

**PLACEMENT MEMORANDUM
CONFIDENTIAL**



CULBERTSON & CO.

Corporate bond issue , May 2nd, 2019,
\$50,000,000,000.00 USD

- Important notices
- Litigation
- Reg D requirements
- Jurisdictional (NASAA) legends
- Summary of the offering
- Prospectus

Culbertson & Co. a Delaware Corporation doing business in the USA and in other places



Corporate bond Issue, May 2, 2019

\$50,000,000,000.00 US Dollars

THESE SECURITIES INVOLVE A LOW DEGREE OF RISK. see "RISK FACTORS" for information regarding CULBERTSON & Co.'s ("C&C" or the "Company") operating ability, history, capital needs, and other risk factors to be considered by investors prior to subscribing for Bonds. C&C, a Delaware USA corporation, is hereby privately offering (the "Offering") Bonds representing debt securities of the Company ("Bonds").

THIS IS A "BEST EFFORTS" OFFERING.

THE ISSUER MAKES NO GUARANTEE OF SALE OF ALL BONDS UNDER THIS OFFERING.

This document is the Regulation D, Rule 506 (c) Private Placement Memorandum for Culbertson & Co., offered to a limited number of individuals and entities who are Institutional investors or sophisticated individual investors or are Accredited or Qualified investors within the meaning of Rule 501 (a) under the Act.

Neither the Securities and Exchange Commission (SEC) nor any state securities commission has approved or disapproved these securities or determined if this Confidential Private Placement Memorandum is truthful or complete. Any representation to the contrary is a criminal offense.

Mailing address:

Culbertson & Co.
11890 Sunrise Valley Drive
Reston, VA 20191. info@culbco.com
www.culbco.com

The date of this Memorandum is May 2, 2019

Name of Offeree: CULBERTSON & CO.



THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED BY SECTION 4(2) OF THE ACT, RULE 256 OF REGULATION D OF THE GENERAL RULES AND REGULATIONS PROMULGATED THEREUNDER BY THE SECURITIES AND EXCHANGE COMMISSION. ACCORDINGLY, DISTRIBUTION OF THIS PRIVATE PLACEMENT MEMORANDUM IS LIMITED TO PERSONS WHO MEET CERTAIN MINIMUM FINANCIAL QUALIFICATIONS AND THIS PRIVATE PLACEMENT MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY WITH RESPECT TO ANY PERSON WHO DOES NOT MEET SUCH FINANCIAL QUALIFICATIONS. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, NOR HAS THE COMMISSION PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

C&C, a Delaware, USA corporation ("C&C") or (the "Company"), is offering \$50,000,000,000.00 of its authorized Bonds ("the Bonds") to qualified investors at a nomination of \$500,000,000.00 per Bond (the "Offering"). The minimum subscription is one (1) Bond (\$500,000,000.00). C&C reserves the right to pay expenses related to this Offering from the proceeds of the Offering.

ISSUER:	CULBERTSON & CO.
TOTAL VALUE	\$50,000,000,000,000.00 USD
CUSIP NUMBER	Unassigned at time of Issue
ISIN NUMBER	Unassigned at time of Issue
ISSUE	100 units of \$500,000,000.00 USD each
DESCRIPTION	Medium Term Note (MTN)
MATURITY	06/02/2029
TERM	10 Years



1. The Company may pay fees to bona fide finders of up to 1% of the Gross Proceeds (\$50,000,000,000.00 if fully subscribed) of this private placement; however, finders may also be paid additional fees in the form of cash, bonds, stock or warrants to purchase common stock or bonds and be collectively allowed accountable expense reimbursements of up to \$20,000, all of which to the extent incurred will reduce the Net Proceeds realized by the Company. In addition, the Company may elect in its discretion to selectively discount the purchase price per bond to any purchaser, based on the size of a subscription, timing of purchase, and other factors deemed to be relevant by the Company.
2. Also, the Company estimates it may incur up to \$150,000 of legal and accounting expenses and \$50,000 of promotional expenses in connection with this private placement.
3. NO minimum number of Bonds must be sold in order for the Company to accept any subscription. All accepted subscription funds will be immediately available for Company purposes without impound or escrow.
4. The Offering will terminate on Bond maturity date at the sole discretion of C&C, but nonetheless in compliance with any regulations as required by SEC Rule 256(c) (the "Offering Termination Date"). Management reserves the right to terminate the Offering at any time. Any subscriptions which have been tendered to C&C and have not been accepted on or before the Offering Termination Date will be returned to subscribers and any subscription funds included therewith will be returned without interest thereon unless the Offering Termination Date is extended or C&C elects, in its sole discretion, to accept such subscriptions.

The Offering will terminate on Bond maturity date at the sole discretion of C&C, but nonetheless in compliance with any regulations as required by SEC Rule 256(c) (the "Offering Termination Date"). Management reserves the right to terminate the Offering at any time. Any subscriptions which have been tendered to C&C and have not been accepted on or before the Offering Termination Date will be returned to subscribers and any subscription funds included therewith will be returned without interest thereon unless the Offering Termination Date is extended or C&C elects, in its sole discretion, to accept such subscriptions.



