

Americans Rebuilding America, Inc.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM FOR
OFFERING TO ACCREDITED INVESTORS

OF

20,000 THOUSAND CERTIFICATES (USD) 20 YEAR COLLATERAL TRUST CERTIFICATES

THE OFFERING

Americans Rebuilding America, Inc. (the “*Company*”) a Washington Corporation is offering 20,000 Certificates of 20 year Collateral Trust Certificates with redemption at the Twentieth anniversary of their purchase, from Financial Instruments purchased and issued by the U.S. Government, Top Rated US and World Insurance and Reinsurance Companies. **The Company reserves the right to invest up to 5% of its assets in other Debt securities, such as but not limited to, high yield securities, foreign bonds, and money market instruments, when to do so would be considered within the strategy of the fund and in the best interest of its investors.** (See Redemption of Certificates Section of this Document) Investment and repurchase are on the terms outlined in this Offering Memorandum, as follows:

- The Company seeks to sell up to \$200,000,000 in this offering. The Company will raise the funds in a Regulation D Section (3) 506 Securities Filing with the Securities and Exchange Commission under the Securities Act of 1933. The minimum amount to be \$500,000 and the maximum amount to be \$200,000,000.
- The Certificates sold in this offering, will have a return on investment of 15.43% of income. **See Distribution Section of this document.**
- There is a Mandatory Repurchase of Collateral Trust Certificates provision in this offering backed by financial instruments of the US Government, Top Rated US and World Insurance and Reinsurance Companies. **The Company reserves the right to invest up to 5% of its assets in other Debt securities, such as but not limited to, high yield securities, foreign bonds, and money market instruments, when to do so would be considered within the strategy of the fund and in the best interest of its investors.** The financial Instruments will be held in the company name with each Certificate Holders listed by their interest as the beneficiary. The Certificate Holders will be given their instrument registration number prior to the company receiving any funds. **This Redemption of Certificates provision is discussed further in this document, See Redemption of Certificates Section of this document for Redemption information and Escrow information.**
- The Company is making this offering only to accredited Investor under the exemption from registration contained in Section 4(2) of the Securities Act of 1933 (as amended, the “*Securities Act*”) and Rule 506 of Regulation D (3) under the Securities Act, and equivalent state exemptions.

	<u>Per Certificate</u>	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Public offering price, primary Certificates	\$10,000.00	\$500,000	\$200,000,000
Selling commissions and dealer manager fee (1)	\$700.00	\$35,000	\$14,000,000
Proceeds, before expenses, to us.	\$9,300.00	\$465,000	\$186,000,000

(1) Selling commissions are paid only for primary Certificates offered on a best efforts basis and will equal 7% of gross proceeds, and are payable to our dealer manager.

HOW TO INVEST

If you are qualified and desire to participate in the offering, please deliver all of the following items to the Company immediately upon your decision to invest but at the latest by March 31, 2017, unless the Company specifies a different date in writing:

1. The fully signed and completed Subscription Agreement. This shall include an investor suitability questionnaire.
2. Upon acceptance by the Company of your Subscription Agreement, your initial capital purchase, as specified in the Subscription Agreement, delivered by a wire transfer of immediately available funds to Bank of America/Merrill Lynch as specified by the Company.

The Company will review the materials and may accept or reject any subscription, in its sole discretion. If the Company accepts your subscription, it will sign the Subscription Agreement and promptly return one copy to you for your records. If the Company does not accept your subscription, it will notify you and return any funds you may have delivered to the Company promptly after non-acceptance.

Please direct signed and completed documents and all questions regarding the offering to:

Forms
Americans Rebuilding America, Inc.
C/O Todd E Geib
9613 Bending River Ave Las Vegas, 89129
E-Mail: toddg59@gmail.com

Purchase Monies should be
Wired to Americans rebuilding America, Inc.
Bank of the West 9021 W. Sahara Ave., Las Vegas, NV 89117
ABA# _____
For Further Credit
Account Number# _____
Account Name Americans Rebuilding America, Inc.

Escrow services will be performed by a registered Securities Broker Dealer chosen by the Company for the purpose of purchasing and holding the financial Instruments.

The date of this Offering Memorandum is July 9, 2016.

Note: This Offering Memorandum is subject to the following Confidentiality Agreement.

CONFIDENTIALITY AGREEMENT

By accepting this Offering Memorandum, the recipient acknowledges that this Offering Memorandum and all information contained in it (together, the "**Confidential Information**") is confidential, proprietary and non-public, and agrees (a) to keep the existence of the Confidential Information in confidence, (b) to not use the Confidential Information for any purpose whatsoever except in connection with making a decision as to whether to invest in or do business with the Company, (c) to not copy, distribute, or disclose any part of the Confidential Information to any third party, or to permit any other person to do the same, and (d) to prevent the Confidential Information from falling into the public domain or from being seen, heard by, or otherwise revealed to any other person. If the recipient is acting on behalf of an entity, the recipient may disclose the Confidential Information to the entity's officers, employees, counsel, and accountants solely for the purposes of evaluating whether to invest in the Company, but will cause such person to be bound by the terms of this Confidentiality Agreement. The recipient shall be fully liable for any wrongful disclosure or use of the Confidential Information by the recipient or by any other person to whom the recipient permits access to the Confidential Information.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Offering Memorandum includes forward-looking statements about management's plans, intentions, strategies, expectations, predictions and financial projections concerning the Company's future activities and results of operations

