

**PRIVATE PLACEMENT OFFERING  
MEMORANDUM**

**Securitized Convertible Bond**

**Issue of \$300,000 (U.S.) Medium Term One Year Notes  
Series A - Series B - Series C**

**Secured by financing agreement with USCL Corporation and specified collateral  
consisting of current granted U.S. & State of Israel patents and future cash as specified.**

**OFFERING CIRCULAR**

**Rev “D”  
February 12, 2016**



*( Limited Liability Company under the laws of the State of Nevada, United States of  
America)*

**EnergyCite®  
EnergyCite LTD  
204 West Spear Street, Suite 3543  
Carson City, Nevada 89703  
+1-916-482-2000**

These Notes will be secured EnergyCite LTD obligations. EnergyCite LTD is the issuer. Each purchaser of a note hereunder shall automatically become a member of EnergyCite LTD a limited liability company organized in the State of Nevada.

EnergyCite LTD is a duly authorized Nevada LLC organized for the specific purpose as described herein to fund the initial production and launch of a “crowd funding campaign” to fully support the production of the “PowerMasters™ game series. The initial founders of EnergyCite LTD are Tom D. Tamarkin (Carmichael, CA,) Pat Boone (Beverly Hills, CA,) Don London (Somerset, CA,) and Emily J. Tamarkin (Carmichael, CA.) A certified copy EnergyCite LTD’s Articles of Organization may be found at:  
<http://energycite.com/docs/EnergyCiteNVOrgArt.pdf>

Furthermore, EnergyCite LTD has entered into a cooperative agreement with USCL Corporation to fund the maintenance of USCL’s U.S. and Israeli patents, trademarks, related IP, and technology in exchange for which EnergyCite LTD will ultimately be “reversed merged” into USCL Corporation or otherwise acquired thereby taking advantage of an approximate \$2.7 million USD federal tax loss carry forward which will offset up to \$810,000 in federal taxes resultant from the crowd funding campaign. USCL is a privately funded development stage company that invented and developed the EMS-2020 product line which is, in part, described in several videos including national CBS news coverage at:  
<http://energycite.com/videos.php>

This bond may be converted at the sole option of the bondholder into shares of USCL Corporation stock provided however, that the USCL Corporation is revived in the State of Nevada. The share strike price shall be \$1.00 per share pursuant to the most recent USCL Private Placement Offering Memorandum. A current PPOM shall be provided to all bond holders on request. This option to convert may be exercised at any time by the bondholder from date of purchase through date of maturity.

The patents and USPTO issued registered EnergyCite® trademark are described and indexed at: <http://fuelfuture.com/patents/>

The terms and conditions of these notes are defined in this EnergyCite LTD Offering Memorandum. The offering is structured for a special purpose and project financial requirement, and predicated on the firm’s business plans to use a significant portion of the funds provided from the sale of these notes to develop, produce, launch, and manage a Kickstarter type “Crowdfunding Campaign” based on the business opportunity described at: <http://energycite.com/> The interest paid on the notes is described below under Series A, Series B, and Series C. The interest rate is abnormally high by traditional business standards and may far exceed the commercial & consumer

lending usury statutes of certain states.

As a Nevada LLC, EnergyCite LTD has full legal authority to pay a stipulated interest amount in excess of any State of Nevada lending statutory limits so long as both EnergyCite LTD and its lenders/investors agree pursuant to the terms, conditions, and disclosures of this private placement bond offering.

The issuer acknowledges the above and specifically agrees that it will not use any usury statute of any state to limit the amount of interest it pays through the normal transactional course of repayment of the subject notes or in the event of litigation; the issuer shall under no circumstance use usury as an affirmative defense in the event of litigation.

The reasons the interest rate is significantly higher than “market rate” is to provide an adequate “upside advantage” to investor/lenders given the complexities and perceived risks associated with the company’s plan to raise funds through crowdfunding and the multiple complexities associated with the repayment through the liquidation of the security offered by the notes in the event the crowdfunding campaign falls short of its financial goals.

