

PRIVATE PLACEMENT MEMORANDUM

FeeSimpleHosting, Inc.
A Delaware Corporation

Up to 5,000,000 Shares of Common Stock
No Par Value

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK

The shares are suitable for investment only by persons (i) who are financially able to make a long term investment commitment, (ii) who have a limited need for liquidity in their investment, and (iii) who can afford the risk of total loss of their investment. There is no established public market for the Common Stock of the Company and it may be difficult for an investor to resell the Common Stock offered hereby. A public trading market is not expected to arise within the foreseeable future.

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR THE DELAWARE STATE SECURITIES DIVISION OR ANY OTHER STATE SECURITIES DIVISION AND ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER STATE SECURITIES ADMINISTRATOR HAS REVIEWED THIS OFFERING OR THIS PLACEMENT MEMORANDUM