IMPORTANT NOTICE ABOUT THIS MEMORANDUM

The information contained in this Private Placement Memorandum is confidential and is furnished for use only by potential investors. Each potential investor agrees that he/she will not transmit, reproduce, or make available this Private Placement Memorandum or any related exhibits or documents to any other person or entity. Any action to the contrary may place the potential investor in violation of various state and/or federal securities acts.

CONTENTS

1. Disclaimers
2. SECURITIES DISCLOSURE SUMMARY OF THE OFFERING CERTAIN RISK FACTORS
3. Exhibit "A" - Prospectus
4. Exhibit "B" – Culbertson & Co. certification

DISCLAIMERS

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

INFORMATION SET FORTH IN THIS MEMORANDUM WITH RESPECT TO ISSUANCE OF THE BONDS, PRICING AND OTHER RELATED INFORMATION STATES A VARIABLE PURCHASE PRICE THAT HAS BEEN DETERMINED BY THE COMPANY. WHEN USED IN THIS MEMORANDUM, THE WORDS "FORECASTS", "ESTIMATES", "PROJECTIONS", "INTENDS", "PLANS", "BELIEVES" AND OTHER SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE SUBJECT TO NUMEROUS RISKS AND UNCERTAINTIES, INCLUDING BUT NOT LIMITED TO THOSE DISCUSSED BELOW UNDER THE HEADING "RISK FACTORS" THAT COULD CAUSE ACTUAL



RESULTS TO DIFFER MATERIALLY FROM THOSE PROJECTED. NO REPRESENTATION, ASSURANCE OR GUARANTEE CAN BE OR IS MADE AS TO THE ACTUAL RESULTS, WHICH MAY OCCUR.

AN INVESTMENT IN THE BONDS OFFERED HEREIN IS SPECULATIVE, INVOLVES A LOW DEGREE OF RISK, AND YET SHOULD ONLY BE MADE BY PERSONS WHO CAN AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. PROSPECTIVE INVESTORS AND THEIR PROFESSIONAL ADVISORS SHOULD CAREFULLY CONSIDER, AMONG OTHER THINGS, THE FACTORS DETAILED UNDER "RISK FACTORS" BEFORE SUBSCRIBING TO PURCHASE BONDS.

THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION OR MODIFICATION BY THE COMPANY WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART FOR ANY REASON OR TO ALLOT TO ANY SUBSCRIBER LESS THAN THE NUMBER OF BONDS SUBSCRIBED FOR OR TO WAIVE CONDITIONS TO THE PURCHASE OF THE BONDS.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE PURPOSE OF THIS MEMORANDUM IS SOLELY TO AID IN SUCH EXAMINATION AND NOT TO SERVE AS THE SOLE BASIS FOR AN INVESTMENT DECISION. EACH OFFEREE MAY MAKE INQUIRIES OF THE COMPANY ABOUT THE COMPANY'S BUSINESS OR ANY OTHER MATTERS RELATING TO THE COMPANY AND INVESTMENT IN THE BONDS, AND MAY OBTAIN ADDITIONAL INFORMATION WHICH SUCH PERSON DEEMS TO BE NECESSARY IN CONNECTION WITH MAKING AN INVESTMENT DECISION (TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE). IN CONNECTION WITH SUCH INQUIRY, DOCUMENTS WILL BE MADE AVAILABLE FOR INSPECTION AND COPYING OR FURNISHED, UPON REQUEST, SUBJECT TO THE OFFEREE'S EXECUTION OF A CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT TO MAINTAIN SUCH INFORMATION IN CONFIDENCE AND TO RETURN THE SAME TO THE COMPANY IF THE RECIPIENT DOES NOT PURCHASE THE SECURITIES OFFERED HEREUNDER OR OTHERWISE UPON DEMAND BY THE COMPANY. ANY SUCH



INQUIRIES SHOULD BE MADE IN WRITING TO THE COMPANY ADDRESS AS FOLLOWS: CULBERTSON & CO. 11890 SUNRISE VALLEY DRIVE RESTON, VA 20191.

NO ADVERTISING HAS BEEN EMPLOYED IN THE CONNECTION WITH THIS OFFERING. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM IN CONNECTION WITH THE OFFER BEING MADE HEREBY, AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITY OTHER THAN THE SECURITIES OFFERED HEREIN, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SUCH SECURITIES BY ANYONE IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR IN ANY JURISDICTION IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS LEGAL, INVESTMENT OR TAX ADVICE. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR ADVISORS AS TO LEGAL, INVESTMENT, TAX AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE COMPANY.

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO ASSURANCE OR WARRANTY CAN BE GIVEN THAT CIRCUMSTANCES WILL NOT HAVE MATERIALLY CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED TO AN INVESTOR. THIS MEMORANDUM CONTAINS SUMMARIES OF AND REFERENCES TO CERTAIN PROVISIONS OF CONTRACTS, OTHER DOCUMENTATION RELATING TO THE COMPANY AND THE PURCHASE OF ITS BONDS, AND RELEVANT PROVISIONS AND REGULATIONS. SUCH SUMMARIES DO NOT PURPORT TO BE COMPLETE AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TESTS OF THE ORIGINAL CONTRACTS, DOCUMENTATION, STATUTES, AND REGULATIONS, WHICH ARE AVAILABLE UPON REQUEST.



