

EXECUTIVE CREATOR IN TRUST
ECIT Integrity Management LLC (Oregon)
Private Placement Memorandum
Preferred Equity Offering – \$2,000,000

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Table of Contents

1. Cover Page
2. Disclaimer & Confidentiality Notice
3. Executive Summary
4. Company Overview
5. Industry Overview
6. Business Plan & Strategy
7. Management & Compensation
8. Use of Proceeds
9. Risk Factors
10. Capitalization & Ownership
11. GDZ Tokenization Addendum

Section 2: Disclaimer & Confidentiality Notice

This Private Placement Memorandum ("PPM") has been prepared solely for informational purposes in connection with a proposed private offering of securities by ECIT Integrity Management LLC, an Oregon limited liability company (the "Company").

This document is furnished on a confidential basis to a limited number of accredited investors for the sole purpose of evaluating a possible investment in the Company. Distribution of this memorandum to any person other than the recipient is unauthorized, and any reproduction or disclosure of its contents, in whole or in part, is strictly prohibited without the prior written consent of the Company.

The securities described herein are being offered in reliance upon exemptions from registration under Section 4(a)(2) of the Securities Act of 1933 and Regulation D promulgated thereunder. Accordingly, these securities have not been registered with the U.S. Securities and Exchange Commission ("SEC") or any state securities authority.

The information contained in this PPM is subject to amendment, completion, or change without notice and does not purport to be complete. No representation or warranty, express or implied, is made by the Company, its Executor/Member, or any of its officers, affiliates, or advisors as to the accuracy or completeness of the information contained herein. Prospective investors should conduct their own independent evaluation and due diligence.

This PPM contains forward-looking statements, including statements regarding the Company's strategy, operations, financial performance, and market opportunity. Such statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially. No assurance can be given that these expectations will prove correct.

The Company and its Executor/Member shall not bear liability for any loss or damages arising from reliance on this PPM or any related offering documents. Only those representations or warranties contained in definitive agreements executed in connection with the Offering shall have any legal effect.

By accepting this PPM, the recipient agrees to be bound by the foregoing limitations and restrictions.

Executive Summary

ECIT Integrity Management LLC ("ECIT" or the "Company") is a vertically integrated cannabis enterprise headquartered in Oregon, structured to capitalize on the rapid growth of cannabis consumption and the convergence of health, wellness, and pharmaceutical markets. The Company combines hard assets, active legal claims, and deep operational expertise with a scalable digital backbone (www.Goodezz.net) positioned to become the "Amazon of Cannabis." With over \$5 million of equity already invested directly by the founder, and more than \$5 million in active equitable claims against the Oregon Liquor and Cannabis Commission ("OLCC") for wrongful license forfeitures and enforcement actions, ECIT is backed by both tangible property and enforceable rights. Together, these assets provide investors with a unique entry point: a ground-level opportunity with the infrastructure, vision, and experience of a proven operator.

The U.S. cannabis market represents over \$50 billion in annual sales, with consumption growing steadily at 5% per year. Parallel to this, the U.S. pharmaceutical pain management market exceeds \$8 billion annually. Cannabis is increasingly recognized as a superior substitute for synthetic opioids and lab-engineered painkillers, offering natural relief at a fraction of the cost with dramatically reduced health risks. ECIT intends to position itself directly at this intersection—delivering premium flower and processed products into both consumer and wholesale markets, while building long-term value through pharmaceutical partnerships and clinical pathways. By targeting just 1% of the U.S. market, ECIT can unlock revenues exceeding \$500 million, with near-term projections already demonstrating profitability from its existing farm and processing base.

Operationally, ECIT controls a Tier 2 indoor grow facility on more than an acre of land, supported by OLCC-compliant security systems, wholesale licenses, and extensive processing equipment valued at more than \$250,000. The Company maintains an inventory of over 2,200 pounds of premium trim, plus cannabis flower available for immediate sale or conversion. Short-term projections show 50 pounds of flower per month producing \$600,000 annually at wholesale, while processed oil and derivative products from inventory can conservatively yield over \$2.1 million in near-term revenues. Future expansion will leverage mobile "THC trucks" that bring cannabis products directly to customers, smoke shops, and lounges—mirroring the food truck model but with cannabis delivery as the core. This approach provides an efficient, low-cost way to saturate urban markets and capture consumption at the retail edge.

