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11 Clara Romero

13 SUPERIOR COURT OF CALIFORNIA
14 COUNTY OF SAN DIEGO

16 Clara Romero, an individual;
17 Plaintiff,

18 vs.

19 VentureMoney Management Co., a
20 Delaware corporation; VMC Holdings,
21 LLC, a Delaware Limited Liability
22 Company; VMC Capital Partners, LLC, a
23 Delaware Limited Liability Company, S&Z
24 Fund Services, LLC, a New York Limited
25 Liability Company, Sasserath & Zoraian,
26 LLP, a New York Limited Liability
27 Partnership, Mark Bernier; Paul Turino;
28 Alan Maiss; James Jalil; John Zoraian;
Greg Zoraian; Greg Doyle; Paul Roben;
Nishal Mohan; Mario Diez, individuals;
and Does 1- 25, inclusive,

Defendants.

ELECTRONICALLY FILED
Superior Court of California,
County of San Diego
01/06/2020 at 11:53:38 AM
Clerk of the Superior Court
By Melinda McClure, Deputy Clerk

Case No.: 37-2020-00000823-CU-FR-CTL

Complaint For:

1. Fraud
2. Aiding and Abetting a Fraud
3. Securities Fraud
4. Sale of Unregistered Securities
5. Operating as Unlicensed Broker
6. Control Person Liability
7. Breach of Fiduciary Duty
8. Aiding and Abetting a Breach of
Fiduciary Duty
9. Negligence

Demand For Jury Trial

1 Plaintiff Clara Romero (“Plaintiff”) alleges the following:

2 **Introduction**

3 1. Defendant Mark Bernier (“Bernier”) sells fake investments in sham
4 companies to women he meets through online dating websites, and then pockets the
5 money. Bernier has stolen over \$2.5 million from numerous women that he targeted on
6 MillionaireMatch.com, Match.com, Plenty of Fish, and Tinder. In the past two years,
7 Bernier exchanged over 29,000 messages on MillionaireMatch.com with over 3,000 women
8 all over the country in an effort to sell them worthless securities. Plaintiff was but one of
9 several women whom Bernier had duped into investing.

10 2. To attract investors, Bernier created VentureMoney Management Co.
11 (“VentureMoney”), a San Diego-based company that falsely claimed it was raising millions
12 of dollars to invest in a portfolio of start-up venture companies. In truth, VentureMoney
13 was a sham company with no meaningful assets under management, no discernible
14 investments, no revenues, and no profits. Instead, of investing the money, in Ponzi
15 fashion, Venture Money used new investor money to pay old investors, including Bernier
16 himself, as well as its officers and directors.

17 3. While promoting the investments under the VentureMoney moniker, Bernier
18 sold fake investment interests in VentureMoney and its affiliate ThinkTank Innovation,
19 Inc. through two other shell companies called VMC Holdings, LLC (the purported holding
20 company of VentureMoney) and VMC Capital Partners, LLC. To lure prospective
21 investors, Bernier circulated a Pitch Book, which contained false and misleading statements
22 about VMC Holdings and VentureMoney’s non-existent operations and illusory prospects.
23 Bernier also circulated a false and misleading Pitch Book related to VMC Capital Partners.
24 While the prospects appeared promising on their face, in fact they were bogus. There were
25 no assets, no revenues, and no investments. In Ponzi fashion, the money simply vanished
26 somewhere along this duplicitous daisy chain. Bernier disseminated these materials to
27 unsuspecting investors despite knowing the falsity of their content.

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1 4. In 2019, Bernier targeted Plaintiff on MillionaireMatch.com and promptly set
2 upon her to solicit the sale of unregistered, non-exempt securities before ever meeting her
3 in person. Bernier presented Plaintiff with a Pitch Book for VMC Holdings and a separate
4 Pitch Book for VMC Capital Partners. He then sold Plaintiff \$550,000 of worthless
5 securities. Then, instead of investing Plaintiff's \$550,000 as promised, Bernier pocketed
6 the money. From the outset, Bernier had no intention of investing Plaintiff's money as he
7 had represented; his sole intention was to peddle worthless securities and take Plaintiff's
8 money for himself and VentureMoney.

9 5. Bernier was the front man. Behind the scenes in control of the operation
10 were Defendants Paul Turino, Alan Maiss, James Jalil, John Zoraian, Greg Zoraian, Greg
11 Doyle, Paul Roben, Nishal Mohan, and Mario Diez ("D&O Defendants"), each of whom
12 are officers and directors of VentureMoney and its affiliate ThinkTank Innovation, Inc.
13 The D&O Defendants lent material assistance to Bernier's illegal securities scam. The
14 D&O Defendants, each of whom had years of significant experience in the financial
15 services industry, knew, or were reckless in not knowing, that the VentureMoney enterprise
16 was a sham, as it had no discernible investments, revenues, or profits. Tellingly, despite the
17 lack of revenues and profits, Turino, Maiss and Jalil authorized VentureMoney to pay a 7%
18 dividend to Bernier's company, VMC Holdings. Equally telling is that Bernier, Turino,
19 Maiss and Jalil authorized VentureMoney to pay themselves a director's fee while investors
20 were being swindled.

21 6. The D&O Defendants gave aid to Bernier's unlawful scheme by assisting in
22 the preparation of the false and misleading Pitch Books upon which they knew investors
23 would rely. To lend cachet to the false claims made in the Pitch Books, the D&O
24 Defendants authorized their names, faces and investment expertise to be prominently
25 featured in the Pitch Books and on the VentureMoney and ThinkTank websites.

26 7. The D&O Directors also knew that Bernier was raising capital for
27 VentureMoney through the sale of unregistered, non-exempt securities to unsophisticated
28 investors and without having valid securities licenses. They simply turned a blind eye and

1 made no effort to correct these violations, thereby allowing Bernier to steal from the
2 investing public.

3 **Parties**

4 8. Plaintiff Clara Romero is an individual and the trustee and sole beneficiary of
5 The Clara Romero Revocable Living Trust.

6 9. Defendant Mark Bernier is an individual residing in the County of San
7 Diego. Bernier is the Chairman of the Board of Directors and Chief Executive Officer of
8 VentureMoney. He has never been duly licensed with the State of California as either an
9 investment adviser or securities broker/dealer.

10 10. Defendant VentureMoney is a Delaware corporation with its principal place
11 of business at 8910 University Center Lane, 4th Floor, San Diego, CA 92122.
12 VentureMoney is a purported venture capital firm that advertises itself as an investor in
13 “early-stage ventures.” However, VentureMoney has no assets under management, no
14 revenues, and no profits. It has never been duly licensed with the State of California as
15 either an investment adviser, investment company, or securities broker/dealer.

16 11. Defendant VMC Holdings, LLC (“VMC Holdings”) is a Delaware Limited
17 Liability Company, with its principal place of business at 8910 University Center Lane, 4th
18 Floor, San Diego, CA 92122. VMC Holdings is the holding company of VentureMoney;
19 VentureMoney is the operating company of VMC Holdings. Bernier formed VMC
20 Holdings purportedly for the purpose of raising capital for VentureMoney through the sale
21 of Series A Preferred Shares. Bernier is the sole director and member of VMC Holdings.
22 It has never been duly licensed with the State of California as either an investment adviser,
23 investment company, or securities broker/dealer.

24 12. Defendant VMC Capital Partners, LLC (“VMC Capital Partners”) is a
25 Delaware Limited Liability Company, with its principal place of business at 8910 University
26 Center Lane, 4th Floor, San Diego, CA 92122. Bernier is the sole member and controls the
27 company. VMC Capital Partners does not engage in any legitimate business, but is merely
28 a conduit for Bernier’s investment scam.

1 13. Defendant S&Z Fund Services, LLC (“S&Z Fund Services”) is a New York
2 Limited Liability Company, with its principal place of business at 145 Pinelawn Road, Suite
3 200 South, Melville, NY 11747. S&Z Fund Services is listed as the fund administrator for
4 VMC Capital Partners.

5 14. Defendant Sasserath & Zoraian, LLP (“Sasserath & Zoraian”) is a New York
6 Limited Liability Partnership, with its principal place of business at 145 Pinelawn Road,
7 Suite 200 South, Melville, NY 11747. Sasserath & Zoraian is listed as the fund accountant
8 for VMC Capital Partners.

9 15. Defendant Paul Turino (“Turino”) is a director of VentureMoney, who
10 conducts business out of VentureMoney’s office located at 8910 University Center Lane,
11 4th Floor, San Diego, CA 92122.

12 16. Alan Maiss (“Maiss”) is a director of VentureMoney, who conducts business
13 out of VentureMoney’s office located at 8910 University Center Lane, 4th Floor, San
14 Diego, CA 92122. In the 1990s, Maiss was involved in a casino scandal and criminal
15 investigation that resulted in a guilty plea to a federal misprision charge. Maiss was later
16 pardoned by President George W. Bush in 2008 based on his personal connections.

17 17. Defendant James Jalil (“Jalil”) is a director of VentureMoney, who conducts
18 business out of VentureMoney’s office located at 8910 University Center Lane, 4th Floor,
19 San Diego, CA 92122. Jalil is also a partner at the law firm Thompson Hine, advertising
20 himself as “an extensive authority on securities and corporate transactions.”

21 18. Defendant John Zoraian (“J. Zoraian”) is the Chief Compliance Officer of
22 VentureMoney, who conducts business out of VentureMoney’s office located at 8910
23 University Center Lane, 4th Floor, San Diego, CA 92122. J. Zoraian is also the Assistant
24 Director of Fund Services for S&Z Fund Services and the Assistant Director of Fund
25 Services for Sasserath & Zoraian, LLP.

26 19. Defendant Greg Zoraian (“G. Zoraian”) is the Chief Accounting Officer of
27 VentureMoney, who conducts business out of VentureMoney’s office located at 8910
28 University Center Lane, 4th Floor, San Diego, CA 92122. G. Zoraian is also the Director

1 Factual Allegations

2 **A. Bernier Defrauds Women He Meets Through Online Dating Sites**

3 29. Bernier uses online dating services to prospect for vulnerable, high net worth
4 women in order to steal their money. By way of example, between October 2017 and May
5 2019, and as part of his investment scams, Bernier exchanged over 29,000 messages with
6 over 3,000 women through MillionaireMatch.com, an Internet dating site designed for
7 successful and attractive singles to meet one another. Those numbers reflect only his
8 activity on MillionaireMatch.com, just *one* of the dating websites he was using. Bernier
9 targeted women in Canada and all over the United States, including California, Nevada,
10 Florida, Texas, and New York. He routinely tells the women that he owns a global venture
11 capital firm and that his partner is Paul Turino, who founded Citi Ventures on behalf of
12 Citibank. Bernier also tells women online that he founded a company with over 10,000
13 employees in 7 countries (which is false). Bernier's objective is to sell the unsuspecting
14 women worthless securities.

15 30. In addition to stealing from Plaintiff, Bernier has repeatedly defrauded the
16 investing public, including the following:

17 a. In 2012, Bernier sold \$25,000 in fake investments in a company called
18 Aviara Lifestyles to a woman ("Investor 1") that he met on the online dating website
19 Match.com. Bernier kept the money for himself and did not invest the woman's money as
20 promised. After Investor 1 demanded the return of her money in 2013, Bernier had a
21 friend falsely tell Investor 1 over the phone that Bernier had died of mouth cancer.

22 b. In 2013, Bernier sold \$600,000 in fake investments in Aviara
23 Residential Partners LLC to a woman ("Investor 2") that Bernier met on the online dating
24 site called Plenty of Fish. Bernier kept the \$600,000 for himself, and did not invest the
25 money as promised. Bernier then refused to return Investor 2's money. An entity called
26 S&Z Funds Services, LLC, which is operated by G. Zoraiian, and J. Zoraiian, was the fund
27 administrator for Aviara Residential Partners LLC.

28 ///

1 c. In 2014, Bernier sold \$50,000 in fake investments in Aviara
2 Residential Partners LLC to a woman (“Investor 3”) that Bernier met on the online dating
3 site MillionaireMatch.com. Bernier kept the \$50,000 for himself, and refused to return
4 Investor 3’s money.

5 d. In 2015, Bernier sold \$200,000 in fake investments in Aviara
6 Residential Partners LLC to another woman (“Investor 4”) that Bernier met on the online
7 dating site Match.com. Bernier kept the \$200,000 for himself, and refused to return
8 Investor 4’s money.

9 e. In 2017, Bernier sold \$200,000 in fake investments in VMC Holdings,
10 LLC to a woman (“Investor 5”) that Bernier met on the online dating site Match.com.
11 Bernier kept the \$200,000 for himself, and refused to return Investor 5’s money.

12 f. In 2017, Bernier sold \$295,000 in fake investments in VMC Holdings,
13 LLC to a woman (“Investor 6”) that Bernier met on the online dating app called Tinder.
14 Bernier kept the \$295,000 for himself, and refused to return Investor 6’s money despite
15 receiving multiple letters from Investor 6’s attorneys.

16 g. In 2018, Bernier sold \$120,000 in fake investments in VentureMoney,
17 along with a promissory note, to a woman (“Investor 7”) that Bernier met on the online
18 dating website MillionaireMatch.com. Bernier kept the \$120,000 for himself, and refused
19 to return Investor 7’s money.

20 h. In 2018, Bernier sold \$600,000 in fake investments in VMC Holdings,
21 LLC and Casco Bay Capital, LLC to a woman (“Investor 8”) that Bernier met on the
22 online dating website MillionaireMatch.com. Bernier refused to return Investor 8’s money,
23 and Investor 8 filed a lawsuit against Bernier.

24 **B. Bernier Solicits Plaintiff Through MillionaireMatch.com**

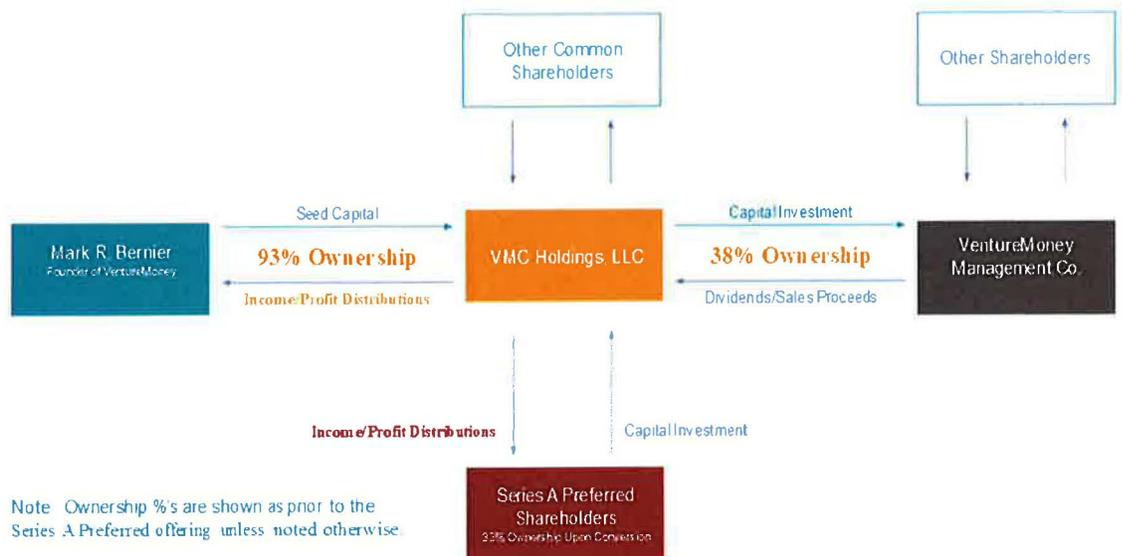
25 31. In December 2018, Bernier contacted Plaintiff through
26 MillionaireMatch.com. Bernier and Plaintiff exchanged several messages through the
27 MillionaireMatch.com online platform and then exchanged phone numbers. Before ever
28 meeting Plaintiff in person, Bernier attempted to sell Plaintiff worthless securities.

1 32. Bernier first represented to Plaintiff that he was an accomplished securities
 2 broker and investment adviser – professional designations for which he is not qualified.
 3 Next, Bernier extolled the reputations and investment expertise of his investment
 4 management team and directed Plaintiff to the VentureMoney website to see for herself the
 5 backgrounds of those with whom Bernier was associated. The website prominently
 6 displayed the faces and the investment expertise of each of the D&O Defendants. *See*
 7 Exhibit B.

8 **C. Bernier Uses an Empty Shell Company and a Fraudulent Pitch Book To**
 9 **Help Sell Fake Investments in VMC Holdings and VentureMoney**

10 33. To sell fake investments in VentureMoney, Bernier used a shell entity called
 11 VMC Holdings (the purported holding company of VentureMoney). Bernier prepared an
 12 investment Pitch Book to circulate to prospective investors, including Plaintiff. The Pitch
 13 Book for VMC Holdings that Bernier provided to Plaintiff is attached as Exhibit A. The
 14 Pitch Book describes the relationship between Venture Money, VMC Holdings, and Think
 15 Tank. For example, the fourth page of the Pitch Book featured these graphics:

16 **Organizational Structure**



27 34. According to the chart, VMC Holdings purportedly was formed to raise
 28 funds for VentureMoney, which in turn would invest in distressed and start-up companies,

1 although the company did not make any investments in its 3-year history. Exhibit A at 21-
2 24. ThinkTank was formed to identify and incubate start-up companies that would provide
3 VentureMoney with a proprietary pipeline of promising investment opportunities that
4 would yield high returns. Ex. A at 16.

5 35. To lend credibility to VentureMoney's crooked shell game, the Pitch Book
6 prominently displayed the names, faces, and investment expertise of Bernier and D&O
7 Defendants Torino, Maiss, Jalil, J. Zoraian, G. Zoraian, Doyle, Roben, Mohan, and Diez as
8 "Our Team." *Id.*, pp. 3, 24-26.

9 36. The Pitch Book for VMC Holdings was in fact a VentureMoney PowerPoint
10 presentation. Exhibit A. The VentureMoney logo is emblazoned on every page. The
11 Pitch Book's cover page includes the VentureMoney logo and the name VMC Holdings,
12 LLC followed by Series A Preferred Share Offer Presentation. The Pitch Book includes a
13 VentureMoney copyright mark followed by: "This Presentation contains certain proprietary
14 and confidential information regarding the Company and is based upon information
15 provided by the Company's management." *Id.*

16 37. The Pitch Book is riddled false and misleading statements about
17 VentureMoney's operations and prospects, including the amount of money these
18 companies were raising and how they intended to invest and generate profits. According
19 to the Pitch Book, the sole investment objective of VMC Holdings was to invest in
20 VentureMoney which, in turn, would "provide all investors with access to the same
21 strategies previously only available to institutional investors and are a liquid secondary
22 alternative to the venture capital investment community." See Exhibit A, p. 3.

23 38. Page 30, which is entitled "Capital Plan and Milestones," indicates that
24 VentureMoney's Series A \$5 million capital raise will close in February 2019. The Pitch
25 Book also indicates that ThinkTank was set to close a \$25 million capital raise in March
26 2019. These statements were nothing but illusory promises with no basis in fact, as
27 VentureMoney did not close a \$5 million capital raise in February 2019 and ThinkTank did
28 not close a \$25 million capital raise in March 2019.

1 39. The Pitch Book goes on to exaggerate management’s investment expertise:
2 “We are disciplined investors utilizing systematic processes that allow us to quickly screen
3 potential company investments prior to entering the diligence phase.” *Id.* at p. 22. This
4 claim was false as VentureMoney has yet to implement a systematic investment process to
5 screen and invest in any company.