INVESTMENT IN THE BONDS HEREBY OFFERED IS SUITABLE ONLY FOR PERSONS WHO MEET THE SUITABILITY STANDARDS HEREAFTER SET FORTH IN THIS PRIVATE PLACEMENT MEMORANDUM, AND WHO ARE NOT DEPENDENT ON INCOME OR PROFITS FROM THIS INVESTMENT AND CAN FINANCIALLY AFFORD THE COMPLETE LOSS OF THE INVESTMENT MADE IN THE BONDS SHOULD SUCH AN EVENT OCCUR. (SEE "RISK FACTORS".)

THE INFORMATION PRESENTED HEREIN HAS BEEN PREPARED BY C&C AND IS BEING FURNISHED TO PROSPECTIVE INVESTORS SOLELY FOR THEIR EVALUATION IN CONJUNCTION WITH THIS FINANCING. ANY BROKER/DEALER PRESENTING THIS MEMORANDUM TO A PROSPECTIVE INVESTOR SHALL MAKE NO REPRESENTATIONS OR WARRANTIES REGARDING THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN AND NOTHING CONTAINED HEREIN IS OR SHALL BE RELIED UPON, AS A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF THE COMPANY.

NO REPRESENTATION OR WARRANTY OF ANY KIND IS INTENDED OR SHOULD BE INFERRED WITH RESPECT TO THE ECONOMIC RETURN WHICH MAY ACCRUE TO INVESTORS WHO INVEST IN ANY SECURITIES OFFERED BY C&C IN CONJUNCTION WITH THIS FINANCING. NO ASSURANCE CAN BE MADE, OR IS MADE, THAT ANY ECONOMIC RETURN WILL BE ACHIEVED, SINCE ANY SUCH ECONOMIC RETURN WOULD BE DEPENDENT UPON THE FUTURE OPERATING RESULTS OF C&C, WHICH CANNOT BE PREDICTED AT THIS TIME, AND UPON A COMBINATION OF THE GENERAL ECONOMIC, FINANCIAL AND MARKET CONDITIONS AND OTHER FACTORS WHICH ARE BEYOND THE DIRECT CONTROL OF THE COMPANY.

THIS MEMORANDUM AND BOND ISSUE IS INTENDED FOR INVESTMENT PURPOSES ACCORDINGLY TO RULE 144a FOR INSTITUTIONAL INVESTORS, QUALIFIED INVESTORS USE ONLY BY THE PARTY TO WHOM IT IS PROVIDED, AND HIS OR HER PROFESSIONAL ADVISORS. IT MAY NOT BE REPRODUCED IN WHOLE OR IN PART OR USED FOR ANY OTHER PURPOSE. EACH PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO TREAT THE MEMORANDUM AND ALL RELATED INFORMATION AS CONFIDENTIAL. IF A PROSPECTIVE INVESTOR DOES NOT INTEND TO PARTICIPATE IN THE OFFERING, HE OR SHE SHALL RETURN THIS MEMORANDUM AND ALL RELATED DOCUMENTS TO THE COMPANY.



For Residents of all States:

THE SECURITIES OFFERED HEREIN HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SAID ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY NOR HAVE ANY OF THE FOREGOING GOVERNMENTAL AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO FLORIDA RESIDENTS ONLY:

THE SECURITIES REFERRED TO HEREIN WILL BE SOLD TO AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF SAID ACT.

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL OFFEREES WHO ARE FLORIDA RESIDENTS SHOULD BE AWARE THAT SECTION 517.0610 OF THE ACT PROVIDES, IN RELEVANT PART, AS FOLLOWS: "WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, ANY SALE IN FLORIDA MADE PURSUANT



TO THIS SECTION IS VOIDABLE BY THE PURCHASER IN SUCH SALE EITHER WITHIN 3 DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN 3 DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER."

THE AVAILABILITY OF THE PRIVILEGE TO VOID SALES PURSUANT TO SECTION 517.061(11) IS HEREBY COMMUNICATED TO EACH FLORIDA OFFEREE. EACH PERSON ENTITLED TO EXERCISE THE PRIVILEGE TO AVOID SALES GRANTED BY SECTION 517.061(11 AND WHO WISHES TO EXERCISE SUCH RIGHT, MUST, WITHIN 3 DAYS AFTER THE TENDER OF ANY AMOUNT TO THE COMPANY OR TO ANY AGENT OF THE COMPANY (INCLUDING THE SELLING AGENT OR ANY OTHER DEALER ACTING ON BEHALF OF THE PARTNERSHIP OR ANY SALESMAN OF SUCH DEALER) OR AN ESCROW AGENT CAUSE A WRITTEN NOTICE OR TELEGRAM TO BE SENT TO THE COMPANY AT THE ADDRESS PROVIDED IN THIS CONFIDENTIAL EXECUTIVE SUMMARY. SUCH LETTER OR TELEGRAM MUST BE SENT AND, IF POSTMARKED, POSTMARKED OR PRIOR TO THE END OF THE AFOREMENTIONED THIRD DAY. IF A PERSON IS SENDING A LETTER, IT IS PRUDENT TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ASSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. SHOULD A PERSON MAKE THIS REQUEST ORALLY, HE MUST ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

FORWARD-LOOKING STATEMENTS

This Offering contains forward-looking statements. Such forward-looking statements are generally accompanied by words such as "intends," "projects," "strategies," "believes," "anticipates," "plans," and similar terms that convey the uncertainty of future events or outcomes. The forward-looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, dependence on the services of the current officers and directors of the Company, the competitiveness of the industry, the regulatory climate of the industry, the possibility that the Company may need additional funding precipitating dilution of ownership, no assurance that the Company's services will be competitive, and the general economic climate may affect future results of the Company. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof and are in all cases subject to the Company's ability to raise sufficient capital. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof.