ECIT's broader strategy mirrors the acquisition model of Berkshire Hathaway: consolidate distressed operators, smoke shops, and processing facilities under a single umbrella, while building long-term national scale through Goodezz.net. With digital infrastructure fully owned by the trust, ECIT can extend beyond Oregon into multiple states, adapting operations to local compliance frameworks

while maintaining a single national ordering and distribution platform. This positions ECIT not as a local farm, but as a national brand—capable of meeting consumer demand wherever it arises and monetizing the explosive growth in cannabis e-commerce.

The Company is led by founder and executor Gennady Doiban, whose career spans decades of business building, public markets, finance, and cannabis operations. Nearly thirty years ago, he filed a public SB2 registration statement for LORCOM Technologies, establishing early credibility in navigating securities markets. In Oregon, he built the single largest license-holding cannabis entity in the state, managing cultivation, wholesale, and processing operations simultaneously under one umbrella. To date, he has invested over \$5 million of his personal capital into the cannabis industry—proof of his conviction and long-term commitment. Beyond cannabis, his expertise includes trust law, estate planning, credit markets, litigation, and wealth structuring. This breadth provides ECIT with the leadership required to manage both day-to-day operations and high-level financial strategy.

ECIT's philosophy is simple: start at the top of the mountain from day one. With claims, assets, licenses, and digital platforms already in hand, ECIT offers investors an entry point at a fraction of the valuation commanded by public operators, yet with comparable infrastructure and growth potential. Short-term use of proceeds includes operations, inventory acquisition, marketing expansion, and national buildout. Investors are further incentivized through direct participation discounts and finders' allowances to accelerate capital raising. Personal commitment from the founder ensures that every dollar raised is matched by relentless execution and accountability.

Personal Note from the Founder: "I may not be liked by all, but I am relentless and that is how I represent my partners. I am accountable and loyal to a fault. I never arrive unprepared. I have invested my own equity to build this foundation, and I stand as the alpha in any conversation about this industry. Together, we will secure our rightful position among the leaders of this market."

4. Company Overview

****Entity:**** ECIT Integrity Management LLC (Oregon)

****Trustee/Executor/Member:**** Executive Creator in Trust (ECIT), acting by and through Gennady Doiban

Formation and Structure

ECIT Integrity Management LLC ("ECIT" or the "Company") was incorporated in Oregon in June 2019 and operates under the fiduciary authority of the Executive Creator in Trust (ECIT). The Company is structured to preserve and grow shareholder equity while leveraging the Trustee's proven ability to build, secure, and defend assets across legal, commercial, and financial sectors.

From inception, ECIT has functioned not merely as an operating company, but as a trust-backed platform designed to withstand market volatility, administrative obstruction, and jurisdictional overreach. All assets are titled directly to the Company, with ECIT serving as Trustee and Executor to safeguard ownership, administration, and expansion.

Track Record & Founder Investment

Over the last five years, ECIT Integrity Management has grown into one of the most strategically positioned cannabis entities in Oregon. At its peak, the Company held ****the single largest concentration of OLCC licenses under one entity**** – spanning production, processing, and wholesale verticals.

This growth required not just vision but sacrifice:

- ****Founder equity invested:**** Over \$5,000,000 of personal capital directly deployed into property acquisition, licensing, build-outs, equipment, and operations.
- ****Assets retained today:**** Over \$1,000,000 in hard, liquid assets, including property, processing equipment, vehicles, security infrastructure, and cannabis inventory.
- ****Active claims:**** More than \$5,000,000 in equitable claims against OLCC and counterparties for license forfeiture, property damage, and unjust enrichment under color of law. These claims, now part of ECIT's balance sheet, represent cash-equivalent equity built out of litigation and administrative enforcement.

As stated by the Trustee:

> ****"It cost me an investment of \$5 million into our justice system in exchange for building the largest provider of national cannabis distribution using a single WS license per city market. In economic theory, this investment will save us – the equity holders – tens of millions in wasted operational cost. By leveraging license efficiency rather than facility sprawl, we avoid the burdens that swallow most competitors."****

Assets & Operations

The Company maintains a vertically integrated footprint that combines cultivation, processing, and wholesale under a streamlined, scalable structure:

Cannabis Farm:** Over an acre of licensed property, structured for OLCC indoor Tier 2 production.

