



Earth Protector Licensing Corporation
Initial Public Offering (IPO) for \$20 million dollars.

Investors will own shares in the Earth Protector(R) Brand.
Call Leslie Davis at 612.529-5253.

DRAFT - IPO MEMORANDUM

5,000,000 Shares of Common Stock

Earth Protector Licensing Corporation
THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE,

INVOLVE A HIGH DEGREE OF RISK AND IMMEDIATE SUBSTANTIAL
DILUTION, AND SHOULD BE PURCHASED ONLY BY PERSONS
WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.
See Page 2 Risk Factors

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIMED
EXEMPTION FROM REGISTRATION UNDER THE SECURITIES
ACT OF 1933, AS AMENDED AND APPLICABLE STATE
SECURITIES LAWS. THESE SECURITIES HAVE NOT
BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND
EXCHANGE COMMISSION OR THE SECURITIES DIVISION OF ANY
STATE NOR HAS THE COMMISSION OR ANY STATE PASSED UPON
THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY
REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SECURITIES SOLD HEREBY WILL BE RESTRICTED SECURITIES
FOR PURPOSES OF FEDERAL AND STATE SECURITIES LAWS,

AND INVESTORS MUST PURCHASE THESE SECURITIES
FOR THEIR OWN ACCOUNT AND FOR INVESTMENT.

Number of Shares(1) - 5,000,000

Price per Share \$4.00

Commissions per Share(2) \$.40

Net Proceeds to Company \$18,000,000

Footnotes on Page 2

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM
IS SUBMITTED IN CONNECTION WITH THE PRIVATE PLACEMENT
OF THE SHARES OF THE COMPANY AND MAY NOT BE REPRODUCED
OR DISTRIBUTED IN WHOLE OR IN PART WITHOUT
THE PRIOR WRITTEN CONSENT OF THE COMPANY.

Earth Protector Licensing Corporation

P.O. Box 11688
Minneapolis, Minnesota 55411-1441

www.EarthProtector.org

612.529.5253

The date of this Confidential Private Placement Memorandum is _____

This is not an offer to sell, or a solicitation. It is informational.