

**PROSPECTUS**  
**FIRST WYOMING CAPITAL CORPORATION**  
**2,000,000 Shares**  
**Common Stock**  
**\$10,000,000**

First Wyoming Capital Corporation, a Wyoming corporation (the "Company"), offers up to a maximum of 2,000,000 shares (the "Shares") of the Company's common stock, \$0.10 par value (the "Common Stock") at a price of \$5.00 per Share. The Offering will terminate on the earlier of the sale of all Shares or within one year from the date of this Prospectus, unless sooner terminated or extended by the Company for up to one additional year.

Investors in this offering will be allowed to purchase a minimum of 200 Shares (\$1,000) and a maximum of 3,000 Shares (\$15,000), unless management in its sole discretion permits a larger amount. Our directors will participate in the offer and sale of our Shares, and may also purchase the Shares for investment.

The Company registered an offering of 1,500,000 shares at \$5.00 a share in April of 2010. That offering contained a provision for a 15% over sale. Pursuant to a vote of the Board of Directors, the Company amended that offering to provide for the additional sale of 500,000 shares at \$5.00 a share in order to increase the number of shareholders in Wyoming and to increase the capitalization of the Company.

The Shares have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on an exemption from registration for the offer and sale of securities on a wholly intrastate basis. Accordingly, the Shares will only be offered and sold to bona fide residents of the State of Wyoming who meet the suitability standards established by the Company. There is currently no existing public or other market for the Shares and no such market will develop as a result of this Offering. The Company has no obligation to register the Shares and no assurance can be given that the Shares will be registered in the future. If the shares are not registered, purchasers would only be able to sell their shares pursuant to a valid exemption under Federal and state securities laws. Consequently, purchasers of the Shares offered hereby may not be able to sell such Shares for an extended period of time, if ever.

**These securities are speculative and involve a high degree of risk and immediate dilution. If you purchase securities in this Offering, you should be prepared to sustain a loss of your entire investment. See the "Risk Factors" section at page 5 of this Prospectus, and the "Dilution" section at page 12 for additional information.**

**Neither the United States Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.**

**None of the Securities acquired hereunder may be sold or otherwise transferred until nine months after the termination of this Offering except to a resident of Wyoming.**

**The Common Stock being offered will have all of the rights and privileges applicable to the Company's existing shares of Common Stock. The certificates for the Securities will not be issued for nine months after the completion or termination of the Offering.**

	Price to Public	Selling Commissions(1)	Proceeds to Company
Per Share	\$5.00	\$.50	\$4.50

Total if Maximum Raised	\$10,000,000	\$1,000,000	\$9,000,000(2)
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(1) The Shares will be sold on a "best efforts" basis on behalf of the Company through agents registered with the Wyoming Securities Division to sell only the Company's securities. The sales agents will receive a direct sales commission for their services in connection with the sale of the Shares not to exceed 10%.

(2) Before deducting estimated offering expenses, but includes 10% commission, of approximately \$1,000,000 related to this Offering payable by the Company.

We have filed with the Wyoming Securities Division a registration statement (the "Registration Statement") with respect to the Shares offered hereby. As permitted by the Wyoming Securities Division, this Prospectus, which constitutes a part of the Registration Statement, does not contain all of the information included in the Registration Statement. You may obtain a copy of the Registration Statement, at no cost, by writing or telephoning the Company at the following address:

Tim Vetter, President  
 First Wyoming Capital Corporation  
 205 Storey Blvd, Suite 100  
 Cheyenne, Wyoming 82009  
 (307) 432-4034

The date of this Prospectus is November 18, 2011.

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No person has been authorized to give information or to make any representations other than those contained herein, and, if given or made, such information or representations must not be relied upon as having been authorized by us.

Neither the delivery of the Prospectus nor any sales made hereunder shall, under any circumstances, create an implication that the information contained herein is correct as of any time subsequent to the date of the Prospectus.

This Prospectus does not constitute an offer or solicitation to anyone in any state or jurisdiction other than the State of Wyoming.

## **PROSPECTUS SUMMARY**

The following summary is qualified in its entirety by the more detailed information and financial statements included elsewhere in this Prospectus. You should read the entire Prospectus carefully, especially the risks of investing in our Common Stock discussed under "Risk Factors." The terms "Company," "we," "us," "our," and similar terms refer to First Wyoming Capital Corporation.

## **THE COMPANY**

First Wyoming Capital Corporation is a Wyoming corporation with offices at 205 Storey Blvd., Suite 100, Cheyenne, Wyoming 82009. The Company's telephone number is (307) 432-4034.

The Company was incorporated on July 8, 2009 for the purpose of forming and/or acquiring a life insurance company or insurance related companies and the formation of other financial service businesses. We have approximately \$4,000,000 in assets and our life insurance subsidiary has received its certificate of authority from the Wyoming Department of Insurance.

## **THE OFFERING**

Securities Offered..... 2,000,000 Shares of Common Stock. The Company reserves the right to increase the number of Shares offered by a 15% over sale. Subscriptions will be subject to a minimum of 200 Shares (\$1,000) and a maximum of 3,000 Shares (\$15,000).

Common Stock Outstanding  
Before Offering ..... 2,250,000 shares (1)

Common Stock Outstanding ..... 3,232,901  
as of July 31, 2011

Common Stock Outstanding  
After Offering (if maximum sold)...4,250,000 shares

Plan of Distribution..... Shares will be sold to Wyoming residents on a "best efforts" basis through registered agents of the Company, who will receive a direct commission based upon such sales not to exceed 10%. Checks for the investment will be made payable to First Wyoming Capital. See "Plan of Distribution" below for additional information.

Term of Offering..... The Offering will continue for one year from the date of this Prospectus unless all of the Shares are sold before then.

Use of Proceeds..... We estimate that our net proceeds from the sale of Shares in this Offering, after deducting commissions, will be approximately \$9,000, 000 if the maximum number of Shares are sold. We intend to use our net proceeds to capitalize First Wyoming Life Insurance Company, our life insurance subsidiary, acquire additional life insurance or insurance related companies, and engage in other financial services business, and for additional working capital. See "Purpose of the Offering and Use of Proceeds" below for additional information.

Suitability..... We will not accept subscriptions from any potential investor who does not meet one of the following standards. (1) a minimum annual gross income of \$30,000 and a minimum net worth of \$30,000 excluding vehicles, home and home furnishings; or (2) a minimum net worth of \$150,000 excluding vehicles, home, and home furnishings. In addition, we will not accept subscriptions from any potential investor who is investing more than 10% of their net worth, excluding vehicles, home and home furnishings.

(1) Consists of: (a) 1,500,000 shares of Common Stock issued at \$0.10 per share in an initial private placement in August 2009 to organizers and directors of the Company, and (b) 750,000 shares issued at \$1.00 per share in a private placement that was completed in October 2009.

## **RISK FACTORS**

You should carefully consider the risks described below before making a decision to buy our Common Stock. If any of the following risks actually occurs, our business could be materially harmed. In that case, the value of our Common Stock could decline, and you may lose all or part of your investment. You also should refer to the other information in this Prospectus, including our financial statements and the related notes.

### **We do not have an operating history, and we own a limited amount of assets.**

We formed our Company on July 8, 2009. Since inception we have conducted two private placements, sold over 1,000,000 shares in this Offering, and obtained a Certificate of Authority for First Wyoming Life Insurance Company, our life insurance subsidiary. Our operating history is limited and we have limited revenues, and are incurring start-up costs which has created operating losses. We have all of the risks inherent in establishing a new business, including limited capital, uncertain markets, lack of revenues, and potential competition from better capitalized companies. We have no control over general economic conditions, competitors' products, competitive pricing, customer demand, and costs of marketing or advertising to build and expand the business. Moreover, we anticipate we will incur net operating losses during the offering period because it is unlikely we will have a revenue stream from an operating subsidiary during the term of the Offering.

There is no assurance that our activities will be successful or result in any revenues or profits to the Company and the likelihood of any success must be considered in light of our early stage of development. These risks and our lack of operating history make it difficult to predict our future revenues or results of operations. Consequently, our financial results may fluctuate widely and fall below our expectations or the expectations of our investors. This could cause the value of our stock to decline. Before investing, you should evaluate the risks, uncertainties, expenses, and difficulties frequently encountered by companies in early stages of development.

### **Ownership of our Common Stock involves substantial risk, and you may lose your entire investment.**

This Offering involves a high-risk investment in a new corporation. Potential investors must be willing to risk the entire loss of their capital. No assurance or guaranty can be given that any of the potential benefits described in this Prospectus will prove to be available, nor can any assurance or guaranty be given as to the actual amount of financial return, if any, which may result from an investment in this Offering. Any investment in this Offering should be considered a high-risk investment and any such investment should be restricted to an investor's risk capital only. **YOU COULD LOSE YOUR ENTIRE INVESTMENT.**

### **No market exists or is expected to develop for the Shares.**

There is currently no existing public or other market for the Shares. The development of a public trading market, if any, will be delayed due to resale restrictions on securities offered and sold on an intrastate only basis. Consequently, purchasers of the Shares may not be able to sell the Shares for an extended period of time, if ever. See "Description of Securities – Restrictions on Transfer" below for additional information.