- ****Processing Infrastructure:**** Two commercial-grade extraction and processing units valued at \$250,000, enabling conversion of bulk flower and trim into higher-margin products.
- ****Licensed Inventory:**** Approximately 2,200 pounds of top-grade trim, with additional cannabis inventory in reserve.
- ****Equipment Portfolio:**** Two trim machines valued at over \$30,000; a 20-foot box truck for distribution; OLCC-compliant security systems; private Blink surveillance network; containers configured for wholesale and processing; and extensive racks, totes, and supplies.
- ****Digital Platform:**** www.Goodezz.net, a fully built e-commerce platform designed for state-compliant online cannabis sales and ready for national expansion once federal barriers shift.

Market Strategy

The Company's model diverges sharply from competitors weighed down by fixed overhead, debt, and speculative expansion. ECIT's plan is ****asset-backed, distribution-first, and efficiency-driven****:

1. ****License Efficiency:**** Deploying a single wholesale ("WS") license per city market, avoiding the waste of redundant facilities while enabling regional dominance.
2. ****THC Truck Model:**** Operating mobile distribution platforms akin to food trucks, capable of delivering across metropolitan zones while serving as branded retail points.
3. ****E-commerce Advantage:**** Scaling Goodezz.net to become the "Amazon of Cannabis," integrating local compliance with national branding, first-mover positioning, and direct consumer access.
4. ****Pharma Pathway:**** Targeting pain management and pharmaceutical crossover markets, where cannabis already represents an \$8+ billion substitution for opioids and lab-manufactured painkillers.
5. ****Acquisition Strategy:**** Identifying struggling dispensaries and smoke shops, acquiring them via equity or stock transactions, and folding their delivery infrastructure into ECIT's expanding platform.

Vision & Long-Term Goal

ECIT Integrity Management is not a speculative entry into cannabis – it is the product of lived experience, equity investment, and legal resilience. The Company's ****short-term goal**** is to capture at least ****1% of the national cannabis market****, a stake valued in the billions. The ****long-term vision**** is to redefine the market by becoming the nation's premier cannabis distribution platform – ****the Amazon of cannabis****, with delivery efficiency modeled on Uber Eats and financial durability modeled on Berkshire Hathaway.

As the Trustee has stated:

> ****"I may not be liked by all or even by some, but I am relentless – and that is how investors in this Company will be represented. There will not be a single conversation, exchange, or challenge where ECIT will be left without a voice, without words, or without presence."****

Summary

ECIT Integrity Management LLC stands today as a rare opportunity: a cannabis company with real assets, proven operations, active legal claims representing millions in equity, and a leadership presence tested across decades in public and private markets. With over \$5,000,000 already invested, the Company now turns to external partners – not to build from scratch, but to scale an already operating platform into a national powerhouse.

5. Industry Overview

5.1 The Regulatory Parallel: From Liquor to Cannabis

The cannabis industry is not inventing new terrain—it is retracing the footsteps of liquor after Prohibition.

When alcohol prohibition ended, regulators did not dissolve. Instead, they reorganized themselves into licensing, enforcement, and tax collection agencies. That same playbook is being applied to cannabis.

Today, the Oregon Liquor & Cannabis Commission (OLCC), the Massachusetts Cannabis Control Commission (CCC), and the regulatory structures in Washington, D.C. all mirror one another:

- **Licensing choke points** - tightly controlling who can grow, distribute, and sell.
- **Revenue enforcement** - embedding taxation into every layer of distribution.
- **Compliance frameworks** - using regulatory language to shape winners and losers.

The lesson is clear: **the economic gravity of cannabis, like alcohol, sits in wholesale distribution.** The grower and the retailer can survive or fail, but those who control distribution and compliance hold structural advantage.