and other future events or conditions. Forward-looking statements are based on management's beliefs and assumptions based on currently available information, and readers should not construe these statements as assurances of a given result or promises to take a given course of action. The words "anticipate," "believe," "estimate," "expect," and "intend," and words or phrases of similar meaning, are intended in part to help identify forward-looking statements. It is important to note that the Company's actual results or activities or actual events or conditions could differ materially from those projected in such forward-looking statements. The plans, strategies and intentions of management with respect to the business that the Company intends to conduct may change based on increased experience with the Company's business model as well as in response to competition, general economic trends or perceived opportunities, risks or other developments.

Any financial and operational projections contained in this Offering Memorandum are based upon assumptions management currently believes to be reasonable but which are uncertain and unpredictable. Actual events may differ materially from management's assumptions and estimates, and actual results may differ from those projected. The projections may include certain stated assumptions and disclosures regarding current and planned accounting methodologies that must be examined carefully. Any such projections do not constitute representations as to future operations, and no assurance can be given as to the reliability of the assumptions on which they are based. Such assumptions may be incomplete or inaccurate and unanticipated events and circumstances are likely to occur. Actual results achieved during any periods covered are likely to vary from these projections and such variations may be material and adverse to the Company's operations and financial results.

NOTICES TO INVESTOR

Offered Only to Potential Investors in Jurisdictions Where Lawful

Distribution of this Offering Memorandum to any person, other than prospective Investor and those persons, if any, retained to advise prospective Investor with respect thereto, is unauthorized, and any divulgence of any of its contents, without the prior written consent of the Company, is prohibited. This Offering Memorandum does not constitute an offer to sell Certificates to, or a solicitation of an offer to buy Certificates from, any person in any jurisdiction in which it is unlawful to make such an offer or solicitation.

Suitability Standards

The Company is offering Certificates only to accredited Investors that can afford to bear the economic risk of their investment for an indefinite period and have no need for liquidity in this investment. The Company will review and rely upon the representations of each potential Investor contained in the Subscription Agreement and the Accredited Investor Questionnaire submitted by each potential investor to determine its suitability as an investor in the offering. The Company will have the right to refuse a subscription by any person in its sole discretion.

Please note that the Company is not making any determination whether an investment in the Company is suitable or advisable for any investor, and the Company's acceptance or rejection of a subscription should not be construed as implying such a determination. Each investor must make an independent judgment, in consultation with its own counsel, accountants, investment advisors or other professionals as to whether an investment in the Certificates is suitable or advisable for the investor.

No Market for Certificates; Limitations on Transfers

No public market exists for the Certificates and there is no expectation that such a market will develop in the future. The Certificates are subject to restrictions on transferability and resale, and may not be transferred or resold except pursuant to the By Laws and registrations under or exemptions from the Securities Act and applicable state securities laws.

Limitation on Information and Representations

No person has been authorized in connection with this offering to give any information or to make any representations other than those contained in this Offering Memorandum or any other materials provided to you by an officer of the Company. No other information or representations may be relied upon as having been authorized. Unless otherwise

indicated, statements contained in this Offering Memorandum are made as of the date set forth on the cover page, and do not reflect any events that may have occurred subsequent to the date of this Offering Memorandum.

Does Not Constitute Legal or Tax Advice

Prospective Investor are not to construe the contents of this Offering Memorandum, or any prior or subsequent communications from the Company or any of its representatives as legal or tax advice or as information necessarily applicable to any prospective purchaser’s particular financial or tax situation. Each investor should consult the investor’s own financial advisor, attorney and accountant as to tax and related matters concerning an investment in the Certificates.

Not a Tax Shelter

An investment in the Company is not intended to confer upon any investor tax-shelter benefits and it is not expected that any member will, on a cumulative basis over the term of its investment in the Company, recognize any such benefits from an investment in the Company.

Americans Rebuilding America, Inc.
TERM SHEET

This section summarizes the principal terms of the offering of (the “Certificates”) by Americans Rebuilding America, Inc. (the “Company”). This term sheet is not a complete description of the offering, the Certificates or the Company. The summary is subject to and qualified by the provisions of (1) the information contained elsewhere in this offering memorandum; (2) the Subscription Agreement (the “*Subscription Agreement*”), (3) the Accredited Investor Questionnaire (the “*Investor Questionnaire*”), (4) the Company’s Articles of Incorporation and By Laws (the “*Articles/By Laws*”), (5) any reports, schedules, forms, statements, and other documents made available to the investor by the Company, (6) this Offering Memorandum, including the section entitled “Risk Factors,” and (7) the provisions of applicable law. Capitalized terms not defined herein have the meaning given them in the By Laws.

