

Monkey Rock USA, LLC
A Short-cycle Food, Beverage and Entertainment Business

Prospectus in Brief
September 2009 v4.0

Executive Summary

Monkey Rock USA, LLC is a limited liability company based in the state of South Dakota and operating as a leisure company within the temporary sporting and social events industry in North America.

We operate in an industry wherein there are few sophisticated operators that operate with a Fortune 1000 philosophy and where food, beverage and entertainment venues have done little to evolve with a bulging sector population of events and event attendees. Our model and concept is unique in that it is modern and environmentally sophisticated compared to other operators in our sector; Monkey Rock USA is the first player in years to enter the market in a substantial way and raising the comprehensive standard of excellence in an aging sector that has become rather stale.

Monkey Rock USA is a raw 2009 start up that, from the conceptual stage, has had in its design to expand rapidly through acquisition and organic growth. Given current market conditions, we stand in a remarkable position to acquire high quality assets within our industry at or below market rates and stand to capitalize on substantial growth opportunities, positive cash flows through the acquisition of real property.

To date, all Monkey Rock USA operations have been funded entirely by its Founder and CEO. The company carries virtually no debt and has successfully completed its inaugural event at the 2009 Sturgis Motorcycle Rally on August 9, 2009.

First event and calendar year turnover surpassed \$400k in ten days and we plan to achieve turnover of more than \$7,000,000 in 2010 through our strategic acquisitions building the MR brand. We are confident that our carefully selected acquisitions will add significant value to the business and provide excellent growth opportunities for investors in a now rebounding economic environment.

The Monkey Rock USA Brand and its Concept

The Monkey Rock USA brand is a retail leisure based concept that is initially designed to operate within the greater North American motorcycle rally industry. Operating as an event concept that caters to those attending as consumers and leisure seekers, the concept was founded as a result of an obvious and notable gap in this short cycle event industry where large volumes of consumers attend these entertainment events nationwide.

Monkey Rock was established to cater to an ever evolving demographic of rally attendee; the one that is driving the commercial viability of these carnival type events where the old stereotypical motorcyclist morphed into the doctor who bought and become loyal to the Harley Davidson dealer.

The local infrastructure for these large events has not evolved at the same rate that the rally attendee has and is really consistent across the board literally from electricity and water to food, beverage and entertainment venues – and everything in-between.

Monkey Rock USA is the first industry player to make a major commitment to provide for the white collar professional that desires better accommodation while away from home for a leisure function as well as for the integral vendor /exhibitor who is generally treated as a side show to these massive commercial events. Until now, there has been nothing that touches all corners of the motorcycle rally experience in North America and Monkey Rock has just set a new standard of excellence in this realm – and it is popular.

The Business, its Management Team and Ownership

The Company is comprised of experienced and talented individuals in fields necessary to fulfill its management requirements in its current configuration and is well poised to add key personnel as needed to manage its plans for rapid expansion. Monkey Rock USA management maintains personal and professional relationships with industry experts who are capable and eager to join the Monkey Rock USA team because of the pure opportunity associated with a high growth, aggressive start-up.

Monkey Rock USA's Founder and CEO is John Dent who is a perennial serial entrepreneur who, prior to launching the Monkey Rock Brand, has successfully started several companies from scratch spanning a variety of different industries over several decades including real estate development and construction, healthcare, motorcycle breaking/parting, motorcycle racing and freight transport.

Chris Edwards is the Chief Operating Officer for Monkey Rock USA who has a lengthy career in the food, beverage and entertainment sector both in the United States and Europe. He began his career with the world's foremost brand of adult entertainment nightclubs, the Spearmint Rhino Group and most recently successfully built, operated and sold one of Europe's finest and most upscale table-dancing clubs in Marbella, Spain in 2008.

In its current configuration, John and Chris comprise the entire private ownership of Monkey Rock USA, LLC with an 80/20 share, respectively.