**Our Shares will not be transferable immediately following this Offering.**

The certificates evidencing ownership of the Shares sold pursuant to this Offering will not be issued until at least nine months after the completion or termination of this Offering. The Shares acquired pursuant to this Offering will not be sold or transferred for nine months following the completion or termination of this Offering to anyone other than a resident of the State of Wyoming. This Offering could continue into 2012 if permitted by the Wyoming Securities Division and Shares are available. See "Shares Eligible for Future Sales" below for additional information.

**This Offering is being made on a "best efforts" basis, and we cannot assure you that the Offering will be successful.**

We are making this Offering on a "best efforts" basis through our registered agents. These agents, who have been recruited and trained to sell our securities, will not be experienced securities salespersons. This lack of experience may have a negative impact on our ability to complete this Offering. Accordingly, there can be no assurance that all of the Offering will be sold. If less than all of the offered Shares are sold prior to the termination of this Offering, we will have fewer funds available for our business purposes, and our ability to complete our business plan may be materially and adversely affected. See "Purpose of the Offering and Use of Proceeds," "Plan of Distribution," and "The Business Plan" below for additional information.

**You will suffer an immediate and substantial dilution in the net tangible book value of the Shares you purchase.**

There will be an immediate and substantial dilution of each purchaser's investment. The dilution would be a minimum of \$2.85 per share or 57% of the \$5.00 offering price if all the Shares offered are sold and could be substantially higher depending upon the number of Shares sold. This dilution is due in large part to the fact that investors in the private placements of the Company paid an average price of \$.29 per share when they purchased their shares of Common Stock, which is substantially less than the offering price of \$5.00 per Share in this Offering. See "Dilution" below for additional information.

**Our success will depend on the success of our insurance marketing efforts.**

We intend to market our insurance products through the services of our sales agents, who will become licensed as insurance agents immediately prior to or upon completion of the Offering. Many of these agents will have no prior insurance product selling experience and, accordingly, this lack of experience may have a negative impact on the amount of premium volume we initially write. The extent of this negative impact on the premium volume written will depend primarily on our ability to timely and adequately train these agents to sell our insurance products. We will use independent agents to write business. Our success will be dependent upon getting a sufficient number of independent agents interested in selling our products.

**We expect to suffer operating losses for a number of years following the Offering.**

We expect our insurance subsidiary to sustain losses for a number of years. Our planned insurance subsidiary, as is common among new or inactive life insurance companies, probably will operate at a loss for a number of years because of the substantial costs of writing new life insurance. The aggregate cost of writing new life insurance includes such significant, nonrecurring items as first year commissions, medical and investigation expenses, and other expenses incidental to the issuance of new policies, together with the initial reserves required to be established. Accordingly, it is generally recognized that the cost of putting a

new policy in force is substantially greater than the first year premium. As a result, a new life insurance company may be expected to sustain losses for a number of years, during which time earnings are not available for dividends.

**Our Officers and Directors and largest shareholders will own approximately 26% of our Common Stock and will continue to have substantial control over us following this Offering.**

As of the date of this Prospectus, our current officers and directors and two major shareholders owned approximately 39% of the outstanding shares of our Common Stock. In the event that all of the shares are sold pursuant to this Prospectus, our officers and directors and two major shareholders will own approximately 26% of the outstanding shares of our Common Stock. See "Security Ownership" below for additional information. As a result, the officers and directors will be able to continue to influence decisions requiring shareholder approval, including election of the directors and all corporate actions and changes. This could limit the ability of purchasers in this Offering to influence the outcome of key transactions.

**This Offering has not been independently reviewed.**

We are offering the Shares directly through our officers, directors, employees, and securities agents. While we have reserved the right to place the Shares through the services of an investment banker, the Shares in all likelihood will be sold without the use of an investment banker. Consequently, no independent review of the Offering has been, or will likely be, made by any investment banker.

**The offering price of the Shares has been fixed exclusively by our management.**

The offering price of the Shares offered hereby was determined solely by our management and does not necessarily bear any relation to the market or book value of our assets or prospects, the valuation of other companies in the industry, or any other accepted criterion of value. See "Determination of Offering Price" below for additional information.

**We are highly dependent upon our key personnel, and the loss of any of our key personnel could materially and adversely affect our business.**

Our ability to operate successfully will be dependent primarily upon the efforts of John Perkins, Chief Operating Officer, Tim Vetter, President, and Kerry Fernau, Chief Marketing Officer, See "Officers and Directors." To date, the Company has not entered into employment agreements with any of these persons. It has obtained a million dollar key man insurance on Tim Vetter and Kerry Fernau payable to the company. It has not obtained any "key man" life insurance on either of the other officer's lives. The loss of the services of any of these officers could have a material adverse effect on the ability of the Company to operate successfully.

**We have no history of revenues, and we may not generate sufficient revenues to become profitable in the future.**

We have more than four and a half million dollars in assets and no revenues or operating profits to date. Moreover, there can be no assurance that we will derive sufficient revenues from our operations to operate on a profitable basis. The likelihood of our success must be considered in light of the problems, costs, difficulties, and delays encountered in connection with the start-up of a new business, and the competitive environment in which we will operate. See "The Business Plan" below for additional information.

**Our management will have broad discretion in using the net proceeds of this Offering.**

Although a substantial portion of the proceeds of the Offering are intended to be utilized generally to implement the proposed business plan and growth of the Company, such proceeds are not otherwise being designated for any more specific purposes. Accordingly, prospective investors who invest in the Company will be entirely dependent on the judgment of management of the Company in connection with the allocation of the funds raised herein. There can be no assurance that determinations ultimately made by such persons relating to the specific allocation of the net proceeds of the Offering will permit the Company to achieve its business objectives. See "Use of Proceeds" below for additional information.

**This Offering is being made under the intrastate offering exemption, and failure to satisfy all of the conditions of that exemption could result in civil liability.**

We have not registered the Shares under the Securities Act in reliance on Rule 147 promulgated by the Securities and Exchange Commission that exempts the offering of securities on a wholly intrastate basis. The conditions that must be satisfied to permit reliance on the rule, including the requirement that each Offeree and purchaser be a resident of the state in question and that purchasers not resell the securities to non-residents of Wyoming for at least nine months after the termination or completion of the Offering, are extremely exacting. If challenged, the Company will have the burden of proving that it has satisfied the conditions of the exemption. If the Company is unable to sustain this burden, it could be exposed to civil liability to each of the purchasers in the Offering for return of their investment plus interest.

**We and our agents in this Offering must comply with federal "broker" and "dealer" laws, and a failure to comply with these laws would materially and adversely affect our financial condition.**

We do not plan to use the services of a broker/dealer to place the Shares. Instead, we will offer the Shares through certain of our agents and employees that have been registered as our agents with the Wyoming Securities Division. See "Plan of Distribution" below for additional information. In this context, neither we nor any of our agents have registered with the Securities and Exchange Commission as a "broker" or a "dealer" but have relied on a statutory exemption for a broker or dealer whose business is exclusively within a single state and who does not make use of any facility of a national securities exchange. Should a determination be made that any of the individual agents recruited to sell the Shares was acting in violation of the statutory exemption, we could be subject to the provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which provide for the voiding of any transactions made in violation of the Exchange Act. If a significant number of the Subscription Agreements received by us are voidable for this reason, our financial condition would be materially and adversely affected.

**We may be required to register as a public company under the Exchange Act even if our shares are not publicly traded.**

We will be required to register any class of equity securities pursuant to the Exchange Act, if on the last day of our most recent fiscal year we had total assets exceeding \$10 million and more than 500 record shareholders. Such registration would require us to make annual and quarterly reports with the United States Securities and Exchange Commission and adhere to the Commission's rules and regulations governing proxy solicitations, and the distribution of an annual report to shareholders. We have sold Shares to more than 500 investors in Wyoming and plan to raise sufficient funds to eventually have assets in excess of \$10 million. If we do, we will incur additional general and administrative expenses related to operating a public company, such as increased legal and accounting expenses and the costs related to Section 404 of the Sarbanes-Oxley Act ("SOX"). SOX and regulations adopted there under will affect our Board of Directors,

our accounting controls and our relationship with our management. Despite these expenses and the management time and attention necessary to operate a public company, we may not have the offsetting benefit of a trading market for the shares.

**We do not intend to declare dividends on our Common Stock in the foreseeable future after this Offering.**

We have not paid cash dividends on our Common Stock and do not anticipate paying such dividends in the foreseeable future. We intend to retain available funds to be used in the expansion of our operations. Future dividend policy will depend on our earnings, capital requirements, financial condition and other relevant factors. See "Description of Securities" below for additional information. Moreover, we are a holding company without independent operations. Our revenue will be derived from dividends on the stock of our insurance subsidiary. The payment of dividends to the holding company by our insurance subsidiary is subject to limitations imposed by applicable insurance laws. "Extraordinary" dividends may not be paid without permission of the Wyoming Insurance Commissioner. An Extraordinary dividend is defined, in general, as any dividend or distribution of cash or other property whose fair market value, compared with that of other dividends or distributions made within the preceding twelve months, exceeds the greater of (i) 10% of the policyholders surplus (total statutory capital stock and surplus) as of December 31 of the proceeding year or (ii) the statutory net gain from operations excluding realized gains on investments of the insurer for the twelve month period ending December 31 of the preceding year. Wyoming insurance laws also require that dividends on capital stock must be paid out of surplus, which is calculated after reserving a sum equal to all liabilities of the insurance company and may include all or part of surplus arising from unrealized capital gains or revaluation of assets.

