

# VIDEO BOOTH INCORPORATED, INC.

(Notes Backed by Real Estate)

## PRIVATE PLACEMENT MEMORANDUM

January 1, 2012

# \$10,000,000



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Video Booth Incorporated, Inc.  
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New York, NY 10004  
(212)-555-5555 Office  
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# OFFERING MEMORANDUM

## \$10,000,000

### VIDEO BOOTH INCORPORATED, INC

#### \$100,000 per Note

12% Three Year Interest Bearing Notes Partially Secured by First Trust Deeds In  
Certain Real Property Located in the "Manhattan" of New York City

All of the 12% Real Estate Notes (the "*Notes*") offered hereby are being sold by Video Booth Incorporated, Inc., a Delaware corporation (the "*Company*"). Prior to this offering (this "*Offering*") there has been no public market for the Notes and the Company does not anticipate that any significant public market for the Notes will develop after consummation of this Offering because the Notes will continue to be subject to significant restrictions on transferability. (See "*Description of Notes.*")

THE NOTES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "*SECURITIES ACT*") IN RELIANCE UPON THE EXEMPTIONS THEREFROM PROVIDED BY SECTION 4(2) OF THE SECURITIES ACT. THE SECURITIES AND EXCHANGE COMMISSION HAS NOT PASSED UPON THE MERITS OF THE NOTES OFFERED HEREBY NOR HAS IT PASSED UPON THE ACCURACY OR COMPLETENESS OF THIS OFFERING MEMORANDUM OR ANY OTHER DOCUMENTS FURNISHED IN CONNECTION HERewith. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THESE NOTES ARE OFFERED PURSUANT TO REGULATION D, RULE 506 OF THE SECURITIES ACT OF 1933 AND CERTAIN OTHER STATE SECURITIES LAWS AND CERTAIN RULES AND REGULATIONS PROMULGATED PURSUANT THERETO. THE NOTES MAY NOT BE TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND ANY APPLICABLE STATE SECURITIES LAWS OR AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED.

ANY REPRESENTATION OR WARRANTY THAT MAY BE MADE BY ANYONE OTHER THAN CONFORMING TO THIS DOCUMENT IS UNAUTHORIZED AND NOT VALID.

THE NOTES OFFERED HEREBY ARE SPECULATIVE AND INVESTMENT IN NOTES INVOLVES A HIGH DEGREE OF RISK. INVESTORS MUST BE PREPARED TO BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD AND BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT. (SEE "*RISK FACTORS*")

	<u>Price To Investor</u>	<u>Proceeds to Company<sup>(1)(2)</sup></u>
Per Note	\$100,000	\$90,000
Maximum	\$70,000,000	\$63,000,000

(1) Before deducting expenses of this Offering payable by the Company estimated at \$750,000.

(2) Selected broker-dealers and selling agents may receive compensation of up to 10% on sales of the notes, and the compensation will be paid directly from the use of proceeds of the offering.

--The date of this Private Placement Memorandum is January 1, 2012--

FOR RESIDENTS OF ALL 50 UNITED STATES:

THE NOTES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN 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.

**FOR ALABAMA RESIDENTS:**

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

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## CONFIDENTIAL INFORMATION

THE INFORMATION CONTAINED IN THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT WITHOUT THE PRIOR EXPRESS PERMISSION OF THE COMPANY, SUCH PERSONS WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION HEREIN OR MAKE REPRODUCTIONS OR USE IT FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE NOTES OF THE COMPANY.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES PROMPTLY TO RETURN TO THE COMPANY THIS MEMORANDUM AND ANY OTHER DOCUMENTS OR INFORMATION FURNISHED IF THE PROSPECTIVE INVESTOR ELECTS NOT TO PURCHASE ANY OF THE INTERESTS OFFERED HEREBY.

THE INFORMATION PRESENTED HEREIN WAS PREPARED BY THE COMPANY AND IS BEING FURNISHED BY THE COMPANY SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THIS OFFERING.