6 **D. Bernier Sells Plaintiff \$350,000 of Worthless Securities**

7 40. On January 30, 2019, Bernier emailed Plaintiff the VMC Holdings Pitch
8 Book, which is attached as Exhibit A. Plaintiff reviewed both the Pitch Book and the
9 internet profiles of all the D&O Defendants on the VentureMoney website. In February
10 2019, Plaintiff met Bernier in person for the first time. Bernier told Plaintiff that
11 VentureMoney already raised \$6 million, and that an investment in VMC Holdings would
12 be an investment in VentureMoney. Bernier explained that the investment was not open to
13 the public, but that he had received special approval from the Board of Directors of
14 VentureMoney to allow Plaintiff to invest.

15 41. Bernier misled Plaintiff into believing an investment in VMC Holdings was
16 safe and secure. Bernier told Plaintiff the stock market was “terrible” and would crash. He
17 told her the investment returns in VMC Holdings would likely be ten-fold. Bernier told
18 Plaintiff VMC Holdings was his company, that Plaintiff could trust him, and that Bernier
19 would return Plaintiff’s money upon request whenever she wanted. Bernier knew these
20 statements were either false or had no reasonable basis in fact.

21 42. Relying on information and claims set out in the VentureMoney website, the
22 Pitch Book, and Bernier’s oral representations, Plaintiff purchased \$300,000 of Series A
23 Preferred Shares in VMC Holdings on or around February 7, 2019. Plaintiff subsequently
24 wired \$300,000 to Bernier for the VMC Holdings securities. On March 31, 2019, Plaintiff
25 purchased an additional \$50,000 of Series A Preferred Shares in VMC Holdings, and wired
26 the money to Bernier. These securities were neither registered for sale nor eligible for an
27 exemption from registration.

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1 43. However, it was nothing but deceitful double-dealing. From the outset,
2 Bernier and VentureMoney intended to keep Plaintiff's \$350,000. In Ponzi fashion, VMC
3 Holdings was nothing but an empty shell, and VentureMoney did not invest investor funds
4 or generate any significant income or profits. Instead of investing Plaintiff's funds as
5 promised, Bernier misappropriated her funds to pay for his own personal expenses.
6 Further, from this empty shell, the VentureMoney directors awarded themselves their
7 director fees and a dividend distribution to Bernier.

8 **E. Bernier Sells Plaintiff A \$200,000 Note In Another Sham Company**

9 44. Bernier created another sham company called VMC Capital Partners, LLC.
10 The company had no assets, no operations, no revenues, and was established for the sole
11 purpose of stealing investor money from the investing public. S&Z Fund Services, LLC
12 was the fund administrator for VMC Capital Partners. Sasserath & Zoraian, LLP was the
13 fund accountants for VMC Capital Partners.

14 45. On or around March 22, 2019, Plaintiff met with Bernier. Bernier showed
15 Plaintiff the Pitch Book for VMC Capital Partners, which he later emailed her. Exhibit E.
16 Just like the VMC Holdings Pitch Book, the VMC Capital Partners Pitch Book
17 prominently displayed the names and faces of Bernier and D&O Defendants Torino,
18 Maiss, Jalil, J. Zoraian, G. Zoraian, Roben, and Mohan. Ex. E at 12, 22. The Pitch Book
19 also falsely stated that Bernier had invested \$6.7 million in the fund. Ex. E. at 4. This
20 statement was false as Bernier had no such money, and did not invest any money in VMC
21 Capital Partners.

22 46. Bernier told Plaintiff that the investment in VMC Capital Partners would be
23 used for ThinkTank Innovation. To induce Plaintiff to invest in VMC Capital Partners,
24 Bernier told Plaintiff that VMC Capital Partners was his company, that this was a great
25 investment not available to the public. Bernier reiterated to Plaintiff that he would return
26 her money at any time upon request. These statements were all false.

27 47. In reliance on these false statements, Plaintiff invested \$200,000 in VMC
28 Capital Partners, LLC. 10.00% Convertible Note (the "Note"), and wired Bernier \$100,000

1 on April 5, 2019 and another \$100,000 on April 10, 2019.

2 48. VMC Capital Partners has no business operations and is a shell company
3 that Bernier created for the sole purpose of stealing money from the investing public.

4 **F. Bernier Shuts Down VentureMoney and ThinkTank**

5 49. On June 19, 2019, ABC News televised a story covering a fraud lawsuit that
6 was filed on February 26, 2019 against Bernier and the D&O Defendants. This story was
7 published to the ABC News website and accessible from a simple Google search. Several
8 other news agencies picked up the story and published their own articles, including the San
9 Diego Union Tribune.

10 50. Once the news of Bernier's fraud was available to the investing public on the
11 internet, Bernier was unable to continue his investment scams on the various dating
12 websites. On July 9, 2019, Bernier shuttered VentureMoney and ThinkTank Innovation,
13 including their websites. Bernier then fled to Cancun Mexico, where he purportedly "died"
14 of a heart attack on August 14, 2019 at a luxury resort and spa.

15 **G. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian Gave**
16 **Material Assistance to the Investment Scam**

17 51. There was an abundance of red flags flashing signs of a Ponzi scheme to the
18 D&O Directors, S&Z Fund Services, and Sasserath & Zoraian. VentureMoney claimed it
19 was raising millions of dollars to invest in a portfolio of start-up venture companies. In
20 truth, VentureMoney never had any meaningful assets under management, made no
21 discernible investments, and generated no revenues, and no profits. Instead of investing
22 the money, the VentureMoney Directors used new investor money to pay Bernier as well
23 as themselves. In April 2018, despite having no meaningful investments, revenue or
24 profits, D&O Directors Maiss, Turino, and Jalil found sufficient funds to authorize
25 VentureMoney to pay Bernier's company, VMC Holdings, a dividend on the
26 VentureMoney preferred shares it held in 2017. Exhibit C. The D&O Directors Maiss,
27 Turino, and Jalil were on notice that Bernier was operating VentureMoney like a Ponzi
28 scheme, because he had previously requested that they authorize VentureMoney to pay a

1 dividend to other holders that owned preferred shares in 2016-2017. Exhibit D. They also
2 knew that Bernier was selling unregistered, nonexempt securities to third parties because he
3 told them in this email that “[t]his is the same issue price we are using for third-parties.”
4 Exhibit D. At the same time, VentureMoney Directors Bernier, Maiss, Turino, and Jalil
5 collected director fees.

6 52. The D&O Defendants were willing participants in the investment scam.
7 They welcomed the public affiliation with VentureMoney and Bernier as officers and
8 directors of these interconnected companies. The D&O Directors authorized
9 VentureMoney to post their names, faces and expertise on the VentureMoney website.
10 Exhibit B. Indeed, another defrauded investor filed a similar lawsuit on February 26, 2019
11 against Bernier, VentureMoney, and the D&O Defendants. Yet, the D&O Defendants
12 remained on the VentureMoney website and continued allowing Bernier to use their
13 names, faces, and biographies in false investment materials that were ultimately used to
14 solicit Plaintiff’s investment in VMC Capital Partners.

15 53. The D&O Defendants materially and substantially assisted in the preparation
16 of the Pitch Books as reflected in the following disclosure in the Pitch Books: “This
17 Presentation contains certain proprietary and confidential information regarding the
18 Company and is based upon information provided by the Company’s management.”

19 54. By virtue of their duties under the securities laws, the D&O Defendants
20 were under a duty not only to refrain from communicating misrepresentations, but also to
21 state all facts necessary to avoid misleading the unsophisticated Plaintiff. Given their years
22 of experience in the financial industry, the D&O Defendants knew the Pitch Books, which
23 Bernier used to solicit investors and upon which investors relied, contained false and
24 misleading claims and omitted material facts. The D&O Defendants allowed such
25 misrepresentations to be made knowingly and willfully, or recklessly, intending that
26 Plaintiff rely on them to her detriment.

27 55. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian also
28 had a duty to supervise Bernier and the VentureMoney/ThinkTank operations in good

1 faith. They knew that the securities Bernier was selling were neither registered nor eligible
2 for exemption from registration. Likewise, each knew that neither Bernier, VentureMoney,
3 VMC Holdings, nor VMC Capital Partners were licensed as securities brokers to sell
4 securities. Had the D&O Defendants exercised their duties in good faith as officers and
5 directors, they would have known Bernier sourced dating websites to prey on
6 unsophisticated victims, including the Plaintiff. Yet, the D&O Defendants recklessly in
7 bad faith turned a blind eye and failed to take corrective action, allowing Bernier to steal
8 from the investing public.

9 **First Cause of Action**
10 **(Fraud)**

11 **(Against Bernier, VentureMoney, VMC Holdings, VMC Capital Partners)**

12 56. Plaintiff incorporates by reference each and every allegation set forth above
13 as though fully set forth herein.

14 57. Bernier, on behalf of himself and VentureMoney, represented to Plaintiff
15 that he was a licensed broker and registered investment adviser, that he would be investing
16 Plaintiff's money, and that VentureMoney was a successful enterprise that would be closing
17 a \$5 million capital raise.

18 58. Bernier's representations were false as he is neither a licensed broker nor
19 registered investment adviser. His promise to return Plaintiff's money at any time upon
20 request was false. He did not invest Plaintiff's money as promised, but instead kept the
21 money for himself and VentureMoney. VentureMoney was nothing but a hollow shell.
22 VentureMoney did not close a \$5 million capital raise in February 2019 and Bernier had no
23 basis to make this statement in the VMC Holdings Pitch Book. Bernier also did not invest
24 \$6.7 million in VMC Capital Partners.

25 59. Bernier knew that the representations were false when he made them and/or
26 that he made the representations recklessly and without regard for the truth.

27 60. Bernier intended that Plaintiff rely on the representations in order to effect
28 the sale of worthless securities.

61. Plaintiff reasonably relied on Bernier's representations.

1 VMC Capital Partners – a sham entity that they knew had no assets and no operations.

2 68. The conduct by the D&O Defendants, S&Z Fund Services, and Sasserath &
3 Zoraian was a substantial factor in causing harm to Plaintiff.

4 **Third Cause of Action**
5 **(Securities Fraud – Violation Cal. Corp. Code § 25401)**
6 **(Against All Defendants)**

7 69. Plaintiff incorporates by reference each and every allegation set forth above
8 as though fully set forth herein.

9 70. Cal. Corp. Code § 25401 provides that “[i]t is unlawful for any person to
10 offer or sell a security in this state or buy or offer to buy a security in this state by means of
11 any written or oral communication which includes an untrue statement of material fact or
12 omits to state a material fact necessary in order to make the statement made, in the light of
13 the circumstances under which they were made, not misleading.”

14 71. Bernier, VentureMoney, VMC Holdings, and VMC Capital Partners offered
15 to sell and sold securities to Plaintiff in the State of California, by means of untrue
16 statements of material fact and through the omission of material facts necessary in order to
17 make the statements made, in light of the circumstances under which they were made, not
18 misleading. Among other things, Bernier, VentureMoney, VMC Holdings, and VMC
19 Capital Partners misrepresented that: (a) Plaintiff’s money would actually be invested in
20 venture, start-up companies; (b) VentureMoney would be closing a \$5 million capital raise
21 in February 2019; (c) ThinkTank would be closing a \$25 million capital raise in March
22 2019; (d) VentureMoney had robust investment processes and viable investment objectives
23 and strategies; (e) Bernier would return Plaintiff’s full investment at any time upon request;
24 and (f) MRB Management, LLC had invested \$6.7 million in VMC Capital Partners.

25 72. Plaintiff relied on these written and oral misrepresentations and omissions of
26 material facts in deciding to invest in Series A Preferred Shares in VMC Holdings and in
27 VMC Capital Partners.

28 73. As a result of Bernier, VentureMoney, VMC Holdings, and VMC Capital
Partner’s misrepresentations, Plaintiff sustained damages. Under California Corporations

1 Code § 25501, Plaintiff is entitled to either rescind the transaction or recover damages.

2 74. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian are
3 liable as “control persons” under California Corporations Code § 25504, and therefore
4 liable to the same extent as Bernier, VentureMoney, VMC Holdings, and VMC Capital
5 Partners. D&O Defendants Turino, Maiss, Jalil, J. Zoraian, G. Zoraian, and Doyle are
6 statutory control persons of VentureMoney and Bernier. D&O Defendants Roben,
7 Mohan, and Diez are statutory control persons of ThinkTank and Bernier. S&Z Fund
8 Services and Sasserath & Zoraian are statutory control persons of Bernier and VMC
9 Capital Partners. The D&O Defendants also directly and/or indirectly controlled Bernier
10 and VentureMoney, and either knew or were reckless in not knowing that the statements
11 were false and/or that there was an omission of material facts. They also materially aided
12 in the transaction, and thereby violated California Corporations Code § 25504.1, because
13 they either knew or were reckless in not knowing that Bernier and VentureMoney were
14 raising assets through the holding company VMC Holdings and selling shares in
15 VentureMoney, and encouraged those sales with reckless disregard for the rights of the
16 Plaintiff. S&Z Fund Services and Sasserath & Zoraian also materially aided in the
17 transaction, and thereby violated California Corporations Code § 25504.1, because they
18 either knew or were reckless in not knowing that Bernier and VMC Capital Partners were
19 raising money, and encouraged those sales with reckless disregard for the rights of the
20 Plaintiff.

21 **Fourth Cause of Action**

22 **(Sale of Unregistered Securities – Violation of Cal. Corp. Code 25110)**
23 **(Against All Defendants)**

24 75. Plaintiff incorporates by reference each and every allegation set forth above,
25 as though fully set forth herein.

26 76. California Corporations Code § 25110 provides in pertinent part: “It is
27 unlawful for any person to offer or sell in this state any security in an issuer transaction ...
28 unless such sale has been qualified under Section 25111, 25112, or 25113 ... or unless such
security or transaction is exempted or not subject to qualification under Chapter 1

1 (commencing with section 25100) of this part.”

2 77. Series A Preferred Shares in VMC Holdings and VMC Capital Partners, LLC
3 10.00% Convertible Notes are “securities” within the meaning of California Corporations
4 Code § 25019.

5 78. Bernier, VentureMoney, VMC Holdings, and VMC Capital Partners “offered
6 and sold” the securities within the State of California within the meaning of California
7 Corporations Code §§ 25008 and 25017. The California Corporations Commissioner has
8 not issued a permit or other form of qualification authorizing Bernier, VentureMoney,
9 VMC Holdings, or VMC Capital Partners to offer and sell the subject securities in the State
10 of California.

11 79. Series A Preferred Shares in VMC Holdings and VMC Capital Partners, LLC
12 10.00% Convertible Notes were unregistered, nonexempt securities. The transactions with
13 Plaintiff did not qualify for an exemption from registration because Plaintiff was solicited
14 via an internet dating website, before Bernier ever met Plaintiff in person and sold the
15 securities to Plaintiff shortly thereafter. *See* California Corporations Code § 25102(f)(2).

16 80. Plaintiff has been damaged as set forth herein. Under California
17 Corporations Code § 25503, Plaintiff is entitled to recover the purchase price (\$550,000) of
18 the securities, along with interest at the legal rate.

19 81. California Corporations Code § 25504 provides in pertinent part that
20 “[e]very person who directly or indirectly controls a person liable under Section 25501 or
21 25503, every partner in a firm so liable, every principal executive officer or director of a
22 corporation so liable, every person occupying a similar status or performing similar
23 functions, every employee of a person so liable who materially aids in the act or transaction
24 constituting the violation, and every broker-dealer or agent who materially aids in the act or
25 transaction constituting the violation, are also liable jointly and severally with and to the
26 same extent as such person.”

27 82. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian are
28 liable as “control persons” under California Corporations Code § 25504, and therefore liable

1 to the same extent as Bernier, VentureMoney, and VMC Capital Partners. The D&O
2 Defendants, S&Z Fund Services, and Sasserath & Zoraian directly and/or indirectly
3 controlled Bernier and VentureMoney, and either knew or were reckless in not knowing that
4 the securities sold to Plaintiff were neither registered nor exempt. They also materially aided
5 in the unlawful sale of unregistered, nonexempt securities because they knew or were
6 reckless in not knowing that Bernier and VentureMoney were raising assets through the
7 holding company VMC Holdings and selling shares in VentureMoney, and encouraged those
8 sales with a reckless disregard for the rights of the Plaintiff in violation of California
9 Corporations Code § 25504.1. Indeed, the D&O Defendants encouraged Bernier to engage
10 in fundraising efforts for VentureMoney and helped prepare the VentureMoney PowerPoint
11 presentation, which was shown to Plaintiff to solicit her investment.

12 **Fifth Cause of Action**
13 **(Operating As An Unlicensed Broker – Violation of Cal. Corp. Code § 25210)**
14 **(Against Bernier)**

15 83. Plaintiff incorporates by reference each and every allegation set forth above,
16 as though fully set forth herein.

17 84. A broker is one who effect transactions in securities for compensation.

18 85. California Corporations Code § 25210(a) provides that “no broker-dealer
19 shall affect any transaction in, or induce or attempt to induce the purchase or sale of, any
20 security in this state unless the broker-dealer has first applied for and secured from the
21 commissioner a certificate, then in effect, authorizing that person to act in that capacity.”

22 86. Here, Bernier operated as an unregistered broker-dealer. Bernier holds
23 himself out as being an investment professional. Bernier sold Plaintiff securities without
24 being duly qualified as a securities broker dealer, and is collecting money from management
25 and other fees.

26 87. Bernier sold Plaintiff securities in companies that he owns and controls.
27 Indeed, Bernier is the sole member and director of both VMC Holdings and VMC Capital
28 Partners. All membership interests sold in VMC Holdings were Bernier’s. All money
loaned to VMC Capital Partners went directly to Bernier. There is a unity of interest

1 between VMC Holdings and Bernier that the separate personalities of the company and the
2 member do not in reality exist. There is also a unity of interest between VMC Capital
3 Partners and Bernier that the separate personalities of the company and the member do not
4 in reality exist.

5 88. Bernier's conduct as described herein required him to be licensed as a
6 securities broker dealer. His unlicensed activities as a broker dealer violates California
7 securities laws. Plaintiff has incurred damages as a proximate result of Bernier's actions, as
8 set forth herein.

9 89. Under California Corporations Code § 25501.5, Plaintiff may either rescind
10 the purchase or recover damages, and is entitled to an award of reasonable attorneys' fees.

11 **Sixth Cause of Action**

12 **(Joint and Several Liability under Cal. Corp. Code §§ 25504, 25504.1)**
13 **(Against D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian)**

14 90. Plaintiff incorporates by reference each and every allegation set forth above,
15 as though fully set forth herein.

16 91. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian
17 knowingly provided substantial assistance in making untrue statements of material fact and
18 omitted to disclose adverse material facts necessary in order to make the statements made,
19 in light of the circumstances under which they were made, not misleading for the purpose
20 of inducing the purchase of Series A Preferred Shares and VMC Capital Partners, LLC
21 10.00% Convertible Note by Plaintiff. Each of the statements made herein was made for
22 the purpose of selling Series A Preferred Shares and VMC Capital Partners, LLC 10.00%
23 Convertible Note to Plaintiff through oral and written representations.

24 92. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian
25 knowingly provided substantial assistance in selling Series A Preferred Shares and VMC
26 Capital Partners, LLC 10.00% Convertible Notes to Plaintiff that were neither qualified for
27 sale nor eligible for an exemption from qualification.

