "Agreement").

2. That, as the trustee(s) of the Trust, we have determined that the investment in, and the purchase of, Class B Preferred Stock in Citizens Capital Corp. is of benefit to the Trust and have determined to make such investment on behalf of the Trust.

3. That _____ is authorized to execute, on behalf of the Trust, any and all documents in connection with the Trust's investment in Citizens Capital Corp.

IN WITNESS THEREOF, we have executed this certificate as the trustee(s) of the Trust this _____day of _____, 20_____, and declare that it is truthful and correct.

Signature:_____

Name of Trust: _____

Trustee Name:_____

Trustee Signature:_____

EXHIBIT C TO SUBSCRIPTION AGREEMENT
FOR COMPLETION BY PURCHASERS THAT ARE ENTITIES ONLY

CERTIFICATE TO BE GIVEN BY ANY PURCHASE THAT IS A CORPORATION

CERTIFICATE OF _____ (the "Corporation")
(Name of Corporation)

The undersigned, being the duly authorized agent of the Corporation, hereby certifies as follows:

1. That the Corporation commenced business on and was incorporated under the laws of the State of _____.

2. That the Board of Directors of the Corporation has determined, or appropriate officers under authority of the Board of Directors have determined, that the investment in, and purchase of, the Class B Preferred Stock in Citizens Capital Corp. is of benefit to the Corporation and has determined to make such investment on behalf of the Corporation. Attached hereto is a true, correct and complete copy of resolutions of the Board of Directors (or an appropriate committee thereof) of the Corporation duly authorizing this investment, and said resolutions have not been revoked, rescinded or modified and remain in full force and effect.

3. That the following named individuals are duly elected officers of the Corporation, who hold the offices set opposite their respective names and who are duly authorized to execute any and all documents in connection with the Corporation's investment in Citizens Capital Corp. _____ and that the signatures written opposite their names and titles are their correct and genuine signatures.

Name _____

Title _____

Signature_____