THIS MEMORANDUM DOES NOT PURPORT TO BE ALL INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE NOTES. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS WHICH SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF NOTES.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE NOTES IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION. EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AFTER THE DATE THEREOF. NOTHING CONTAINED HEREIN IS, OR SHOULD BE RELIED ON AS, A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF THE COMPANY.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY PRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM IN CONNECTION WITH THE OFFERING MADE HEREBY, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THE COMPANY DISCLAIMS ANY AND ALL LIABILITIES FOR REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, CONTAINED IN, OR OMITTED FROM, THIS MEMORANDUM OR ANY OTHER WRITTEN OR ORAL COMMUNICATIONS TRANSMITTED OR MADE AVAILABLE TO THE RECIPIENT. EACH INVESTOR WILL BE ENTITLED TO RELY SOLELY ON THOSE REPRESENTATIONS AND WARRANTIES THAT MAY BE MADE TO IT IN ANY FINAL PURCHASE AGREEMENT RELATING TO THE NOTES.

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# Video Booth Incorporation

## Executive Summary

2012

### OPPOURTUNITY

Video Booth Incorporation (referred to herein as a “Booth”) has a unique opportunity to manufacture and distribute the patented Digital Video Booth™, a DVD-CD-Rewrite video recording apparatus that resembles a passport photo booth in shape and size.

The Digital Video Booth™ is part of a multi-million dollar market in a multi-billion dollar industry.

### PROPRIETARY PRODUCT

Video Booth Incorporation will introduce the patent pending Digital Video Booth™ to the market by the Summer of 2012. A basic explanation of the Digital Video Booth™ is illustrated below.

The technology provided by the Digital Video Booth™ will make it possible to create a personalized video, audio, and typography recording and distribute it in the form of a DVD, email, or mail. The finished product will be called a “Digital Video Greeting™” or “DVG™”.

For users, the Digital Video Booth™ has many fun and unique features that are unseen so far in malls, arcades, and other recreational areas. Aside from being connected to the Internet at high-speed, the Digital Video Booth™ also boasts a customized background screen maker, where one can choose from a plethora of live videos and filming locations that can be digitally inserted onto the disc.

The Digital Video Booth™ also offers consumers the options of burning hit songs, the ability to type a personalized message, and engrave a label on to each disc. The user can then select the number of desired physical copies to burn and have dispersed. Or, the user will have the option to email the recording to RTI’s hosting site. RTI’s site will then automatically notify the receiver of the DVG™ by email that includes a URL link sending them to RTI’s site to retrieve the DVG™. Finally, one can mail the DVG™ to a desired location by selecting the option to have RTI physically deliver it.

On the business side, businesses can sell advertising through a several second video and audio introduction. Advertisers can update as desired due to Internet connection. Next, the music industry will be able to sell prepackaged songs similar to the jukebox concept either in the form of music files or through a downloadable location on the Internet. Finally, the recreational area or an advertiser will have the ability to place ads, coupons, or their logos on the outside of the Booth.

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### Locations

- Malls
- Arcades
- Amusement Parks
- Hotels & Casinos
- Military bases & Navy ships
- Karaoke Bars
- Bowling Allies
- Stadiums
- Airports
- Train & Bus Stations
- Post Offices
- Kinkos/Mail Box

### Future Applications

- Actor/Performing/talent artist creating a DVG™ vs. a resume and headshots
- Academic institutions recording lectures for students vs. notes & audio lectures
- Interviews for employment opportunities
- Rentals for party's, birthdays, weddings, school dances, bar mitzvahs, & graduations
- Last will & testament
- Musical recordings

### MARKET

Revolutionary Technologies Inc. will capitalize on two of the fastest growing delivery mediums of the digital era and concentrate on distributing a DVG™ from the Digital Video Booth™ through DVD and high speed Internet technology.

Initially, RTI will target the United States and several Asian countries as its principle market to distribute the Digital Video Booth™. As funding permits, RTI's secondary market will consist of high growth areas throughout the rest of Asia and Europe. Since RTI is entering a niche market with a first mover advantage, the Company should be able to penetrate its target markets immediately.

