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**Prodomata Capital Equity Fund I, LLC
DATED: January 11, 2022
(A Delaware Limited Liability Company)**

A PRIVATE OFFERING OF PRODOMATA CAPITAL EQUITY FUND I, LLC MEMBERSHIP UNITS

Price per Unit:	\$10.00
Minimum Purchase:	25,000 Units (\$250,000) unless lesser amount is allowed
Minimum Offering Amount:	100,000 Units (\$1,000,000)
Maximum Offering Amount:	5,000,000 Units (\$50,000,000)

5,000,000 Units of Class A Interests offered at \$10.00 Per Unit

The offering of Units will begin on March 1st, 2023 and will Terminate March 1st, 2024, unless extended or terminated sooner by the Manager.

This confidential Private Placement Memorandum (the PPM) is being furnished to a limited number of accredited investors (the "Investors") who may consider the purchase of up to 5,000,000 Class A Interests (the "Units") in the Prodomata Capital Equity Fund I, LLC (the "Company"). The minimum investment is \$250,000 or 25,000 units (the "Minimum Purchase"), although the manager may elect, in its sole discretion, to accept smaller amounts. The minimum offering amount is \$1,000,000 or 100,000 units. Proceeds will be immediately payable to and available to the company where funds will be held in the company's deposit account(s) or short term certificate account(s) until the Company has selected one or more properties to acquire.

Prodomata Capital, LLC
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Apple Valley, MN 55124
Telephone: (651) 387-7954

Contacts:
Derek Feeser: Telephone (651) 387-7954

The United States Securities and Exchange Commission does not pass upon the merits of or give its approval to any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering circular or other solicitation materials. These securities are offered pursuant to an exemption from registration with the Commission; however, the Commission has not made an independent determination that the securities offered are exempt from registration.

Class A Interests (Unit)	Price to Investors	Seller's Commissions	Proceeds to the Company
Minimum Purchase Amount: 25,000 Units	\$250,000	\$0	\$250,000
Minimum Offering Amount: 100,000 Units	\$1,000,000	\$0	\$1,000,000
Maximum Offering Amount: 5,000,000 Units	\$50,000,000	\$0	\$50,000,000

The manager reserves the right to reject any subscription at any time throughout the course of the offering. In the event that a subscription is rejected, the manager will return the subscription payment to the investor without interest.

No public market currently exists for the Company's Membership Interests. The Company will be managed by Prodomata Capital, LLC. (The "Manager") a Delaware Limited Liability Company, which is managed by Derek Feeser. The company has set a minimum investment of \$250,000. We intend to place the initial funds into a segregated account(s) up to \$20,000,000. This will not be an escrow account(s). These funds will be interest bearing accounts and will stay in such accounts until the Company or its Manager has reached an agreement to place a property under-contract, at which point funds will be sent to an escrow account. Purchasers of our Interests qualified hereunder may be unable to sell their securities, because a public market does not exist for our securities. Any purchaser of the securities referenced in this offering should be in a financial position to hold such securities for a minimum of ten (10) years, in addition to bearing the risks of losing their entire investment. (See the "Risk Factors" section of this prospectus on page 10 for more details of the risks associated with an investment units of the Company)

The transfer of interests is limited, A Member may assign, his, her or its Interests under certain circumstances and only if conditions set forth in the Company's operating agreement are satisfied. Potential purchasers of the Interests should expect to and be willing to remain in the Company for at least 10 years. The Manager will evaluate whether it makes business sense to sell, refinance, or otherwise dispose of properties in order to return Capital Account Balances to the Members. The Manager may sell the properties to a third-party to redeem Members at any point.

No dealer, salesman or any other individual has been authorized to provide any information or to make any representations other than those contained in this Memorandum, and if any other information or representation is given or made, such information and representations must not be relied upon. This offering memorandum does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby in any state to any person to whom it is unlawful to make such an offer. Neither the delivery or sale hereunder create any implication that there has been no change in the affairs of the Company since the respective dates at which information is given herein, or the date hereof.