SUMMARY OF BONDS (THE "BONDS") PRIVATE PLACEMENT OFFERING

The following summary is qualified in its entirety by reference to more detailed information appearing elsewhere herein. Each prospective bondholder is urged to read this document in its entirety, including without limitation those identified in the "Certain Risk Factors" section. The Company undertakes no obligation to publicly revise these documents to reflect events or circumstances that arise after the date hereof.

The Issuer: CULBERTSON & CO. ("C&C" or the "Company"), is a Delaware, USA corporation established on August 14th, 2001.

The Opportunity: Culbertson & Co. is a USA-based multinational consulting, environmental, chemicals and technology company, providing consultative, environmental solutions and energy reduction solutions worldwide. C&C intends to leverage its cutting-edge technology and very significant financial and human resources to continue in the path of organic growth as well as conducting a very active merger and acquisition program beginning in 2019, aligned with the concentration of the products and services currently offered or planned to be added by the company.

C&C recently closed a sizable transaction that yielded a \$50 billion-dollar profit, which profit has been set aside and blocked in an account, as cash backing for the retirement of the corporate bonds being marketed. This cash backing serves to considerably limit the risk of bond non-payment to the investor.

Culbertson & Co.
11890 Sunrise Valley Drive
Reston, Va 20191
www.culbco.com

The books and records of the Company are located at its principal place of business.

Company Contact; Chief Executive Officer: [REDACTED]

The Offering: The Company is offering up to \$50,000,000,000 Bonds to individuals and entities that qualify as institutional investors or sophisticated individual investors or are accredited investors within the meaning of Rule 501 (a) under the Act (the "Securities Act").

Exit Options: The Bonds offered herein will be deemed RULE 144a "restricted securities" for as defined by the Securities Act, and may not be sold, transferred or otherwise disposed of except under certain limited circumstances and conditions (Institutional Investors six (6) months minimum per Rule 144a). Furthermore, it is likely that a lending institution will accept the Bonds as pledged collateral for loans proving a Financial Guarantee Bond and/or Credit Rating or as regular trading in markets develops.

Plan of Distribution: The Bonds will be offered directly by the Company.

Company history summary: The Company has operated as a consultancy since its foundation in 2011, in that time the company has been involved in a number of interesting cases, one in particular involved the successful collection of a nearly 20-year-old Stand By Letter of Credit issued by a defunct Yugoslav bank, Collection was eventually made and the client received approximately twice the face value of the original issue. In 2014 the company entered the environmental marketplace with a fuel borne catalyst and environmental remediation products. In addition, the company also in 2014 entered the LNG marketplace with plans to build an LNG terminal in Europe. The Company is currently evaluating projects such as energy storage in Europe and is designing a program to reduce inequality in Central America. The company plans to open offices in London, Milan, and Zagreb in 2019.

Summary of Risks: The following is a summary of certain risks. Please see the section titled "Certain Risk Factors" for greater detail of certain of these risks.

- There is a transparent public market and liquidity for the corporate Bonds being issued. The ability to transfer or sell your Bonds is restricted. Therefore, you will likely be required to wait until the Bonds have matured before you trade or sell your Bonds. (Qualified Investors six (6) months minimum per Rule 144a).
- The Company closed a recent transaction that yielded a sizable cash profit, which profit has been deposited and blocked as cash backing for the retirement of the subject bonds, the deposit is currently being held by FIDES Gestion Financiera S.A. de R.L. de C.V., SOFOM, The Company may decide to change the deposit to another entity in the future. This cash backing provides to considerably limit the risk of bond non-payment to the investor.
- Municipal Securities, Public and Private Account Receivables, Commercial Paper, Public and Privately held real estate Notes, tax certificates investments are time sensitive and require detailed research.
- You have no discretion over how the Company spends the proceeds from the Bonds, and you must trust the judgment of the Company and its management in how they invest your money in tax certificates and tax deeds.
- The Company's ability to service debt, payment principal and interest on the bonds are secured in the raised capital that is not placed at risk, secured in the Company's acquired, owned and controlled liquid assets deposited and blocked at the Custodian entity.

These assurances are subject to the type of the bonds being issued, industry and market performances also the business model and the performance of the Company. Due to the nature of industry regulations, low risks ventures and transparent market investment described herein, there can be the intended assurance that the Company is positioned to service the debt value of the bonds, or any or of the entire portion of the principal amount Of the Bonds.



- As a holder of Bonds which are debt securities, there are no voting rights on matters related to the Company at this time.

THE OFFERING

Securities: If fully subscribed, the Company will issue \$50,000,000,000.00 in Bonds. See "Description of Bonds." Each Bond will evidence \$500,000,000.00 denominations in principal amount.