Company	The Company is a Washington Corporation formed on April 26, 2012 for the purpose of, but not limited to lending of equity based loans and investing in technology projects new or existing.
Offering Structure	The offering will be a minimum/maximum offering. All Collateral Trust Certificates will be repurchased by the company on the Twentieth anniversary of their purchase. The Company will distribute funds from the escrow account as soon as the \$500,000.00 minimum is Subscribed. The Company will continue sales until the entire offering is subscribed or closed by the company. <u>The selling price per certificate is \$10,000.00.</u>
Activation of Purchase	Using the proceeds from the minimum offering will activate the offering.
Offering of Certificates	The Company is offering 20,000 Certificates. The Certificates Subscribed hereby collectively represent 100% of the Company’s Collateral Trust Certificates outstanding after closing of the offering. A breakdown of the Company’s Collateral Trust Certificates outstanding before and after closing of this offering is set forth herein. Currently 100% of the Trust Certificates are held by the Company; after the offering is either fully subscribed or closed by the company the holders of the subscribed Certificates will hold 100% of the Companies Collateral Trust Certificates.
Offering Price	The Certificates are being offered at \$10,000.00 per Certificate at a fully subscribed offering of \$200,000,000.00. Management expects to sell up to \$200,000,000.00 in this offering, but reserves the right to accept a lesser amount down to a minimum of \$500,000.00 (the “ <i>Minimum Proceeds</i> ”), in its sole discretion.

Minimum Investment	\$10,000.00 per Individual Certificate Holders and \$150,000.00 per institutional investor. The Company reserves the right to accept investments for lesser amounts in its sole discretion.
Founding Certificate Holders	The founder and incorporator of the Company is Daniel F Peterson. (the “ Sole Share Holder ”). As of the commencement of this offering is Todd E. Geib. 100% of the Collateral Trust Certificates of the Company are held by The Company.
Use of Proceeds	The Company intends to use proceeds from the minimum subscription under Section (8) of the 33 ACT to include purchasing discounted mortgage notes.
Investor Qualification	The Certificates are only available for sale to certain “accredited Investors” as that term is defined in Regulation D under the Securities Act of 1933. Please review the Investor Questionnaire to determine if you qualify as an accredited investor.
Closing Conditions	Each investor must sign and deliver to the Company the Subscription Agreement, the Investor Questionnaire, together with the investor’s investment amount in immediately available funds, and the Company must have accepted the investor’s subscription.
Minimum Proceeds; Escrow	<p><u>First Tranche.</u> The Company will not close the first tranche of this offering until it has received and accepted subscriptions for at least \$500,000. The Company will hold in escrow all investment funds received from the first tranche until the closing of the minimum subscription amount. If the Company has not received the Minimum Proceeds by March 31, 2017, the Company will return all funds received from Investors who elect to withdraw, and will cancel their subscriptions.</p> <p><u>Second Tranche.</u> The Company will close and distribute funds as subscribed in the second tranche of this offering until it has received subscriptions for the full subscription amount of \$200,000,000.00. These funds will be used to complete the purchase of additional discounted mortgage notes and other investments. (See Escrow/Guarantee Section of this Document)</p>
Closing	As noted above, each tranche will close separately. Subject to achieving the minimum proceeds, the Company plans to close the first tranche on or before March 31, 2017 (subject to escrow as described under “ <i>Minimum Proceeds; Escrow</i> ” above) and the second tranche on or before December 31, 2017. The Company may provide for subsequent closings for the sale of any unsold Certificates.
Risk Factors	The Company has a limited operating history, yet an investment in the Company involves limited risk of any purchase monies. And limited liquidity that could result in a cash liquidity situation for the buyer. For discussion of some of the other risks of purchasing the Certificates, please see “ Risk Factors, ” and “ <i>Federal Income Tax Considerations,</i> ” below, and the Subscription Agreement.

Offering Plan and Subscription Procedures

Introduction

[AMERICANS REBUILDING AMERICA, INC.], (the "Company") was established in 2012 as a Washington State Corporation by Daniel F Peterson. [AMERICANS REBUILDING AMERICA, INC.], was incorporated under the laws of the

State of Washington on April 26, 2012. The Company was formed for the purpose of, but not limited to lending of hard money loans, investing in technology projects new or existing or acquiring discounted mortgage notes from the federal banking system.

The Offering

A. Certificates.

The Company intends to raise capital by offering a total of \$200,000,000.00 in Collateral Trust Certificates (the "Certificates") to qualified individual and entity Investors. The Certificates offered to subscribers in this offering will represent, in the aggregate, a 100% interest in the Collateral Trust Certificates of Company.

B. Purchase Price.

The purchase price shall be a minimum purchase of \$10,000.00 and a maximum purchase of \$200,000,000.00 dollars, to be paid in cash or certified bank check or bank wire as provided herein.

C. Expenses of the Transaction.

Sales commissions will be paid by the Company relating to the sale of the Certificates, the costs of organizing this transaction, including legal and accounting fees and administrative costs to be incurred in connection with this offering, are expected to reach approximately Eleven Thousand dollars (\$11,000.00.00).