However, if any material change occurs while this memorandum is required by law to be delivered, this memorandum will be amended or supplemented accordingly with respect to any purchasers who have not previously subscribed to Units.

Name of Recipient

Date: 1-11-2022

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Notable Disclaimers:

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the prospectus. Any representation to the contrary is a criminal offense. these securities are offered pursuant to an exemption from registration under the securities act of 1933 as amended and state securities laws;

The limited liability company units offered hereby are speculative securities and an investment therein involves a high degree of risk. See our “Risk Factors” section. Only investors who can bear the loss of their entire investment should invest in these units.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

By acceptance of this memorandum, prospective investors recognize and accept the need to conduct their own due diligence and thorough investigation before considering the purchase of the units. The contents of this memorandum should not be considered investment, tax, or legal advice. Each prospective investor should consult with his, her, or its own counsel and advisors as to all matters concerning an investment in this offering.

OFFERING CIRCULAR SUMMARY

This summary contains basic information about the Offering and the Company. This is a summary and does not contain all the information that should be taken into consideration before making an investment decision. You should read the entire Offering Circular carefully, including the risk factors on [\(page 11\)](#) and our financial statements and the related notes to those statements included in this offering circular. References in this offering circular to “our”, “us”, “we”, “the Company” “Prodomata Capital Equity Fund I”, “PCEF”, refer to Prodomata Capital Equity Fund I, LLC.

The Company:

We will be formed on June 24, 2022 thus have not yet commenced operations. We are not a blank check company and do not consider ourselves to be a blank check company as we:

- Have a specific business plan. We have provided a detailed plan for the next twelve (12) months throughout our Offering Circular. In addition, we have no intentions to enter into agreements to complete a reverse merger with any entity in an unrelated industry in the future.

Prodomata Capital Equity Fund I, LLC will be formed on January 2, 2023 by Prodomata Capital LLC, a Delaware limited liability company (the “Manager” or “Initial Member”) to raise equity capital with which, in combination with debt financing, is intended to purchase existing multi-family real estate properties (sometimes referred to as a “Multifamily Property” or “Apartments”) in our target markets, given by a select criteria defined in our “Acquisitions Strategy” section of the PPM. The Manager will target real estate opportunities that it believes will provide significant returns to investors over the life of the fund.

The Company expects to hold the properties for at least three to five years, and after having improved the condition of the property through effective management of the property by reducing property expenditures & or increasing the net income of the property. Such opportunities will hereby be referred to as “Property” or “Properties”. Since inception we have had no operations and have zero assets and zero liabilities.

The Offering

The Company is offering up to 5,000,000 units of membership or \$50,000,000 at \$10 per unit (Minimum purchase 25,000 units or \$250,000), The Minimum Offering Amount is 100,000 units or \$1,000,000. The Company may sell up to its Maximum offering amount of 5,000,000 units or \$50,000,000. All subscriptions will be paid and made available to the company upon acceptance by the company. Each Investor must execute a Subscription Agreement making certain representations and warranties to the Company, including such details about the purchaser’s qualifications so that the Manager may determine whether the subscriber qualifies as an Accredited Investor as defined by the Securities and Exchange Act in Rule 501(a) of Regulation D as amended.

Use of Proceeds

The Manager's members, officers, staff, and advisors have significant experience managing, sourcing, valuing, purchasing, managing and selling multi-family properties. The Manager believes that there are attractive opportunities to implement the referenced business plan above through-out its target market, and possibly outside its target market. The Manager believes that it can attractively finance and acquire Apartments with down-payment of equity capital equal to 25-35% of the purchase price and debt financing of 65-75% of the remaining purchase price of targeted properties; However the manager may engage in transactions without leverage, when the "Manager" or its officers believe opportunities to engage in such transactions will be beneficial to the Investors of the Company.

Best Efforts Minimum/Maximum Basis

This offering is being made on a minimum/maximum basis: The underwriters must sell the minimum number of securities offered (*100,000 units or \$1,000,000*) if any are sold. The underwriters are required to use their best efforts to sell the maximum number of securities offered (*5,000,000 units or \$50,000,000*).