**The insurance industry is subject to numerous laws and regulations, and compliance costs and/or changes in the regulatory environment could adversely affect our business.**

Our insurance subsidiary will be subject to government regulation in each of the states in which it conducts business. Such regulatory authority is vested in state agencies having broad administrative power dealing with all aspects of the insurance business, including rates, policy forms, and capital adequacy, and is concerned primarily with the protection of policyholders rather than shareholders.

During the past several years, increased scrutiny has been placed upon the insurance regulatory framework, and certain state legislatures have considered or enacted laws that alter, and in many cases increase, state authority to regulate insurance companies and insurance holding company systems. The National Association of Insurance Commissioners (the "NAIC") and state insurance regulators are reexamining existing laws and regulations, specifically focusing on insurance company investments and solvency issues, risk-based capital guidelines, interpretations of existing laws, the development of new laws, the implementation of non statutory guidelines and the circumstances under which dividends may be paid. The NAIC has approved risk-based capital ("RBC") standards and is considering a model investment law. It is anticipated that the RBC standards of the NAIC will apply to our planned insurance subsidiary. Current NAIC initiatives could have a materially adverse impact on us; however, we cannot predict the form of any future proposals or regulation. See "The Business Plan – Regulation" below for additional information.

Individual state guaranty associations assess insurance companies to pay benefits to policyholders of insolvent or failed insurance companies. The impact of such assessments may be partly offset by credits against future state premium taxes. We cannot predict the amount of any future assessments, nor have we attempted to estimate the amount of assessments to be made from known insolvencies.

**Changes in the tax laws could adversely affect our business.**

Congress has from time to time considered possible legislation that would eliminate the deferral of taxation on the accrued value of certain annuities and life insurance products. This and similar legislation, including a simplified "flat tax" income tax structure with an exemption from taxation for investment income, could adversely affect the sale of life insurance compared with other financial products if such legislation were to be enacted. There can be no assurance as to whether such legislation will be enacted or, if enacted, whether such legislation would contain provisions with possible adverse effects on any annuity and life insurance products that we develop.

**Our insurance subsidiary will operate in a highly competitive industry, and our business will suffer if we are unable to compete effectively.**

As of January 1, 2010, the Wyoming Department of Insurance reported that there is no domestic life insurance company authorized to conduct a life insurance business in Wyoming and 437 companies incorporated in other states authorized to conduct a life insurance business in Wyoming. The operating results of companies in the insurance industry have been historically subject to significant fluctuations due to competition, economic conditions, interest rates, investment performance, maintenance of insurance ratings from rating agencies such as A.M. Best and other factors. We believe our ability to compete with other insurance companies will be dependent upon, among other things, our ability to attract and retain agents to market our insurance products, our ability to develop competitive and profitable products and our ability to obtain high ratings. In connection with the development and sale of its products, our insurance subsidiary will encounter significant competition from other insurance companies, many of whom have financial resources substantially greater than our planned life insurance subsidiary will have, as well as competition from other investment alternatives available to its customers. We do not anticipate that industry analysts will rate the planned insurance company until from three to five years after it is formed. This will have a negative impact on our ability to compete with rated insurance companies. Accordingly, competition for new life insurance policies will be significant which may have a negative impact on our ability to operate profitably. See "The Business Plan" below for additional information.

**Development of our life insurance products involves the use of certain assumptions, and the inaccuracy of these assumptions could adversely affect our profitability.**

We will make certain assumptions as to expected mortality, lapse rates and other factors in developing the pricing and other terms of our life insurance products. These assumptions will be based on industry experience. We will review and revise our assumptions regularly so as to reflect actual experience on a current basis. Variation of actual experience from that assumed by us in developing such terms may affect a product's profitability.

**Fluctuations in interest rates could adversely affect our business and profitability.**

Interest rate fluctuations could impair our ability to pay policyholder benefits with operating and investment cash flows, cash on hand and other cash sources. Interest rate fluctuations could also have an impact on policyholder behavior. To the extent that interest rates credited by us are less than those generally available in the marketplace, increased policyholder lapses may be experienced. This would be mitigated in the current period by income generated by surrender charges from whole life insurance policies and annuity contracts, but would reduce our future income. Surrender charges also serve to discourage early policyholder surrenders.

**If we underestimate our liability for future policy benefits, our results of operations could suffer.**

The liability established by us for future life insurance policy benefits is based upon a number of factors, including certain assumptions. If we underestimate future policy benefits, we would incur additional expenses at the time we become aware of the inadequacy. As a result, our profitability could suffer.

**We may not be able to obtain a favorable insurance rating.**

Insurance ratings have become an increasingly important factor in establishing the competitive position of insurance companies. Ratings reflect the rating agencies' opinions of an insurance company's financial strength, operating performance and ability to meet its obligations to policyholders. The insurance subsidiary will not receive a rating until it has maintained operations for a minimum of three to five years. There can be no assurance that the insurance company will be rated by a rating agency or that any rating, if and when received, will be favorable to the insurance subsidiary.

**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Prospectus contains forward-looking statements that involve risks and uncertainties. These statements relate to future events or our financial performance. In some cases, you can identify forward-looking statements by terminology including "could," "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "intend," or "continue," the negative of these terms, or other comparable terminology used in connection with any discussion of future operating results or financial performance. These statements are only predictions, and reflect our management's present expectation of future events and are subject to a number of important factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The factors listed in the "Risk Factors" section of this Prospectus and any other cautionary language in this Prospectus provides examples of these risks and uncertainties.

You are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this Prospectus or the date of a document incorporated by reference in this Prospectus. We are under no obligation, and expressly disclaim any obligation, to update or alter any forward-looking statements, whether as a result of new information, future events, or otherwise.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act.

**DILUTION**

As of July 31, 2011, we had an aggregate of 3,232,901 shares of Common Stock outstanding and a net book value, as reflected on our balance sheet, of \$3,882,658 or approximately \$1.20 per share. "Net book value per share" represents our total assets less liabilities, divided by the number of shares of Common Stock outstanding.

After the Offering, if the total of \$10,000,000 is raised we will have an aggregate of 4,250,000 shares outstanding (assuming all Shares offered hereby are sold) and a net book value of approximately \$9,162,513 (assuming net proceeds from the Shares being sold of \$8,500,000 and a beginning book value prior to the Offering of \$662,513) or approximately \$2.15 per share. New shares will experience an immediate dilution in net book value per share of Common Stock of \$2.85 from the \$5.00 per Share purchase price, while the

present shareholders will receive an immediate increase in the net book value of \$.95 per share. Such dilution represents the difference between the Offering price per share and the net book value per share immediately after completion of the Offering. The increase in book value per share of Common Stock held by the current shareholders would be solely attributable to the cash paid by new shareholders for their Shares.

The following table, which incorporates the preceding assumptions, illustrates such dilution per share in net book value to new investors if all 2,000,000 Shares offered hereby are sold:

Offering Price	\$5.00
Net tangible book value per share as of July 31, 2011	\$1.20
Increase per share attributable to new investors	\$0.95
Adjusted net tangible book value per share after this Offering	\$2.15
Dilution to new investors (per share)	\$2.85
Dilution to new investors (%)	57%

The following table summarizes the number of shares of common stock purchased and the total consideration paid by each of existing shareholders and new investors in this Offering, respectively, assuming all 2,000,000 Shares are sold:

	<u>Shares purchased</u>			<u>Total consideration</u>	
	<u>Number</u>	<u>Percent</u>		<u>Amount</u>	<u>Percent</u>
Existing shareholders	2,250,000	47%		\$ 900,000	7%
New Investors	2,000,000	53%		\$10,000,000	93%
Total	4,250,000	100.0%		\$10,900,000	100.0%

## **PURPOSE OF THE OFFERING AND USE OF PROCEEDS**

The Company has capitalized First Wyoming Life Insurance Company, our life insurance subsidiary, with \$3,000,000. The Company will use the next \$3,000,000 to increase the capital and surplus of the life insurance subsidiary. The Company would use 10% of proceeds to pay commissions and an additional 5% of the proceeds to pay additional offering costs.

Our primary business purpose is to operate a Wyoming-domiciled life insurance company. We intend to contribute approximately \$6,000,000 of the proceeds of this Offering to the capital and surplus of a wholly owned insurance subsidiary. Approximately \$1,000,000 of the Offering will be for potential acquisitions of life insurance or related businesses or additional capitalization of the life insurance subsidiary.

Assuming the entire Offering is sold, there would be approximately \$1,500,000 of net offering proceeds available for us to use as working capital for the Company. See "Risk Factors" and "The Business Plan" for additional information.

There is no assurance that we will be able to raise sufficient capital through the sale of Shares to enter all of the businesses discussed above. However, if all the Shares offered hereby are sold, the aggregate proceeds would be \$10,000,000, with the Company receiving approximately \$9,000,000 after payment of approximately \$1,000,000 in commissions. An additional \$500,000 of estimated expenses related to the Offering would be taken from the Offering proceeds. The Company has paid other expenses during the term

of the Offering from the proceeds raised in prior private placement offerings of our Common Stock to a limited number of investors.

The following table summarizes the anticipated use of the gross proceeds from the sale of Shares, assuming only the minimum amount of Shares offered are sold and if all Shares offered are sold. It should be noted, however, that certain of these figures are only estimates and are subject to change, particularly if less than all of the Shares offered are sold. There can be no assurance that actual experience will approach this anticipated use of proceeds.