28 93. In engaging in such conduct, the D&O Defendants, S&Z Fund Services, and
Sasserath & Zoraian acted with an intent to deceive, manipulate, or defraud, or with a

1 severe reckless disregard for the rights of Plaintiff.

2 94. By providing material and substantial assistance to violations of Cal. Corp.
3 Code §§ 25110 and 25401 with an intent to deceive, manipulate or defraud, or with a severe
4 reckless disregard for the truth and the rights of Plaintiff, the D&O Defendants, S&Z
5 Fund Services, and Sasserath & Zoraian are jointly and severally liable under Cal. Corp.
6 Code §§ 25504, 25504.1 to the same extent as Bernier, VMC Holdings, VMC Capital
7 Partners, and VentureMoney.

8 95. By reason of the foregoing, D&O Defendants, S&Z Fund Services, and
9 Sasserath & Zoraian substantially and materially assisted violations of the California
10 Corporations Code, and unless enjoined, are reasonably likely to continue to substantially
11 and materially assist violations of the California Corporations Code.

12 **Seventh Cause of Action**
13 **(Breach of Fiduciary Duty)**
14 **(Against Bernier)**

15 96. Plaintiff incorporates by reference each and every allegation set forth above,
16 as though fully set forth herein.

17 97. Bernier established a relationship of trust and confidence with Plaintiff by
18 acting as Plaintiff's broker and investment adviser. Bernier therefore owed Plaintiff a
19 fiduciary duty.

20 98. Bernier breached his fiduciary duty to Plaintiff, as alleged herein, by, among
21 other things: (a) providing false information to Plaintiff regarding her investments; (b)
22 misrepresenting that he was a licensed broker and licensed investment adviser; (c) making
23 reckless and imprudent investment recommendations in illiquid securities that were wholly
24 unsuitable; and (d) not investing Plaintiff's money, and instead pocketing the investment
25 for himself.

26 99. As a proximate result of Bernier's breach, Plaintiff suffered damages in an
27 amount to be proven at trial.

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1 **Eighth Cause of Action**
2 **(Aiding and Abetting a Breach of Fiduciary Duty)**
3 **(Against VentureMoney, the D&O Defendants, S&Z Fund Services, and Sasserath**
4 **& Zoraian)**

4 100. Plaintiff incorporates by reference each and every allegation set forth above,
5 as though fully set forth herein.

6 101. As alleged herein, Bernier breached his fiduciary duties to Plaintiff through
7 his activities as an investment adviser and securities broker.

8 102. The D&O Defendants, S&Z Fund Services, and Sasserath & Zoraian knew
9 that Bernier was not a licensed broker or investment adviser but yet knew he was offering
10 and soliciting the sale of unqualified securities in VMC Holdings, VentureMoney, and
11 VMC Capital Partners to members of the public, including Plaintiff. The D&O
12 Defendants, S&Z Fund Services, and Sasserath & Zoraian either knew or were reckless in
13 not knowing that Bernier's investment recommendations in VMC Holdings, VMC Capital
14 Partners, and VentureMoney – illiquid securities – were wholly unsuitable for
15 unsophisticated investors such as Plaintiff.

16 103. VentureMoney, the D&O Defendants, S&Z Fund Services, and Sasserath &
17 Zoraian provided substantial assistance and/or encouragement to Bernier in breaching his
18 fiduciary duties to Plaintiff. The D&O Defendants permitted Bernier to use their faces and
19 profiles on VentureMoney's website and in the Pitch Books, and to exploit their expertise
20 in order to promote VentureMoney and encourage retail investors such as Plaintiff to
21 invest in VMC Holdings, VMC Capital Partners, and VentureMoney. The D&O
22 Defendants encouraged Bernier to engage in fundraising efforts for VentureMoney. The
23 D&O Defendants also helped prepare the VentureMoney PowerPoint presentation, which
24 Bernier used to solicit Plaintiff's investments (they are prominently listed in the
25 presentation and advertised as members of the "team"). S&Z Fund Services, and Sasserath
26 & Zoraian served as the fund administrator and fund accountants for VMC Capital
27 Partners.

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- D. For attorneys' fees and costs;
- E. For injunctive relief against continuing conduct or practices by each Defendant in connection with the purchase or sale of securities; and
- F. For such other and additional relief as deemed just and proper.

Jury Demand

Plaintiff demands a trial by jury.

Dated: January 6, 2020

FITZGERALD KNAIER LLP

By: Keith Cochran
Keith M. Cochran, Esq.
Attorney for Plaintiff
Clara Romero

EXHIBIT A



VMC Holdings, LLC

Series A Preferred Share Offering Presentation



*“We are in the early stages
of the financial services
industry’s version of the
Industrial Revolution.”*

- Tom Loverro, RRE Ventures
Wharton FinTech website

Summary

VMC Holdings, LLC is was formed to hold various equity securities of VentureMoney Management Co. (“VMC”) which is the operating company.

VMC is a technology-driven venture capital company that is leading the first major industry change since the 1940’s. We provide all investors with access to the same strategies previously only available to institutional investors and are a liquid secondary alternative to the venture capital investment community.

Management - \$Billions of global investing & Innovation experience



Mark Bernier
San Diego, California



Paul Turino
New York, New York



Alan Maiss
Reno, Nevada



John Zoraian
New York, New York



Jim Jalil
New York, New York



Gregory Zoraian
New York, New York



Paul Roben
San Diego, California



Mario Diez
San Diego, California



Roger Rappoport
San Diego, California



Nishal Mohan
San Diego, California



Greg Doyle
San Diego, California



Sarah Cantu
San Diego, California

Significant Relationships and Partnerships



Government
of Canada

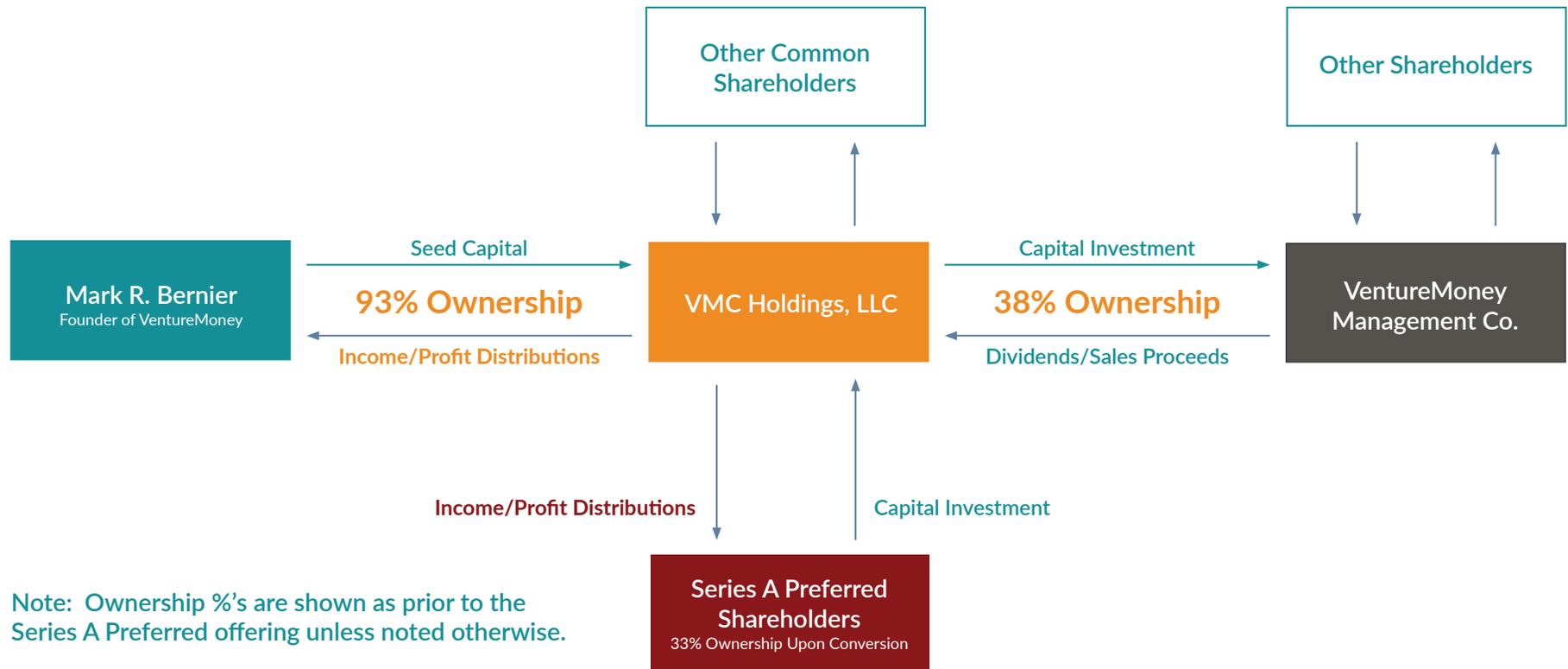
UC San Diego

wework

TEDx
San Diego



Organizational Structure



The Opportunity ●

The wealth management (WM) industry is in the midst of significant change: a new generation of investors, whose expectations and preferences have been shaped by new technologies and by their living through the last financial crisis, have brought new industry standards in terms of how investment products are being delivered.

- These new investors will control an increasing share of US retail assets over the next decade.
- Shifting demographics with the aging of advisors and an upcoming transfer of wealth from baby boomers to their children will upset many established advisor/client relationships and create opportunities for new financial products to grow market share at the expense of incumbent firms.
- Creating a product to address the retail investor market also provides an interesting platform that allows venture capital firms, founders and early employees of early-stage companies to sell their shares to a liquid, secondary market vehicle - creating much needed liquidity.
- Both applications address potentially very-large markets and could lead to significant asset and revenue growth in a short period of time.

Current Dilemma of the Retail Investor

The majority of individual investors can't access professionally managed venture capital strategies, thus their investment portfolios are primarily made up of ETF's and stocks with little ability to diversify into non-market correlated strategies.

Barriers to Consumer Access

Top VC or PE Firms
Required Minimum Investment

\$5 - \$10 Million

Alternative Investing
Lockup Period - No Liquidity

7 - 10 Years

Top VC or PE Firms Do Not Want
to Service Retail Investors



Liquidity Problems in the Current VC Industry

Not many options exist for L.P.'s of older funds that are seeking liquidity, or employees of larger VC backed deals that are seeking to diversify their holdings from options or founders stock.

Direct Secondaries

Portfolio Restructuring

Employee Buyouts



A secondary market has developed to largely buy out employee shares for those looking to cash out a portion of their equity received through options or founder stock over time

Investor Buyouts



An investor buys a direct company interest from another VC or institutional investor. The seller is usually motivated because they have a need to liquidate the entity holding the investment or it has become a non-strategic investment for a large company.

Fund Buyouts



Involve working with older VC funds where some/most/all of their L.P. investors want liquidity but the GP/VC believes that the remaining portfolio companies could be more valuable if held for a few more years. These portfolio restructurings involve buying out all or a significant portion of the L.P. investors in a fund and restructuring the fund and compensation structures.

Mentalities of the Re-Wired Investor

The Re-wired Investor refers to new thinking patterns, standards and expectations by a new generation of investors. This new generation of investors include Gen X and Gen Y investors, but also baby boomers who have been influenced by their younger peers.



Just Me



Stay in Control



Do it Yourself



Anytime, Anywhere



Digital & Personal



Wisdom of
My Tribe



Skeptical
of Authority



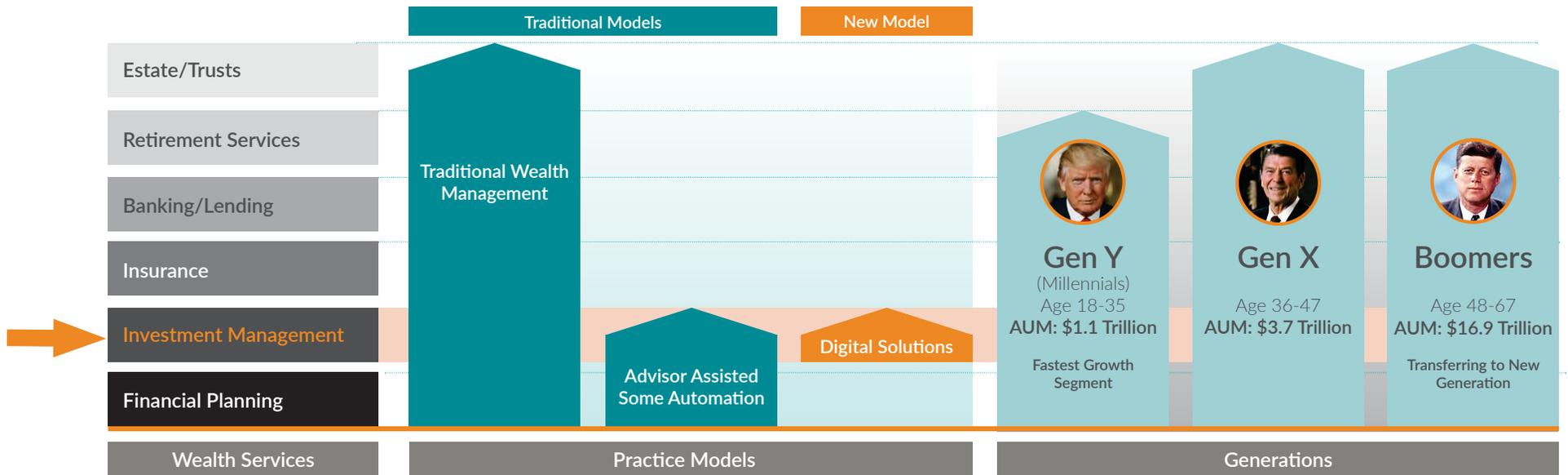
Risk Defined as
Downside



Not a 2nd Class
Investor

Wealth Management Needs Across Generations

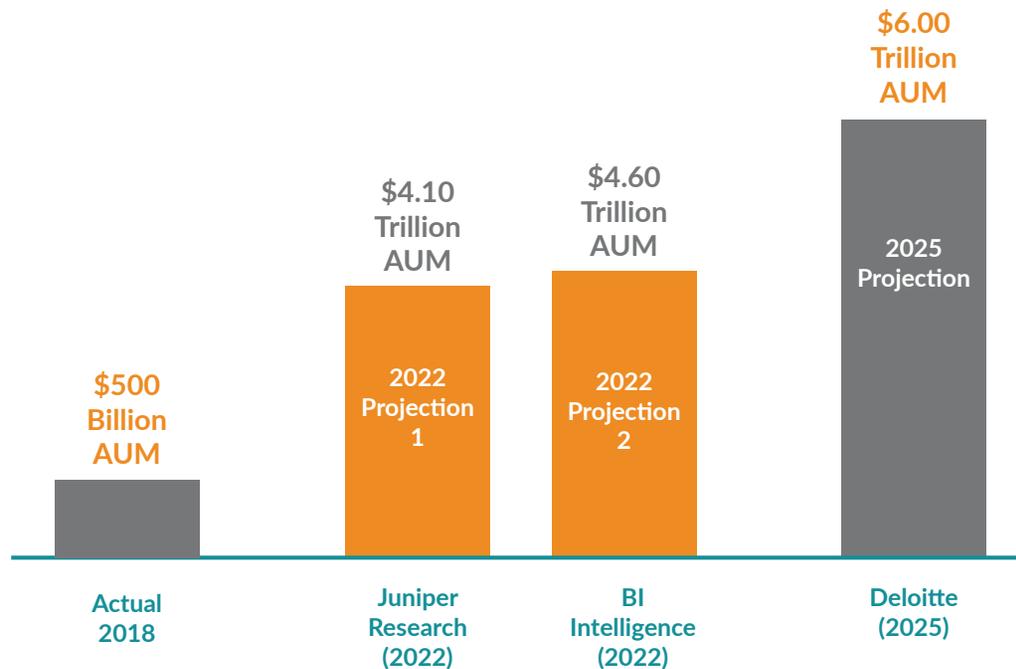
The growth of digital wealth management has been fueled by a younger set of investors that has largely been under served by traditional players.



Source: Ernst & Young/Federal Reserve 2013 Survey of Consumer Finances

Digital Investing is on the Rise ●

Projected AUM growth of digital platforms expected to exceed 1,200% by the year 2025.

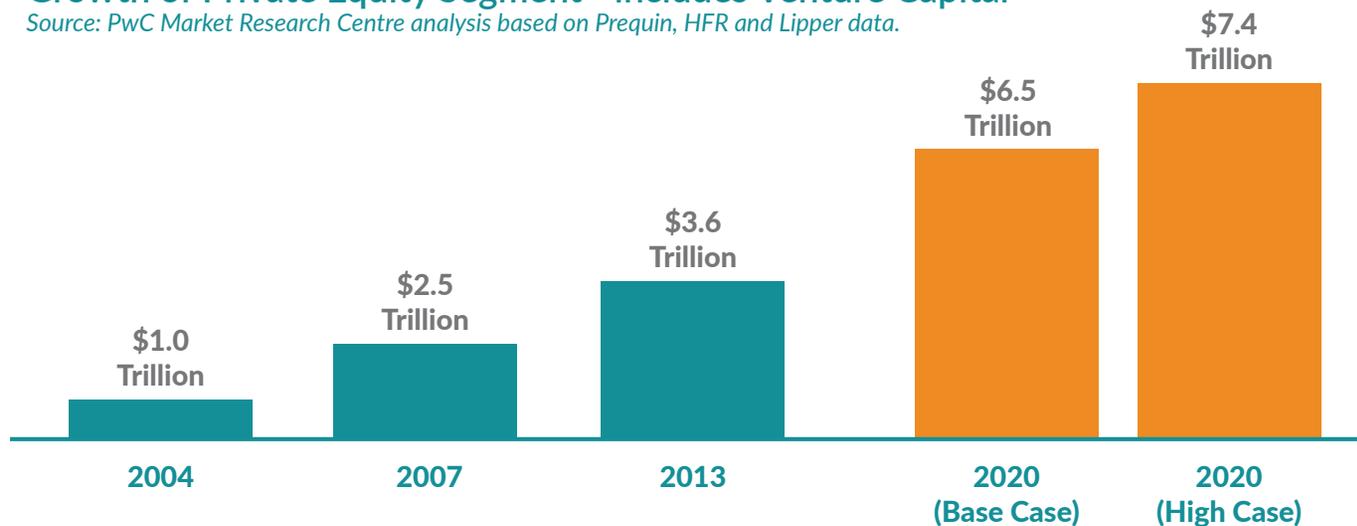


Investors Moving to Alternative Assets

The need for increased and sustainable long-term investment returns has propelled alternative asset management (including venture capital) to center stage.