5.2 Lessons from Public Cannabis Companies

The U.S. and Canadian markets have already provided a live stress test of what works—and what destroys shareholder value. Several of the most highly publicized cannabis companies raised billions of dollars and expanded aggressively, only to implode under unsustainable business models:

- **MedMen (MMNFF)** - Positioned itself as the “Apple Store of Weed.” Lavish spending, weak governance, and uncontrolled overhead burned through investor capital. Equity collapsed to pennies.
- **Tilray (TLRY)** - Once valued at nearly \$20 billion, Tilray was an early symbol of cannabis hype. Today, the company has been forced into defensive mergers to stay afloat, erasing investor value.
- **Aurora Cannabis (ACB)** - Grew to a \$15 billion valuation by acquisitions, but write-downs and debt fueled massive dilution. Shareholders were left holding an empty bag.
- **Sundial Growers (SNDL)** - A meme stock darling that never matched fundamentals, Sundial highlighted the dangers of speculation without disciplined execution.

Key Takeaway: These companies did not fail due to lack of demand. They failed due to undisciplined expansion, unsustainable cost structures, and serial dilution.

5.3 The ECIT Advantage

ECIT Integrity Management LLC is deliberately designed as the opposite of those failures.

- **Asset-Backed Discipline** - ECIT is rooted in physical property, equipment, inventory, and enforceable claims. Every dollar raised builds on existing equity instead of chasing speculative expansion.
- **Preservation of Equity** - The company is structured to protect ownership. Instead of diluting shareholders at every funding round, ECIT leverages claims and assets as hard capital.
- **Regulatory Foresight** - ECIT anticipates the inevitable shift to a wholesale-controlled industry, positioning itself at the strategic choke point where consolidation and compliance meet.

As a result, ECIT investors are insulated from the primary causes of past market collapse: dilution, debt, and weak execution.

5.4 Market Opportunity

The legal U.S. cannabis market is currently estimated at **\$40+ billion annually**, with projections exceeding **\$70 billion** as federal normalization unfolds. For comparison:

- **Alcohol market:** >\$280 billion annually

- **Pharmaceutical pain management:** >\$8 billion annually, where cannabis already demonstrates superior therapeutic alternatives

If cannabis follows the trajectory of alcohol, market capitalization will expand exponentially. A disciplined, vertically integrated operator focused on wholesale distribution is positioned to capture disproportionate value during this transition.

Target: ECIT aims to secure at least **1%** of national market cap in its initial scaling phase. At current projections, this represents **hundreds of millions** in enterprise value.

5.5 Strategic Investment Framework

It cost ECIT's founder an investment of over **\$5 million** in capital and legal resilience to navigate and survive the regulatory gauntlet—capital that most start-ups cannot or will not deploy. That investment is not sunk cost. It is **barrier-breaking equity**:

> **"It cost me \$5 million into our justice system in exchange for building the largest provider of national cannabis distribution using a single wholesale license per city market. In economic theory, that investment will save us—as equity holders—tens of millions of operational waste that traditional facility costs, litigation, and administrative friction would otherwise consume."**

This foundation, paired with the company's disciplined use of preferred equity financing, creates an unusually efficient launch platform in an industry littered with inefficient competitors.

5.6 Conclusion

The cannabis industry is not speculative—it is inevitable. It mirrors the liquor industry's history, and the public failures of cannabis hype cycles have already shown what **not** to do.

ECIT Integrity Management LLC stands at the inflection point:

- Disciplined.
- Asset-backed.
- Positioned at the wholesale choke point where regulation and distribution converge.

For investors, this is not a flyer—it is structured entry into a trillion-dollar transition. The opportunity is not in gambling on growth; it is in owning the inevitable backbone of the industry.

6. Business Plan & Strategy

Overview

ECIT Integrity Management LLC is pursuing a vertically integrated, nationally scalable cannabis distribution model. Unlike legacy operators burdened by high-cost facilities and speculative capital structures, the Company focuses on efficient, compliant, and profitable channels that match consumption flows.

The Company has already secured core assets, including licensed property in Oregon, processing equipment, inventory, and a compliant national e-commerce platform (**Goodezz.net**). These assets position ECIT as a unique first mover: capable of connecting production, wholesale, processing, and end-user delivery into a single system.

Strategic Model

1. **Wholesale (WS) License Network**

- Operate with **a single WS license per city market**, enabling distribution without the heavy fixed costs of multiple retail facilities.
- This approach replicates the efficiency of alcohol distribution post-Prohibition, where central licensing transformed the market into a scalable, profitable model.