The key business factors that make this an acceptable business transaction for both the issuer and investor/lenders relates to the unique nature of the company’s business, the means by which it will obtain funding through a crowdfunding campaign with an extremely high probability of success and the Federal Tax Loss Carry Forward available to offset income tax liability from the crowdfunding campaign.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Act”), the Securities Act of Nevada or the securities laws of any other jurisdiction, relying on exemptions from registration provided by Sections 3(b) and 4(2) of the Act, Rule 144A and other comparable exemptions under Regulation “D”, rules 504 of the Act.

## RESPONSIBILITY STATEMENT

The Issuer, EnergyCite LTD, accepts responsibility for the information contained in this Offering Circular.

To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case) the information contained in this Offering Circular is in accordance with the facts and does not omit anything likely to affect the import or accuracy of such information.

This Offering Circular is to be read in conjunction with all documents which are

deemed to be incorporated herein by reference (see "Documents Deemed to be Incorporated by Reference" below). This Offering Circular shall, serve as specified herein, be read and construed on the basis that such documents are so incorporated and form part of this Offering Circular.

No person has been authorized to give any information or to make any representation not contained in or consistent with this Offering Circular or any other information supplied in connection with the Program and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer, or any Dealer.

Neither this Offering Circular nor any other information supplied in connection with the Program: (i) is intended to provide the basis of any credit or other evaluation; or (ii) should be considered as a recommendation by the Issuer, or any third party that any recipient of this Offering Circular or any other information supplied in connection with the Program should purchase any Notes. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. By purchasing any Note, each investor will be deemed to have represented that it has sufficient knowledge and experience and has taken such professional advice as it thinks necessary to make its own evaluation of the merits and risks involved in purchasing the Note and in making an investment of this type.

The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer does not represent that this document may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, nor assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer which would permit a public offering of the Notes or distribution of this Offering Circular or any other offering material relating to the Program or the Notes issued thereunder in any jurisdiction where action for that purpose is required.

Accordingly, the Notes may not be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material relating to the Program or the Notes issued thereunder may be distributed or published in any jurisdiction, except in circumstances that will result in compliance with any applicable laws and regulations.

The Notes may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or any individual retirement account or plan subject to Section 4975 of the United States

Internal Revenue Code of 1986, as amended (the "Code"), unless the purchase and holding of the Notes does not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code for which a statutory or administrative prohibited transaction exemption is not available. Purchasers of Notes on behalf of such plans or IRAs have exclusive responsibility for ensuring that their purchase and holding of the Notes does not constitute a prohibited transaction under Section 406 of ERISA or Section 4975 of the Code for which an exemption is not available, and by the purchase of Notes they will be deemed to have represented that the foregoing condition has been and will be met.

All references in this Offering Circular to: (i) "U.S. dollars", "U.S. \$" and "\$" refer to United States dollars; (ii) "Sterling" and "£" refer to pounds sterling; and (iii) "euro" refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended (the "Treaty"). All references in this Offering Circular to the "United States" refer, unless the context otherwise requires, to the United States of America, its territories and possessions.

Executed this 5<sup>th</sup> day February, 2016.



Tom D. Tamarkin, General Manager.  
EnergyCite LTD

## **SUMMARY OF THE OFFERING**

This Offering Memorandum may fall under 144A, Regulation D, rule 504, and Regulation S offerings as those terms are defined in the General Rules and Regulations of the 1933 United States Securities Act (the "Act").

Each note holder shall be a member of the EnergyCite LTD LLC as defined by Nevada statutes describing the operation and structure of Nevada Limited Liability Companies and recorded by EnergyCite with the Nevada Secretary of State office on July 21, 2015 and as evidenced by the Secretary of State, State of Nevada Limited Liability Company Charter Certificate Number C20150721-0154 which may be verified on-line at: <http://www.nvsos.gov.gov>.

When a note is purchased by the buyer sometimes referred to herein as the noteholder, an EnergyCite LTD member certificate is issued to the noteholder.

When the note is paid in full, the LLC member status of the noteholder terminates and the LLC member certificate shall be deemed null and void.

Under this Medium Term Note Program (the "Program",) offered by EnergyCite LTD, the payment and delivery of all amounts due in respect of said Notes will be unconditionally and irrevocably guaranteed by the Issuer. The Notes shall bear interest at a rate as defined in the Series A, B, and C schedule

The maximum aggregate nominal amount of all Notes from time to time outstanding will not exceed \$300,000 (Three Hundred Fifty Thousand Dollars U.S.) (or its equivalent in other currencies calculated as described herein) subject to increase as provided herein. The Notes will be issued on a continuing basis to one or more investor/lenders as purchased and funds are collected.