Growth of Private Equity Segment - includes Venture Capital

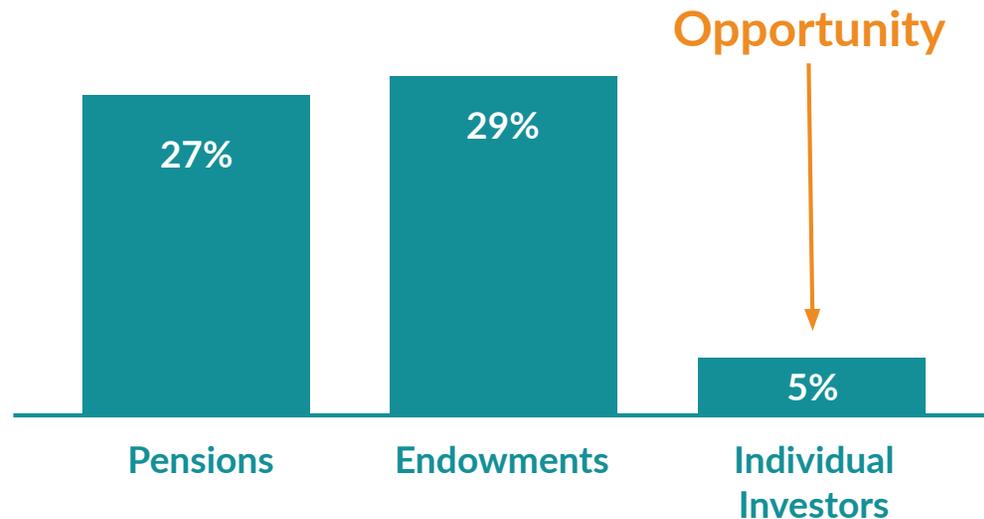
Source: PwC Market Research Centre analysis based on Prequin, HFR and Lipper data.



Allocation to Alternatives

Institutional investors, including pensions, endowments and sovereign wealth funds, have increasingly used alternatives to help achieve their target returns.

Source: Blackstone, "Seeking an Alternative Understanding and Allocating to Alternative Investments"



VentureMoney Solution

We are creating a digital platform where everyone can access professionally managed, VC investment strategies while providing liquidity to the industry.

No Minimums



Professionally Managed



Digital Access



Available to Everyone



Exchange Traded Liquidity



Human Customer Service



Low Cost



Liquidity to Industry

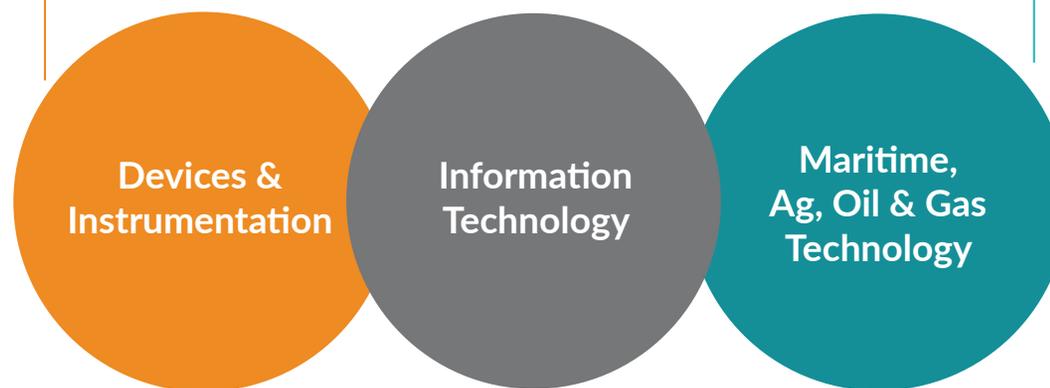


VC Fund Investment Focus

We invest in major technology themes supported by our experience & venture/business/military ecosystem strengths of the Cali Baja, bi-national, mega-region.

Scientific instrumentation, Medical devices/diagnostics, Blockchain enabled devices, Novel IoT devices, Connected sensors

Precision farming, Connected devices, Data driven diagnostics, oilfield exploration and distribution



Enterprise SaaS, Computer vision, Blockchain software, Cyber security, Healthcare IT, FinTech, Predictive analytics, Artificial intelligence, Machine learning, Communications applications, Casino gaming

Our Approach to Investing in & Building Companies

Our global investment network & vast operating experience combined with pre-investment programs provide a unique ability to assess and mitigate risk.

Deal Flow

Use our global network and domain knowledge to attract quality seed & early-stage deal flow

Leverage benefits of San Diego mega-region to attract world's best entrepreneurs to our incubator programs

Result = Non-auction, non-broker proprietary opportunities within our focused investment themes.

Pre-Investment Engagement

Select companies invited to our 90-day, in-house incubator program (**ThinkTank Innovation**) in San Diego.

Evaluation of management together with assessment of product/service over 90 days.

Allows time to create post-investment operating plan in cooperation with company management

Transfer our vast operating experience to executive teams. 50+ Mentors/advisors.

Post-Investment Engagement

Active 18-24 month, face-to-face participation model fosters operational efficiencies

Acceleration of business development and team building through active engagement of our extended network

Weekly interaction and monitoring of portfolio companies creates interactive partnership environment with executive teams.

Creating Outcomes

Strategic industry leaders interact with companies during incubator and accelerator tracts - creating potential future funding or acquisition partners

Continually leveraging our extended global networks to build interest

Help portfolio companies evaluate and execute on liquidity alternatives

ThinkTank Innovation

ThinkTank Innovation, Inc. is our incubator/foundry program designed to help global entrepreneurs to develop their technology business. ThinkTank provides VentureMoney with a high-quality, proprietary pipeline of opportunities together with a world-class group of technology advisors and mentors to help in our deal evaluation.

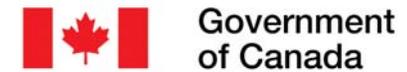


Diego Alarcon
Director of Incubator Services



90-day incubator program • 18 to 24 month foundry program • Partnership with University of California San Diego - Vice Chancellor and Head of Innovation is a Board Member • San Diego State University Sponsorship • 50+ international mentors /advisors • Affiliate Partnership with IBM • Located at and partnered with WeWork • Government of Canada Board representation

UC San Diego



wework



TEDx
San Diego



Google



amazon **IBM Watson**

Current ThinkTank Cohort



Bischof Systems



LENDIT



PROMODRONE



market ready index

Xiara



Stories About Places



Recent Press

SECTION C The San Diego Union-Tribune SATURDAY, DECEMBER 16, 2016

Business

MARKETS
▲ 48.65 Dow Jones
▲ 1,920.88 S&P 500
▲ 1.55 Nasdaq
▲ 5,150.00 Russell 2000
▲ 1.15 Oil
▲ 1.15 Gold
▲ 1.15 Silver
▲ 1.15 Platinum
▲ 1.15 Palladium
▲ 1.15 Uranium
▲ 1.15 Natural Gas
▲ 1.15 Coal
▲ 1.15 Wheat
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▲ 1.15 Soybeans
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MIXED SIGNALS FOR THE SOLAR INDUSTRY AS 2018 WRAPS UP

State grants, solar installation numbers, but tariffs worry



Workers prepare to install the final panels of a new solar farm in San Diego.

San Diego has made a substantive commitment to innovation. If it was even 10 years ago, we probably wouldn't have chosen to locate this here.

Mark Berner, Chairman and co-founder of ThinkTank



Mark Berner is founder and chairman of ThinkTank Innovation in San Diego.

FREE-DOM AT NEW INCUBATOR

ThinkTank gaining traction by providing space at no cost to tech startups in San Diego, and access to mentor

BY BETHANY WELSH
SAN DIEGO — ThinkTank Inc. is a new start-up in San Diego, and it's already making a name for itself. The company, which is a joint venture between the city and private investors, is offering free office space to startups in San Diego.

STOCKS PLUNGE TO 8-MONTH LOWS ON GROWTH FEARS

Weak data from China, Europe hit hard; Johnson & Johnson tumblers



Protesters gathered in front of the U.S. Capitol building in Washington, D.C., to demand action on climate change.

Stocks plunged to an 8-month low on Friday as investors fretted over weak economic data from China and Europe, and a sharp decline in Johnson & Johnson's shares.

The Dow Jones Industrial Average fell 100.48 points to 18,845.45, its lowest since Oct. 13. The S&P 500 index dropped 18.25 points to 1,918.88.

Johnson & Johnson's shares fell 1.15% to \$118.75. The pharmaceutical giant's shares were hit by news that the company had agreed to a \$2.6-billion settlement with the U.S. Justice Department.

The settlement, which is the largest in the history of the company, is part of a broader effort to resolve a long-running lawsuit over the company's sales practices.

The settlement also includes a \$1.5-billion fine for the company's failure to disclose the extent of its sales practices.

The settlement is expected to be finalized in the next few weeks. The company has not yet announced when it will begin paying the settlement.

The settlement is a significant development for the company, which has been facing a long and costly lawsuit since 2004.

The settlement is also a sign of the company's commitment to resolving its legal issues and moving forward.

The settlement is a major step in the company's efforts to resolve its legal issues and move forward.

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Active Lifestyle Helps Keep Our Economy in Shape

BY ELISE REUTER
SAN DIEGO — An already built for San Diego's startups, University City has built a new coworking space and a new startup incubator.



Do you target members from traditional industries or do you go for other sectors equipped with an idea?

Do you target members from traditional industries or do you go for other sectors equipped with an idea? That's the question that's on the mind of Bill Walker and the San Diego Sports Innovators, who have opened a new coworking space in University City.

Walker, who is the CEO of the company, says that the new space is designed to attract members from a variety of industries.

"We're not just looking for tech startups," he says. "We're looking for people who are passionate about their work and want to be part of a community."

The new space, which is located in a converted building, has a variety of amenities, including high-speed internet, meeting rooms, and a kitchen.

Walker says that the new space is also designed to provide members with access to a variety of resources, including mentorship and networking opportunities.

"We want to be a place where people can come and work, and also learn and grow," he says.

The new space is expected to open in the next few weeks. Walker says that the company is looking for members from a variety of industries.

"We're not just looking for tech startups," he says. "We're looking for people who are passionate about their work and want to be part of a community."

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New Coworking Space, Incubator Set Up in UTC

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Blind Entrepreneur Has Vision For Improved Guide System

BY ELISE REUTER
SAN DIEGO — A blind entrepreneur has developed a new guide system for the visually impaired, which he says will help them navigate their way through the world.



Blind entrepreneur has developed a new guide system for the visually impaired, which he says will help them navigate their way through the world.

Blind entrepreneur has developed a new guide system for the visually impaired, which he says will help them navigate their way through the world. The system, which is called "The Guide System," is designed to help people with visual impairments navigate their way through the world.

The system, which is called "The Guide System," is designed to help people with visual impairments navigate their way through the world. It consists of a series of small, white, rectangular devices that are attached to a person's belt.

Each device is connected to a central unit, which is also attached to the person's belt. The central unit is designed to provide the person with a variety of information, including the location of nearby landmarks and the direction of travel.

The system is designed to be used in a variety of settings, including outdoor environments and indoor environments. It is also designed to be used by people of all ages and abilities.

The system is expected to be available in the next few weeks. The entrepreneur says that he is looking for people who are interested in helping people with visual impairments navigate their way through the world.

"We want to be a place where people can come and work, and also learn and grow," he says.

The new space is expected to open in the next few weeks. Walker says that the company is looking for members from a variety of industries.

"We're not just looking for tech startups," he says. "We're looking for people who are passionate about their work and want to be part of a community."

The new space, which is located in a converted building, has a variety of amenities, including high-speed internet, meeting rooms, and a kitchen.

Walker says that the new space is also designed to provide members with access to a variety of resources, including mentorship and networking opportunities.

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Digital Health Accelerator Launches Local Program

BY ELISE REUTER
SAN DIEGO — A digital health accelerator has launched a local program, which is designed to help startups in the digital health space.



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ThinkTank Affiliate Partnership with IBM

ThinkTank has joined forces with IBM, as an Affiliate Partner, via their Startup with IBM program to provide substantial benefits to our program participants.

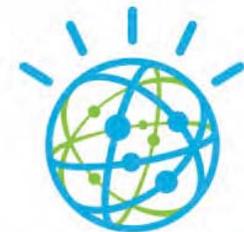
Startup with IBM.

Accelerate your business with a World Leader.

IBM is providing up to \$120K/ThinkTank participant in IBM Cloud credits to access services like AI, blockchain and data science to build leading-edge solutions at scale.

Use these credits to host your solution, as well as, to add exciting services like Watson, Blockchain, Watson IoT, Security, Data Science and GPU servers to your solutions. Eligible for help from IBM Developer Advocates, including architecture reviews, and whiteboarding sessions.

Program participants may have the opportunity for exposure within IBM's marketing materials, web sties, external presentations, and advertising for IBM. Startups that have built cognitive solutions with IBM Watson are also now eligible to apply to the with Watson program.



IBM Watson

LEAP Canada Relationship •

We advise the Canadian government on their innovation and venture programs. Relationship provides a pipeline of potential transactions and government is offering financial incentives to VentureMoney.



Mark Bernier, Mario Diez and Prashant Kantak with the Honourable Stephen McNeil at the grand opening of Volta in Halifax, N.S.

Mark Bernier with Halifax, N.S. Mayor, Mike Savage at the grand opening of Volta.

Mark Bernier & Prashant Kantak taking questions from the Halifax, N.S. venture community at the COVE.

Our VC Investment Strategy

We are targeting a diversified portfolio of investments made up of early-stage enterprises within our industry focus. We have the ability to invest from seed-stage through B+ financing rounds.



Initial Rounds

Goal of 10% to 25% Ownership
\$250K to \$750K per Company
Typically SAFE Instrument



Follow On Rounds

\$500K to \$1.5M per Company
Typically Priced Rounds
Preferred Equity



Planned Exits

Avg. 5-Year Hold Period
Seeking 30% Gross IRR
Sale to Strategic/Financial
Licensing Deals
IPO

VC Screening Criteria

We are disciplined investors utilizing systematic processes that allow us to quickly screen potential company investments prior to entering the diligence phase.



Our Digital Assets

We have developed a portfolio of digital assets to support our investing activities.
Click on the icons below to launch.



VentureMoney



ThinkTank



Incubator



TacticalLaunch



**Advisory Council
Info Request**



**Incubator
Application**



**TacticalLaunch
Application**

Uniquely Experienced Team

We have developed our investing experience through a combination of starting and growing new businesses as well as investing in existing businesses globally.

Billions \$ global experience in venture capital, credit, fixed income and equity investing with top tier investment banks, hedge funds, accounting firms, law firms, investment advisory firms and broker dealers.

Experienced Start-up
Entrepreneurs & Operators

200 + Years Combined
15,000 + employees
10 Countries
Complex Assets
Volatile Economies

Invested Billions \$ in
Multiple Strategies
(Early-Stage to Stock Exchange Listed)

VC
PE
Distressed
Event Driven
Special Opportunities
Fund Management

Experts Throughout All
Investment Phases

Sourcing Deals
Due Diligence
Structuring/Negotiating
Co-Investing
Surveillance
Risk Management
Bankruptcy/Workouts

Our Team



Mark Bernier
Chief Executive Officer



More than 23 years experience investing in and managing early-stage businesses, distressed situations and the emerging markets. Started businesses that employed in excess of 10,000 employees in 7 countries.

Previous experiences working for Atlantic Richfield Exploration Co., Charles Schwab & Co., Prudential Securities, West Capital Financial Services, Thornton Financial Services and Thornton Americas Holdings (U.S.).



Alan Maiss
Director



Strategic advisor who has a long and varied business career, holding senior executive and senior operating management positions in both private and public sector industries including the investment, securities, specialty finance, hotel/casino resort and gaming and amusement machine industries.

Alan has served as a director of a number of substantial public and private enterprises including but not limited to currently being a Trustee Emeritus of the University of Nevada, Reno Foundation, as well as a Trustee of the Nevada Museum of Art.



Paul Turino
Director & Chief Technology Officer



Founder of Citi Ventures as the innovation engine of Citi, committed to conceiving, launching and scaling new initiatives with the potential to transform the future of financial services.

Prior to starting Citi Venture, Paul led the technology and innovation management at several global leading companies including: Executive Vice President of Technology Strategy and Innovation at Citi, Head of Global IT Strategy and Service Delivery at Sanofi-Aventis, Director of Technology at AXA, and Director of Technology at Maersk Group.



James Jalil
Director & General Counsel



An extensive authority on securities and corporate transactions, in the United States and internationally, Jim is a recognized expert in mergers and acquisitions, public offerings registered with the Securities and Exchange Commission, private placements of securities exempt from registration, venture capital financings, and hedge fund, investment adviser and broker-dealer formation and compliance, and cryptocurrency issues.

Holds a A.B. in Economics from Holy Cross and an J.D. from Columbia University School of Law.

Our Team



Paul Roben, Ph.D.
ThinkTank Director



Paul is Associate Vice Chancellor for Innovation and Commercialization at UC San Diego in June 2015 where he is transforming the functions provided by the Technology Transfer Office, Industry Research Alliances, and Industry Contracting into an integrated organization to include patenting, strategic corporate research partnering and industry contracts.

He earned a Bachelor of Science degree in Biotechnology, as well as his Ph.D., at Dublin City University in Ireland, and studied as a Postdoctoral Fellow with Dr. Greg Silverman at UC San Diego.



Roger Rappoport
ThinkTank Director



Roger is the Emerging Growth & Technology Practice Group Leader at Procopio. Roger's practice focuses on venture capital and angel investor financings mergers and acquisitions, joint ventures, distribution, development, manufacturing and licensing transactions, executive compensation, including the establishment of equity incentive plans and general corporate governance.

Holds a JD, The University of Cape Town and an LL.M. from Harvard University



Nishal Mohan, Ph.D.
ThinkTank Director



Nishal is the former National Community Leader for US Ignite and responsible for implementation of the Smart Gigabit Communities initiative. Nishal joined US Ignite after serving as a AAAS Science & Technology Policy Fellow at the National Science Foundation (NSF). Dr. Mohan previously served as the Director of biology policy for the Federation of American Scientists and Acting Director of Scientists and Engineers for America Action Fund.

Nishal received his B.S. in Biology at CUNY Hunter College and his Ph.D. in molecular biology at Princeton University.



Mario Diez
ThinkTank Director



Mario has over 11 years of R&D at Ericsson, and 10 years representing Canada's science, technology, and innovation as Trade Commissioner at the Canadian Consulate in San Diego. He is also a Board Director of industry organizations like EvoNexus, NovaComm, and The Maritime Alliance.

Holds a MSEE from Virginia Tech, and a BSEE and Minor in Mathematics from Southern Illinois University.

Our Team



John Zoraian
Chief Compliance Officer



More than 35 years experience as a senior executive and partner of asset management firms and hedge funds. Initial member of 4 person team to start Atticus Capital (CFO & Head Trader) and built it to one of the largest global hedge funds with over \$20 Billion of assets.

Previous experiences working for Junction Partners, Atticus Capital, and Steinberg Asset Management. Holds a BBA in Accounting from Hofstra University.



Greg Zoraian
Chief Accounting Officer



More than 32 years experience as a senior executive and partner in accounting and hedge fund services practices.

Previous experience working for Arthus Young & Company, and Partner in Sasserath & Zoraian and S&Z Fund Services.

Holds a BBA in Accounting from Hofstra University and a Master of Science in Taxation from Seton Hall University.



Greg Doyle
Venture Partner



Successful entrepreneur, portfolio company operator and experienced venture capitalist. Over the past 25 years, Greg has funded, built and operated 5 different early-stage companies with 4 successful exits and was also managing partner at InLab Ventures.

Holds a B.S. in Finance from Brigham Young University and an MBA from University of Southern California.



Sarah Cantu
ThinkTank Director



Business owner and senior director with more than 15 years of experience leading multi-million dollar philanthropic campaigns and establishing strategic corporate partnerships within the non-profit industry. Currently the Senior Director, Philanthropy, Capital Campaigns at the Sharp Healthcare Foundation.

Holds a B.A. in Public Affairs from Southern Methodist University and an MBA from the University of Colorado.