D. Disbursements:

As Collateral Trust Certificates do not provide for a dividend. The company will pay a 15.43% of income distribution as the return on investment disbursement to all Certificate holders.

E. Repurchase of Certificates/Escrow Services

Repurchase of Certificates Provision

Each Certificate Holders investment dollars will be protected by the pool of financial contracts purchased through and held by the custodian of US Government, Top Rated US and World Insurance and Reinsurance Companies contracts. **The fund reserves the right to invest up to 5% of its assets in other Debt securities, such as but not limited to, high yield securities, foreign bonds, and money market instruments, when to do so would be considered within the strategy of the fund and in the best interest of its investors.** The financial contracts will be purchased and held in the company name with each Certificate Holders listed by their interest as the beneficiary. On the repurchase date of the "Certificate" The Custodian will return to the Certificate Holders from the financial contract pool the matured value of the contracts, completing the repurchase of Certificates held by the Certificate Holder.

Escrow Services

All purchase monies will be deposited into the companies account maintained at Bank of the West and the purchase of the financial contracts will be transacted by a Securities Brokerage of the Company's choosing and the contracts will be held in an escrow capacity by that Broker Dealer until the Repurchase of Certificates payment becomes due the Certificate Holders. All distribution payments on Certificates will be transacted through the company account maintained at Bank of the West unless the company changes the payment method to a full custodial arrangement with the selected Broker Dealer.

Suitability Standards

A. Individual Certificate Holders.

The Certificates are being offered to individuals who meet certain investor qualification criteria contained in Investor Questionnaire. All Certificate Holders must meet the suitability standards set forth herein.

B. Collateral Trust Certificate Holders.

If the Certificate Holders is a limited liability company, a partnership or limited partnership, a professional association, or a corporation, such investor must be a validly organized entity under the laws of its home state, and that entity must meet the requirements for Entity Certificate Holders as set forth in the investor questionnaire.

C. Certificate Holders Suitability Requirements.

A purchase of the Certificates involves little or no risk to the purchase monies of the buyers. The purchase of these Certificates is suitable for persons who prefer fixed rate and maturity instruments and do not have a need for liquidity with respect to the purchase money and term of investment.

(a) **Accredited Investor Requirements. Each purchaser must be an Accredited Investor within the meaning of Rule 501(a) of Regulation D under the Securities Act, and must demonstrate the basis for such qualification. To be an accredited investor, an investor must fall within any of the following categories at the time of the sale of Certificates to that investor:**

Per Section 15 of the definitions section of the 1933 Securities Act: The term “accredited investor” shall mean— (ii) any person who, on the basis of such factors as financial sophistication, net worth, knowledge, and experience in financial matters, or amount of assets under management qualifies as an accredited investor under rules and regulations which the Commission shall prescribe.

(b) A private Certificate Holders with an individual net worth, or a joint net worth with the Certificate Holders spouse, exceeding one million dollars (\$1,000,000).

(c) A private Certificate Holder who has had an individual income in excess of two hundred thousand dollars (\$200,000), or joint income with the Certificate Holders spouse of three hundred thousand dollars (\$300,000) in each of the previous two years, and who reasonably believes that the Certificate Holders income during the current year will equal or exceed those levels; or

(d) An entity in which each equity owner meets the criteria set forth in subparagraph (1) or (2), above.

(e) As used in this Memorandum, the term "net worth" means the excess of total assets over total liabilities. In computing the net worth for Paragraph (1) above, the principal residence of the Investor generally must be valued at cost, including the cost of improvements, or at recently appraised value by an institutional lender making a secured loan, net of encumbrances. In determining income, an investor should add to the investor's adjusted gross income any amounts attributable to tax exempt income received; losses claimed as a Partner or Certificate Holders in any Partnership, limited liability company, or corporation; deductions claimed for depletion; contributions to an IRA or qualified retirement plan; alimony payments; and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income.

(f) Certain other entities also qualify as Accredited Investor. Any entity claiming reliance on such status must demonstrate to the reasonable satisfaction of the Company that it falls within the appropriate criteria.

D. Federal and State Securities Laws.

The Certificates have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or under any possibly applicable state securities laws and regulations.

Unless the Certificates become registered under the Securities Act and/or under the applicable state securities laws resale will remain a prohibited transaction.

Preexisting Personal or Business Relationship/Capacity to Protect Own Interest:

All purchasers of Certificates must either have a preexisting personal or business relationship with the Company or any of its Certificate Holders, or by reason of their business or financial experience (or that of their professional advisors) could be reasonably assumed to have the capacity to protect their own interests in connection with an investment in the Company.