	<u>AMOUNT</u>
Use of Proceeds from Public Offering	Maximum Amount Raised
Offering Expenses (1)	
Agent Recruiting and Training Expense	\$250,000
Printing	50,000
Accounting and Legal Expense	50,000
Office expense	150,000
Total Offering Expenses	\$500,000
Commissions (2)	\$1,000,000
Total Offering Expenses and Commissions	\$1,500,000
Capitalization of Life Insurance Subsidiary	6,000,000
Working Capital	1,500,000
Acquisitions (3)	1,000,000
TOTAL	\$10,000,000

(1) Includes legal, accounting, registration fees, printing and mailing costs in connection with the Offering. Also includes agent recruiting, training, and registration expenses, as well as amounts paid for prizes and bonuses to sales personnel in connection with their sales efforts. In no event will sales commissions and other offering expenses exceed 15% of the gross proceeds.

(2) The Company's sales agents will be paid commissions ranging from 7% to 10% of the Shares sold by them. The table assumes that all commissions will be 10%.

(3) Subject to the regulation and supervision of the Wyoming Department of Insurance, the funds retained as acquisition capital may be utilized to either further capitalize the insurance subsidiary or to acquire or form insurance-related companies or as working capital.

First Wyoming Life Insurance Company, our insurance subsidiary, has adopted investment guidelines filed with the Wyoming Insurance Department. All investments by First Wyoming Life Insurance Company will be in compliance with those guidelines and insurance regulations. First Wyoming Capital has adopted its own investment guidelines consistent with its investment needs.

## THE COMPANY

We were incorporated in Wyoming on July 8, 2009. We have no history of operations and were formed for the primary purpose of becoming a financial services holding company. Until this offering is complete and First Wyoming Life Insurance Company is operational, we will have only limited amounts of income from investments. We have seven salaried employees, five full time and two part time employees. Additional administrative personnel will be hired as needed. We have entered into a three year lease commencing July 15, 2010 for offices at 205 Storey Blvd., Suite 100, Cheyenne, Wyoming 82009. The lease is for three years at a monthly rental of \$3400.

### Initial Operations

In August of 2009, in connection with our formation, we sold 1,500,000 shares of our Common Stock for gross proceeds of \$150,000 to a small group of subscribers which included John Perkins, Tim Vetter, Les Meyer, and seven of our outside directors in reliance upon exemptions from registration provided by Section 4(2) of the Securities Act, and Rule 506 of Regulation D promulgated there under. No underwriter was involved in connection with the issuance of our shares, and we paid no finder's fees in the August 2009 private placement.

Following completion of our initial offering, we undertook a private placement of 750,000 shares of Common Stock for gross proceeds of \$750,000. This private placement, which was concluded in October of 2009, was conducted in reliance upon exemptions from registration provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated there under. No underwriter was involved in connection with the issuance of our shares, and we paid no finder's fees in the private placement.

### Employees

The Company currently has six salaried employees including, John Perkins, Tim Vetter, and Les Meyer. See "Management" below for additional information on these principal employees. The Company currently does not have any hourly employees. Our ability to meet our objectives depends to a large extent upon satisfying our personnel requirements.

### Facilities

The Company entered into a lease agreement for office space at 205 Storey Blvd., Suite 100, Cheyenne, Wyoming. The lease is for three years. The monthly rent is \$3400.00. We do not own any real estate.

## THE BUSINESS PLAN

### Business Objectives

We established our initial business plan priorities, summarized as follows: (i) form and initially capitalize a wholly-owned Wyoming domiciled life insurance subsidiary with approximately \$1,500,000 of net offering proceeds; (ii) additionally capitalize the life insurance subsidiary with \$3,000,000, and (iii) use all remaining

net offering proceeds for either working capital, additional capitalization of the life insurance subsidiary and/or acquisition of insurance-related companies. See "Purpose of the Offering and Use of Proceeds".

### **Marketing Plan for the Offering**

Our primary objective was to form and capitalize a Wyoming-domiciled life insurance subsidiary through which we can underwrite and market life insurance products to residents of the State of Wyoming. Accordingly, the marketing plan for the Offering has been designed to enhance the life insurance subsidiary's life insurance marketing effort once the Offering is completed or terminated.

The marketing plan is designed to provide a significant number of shareholders with the widest possible geographical disbursement throughout the 23 Wyoming counties. Investors in this Offering will be allowed to purchase a minimum of 200 Shares (\$1,000) and a maximum of 3,000 Shares (\$15,000), unless management in its sole discretion permits a different amount. The total \$10,000,000 Offering will be allocated to all 23 counties based on each county's population and an assumed average investment of \$5,000. If this assumed average investment is actually realized, there would be approximately 2,000 investors in the Offering.

We plan to use a face-to-face selling approach for this Offering. We will recruit and train agents who will market this Offering only to residents of Wyoming. This face-to-face approach is designed to create personal relationships with investors in this Offering. At the conclusion of this Offering, all agents recruited to sell this Offering will be cross-trained and licensed to sell insurance products for our life insurance subsidiary and such agents' securities licenses will be canceled.

### **First Wyoming Life Insurance Company ( Life Insurance Subsidiary)**

The proposed operating plan of the life insurance subsidiary is as follows:

General. The life insurance subsidiary will initially underwrite and market life insurance products only within the State of Wyoming. The Certificate of Authority obtained from the Wyoming Department of Insurance will permit the subsidiary to sell only within the State of Wyoming. Over time, the insurance subsidiary may make application with other state insurance departments in order to obtain Certificates of Authority to market life insurance products in those states. We currently have no timetable for applying for such additional Certificates of Authority.

Our business plan contemplates that the life insurance subsidiary will only conduct limited operations prior to completion of the Offering. By delaying full-scale operations we hope to remain focused on completing the entire Offering in order to fund all of our business objectives.

The agents recruited to sell the Shares being offered herein will be recruited with the intent to cross train them into the insurance business. We will recruit individuals who have a long-range goal to be career life insurance agents. The recruiting, training and hiring of captive agents (agents who sell only the life insurance subsidiary's products) will be a continuous process for the life insurance subsidiary when it commences operations.

Types of Policies. It is anticipated that the life insurance subsidiary will market traditional life insurance products to individual residents of the State of Wyoming. Traditional forms of life insurance generally include the following:

- \* Ordinary Whole Life
- \* Term Life (Level, Decreasing and Mortgage)
- \* Limited-Pay Juvenile Whole Life
- \* Fixed-Rate, Single-Premium Deferred Annuities
- \* Fixed-Rate, Flexible-Premium Annuities
- \* Other Non-Interest-Sensitive Life Insurance Products

The life insurance company will, in all likelihood, offer limited pay whole life, term and decreasing term life and single and flexible premium annuities.

The potential profitability of any product, including the cost involved to market and administer it, will be a significant factor in the decision to offer that product.

Product Pricing. None of the insurance products to be marketed by the life insurance subsidiary have been developed or filed with the Wyoming Department of Insurance for approval. These products will be developed with a pricing structure designed to accomplish the following primary objectives:

1. Provide a competitively priced product to the insurance consumer.
2. Provide sufficient gross margins to allow the insurance subsidiary to achieve operating profits comparable to the life insurance industry as a whole.
3. Provide sufficient first year and renewal commission structures necessary to attract and retain career-oriented insurance agents.

We intend to use the services of an independent qualified actuary to develop the products.

Underwriting Standards. Underwriting guidelines will have a direct impact on the life insurance subsidiary's operating results. If the underwriting standards that we establish are not adequate, desired operating results will not be realized. Generally, when underwriting standards are less restrictive, more mortality claims will result and vice versa. Underwriting standards have a direct impact on the pricing structure of a product. The less restrictive the underwriting standards, the higher the product needs to be priced in order to allow for a higher incidence of mortality. This higher incident of mortality is also reflected in greater policy reserves being established.

The life insurance subsidiary intends to establish underwriting guidelines consistent with its product's pricing structure. The insurance subsidiary's consulting actuary, along with its reinsurance underwriting department, will assist the insurance subsidiary in establishing its underwriting standards.

Marketing: Those agents cross-trained from selling the Shares being offered herein will market the initial individual life products developed by the life insurance subsidiary. Prior to or upon the completion of the Offering, all stock sale agents will be trained to market the life insurance company's products. Additionally, the recruiting, hiring, and training process will be continuous when the life insurance company commences operations. These "captive" agents will market only the life insurance subsidiary's products.

The insurance products will be marketed using the same face-to-face marketing concept as used to sell the Shares offered herein. The insurance agents will use the shareholder base and their referrals as potential clients for life insurance products. Through this approach, the life insurance agents will have access to potential clients throughout all 23 Wyoming counties.

If, and when, the life insurance subsidiary enters the interest-sensitive and universal life markets, it would not use its captive agents to market such products. Generally, these are sophisticated products, which require a unique ability to market. Accordingly, if the life insurance company chooses to enter this market, it would develop an independent agent distribution system using independent marketing agencies that have the experience and ability to market these products. However, the life insurance subsidiary would not enter this market segment unless it could do so profitably.