Substantial Institutional Experience

 **citi** VENTURES

UC San Diego

charles SCHWAB

ATTICUS



Alpine
Associates



UCI Applied Innovation

HellerEhrman^{LLP}
Venture Law Group

**THOMPSON
HINE**

 **Prudential**
Securities

 **National Science
Foundation**



 **EvoNexus**

 **ZURICH**[®]

 **ENTERPRISE
IRELAND**
where innovation means business

 **FASEB**
Federation of American Societies
for Experimental Biology

CHASE

ERICSSON 

salk[®]
Where cures begin.

 **University of Nevada, Reno**

Canada^{Canada}
Consulate General
Consulat général

 **EY**
Building a better
working world

ARCO 

 **THORNTON**

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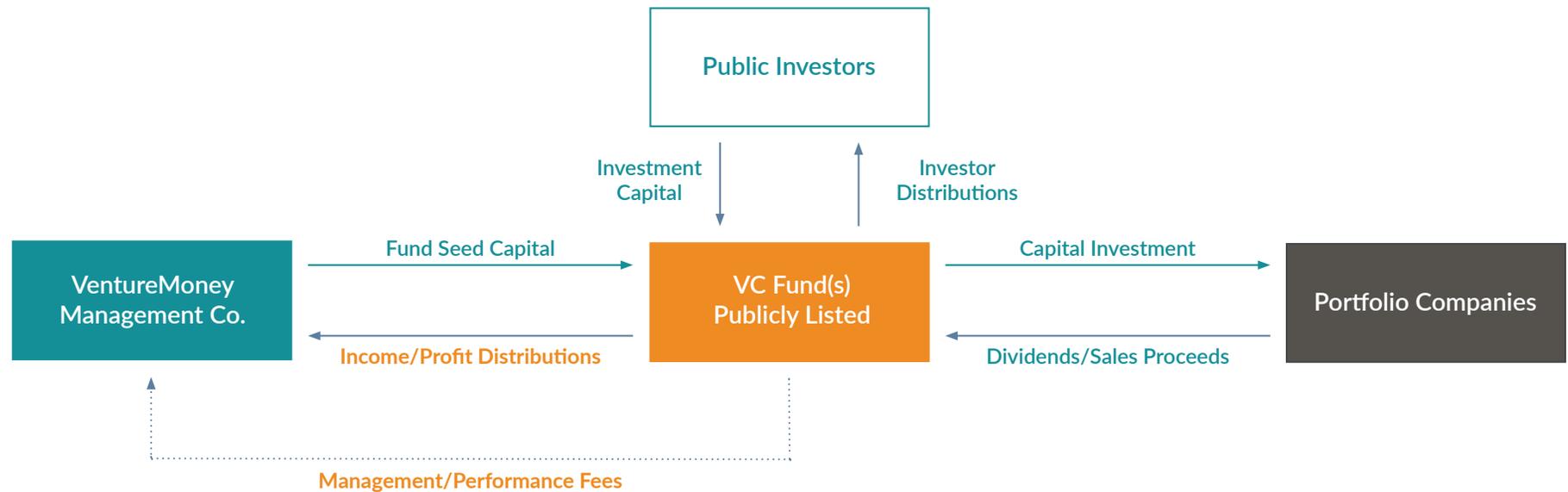
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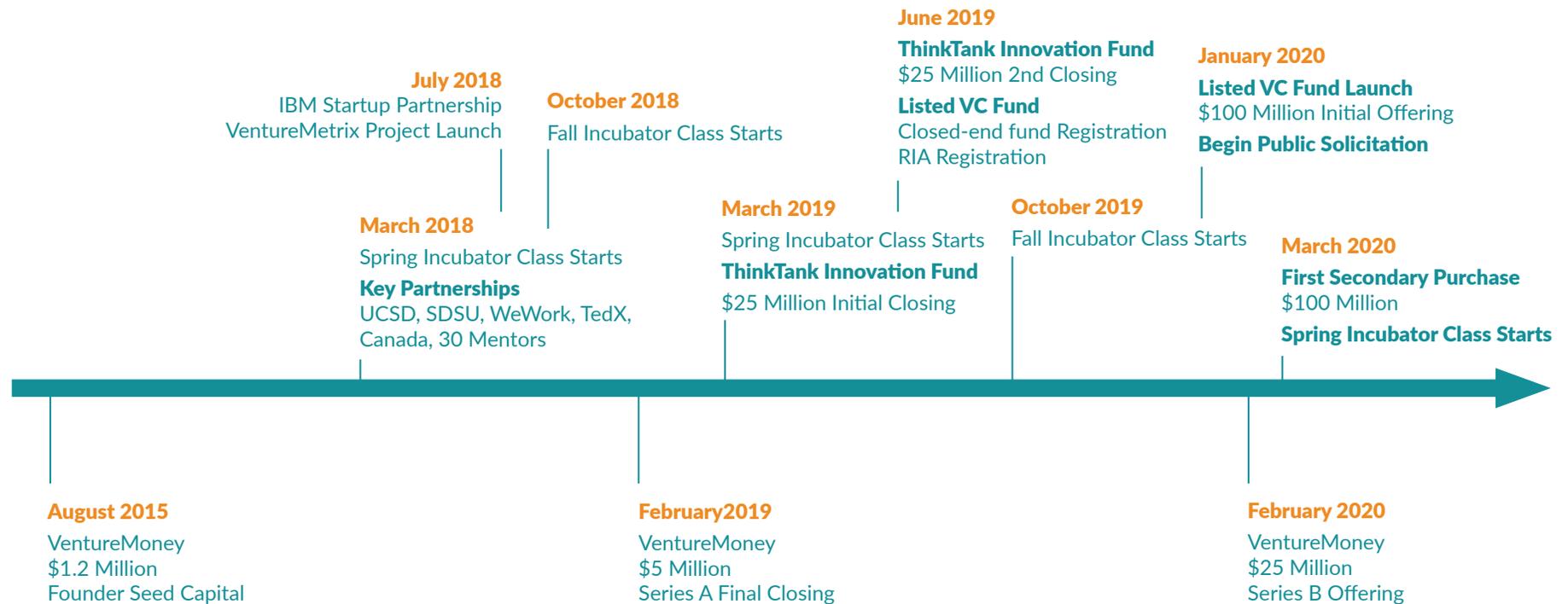
 **venturemoney**

Our Revenue Model



Note: The above simplified structure is for illustration purposes only and does not include potential structures to minimize tax and maximize revenues for the Company.

Capital Plan and Milestones



VMC Holdings Series A Offering Summary

Company Stage: Pre-Revenue
Financing Round: Series A
Amount: \$3,000,000
Type: Convertible Preferred Stock
Price Per Share: \$100.00
Dividends: \$8.00 per share
Dividend Yield: 8% per annum
Ownership Stake: 33.60% (initial conversion rate)

Pre-Money Valuation: \$5,926,314

Post-Money Valuation: \$8,926,314

Founder's Seed Capital: \$2,963,157

Proforma Capitalization Table

Assuming \$3 Million Series A Shares Purchased
(Shown on a "as-converted" basis)

	Founders Capital		\$3,000,000 Post-Series A	
	Completed		In Process	
	# of Shares	%	# of Shares	%
Common - Founders	2,963,157	100.0%	2,963,157	66.40%
Series A Investors	0.00	0.00%	1,500,000	33.60%
Total Common Stock	2,963,157	100.0%	4,463,157	100.0%

Potential Exit Opportunities

Strategic Acquisition

Betterment

 **wealthfront**

 **charles
SCHWAB**

 **BainCapital**
VENTURES

Financial Acquisition

BLACKROCK

WARBURG PINCUS

 **KKR**

 **SoftBank**

IPO

 **NYSE**

 **Nasdaq**

 **TSX**

Irish  **Stock Exchange**

Exit Valuation Possibilities

VentureMoney Assets Under Management (AUM) Pro-Forma Cumulative Annual Amounts



Industry Valuations

During their last round of financing, Betterment had assets under management (“AUM”) of \$4.0 Billion and was valued at \$700 Million (17.5% of AUM) while Wealthfront had AUM of \$1.8 Billion and was valued at \$500 Million (5.26% of AUM - Down Round) in their latest financing.

Higher Platform Value

The past industry sales of digital investment platforms included only the digital asset gathering platform and not the management of the underlying assets. As such, the sale of our platform should occur at a higher value.

Potential VentureMoney Valuation Based on AUM Comparison's
(Includes Asset Management Division Only)

	\$100 Million	\$500 Million	\$1.0 Billion	\$2.0 Billion	\$3.0 Billion
15%	\$15 Million	\$75 Million	\$150 Million	\$300 Million	\$450 Million
20%	\$20 Million	\$100 Million	\$200 Million	\$400 Million	\$600 Million
25%	\$25 Million	\$125 Million	\$250 Million	\$500 Million	\$750 Million
30%	\$30 Million	\$150 Million	\$300 Million	\$600 Million	\$900 Million
35%	\$35 Million	\$175 Million	\$350 Million	\$700 Million	\$1.0 Billion
40%	\$40 Million	\$200 Million	\$400 Million	\$800 Million	\$1.2 Billion

Conclusion

Creating a unique venture capital origination and investment platform that combines the benefits of digital distribution, an in-house incubator/accelerator program and a highly-experienced team of investment professionals.



- Digital Investing Platform
- Easy Account Opening
- Risk Assessment Algorithms
- Available to All Investors
- Investment Advisor Access
- 401K Available

+



venturemoney

- \$ Billions of Fund Experience
- Created 15,000 + Jobs
- Incubator & Accelerator
- International Experience
- University Partners
- Strategic Partners
- Government Participation
- 60+ Mentors/Advisors

=



- Platform with high-quality deal flow
- Strategy changes the traditional approach to VC funding
- Creates a liquid alternative for VC industry secondary transactions
- Potential for rapid exponential growth
- Liquidity alternatives

Investment Documents

Click on the icons below to access the document.



Summary of Terms



Purchase Agreement & Investor Questionnaire



Articles of Organization



Operating Agreement



Investor's Rights Agreement



Shareholder Voting Agreement

A large, faint, teal-colored lightbulb icon is positioned on the left side of the page. The lightbulb has a rounded top with several short, radiating lines around it, suggesting it is glowing. The base of the lightbulb is a simple, rounded shape with three horizontal lines. The entire background of the page is a solid teal color.

Appendices



world's
smart
cities
San Diego

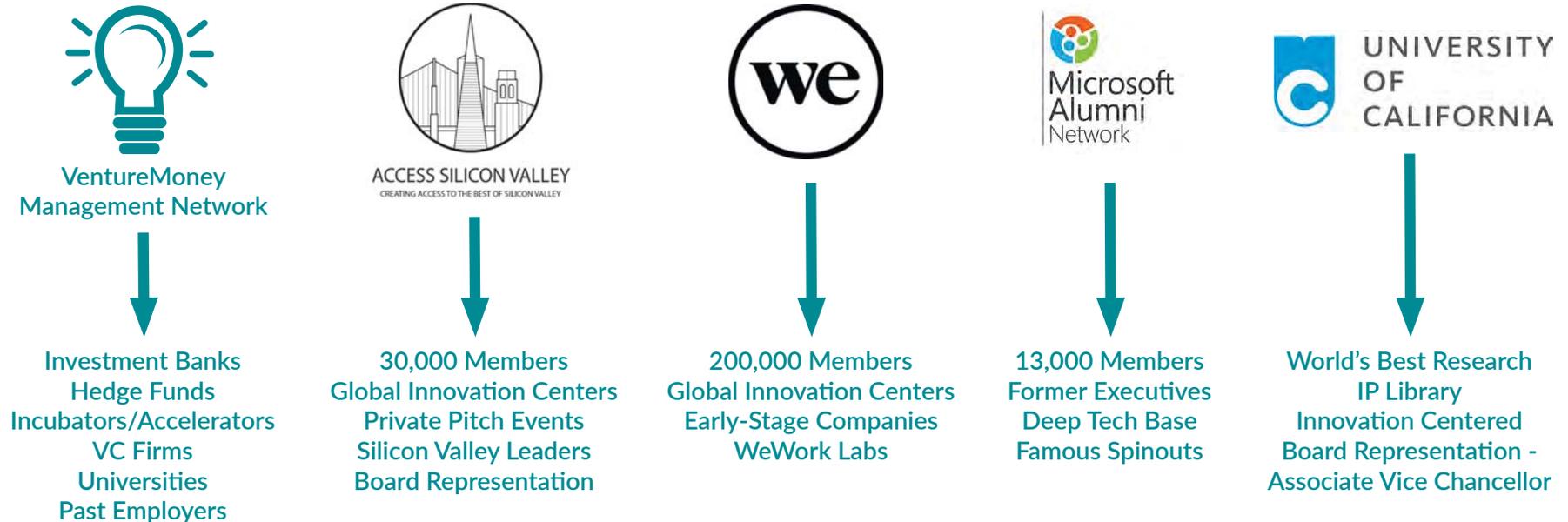
National Geographic Channel features San Diego as the only U.S. city in its acclaimed documentary series "World's Smart Cities". San Diego was chosen for its strong technology sector, local innovators, green practices, smart public planning and an unparalleled quality of life.

Watch the worldwide featured show.

[Click Here](#)

Proprietary Investment Origination

We have developed a global network to assist us in filling our pipeline with leading early-stage companies seeking funding with a high probability of success.



Betterment - A FinTech Case Study

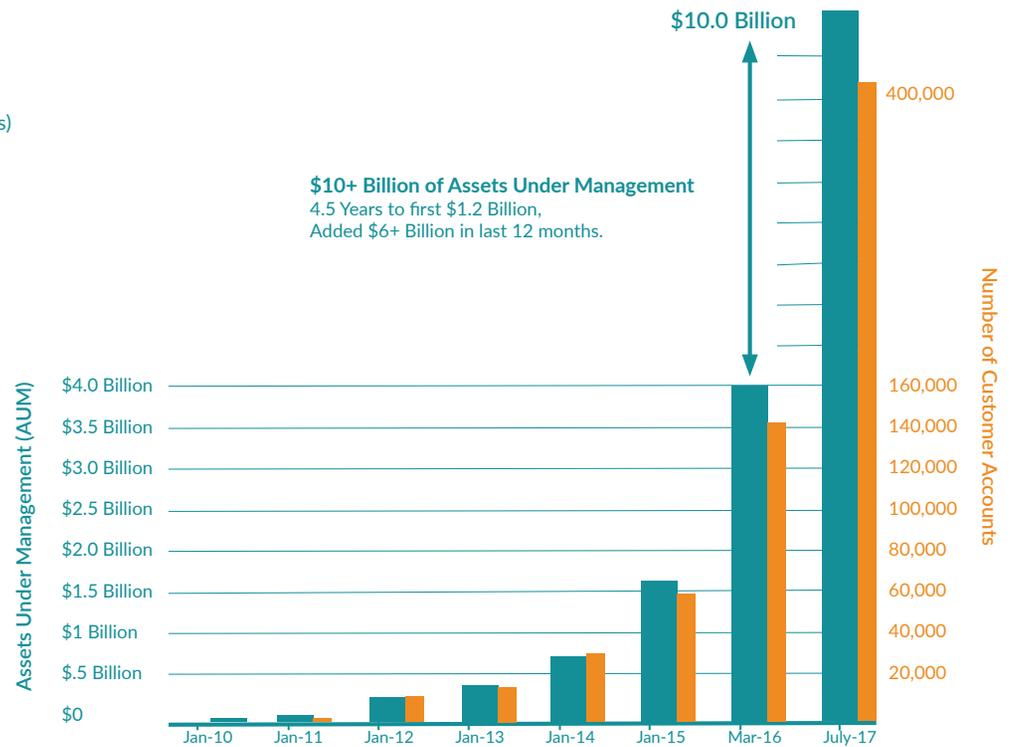
Betterment grew to \$10.0 Billion in AUM in 9 years showing the power of investment management digital distribution.

Funding & Valuation History - (Source: PitchBook.com & Bloomberg Financial News)

Stage	Date	Amount	Pre \$-Valuation	Post \$-Valuation
Seed	August 2008	\$320,000	NA	\$320,000
Series A	December 2010	\$3 Million	\$5.57 Million	\$8.57 Million
Series B	September 2012	\$10 Million	\$18.25 Million	\$28.25 Million
Series C	April 2014	\$32 Million	\$95.16 Million	\$127.16 Million
Series D	February 2015	\$60 Million	\$371.01 Million	\$431.01 Million
Series E	March 2016	\$100 Million	\$600 Million	\$700 Million
Series F	July 2017	\$70 Million	\$730 Million	\$800 Million

Funding by Development Stage - (Source: PitchBook.com)

Stage	Date	Amount	Raised to Date	Stage
Seed	August 2008	\$320,000	NA	Start-Up, Pre-Revenue
Series A	December 2010	\$3 Million	\$3 Million	Start-Up, Pre-Revenue
Series B	September 2012	\$10 Million	\$13 Million	Generating Revenue
Series C	April 2014	\$32 Million	\$45 Million	Generating Revenue
Series D	February 2015	\$60 Million	\$105 Million	Generating Revenue
Series E	March 2016	\$100 Million	\$205 Million	Generating Revenue
Series F	July 2017	\$70 Million	\$275 Million	Generating Revenue



Contact Us

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<https://venture.money>
<https://thinktanksd.org>

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These materials do not constitute an offer to sell nor a solicitation to buy any security in the Company. An offer to sell or a solicitation to buy a security in the Company is only made by the complete Fund Subscription documents -and any supplements to it. Prospective investors in the Company must carefully conduct their own diligence and seek the advice of their legal and other advisors before making an investment decision.

 **venturemoney**

The image features a stylized lightbulb icon with three short lines radiating from its top, positioned to the left of the text. The text "venturemoney" is written in a bold, sans-serif font. The word "venture" is in a dark grey color, and "money" is in a teal color. The background consists of a large, faint, light grey graphic of a hand holding a magnifying glass over a line graph, with several floating rectangular bars of varying lengths and orientations scattered around it.

EXHIBIT B



We Back Awesome Founders.
early-stage venture investors.



We back really great, early-stage technology ventures with direct investment and support their founders with our affiliated incubator and accelerator programs. Our team has billions of investing and operating experience including development of substantial venture capital programs for some of the world's largest financial institutions.

ThinkTank Innovation, Inc.

We founded ThinkTank Innovation, Inc. as a nonprofit innovation district with proprietary incubator and acceleration programs designed to help entrepreneurs from around the globe in developing their technology business. ThinkTank has partnered with top-ranked academic research institutions, strategic companies and government institutions in support of their entrepreneurial programs.

Visit ThinkTank (<https://thinktanksd.org>)

Leadership

We have developed our investing experience through a combination of starting and growing new businesses as well as investing in existing businesses globally. Billions \$ global experience in credit, fixed income and equity investing with top tier investment banks, hedge funds, accounting firms, law firms, investment advisory firms and broker dealers.

Board of Directors

Mark R. Bernier (<https://www.linkedin.com/pub/mark-bernier/24/96/795>)
Chairman & Chief Executive Officer – VentureMoney Management Co.
Executive Chairman – ThinkTank Innovation, Inc.



More than 25 years experience investing in and managing early-stage businesses, distressed situations and the emerging markets. Started businesses that employed in excess of 10,000 employees.

(<https://www.linkedin.com/pub/mark-bernier/24/96/795>)

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(<https://www.linkedin.com/pub/mark-bernier/24/96/795>)

Alan Maiss (<https://thinktanksd.org/wp-content/uploads/2018/01/A-Maiss-Biography.pdf>)
Board of Directors – VentureMoney Management Co.