2. **Mobile THC Trucks (Cannabis Food Truck Model)**

- Deploy cannabis delivery trucks to operate as mobile dispensaries and wholesale delivery units.
- Each truck can cover entire city zones, reducing operating overhead while maximizing reach.
- This model allows the Company to scale quickly into new markets without the burden of brick-and-mortar buildouts.

3. **Processing and Value-Add Products**

- Convert existing flower and trim inventory into high-margin oil, pre-rolls, and extracts.
- Example: 2,100 lbs of inventory, conservatively converted, yields over **\$2.1 million in revenue** at wholesale market rates.

4. **E-Commerce Platform - Goodezz.net**

- Live, compliant, and capable of taking national orders.
- Positioned as **"The Amazon of Cannabis"**, integrating local delivery networks with centralized online infrastructure.
- Short-term focus on B2B and wholesale; long-term vision includes consumer-facing sales as state laws converge with federal reform.

Execution Strategy

- **Short-Term (0-18 months):**

- Relaunch Oregon farm and processing operations.
- Expand mobile THC truck pilot program.
- Begin acquisition of distressed smoke shops and convert them into delivery/distribution hubs.
- Leverage existing 2,200 lbs of trim inventory to generate immediate revenue.

- **Medium-Term (18-36 months):**

- Establish WS license foothold in multiple city markets.
- Expand Goodezz.net delivery partnerships nationally.
- Grow market share to achieve **at least 1% of U.S. cannabis market**, equivalent to an estimated **\$400 million annual revenue target**.

- **Long-Term (36+ months):**

- Operate as a national conglomerate, integrating farming, processing, wholesale, retail delivery, and consumer platforms.
- Expand into pharmaceutical-grade cannabis applications, including pain relief products as substitutes for \$8+ billion annual opioid sales.
- Position ECIT for eventual IPO or strategic acquisition.

Philosophy

ECIT Integrity Management LLC follows a **"top-down" strategy**: beginning at the peak of market opportunity rather than climbing incrementally. The Trustee's operational mantra is:

- No operating losses.
- Lean, compliant structures.
- Relentless pursuit of market share.

The combination of **legal-first infrastructure, efficient operations, and visionary strategy** places the Company in a position to deliver exponential growth while protecting investor capital.

7. Management & Compensation

Management

ECIT Integrity Management LLC is managed by its Trustee and Member, operating through **Executive Creator In Trust (ECIT)**. The Trustee has ultimate fiduciary authority over Company assets, operations, and strategic direction. This structure ensures that all decisions are made with accountability, efficiency, and alignment to long-term equity growth.

The Trustee brings decades of entrepreneurial experience across financial markets, estate planning, trust administration, and cannabis operations. This includes:

- Building the single largest license-holding cannabis entity in Oregon.
- Personally investing over \$5 million in the cannabis industry, including farms, processing, and distribution.
- Establishing and enforcing claims exceeding \$5 million in equity damages through regulatory and legal proceedings.
- Filing and managing prior SEC registration statements (SB-2) and preparing companies for the public markets.
- Operating vertically integrated cannabis businesses with proven production, processing, and wholesale capacity.

The Trustee's role is both operational and strategic: supervising licensing, compliance, finance, and investor relations, while ensuring profitability and accountability to equity holders.

Compensation

In recognition of the Trustee's full-time commitment, the Company provides a **Trustee & Agent Fee** of **\$10,000 per month** to cover administrative, operational, and fiduciary services. This fee is not a profit distribution but an expense necessary to maintain continuous professional oversight, protect Company interests, and ensure successful execution of its business plan.

The Trustee's philosophy is simple: **"No operating losses."** The monthly fee covers baseline needs, while long-term compensation will derive from Company profitability and equity appreciation alongside other shareholders.

The Trustee has committed to sharing in the upside of successful operations. While entitled to distributions upon profitability, the Trustee will not withdraw excessive value at the expense of the business. Instead, the Trustee's long-term compensation will be tied to equity growth, national expansion, and the Company's success in reaching its strategic goal of capturing 1% of the national cannabis market.

This approach aligns management and investors: both are rewarded only when value is created.

6. Use of Proceeds

****Offering Target:**** \$2,000,000 (Preferred Equity)

****Purpose:**** Fund the rapid scaling of ECIT Integrity Management LLC's production, processing, distribution, national ecommerce roll-out, legal & claims enforcement, and go-to-market investor acquisition (finder/marketing). The allocation prioritizes rapid revenue generation, protection and monetization of equitable claims, and preservation of investor equity.