Offering

Amount: Bondholders may purchase a minimum of one (1) Bond in Five Hundred Million USD (\$500,000,000.00) denominations, in the principal amount of ~~\$500,000,000.00~~ per Bond, subject to the Company's right to accept subscriptions for fewer bonds. The maximum aggregate number of Bonds that the Bondholders may purchase is 100 bonds, in the aggregate amount of \$50,000,000,000.00. On the date of purchase, the funds will be deposited in the Bank and the Bonds will be issued to the Bondholders (the "Date of Issuance"). There is no minimum amount of Bonds that the Company is required to sell before conducting an initial closing. Thereafter, the Company may have additional closings in its discretion during the Offering Period. The Company reserves the right to terminate this Offering at any time.

Offering Period: The Offering will terminate on Bond maturity date at the sole discretion of C&C, but nonetheless in compliance with any regulations as required by SEC Rule 506 (c) (the "Offering Termination Date"). Management reserves the right to terminate the Offering at any time. Any subscriptions which have been tendered to C&C and have not been accepted on or before the Offering Termination Date will be returned to subscribers and any subscription funds included therewith will be returned without interest thereon unless the Offering Termination Date is extended or C&C elects, in its sole discretion, to accept such subscriptions. The Offering Period begins on MAY 2nd, 2019, and will terminate at the earlier of (i) the date upon which the Company shall have accepted subscriptions for \$50,000,000,000.00 in principal amount of Bonds; or (ii) June 2, 2029. The Company may, in its sole discretion, extend the Offering Period.

Eligibility of Investors: The Company may sell Bonds to individuals or entities, to institutional investors or sophisticated individual investors or accredited investors within the meaning of Rule 501 (a) under the Securities Act.

How to Subscribe: The Company will review subscription applications as they are received. In order for an application to be considered, the applicant must complete and execute the Bond Purchaser Questionnaire, Bond Purchaser Agreement and provide payment for the desired subscription. If the application is accepted, the Company will then countersign the Bond Purchaser Agreement and execute the Bond in the form attached, indicating the principal amount that has been accepted for the subscription.

Description of Securities: CULBERTSON & CO. is offering \$50,000,000,000.00 Bonds of its authorized Corporate Bond Issue ("the Bonds") to individuals or entities, to institutional investors or sophisticated individual investors or accredited investors within the meaning of Rule 501(a) under the Securities Act. at



a purchase price of ~~500,000,000.00~~ per Bond (the "Offering"). The Bonds are offered pursuant to Rule 506 of Regulation D of the Securities Act of 1933 ("Securities Act") and applicable state securities laws. The Company, in its sole discretion, elects to accept subscriptions for Bonds. The Bonds, when issued, will be fully paid at maturity. The Offering price of the Bonds has been arbitrarily determined by the Company and bears no relationship to the value of assets, earnings, or book value of the Company.

Security: The Bonds will be secured by a blocked cash deposit at the Collateral Agent, currently FIDES Gestion Financiera, SOFOM, see discussion of "Certain Risk Factors." The Company has entered into a Collateral Agency Agreement, attached hereto in Exhibit "B" with FIDES that will serve as collateral agent on behalf of all Bondholders. The Collateral Agent may be changed by the Company.

The Company has executed a Security Agreement with the Collateral Agent on behalf of the Bondholders whereby the Company will grant a security interest in all the assets of the Company. The security interest will be managed by the Collateral Agent, which will take direction from the Bondholders in accordance with the Collateral Agency Agreement. The Bondholders will each irrevocably authorize the Collateral Agent to take such action on behalf of each Shareholder, and to exercise such rights and powers and to perform such duties, as are specifically delegated to or required of the Collateral Agent by the terms of the Collateral Agency Agreement and Security Agreement.

The rights and remedies to be exercised by the Collateral Agent in the event of default by the Company shall be exercisable only by the Collateral Agent on behalf of all the Bondholders in accordance with the terms of the Collateral Agency Agreement. The Collateral Agency Agreement provides among other things, that no Bondholder may alter the terms of the Bonds or enforce the Bonds against the Company individually. All such actions and similar actions are reserved for Bondholders and delegated to the Collateral Agent. The Company makes no representation or warranty regarding the financial condition of the Collateral Agent.

Use of Proceeds: The Company intends to use the net proceeds from the sale of the Bonds offered hereby primarily to fund and execute business and the purchases as stated in this Private Placement Memorandum and the company's business plan.

Restrictions on Resale: The Bonds offered herein have not been registered under the Securities Act or any state securities laws and may not be offered or sold unless registered or pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. Restricted securities are previously-issued securities held by security holders that are not freely tradable because the sale transaction from the issuer to the security holders was a private transaction- After such a private transaction, the security holders can only resell the securities into the market by using an "effective" registration statement under the Securities Act or a valid exemption from the registration requirements of the Securities Act for the resale, such as under the Securities Act. If holders of restricted securities want to resell using an effective registration statement, the issuing company can provide a registration statement for them to make sales in a public offering by following the process discussed above for registering a public offering of securities.



Alternatively, a holder of restricted securities can resell using an exemption. For example, under the Securities act Rule 144 provides an exemption that permits the resale of restricted securities if a number of conditions are met, *including holding the securities, depending on whether the issuer has been filing reports under the Exchange Met. Rule 144 may limit the amount of securities that can be sold at one time and may restrict the manner of sale, depending on whether the security holder is an affiliate. An affiliate of a company is a person that, directly, or indirectly through one or more intermediaries' controls, or is controlled by, or is under common control with, the company.*

No General Solicitation: No general solicitation has been made in connection with issuance of the securities being offered and subscriptions for the purchase of the Bonds will be accepted only from institutional investors or sophisticated individual investors or accredited investors within the meaning of Rule 501(a) under the Act.