The Offering Period:

The offering of Units will begin on March 1st, 2023 and will Terminate March 1st, 2024, unless extended or terminated sooner by the Manager.

Members:

The Members of the Company will be the subscribers of the Units offered hereby. Each Member's liability will be limited to the amount of such Member's initial Capital Contribution to the Company, plus undistributed profits. Units are transferable only upon the satisfaction of certain requirements. Prodomata Capital, LLC the Manger, became the initial Member in order to form the Company and will withdraw as a Member upon admission of additional Members (See "SUMMARY OF OPERATING AGREEMENT").

Manager Owning Any Units:

The Manager may own Class A Interests and may purchase up to 100,000 units in the same manner as the members.

The Manager has been given Class B Interests and owns 100% of these Interests.
The Class B Interests given to the Manager as founder's interests for no consideration.

Risk Factors:

An Investment in the Units is speculative and involves significant risk that a prospective investor should review under the "RISK FACTORS" section of this Memorandum.

Subscription Procedures

To Subscribe for the purchase of Units, each prospective Investor is required to follow each of the following steps:

1. Carefully review and familiarize yourself with all materials contained in this Memorandum
2. Complete all applicable items contained in the Subscription Agreement (Which includes an Investor Questionnaire and the Subscription Agreement)
3. Submit a properly completed and executed original copy of the Subscription Agreement to the Manager, along with a check for the full subscription or a wire to the Company's Account (see our "SUBSCRIPTION AGREEMENT").

For natural-person investors, photographic, governmentally issued ID may be required to comply with PATRIOT Act requirements, which were designed to deter terrorism. For Entities, e.g., trusts & corporations, other corporate documents may be required.

Subscription Payments

A check for the full subscription amount may be included with a properly completed and executed original copy of the Subscription Agreement and delivered to the Manager. However, Subscription Payments may also be wired directly to the Company's Account. For wiring instructions, refer to the "SUBSCRIPTION AGREEMENT".

No Escrow Account

There is no Escrow Account, All proceeds will be immediately available to the company. No Purchases of Properties will be made until the Minimum Offering Amount has been met.

Restrictions of Transfers

The Units have not been registered under the Securities Act of 1933 as amended, or the securities laws of any state of the United States or in any other jurisdiction. Consequently, there is no public market for them, nor is one expected to develop. Subscribers/Investors must understand that the units will be illiquid and they should not invest unless they can hold the securities for at least seven (7) to ten (10) years. These units can't be resold without registration under the Securities Act of 1933.

Reports to Investors:

Within 60 days of the end of each quarter, Management will provide quarterly reports to investors. These reports will discuss the progress of the Company, financial results, and any other information that the Management determines to be relevant. Additionally, the Company's books and records will be audited annually by an independent, PCAOB-registered CPA firm. The results of the audit will be provided to any Member upon request.

Auditors:

We intend to Engage CliftonLarsonAllen LLP as the auditor for the financial statements presented in our offering of unregistered securities.

Offerings over \$20,000,000 must be audited by a PCAOB registered accounting firm

Once we have engaged a firm to complete an audit of our financial statements we will amend our offering documents

Principal Business Activities

We intend to engage In the following activities:

- i. We intend to invest in multifamily properties that we believe will appreciate over a five (5) to ten (10) year period. We intend to purchase these properties using the approach outlined above, but may elect to pay cash if the manager deems beneficial to the Investors.
- ii. We may elect to utilize a Master Lease Agreement or a Master Lease Option ("MLA" or "MLO") to obtain management over a targeted property. Master Lease Options allow Management to control the operation of a property while receiving "equitable ownership" or the right to all cash flows after a predetermined lease payment to the title-holder of the property. These agreements usually have a built in option to purchase the building at a specified price at a future date.
- iii. We intend to invest in properties that are cash-flow positive, this means the property produces a positive net monthly cash flow after all monthly expenses (mortgage(s), operating expenditures, reserves, taxes, etc.). These properties are typically referred to as "income-producing" properties.
- iv. The Company may elect to engage in a joint venture with other real estate investors, developers, including affiliates of the Manager or its officers.