Summary Allocation (Target \$2,000,000)

1. ****Finder / Marketing Allowance**** – ****20%**** – \$400,000

- Performance-driven finder fees and high-impact marketing to secure anchor investors, celebrity partners, and strategic distribution partners.
- Reserve allows up to ****30%**** (\$600k) in exceptional cases (bridge anchor or strategic lead investor) – to be authorized by the Trustee/Board.

2. ****Cultivation & Processing CapEx**** – ****30%**** – \$600,000

- Expand processing capacity, maintain/upgrade extraction units, purchase additional trim/processing equipment, and complete facility hardening to OLCC standards.
- Priority: increase conversion yield and processing throughput to support immediate higher-margin product sales.

3. ****Inventory Acquisition & Seed Product**** – ****10%**** – \$200,000

- Purchase high-quality biomass, finished goods, packaging, and initial SKUs to seed both wholesale and ecommerce channels.
- Ensures the Company can fulfill early commercial agreements and retail channel commitments.

4. ****E-commerce, Technology & Logistics**** – ****10%**** – \$200,000

- Enhance Goodezz.net (compliance engine, storefront UX, payment/connectors), integrate delivery logistics, and invest in state-compliance modules and secure investor portal (PPM/NDA access).
- Funding targeted to accelerate national roll-out readiness and reduce friction for onboarding state partners.

5. ****Legal, Claims Enforcement & Recovery**** – ****10%**** – \$200,000

- Direct legal spend to prosecute/resolve OLCC equitable claims, defend Company interests, and accelerate recoveries that increase shareholder equity.
- Funds reserved for strategic litigation, settlement facilitation, and forensic documentation efforts.

6. ****Working Capital & Operations**** – ****8%**** – \$160,000

- Day-to-day operational cash (payroll, processing inputs, testing, lab fees, packaging, local compliance), and short-term bridging of payables while sales ramp.
- Keeps operations fluid and avoids forced asset sales or unnecessary dilution.

7. ****Reserve / Contingency**** – ****6%**** – \$120,000

- Buffer for regulatory delays, OLCC requirements, testing failures, or tactical opportunities (asset buys at discount).
- Preserves runway and supports opportunistic purchases that add strategic value.

8. ****Founder / Executive Compensation (Admin)**** – ****6%**** – \$120,000

- Budgeted at ****\$10,000 per month****, covered for the first 12 months to secure hands-on executive leadership and rapid decisioning.
- Fully disclosed, separate from finder/marketing allocations, and subject to governance oversight.

****Total:**** \$2,000,000 (100%)

Rationale & Prioritization

- ****Finder / Marketing first:**** Securing a small number of anchor investments or celebrity strategic partners unlocks the rest of the round quickly. This is why the finder/marketing pool is large and performance-based.
- ****CapEx & Inventory:**** Revenue acceleration comes from converting inventory into finished high-margin SKUs. CapEx funds increase conversion and processing, delivering margin expansion fast.

- **Legal / Claims:** Given the recoverable OLCC claims, targeted legal spend is not just cost – it is an investment in reclaimable equity. Properly executed, recoveries multiply investor value.
- **Tech & Logistics:** The ecommerce backbone is the distribution lever. Funding Goodezz.net to handle multi-state compliance and delivery integration is essential to the “Amazon of cannabis” strategy.
- **Founder compensation & working capital:** Ensures leadership continuity and avoids liquidity gaps that force bad exits or dilutive conversions.

Use & Reporting

- The Trustee will provide **monthly investor reports** showing cash usage vs. budget (detailed receipts for finder payments, CapEx invoices, legal fees, inventory purchases, and technology work).
- Any finder/marketing disbursement above 20% (i.e., toward the 30% cap) requires a documented strategic rationale and Trustee sign-off.

Contingency / Upside Paths

- **If \$2M > subscribed:** Additional funds will be prioritized in order: (1) claims enforcement & settlement acceleration, (2) accelerated acquisition of local delivery assets, (3) expanded production capacity for wholesale contracts.
- **If \$2M < subscribed (partial close):** Priority flows to CapEx, inventory, and minimal marketing to secure an anchor purchaser – preserving runway for core revenue generation.