Paul Turino (<https://www.linkedin.com/in/paul-turino-6>)
Board of Directors – VentureMoney Management Co.
Chief Innovation Officer – ThinkTank Innovation, Inc.



Noted Venture Capitalist having founded Citi Vent Velocity Media Ventures with over 38 years experience providing vision, leadership and strategic direct planning, implementation and operations of technology and systems for global, high visibility environment support of business initiatives

(<https://www.linkedin.com/in/paul-turino-671182/>)

linkedin

(<https://www.linkedin.com/in/paul-turino-671182/>)

James Jalil, Esq. (<https://www.linkedin.com/pub/james-jalil/86/11b/67b>)
Board of Directors – VentureMoney Management Co.
Board of Directors & Secretary – ThinkTank Innovation, Inc.



Mr. Maiss has a long and varied business career, holding senior executive and senior operating management positions in both private and public sector industries including the investment, securities, specialty finance, hotel/casino resort and both gaming and amusement machine industries.

<https://thinktanksd.org/wp-content/uploads/2018/01/A-Maiss-Biography.pdf>

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<https://thinktanksd.org/wp-content/uploads/2018/01/A-Maiss-Biography.pdf>



A current Partner in the Thompson, Hine, LLP in New York, Jim is an extensive authority on secure corporate transactions, in the United States internationally.

<https://www.linkedin.com/pub/james-jalil/86/11b/67b>

linkedin

<https://www.linkedin.com/pub/james-jalil/86/11b/67b>

Investing & Operating Personnel

John Zoraian (<https://www.linkedin.com/in/john-zoraian-7b171915/>)

Chief Compliance Officer – VentureMoney Management Co.



More than 35 years experience as a senior executive and partner of asset management firms and hedge funds. Initial member of 4 person team to start Atticus Capital (CFO & Head Trader) and built it to one of the largest global hedge funds with over \$20 Billion of assets. Previous experiences working for Junction Partners, Atticus Capital, and Steinberg Asset Management.

<https://www.linkedin.com/in/john-zoraian-7b171915/>

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<https://www.linkedin.com/in/john-zoraian-7b171915/>

Greg Zoraian (<https://www.linkedin.com/in/gregory-zor3b75686/>)

Chief Accounting Officer – VentureMoney Management Co.



More than 32 years experience as a senior executive partner in accounting and hedge fund services. Previous experience working for Arthur Young Company, and Partner in Sasserath & Zoraian Fund Services.

<https://www.linkedin.com/in/gregory-zoraian-3b75686/>

linkedin

<https://www.linkedin.com/in/gregory-zoraian-3b75686/>

Greg Doyle (<https://www.linkedin.com/in/gregsdoyle/>)

Venture Partner – VentureMoney Management Co.



Successful entrepreneur, portfolio company operator and experienced venture capitalist. Over the past 25 years, Greg has funded, built and operated 5 different early-stage companies with 4 successful exits and was also managing partner at InLab Ventures, an early-stage venture capital fund.

<https://www.linkedin.com/in/gregsdoyle/>

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<https://www.linkedin.com/in/gregsdoyle/>

Diego Alarcon (<https://www.linkedin.com/in/diego-alarcon-0378b626/>)

Director of Incubator & Program Services – ThinkTank Innovation, Inc



Experienced Director leading innovation program entrepreneurship ecosystem development in launching 150 companies in 4 years. Diego demonstrated history of working in the startup capital, innovation, and management industries with a heavy focus in high technology company/product development, and scaling company capabilities.

<https://www.linkedin.com/in/diego-alarcon-0378b626/>

linkedin

<https://www.linkedin.com/in/diego-alarcon-0378b626/>

ThinkTank Innovation, Inc. – Board of Directors

Mark R. Bernier (<https://www.linkedin.com/pub/mark-bernier/24/96/795>)

[Executive Chairman – ThinkTank Innovation, Inc.](#)

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<https://www.linkedin.com/pub/mark-bernier/24/96/795>

Mario Diez (<https://www.linkedin.com/pub/mario-diez/7/8a5/756>)

[Director – ThinkTank Innovation, Inc.](#)

Trade Commissioner at the Consulate of Canada



Mario has over 11 years of R&D at Ericsson, and representing Canada's science, technology innovation as Trade Commissioner at the Consulate in San Diego. He is also a Board Director of industry organizations like EvoNexus, NovaCo and The Maritime Alliance.

<https://www.linkedin.com/pub/mario-diez/7/8a5/756>

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James Jalil, Esq. (<https://www.linkedin.com/pub/james-jalil/86/11b/67b>)

[Director, Secretary and General Counsel – ThinkTank Innovation, Inc.](#)

Partner; Chair – India Desk & Cryptocurrency Group – Thompson, Hine, LLP



A current Partner in the Thompson, Hine, LLP law firm in New York, Jim is an extensive authority on securities and corporate transactions, in the United States and internationally.

<https://www.linkedin.com/pub/james-jalil/86/11b/67b>

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edin

<https://www.linkedin.com/pub/james-jalil/86/11b/67b>

Paul Roben, Ph.D. (<https://www.linkedin.com/pub/paul-roben/9/30b/2bb>)

[Director – ThinkTank Innovation, Inc.](#)

Associate Vice Chancellor for Innovation & Commercialization – UC San Diego



Dr. Roben is transforming the functions provided by the UCSD Technology Transfer Office, Industry Alliances, and Industry Contracting into an integrated organization to include patenting, strategic research partnering and industry contracts.

<https://www.linkedin.com/pub/paul-roben/9/30b/2bb>

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edin

<https://www.linkedin.com/pub/paul-roben/9/30b/2bb>

Roger Rappaport, Esq. (<https://www.linkedin.com/pub/roger-rappaport/3/424/786>)

[Director – ThinkTank Innovation, Inc.](#)

Partner; Leader of Emerging Growth & Venture Capital Practice Group – Procopio

Roger is the Emerging Growth & Technology Practice Group Leader at Procopio. He has extensive experience advising emerging growth companies, from inception through exit, and the investors that finance them.

Nishal Mohan, Ph.D.

(<https://www.linkedin.com/in/nishalmohan/>)

[Director – ThinkTank Innovation, Inc.](#)

Board of Trustees – Federation of American Scientists



Responsible for leading the Smart Gigabit Core Initiative at US Ignite, a non-profit supported by the National Science Foundation and Office of Science and Technology Policy of the White House.

<https://www.linkedin.com/in/nishalmohan/>



<https://www.linkedin.com/pub/roger-rappoport/3/424/786>

LinkedIn

<https://www.linkedin.com/in/nishalmohan/>

kedin

<https://www.linkedin.com/pub/roger-rappoport/3/424/786>

Sarah Cantu (<https://www.linkedin.com/in/sarahcantu/>)

Director - ThinkTank Innovation, Inc.

Managing Director - Charitable Programs, ThinkTank Innovation, Inc.



Business owner and senior level director with more than 15 years of experience leading multi-million dollar philanthropic campaigns and establishing strategic corporate partnerships within the non-profit industry.

<https://www.linkedin.com/in/sarahcantu/>

kedin

<https://www.linkedin.com/in/sarahcantu/f>



Office Address:

@WeWork
8910 University Center Ln,
San Diego, CA 92122

[\(619\) 981 9700](tel:(619)9819700) (tel:[\(619\) 916-3111](tel:(619)9163111)) | info@venture.money (<mailto:info@venture.mone>)

EXHIBIT C

UNANIMOUS WRITTEN CONSENT TO ACTION WITHOUT A MEETING
RESOLUTION OF THE BOARD OF DIRECTORS
OF
VENTUREMONEY MANAGEMENT CO.

The undersigned constituting all the members of the Board of Directors (the “Board”) of VentureMoney Management Co., a Delaware corporation (the “Company”), hereby adopt the following resolution this 17th day of April 2017, by written consent to be effective immediately;

WHEREAS, the Board deems it advisable, and in the best interests of the Company, to direct the Company to issue certain Series A Preferred Shares of the Company to VMC Holdings, LLC pursuant to the terms and conditions below.

RESOLVED: VMC Holdings, LLC and/or its affiliates has advanced the amount of \$384,282 to the Company and on the Company’s behalf.

RESOLVED FURTHER: That Mark R. Bernier is authorized as Chief Executive Officer of the Company to enter into the Series A Preferred Stock Purchase Agreement for the acquisition by VMC Holdings, LLC for 3,842 shares at a price of \$100.00 per share as attached to this Resolution as Exhibit A.

RESOLVED FURTHER: That the Series A Stock being acquired by VMC Holdings, LLC were in fact beneficially owned by VMC Holdings, LLC as of December 31, 2017 and as such, VMC Holdings, LLC shall receive a \$7.00 per Share dividend as a Holder of Record on December 31, 2017.

(Signature page follows)

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth below opposite his or her name, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the last date of execution below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

By: 
Mark R. Bernier - April 17, 2017

By: _____
Alan Maiss – April 17, 2017

By: _____
James Jalil – April 17, 2017

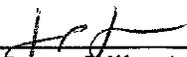
By: _____
Paul Turino – April 17, 2017

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth below opposite his or her name, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the last date of execution below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

By: 

Mark R. Bernier - April 17, 2017

By: _____
Alan Maiss – April 17, 2017

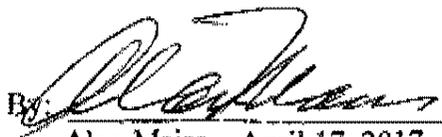
By: 

James Jalil – April 17, 2017

By: _____
Paul Turino – April 17, 2017

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth below opposite his or her name, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the last date of execution below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

By: 
Mark R. Bernier - April 17, 2017

By: 
Alan Maiss - April 17, 2017

By: _____
James Jalil - April 17, 2017

By: _____
Paul Turino - April 17, 2017

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date set forth below opposite his or her name, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the last date of execution below. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

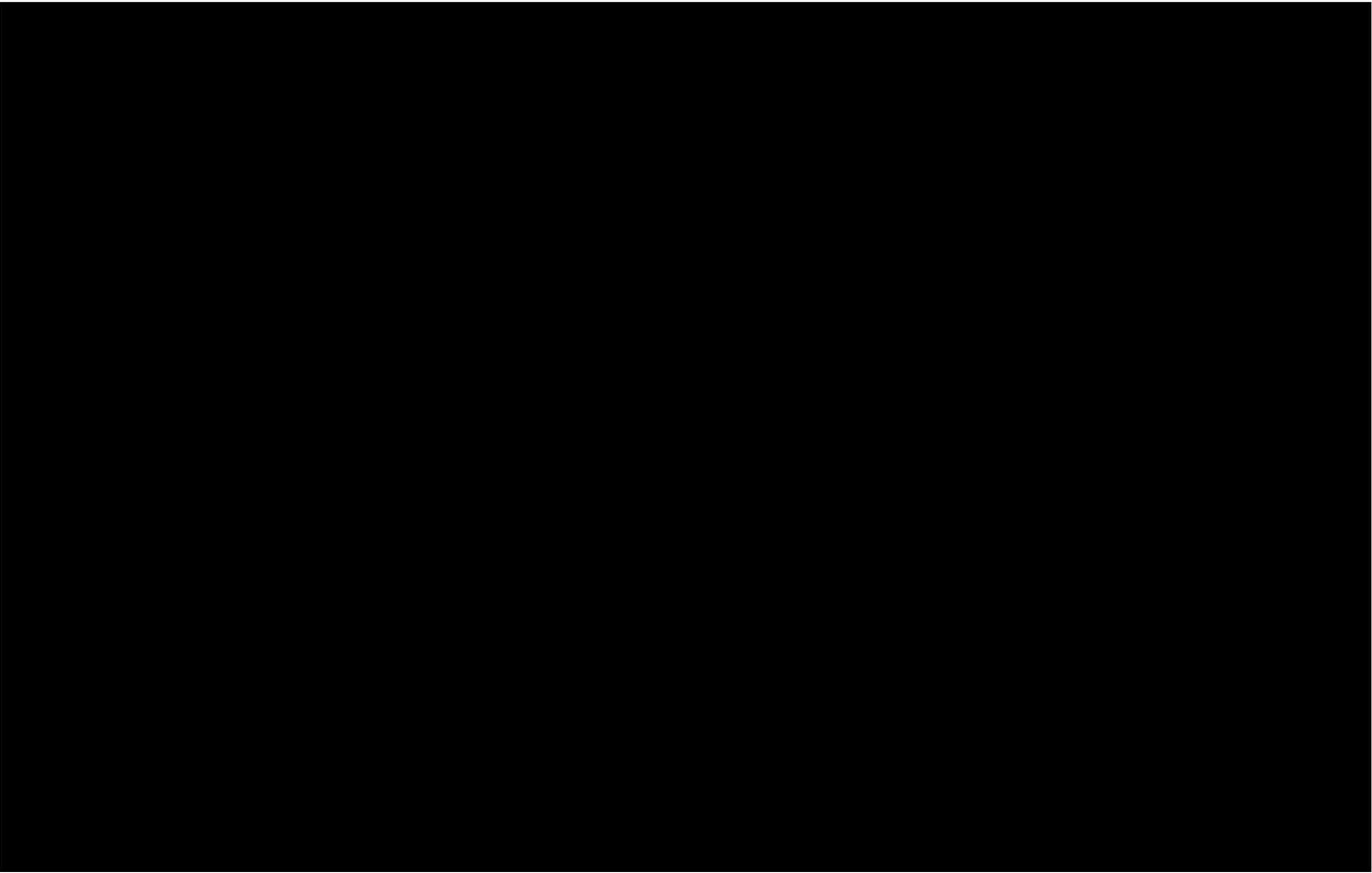
By: 
Mark R. Bernier - April 17, 2017

By: _____
Alan Maiss - April 17, 2017

By: _____
James Jalil - April 17, 2017

By: 
Paul Turino - April 17, 2017

EXHIBIT D



From: Mark Bernier of VentureMoney <markb@venture.money>
Sent: Tuesday, April 17, 2018 10:55:06 PM
To: Alan Maiss <asm1941@aol.com>; James Jalil <James.Jalil@ThompsonHine.com>; P T <pt@velocitymediapartners.com>
Subject: VMC Board Resolutions

Gentlemen:

As I continue to compile our 2017 financial package there are a few housekeeping items that need to be completed.

- 1) I have been advancing funds on behalf of VentureMoney Management Co. over the last couple years. I want to memorialize these advances which totaled \$384,282.42 as of December 31, 2017. I have continued to advance funds since that time and will address those advances later in the year. I would like to have one of my holding companies, VMC Holdings, LLC be issued 3,842 shares of Series A Preferred Stock at the Original Issue Price of \$100 per share. This is the same issue price we are using for third-parties. I have attached a reconciliation showing each advance I have made and have included Board Resolutions authorizing the purchase of the shares by VMC Holdings, LLC.
- 2) VentureMoney's Series A Preferred Stock accrues dividends at the rate of \$7.00 per share which equates to a 7.0% dividend at the \$100.00 Original Issue Price. The dividends accrue until the Board of Directors declares a dividend for any given year. I am suggesting that we issue a Series A Preferred

Stock dividend for each of 2016 and 2017 for holders of record at each of those dates. I have drafted a Board Resolution that I have copied you on here to accomplish this.

Please review the enclosed and contact me with any questions or comments. Once reviewed please execute each Resolution and scan and return to me. Thank you.

Mark R. Bernier
Chief Executive Officer
VentureMoney Management Co.

Office Phone: (619) 981-9701
Mobile: (619) 318-1113
Skype: markb@venture.money

Personal LinkedIn Profile: <https://www.linkedin.com/in/berniermark>

****CONFIDENTIALITY NOTICE****

The information transmitted (including attachments) is covered by the Electronic Communications Privacy Act, 18 U.S.C. 2510-2521, is intended only for the person(s) or entity/entities to which it is addressed and may contain confidential and/or privileged material. Any review, retransmission, dissemination or other use of, or taking of any action in reliance upon, this information by persons or entities other than the intended recipient(s) is prohibited. If you received this in error, please contact the sender and delete the material from any computer.

EXHIBIT E



vmc capital partners

\$25 Million - Venture Capital Fund

Spring 2019



Presentation Options Available

Zoom
Meeting



Zoom Room
Meeting



Skype
Video Call



Conference
Call



In-Person
Meeting





“Venture capital is about capturing the value between the start-up phase and the public company phase.”

Fred Wilson, Partner
Union Square Ventures

Fund Overview

VMC Capital Partners is an investment fund that targets a diverse range of early, expansion, and later stage venture capital opportunities globally. The Fund is managed by MRB Management, LLC which was founded by Mark R. Bernier.



\$6.7 Million
Investment by Manager



Targeting Net
Annual IRR of 35% - 40%



Extensive Global
Origination Network



Significant Risk
Reduction Programs
in Place



Management has
\$ Billions Track Record

Select Significant Relationships



Investment Opportunity

Venture capital transactions utilizing our strategies offer a compelling risk/return profile by providing significant returns at lower levels of risk and volatility.



Our Returns have limited correlation with global equity, fixed income and credit markets.



Individual investors are increasingly attracted to VC strategies to boost returns as traditional markets become more volatile.



We've built a unique venture investing platform that systematically reduces ultimate risk while maximizing returns to our investors.



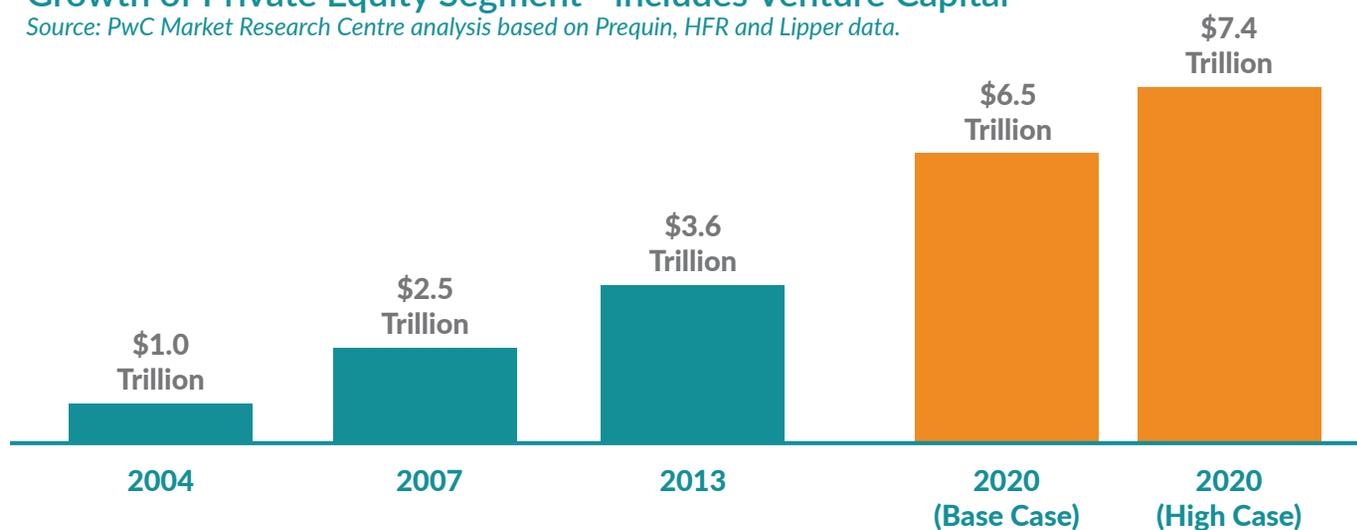
We rely on an extensive international network of high-level relationships that generate unique, and often non-auctioned deal flow and are actively involved in the companies in which they invest.