Operating Results. There are certain factors, particular to the life insurance business, which may have an adverse effect on the operating results of our insurance subsidiary. One such factor is that the cost of putting a new policy in force is usually greater than the first year's policy premium, and, accordingly, in the early years of a new life insurance company, these initial costs and the required provisions for reserves often have an adverse effect on operating results. Our planned insurance subsidiary, as is common among new or inactive life insurance companies, probably will operate at a loss for a number of years because of the substantial costs of writing new life insurance. The aggregate cost of writing new life insurance includes such significant, nonrecurring items as first year commissions, medical and investigation expenses, and other expenses incidental to the issuance of new policies, together with the initial reserves required to be established.

Accordingly, the life subsidiary may be expected to sustain losses for a number of years, during which time earnings are normally not available for dividends.

We intend to report operating results to shareholders in accordance with generally accepted accounting principles ("GAAP") for stock life companies. Under the GAAP method of reporting, certain costs, which are expensed immediately under the statutory basis of accounting applicable to insurance companies, will be charged to operations over the period in which premiums are earned, thereby reducing the adverse effect of these costs on operating results. In addition, under the GAAP method of reporting, assumptions used in calculating reserves are less conservative than those used under the statutory basis, thereby further reducing adverse effects on operating results.

Administration. The daily administration of policies written or acquired will be either from the life insurance subsidiary's home office located in the Cheyenne, Wyoming area or through Investors Heritage, a third party administrator located in Frankfurt, Kentucky. First Wyoming Life Insurance Company has entered into a five year contract with Investors Heritage to provide third party administration. Such administration will be performed by Investors Heritage until such time as it becomes practical and economical to have such work handled by an internal data processing system. Policy administration includes the issuance of policies, billing, preparation of commission and production statements, posting of premium payments and servicing of policyholders.

Investments. First Wyoming Life Insurance Company has adopted an investment policy in compliance with the insurance laws of the State of Wyoming. The Insurers Investment Act specifically controls the type and amount of investments which can be made by a life insurance company domiciled in the State of Wyoming.

It is critical that an insurer invest its assets wisely and conservatively as investment income ultimately (as a new company grows, investment income will increase as a percent of total income due to investment of

policy reserves) will be a significant component of total revenue. Accordingly, the life insurance subsidiary has developed a conservative investment policy in an effort to minimize its investment risk. We may retain an independent professional investment advisor who specializes in the insurance industry to assist the insurance subsidiary with its investments.

Reinsurance. The life insurance subsidiary will reinsure with other companies portions of the life insurance risks it will underwrite. The primary purpose of reinsurance is to allow a company to reduce the amount of its risk on any particular policy. The effect of reinsurance is to transfer a portion of the risk to the reinsurers. However, the subsidiary will remain contingently liable for the risk in the event the reinsurer is not able to meet its obligations under the reinsurance agreement. Further, when life insurance risks are ceded to another insurer, the ceding company must pay a reinsurance premium to the reinsurance company as consideration for the risk being transferred. The payment of this reinsurance premium to the reinsurer represents a reduction of the premium income received by the life insurance subsidiary. This reduction in premium income has a direct impact on the profitability of the ceding company.

The life insurance subsidiary intends to negotiate reinsurance agreements with other companies as needed. Such agreements will be reviewed by the life insurance subsidiary's independent certified consulting actuary and approved by the Wyoming Department of Insurance prior to their execution.

Reserves. The life insurance subsidiary will set up as liabilities actuarially computed reserves to meet the obligations on the policies it writes, in accordance with the insurance laws and the regulations of the Department of Insurance for statutory accounting and GAAP for financial reporting to shareholders. These reserves are the amounts which, with additions from premiums to be received and with interest on such reserves, compounded annually at certain assumed rates, will be calculated to be sufficient according to accepted actuarial principles to meet the proposed life insurance subsidiary's policy obligations as they mature. The various actuarial factors are determined from mortality tables and interest rates in effect when the policies are issued.

The life insurance subsidiary will retain an independent certified consulting actuary to make the computations required to establish its reserves and to perform other duties required by law by certified actuaries in the conduct of a general life insurance business.

Regulation Any life insurance subsidiary that we acquire or form will be subject to the regulation and supervision of the Commissioner of the Wyoming Department of Insurance. Such regulation is primarily for the benefit of policyholders rather than shareholders of the Company. The Department of Insurance possesses broad administrative powers. These powers include the authority to grant and revoke licenses to transact business, to approve the form of insurance contracts, to regulate capital requirements, to regulate the character of permitted investments, and to require deposits for the protection of investments. Wyoming insurance law requires the filing of a detailed annual report with the Department of Insurance. The insurance subsidiary's business and financial accounts will be subject to examination by the Department of Insurance, as well as insurance departments of any other states in which it may do business.

In order to continue our certificate of authority for a life insurance subsidiary we must have capital and surplus in the life insurance subsidiary of \$1,500,000.00. \$1,500,000.00 is the minimum capital and surplus that must be maintained to avoid regulatory action by the Wyoming Department of Insurance. We intend to have a minimum of \$6,000,000 in capital and surplus at the conclusion of this Offering.

There can be no assurance that our life insurance subsidiary will be able to satisfy the regulatory requirements of the Wyoming Department of Insurance or a similar department in any other state in which it may wish to transact business.

We, as the holder of a controlling interest in a Wyoming insurance company, will also be subject to the provisions of the Wyoming Insurance Holding Company Act. The provisions of said Act generally provide for restrictions on a change in control of the insurance holding company, require the filing of certain reports with the Wyoming Department of Insurance, and limit the amount of dividends which may be received by the holding company from the insurance company subsidiary.

The life insurance industry is fiercely competitive. The Wyoming Department of Insurance reported that as of January 1, 2010, there were no domestic (Wyoming-chartered) life insurance companies. There are an additional 437 companies incorporated in other jurisdictions which are authorized to sell life insurance in Wyoming. Many of the life insurance companies authorized to do business in Wyoming are well-established companies with fine reputations, offering a broader line of insurance policies, having larger selling organizations, and possessing greater financial resources than our planned insurance subsidiary will have when it commences operations. We do not anticipate that the planned life insurance company will be rated by industry analysts until from three to five years after it is formed. This will have a negative impact on our ability to compete with rated insurance companies. There is also considerable competition among insurance companies in obtaining qualified sales agents.

There are certain factors particular to the life insurance business which may have an adverse effect on the operating results of our insurance subsidiary. One such factor is that the cost of putting a new policy in force is usually greater than the first year's policy premium, and, accordingly, in the early years of a new life insurance company, these initial costs and the required provisions for reserves often have an adverse effect on operating results. Our life insurance subsidiary, as is common among new or inactive life insurance companies, probably will operate at a loss for a number of years because of the substantial costs of writing new life insurance. The aggregate cost of writing new life insurance includes such significant, nonrecurring items as first year commissions, medical and investigation expenses, and other expenses incidental to the issuance of new policies, together with the initial reserves required to be established.

### **Acquisition of Other Companies**

The Company may acquire one or more life insurance or insurance-related companies with all or a portion of the remaining net offering proceeds of the Offering. If all 2,000,000 Shares of this stock offering are sold, the Company will have approximately \$1,000,000 available for acquisitions of insurance or insurance-related companies. In addition, subject to the approval of the Wyoming Insurance Department a portion of the \$6,000,000 in capital and surplus could be used for acquisition of life insurance companies. See "Purpose of the Offering and Use of Proceeds" for additional information.

The acquisition strategy of the Company, should this avenue be pursued, will be to identify one or more established insurance companies which have developed viable marketing networks for their products and which are or could be managed from a Cheyenne, Wyoming home office. In selecting target insurance companies which constitute suitable acquisition candidates, the Company will consider factors such as, but not limited to, the target company's financial statements and operating history (including surplus adequacy and underwriting standards); the price and features of insurance products sold and the markets serviced; the competency and loyalty of its agents; certain income tax considerations; and the purchase price thereof.

The Company may seek to acquire insurance-related companies such as: (i) third-party administrators; (ii) existing marketing agencies; (iii) actuarial services companies; (iv) reinsurance brokerage companies and (v) life and health insurance data processing services.

The primary reasons the Company may acquire an existing life insurance company or insurance-related company are: (i) the placement of administrative, accounting and data processing systems that would allow

the company to expand; (ii) provide additional revenue streams to the Company through additional marketing expansion or ancillary services and; (iii) provide additional profits through more effective cost management of an existing company as many companies within the insurance industry have excessive administrative cost levels relative to premium income.

Although no acquisition candidates have been identified and there are no existing arrangements to consider any specific candidates, the Company will consider any appropriate acquisition candidates.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The statements contained herein are not historical facts, but are forward-looking statements that involve risks and uncertainties that actual results may differ materially from those set forth in the forward-looking statements. Any projections of financial performances or statements concerning expectations as to future developments should not be construed in any manner as a guarantee that such results or developments will, in fact, occur. There can be no assurance that any forward-looking statement will be realized or that actual results will not be significantly different from that set forth in such forward-looking statements. In addition to the risks and uncertainties of ordinary business operations, the forward-looking statements of the Company referred to above are also subject to risks and uncertainties.

The following discussion should be read in conjunction with the consolidated financial statements and notes included in this prospectus.