WHO SHOULD INVEST (SUITABILITY STANDARDS)

Subject to the right of the Company to sell Bonds to institutional investors or sophisticated individual investors or accredited investors within the meaning of Rule 501 (a) under the Act, Bonds will be sold only to those investors who submit an Offeree Questionnaire in the form attached hereto as Exhibit A establishing to the satisfaction of the Company that:

He or she: (i) is at least eighteen (18) years of age; and (ii) (a) is an institutional investor or sophisticated individual investor or accredited investor within the meaning of Rule 251(a) under the Act or (b) meets certain suitability standards set forth in the Subscription Agreement.

The investor has such knowledge and experience in financial and business matters that he is able to evaluate the merits and risks of an investment in the Bonds.

The investor has the financial ability to bear the economic risk of an investment in the Bonds, adequate means of providing for his current needs and personal contingencies and no need for liquidity in an investment in the Bonds.

The investor is acquiring the Bonds for his own account for investment and not with a view to resell or distribution.

ESTIMATED USE OF PROCEEDS

Assuming the sale of all Of the Bonds the following sets forth summary information about the estimated use of offering proceeds, based on the sale of all \$50,000,000.00 Bonds on offer. If this private placement is fully subscribed, the anticipated net proceeds from the sale of the Bonds offered, after deducting maximum offering and organization expenses and fees, is estimated at approximately \$50,00,000,000.00. However, the actual net proceeds the Company will receive will depend on the number of Bonds sold. The planned use of proceeds shown in the Prospectus is subject to change based on the actual net proceeds received from this Offering, actual expenses, changes in general business, economic and competitive conditions, timing and management discretion, each of which may change the amount of proceeds expended for the purposes intended.

RISK FACTORS

THE SECURITIES BEING OFFERED INVOLVE SOME DEGREE OF RISK AND, THEREFORE, SHOULD BE CONSIDERED MODERATELY CONSERVATIVE TO MODERATELY AGGRESSIVE. THEY SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD THE POSSIBILITY OF THE LOSS OF THE ENTIRE INVESTMENT. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PRIVATE PLACEMENT MEMORANDUM AND CAREFULLY CONSIDER, AMONG OTHER FACTORS THE FOLLOWING RISK FACTORS.

Management of C&C, which is currently a profitable entity with its principal business focus as set forth in the prospectus. (The risks and uncertainties described below are not the only ones faced). Additional risks and uncertainties not known to the Company or known ones, but believed to be less significant could also impair the business. If any of the following risks actually occur, the business, financial condition or operating results could be negatively affected). Among other things, consider the following:

ASSURANCE OF PROFITABILITY.

Due to the nature of the securities, financial and economic structures and the management's experience there can be a high degree of assurance that the Company will be profitable.

DEPENDENCE ON MANAGEMENT

The Company has the ability to rapidly and significantly expand its operations and anticipates that significant expansion of its operations will be by use of third-party expert administrations of legal, accountant and industry compliance that will continue to be required in order to address potential market opportunities. The rapid growth will place and is expected to continue to place a significant strain on the operations, financial resources and Company's management. The normal course of business has cyclical time frames, The Company's success is principally dependent on its current management and personnel for the operation of this business, the consistency in the laws of the sovereign power of entities involved, and the high credit rating of the assets purchased and managed.

THE COMPANY MUST PROCURED TALENTED, EDUCATED and EXPERIENCED PERSONNEL, ACQUIRE EQUIPMENT AND EXPAND MARKET AND OPERATIONS FACILITIES IN ANTICIPATION OF INCREASED BUSINESS

In the event, that the Company may not be able to hire or retain qualified staff, and if qualified and skilled staff are not attracted and retained the growth of the business may be limited. The ability to provide high-quality service will depend on attracting and retaining professionally experienced staff, as well as educated staff that is relevant to our marketing, technology and general experience in real estate investing. There will be competition for personnel with these skill sets. Some technical job categories may experience severe shortages in the jurisdictions where the Company has its operations.

BROAD DISCRETION IN APPLICATION OF PROCEEDS

The management of the Company has broad discretion to adjust the application and allocation of the net proceeds of this Offering in order to address change in circumstances and opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of the management and executive board of the Company with respect to the application and allocation of the net proceeds thereof.

The net proceeds from the Offering will be applied to the current model and growth strategy found under "Use of Proceeds". See "Use of Proceeds" above.

ARBITRARY OFFERING PRICE

The price of the Bonds offered herein has been arbitrarily determined by the Company and bears no relationship to the Company's earnings, book value or any other recognized criteria of value.

IMMEDIATE AND SUBSTANTIAL DILUTION

An investor in this Offering may experience immediate and substantial dilution-

LACK OF AUDITED FINANCIAL STATEMENTS

The Company had no obligation to audit its financial statements. In the future, the books and records of the Company will be audited by a firm of independent certified public accountants selected by Management.

FAILURE TO MANAGE THE GROWTH COULD REDUCE REVENUES OR NET

INCOME A rapid expansion could strain infrastructure, management, internal controls and financial systems. To support growth, the Company plans to hire new employees to integrate and properly train because inadequate integration and training of employees may result in underutilization of the workforce and may reduce revenues or net income.