E. Suitable Investment.

Each prospective purchaser of the Certificates will be required to make certain representations to the Company to ensure the investor meets the suitability standards set forth herein. However, the suitability standards referred to above represent the minimum suitability requirements for an investor, and the satisfaction of such standards by the potential investor does not necessarily mean the Certificates are a suitable investment for the purchaser. Accordingly, each prospective investor should consider whether the purchase of a Certificate is suitable in light of that person's individual investment objectives and present and expected future financial and tax position and needs. **EACH PROSPECTIVE CERTIFICATE HOLDER IS URGED TO CONSULT A QUALIFIED FINANCIAL AND TAX ADVISOR AND AN ATTORNEY IN CONNECTION WITH A PROSPECTIVE PURCHASE OF CERTIFICATES, AND TO GIVE PARTICULAR ATTENTION TO THE LIMITED LIQUIDITY OF, AND RISKS ASSOCIATED WITH, SUCH A PURCHASE.**

II. Subscription Procedures.

A. Delivery of Subscriptions.

In order to subscribe to the Certificates, each investor shall deliver to the Company the following documents prior to the Closing Date. These documents are included in the Subscription Packet provided with this Private Placement Memorandum.

1. A duly executed Subscription Agreement.:

2. Bank Wire to Bank of The West

Bank of the West 9021 W. Sahara Ave., Las Vegas, NV 89117
ABA# _____
Account # _____
Account Name: Americans Rebuilding America, Inc.

in an amount of no less than _____ (\$_____) along with a Completed Investor Questionnaire; and One duly executed signature page of the Certificate Holder Subscription Agreement.

B. Acceptance of Subscriptions.

The Company, in its absolute discretion, may accept or reject any subscription.

III. Investment Milestones and Use of Proceeds.

[AMERICANS REBUILDING AMERICA, INC.] is seeking a minimum \$500,000 capital infusion to complete certain key milestones. Following successful achievement of those milestones Management is contemplating a follow-up round of financing amounting to approximately \$3,500,000. (See the chart following page).

Quarter	Milestone	Outlay*
3 rd 2016/4 th 2016	make first investments	\$500,000.00
1 st to 4 th 2017	complete balance of Certificate purchase	\$3,500,000.00

IV. Further Information.

The Company will furnish to prospective Investor such additional materials and information with respect to the Company as may reasonably be requested by a prospective investor or such prospective investor's personal representative, provided that the Company, for any reason, has not determined that the prospective investor is ineligible to purchase the Certificates. In addition, representatives of the Company will be available by telephone to answer such questions as the prospective investor or the prospective investor's personal representative may have regarding the Company. Such inquiries should be directed to Todd E. Geib [*AMERICANS REBUILDING AMERICA, INC.*], 9613 Bending River Ave Las Vegas, 89129 Phone Number 702-595-5831

BUSINESS OF THE COMPANY

AMERICANS REBUILDING AMERICA, INC.

Americans Rebuilding America, Inc. was formed for any legal business under Section (8) of the 33 act, but will focus initially on the current needs of Environmental Power Solutions, to finance high quality power generators for it rental fleet.

A. Development plan, Market, Trends and Compelling Needs.

Development plan: The Company plans on concentrating its efforts early on in developing the generator leasing program of Environmental Power Systems (EPS). EPS has an operating company and now requires more capital to build more generators to meet the demand for their product. Their product is a green energy generator that eliminates the pollutants from the power generation process. EPS needs four additional generators added to its inventory to meet current demands.

B. Market. The market for the next few years for this kind of Green Power Generation System will be very substantial and as the leader in this area EPS should control a decent portion of the market place. As with many industries GREEN is the goal. EPS has that distinction and is market ready to provide their system to the market.

C. Evaluation. Evaluation of this project should be done by the investor after a review of whatever information they wish to see. The management of the Company has done much evaluation of the Offering and believes it to be one of the strongest fixed term; variable return on investment opportunities available in the market today.

Marketing:

D. Marketing Objectives. Continue to grow the business through current clients that need more power and expand the base of customers through industry connections of the owner and management.

E. Revenue. Management of the company have done a couple of revenue evaluations and those are available with this offering Memorandum for review prior to the purchase of any Certificates.

F. Competition. Some other competitors are currently in the market and doing what the Company will be doing. Most of those massive companies are far too big to service the clientele that will be the backbone of EPS. Companies such as Caterpillar and Detroit Diesel cannot and will not compete in the markets of EPS. Other companies that may want to participate in the market are behind EPS in timing of delivery of power and the established reputation of EPS.

V. Financing.

The sources and uses of capital for the development of the Company are as follows:

SOURCES AND USES OF CAPITAL

Sources of Capital

Founders' and affiliated Certificate Holders capital Contribution	\$2,500.00
Certificate Holders capital contribution	
Loans from Founders	
Credit Line	
Total Sources of Capital	\$2,500.00

Uses of Capital

Development	
G&A	\$00.00
Legal & Accounting for this offering	\$ 2,500.00
Total Uses of Capital	\$2,500.00