### **Results of Operations**

We have been in the development stage since inception on July 8, 2009. Accordingly, operations are limited and the only source of revenue is interest earnings. Interest income for the year ending December 31, 2010 was \$892 compared to \$1,847 for the period from inception through December 31, 2009. Total expenses incurred for the year ending December 31, 2010 were \$542,856 compared to total expenses of \$239,334 for the period from inception through December 31, 2009. Salary, payroll taxes and benefit expenses incurred for the year ending December 31, 2010 were \$356,528 compared to salary, payroll taxes and benefit expenses from inception through December 31, 2009 totaled \$145,006. Through December 31, 2009, salary and benefit expenses were only incurred for the officers of the Company. Professional fees incurred for the year ending December 31, 2010 were \$13,000 compared with professional fees from inception through December 31, 2009, were \$3,000. These fees were the result of independent audits of the financial statements, legal fees, and computer service. Rent expense for the year ending December 31, 2010 was \$20,071, compared to rent expense of \$2,410 for the period from inception through December 31, 2009.

Since inception in 2009, the Company experienced a net loss of \$780,343 or \$.36 a share. Operating losses are expected to continue to occur through the completion of the Offering. We cannot reasonably estimate the extent of these operating losses; however, we do not expect the losses to impair our ability to complete the public stock offering.

### **Liquidity and Sources of Capital**

Our primary source of capital has been proceeds received from the sale of our common stock. In August 2009, we sold 1,500,000 shares of our Common Stock to our organizing shareholders at \$0.10 per share. We also sold an additional 750,000 shares of our Common Stock at \$1.00 per share in a separate private placement that concluded in October 2009. The initial total net proceeds of \$900,000 from these Offerings have been primarily used to fund our efforts to register a \$7,500,000 public offering of Shares, and also were

used to fund operating costs, such as salary, benefits, rent, office expenses, and offering development expenses, as well as other direct costs of the public offering such as legal and accounting fees and printing costs. Other than normal operating costs, the Company does not have a significant need or commitment for additional capital expenditures. The Company had raised \$1,932,550 in the public offering as of December 31, 2010. The Company had raised an additional \$785,005 in the public offering from December 31, 2010 to March 23, 2011 for a total of \$2,717,555.

## DESCRIPTION OF SECURITIES

### Description of Common Stock

Our authorized capital stock presently consists of 100,000,000 shares of \$0.10 par value common stock and 550,000 shares of preferred stock, \$.01 par value. As of the date of this Offering, 3,232,901 shares of common stock are issued and outstanding. See "Description of Capital Stock."

Holders of the shares of common stock have ratable rights to dividends and all assets distributed to shareholders upon liquidation, subject to any preferences in favor of outstanding shares of preferred stock, if any, and there is no cumulative voting. There are no preemptive, subscription, or conversion rights. Your rights, preferences, and privileges, as owners of common stock, will be subject to, and may be adversely affected by, the rights of the owners of any series of preferred stock that we may issue in the future.

The Board of Directors is authorized to issue up to 550,000 shares of preferred stock in one or more series. The Board of Directors may fix all relevant terms for each series of preferred stock that may be issued. We do not need shareholder approval to issue or fix the terms of the preferred stock. The actual effect of the authorization of the preferred stock upon your rights as holders of common stock is unknown until our Board determines the specific rights of owners of any series of preferred stock. Depending upon the rights granted to any series of preferred stock, your voting power, liquidation preference, or other rights could be adversely affected. Preferred stock may be issued in acquisitions or for other corporate purposes. Issuance in connection with a shareholder rights plan or other takeover defense mechanism could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from acquiring, control of the Company. No shares of preferred stock have been issued.

Our authorized stock consists of 100,000,000 shares of common stock, \$0.10 par value ("Common Stock"), and 550,000 shares of preferred stock, \$0.01 par value ("Preferred Stock"). As of the date of this Offering, 3,323,901 shares of Common Stock are issued and outstanding. As of the same date, no shares of Preferred Stock were outstanding.

In the event of liquidation, holders of the shares of Common Stock are entitled to participate equally per share in all of our assets, if any, remaining after the payment of all liabilities and any liquidation preference on our preferred stock if any is outstanding. Holders of the shares are entitled to such dividends as the Board of Directors, in its discretion, may declare out of funds available therefore, subject to any preference in favor of outstanding shares of preferred stock, if any.

The holders of shares of Common Stock are not entitled to cumulative voting for each share held of record in each matter submitted to a vote of shareholders. A majority of the outstanding shares of stock entitled to vote constitutes a quorum at any shareholder meeting. There are no preemptive or other subscription rights, conversion rights, and registration or redemption provisions with respect to any shares of Common Stock.

The rights, preferences, and privileges of holders of Common Stock are subject to, and may be adversely affected by, the rights of the owners of any series of Preferred Stock that we may designate and issue in the future.

### **Description of Preferred Stock**

The Board of Directors is authorized to issue up to 550,000 shares of Preferred Stock in one or more series. The Board of Directors of the Company, without further action by the shareholders, may issue shares of Preferred Stock and may fix or alter the voting rights, redemption provisions (including sinking fund provisions), dividend rights, dividend rates, liquidation preferences, conversion rights, and the designation of a number of shares constituting any wholly unissued series of preferred stock. The Company does not anticipate the issuance of any Preferred Shares at this time.

In the event that Preferred Shares are to be issued, promoters will be allowed to purchase such shares only on the same terms as existing or new shareholders. In addition, the issuance of preferred shares will only occur upon the approval of a majority of our independent directors.

The actual effect of the authorization of the Preferred Stock upon your rights as holders of Common Stock is unknown until the Board of Directors of the Company determines the specific rights of owners of any series of Preferred Stock. Depending upon the rights granted to any series of Preferred Stock, your voting power, liquidation preference, or other rights could be adversely affected.

### **Wyoming Law and Certain Charter Provisions**

Our Certificate of Incorporation limits, to the fullest extent permitted by Wyoming law, the liability of a director to the Company or our shareholders for monetary damages for a breach of such director's fiduciary duty as a director. Wyoming law presently permits such limitations of a director's liability except where a director breaches his or her duty of loyalty to the Company or our shareholders, fails to act in good faith or engages in intentional misconduct or a knowing violation of law, authorizes payment of an unlawful dividend or stock repurchase, or obtains an improper personal benefit. This provision is intended to afford directors additional protection, and limit their potential liability, from suits alleging a breach of the duty of care by a director. We believe this provision will assist the Company in maintaining and securing the services of directors who are not employees of the Company.

Our Bylaws provide that directors and officers shall be indemnified against liabilities arising from their services as directors and/or officers to the fullest extent permitted by law, which generally requires that the individual act in good faith and in a manner he or she reasonably believes to be in or not opposed to the Company's best interests. We have obtained directors' and officers' liability insurance to limit our exposure under these provisions.

### **Transfer Agent**

The company has retained Computershare, Ltd. to act as its transfer agent. Their local office is 350 Indiana Street, Suite 750, Golden, CO 80401. Their phone number is (303) 262-0603.

## Restrictions on Transfer

The Shares offered hereby have not been registered under the Securities Act in reliance on Rule 147 promulgated there under, which exempts securities offered and sold on a wholly intrastate basis. A condition of the exemption is that during the period in which the securities that are a part of an issue are being offered and sold by the issuer, and for a period of nine months from the date of the last sale by the issuer of such securities, all resale's of any part of the issue, by any person, shall be made only to persons resident within the state of offer. Accordingly, no securities purchased in this Offering may be resold or transferred pursuant to the exemption to persons resident in any state other than Wyoming until at least nine months have elapsed since the completion or termination of the Offering which could be in 2012.

To assure compliance with the exemption, we will take the following steps:

1. Obtain the written representation in the Subscription Agreement of each subscriber that such person is a bona fide resident of the State of Wyoming;
2. Obtain an undertaking in the Subscription Agreement of each subscriber that such person will not transfer the securities, outside the State of Wyoming until nine months after the completion or termination of the Offering;
3. Place the following legend on each certificate evidencing the Shares:

**TRANSFER OF THE SECURITIES EVIDENCED BY THIS CERTIFICATE ARE SUBJECT TO RESTRICTION. PRIOR TO A DATE, NINE MONTHS FROM THE DATE OF THE LAST SALE OF SECURITIES OF THE ISSUE OF WHICH THIS SECURITY WAS A PART, NO TRANSFERS, SALES, OR ASSIGNMENTS OF THE SECURITIES OR ANY INTEREST THEREIN SHALL OCCUR.**

4. Make notation in our transfer records prohibiting any transfers of the Shares during the period specified in Paragraph 2 above, with respect to any attempted transfer.

## OFFICERS AND DIRECTORS

The officers and directors of the Company are as follows:

<u>Name</u>	<u>Position</u>
Tim Vetter	President/CEO
John Perkins	Chief Operating Officer
Kerry Fernau	Chief Marketing Officer
Les Meyer	Secretary
Roy Whitney	Chairman of Board
Colin Simpson	Vice Chairman

Lex Madden	Director
Tom Lubnau	Director
Mark Anderson	Director
Elizabeth Brimmer	Director
Dick Bratton	Director
Ken Decaria	Director

The directors were elected at the annual meeting of shareholders on June 9, 2011. The executive officers serve at the direction of the Board of directors and were elected at the annual meeting of the Board on June 9, 2011. The President, Secretary and Treasurer were elected at that meeting of the Board and the Chairman was elected at the September 22, 2011 meeting of the Board of Directors. Any other officers will be elected by the Board from time to time as the Board deems advisable. The following is a brief description of the previous business background of the executive officers and directors.