Staffing and Key Personnel

People are the most critical component of any business and we're keenly aware of this at Monkey Rock USA. Growth is only sustainable with key people in the right positions and with the right kind of experience. Recruitment of key personnel requires commitment and effort and from the top down, we have invested extensively in personnel recruitment and training and will continue to do so.

Every position in a service operation, be it front or back of house, has a direct effect on sales and the overall experience realized by a customer and from CEO to restroom attendant, Monkey Rock identifies and recruits the best of the best.

It should be noted that the key personnel for every business that Monkey Rock USA is looking to acquire is prepared to stay on for the initial transition period of at least one year to ensure a seamless handover and delivery of projected cash flows. It happens that these assets are some of the most successful businesses in their respective sectors and have been built by those key personnel. Therefore, Monkey Rock USA benefits from a non hostile acquisition and will allow us to tap into the knowledge and expertise of these key individuals.

Mission

It is our goal to evolve into one of the dominant entertainment operators in our industry within 24 months by being smart, capitalizing on opportunities, providing an evolved, modern leisure experience and by providing unparalleled value for money to our customers.

Ultimately, we will provide our investors with a better-than-average return on investment compared to other traditional investment vehicles.

Mission Statement

"It is our goal to provide an entertainment experience so unique that our customers consider it proprietary. We will set the industry standard in customer service by investing in our staff, thereby creating loyalty never before recognized in live adult entertainment. You will be offered a world-class environment with access to exceptional food and beverage service and fantastic live entertainment and regardless of race, creed, religion, gender or social status, you will be treated equally in our home. We endeavor to be the finest corporate citizen in every community we serve and to further invest where we can assist in making a positive difference. We will be the first ever operator to employ benevolence and a social conscience as part of our operating model and will become the new definition of professionalism and integrity in our sector."

Objectives

The Company has successfully achieved its initial objective of launching and introducing the Monkey Rock USA brand and concept to the general public with its first event operations at this year's Sturgis Motorcycle Rally in Sturgis, SD.

Here forward, we plan to capitalize upon our momentum in Sturgis by realizing outstanding opportunities and offers from other operators, event promoters and site owners who have genuine interest in partnering with Monkey Rock USA for its unique leisure and entertainment model.

As a result of our ability to internally fund the large-scale start-up of the Company and its concept, deals are immediately available to Monkey Rock USA for acquisition and we have terms and agreed intentions to acquire those within our scope of interest. We can accomplish this with a successful market launch of Monkey Rock USA and it is therefore our objective to raise adequate funding through the NYSE prior to Christmas 2009.

A successful launch will allow us to move quickly on high-quality opportunities whereby we can create a unique and formidable controlling position in the marketplace.

Short Term (By end 2009 - 4.5 months)

- A successful launch of Monkey Rock USA on the NYSE allowing for acquisition of high quality industry assets now available.

Medium Term (next 18 months)

- Grow sales of existing business and those acquired during the 2009/2010 expansion period, accelerating the value of the Company together with anticipated gains in real property values as a result of a strengthening economy and an expected rebound in real estate markets.
- We will also seek to identify additional acquirable value-added assets that will add a positive value to the Company's balance sheet.

Long Term (2 – 3 years)

- It will be the goal of the Company to position itself for a buyout from prospective institutional suitors by the end of year three.

Products and Services

Monkey Rock USA is a retail provider of food, beverage and entertainment services to the general public. We provide a unique blend of general and VIP food and beverage services in a commercial adult-oriented leisure environment by employing an eclectic blend of music and dance based entertainment varieties.

Our entertainment platform is comprised largely of skilled, attractive and talented female entertainers.

Monkey Rock USA also employs live musical acts as part of its entertainment offering. Tried and tested, live bands work in the roving circuit of rallies and races, rodeos and road shows.

Markets

Monkey Rock USA has a permanent residence in Sturgis, SD, the location of the world's largest motorcycle rally. We have a long-term lease (5+5+5+5, non-contingent) with an option to purchase after the initial five year term (May 2013).

Sturgis, as the largest and sentimental favorite of all motorcycle rallies, is a key market for Monkey Rock USA's success, as key acquisition targets exist here.