Closing

This allocation is intentionally conservative where it matters (inventory, CapEx, claims) and deliberately aggressive where it moves the needle fastest (finder/marketing and tech). The combination is designed to: (a) generate revenue quickly, (b) protect and monetize existing equitable claims, and (c) position ECIT to leverage the wholesale choke point as state/regulatory consolidation accelerates.

9. Risk Factors

An investment in ECIT Integrity Management LLC (the "Company") involves significant risks. Prospective investors should carefully review the following risk factors, in addition to all other information contained in this Memorandum, before making a decision to invest. The risks described below are not exhaustive; additional risks, known and unknown, may also have a material impact on the Company.

1. Regulatory and Legal Uncertainty

The cannabis industry in the United States remains subject to conflicting federal and state laws. Although many states have legalized cannabis for medical or adult-use purposes, cannabis remains classified as a Schedule I controlled substance under federal law. Any shift in enforcement priorities, regulatory framework, or federal policy could materially affect the Company's operations.

****Mitigation:**** The Company operates in full compliance with Oregon Liquor and Cannabis Commission (OLCC) regulations and anticipates expansion only into compliant, regulated markets. Legal structuring and Trustee oversight ensure adaptability to changes in legislation.

2. Market Volatility and Competition

The cannabis industry is in a rapid growth phase, attracting numerous entrants and significant capital. Public cannabis companies have experienced extreme volatility, with some reporting substantial losses despite raising billions of dollars.

****Mitigation:**** The Company's lean operational model – centered on wholesale licensing, mobile distribution, and online infrastructure – avoids the unsustainable costs that have hindered many competitors. This positions the Company to thrive even in volatile markets.

3. Operational Risks

As with any agricultural and processing business, the Company is subject to risks including crop failure, contamination, equipment failure, theft, and supply chain disruptions. Additionally, execution of the mobile THC truck strategy requires successful regulatory navigation and operational discipline.

****Mitigation:**** The Company has invested in OLCC-compliant security systems, advanced processing equipment, and diversified distribution channels. Further, the Trustee has direct experience in managing multi-license operations and mitigating past operational challenges.

4. Dependence on Management

The success of the Company is heavily dependent on the knowledge, vision, and execution of its Trustee and key management personnel. Loss of these individuals could adversely impact operations.

****Mitigation:**** The Trustee has committed full-time engagement, backed by over \$5 million of prior equity investment and unmatched industry experience. Compensation structure ensures alignment between the Trustee and equity holders.

5. Access to Capital and Liquidity

The Company's ability to scale depends on raising additional capital and maintaining positive cash flow. There is no guarantee that future financing will be available on acceptable terms.

****Mitigation:**** Current offering is structured to raise sufficient funds for aggressive execution of the business plan. The Company maintains no excessive debt obligations, preserving flexibility to attract financing when needed.

6. Banking and Financial Services Limitations

Due to cannabis' federal classification, access to banking, credit facilities, and merchant processing may be restricted or costly.

****Mitigation:**** The Company operates under trust-based structures and has developed compliant alternatives, including private financing arrangements, electronic payment platforms, and trust-managed banking.

7. Potential Litigation

The Company has ongoing claims and litigation related to past regulatory and property disputes. Outcomes may be uncertain, and litigation could divert resources or impact investor perception.

Mitigation: These claims also represent significant potential recovery of assets, estimated at over \$3 million. All matters are disclosed transparently and managed under fiduciary oversight.

8. Economic and Market Conditions

Macroeconomic factors, including inflation, interest rates, consumer spending, and capital market conditions, may impact cannabis consumption and investment flows.

Mitigation: Cannabis has demonstrated resilience as a consumer staple product, with steady annual growth in demand estimated at 5%. The Company's diversified revenue channels (wholesale, processing, e-commerce, mobile delivery) reduce exposure to single-market downturns.

Note: An investment in the Company is speculative, illiquid, and should be considered only by those who can afford the loss of their entire investment.

🔥 This hits all the **SEC-style boilerplate risks** but flips them to show strength and strategy.

Do you want me to **expand this into a 4-5 page polished version** (with full sub-sections for legal, operational, financial, etc.), or keep it lean for now and flesh it later once we've built the Offering Terms?