Investors Moving to Venture Capital

The need for increased and sustainable long-term investment returns has propelled alternative asset management (including venture capital) to center stage.

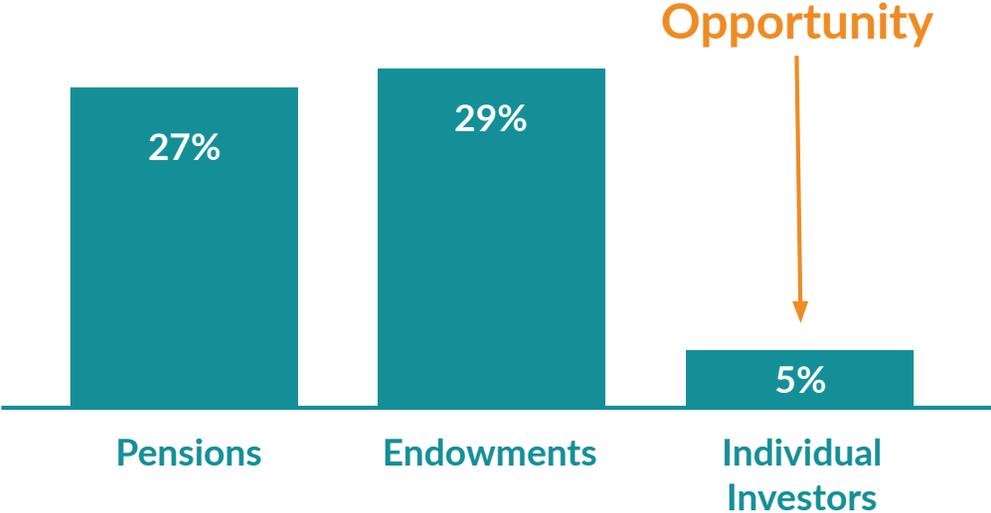
Growth of Private Equity Segment - includes Venture Capital

Source: PwC Market Research Centre analysis based on Prequin, HFR and Lipper data.



Allocation to Venture Capital

Institutional investors, including pensions, endowments and sovereign wealth funds, have increasingly used PE/VC to help achieve their target returns.



Source: Blackstone, "Seeking an Alternative Understanding and Allocating to Alternative Investments"

Case Study - Boosting Returns Using Venture Capital



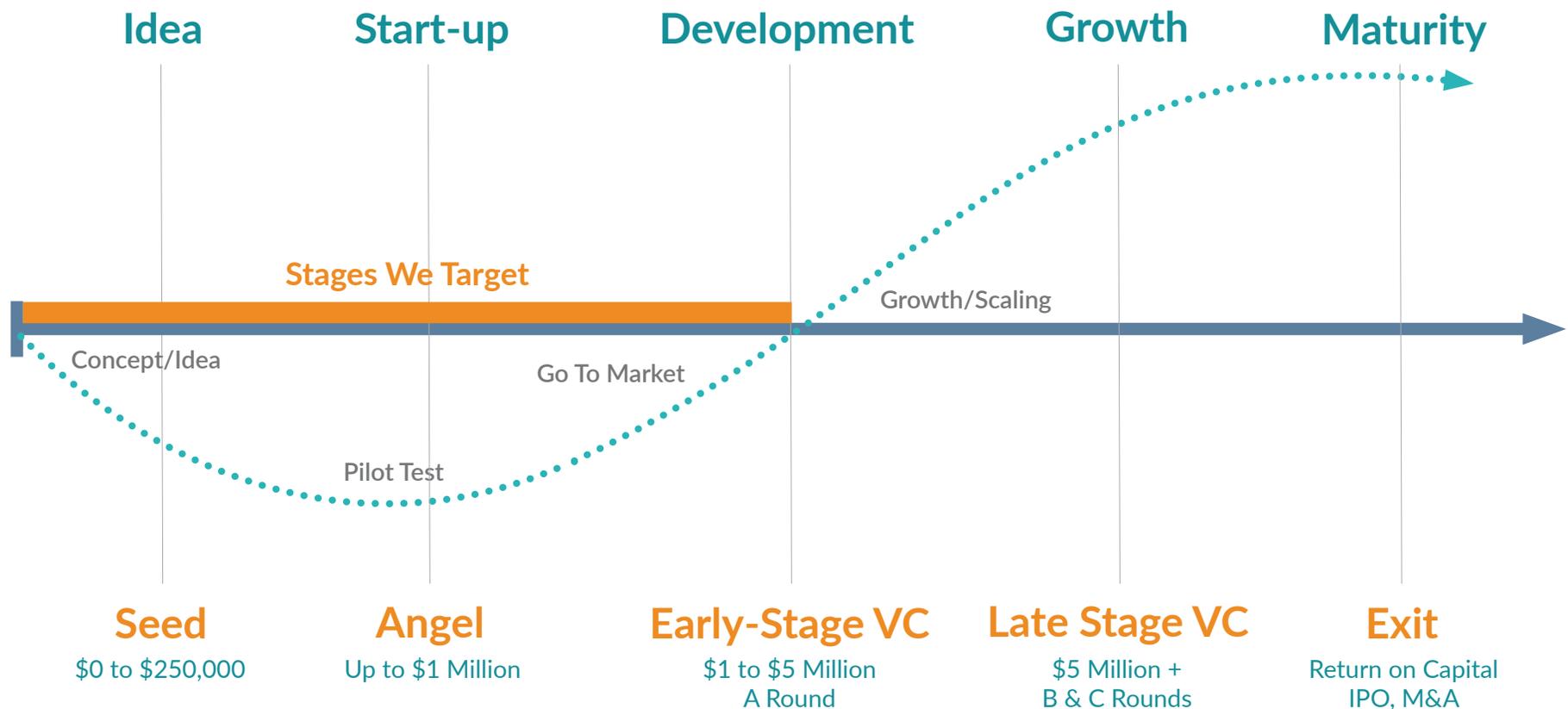
David F. Swenson (Yale's Chief Investment Officer since 1985) invented the **Yale Model** with **Dean Takahashi**. Under Swenson's leadership over the past 30 years, Yale dramatically reduced the Endowment's dependence on domestic marketable securities by reallocating assets to nontraditional asset classes. In 1988, nearly three quarters of the Endowment was committed to U.S. stocks, bonds, and cash. Today, domestic marketable securities account for less than one-tenth of the portfolio, while foreign equity, private equity (includes venture capital), absolute return strategies, and real assets represent over nine-tenths of the Endowment.

The heavy allocation to non-traditional asset classes stems from their return potential and diversifying power. Today's actual and target portfolios have significantly higher expected returns and lower volatility than the 1985 portfolio. Alternative assets, by their very nature, tend to be less efficiently priced than traditional marketable securities, providing an opportunity to exploit market inefficiencies through active management.

Yale's 2019 Portfolio Asset Allocation Targets

Absolute Return	26.0%
Venture Capital	18.0%
Foreign Equity	15.5%
Leveraged Buyouts	15.0%
Real Estate	9.5%
Bonds & Cash	6.5%
Natural Resources	6.5%
Domestic Equity	3.0%

The Venture Capital Growth & Funding Cycle



Our Investment Model

We seek to build companies that leverage technology to disrupt industries while utilizing efficient capital and where we can significantly add value to the situation.



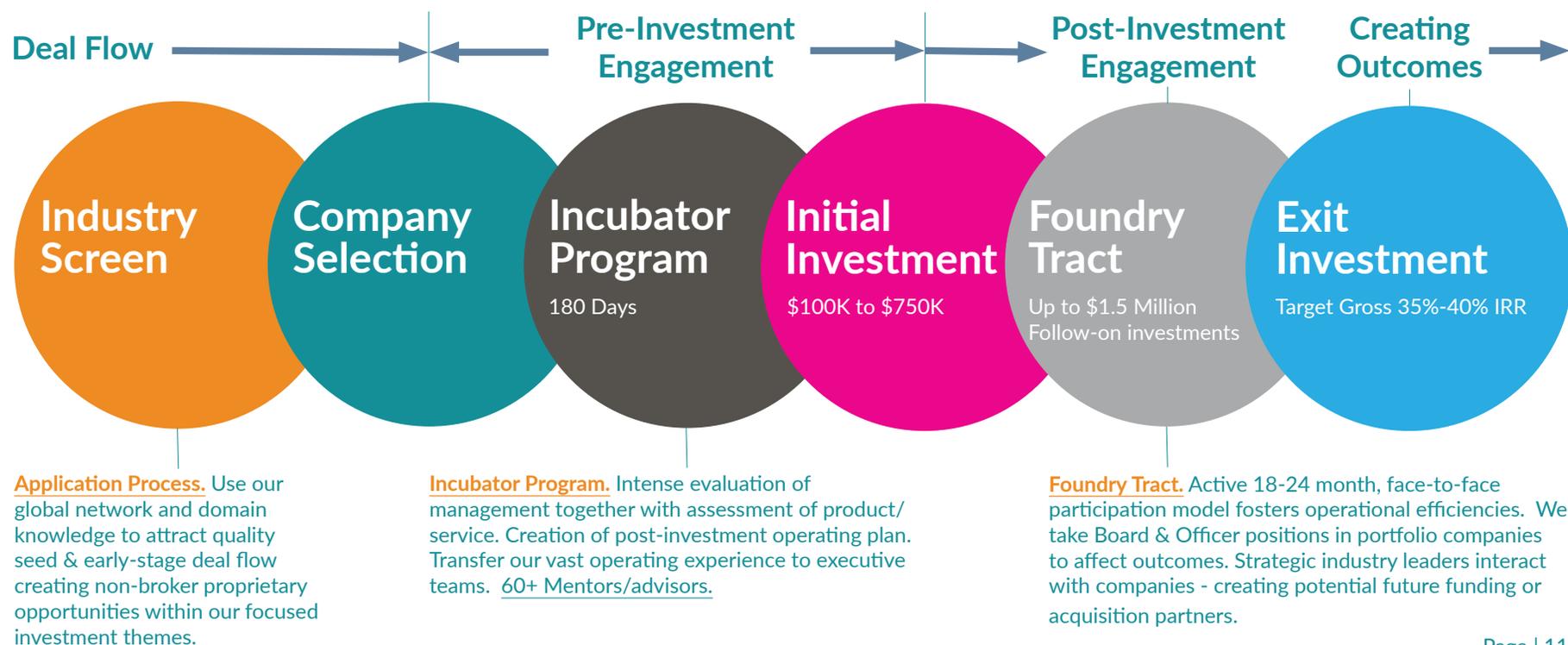
Disruptive Technology. We are interested in business models or technologies that target large markets, with the potential of being a real “game changer” as a new industry leader.

Efficient Capital. Our programs are geared towards opportunities that requires up to \$20 Million of venture capital over their life to reach either cash flow positive operations, an exit, or a significant valuation to raise growth capital if needed.

We Add Substantial Value. Our programs are designed to work best with entrepreneurs that are coachable and who are willing to put our advice into practice in order to add significant value to their business.

Our Ecosystem Approach to Risk Management

The combination of significant pre-investment engagement, our global investment network & vast operating experience provide the ability to assess and mitigate risk.



ThinkTank Innovation, Inc.

The Fund sponsors ThinkTank, a 501(c)(3) nonprofit incubator/accelerator platform that acts as a participation catalyst for our investment ecosystem.

Creates our pipeline of targeted companies • 180 day incubator program • 18 to 24 month foundry program • Partnership with University of California San Diego • 60+ mentors/advisors • Affiliate Partnership with IBM • Located at and partnered with WeWork • Home of Tedx San Diego • AWS Startup partner • Google for Startups partner

ThinkTank Board of Directors & Management - World Leaders in Innovation and Venture Investing



Mark Bernier
Founder & Executive Chairman



Paul Turino
Chief Technology Officer



Paul Roben
Board of Directors



Jim Jalil
Board of Directors



Roger Rappoport
Board of Directors



Nishal Mohan
Board of Directors



Sarah Cantu
Board of Directors



Diego Alarcon
Director of Incubator Services

Our Valued Relationships and Partnerships



Industry/Company Selection Criteria

We utilize systematic processes that allow us to efficiently screen potential opportunities to determine likely positive outcomes.



Unique Track Record & Experience

We have developed our investing experience through a combination of starting and growing new businesses as well as investing in existing businesses globally.

Billions \$ global experience running businesses as well as investing in venture capital, credit, fixed income and equity investing with top tier investment banks, hedge funds, accounting firms, law firms, and broker dealers.

Experienced Start-up
Entrepreneurs & Operators

200 + Years Combined
Thousands of employees
Multi - Country
Complex Assets
Volatile Economies

Invested Billions \$ in
Multiple Strategies
(Early-Stage to Stock Exchange Listed)

VC
PE
Distressed
Event Driven
Special Opportunities
Fund Management

Experts Throughout All
Investment Phases

Sourcing Deals
Due Diligence
Structuring/Negotiating
Co-Investing
Surveillance
Risk Management
Bankruptcy/Workouts

Initial Portfolio Transactions

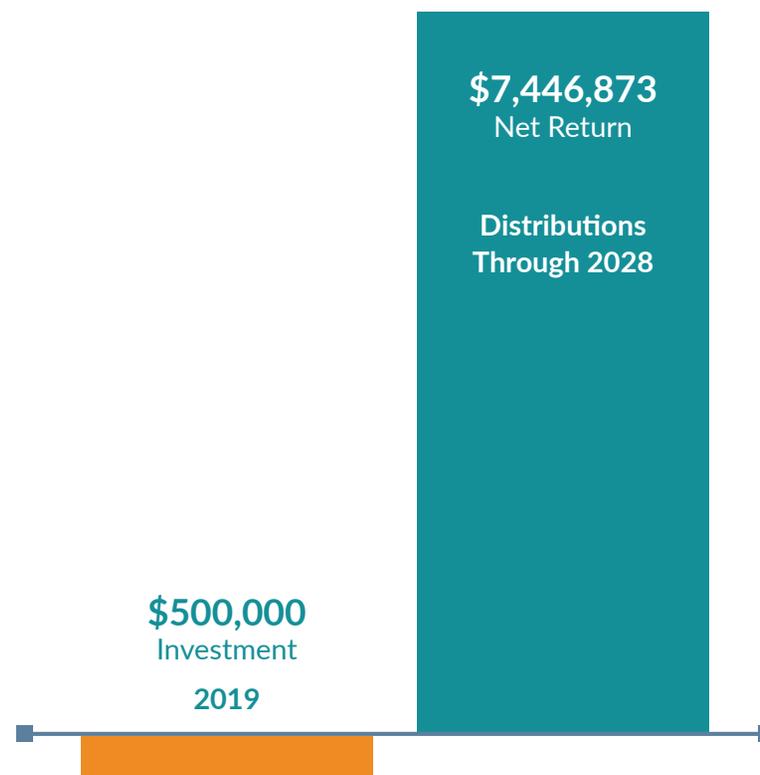
	VentureMoney	Dun Rite Games	AgentZip	HomeNinja
Pre-Investment Fund Ownership	63.0%	0.00%	50.0%	50.0%
Round	Series A	Seed/Angel	Seed/Angel	Seed/Angel
Investment Round Size	\$5 Million	\$3 Million	\$500,000	\$500,000
\$ Closed with 3rd Parties	\$1.2 Million	\$985,998	\$0.00	\$120,000
VMC Investment Target	\$2.5 Million	\$1.7 Million	\$500,000	\$450,000
Securities Being Acquired	Series A Preferred	Secured Convertible Note	Common	Common
Yield Kicker	63% Ownership No Cost	None	50% Ownership No Cost	50% Ownership No Cost + Warrant
Forecast 2019 Revenues	\$100,000	\$1 Million	\$2.5 Million	\$500,000
Expected ROI Duration	3 Years	2 Years	2 Years	4 Years
Target Return	8-10 X	10-15 X	5-7 X	5-7X

* MRB Management, LLC is in the process of negotiating the above transactions with each of the respective companies on behalf of the Fund. While certain of the deal points have been agreed to, final documentation has yet to be executed and several of the deal terms could potentially change.

Potential Investor Distributions

Investor Return Assumptions

Original Amount Invested	\$500,000
Commitment Period	3 Years
Reinvest Proceeds	No
Management Fee (Annual Avg.)	2.0%
High Water Mark	8.0%
Investor Bonus Return	20.0%
Carried Interest	20.0%
Net IRR to Investor	35.0%
Cash Distribution to Investor	\$7,446,873



Our Digital Assets

We have developed a portfolio of digital assets to support our investing activities.

[Click on the icons](#) below to launch.



ThinkTank Innovation



Incubator



TacticalLaunch



**Advisory Council
Application**



**Incubator
Application**



**TacticalLaunch
Application**

Key Terms & Information

Launch Date:	April 1, 2019
Fund Structure:	VMC Capital Partners, LLC (Delaware) Closed-End Fund
Offshore Fund Structure:	To be determined based upon investor interest (Cayman)
Managing Member:	MRB Management, LLC
Minimum Investment:	\$500,000
Subscription:	Monthly
Management Fee:	Averages 2.0% of assets, paid quarterly
Incentive Fee:	20.0% of profits, subject to high water mark
Investor Reporting:	Quarterly reports, annual audit
Fund Administrator:	S&Z Fund Services, LLC
Fund Accountants:	Sasserath & Zorain, LLP

Recent Press

SECTION C The San Diego Union-Tribune SATURDAY, DECEMBER 15, 2016

Business

MARKETS
 ▲ 48.61 Dow 21,005.50
 ▲ 19,927 Nasdaq 5,033.00
 ▲ 10.55 S&P 500 1,799.00
 ▲ 1.10 W. Texas 2.95%
 ▲ 1.15 U.S. 10Y 1.72%
 ▲ 1.17 U.S. 30Y 2.12%
 ▲ 1.12 U.S. 5Y 1.62%
 San Diego's P.E. Ratio 22.54

MIXED SIGNALS FOR THE SOLAR INDUSTRY AS 2018 WRAPS UP

State grants solve installation numbers, but tariffs a worry

BY BOB WOLKOFF

Three quarters of 2016 delivered a combination of good news and bad news for the solar industry. While the California solar industry continues to struggle with a glut of solar panels, the state's solar industry is seeing a resurgence in solar panel installations. The state's solar industry is seeing a resurgence in solar panel installations. The state's solar industry is seeing a resurgence in solar panel installations.

STOCKS PLUNGE TO 8-MONTH LOWS ON GROWTH FEARS

Weak data from China, Europe hit hard; Johnson & Johnson tumbles

BY WOLKOFF

Stocks plunged to their lowest levels in eight months on Friday as investors reacted to weak economic data from China and Europe, and a sharp decline in Johnson & Johnson's stock price.

WORKERS PROTEST A REPEAL OF QUALIFICATION OF SOLAR PANELS

San Diego solar workers protest a proposed change to the state's solar panel qualification requirements.

BY BOB WOLKOFF

San Diego solar workers are protesting a proposed change to the state's solar panel qualification requirements. The workers are concerned that the change will reduce the number of solar jobs available in the state.

"San Diego has made a substantive commitment to innovation. If it was even 10 years ago, we probably wouldn't have chosen to locate this here."

Mark Benin • Chairman and co-founder of Think Tank

Mark Benin is founder and executive chairman of ThinkTank Innovations in San Diego. He is a successful entrepreneur and investor who has founded and co-founded several successful companies. He is also a frequent speaker at industry events and has been featured in various media outlets.