### THE OFFERING

Securities offered .....\$300,000 in principal amount

#### Terms of Notes:

<i>Maturity</i>	12 months after issuance.
<i>Interest Rate</i>	Series A 100% Series B 50% Series C 25%
<i>Interest Payments</i>	Interest and principal paid upon maturity
<i>Security</i>	The notes are secured by a finance agreement with USCL Corporation which provide a security interest in all proceeds resulting from a crowdfunding campaign to finance the development of certain products including but not limited to the video game series discussed at <a href="http://fusion4freedom.us/energycite-interactive-video-games/">http://fusion4freedom.us/energycite-interactive-video-games/</a> and <a href="http://gamesthatmatter.biz/">http://gamesthatmatter.biz/</a> and a subordinated security interest in certain US and State of Israel granted patents as scheduled at: <a href="http://fusion4freedom.us/patents/">http://fusion4freedom.us/patents/</a> Such subordination allowing for the judgment, priority, & secured creditors of USCL Corporation to be repaid from the disposal of

the patents on a priority basis in the event of a patent sale trigger event; such an event shall be the lack of performance of the crowdfunding campaign to provide sufficient funds to cover the outstanding balance of these loans along with minimum product development activities to satisfy the crowdfunding donors, (or) the lack of raising sufficient funds from this offering to fund the Crowd Funding Campaign.

- Use of Proceeds: The net proceeds realized by the Company will be used to implement the Company's preparation and management of its crowdfunding campaign and the Company's operational expenses as well as certain legal, accounting and corporate expenses of USCL necessary for the maintenance of the USCL Federal Tax loss carry forward and its granted and pending patents.
- Reports to Noteholders: We intend to furnish our Noteholders bi-annual reports containing financial statements. In addition, we plan to issue other appropriate reports to Noteholders at least quarterly.
- Subscription Period: The subscription period for the offering will Commence on February 4, 2016 and terminate on August 4, 2016 unless extended by the Company. The offering is for \$300,000, in principal amount of Notes.

## **FORWARD LOOKING STATEMENTS**

This offering circular may contain certain forward-looking statements as defined under Section 21E of the Securities Exchange Act of 1934. Such statements include, but are not limited to, statements made throughout the Offering Circular. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", or other words of similar meaning.

By their nature, forward-looking statements are inherently predictive, speculative and involve risk and uncertainty. There are a number of factors that could cause actual results and developments to differ materially from those expressed in or

implied by such forward looking statements, including, the ability of the Company to maintain appropriate levels of insurance, changes in the cost and availability of raw materials, key personnel and changes in supplier dynamics.

## **NOTICE TO INVESTORS**

This offering circular does not constitute an offer to sell or a solicitation of an offer to buy the notes to any person in any jurisdiction where it is unlawful to make such an offer or solicitation.

The notes described in this offering circular have not been registered with, recommended by or approved by the Securities and Exchange Commission (the "SEC") or any other federal, state or foreign securities commission or regulatory authority, nor has the SEC or any such securities commission or authority passed upon the accuracy or adequacy of this offering circular. Any representation to the contrary is a criminal offense.

You should not construe the contents of this offering circular as investment, legal, or tax advice. You should consult your counsel, accountant and other advisors as to legal, tax, business, financial and related aspects of a purchase of the notes. We are not making any representation to you regarding the legality of an investment in the notes by you under appropriate legal investment or similar laws.

In making an investment decision regarding the notes offered by this offering circular, you must rely on your own examination of our company and the terms of this offering, including, without limitation, the merits and risks involved. This offering is being made on the basis of this offering circular.

This offering is being made in reliance upon an exemption from registration under the Securities Act of 1933, as amended (the "Securities Act"), for an offer and sale of the notes that does not involve a public offering. In making your purchase, you will be deemed to have made certain acknowledgements, representations and agreements as set forth under the caption "Transfer Restrictions" below.