In the United States alone, there are approximately 30,000 malls, 20,000 movie theaters, hundreds of airports and thousands of other recreational places such as amusement parks, arcades, and stadiums. RTI will target recreational areas with the following characteristics: high foot traffic, proven track record in generating significant revenue from similar consumer products, and capable infrastructure to warehouse the Digital Video Booth™.

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## Use of Proceeds

Fixed Assets	Quantity	Cost	Per Office Total	10 Officer Grand Total	50 Locations Grand Total	Grand Total
<b>Technology</b>						
LED	1	\$ 5,000	\$ 5,000.00	\$ 75,000.00	\$ 50,000.00	\$ 125,000.00
Reclining Seats	8	\$ 1,000	\$ 8,000.00	\$ 120,000.00	\$ 80,000.00	\$ 200,000.00
Mirror	1	\$ 10,000	\$ 10,000.00	\$ 150,000.00	\$ 100,000.00	\$ 250,000.00
Video Monitor	1	\$ 6,000	\$ 6,000.00	\$ 90,000.00	\$ 60,000.00	\$ 150,000.00
Camera Monitor	1	\$ 3,000	\$ 3,000.00	\$ 45,000.00	\$ 30,000.00	\$ 75,000.00
Audio	2	\$ 2,000	\$ 4,000.00	\$ 60,000.00	\$ 40,000.00	\$ 100,000.00
Video	1	\$ 15,000	\$ 15,000.00	\$ 225,000.00	\$ 150,000.00	\$ 375,000.00
Lighting	1	\$ 60,000	\$ 60,000.00	\$ 900,000.00	\$ 600,000.00	\$ 1,500,000.00
Procedure Lights	2	\$ 1,500	\$ 3,000.00	\$ 45,000.00	\$ 30,000.00	\$ 75,000.00
Equipment	1	\$ 40,000	\$ 40,000.00	\$ 600,000.00	\$ 400,000.00	\$ 1,000,000.00
Rest Table	1	\$ 6,000	\$ 6,000.00	\$ 90,000.00	\$ 60,000.00	\$ 150,000.00
Music	1	\$ 1,200	\$ 1,200.00	\$ 18,000.00	\$ 12,000.00	\$ 30,000.00
Devices	1	\$ 85,000	\$ 85,000.00	\$ 1,275,000.00	\$ 850,000.00	\$ 2,125,000.00
Furniture	1	\$ 2,500	\$ 2,500.00	\$ 37,500.00	\$ 25,000.00	\$ 62,500.00
<b>Office</b>						
Chairs - Desk	7	\$ 150	\$ 1,050.00	\$ 15,750.00	\$ 9,000.00	\$ 24,750.00
Desks - Doctor, Supervisor	3	\$ 750	\$ 2,250.00	\$ 33,750.00	\$ 15,000.00	\$ 48,750.00
Reception Desk	1	\$ 1,500	\$ 1,500.00	\$ 22,500.00	\$ 50,000.00	\$ 72,500.00
Computers	4	\$ 1,200	\$ 4,800.00	\$ 72,000.00	\$ 48,000.00	\$ 120,000.00
Network Equipment	1	\$ 3,000	\$ 3,000.00	\$ 45,000.00	\$ 25,000.00	\$ 70,000.00
Security System	1	\$ 2,000	\$ 2,000.00	\$ 30,000.00	\$ 15,000.00	\$ 45,000.00
Signage	1	\$ 30,000	\$ 30,000.00	\$ 450,000.00	\$ 250,000.00	\$ 700,000.00
Telephone System	1	\$ 6,000	\$ 6,000.00	\$ 90,000.00	\$ 60,000.00	\$ 150,000.00
Internet, 10 employees	1	\$ 2,500	\$ 2,500.00	\$ 37,500.00	\$ 25,000.00	\$ 62,500.00
<b>Business Office</b>						
Computer	3	\$ 1,500	\$ 4,500.00	\$ 67,500.00	\$ 45,000.00	\$ 112,500.00
Printers	1	\$ 500	\$ 500.00	\$ 7,500.00	\$ 15,000.00	\$ 22,500.00
Desks	4	\$ 500	\$ 2,000.00	\$ 30,000.00	\$ 20,000.00	\$ 50,000.00
Chairs - Desk	4	\$ 150	\$ 600.00	\$ 9,000.00	\$ 6,000.00	\$ 15,000.00
File Cabinets	6	\$ 500	\$ 3,000.00	\$ 45,000.00	\$ 30,000.00	\$ 75,000.00
Server	1	\$ 2,500	\$ 2,500.00	\$ 37,500.00	\$ 19,000.00	\$ 56,500.00
Software	1	\$ 14,000	\$ 14,000.00	\$ 210,000.00	\$ 350,000.00	\$ 560,000.00
<b>Total Fixed Assets</b>			<b>\$ 350,000.00</b>	<b>\$ 5,250,000.00</b>	<b>\$ 3,700,000.00</b>	<b>\$ 8,950,000.00</b>
<b>Bulk Start Up Supplies</b>						
Medical Supplies			<b>\$ 85,000.00</b>	<b>\$ 1,275,000.00</b>	<b>\$ 650,000.00</b>	<b>\$ 1,925,000.00</b>
<b>Leasehold Improvements</b>						
Construction Costs	4000	65.00	<b>\$ 260,000.00</b>	<b>\$ 3,900,000.00</b>	<b>\$ 2,600,000.00</b>	<b>\$ 6,500,000.00</b>
<b>Working Capital</b>						
Cash for Working Capital			<b>\$ 458,325.00</b>	<b>\$ 6,874,875.00</b>	<b>\$ 4,500,000.00</b>	<b>\$ 11,374,875.00</b>
<b>Total Cash to Develop Technology and Operate</b>			<b>\$ 1,153,325.00</b>	<b>\$ 17,299,875.00</b>	<b>\$ 11,450,000.00</b>	<b>\$ 28,749,875.00</b>
Building Acquisition Costs			<b>\$ 750,000.00</b>	<b>\$ 11,250,000.00</b>	<b>\$ -</b>	<b>\$ 11,250,000.00</b>
<b>Total Project Costs</b>			<b>\$ 1,903,325.00</b>	<b>\$ 28,549,875.00</b>	<b>\$ 11,450,000.00</b>	<b>\$ 39,999,875.00</b>