FREE-DOM AT NEW INCUBATOR

ThinkTank gaining traction by providing space at no cost to tech startups in San Diego, and access to mentorship

BY BRYAN MELING

ThinkTank is gaining traction by providing space at no cost to tech startups in San Diego, and access to mentorship. The incubator is helping startups to grow and succeed in the San Diego market.

BY BRYAN MELING

ThinkTank is providing a supportive environment for startups to grow and succeed. The incubator offers mentorship, resources, and a network of industry professionals.

DECEMBER 17, 2016 Sign Up For Only Local Businesses Here at \$49.95/mo. SAN DIEGO BUSINESS JOURNAL

Active Lifestyle Helps Keep Our Economy in Shape

STAY ACTIVE

One of the reasons why San Diego is a desirable place to live is because of its active lifestyle. The city offers a wide variety of outdoor activities, from hiking to surfing, and a strong emphasis on health and fitness.

New Working Space, Incubator Set Up in UTC

STARTUPS: ThinkTank Launched First Cohort

BY ELISE REUTER

ThinkTank has launched its first cohort of startups in the UTC (University Town Center) area. The incubator provides a supportive environment for startups to grow and succeed.

New Apple Site to Bring 1,000 Jobs

Apple Inc. will add a new site in San Diego, the company announced on Friday. The new site is expected to add more than 1,000 employees to the region over the next three years.

BY ELISE REUTER

Apple Inc. will add a new site in San Diego, the company announced on Friday. The new site is expected to add more than 1,000 employees to the region over the next three years.

THANK YOU TO OUR SPONSORS

SAN DIEGO BUSINESS JOURNAL

THE COMMUNITY OF BUSINESS

Thursday, April 18, 2019

Home | Local | Custom Reports | Manufacturing | Healthcare | Finance | Real Estate | Services | Technology | Defense | Transportation | Events | People on the Move

VC-Backed ThinkTank Incubator Accepting New Round of Startups

By Elise Reuter
 Photos: April 8, 2019

VC-Backed ThinkTank Incubator Accepting New Round of Startups

ThinkTank is accepting applications for its second cohort of startups. The incubator provides a supportive environment for startups to grow and succeed.

PEOPLE ON THE MOVE

CONNECT TO THE POWER OF THE SAN DIEGO BUSINESS JOURNAL

You May Also Like:

New Crowdfunding Site Set Up in UTC
 Help to Help For Early Stage Co. Vets Apply Their Talents
 ThinkTank Connects TechStartups, Women-Focused Incubation Program
 FuelFusion Launches New Culture with People's High-Tech Materials Substratum
 Startup's Covered Equity Stake in EcoFuel
 Startups, Students Benefiting From New Partnership
 RollUp on Crowdfunding, ThinkTank to Add UTC Location
 All Ads Accompanying This 3-Part Feed Glass Deal

The 2019 program will run from June 3 to November 22. Applications are due on April 30.

FIRST REPUBLIC BANK
 It's a privilege to serve you.

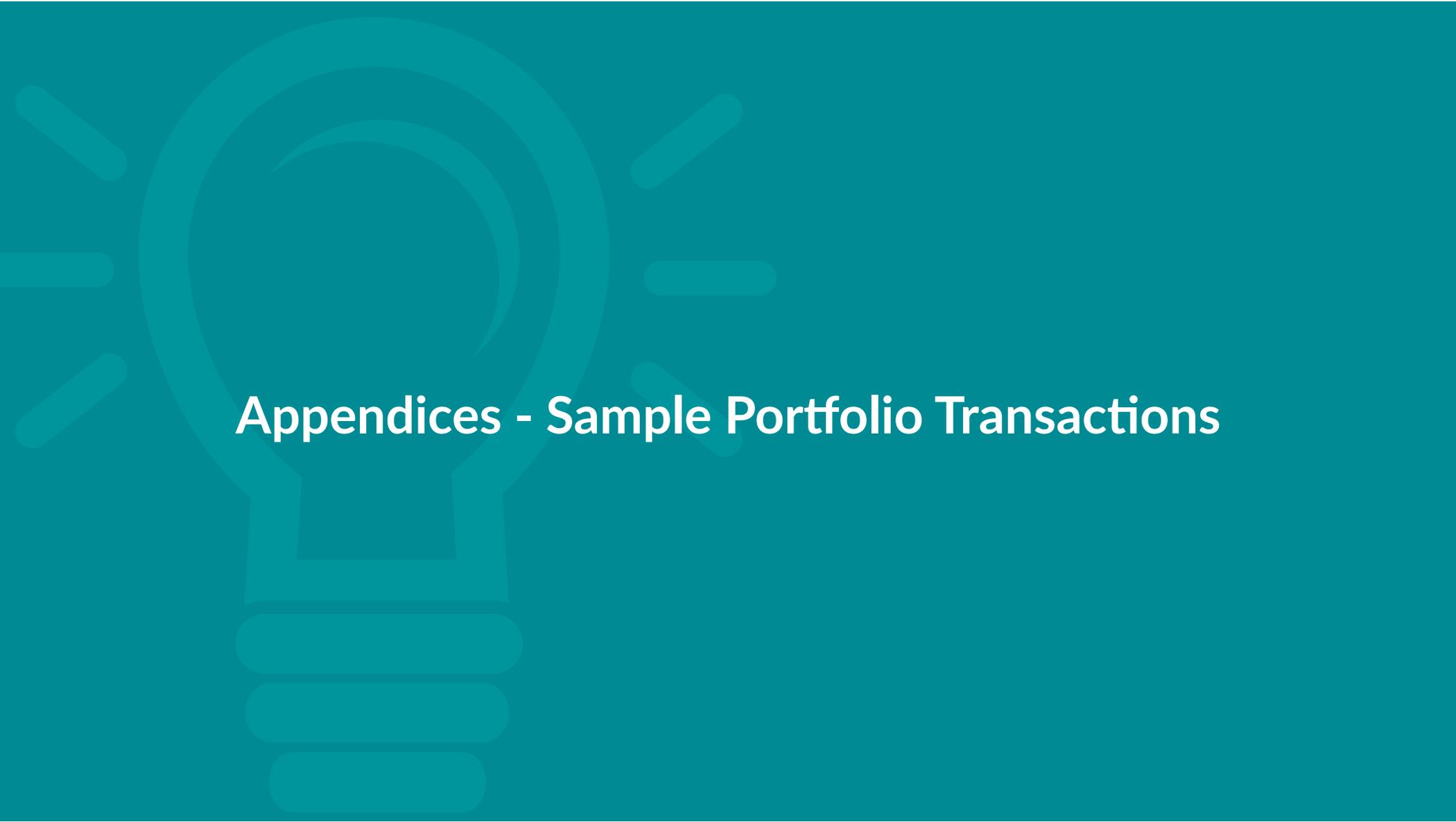
Grow your funds with peace of mind.

Now, can guaranteed interest in just 13-month term with a 2.50% APY* CD from First Republic Bank.

2.50% APY*
 13-Month CD Special

Del Mar, 110 Camino Del Mar, (954) 755-5000
 Encinitas, 110 East Grand Avenue, (760) 747-7000
 La Jolla, 1100 Prospect Street, (954) 454-8883
 La Mesa, 510 La Mesa Road, (619) 462-9700
 San Diego, 1288 4th Avenue, (415) 238-9888

Now, can guaranteed interest in just 13-month term with a 2.50% APY* CD from First Republic Bank.



Appendices - Sample Portfolio Transactions

VentureMoney Deal Summary



VentureMoney Management Co.
c/o ThinkTank @ WeWork Aventine
8910 University Center Lane, 4th Floor
San Diego, CA 92122
(619) 981-9700

investors@venture.money

Financial Information

Stage: Pre-Revenue
Round: Series A
Amount: \$5,000,000
Type: Convertible Preferred Stock
Annual Dividend Yield: 7.00%
Pre-Money Valuation: \$9,467,600
As-Converted Ownership Stake: 35%

Series A Closed: \$1,247,575
Series A Funded by Insiders: \$937,575

Additional Founder's Capital: \$1,200,000

Noteworthy Series A Shareholders

Donald Schupak - [click for more info](#)
MD Associates
Thornton Academy - [click for more info](#)

Company Founders

Mark Bernier: 25+ year global asset manager
Paul Turino: Founder Citi Ventures, CTO of AXA
James Jalil: Partner, Thompson Hine law firm
Alan Maiss: 25+ years at Alpine Associates
Karen Dahlman: Telecom Entrepreneur

The Business - Disrupting the Venture Capital Industry

VentureMoney provides everyone with the ability to invest in professionally-managed venture capital strategies without a long-term or significant capital commitment, as opposed to most top venture funds that typically require over \$5 million to access with no ability to withdraw your money for ten-years.

We use a combination of cloud-based computing, artificial intelligence and regulatory arbitrage to effect the first changes in the VC industry since the 1940's. With billions of dollars of operating and investing experience, we mitigate the risks associated with early-stage investing by actively assisting the companies in which we make an investment. Our team has worked for such noteworthy firms as Alpine Associates, Atticus, Charles Schwab & Co., Chase, Citi Ventures, Enterprise Ireland, Ericsson, Ernst & Young, the National Science Foundation, Salk Institute, Steinberg Asset Management, and the University of California.

A Unique Opportunity

We have created our Series A preferred stock financing to allow a select few to invest along-side our founders and provide the resources required to implement our industry disruptive business model. This is a unique chance to participate with an institutionally experienced team that could potentially generate high-yielding investment returns.

Team - \$Billions of Experience ([Click on each person's photo for more information](#))



Mark Bernier
San Diego, California



Paul Turino
New York, New York



Alan Maiss
Reno, Nevada



John Zoraian
New York, New York



Nishal Mohan
San Diego, California



Karen Dahlman
San Diego, California



Jim Jalil
New York, New York



Paul Roben
San Diego, California



Roger Rappoport
San Diego, California



Gregory Zoraian
New York, New York



Sarah Cantu
San Diego, California



ThinkTank Innovation, Inc. Partners

UC San Diego

amazon

wework

TEDx
San Diego

IBM

Google



Our Innovation Platform - ThinkTank Innovation, Inc.

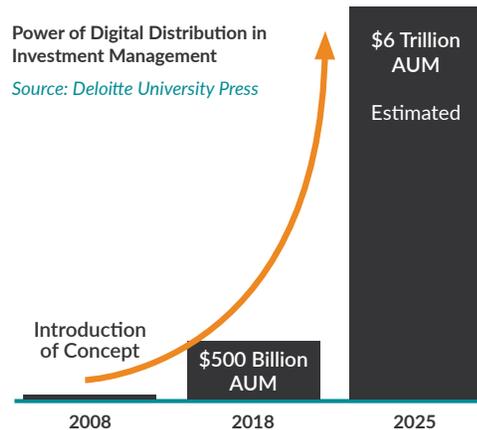
ThinkTank houses our startup incubator. Investments are made only after graduation and acceptance into our accelerator program whereby we assist management in all elements of developing their business. Our programs are attractive to leading entrepreneurs around the world as we provide them with highly-valuable benefits and funding. [\(click for ThinkTank website\)](#)

ThinkTank highlights: 90-day incubator program • 18-24 month accelerator program • Partnership with University of California San Diego - Vice Chancellor & Head of Innovation is a Board Member • SDSU Sponsorship • 60+ international mentors/advisors • TacticalLaunch Veteran's Incubator • Partnerships with key tech related strategic companies • Partnership with WeWork • Government of Canada Board representation • Home of Tedx San Diego

Potential for Fast, Exponential Growth

As demographics of our population continue to change, the new retail investor demands access to the same asset classes and investment strategies as Ultra High-Net-Worth or institutional investors. This dynamic is creating substantial demand for investing strategies that are not currently available to most individual investors.

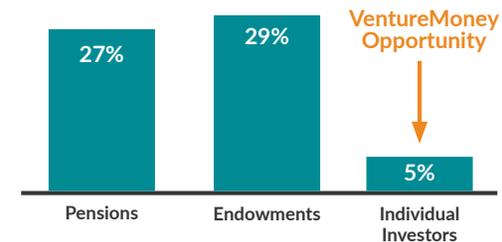
The Move to Digital Asset Management and to Alternative Investments



Allocation to Alternatives

Institutional investors, including pensions, endowments and sovereign wealth funds, have increasingly used alternatives (such as PE and VC) to help achieve their target returns.

Source: Blackstone, "Seeking an Alternative Understanding and Allocating to Alternative Investments"



Dun Rite Games Deal Summary



 **Dun Rite Games, Inc.**
c/o ThinkTank @ WeWork Aventine
8910 University Center Lane, 4th Floor
San Diego, CA 92122

[Company Website](#)

Financial Information

Stage: Pre-Revenue
Round: Seed
Amount: \$3,000,000
Type: Convertible Note
Annual Yield: 8.00%
Valuation Cap: \$10,000,000
Implied Ownership Stake: 30%

Convertible Notes Closed: \$986,886
VMC Capital Commitment: \$1,700,000
VMC Capital Implied Ownership: 17.0%

Noteworthy Investors

WeFunder.com - 455 Investors

10 Additional Independent Angel Investors

Company Founders

Ricardo Velez
Jake Dobbins

Company Background

Do you remember the frenzy that took the world by storm when Angry Birds and Candy Crush were everywhere including the Super Bowl commercials? It was as if the whole world suddenly got into mobile gaming. Not to mention, it wasn't just kids playing games on their phones... it was adults too! And let's not forget Fortnite, which has quickly become the most popular and profitable game on the planet!

Dun Rite is a team of highly skilled game developers and they have created what they believe is the next mobile gaming sensation. How did they do this?... Well they picked apart every successful mobile gaming sensation and they created an open chat room with the gaming public to see what players really wanted.

How is Dun Rite Different?

To date, the Dun Rite team has published 10 games and its founder, Jake Dobbins, is a YouTube gaming sensation with over 109k active subscribers on YouTube. This company realized early that many big trending mobile games have a lifespan of around 6 months due to long upgrade times, high cost to play, and limited collaboration with other gamers. In order to create a game that stands the test of time, they decided to create a game that is completely free to play.

Of course, the game has certain custom and upgrade options that cost money BUT... players will not gain any advantages over free players by simply spending money to gain an edge. That has been a major fallback of early games where paying members have too much power and they push out the larger freemium user base.

Bottom line – this game uses a 'user-first' approach that avoids the short vision of pay-to-play. Monetization is always the end goal, but this company is primarily after an avid user base because prioritizing a user with a strong lifetime value will always be the smarter play when it comes to the longevity of a profitable business model.



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HomeNinja, Inc. Deal Summary



HomeNinja, Inc.
c/o ThinkTank @ WeWork Aventine
8910 University Center Lane, 4th Floor
San Diego, CA 92122

[Company Website](#)



Financial Information

Stage: Early-Stage Revenue Generating
Round: Seed
Amount: \$300,000
Type: Common Equity
Annual Yield: NA
Pre-Money Valuation: \$1,800,000
Ownership Stake: 14.29%

Common Equity Closed: \$120,000
VMC Capital Commitment: \$150,000
VMC Capital Implied Ownership: 7.1%
VMC Enhancement: \$750,000 Warrant
VMC Free Stock: 50.0%



Noteworthy Investors

Founders

Friends & Family



Company Founders

Sinuhe Montoya
Riley Wiggins



Company Background

The HomeNinja solution uses technology including Online surveys, homeowner assisted smart-phone devices, satellite imagery and drones to deliver property improvement projects like solar, roofing, HVAC systems, energy storage and car charging solutions and creating a marketplace for the buying and selling of these goods and services in such a way that we can help reduce the purchase cost for the end user while also increasing safety and saving our partner installers time and money.

Customers looking for solar & roofing want something that is simple, convenient, and easy to understand. HomeNinja accomplishes this by removing the sales pitches, inconvenient meetings, and roof walks right out of the process. Instead, HomeNinja customers upload information including utility statements & a brief home questionnaire and then schedule when they want a DroneQuote survey to take place. We fly the property for roof data/measurements and gather other ground details required to quote the solar or roofing project accurately. Our partner installers receive a completed site evaluation survey and use the data to submit (upload) accurate site-seen quotes to the customer via a user-friendly partner portal. The result of which is a customer dashboard that populates up to three quotes in a uniform manner, with details described for customers in an easy-to-read style. Customers are then given the option to directly message installers with questions/comments about the quotes without revealing their contact information. The customer dashboard also aggregates various online review/data platforms (Yelp, Google, BBB, Contractor's State License Board) for each of the companies that the customer receives a quote.

For our installer partners, HomeNinja is a big relief from the industry norm of buying bogus leads that are worthless & oversold. Plus, our DroneQuote survey is so comprehensive that a majority of the time a contractor can even skip a site survey before installation and can get right into the design and permitting, saving additional time and money.

HomeNinja shatters the old way of lead generation in the solar and roofing industry. Nobody else even comes close to what we're doing. Companies aggregating quotes now base their models on selling customer data and or using only web-based satellite imagery. Instead, we are technology company specializing in customer experience, data acquisition, management, and distribution for property improvement projects.

Agent Zip, Inc. Deal Summary



 **Agent Zip, Inc.**
c/o ThinkTank @ WeWork Aventine
8910 University Center Lane, 4th Floor
San Diego, CA 92122
(619) 981-9700

[Company Website](#)

Financial Information

Stage: Early-Stage Revenue Generating
2019 Est. Revenues: \$2,000,000
Round: Seed Stage
Amount: \$500,000
Type: Common
Annual Dividend Yield: 7NA
Pre-Money Valuation: \$3,000,000
As-Converted Ownership Stake: 17.0%
Amount Closed: \$0.00
Yield Enhancement: 50.0% Ownership
Foundry Tract - Equal Partners
Founders Investment: \$150,000

Noteworthy Series A Shareholders

VMC Capital Partners - 50.0%
Agent Zip Team - 50.0%

Original Company Founders

Michael Denzy
Darren Johnson

Company Background

Agent Zip, Inc. provides Lead Generation and other Marketing Solutions to Realtors and mortgage providers throughout the United States. The Company uses targeted advertising and creates lead funnels in order to drive traffic to different outlets. Management plans on further building its business funnel to increase the monetization of each opportunity generated.

The Company has over 300 customers paying monthly or annually and with estimated 2019 revenues of \$2 Million targeting the Top 5% of Brokers/Teams in each major metro market.

Buyer Leads

Agent Zip buyer leads have more intent and information provided than other lead sources. Our funnels when completed provide Name, Email, Phone, Zip Code, Bedrooms, Bathrooms, pre-approval info and time-frame as included attributes.

Seller Leads

Agent Zip generates REAL seller leads. Forget home value leads. We find people that own a home and want to get information on selling their home. We ask them how much they want when they can move if there's any issues and more.

Mortgage Leads

Get purchase and refinance leads from Agent Zip. We provide a lot of the information for a 1003 form. We find out everything you see on our buyer leads but in addition, we ask for a credit score, Income, Employment, verify no BKs, Liens, etc.

Recruiting Leads

Looking to add more agents to your team or downline. We generate the highest quality recruiting leads. We tap into our network of hundreds of thousands of top real estate agents and match them to a new brokerage that provides what they need.



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<https://thinktanksd.org>
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 **venturemoney**

The image features a logo for 'venturemoney'. On the left is a teal lightbulb icon with three short lines radiating from its top, symbolizing an idea. To the right of the icon, the word 'venture' is written in a grey, lowercase, sans-serif font, and 'money' is written in a teal, lowercase, sans-serif font. The background consists of a large, faint, light grey graphic of a hand holding a magnifying glass over a line graph, with several floating rectangular bars of varying lengths and orientations scattered around it.