10. Capitalization & Ownership

Authorized Equity

The Company is authorized to issue up to ****10,000,000 Preferred Membership Units ("Shares")****, each with a par value of \$1.00 per share. These Shares represent ownership interests in the Company and carry the rights, preferences, and privileges described in this Memorandum and the Operating Agreement of ECIT Integrity Management LLC.

Current Ownership

As of the date of this Memorandum, all equity is held by the Trustee as sole Member:

- ****ECIT (Executive Creator In Trust), Trustee / Member****
- 10,000,000 Preferred Shares authorized
- 0 Preferred Shares issued and outstanding
- 100% ownership

Offering Terms

The Company is offering up to ****2,000,000 Preferred Shares**** at \$1.00 per share, representing ****20% ownership**** of the Company on a post-offering basis.

- ****Total Proceeds Target:**** \$2,000,000
- ****Ownership to Investors:**** 20% (pro rata based on subscription)
- ****Post-Money Valuation:**** \$8,000,000

Post-Offering Ownership Structure (Fully Subscribed)

Holder	Shares	% Ownership
ECIT (Trustee / Member)	8,000,000	80%
New Investors (this Offering)	2,000,000	20%
Total	10,000,000	100%

Notes on Ownership

- The Trustee has invested over \$5,000,000 in equity to date in building assets, licenses, claims, and infrastructure that underpin this Offering.
- Trustee compensation of \$10,000 per month is disclosed under "Management & Compensation" and is intended to cover administrative and fiduciary duties.
- Finder's fees or marketing allowances may be paid up to 20-30% for direct investor introductions, as disclosed under "Use of Proceeds."

⚖️ This is tight, clean, and investor-facing. It shows them exactly how much equity they're buying, who controls the company, and that the math is clear.

👉 Do you want me to ****add a "Capitalization Table" appendix**** with more scenarios (like if only 50% of the raise is subscribed, or additional future raises), or keep it simple for now with just the full subscription scenario?

EXHIBIT 11 – TOKENIZATION ADDENDUM (GDZ TOKEN)

Issuer & Authority

This Addendum supplements the ECIT Integrity Management LLC (Oregon) Private Placement Memorandum ("PPM"). The Company is organized under the fiduciary authority of Executive Creator in Trust (ECIT).

Issuer: ECIT Integrity Management LLC (Oregon)
Trust Authority: Executive Creator in Trust (ECIT)
Executor / Trustee / Member: Gennady Doiban
Blockchain Network: Polygon Mainnet (Chain ID 137)
Treasury Wallet Address: 0x7b0535c4946e9556f7A2BAF9B456681551a11595

1. Purpose

This Addendum establishes the digital ledger representation of Preferred Units offered under the PPM through the creation of a blockchain-based token known as Goodezz Coin (GDZ).

2. Token Structure

Term Specification
Token Name Goodezz Coin (GDZ)
Total Supply 2 000 000 GDZ
Par Value \$1.00 USD per token
Token Type Security Token (ERC-3643-compatible)
Rights Identical to Preferred Units in PPM
Issuer Wallet ECIT Treasury Wallet (address above)
Investor Pool 1 000 000 GDZ available for subscription

Each GDZ represents one (1) Preferred Unit in the Company. The tokens are issued solely for record-keeping, allocation, and ledger audit purposes; ownership rights remain governed by the PPM and Operating Agreement.

3. Compliance & Transfer Restrictions

- Issued under Reg D Rule 506(c) and Reg S for foreign investors.
- Transfer restricted to verified accredited investors via KYC/AML protocols.
- Tokens may not be publicly listed until regulatory qualification or specific exemption is obtained.

4. Smart-Contract Control

The smart contract deployed on Polygon will record issuance, ownership, and transfer history. Hash references of this Addendum and the PPM will be embedded for immutability. The Treasury Wallet will retain control of one million GDZ tokens as reserve.

5. Reporting & Governance

ECIT Integrity Management LLC will maintain quarterly on-chain audit logs aligning GDZ distribution with the Company's ledger. All fiduciary decisions and disbursements remain under ECIT authority.

6. Governing Law

This Addendum is governed by the laws of the State of Oregon and the jurisdiction of the Executive Creator in Trust.

Execution Block

ECIT Integrity Management LLC (Oregon)

By: _____

Name: Gennady Doiban

Title: Executor / Trustee / Member

Date: _____