Additional Information

During and prior to any sale in this Offering, each purchaser and their professional advisor(s), if any, are invited to ask questions concerning the terms and conditions Of the Offering and to request any additional information necessary to verify the accuracy of the information herein. Such information will be provided to the extent the Company possesses such information or can acquire it without unreasonable effort or expense.

Each prospective investor will be afforded the opportunity to obtain additional information which they reasonably require, and to receive answers from, the Company or its authorized agents, concerning the terms and conditions of the Offering and any additional information which investors believe is necessary to evaluate the merits of the Offering, as well as to verify the accuracy of the information herein or provided



in response to the investor's inquiries. Any prospective investor having any questions or desiring additional information should Contact:



Chief Executive Officer 11890 Sunrise Valley Drive, Reston, VA 20191



Exhibit "A" PROSPECTUS

1. Executive-Summary

CULBERTSON & CO. has operated as a consultancy since it's foundation in 2011, in that time the company has been involved in a number of interesting cases, one in particular involved the successful collection of a nearly 20-year-old Stand By Letter of Credit issued by a defunct Yugoslav bank, Collection was eventually made and the client received approximately twice the face value of the original issue. In 2014 the company entered the environmental marketplace with a fuel borne catalyst and environmental clean-up products. In addition, the company also in 2014 entered the LNG marketplace with plans to build an LNG terminal in Europe. The company plans to open offices in London, Milan, and Zagreb in 2019. Revenues are generated through its consultancy, construction/development and environmental units.

2. Vision Statement

We understand that our mission and shareholders are the reason we exist. We strive to create long-term relationships with our Clients and Customers and create lasting partnerships with those, with whom we do business. We do this through a network of Business Partners located around the World, our Business Partners provide an immense wealth of knowledge of local markets and keep us abreast of local developments and business opportunities. Business Partners participate in developing new methods and programs to improve sales of Culbertson & Co. products and services. This allows us to have an intimate knowledge and understanding of the issues, so we can deliver the appropriate solutions. We constantly refine our concepts, products and innovative methods and technologies and find our greatest satisfaction in making our projects successful. We enjoy our work and the people with whom we do business

3. Background

C&C's team of highly motivated executives and staff with significant experience in mergers and acquisitions, building public and private companies, joint ventures, strategic alliances, project developers in the field of acquiring and licensing technologies, The leadership team has a great many years of combined experience, knowledge, expertise and rigorous field training that provides for successful projects. We take great effort in maintaining long-term partnerships primarily due to the value we bring to every technology acquisition and project development. Our leadership team over the many years has earned an exceptional reputation for building successful companies.

4. Strategy and policy

C&C's policy is to use criteria that enhance the Company's business integrity while giving Clients services desired. During the forecast period, the Company will continue to utilize policies that capture the essence of integrity, creativity, and transparency. Investment and Market Risk. All investing and trading activities (including technology-related debt investing) risk the loss of capital. NO assurance can be given that the Company's investment objective will be achieved, that the performance of the Company and the Company's assets will be positive over any period of time, or that stockholders will not suffer losses. An investment in corporate bonds represents an indirect investment in the assets owned by the Company. The value of the Company's portfolio and other assets may move up or down, sometimes rapidly and unpredictably, and in certain circumstances investment techniques utilized by the Company may increase the impact of such adverse market movements. At any point in time, assets value may be worth less than the original investment.

5. Risk Management Internal Control

C&C appreciates that in order to help reduce risk, increase portfolio growth, increase profitability performance, and increase cash flow, it must adhere to the following risk management policies which include maintaining adequate capital, performing thorough background checks, maintaining an up-to date database of vendors, and fact-checking all requisitions to assure authenticity. The Company's risk management function fosters a disciplined risk culture and creates appropriate transparency, providing a sound basis for management to define suitable risk. C&C conducts a company-wide, standardized reputational risk review process every year.

6. Company Objectives

The Company's objectives are concise:

- Become the Fuel Borne Catalyst and environmental remediation industry leader.
- Provide the technology through the company's CLEAR program to reduce toxic air
- Continue and excel with our primary mission which is to first do no harm
- Exceed our Client's expectations
- Provide forward—thinking, creative and financially practical solutions
- Optimize our vast experience and resources to best serve each Client
- Create an empowering and inspiring workplace for our employees
- Engage a team of professionals who are committed to excellence
- Recognize our employees for their contributions to our community, our industry, and our firm.



In order to achieve these objectives, the Company's continuing strategy is founded on the following initiatives: Cultivate long-term partnerships; Strive for transparency in all we do; Our most valued resource is our employees.

- Prudent Risk Management; continually seek to enhance risk management techniques and provide assurance that risks are identified, monitored and controlled appropriately
- Provide a robust science program to develop new products and new uses for existing products
- Innovative Services; always provide relevant and life-improving technology and services, to our projects.
- Technology and Security; Cyber Security is a focus in this ever-changing and challenging IT environment. To create and enhance a safe and secure environment, in which to do business.

7. Values

Core Values of Culbertson & Co.

Integrity: Adherence to the highest ethical standards is required and there will be no engagement in any activity that involves even the appearance of impropriety.