Expansion markets include Daytona Beach, FL where the ability to build a substantial presence is profound and also serves as a close second to Sturgis in event attendance and commercial performance in the motorcycle rally sector.

Daytona is a natural expansion market for Monkey Rock USA for its viability as a sporting event destination for auto racing as it is home to the Firecracker 400, the Rolex 24 hours of Daytona and the Nationwide Series all of which lead into the Daytona 500 which serves as the opening race for the annual NASCAR series of auto races.

Additional target markets are those where large social and sporting events lasting for six days (+/-) or longer and whose attendance exceeds 200,000. At the current time, target expansion markets include Myrtle Beach, SC, Panama City, FL, Leesburg, FL, Talladega, AL, Fontana, CA, Homestead, FL, Darlington, SC, Sebring, FL, Laconia, NH, Jonestown, PA, Laughlin, NV, Las Vegas, NV, Pendleton, OR, Calgary, Alberta and a number of other North American destinations serving as home to short term sporting and social events.

Competitive Advantages

Monkey Rock USA operates in a climate that is largely unsophisticated. Due to the grueling nature of short 'sprint' type events that are transient and require a great deal of organization and energy and require the right personnel who are capable and comfortable with a traveling existence, we stand at a real advantage to most other competitors.

Further, our model is unique. Monkey Rock USA is modern and employs a level of sophistication throughout its operating footprint that simply does not exist in traveling 'road show' type operations. We are new, young and energetic and come from a background foreign to most other operators that allow us a fresh perspective that affords us entry without stereotypes, which has proven to be a clear advantage and will remain so for a period of a few years until copycats are able to effectively organize, if at all.

We are the first operator in quite some time that has committed to an entertainment platform consisting of true professionals and accelerated topspin. Our market is a glorified carnival environment and we are simply new and unique and we haven't any preconceived notions of right or wrong. We just know what works and aren't looking to re-invent the wheel – just make it better in a market starving for evolution and modernity.

Economies of scale are realized when volume of orders increase, where marketing functions can be combined, when a brand becomes large enough in its sector that its name becomes synonymous to its target customers as well of a variety of other advantages, direct and indirect. We will be able to immediately realize the advantages of economies of scale with Monkey Rock USA as we expand and take on new properties and grow our presence.

A major upside to our growth is as a marketing/sponsorship vehicle. With a concept that has a national presence with a high volume beverage delivery model and in particular that has a target male customer of drinking age and disposable income, we position ourselves as likely the foremost brand with which the largest beverage brands in the world can and will attach. Monkey Rock USA is already in the pipeline with brands like Anheuser-Busch/InBev, Coors, Diageo, Jack Daniels, Coca-Cola and some of the key multi-national energy drink brands and can provide evidence of this support and interest in growing our current relationships with these companies.

Target Customer

The Monkey Rock USA target customer is a white collar professional who has disposable income to leave behind. Most every event that serves as a target for our model, the attendee population has evolved, but the greater service infrastructure has not. As these events are being populated by more sophisticated consumers, we're looking to capture the strength of the attendee driving these events.

Ours is the event tourist and local area resident male between the age of 25 and 65 who earns in excess of \$50,000 annually. Monkey Rock USA looks to serve both a male and female audience and is one where husband and wife can attend together and enjoy a day or night of quality food, service and entertainment in a non-biased entertainment-based environment.

As Monkey Rock is open to the general public, we will serve anyone of the appropriate age (where applicable) and do not draw gender, ethnic or religious lines.

Risks and Challenges

Inherently, there is always risk with anything new. Monkey Rock USA is no different when a new product, service, concept or brand is introduced to its target market. Although we have soundly answered the early questions as to viability and acceptability in Sturgis, it remains unknown whether our model will be embraced in new markets.

The economy remains uncertain to some extent, although all of the major news reporting agencies are reporting that the US is now heading out of recession, there is still risk ahead with an economy still in the process of recovery.