**TIM VETTER:** Mr. Vetter will serve as President/CEO and a Director of the Company. Mr. Vetter entered the industry with Mid American Century Life Insurance Company in 2001. In 2002 he became a regional sales director and in 2003 served as an executive sales director until its merger with Citizens Inc. With Citizens Inc. he served as a Professional Marketing Consultant until 2007. In 2007 he joined Security Capital Corporation as the assistant to the President, Missouri Division and became President of Security Capital. In October 2008 he became Assistant Vice President of Marketing for Northern Plains Capital Corporation.

**JOHN PERKINS:** Mr. Perkins will serve as Chief Operating Officer. He served as President of First Trinity Financial Corporation from its inception until 2007. He served as President of Mid American Alliance Corporation and Mid American Century Life Company from January 1, 2003 to December 31, 2003. He served on the Board of Directors of Mid-American Alliance and Mid American Century from 1998 to 2003. Mr. Perkins previously owned Perkins Law Office in Jefferson City, Missouri from 1995 to 2003, where he specialized in securities law. He is a graduate of Southern Methodist University Law School and has an undergraduate degree in Public Administration from the University of Missouri. From 1983-1995 he was the Commissioner of Securities for the State of Missouri, having previously served as its Chief of Enforcement for two years. He was an Assistant Attorney General in the Consumer Protection Division of the Missouri Attorney General's Office. He also served on the Board of Directors of the North American Securities Administrators Associations for five years and as its President in 1991. Mr. Perkins was the first Chairman of SRD Inc. and was a Board member of that organization for two years. In 1989 he received his first "Blue Sky Cube," the highest honor bestowed by the North American Securities Administrators Association. In 1991, he became the first person to receive a second "Blue Sky Cube."

**KERRY FERNAU:** Mr. Fernau will serve as the Chief Marketing Officer of the Company. Mr. Fernau spent 11 years in marketing and management in the automotive industry from 1994-2005. In 2005 he accepted a position with Midwest Holding Inc. as an area representative. After several promotions he ultimately became the state director of Midwest Holding Inc. and American Life and Security in 2007 which is the top field management position available. In 2010 he accepted a position as Agency Director of First Wyoming Capital where he was soon promoted to Chief Marketing Officer of the company.

**LES MEYER:** Mr. Meyer will serve as Secretary and a Director of the Company. He is President of Rocky Mountain Capital. As a young man Les Meyer was a professional boxer. He fought out of Dodge City Kansas as a heavyweight. He retired from professional boxing undefeated. He worked for over 35 years representing utility companies serving as Director of media relations, Government relations, and customer relations. In that role he served as the liaison between the utility company and the public service commissions. Mr. Meyer was the author of several key pieces of legislation that govern the utility industry in Nebraska. Currently he is CEO of Knockout Partners, a real estate business serving the front range of Colorado. Mr. Meyer also serves on the Board of Directors of Midwest Holding Inc. and American Life and Security.

**ROY WHITNEY:** Mr. Whitney will serve as Chairman of Board and a director of the company. He owns Red Mountain Ranch, a beef cattle operation he established in 1996 in Wheatland. He is Chairman Emeritus of Hammond, Kennedy, Whitney & Co., Inc., a private equity and investment banking firm in New York. He serves on the University of Wyoming Foundation board of directors, which encourages private support for University of Wyoming programs and oversees the management and investment of Foundation assets. He is chairman and Director of Grobet file Co, of America, which has a manufacturing plant in Cheyenne, as well as serving as a director of S.A. Robotics Corp. He also is a member of the Board of Trustees of the University of Rochester.

**COLIN SIMPSON:** Mr. Simpson will serve as Vice Chairman of the Board and a Director of the Company. Colin Simpson is a fifth-generation Wyomingite and his ancestors helped settle Wyoming in the 1880's. He received his law degree from the University of Wyoming and practices law with Simpson, Kepler & Edwards, LLC (AV), the Cody, Wyoming, division of Burg Simpson Eldredge Hersh & Jardine, P.C. of Englewood, Colorado. He was elected to the Wyoming Legislature in 1998 and served six terms as a republican representative from Park County. He served as the Speaker of the House and a member of the legislative Management Council and Energy Council. He has also served as Majority Floor Leader, Speaker Pro Tem, Vice Chair of the House Appropriations Committee, Co-Chair of the Select Committee on Mental Health and Substance Abuse, Chair of the House Judiciary Committee and on various other select committees. He is a member of the Board of Trustees of the Buffalo Bill Historical Center in Cody and a Board member of First National Bank & Trust in Powell.

**LEX MADDEN:** Mr. Madden will serve as a Director of the Company. In 1989, Shawn and Lex Madden, who were leasing and operating Stockman Livestock south of Torrington, purchased half

interest in Torrington Livestock Commission. They along with two partners then purchased Stockman Livestock, completing the merger of the two sale barn companies, and forming "Torrington Livestock Markets, Inc." In 1998 Lex Madden won the title of "World Champion Auctioneer" and in 2001 Shawn Madden won the title, as well. They are the only brothers to both have won that title. In 1999 Torrington Livestock Markets marketed enough cattle to become the Nation's Largest Independent Livestock Market.

**THOMAS LUBNAU:** Mr. Lubnau will serve as a Director of the Company. Thomas E. Lubnau, II is married and has two children, Rachel and Thomas. He is an attorney who has been practicing law for 25 years in the county in northeastern Wyoming that has been quietly supplying 10% of the nation's total energy. A former president of the Wyoming State Bar, and Chancellor of the Jackrabbit Bar, his areas of practice include business law, oil, gas and minerals law, corporate litigation, healthcare law and ranching law.

**MARK ANDERSON:** Mr. Anderson will serve as a director of the company. Mark Anderson is President of Burns Insurance. After a banking background he purchased Burns Insurance in 1982. For 27 years as President of Burns Insurance, he has either purchased or started agencies in 17 others communities around the states of Wyoming, Montana, and Nevada. Mr. Anderson has served on various civic and community boards and organizations along with being active in his church. He is also a real estate agent and has a license to sell securities. He is a past president and director of the Association of Wyoming Insurance Agents and is currently serving on several insurance company advisory boards. Mr. Anderson is also a co-owner of a farm in Burns. Mark and his wife Judy have been married for 35 years and have 3 grown children, Jolie, Kelly, and Brett and 3 grandchildren.

**ELIZABETH BRIMMER:** Ms. Brimmer will serve as a director of the company. She is the founding partner in Brimmer Communications, a strategic communications and public affairs firm with offices in Jackson, Wyoming, Washington, D.C. and Cheyenne, Wyoming. Ms. Brimmer has worked in public affairs, public policy and media for more than twenty years, both in Wyoming and Washington. Formerly chief of staff to the late-U.S. Senator Craig Thomas, she now works on a wide variety of public policy efforts in the West. She also has extensive experience and contacts in journalism. She is a native of Wyoming, born in Rawlins and raised in Cheyenne. She is married to George Barlow, an avid mountaineer and adventurer. Ms. Brimmer has a B.A. in English Literature from Bowdoin College in Brunswick, Maine.

**DICK BRATTON:** Mr. Bratton will serve as a director of the company. Mr. Bratton currently works as an investment manager at Jonah Inc. and serves on several boards of directors for venture capital firms. Prior to this position, he served as chief financial officer for WERCS, the parent company of the Wyoming Financial Group. Early in his career, Mr. Bratton worked for many years as a certified public accountant. In 2008 he was named to the Wyoming Business Council's 16-member board, which focuses on securing new business development in the state. Its divisions include: Agribusiness, Business and Industry, Investment Ready Communities, Support Services and Travel and Tourism.

**KEN DECARIA:** Mr. Decaria will serve as a director of the company. He is the Government Relations Director of the Wyoming Education Association. He was a middle school teacher in Evanston for 25 years. Mr. Decaria served as a Wyoming State Senator from 2000-2008.

### **Executive Compensation**

Mr. Perkins, Chief Operating Officer, Mr. Vetter, President, Chief Executive Officer, and Mr. Fernau, Chief Marketing Officer, will each be paid a salary of \$120,000 per year, and Mr. Meyer will be paid a salary of \$12,000 per year. All Executive Officers may receive such performance-based bonus payments as the Board of Directors may approve. Mr. Perkins, Mr. Vetter, and Mr. Fernau will devote 100% of their time to the operations of the Company. Mr. Meyer will devote as much time as necessary to perform the role of Secretary and Treasurer, respectively.

As of the date of the Memorandum, the Company has not issued any options. However, the Company may, in the future, establish one or more option plans for its advisory board members, employees, salespersons, directors and consultants.

Independent Board members will be compensated \$500 for attendance at Board meetings and \$250 for attendance at Board meetings telephonically. Independent Board members will receive a \$1000 retainer per year for their service on the Board of Directors. The Chairman and Vice Chairman will receive annual compensation of \$12,000 each.

### **SECURITY OWNERSHIP**

The following table sets forth information regarding the ownership and control of the outstanding Shares of the Company's common stock, \$.10 par value, as of completion of this offering, assuming all the shares offered are sold.

<u>Stockholder (Affiliation)</u>	<u>Number of Shares Owned</u>	<u>Maximum Percentage Of Shares</u>
First Trinity Financial Corporation	350,000	7%
Midwest Holding Inc.	350,000	7%
John Perkins (Director)	89,000(3)	2%

Tim Vetter (President)	120,000 (1)	3%
Les Meyer (Secretary)	40,000	>1%
Roy Whitney (Chairman)	25,000	>1%
Lex Madden (Director)	65,000	1%
Colin Simpson (Vice Chairman/Director)	40,000	>1%
Tom Lubnau (Director )	42,500	>1%
Mark Anderson (Director)	45,000	>1%
Elizabeth Brimmer (Director)	42,500	>1%
Dick Bratton (Director)	70,000(2)	1%
Ken Decaria (Director)	20,000	>1%
Totals	1,265,000	26%
All other shareholders	3,485,000	74%

(1) Includes 80,000 shares owned by Tim Vetter and 40,000 shares owned by family members

(2) Includes 65,000 shares owned by Jona Inc. for whom Mr. Bratton works.