This offering circular is being provided (i) to "qualified buyers" as defined in Rule 144A under the Securities Act for informational use solely in connection with their consideration of the purchase of the notes and (ii) in offshore transactions complying with Rule 903 or Rule 904 of Regulation S under the Securities Act. Its use for any other purpose is not authorized. This offering circular may not be copied or reproduced in whole or in part, nor may it be distributed or any of its contents be disclosed to anyone other than the prospective lender/investors to whom it is being provided and their advisors.

The notes are subject to restrictions on transferability and resale and may not be



transferred or resold except as permitted under the Securities Act and applicable state securities laws pursuant to registration or exemption therefrom. You should be aware that you may be required to bear the financial risk of this investment for an indefinite period of time.

The information contained in this offering circular has been furnished by EnergyCite LTD and other sources we believe to be reliable. This offering circular contains summaries, believed to be accurate, of some of the terms of specific documents, but reference is made to the actual documents for the complete information contained in those documents. All summaries are qualified in their entirety by this reference. Copies of those documents will be made available upon request to EnergyCite LTD.

No person is authorized in connection with any offering made by this offering circular to give any information or to make any representation not contained in this offering circular and, if given or made, any other information or representation must not be relied upon as having been authorized by us or the initial purchaser. The information contained in this offering circular and incorporated by reference herein is as of the date of this offering circular or the date of the document incorporated by reference, as the case may be, and is subject to change without notice. Neither the delivery of this offering circular at any time nor any subsequent commitment to enter into any financing shall, under any circumstances, create any implication that there has been no change in the information set forth in this offering circular or in our affairs since the date of this offering circular.

We reserve the right to withdraw this offering of the notes at any time and we reserve the right to reject any commitment to subscribe for the notes in whole or in part and to allot to you less than the full amount of notes subscribed for by you.

The possession or distribution of this offering circular and the offer and sale of the notes may be restricted by law in some jurisdictions. Persons into whose possession this offering circular or any of the notes comes must inform themselves about, and observe any such restrictions.

## **TERMS AND CONDITIONS OF THE NOTES**

The following are the terms and conditions of the Notes (the "**Terms and Conditions**") which will be incorporated by reference into each Note.

### **INTEREST**

#### **(a) Interest on Fixed Rate Notes**

Each Fixed Rate Note bears interest on its nominal amount (or, if it is a partly paid Note, the amount paid up) from (and including) the Interest Commencement Date at the rate(s) per annum equal to the Fixed Rate(s) of Interest so specified, payable in arrears on the Maturity Date so specified. The interest rates are

described on the Series “A,” “B,” and “C” schedule herein.

## **USE OF PROCEEDS**

**Issuer: EnergyCite LTD, a Nevada Limited Liability Company**

**Total Amount of Offering : U.S. \$ 300,000**

**Interest Rate: Series A, 100%; Series B 50%; Series C, 25%**

**Term: 1 Year**

### ***Structure and Use of Funds***

- 1) Eighty five percent (80%) will be used by the Company to cover the operational costs of the Company and the implementation of the Company’s plan to organize, launch and manage a successful crowdfunding campaign to finance the development of its interactive video game series generally described at:  
<http://fusion4freedom.us/energycite-interactive-video-games/> and  
<http://gamesthatmatter.biz/>
- 2) Fifteen percent (20%) will be used by the Company to cover the costs related to the maintenance of its technology partner’s, USCL Corporation, Federal Tax Loss Carry Forward status and the maintenance of its U.S. and State of Israel patents and the U.S. federal trademark status for EnergyCite®. USCL may be reviewed at:  
<http://www.usclcorp.com/> The U.S. and Israeli patents may be reviewed at: <http://fuelfuture.com/patents/>

## **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents are incorporated by reference:

- (1) The Issuer’s Articles of Organization  
<http://energycite.com/docs/EnergyCiteNVOrgArt.pdf>
- (2) The Issuers Operating Agreement  
<http://energycite.com/docs/OperatingAgreement.pdf>
- (3) A copy of the Company’s interactive game development and business outline at: <http://fusion4freedom.us/resource-management-game-for-energy/> and  
<http://fusion4freedom.us/energy-game-proposal-2/>
- (4) EnergyCite LTD State of Nevada Charter, State of Nevada Business License and Federal IRS EIN issuance at: <http://energycite.com/docs/NVEIN.pdf>

The Issuer is not subject to the reporting requirements of the Securities Exchange Act of 1934 and does not file reports and other information statements with the Securities and Exchange Commission except for Form D upon the sale of these notes.