Management personnel are often difficult to secure and properly motivate when a company expands rapidly. It is further compounded when the concept is a transient one and added attention and resource is required by the Monkey Rock management team to ensure that we can acquire the appropriate managers and staff to effectively grow the business at the rate we're designed for.

As the Monkey Rock USA entertainment platform retains much of its value in being unique, mining talent that is of the right caliber and fit is critical and the ability for us to keep our entertainment fresh and cutting edge will forever be a challenge and one for which we are aware.

Competition

Monkey Rock has competition. Although there is not a single leisure brand that has a nationwide presence in any of the temporary events where Monkey Rock will participate, local and regional brands do exist with varying degrees of success and established market share.

The Sturgis market has long standing venues such as the Buffalo Chip; a 1,000 acre campground that offers headliner bands nightly and accommodates 20,000 campers, Full Throttle Saloon; a food, beverage and entertainment venue with small vendor and exhibition space that also offers live bands in different formats, One Eyed Jacks; a restaurant and bar environment that is at the absolute heart of the Sturgis Rally and accommodates 2,800 guests, the Loud American and the Broken Spoke; both of similar size with occupancies of approximately 1,000 and serving food and beverage products and offering live entertainment. All of these venues provide varying degrees of food, beverage and entertainment products and are real competition to Monkey Rock USA.

Daytona Beach, as our first targeted expansion market, has many well established brands that serve the same customers. Seasoned venues such as Froggy's, Full Moon Saloon, Iron Horse and Broken Spoke, all of whom are high volume bar and entertainment type environments exist in Daytona and are known. There are a plethora of other operations that serve the event attendees with varying degrees of goodwill and stature.

Adaptability of the Brand – The Future Ahead

In addition to the North American motorcycle rally circuit, Monkey Rock USA is fashioned to be adaptable to a variety of audiences and cultures to include rodeo and livestock events, auto races and rallies and consumer events – anywhere large groups of consumers come together for commerce and leisure activities combined and where there is a shortage of sophisticated leisure infrastructure.

Monkey Rock USA has always had designs to grow the brand from the outset as a traveling concept into fixed locations in sound leisure markets like Las Vegas, Reno, Los Angeles, Miami, San Diego, San Francisco, Dallas, etc. and growing into hospitality (hotels, resorts) and gaming.

By design, Monkey Rock has been established as something that can cross a variety of industry lines while keeping the integrity of the brand consistent with the core concept. Monkey Rock USA is a branding exercise with the value ultimately resting within the brand and its real estate investments.

The 'Monkey' mascot will change appearance depending upon event type; the core bandana and biker attire for motorcycle rallies, a straw hat, lariat and chaps for livestock events and a helmet and racing suit for auto races, "Rock" the monkey has been designed to adapt and appeal to his targeted culture of attendees.

Goodwill and Inertia

We know that Monkey Rock works. The concept and the brand were overwhelmingly well received by the motorcycle rally enthusiasts in Sturgis, SD and it worked in the worst market conditions since the great depression. Bearing in mind that Sturgis is a town with a natural population of 6,400 and the Rally is attended by a half million people, it is construed to be the most diverse and wide-ranging audience of any short cycle event in North America.

Our marketing plan was remarkably successful and as a new concept, Monkey Rock was all the talk in Sturgis, meaning the same throughout a billion dollar + industry. A substantial advantage is that entering into our second year in Sturgis, we fall onto a ten year anniversary as the 70th Annual running of the Sturgis Motorcycle Rally. Every major motorcycle rally experiences healthy increases in attendance on the 5's and yet again more on the 10's and 25's, meaning we have much to look forward to entering year two as estimates for attendance in Sturgis in 2010 are at 750,000, compared to what will have been about 420,000 this month (2009).

Nationwide, we have made an impact as a result of our success in Sturgis this month. It is always important to capitalize on momentum and we have immense attention now. We have been approached by operators, promoters, vendors, sponsors, property owners and potential strategic partners who want to be involved with Monkey Rock USA as a result of our successful launch at the Sturgis Motorcycle Rally.