DESCRIPTION OF THE COMPANY AND SUMMARY OF CERTAIN PROVISIONS OF THE CERTIFICATEHOLDERS AGREEMENT

THE RIGHTS AND DUTIES OF THE COMPANY AND THE CERTIFICATEHOLDERS ARE TO BE GOVERNED BY THE CERTIFICATEHOLDERS AGREEMENT, THE FORM OF WHICH IS ATTACHED HERETO AS EXHIBIT "A." ALL SUBSCRIBERS WILL BE REQUIRED TO EXECUTE THE CERTIFICATEHOLDERS AGREEMENT AND TO ABIDE BY ITS TERMS. THIS SUMMARY DESCRIBES CERTAIN SIGNIFICANT PROVISIONS OF THE CERTIFICATEHOLDERS AGREEMENT, BUT NO INVESTOR SHOULD PURCHASE CERTIFICATES IN THE COMPANY WITHOUT A CAREFUL STUDY OF THE CERTIFICATEHOLDERS AGREEMENT IN ITS ENTIRETY, AND WITHOUT FIRST HAVING CONSULTED WITH INVESTMENT AND LEGAL ADVISORS. **ANY CONFLICT IN THIS OFFERING MEMORANDUM SHALL BE RESOLVED ACCORDING TO THE TERMS OF THIS AGREEMENT.**

I. **Background.**

A. Formation.

The Company was established by filing its Articles of Incorporation with the Washington Secretary of State on April 26, 2012. [*AMERICANS REBUILDING AMERICA, INC.*], has the authority to issue Twenty Thousand Collateral Trust Certificates of which none are issued and outstanding as of the commencement of this offering.

Admission of New Certificate Holders

New Certificate Holders may be admitted upon approval by the President or by the Company's election to issue additional Certificates. The Certificate Holders Agreement is binding upon all existing Certificate Holders, and

it will be binding on all purchasers of the Certificates contemplated hereby, both as to Certificates now owned and those subsequently acquired. New purchasers of subsequently issued Certificates will be required to execute the Certificate Holders Agreement.

Limitations on Transfer of Certificates

No Certificate Holders may sell, transfer, encumber, pledge, or otherwise dispose of any of his or her interest in the Certificates except as specifically provided in the Company By-Laws. The By-Laws pertain not only to Certificates acquired by any Certificate Holders in this offering, but also to any Certificates of [*AMERICANS REBUILDING AMERICA, INC.*] subsequently acquired by the Certificate Holders.

1. Restrictions on Encumbrances during Lifetime of Certificate Holders.

Without the prior approval of a majority in interest of the Certificate Holders, no Certificate Holders may transfer or grant any security interest or other encumbrance in the Certificates. For purposes of this Private Placement Memorandum, a “transfer” includes without limitation any judgment against the Certificate Holders that works to subject the Certificates to attachment, sequestration, and garnishment, foreclosure of judgment or levy by any person or entity. Violation of this provision subjects the Certificates to an option as discussed below.

2. Restrictions on Sale during Lifetime of Certificate Holder.

Any effort to sell the Certificates or any other Certificates owned by the Certificate Holders is subject to the option discussed below. Additionally, any sales must be affected pursuant to an exemption from registration under the Securities Act and all applicable state securities laws, unless the Company, in its sole and absolute discretion, should elect to register such securities.

3. Option to Company and Certificate Holders.

- (a) Rights on Proposed Sale by Certificate Holder. A Certificate Holders who desires to sell the Certificates must first offer the Certificates to the Company and then to the Certificate Holders. The Company’s rights are subject to limits and qualifications if any provided in the By-Laws.
- (b) Rights on Death of Certificate Holder. During the ninety (90) days following the death of a Certificate Holders, the Company has the right to purchase the Certificates, and any additional Certificates owned by the decedent, from that Certificate Holders estate at the purchase price determined by general business evaluation. Generally, that Section provides that repurchase price shall be governed by an “Agreed Value” determined and agreed among the Certificate Holders no less frequently than annually. If the Certificate Holders cannot agree on a value, a “default provision” sets a value of the stock according to a formula using four times the previous year’s pre-tax net revenues.

4. Certificate Holders.

Each individual purchaser shall contribute a minimum ten thousand dollars (\$10,000.00) (or entity purchaser if applicable) shall contribute a minimum of one hundred fifty thousand dollars (\$150,000.00) in exchange for Collateral Trust Certificates at a rate of ten thousand dollars (\$10,000.00) per Certificate. If all Collateral Trust Certificates offered hereby are subscribed, a total of 20 million (20,000,000.00) Collateral Trust Certificates will be sold. Following such sales subscription to this offering, the new Preferred Certificate Holders will own an aggregate of 100%.

5. Illiquidity.

No Certificate Holders may withdraw any purchase monies paid to the Company prior to the Repurchase Date of the Certificates except as specifically provided in the Certificate Holders Agreement. **The company is**

planning a solution to illiquidity of its Certificates. This is discussed further in the risk section of this document.

II. Management.

A. Authority of Company.

Within the limitations imposed by the Bylaws and the Certificate Holders Agreement, the directors and officers of the Company (“Management”) will have full and complete discretion in the management and control of the Company. Management’s duties include, but are not limited to, purchasing or disposing of property, paying expenses arising from the day to day operations of the Company, instituting and defending any and all lawsuits by or against the Company, and incurring such indebtedness and granting such security interests in Company property as Management, in its sole discretion, deems to be in the best interest of the Company.