## **PLAN OF DISTRIBUTION**

The Notes will be offered and sold by the Company only via personal presentations and internet propagation to persons who are “Accredited Investors” or the safe harbor number of unaccredited investors as defined in Rule 144A, Regulation D, Rule 504 and Regulation S.

## **LIMITED OFFERING**

The “Notes” offered by this Limited Offering Prospectus have not been registered under the Securities Act of 1933, as amended, nor under any state securities law, in reliance upon exemptions for transactions not involving a public offering, transactions exclusively with accredited investors, and transactions not involving offers or sales in the United States. Sales of Notes will be made to any number of U. S. Persons who are accredited investors who meet suitability standards established by the Company. See “Requirements for Purchasers.”

Regulation D, adopted by the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), is designed to provide a safe harbor exemption for limited offers and sales of securities. This limited offering is designed to comply with Section 4(6) of the Securities Act, Regulation S adopted thereunder, and Rule 504 of Regulation D, which, among other things, provide that:

- (a) Except for the unaccredited investor safe harbor provision of 35, the purchaser of Notes must be an “accredited investor” as defined in Regulation D; and either alone or with his purchaser representative(s) has such knowledge and experience in financial and business matters that he is considered capable of evaluating the merits and risks of the prospective investment.
- (b) The purchaser must be purchasing for his own account and not with a view to resale or distribution of the Notes.

Written representations will be made to the Company concerning each of the above matters and certain other relevant information. Any document representing

ownership of Notes will contain a legend preventing its transfer in the absence of regulation or applicable exemptions. Certain suitability standards have been adopted by the Company which must be met by a prospective purchaser in order that the purchaser is eligible to purchase Notes.

## DESCRIPTION OF NOTES

The following statements are summaries of and are qualified in their entirety by the detailed provisions of the Notes, a form of which is Exhibit B to this Prospectus.

### General

The Series A 100%, Series B 50%, and Series C 25% Fixed Rate Notes (the "Notes"), due 12 months from issuance, are to be issued by the Company to members of the company LLC..

The term note and bond may be used here interchangeably with the same meaning for both terms.

The Notes will be limited to \$1,000, \$5,000, \$10,000, and \$25,000 in aggregate principal amount and sold at 100% of par. The Notes will pay interest on their principal amount to be paid at time of maturity, one year from issuance date.

The notes are secured by the pledge of the assets of USCL Corporation subordinated to the claims of existing USCL creditors. In the event insufficient money is raised through this offering to complete the preparation and launch of the PowerMasters™ game series crowd funding campaign, USCL Corporation shall undertake the sale of its granted U.S. and Israeli patents as assigned to the company as recorded by the United States patent and Trademark Office (at <http://www.uspto.gov>) and the State of Israel Ministry of Justice Office of Patents (at: <http://www.justice.gov.il/En/Units/ILPO/Pages/default.aspx> ) The respective patent numbers are provided at: <http://fusion4freedom.us/patents/>

The patents and related USCL assets are currently hypothecated to a senior priority secured creditor, Robert S. Block, of Reno, Nevada, pursuant to a promissory note and security agreement dated January 20, 2006 and as incorporated by reference in a security and subordination agreement dated August 31, 2011 by and between the Block Group LLC and USCL Corporation. In the event the company must sell the USCL assigned patents, EnergyCite LTD shall act as agent to broker the sale of the patents. All funds resultant from such sale will be transferred to the legal offices of Mark Smallhouse, ESQ., in Reno, Nevada, as attorney of record for Robert S. Block and thereafter distributed to the USCL senior creditor (Block Group LLC) judgment creditors, priority creditors,

and secured creditors. Currently there are two recorded judgments against USCL in the approximate amount of \$150,000 (Miller) in the approximate amount of \$188,000 (Michel.) Remaining secured, priority, and general creditors of USCL in the aggregate total under \$250,000.

The notes hereunder shall be senior to the general unsecured creditors of USCL and shall be paid in full to the noteholders in such a patent liquidation event.