Target Acquisitions and Strategic Partnerships

There are seven different properties that we have identified as acquisition targets - all of which are available to us. A complete list and along with analytical breakdowns of these acquisitions is available to all prospective investors after signing a NDNC contract. These forms will be provided to all potential investors through Monkey Rock Senior Management or through our investor relations department.

As referenced throughout, we have identified seven target properties that are very well suited for Monkey Rock USA expansion as they are all assets that add value to the Monkey Rock USA brand, either as established businesses and/or real estate that can be developed into high quality commercial leisure related venues. Each of these properties has a purpose and with successful acquisition would render Monkey Rock USA as the single largest brand and operator in the motorcycle rally industry in the United States and allowing it to be the largest sponsorship target for the largest sponsors in the country.

Every single target acquisition identified herein is underperforming, either because of market conditions, operating flaws, effective time to grow themselves or some combination of the three. It is extraordinarily rare that so much unrealized value is genuinely acquirable at or below market value together in one maneuver and where all of the pertinent management talent can be retained to see the investment cycle through to completion. Market conditions are the sole reason for this opportunity and the fact that the right management team has formed to identify it and make it a reality makes this a very high quality deal.

Acquisitions Financial Profile

Asset	Years Established	Gross Sales 2010	(EBITDA) Net Profit	Purchase Price	Real Estate Value	Capital Improvements	Operating Capital 2010	Est. Cash Req. for Acquisition
Acquisition 1 Monkey Rock USA	1	\$1,800,000	\$900,000	\$7,500,000	\$7,500,000	0	\$300,000	\$7,500,000
Acquisition 3	4	\$850,000	\$275,000	\$750,000	\$750,000	\$200,000	\$300,000	\$200,000
Acquisition 4	9	\$5,250,000	\$215,000	\$2,000,000	\$2,000,000	0	\$100,000	\$250,000
Acquisition 5	n/a	\$50,000	\$37,500	\$1,000,000	\$1,000,000	\$20,000	\$12,500	\$80,000
Acquisition 6	26	0	0	\$150,000	\$150,000	0	\$2,000	\$50,000
Acquisition 7	Start-up	\$1,750,000	\$100,000	\$10,000,000	\$12,000,000	0	\$750,000	\$2,000,000
	Totals	\$1,250,000	\$250,000	\$2,500,000	\$2,500,000	\$1,000,000	\$1,000,000	\$700,000
	Totals	\$10,950,000	\$3,167,500	\$23,900,000	\$25,900,000	\$1,220,000	\$2,464,500	\$10,780,000

SWOT Analysis

Strengths

- Right now, Monkey Rock USA has a high value in the industry as a result of a widely successful launch with a large footprint at the biggest motorcycle rally in the world in early August 2009.
- Monkey Rock USA has a sound management team and has the ability to oversee rapid expansion.
- The company holds virtually no debt.
- The market within which we operate is largely populated by unsophisticated operators with little more than a local presence or vision beyond that.
- The market is primed for a new, modern concept.
- The real estate market and the US economy is the worst it has been in decades, the pendulum is just beginning to swing back in a positive way and we have internally funded and built a solid foundation for explosive growth.
- Market conditions are such that other high quality targets are available at half what they were just a couple of years ago.
- Monkey Rock has other promoters, event operators and regulatory officials that have interest in working with Monkey Rock USA.
- All-star caliber team of professionals in place to manage the largest move of its kind.

Weaknesses

- Monkey Rock USA is new and still in its start-up phase. Companies in this position are still vulnerable to the traditional pitfalls that affect many at this stage of life.
- The economy, although showing signs of stable growth, is still soft and speculative.
- The company is in need of expansion capital, lending its future uncertain without funding to grow.

Opportunities

- Vast number of high-quality assets available now allowing for explosive growth.
- Monkey Rock USA can become the largest brand and operator in its sector in a \$4 billion industry by 2010.
- Real estate investment opportunities are peaking at the same time as Monkey Rock USA's launch popularity.
- Monkey Rock USA is being courted by promoters in industries outside the motorcycle rally industry allowing for immediate profitable expansion into parallel sectors.