B. Books and Records.

The Company’s fiscal year is the calendar year, January 1 through December 31. Any Certificate Holders will have the right to inspect appropriate Company records by giving proper notice to the Company, but the Certificate Holders must maintain the confidentiality of any information contained in Company records. Certificate Holders will be provided with a quarterly report and an annual audited report to the address of record provided by the Certificate Holder.

C. Expenses of the Transaction.

Although no sales commission will be paid by the Company related to the sale of the Certificates, the costs of entering into this transaction, including legal and accounting fees shall be borne by the Company out of the proceeds of this offering. The company does reserve the right to pay commission upon notifying the Securities and Exchange Commission of such decision.

D. Indemnity of Management.

The Company will indemnify and hold harmless members of Management for all acts except those of negligence, willful misconduct, or material breach of the Certificate Holders Agreement. This indemnification includes each loss incurred by Management in connection with any threatened, pending or completed action, suit or proceeding (including any actions by any Certificate Holders) by reason of the fact that any member of Management was acting on behalf of the Company.

TRANSFER OF CERTIFICATES

I. Restrictions on Transfer.

A. Securities Laws Considerations.

As a result of the exemptions from registration under the Securities Act and under state securities laws, there are substantial restrictions on transferability of the Certificates. These restrictions include without limitation a restriction that Certificates may not be sold to another investor who is not an Accredited Investor within the meaning of the Securities Act and under state and federal securities laws.

II. Lack of Market; No Assurance of Distributions.

Prospective Investor should note that, in addition to the restrictions on transfer discussed herein, there is no present market for Certificates, nor is one expected to develop in the foreseeable future. Additionally, there is no assurance that the Company will be able to pay dividends to Certificate Holders now or in the foreseeable future. While the Company will always have the ability to resell its’ mortgage portfolio in the secondary market, and the Company believes that to be sufficient to meet dividend payments to the Certificate Holders there is no guarantee.

MANAGEMENT

Management and Key People Of Americans Rebuilding America, Inc.

Todd Geib President and COO

Mr. Geib is a proven leader with over 24 years of experience in management, sales, marketing and business development. Five years ago Mr. Geib identified the market and the opportunity for this business venture. He has to date supplied all of the capital for the venture. He is an innovative and fast thinking executive with a substantial history of building award winning high performance sales teams to meet specific marketing challenges.

Jay Crawford Owner of PECO Power and Energy

Mr. Crawford and his family have owned PECO Power and Energy headquartered in Long Beach California for more than 60 years. Mr. Crawford and his team control most of the portable power market for the entertainment industry. His success with companies such as Sony, Universal, ESPN, Disney, NASCAR, Live Nation, the PGA Tour, the AVP Tour and the United States Government.

Dale E. Towers

Chief Financial Officer/Vice President

Seasoned Professional – Has 40 years in CFO, Controller and Manager Positions. Mr. Towers is qualified in all aspects of accounting, general ledgers, journal entries, reconciling, audit worksheets, payroll, payroll taxes, and business taxes, financial statements, reporting to regulatory agencies, mutual funds, securities and banking. In addition, he has held positions in the telecom, securities, banking and auditing industries. He was a US Securities and Exchange Commission Auditor and Investigator and he has also co-owned two member companies on the Pacific Coast Securities Exchange.

Employment History

1958 -1960: while attending college Mr. Towers worked for Cantor Fitzgerald in Beverly Hills.

1960-1962: Jr. Accountant for former Controller of Cantor Fitzgerald & Co

Seattle WA 1962-1966: Securities and Exchange Commission Auditor

1966-1967: Controller for a Small brokerage firm in Long Beach CA

1968: Trader for Robert Scott and Company a member NYSE in 5/68 opened a new firm with the head trader from Robert Scott. The new firm was Snodgrass and Company.

1968-1973: Snodgrass and Company as part owner. Controller with 5 assistants

1973 until 11/1978: Opened D.E. Towers and Company member PCSE. Sold out in 11/79 and moved back to Seattle.

2/1980 to 6/1987: Rainier Bank Seattle. I worked first in the Trust Tax department, and then 6/81 was moved to the Taft Hartley Division of the Trust Department. I was appointed Trust Officer for the following:

Georgia Pacific, Paper Division, Bellingham WA

Carpenters Trust of Western Washington (Retirement and Medical Trusts)

Washington Education Association

Painters Union

Washington State Retirement System purchased CDs at attractive rates for Investment accounts.

The value of these accounts then was \$1.5 Billion. My boss also had the Engineers Trust valued at \$4 billion.

7/1987 to 11/1990: Worked at Cosse' Securities as the controller.

2/1991 to 6/1995: Accountants on call Semi-Retired

1995-1997: Midcom Telecommunications as a Tax accountant. Midcom closed in 1997

1997-2003: PRG, a publically traded auditing firm. I worked as an Accounts Payable recovery auditor.

Since 1990 semi-retired and working with Dan Peterson on varied projects.

Power Trip Rentals

PTR is a company that specializes in generator rentals. Over thirty years of operational history renting power generation equipment. They are the main source of customers for the company. They have worked with 112 cities and over 500 concert and motion picture companies for the sole purpose of renting power generation equipment. They are also located in the Long Beach California area.