Based on recent due diligence undertaken by EnergyCite LTD, it is estimated that the quick sale value of the combined three granted U.S. patents and the two Israeli patents exceeds \$5 million USD.

As reflected in the use of proceeds section herein, portions of Note funds received hereunder will be used to preserve the USCL corporation's \$2.7 million USD Federal Tax Loss Carry Forward. This includes payment to the State of Nevada Secretary of State office accrued fees to revive the USCL charter and preserve all its rights thereunder pursuant to Nevada statutes.

Additional monies will be paid to the United States Patent and Trademark Office and the firm of WOLFF, BREGMAN AND GOLLER P. O. Box 1352, Jerusalem, 91013, Israel, USCL and EnergyCite's Israeli patent law firm of record to maintain the current status of the five granted patents as well as any additional fees required for new provisional patent applications.

### **Principal Amount and Security**

Each note sold will be secured pursuant to the terms set forth in this offering circular.

### **Delivery Form and Denomination**

The Notes are issued in registered sequential form without coupons in varying denominations.

The Company will treat the registered holder of a Note or Bond as the owner of such Note or Bond for all purposes.

### **Interest**

The Notes will bear interest at the annual fixed rate provided by their Series and payable one year after issuance with interest. Where required, calculations and respective interest on the Notes will be made on the basis of a 360-day year consisting of 12 months of 30 days each and, in the case of an uncompleted month, the number of days elapsed. In the event that either the Company elects

to redeem all or any portion of the outstanding Notes, interest will be paid up to but not including the redemption date.

### **Payments**

All payments when due shall be made in lawful U.S. currency transferred electronically or by company check at the option of the holder.

### **Notices**

Notices to holders of Notes will be given by first class mail/FedEx at the address set forth in the register maintained by the Company.

### **Applicable Law**

The Notes will be governed by and construed in accordance with the laws of the State of Nevada.

### **Forum for Litigation**

In the event litigation is required on behalf of the company or any note holders, the State of Nevada shall be the forum and venue of such litigation.

### **USCL Corporation's Agreement and full acceptance of its Pledge obligation to guarantee the Notes:**

USCL Corporation as organized in the State of Nevada hereby accepts all the terms, conditions and obligations stated herein. As a matter of disclosure, proceeds from the sale of these Notes will be used to revive USCL's corporate status within Nevada. The State of Nevada statutes provide that once the corporation is revived, it has the full legal status of a corporation in good standing from the date of inception to the date of revivment. This is a requirement to preserve the \$2.7 million USD federal tax loss carry forward. Regardless of success of the crowd funding campaign or the sale of the patents, USCL gains considerable financial advantage through the application of this loss carry forward.

### **USCL Corporation's agreement to allow conversion of any EnergyCite bondholder note's outstanding balance to shares of USCL stock:**

This bond may be converted at the sole option of the bondholder into shares of USCL Corporation stock provided however, that the USCL Corporation is first revived in the State of Nevada. The share strike price shall be \$1.00 per share pursuant to the most recent USCL Private Placement Offering Memorandum (PPOM.) A current PPOM shall be provided to all bond holders on request. This

option to convert may be exercised at any time by the bondholder from date of purchase through date of maturity.

Accepted and Agreed to by USCL Corporation



Tom D. Tamarkin  
President & CEO  
Founder

### **USCL History and Disclosures**

USCL Corporation was organized in May 1995 as a Nevada State Corporation, has been temporarily inactive since 2011. The company and its founder are the recognized “inventor” of the modern communicating digital “smart meter” used by electrical utility companies nationwide. This was codified in work with Southern California Edison and USCL’s preparation of the DM-06 Meter Specification submitted to SCE which has become the benchmark minimum reference specification for all single phase digital communicating smart meters in the United States since 2008. The USCL/SCE DM-06 meter spec may be found at: <http://fuelfuture.com/pdfs/DM-06Spec.pdf>

The Company was originally financed by its founder, Tom D. Tamarkin and his family. From 2001-2010 the company issued a series of Regulation D private placement offerings to obtain funding. The company has received a total of \$2.7 million USD in shareholder paid in capital since inception.

In order for the company to transact business as an operational company it must first revive the company’s corporate status through the Secretary of State of Nevada’s office which it plans to do in Q1 2016.