## **IMPORTANT NOTICES TO INVESTORS**

Video Booth Incorporation, a Delaware corporation, is offering for sale notes (the “Securities”). This PRIVATE PLACEMENT OFFERING (the “Memorandum”) has been prepared solely for use in connection with this offering (the “Offering”) and is furnished on a confidential basis solely for the purpose of assisting prospective investors in considering an investment in the Securities.

Under no circumstances shall this Memorandum constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, the Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. This Memorandum constitutes an offer only to the person to whom this Memorandum is delivered and whose name is set forth in the appropriate space on the cover page. If this Memorandum is in the possession of anyone other than such person, it is invalid and should be returned immediately to the Company

Except where otherwise indicated, this Memorandum speaks only as of the date hereof. Neither the delivery of this Memorandum nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof. No persons have been authorized to make any representations other than as set forth herein and, if given or made, such representations should not be considered as authorized. In evaluating an investment in the Securities, prospective investors should rely only on the information provided in this Memorandum or any supplement to this Memorandum.

We will provide qualified prospective investors with additional information regarding the Company and this Offering as may be reasonably requested (and subject to execution of a separate confidentiality agreement, if required by the Company in its discretion). Any inquiries should be directed to:

Video Booth Incorporation  
Robert van Beans, President  
5555 East Broadway  
New York, NY 10004  
212-555-5555 office  
212-444-4444 fax  
Email:

The Securities have not been registered under the Securities Act, or any applicable state securities laws, nor has the SEC or any state or foreign regulatory authority passed upon the accuracy or adequacy of this Memorandum or endorsed the merits of this Offering, and any representation to the contrary is a criminal offense. The Securities are offered pursuant to exemptions provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D there under, certain state securities laws and certain rules and regulations promulgated pursuant thereto. The Securities may not be offered, sold or otherwise transferred in the absence of an effective registration statement under the Securities Act or an opinion of counsel acceptable to the Company and its counsel that such registration is not required.

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Questions? Feel free to contact us for a free private placement advisor consultation

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