RISK FACTORS

THE SECURITIES OFFERED INVOLVE A VERY LOW DEGREE OF RISK. Each investor should consider the following factors when deciding whether to contribute cash to the capital of the Company. Note that the factors are not necessarily discussed in order of their significance, nor is this an exhaustive list of potential risk factors.

I. General.

The Company's success is solely dependent upon ARA, Inc. operations being able to generate sufficient revenues to pay all operating expenses of that Company and to provide for distributions to the Certificate Holders of Americans Rebuilding America, Inc. There can be no assurance that the Company can be operated in such a way as to generate these revenues. Although Management believes the Company will be successful, it has no history of profitability and may never generate revenues sufficient to provide dividend payments to the Certificate Holders.

Lack of Operating History:

The Company will depend upon its key people and the employees and staff of the banks and mortgage companies to achieve the desired result in purchasing these mortgage notes. The financial backgrounds of Mr. Peterson, and Mr. Towers in coordination with advice from Merrill Lynch should provide an excellent foundation for evaluation of all investments, while the expertise of Mr. Eddy can quickly identify bad real Estate purchases. **It is important to understand that the key employees and associates have over 100 years of experience in all necessary areas of this industry.**

Dependence on Key Personnel:

The Company initially will be highly dependent on the services of certain management personnel of the Company. Loss of one or more of those key personnel could have a material adverse effect upon the operations of the Company See **MANAGEMENT - Management and Key People.**

II. **Competition:** Some other competitors are currently in the market and doing what the Company will be doing. Most of those massive companies are far too big to service the clientele that will be the backbone of EPS. Companies such as Caterpillar and Detroit Diesel cannot and will not compete in the markets of EPS. Other companies that may want to participate in the market are behind EPS in timing of delivery of power and the established reputation of EPS.

See **BUSINESS OF THE COMPANY - Competition.**

III. No Guarantee as to Future Income or payment of Distributions.

ALTHOUGH THE FINANCIAL PROJECTIONS CONTAINED ELSEWHERE IN THIS MEMORANDUM WERE MADE IN GOOD FAITH BY THE COMPANY, THEY ARE BASED UPON CERTAIN ASSUMPTIONS WHICH MUST BE

TAKEN INTO ACCOUNT BY PROSPECTIVE PURCHASERS. NO REPRESENTATION CAN BE MADE WITH RESPECT TO THE ACCURACY OF THOSE PROJECTIONS, NOR CAN THE COMPANY ENSURE ANY PARTICULAR RESULTS REGARDING FUTURE OPERATIONS. CONSEQUENTLY, PROSPECTIVE PURCHASERS ARE CAUTIONED THAT ACTUAL OPERATIONS WILL VARY FROM THE PROJECTIONS CONTAINED HEREIN. THE FINANCIAL STATEMENTS AND PROJECTS CONTAINED HEREIN WERE PREPARED BY MANAGEMENT OF THE COMPANY AND HAVE NOT BEEN PASSED UPON BY THE INDEPENDENT ACCOUNTANTS OF THE COMPANY OR BY THE COMPANY'S ATTORNEYS.

IV. No Public Market and Restricted Transferability.

There is no present secondary market for the Certificates, nor is any market expected to develop in the foreseeable future. The securities offered hereby have not been registered under the Securities Act or any state securities law, and they may not be sold, transferred, pledged, hypothecated or otherwise disposed of without registration under such Acts or an exemption there from. Accordingly, Certificate Holders may be unable to liquidate an investment in the Certificates, and should be prepared to bear the economic risk of such an investment. Lack of Management and Operating Experience.

The Company feels that any risk due to management and operating experience is greatly reduced, but not eliminated with respect to future interest payments. As the principal repayment is secure there is NO risk of loss of the purchase monies.

V. Absence of Distributions.

The Company does not guarantee paying distributions in the foreseeable future but feels that it should be ready to pay dividends within 12 months. Distributions are to be paid in arrears 12 months in year one and then in arrears 6 months thereafter.

VI. Liquidity and Capital Resources.

The Company has filed this Regulation D Section 506 Offering for the sole purpose of raising capital to purchase discounted mortgage notes and other approved uses under Section (8) of the 33 Act, as well as the programs outlined in the company Development Plan in this document. **Liquidity is a risk under the current structure of the company but as outlined above in the No Public Market (IV), the company does have a plan to correct liquidity issues and resale of its Certificates.**

Leveraging of Company Assets.

Leveraging of Company assets has been the downfall of many banks, securities firms and investment banking companies. It is therefore the policy of USA that there will be NO leveraging of any assets of the fund during the (20) twenty year holding period of the investors Collateral Trust Certificates. This policy alone will do much to provide additional security for the repurchase of those Certificates from investors.

[Americans Rebuilding America, Inc.]

[Americans Rebuilding America, Inc.],

A Washington Corporation
Confidential Private Placement Memorandum
July 9, 2016

C/O Todd E Geib
9613 Bending River Ave Las Vegas, 89129
(702) 595-5831

Name: _____

Copy Number: _____