In 2001 the company introduced its EMS-2020 prototypes. A complete detailed history of USCL with links to background documents and resources is available on-line at <http://fusion4freedom.us/tom-tamarkin-uscl-lead-the-way/>

Additional detailed information about the company’s founder, Tom Tamarkin is available at: <http://fusion4freedom.us/category/history/>

In 2007-2008, USCL attempted to complete a fifty Million USD, ABS bond offering through the ARCIS Trust in Spain represented by the Sacramento law firm of Michael Kessler. The bond offering circular was CUSIP and ISIN approved and listed. The bond was approved for trading through the Depository

Trust Company or DTC. The bond circular and memorandum may be found at: <http://energycite.com/docs/usclbondoff.pdf>

Due to the shift in the worldwide financial outlook in 2008 and the resulting inability to obtain a Standard & Poor's or Moody's opinion, the bond offering was unsuccessful. This coupled with uncertainties in the American economy as well as the fundamentals in the utility industry created conditions in which USCL could no longer compete due to a lack of capitalization and a large amount of private debt. Therefore the company went into a highly constrictive mode of operation effectively paying only the legal expenses associated with its on-going patent prosecutions in the United States and Israel.

The company currently has three granted United States patents and two Israeli patents assigned to it. The inventors are Tomer D. Tamarkin, principal inventor, Robert S. Block, inventor and Phillip J. Fine, inventor.

These patents will be licensed to the utility industry and the related supporting hardware/software manufacturing industry through an industry consortium.

It is anticipated that all corporate fees necessary to revive the corporation in the state of Nevada as well as patent maintenance fees and accrued operational costs will be paid out of the Series "A" portion of this offering.

A brief history and f impact USCL and its founder has had on the industry follows:

### **Revolutionizing Utility Metering, Billing, Customer Information**



January 2001 California makes worldwide headlines

January 2001 USCL begins development of prototype EMS-2020

April 2001 USCL unveils working EMS-2020 prototype at an Open house attended by California State Senator Tom Torlakson

On May 9, 2002, USCL contacted President George W. Bush in the White House and informed him of our activities regarding the EMS-2020 development and the SUM technology developed by SMUD and the DOD [Click here for letter](#)

USCL receives letter from the White House regarding its innovative Smart Meter and Customer display products [Click here for letter](#)



Senator Torlakson mentioned (above) introduces Senate Bill SB-1976; Approved by the California Governor September 24, 2002 [Click here for SB-1976](#)

Senate Bill 1976 leads to two year SPP pilot project [Click here for USCL/Roger Levy Associates Presentation](#)

USCL goes before the California Energy Commission on Oct. 17, 2003 and lays out the need for the In-Home Energy Display and Home Area Network. [Click here for CEC Meeting Minutes](#)

Tom Tamarkin files testimony with the California Public Utilities Commission on the importance of in-home customer energy displays [Click here for Tamarkin major testimony document with CA CPUC](#)



California Public Utilities Commission (CPUC) begins to mandate AMI for the state's three Investor Owned Utilities Q2 2004; over 12 million old fashion electro-mechanical power meters will be replaced in California by 2012

Southern California Edison (SCE) files negative business case model with CPUC for AMI; Vice President provides negative testimony at CEC and CPUC public hearing November 2004

USCL prepares detailed letter and AMI Team Roadmap PowerPoint for SCE President Robert Foster and personally delivers documents to Mr. Foster's office January 29 2005 [Click here for Letter to SCE](#) [Click here for AMI Team Roadmap](#)

SCE files 480 page five volume positive AMI business case model largely based on USCL's letter and AMI Roadmap March 30, 2005

Volume 1 [Click here for volume 1](#)

Volume 2 [Click here for Volume 2](#)

Volume 3 [Click here for Volume 3](#)

Volume 4 [Click here for Volume 4](#)

Volume 5 – Application to CPUC [Click here for Volume 5](#)

SCE receives approval from CPUC to proceed based on USCL's suggested RFI and RFP for new innovative technology providing a robust set of new consumer oriented features as well as new utility features [Click here for SCE briefing report](#)

SCE issues RFP for 5 million AMI meters and communications systems January 2007; USCL is one of 9 approved bidders (Adobe PDF document) [Click here for](#)