The principal objectives of the Company will be to (i) Preserve the Members' Capital Contributions, (ii) Realize income and capital gains through the acquisition, management, operation, refinance, and sale of the Properties, and (iii) to make monthly cash distributions to the Members. While the Manger will attempt to achieve its objectives, there is no guarantee that all or any of these objectives will be achieved.

FAQ's

Q: What Is Prodomata Capital Equity Fund I, LLC

A: Prodomata Capital Equity Fund I, LLC was formed on June 24, 2021 by Prodomata Capital LLC, a Delaware limited liability company (the “Manager” or “Initial Member”) to raise equity capital with which, in combination with debt financing, is intended to purchase existing multi-family real estate properties (sometimes referred to as a “Multifamily Property” or “Apartments”) in our target markets, given by a select criteria defined in our “Acquisitions Strategy” section of the PPM. The Manager will target real estate opportunities that it believes will provide significant returns to investors over the life of the fund. The Company expects to hold the properties for at least three to five years, and after having improved the condition of the property through effective management of the property by reducing property expenditures & or increasing the net income of the property.

Q: How will Prodomata Capital Equity Fund I, LLC identify properties?

A: The Manager will search for properties using traditional methods by using brokers in the markets where the Manager believes there are opportunities, or by sourcing off market deals by cold calling private owners of properties we believe will meet our investment criteria.

Q: What kind of returns should I expect as a Member of Prodomata Capital Equity Fund I, LLC?

A: The Company currently does not own any assets, therefore, the returns are speculative. However the Company intends to pay 75% (seventy-five percent) of the Distributable Cash to Class A Members in accordance with their pro rata membership interest in the company. (Please refer to the “SUMMARY OF OPERATING AGREEMENT on page ... for more information)

Q: How risky is an Investment in Prodomata Capital Equity Fund I, LLC

A: There are various risks related to an investment in our securities, please refer to the “Risk Factors” section of this prospectus for more information related to the risks of this offering.

Q: Who may invest in this offering?

A: This offering is limited to “Accredited Investors” as defined by the Securities Act of 1933.

Q: Where can I buy Class A Interests

A: Class A interests will be made available for purchase at prodomatacapital.com

Q: Who is the Manager?

A: The Manager is Prodomata Capital, LLC which is controlled by Derek Feeser and Justin Feeser. Derek and Justin are real estate entrepreneurs & investors. Derek and Justin discovered the benefits of real estate at the young age of 14 and over the past decade have advised on the purchase(s), management, and sale(s) of over \$1.3 Million dollars of investment real estate across multiple transactions. Derek and Justin have underwritten numerous real estate deals and are confident in their ability to source deals that will provide stable and increasing cash flow for investors. For more information on Derek, Justin & the rest of the management team, please refer to “MANAGER, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS”.

Q: How Can I sell my Interests

A: These interests are highly illiquid and a market for these interests currently does not exist, and may never develop. Investors should be willing to invest for the long term as the company intends to operate for ten (10) years. The manager will then explore

exit strategies with the goal of distributing the Capital Account Balances to the Members. Ideally these exit strategies will either be a sale or refinance of the property.

Q: May I make an Investment through my IRA or other tax-deferred retirement account?

A: Currently we are not accepting IRA investments, If you would like to invest with your IRA, Please reach out to Derek Feeser or our Investor Relations Department. If we receive enough interest we may elect to accept IRA or other tax-deferred retirement account investments.

FAQ's Continued

Q: How will the Company notify me of how my investment is doing?

A: We will provide you with periodic updates on the performance of your investment in the Company by providing various reports, such as:

- An annual report;
- A semi-annual report;
- A current event notice for specified material events within 10 business days of their occurrence;
- Any other reports that we may file to the SEC

This information will be made available on our website at prodomatacapital.com , on the SEC's website at www.sec.gov, and via email

Q: When will I receive tax information with regard to my investment?