Excellence: The highest standards of quality will be maintained at all times.

Accountability: All commitments to employees, customers and suppliers will be fulfilled, Responsibility for the results of decisions and actions will be acknowledged.

Fairness: Firm commitment to maintaining a business environment that values people and respects the rights and dignity of fellow employees, customers and suppliers.

Community: Culbertson & Co. has an ongoing commitment to the communities in which it does business. There will be an affirmative and ongoing dedication to serving the people in the communities in which the company and its affiliates do business

C&C's code of conduct is informed a common set of ethical values and professional standards across the Company and guides its efforts to maintain and strengthen its reputation for integrity, fair dealing and measured risk-taking. In this competitive professional environment, we must be certain we are engaging in creative compensation packages that will not only attract key talent but that our long-term commitment to the employee that encourages career retainage.

Culbertson & Co. Operating Principles

Recognize, support and defend inalienable human rights

Promote equal opportunity for employees at all levels of the company

Operate without abuse of employees and without unacceptable activities such as exploitation of children, physical punishment, involuntary servitude or other forms of abuse.

Compensate our employees to enable them to meet at least their basic needs and provide opportunity for improvement and advancement.



Work with governments, communities and those firms with which we do business to improve the quality of life in the communities where we operate.

Promote the application of these principles by those firms with whom we do business.

9. Economic Environment

The U.S. economic outlook is mixed according to the key economic indicators. The most critical indicator is the gross domestic product, which measures the nation's production output. The GDP growth rate is expected to remain between the 2 percent to 3 percent, which is the ideal range. Unemployment is forecast to continue at the natural rate. There isn't too much inflation or deflation. That's an economy that President Donald Trump promised to increase economic growth to 4 percent. That's faster than is healthy.

Growth at that pace leads to overconfident irrational exuberance. That creates a boom that leads to a damaging bust. The factors that cause these changes in the business cycle are supply, demand, capital availability, and the market's perception of the economic future. We only have to go back to 2005 and 2006 to remember the overconfident irrational exuberance in the housing industry, coupled with the residential mortgage-backed securities issues, the economy tanked. We'll have none of that thank you. Yes, we believe we are in for a softening of the economy in the next 18 to 24 months but nothing that is unusual or troubling. When we look back, we can see a series of consistent market downturns that were foreseeable and we planned for them. The early 2000's aside, the market rhythm can be anticipated and there are opportunities for those that are properly positioned with a strong cash position and that is where we will be. Culbertson & Co. is well positioned for any economic turndown.

10. Senior Leadership

The senior leadership at Culbertson & Co. is currently held by the following outstanding professional with an extensive successful track record,

Chairman and Chief Executive Officer

██████████ is the Chairman and CEO of Culbertson & Co. He is the former Administrator of the 17th Congressional District of Ohio.

Director of European Operations

██████████ serves and the Director of European Operations, he is well versed with operations in multiple countries.

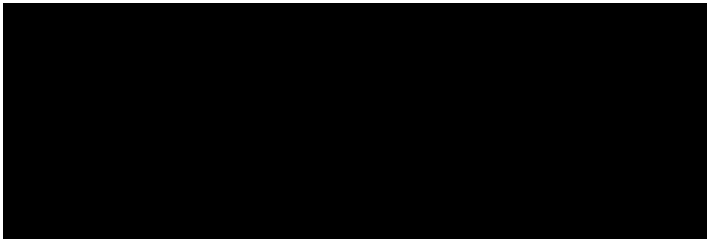
Director of the London Office


██████████ directs operations in the London Office where she evaluates business opportunities for Culbertson & Co. She has a background in ecological science as well as economic development.



The senior Leadership of Culbertson & Co. is experienced and very capable of carrying out the business processes of the Company. Senior Personnel have acquired their experience in relevant industries to Culbertson & Co.'s core business units. Senior management personnel are expected to grow in number in the next few months, with people who are just as experienced, talented, and capable following in the Culbertson model.

This Memorandum respectfully submitted by




Chairman and CEO

May 2nd, 2019

Exhibit "B"
Corporate Certificate of Incorporation

Division of Corp. 8/15/01 6:04: PAGE 003/3 RightFAX

Sent By: HARVARD BUSINESS SERVICES ; 302 644 1370; Aug-14-01 4:26PM
SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 08/14/2001
 010399124 - 3425479

CERTIFICATE OF INCORPORATION
OF
Culbertson & Co.

FIRST: The name of the corporation is: Culbertson & Co.

SECOND: Its registered office in the State of Delaware is located at 25 Greystone Manor, Lewes, Delaware 19958-9776, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 2,000 shares having a par value of \$ 0.00 per share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SIXTH: This corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of Delaware, the board of directors is authorized to amend or repeal the bylaws.


EIGHTH: The corporation reserves the right to amend or repeal any provision in this Certificate of incorporation in the manner prescribed by the laws of Delaware.

NINTH: The incorporator is Harvard Business Services, Inc., whose mailing address is 25 Greystone Manor, Lewes, DE 19958. The powers of the incorporator are to file this certificate of incorporation, approve the by-laws of the corporation and elect the initial directors.

TENTH: To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, Richard H. Bell, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 14th day of August, 2001.

Signed and Attested to by:


 Richard H. Bell, President & Secretary
 HARVARD BUSINESS SERVICES, INC.