## [SCE AMI Phase I Update](#)

USCL prepares its State-of-the-Art DM-06 digital meter or smart meter spec for Southern California Edison (SCE) as part of the “RFI” submission in November 2006 which became the new benchmark for “smart meters” in the United States. (Adobe PDF document) [Click here for USCL DM-06 Meter Specification](#)

USCL’s development of its “Smart meter” for SCE was documented in a PowerPoint presentation used for the SCE RFP internal review. [Click here for presentation](#)

On May 27, 2008 the United States Patent Office granted and published Tamarkin, et al, U.S. Patent number 7,379,791 [Click here for US patent number](#)

On July 24, 2008 a patent application by Southern California Edison & Paul DeMartini was published by the United States Patent and Trade Mark Office. The patent examiner objected to all claims in the first office action and cited the USCL patent 7,379,791 as the primary reason for each claim. SCE did not file affirmative responses to the office action and this patent application went abandoned. [Click here for SCE/Di Martini Patent Application](#)

On August 13, 2009, the United States Patent and Trademark Office published a second patent application by Southern California Edison and Paul DeMartini for an in-home display connected to a smart meter. This applications claims were also objected to by the USPTO’s examiner in the first office action and based on the Tamarkin 7,379,791 disclosures as well as other prior art in the display field and this application was also abandoned by SCE. [Click here for SCE/ Di Martini patent application](#)

First Israel patent granted Tamarkin, et al & USCL January 12, 2012 [Click here for Israeli patent certificate number 181099](#)

On November 6, 2012 the United States Patent Office granted and published Tamarkin, et al, U.S. Patent number 8,306,668 [Click here for U.S. patent number 8,306,668](#)

USCL’s Tom Tamarkin was named a Smart Grid Industry pioneer on November 6, 2013 by Smart Grid Today, the utility’s leading news publication on meters and the grid. [Click here for Grid Today July 2013 interview with Tom Tamarkin](#)

TOM TAMARKIN

## Utility expert describes harm from anti-AMI lawsuits

Legal costs of suits pushed into rate-bases, taxes



Tom Tamarkin

JULY 24, 2013 — Anti-smart-meter campaigns across the US, though small in number, threaten to give customer-engagement efforts by utilities a “black eye,” Utility Services Customer Link (USCL) CEO Tom Tamarkin told us this week. “It’s costing utilities a great deal of time, resources and money,” to the point of “having to hire consultants to counter a lot of their claims,” he said.

Tamarkin is a utility-industry expert who has been at the forefront of smart grid’s advance in California -- and took up the cause of defending smart meters because anti-smart-meter advocacy is “counterproductive to the industry,” he said. His firm, Carmichael, Calif.-based USCL, began making in-home energy management monitors in response to the California energy crisis of 2000-01.

January 28, 2014 United States Patent Office granted and published Tamarkin, et al, U.S. Patent number 8,639,390 [Click here for U.S. patent number 8,639,390](#)

The State of Israel, Justice Minister, Office of Patents has issued USCL a Notice of Approval for the most important patent which now brings the Israeli patents identical to those of the United States and specifically with regard to the 8, 639,390 and its expanded claim set. This patent in Israel was approved on 19 July, 2015 in Jerusalem. It was published on 31 December 2015 in Jerusalem and a certificate will be issued by the Israel patent office on 4 April, 2016 [Click here for 221157 original Israeli patent NOA](#)

The State of Israel, Justice Minister, Office of Patents has issued Tamarkin, et al, USCL a certificate of Renewal on 3 February 2016 for IL patent number 181099. [Click here for IL patent number 181099 Certificate of Renewal.](#)

### **EnergyCite LTD’s agreement to allow it to be reversed merged or otherwise acquired by USCL upon the successful funding of the proposed Kickstarter campaign:**

Upon the successful completion of the contemplated Kickstarter crowd funding campaign and the transfer of funds raised through such a campaign to USCL Corporation, EnergyCite LTD hereby agrees to be reversed merged into USCL Corporation, or otherwise acquired pending approval of EnergyCite’s management and USCL’s management based on advice of legal, accounting, and tax counsel.

Accepted and Agreed to by EnergyCite LTD

Tom D. Tamarkin  
General Manager

EnergyCite LTD

**REGISTERED OFFICE OF THE ISSUER**

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