Threats

- Economy. A second collapse of the global and/or the US economy could destabilize the company's plans and render its concept unprofitable.
- Competition could have an adverse effect on the viability of the Monkey Rock USA concept and thus its popularity. A major non-industry player wishing to enter the market with a similar expansion plan could be a disadvantage.

Marketing of Monkey Rock USA

Aside from the Monkey Rock concept being unique, the marketing plan undertaken to promote the brand has been very successful from launch. We retained a world-class animator to help create the visual delivery of the likenesses we wanted to build and it has been remarkably well received.

The graphic imagery and the advertising content is unique within our sector and has set the Monkey Rock USA brand apart from the competition from the beginning and we will continue to build upon this as it is largely what has given cause for the brand to take on a life of its own. Monkey Rock has employed many of the more traditional mediums of advertising to include outdoor (billboards), radio, print (glossy magazines, newspapers), brochures and fliers, event guides and web site to market itself and in a market like that of Sturgis, it is tried and tested stuff that has been proven successful.

Web Site

The Monkey Rock USA web site (www.monkeyrock.us) has been developed as a very state-of-the-art web portal that really serves the brand and the concept (and the industry itself) well. It is modern in design and informative in content. It is probably the most comprehensive Sturgis related site on the internet and is a wealth of information of all things Monkey Rock as well as the Sturgis area and its famed motorcycle rally.

It is feature rich and also serves as a social networking site, for which we have nearly 300 members since the facility went live in July of 2009. It also has a full e-commerce facility and database infrastructure as part of its core foundation. Most all of the early investment has been undertaken and sits in a great position to build from a local Sturgis event site into a national/global portal.

The Monkey Rock USA Site – Sturgis, SD

Our fixed location in Sturgis, SD for the Sturgis Motorcycle Rally sits on approximately 20 acres and is located at about the geographic center of the event. Below is an aerial view of the property.



Keys to Success

Monkey Rock USA's keys to success lie within the management team and its ability to see the vision through to the next stage – that which is outlined within this document. Funding is the next critical step in the path to achieving the next set of goals with the Monkey Rock USA brand.

Identifying ongoing opportunities and the ability to remain flexible with our operating model is a major factor in realizing success in virtually any business endeavor and is the case with our retail leisure model.

Further, and perhaps most important of the keys to success is the ability and need to capture the best personnel for key positions that guide any company and our necessity for those quality people is no different than any other business looking to build a winning team.

ROI and Exit Strategy

As a real estate secured investment and in a mature and proven industry, Monkey Rock USA is expected to be a stable investment with the traditional risks of any pure start up, albeit the concept has now launched successfully and critical mass and that initial period of greatest risk has already been achieved and surpassed.

It is our goal to realize a 12% annual ROI with the performance of the business with the added value and ROI of the real estate assets appreciating at a conservative rate of 6.5% p.a. in a rebounding economy. All told, the timing of this investment is right for this to be realistic and achievable.

There is additional appeal in operating in these short-cycle, temporary events where sales happen at a fast and furious pace; return on investment happens at a predictable schedule. There is no waiting until the year's end to see a return. We know event to event where we stand and so does the investor.

We further intend for Monkey Rock USA to be an attractive takeover/acquisition by a larger institutional or competing leisure concern within three years. Although we have identified expansion markets, we have designs to focus our growth largely in Sturgis, SD and Daytona Beach, FL over the next 24 months. Barring a successful sale to another entity as part of our exit strategy, we would look to move into other key markets and continue to grow the business internally.

Addendums

1. **Media Kit:** The following is the 2009 Sturgis Media Kit. Monkey Rock is the only brand and operator that created a professional, printed product of this kind for its vendors.
2. **Original Artwork:** Having one of the most talented animators in the Central Florida area on our staff allows us to grow our brand and its awareness through our unique and highly recognizable artwork.
3. **2009 Sturgis Images:** Just a brief collection of some of the images taken during our inaugural event in Sturgis.
4. **Testimonials:** A couple letters from some of our vendors.