(3) Includes 40,000 shares previously owned by Mr. Oliver and which are still held in the voluntary escrow

### **LARGEST SHAREHOLDERS**

Our two largest shareholders are First Trinity Financial Corporation, an insurance holding company located in Tulsa, Oklahoma; and Midwest Holding, Inc. an insurance holding company located in Lincoln, Nebraska. First Trinity was founded in 2004 and raised approximately 16 million dollars in three offerings. It has assets of approximately 64 million dollars as of December 31, 2010. Midwest Holding Inc. was founded in 2004 and raised approximately 14 million dollars in four offerings. It has assets of approximately 40 million dollars as of December 31, 2010. Both companies may provide assistance in recruiting, training, and back office support for the public offering.

### **AFFILIATED TRANSACTIONS**

All affiliated transactions will be approved by a majority of the independent Board members. The Company believes that the above transactions will be on terms that are no less favorable to the Company than similar transactions with unaffiliated parties would provide. The

Company has entered into following transactions with its officers or directors: It has purchased insurance policies including D & O Insurance, and key man insurance through Burns Insurance which is owned by Mark Anderson. Small commissions were paid on those transactions. In addition, the Company rents its office space from Jonah Bank in Cheyenne. Mr. Bratton is affiliated with Jonah Bank. All these transactions and any future transactions or agreements will be upon terms no less favorable to the Company than similar transactions or arrangements with unaffiliated parties would provide.

#### **INDEMNIFICATION**

Our Bylaws require indemnification to the extent permitted by law of any director, officer, employee, and agent who is a party or is threatened to be made a party to any action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Company. Insofar as indemnification for liability arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

#### **SHARES ELIGIBLE FOR FUTURE SALES**

All of the shares outstanding before this Offering are "restricted securities" and, unless registered under the Securities Act, may be sold in the public market only in compliance with Rule 144 under the Securities Act. Rule 144 prohibits the subsequent resale of the shares for a period of one year after the close of their purchase in the Offering, and requires that at the time of a subsequent resale of the shares there be available adequate current public information, as specified in Rule 144, with respect to the Company. Rule 144 further requires that any resale's following the end of the one-year period be limited both as to frequency and amount. What is more important, resales following the one-year period are required to be made only in "brokerage transactions." In order to qualify as a brokerage transaction, the sale must be accomplished through a broker-dealer at the then currently prevailing market price pursuant only to an unsolicited bid or offer to purchase, thus the requirement of a brokerage transaction implies the existence of a formal trading market for the shares with published bid and ask prices appearing in one or more of the recognized means of public trading such as the NASDQ Stock Market or the pink sheets. There will be no such market following the sale of the Shares in this Offering and there can be no assurance that there will ever be a formal trading market for the Shares. You should carefully review the "Risk Factors" relating to lack of a public market.

In addition to the restrictions imposed by the securities laws, an investment in the shares will be illiquid due to the lack of a public trading market. As discussed above, no market currently exists and no market is expected to develop as a result of this Offering. Even if this Offering is completed, an established public trading market may not develop. Development of an established trading market, if any, will be delayed as a result of this Offering being an intrastate offering as contrasted with an interstate offering. Unlike securities which are acquired in an interstate offering and are

freely tradable, securities acquired in an intrastate offering cannot be traded across state lines for a period of nine months following the end of the intrastate offering.

Prior to this Offering, there has been no market for the Common Stock of the Company, and it is not anticipated that a market will develop in the immediate future after this Offering. The effect, if any, of future public sales of the Common Stock described above on the market price of the Company's Common Stock cannot be predicted.

### **Promoters Stock Agreement**

The company's officers, John Perkins, Tim Vetter, and Les Meyer are deemed to be promoters of the Company. These promoters have voluntarily agreed that their common stock certificates shall not be issued until one year from the completion or termination of the stock offering. Mr. Perkins is holding Mark Oliver's shares he had previously agreed to hold in the escrow. During the term of the agreement the owners will retain all voting and dividend rights. The shares may not, however, be sold or otherwise disposed of for value prior to expiration of the agreement. All other organizing shareholder's common stock, are "restricted securities" and, unless registered under the Securities Act, may be sold in the public market only in compliance with Rule 144 under the Securities Act. (See Shares eligible for future sales).

### **PLAN OF DISTRIBUTION**

We are offering up to 2,000,000 Shares on a "best efforts" basis only through a network of agents recruited, trained, and registered as issuer agents with the Wyoming Securities Division. We will not accept subscriptions from any potential investor who does not meet one of the following standards: (1) a minimum annual gross income of \$30,000 and a minimum net worth of \$30,000 excluding vehicles, home and home furnishings; or (2) a minimum net worth of \$150,000 excluding vehicles, home, and home furnishings. In addition, we will not accept subscriptions from any potential investor who is investing more than 10% of their net worth, excluding vehicles, home and home furnishings.

Commissions to be paid to agents on each sale will range from 7% - 10% of the amount of the Shares sold. In addition, the agents may receive prizes and other incentives for their sales efforts. All agents must employ the suitability standards for subscribers defined by the Wyoming Securities Division as set forth in the Subscription Agreement.

Neither we nor any of our agents have registered with the Securities and Exchange Commission as a "broker" or a "dealer" in reliance on a statutory exemption for a broker or dealer whose business is exclusively intrastate and who does not make use of any facility of a national securities exchange. Should a determination be made that any of the individual agents recruited to sell the Shares were acting in violation of statutory exemption, we could be subject to the contracts being voided under the provisions of Section 29(b) of the Exchange Act for any transactions made in violation of that act. See, "Risk Factors" We and our agents in this Offering must comply with federal "broker" and "dealer" laws, and a failure to comply with these laws would materially and adversely affect our financial condition.

The proposed market for the sale of this Offering will be in the agricultural, business and professional communities selected on a representative basis from each of the 23 counties in the State of Wyoming. Our marketing goal is to distribute Shares to approximately 2,000 shareholders, achieving a broad base of shareholders across the state. With respect to reaching our goal of 2,000 shareholders, the total shareholder offering allocation is reached by multiplying 2,000 shareholders with an estimated investment average of \$5,000 (1,000 Shares) equaling approximately \$10,000,000.

We can only estimate the investment average of each subscriber and our needs. Therefore, there may be adjustments to the number of proposed shareholders in each county, depending on the actual investment average per subscriber.

The purchase price shall be payable in cash at the time of subscription. (See the Subscription Agreement.) Sale and transferability restrictions of the Shares are discussed herein.

Subscriptions are made by executing a Subscription Agreement and by payment of the purchase price by a check made payable to "First Wyoming Capital Corporation." Each subscriber will be required to represent to the Company that he/she is a resident of Wyoming who meets the income and net worth requirements for this Offering.

The Offering will continue until all of the 2,000,000 Shares being offered are sold or until one year from the date of this Prospectus, whichever occurs first. We may, in our sole discretion, extend the Offering for one additional year, if registration of the Offering is allowed by the Wyoming Securities Division, and we may terminate the offering at any time.

#### **DETERMINATION OF OFFERING PRICE**

Our management has determined the price of the Shares being offered by this Prospectus arbitrarily, and the price bears no relationship to our assets, our prospects, or any other measure of value. There is no public market for the Shares and, therefore, the Shares have no readily ascertainable market value.

The Shares are offered only as a long-term investment for those who can afford the risk of loss of their entire investment and who can foresee no need to liquidate their investment in the near future. See "Description of Securities – Restrictions on Transfer" for additional information.

#### **CAPITALIZATION**

The following table sets forth the capitalization of the Company as of December 31, 2010 and the as adjusted pro forma capitalization as of such date to give effect to the issuance of the maximum number of Shares offered hereby net of commissions and offering expense. This table should be read together with the balance sheet of the Company as of December 31, 2010, included under "Financial Statements."

	<u>December 31, 2010</u>	Pro Forma Maximum
Shareholders' Equity: Common Stock, \$0.10 Par Value, 100,000,000 Shares Authorized, 2,250,000 Shares Outstanding	\$263,651	\$425,000
Additional Paid In Capital	\$2,568,899	\$9,575,000
Total Capitalization	\$2,832,550	\$10,000,000

### **LEGAL MATTERS**

The Company did not have this prospectus reviewed or passed upon by outside counsel. The Company has currently retained Jones & Keller, P.C., Denver, Colorado, to assist it in future corporate and securities matters.

### **INDEPENDENT AUDITORS**

The financial statements of the Company for the period from July 8, 2009 (date of inception) through December 31, 2010, included in the Prospectus, have been audited by Kerber, Eck & Braeckel LLP, independent auditors, as stated in their report appearing herein.

### **ANNUAL REPORTS TO SHAREHOLDERS**

We do not file reports with the Securities and Exchange Commission. We will supply annual reports of our financial condition to all holders of our securities and such reports will contain financial statements that will be examined and reported upon by an independent certified public accountant.