A: Your Schedule K-1 tax information will be provided by January 31st of the year following each taxable year.

Q: My Question about the offering wasn't answered, Who can help answer my question?

A: Please reach out to Investor Relations via email where we can answer via e-mail or schedule a meeting to further assist with any questions you may have:

Investor Relations
Prodomata Capital, LLC
14526 Florissant Path
Apple Valley, MN 55124
Email: invest@prodomatacapital.com

RISK FACTORS

Risk Factors Before you invest in our securities, you should be aware that there are risks in making such investment, including those described below. You should cautiously consider the following risk factors together with all of the information included in this prospectus before you decide to purchase our securities. This section includes forward-looking statements. Actual results could differ materially, and in adverse ways, from the results anticipated in these forward-looking statements as a result of certain factors, including the risks described in the documents incorporated herein by reference, and other documents we file with the SEC after the date of this prospectus and which are deemed incorporated by reference in this prospectus. You should refer to the explanation of the qualifications and limitations on forward-looking statements discussed under “Forward-Looking Statements”

Investors in the Company should be aware of the fundamental risks associated with our company and proposed business activities.. As of the date of this filing our management is aware of the following material risks.

General Risks Related to Our Business

We are an emerging growth company organized in June 2021 and have not yet commenced operations, which makes an evaluation of us difficult. At this time, our business operations, even with our good faith efforts, may not become profitable or generate any significant amount of revenues, thus potential investors have a possibility of losing their investment.

We were organized in June 2021 and have not yet commenced operations. As a result of our start-up status we (i) have not generated any revenues, (ii) will accumulate deficits due to costs related to the start-up and organization of the Company, business plan development, legal & consulting fees since we organized. There is no basis, other than the track record of our Manager and its officers & advisors, on which to base an assumption that our business operations will obtain profits successfully or that we will ever be able to operate competitively in our markets. Past results & experience do not guarantee future profitability. Our future operating results will depend on many factors, including our ability to efficiently allocate capital, to raise working capital, the availability of properties in our target market for purchase, the level of our competition in our markets and our ability to attract and maintain key management, officers & employees.

Blind Pool Offering

This offering is a blind pool offering, meaning that Members will not get the opportunity to evaluate our potential investments before investing in this offering. We intend to invest the majority of the gross proceeds from this offering into Real Estate Investments, however since no properties have been selected yet, our members may not be able to sufficiently analyze the quality and historical performance (if any) of the asset that we intend to purchase. They will have to rely on the Manager and his team’s ability to select suitable properties that meet the criteria of our investment objectives. These factors may result in performance that does not meet the performance of our competitors in the industry.

Dependence on Derek Feeser & Justin Feeser

The company is highly dependent on Derek and Justin's ability. While unlikely, the event that Derek or Justin's services to the Company become unavailable may have a negative effect on the profitability of the company. While Derek and Justin will ensure the management team that is chosen to help manage Prodomata Equity Fund I, LLC. Will be adequately trained and capable to carry out the company's primary objectives, however there is no guarantee that the company will be as profitable under a loss of Derek or Justin's services to the company.

Real Estate Risks

General Real Estate Risks

Our investment into Properties will be subject to the following risks related to the ownership of Properties

Changes in global, national, and local economic conditions, changes in supply or demand for commercial and residential real estate in the continental United States. Increased competition for similar properties in our target markets, interest rate fluctuations, availability of financing, changes in financing terms, the inability or unwillingness of tenants to pay rent or rent restrictions due to government policies.

Profitability Risks

There is no guarantee that the Company will be profitable, the company currently has no assets generating cash flow. While the company does intend to purchase properties that are cash flow positive, it cannot guarantee that such properties will continue to be cash flow positive throughout its intended holding period of the assets or Properties. (For more information on our acquisition criteria, refer to "SUMMARY OF OPERATING AGREEMENT").

We may not realize a profit if we sell a property. Upon exit of a property a profit may not materialize, the ability of the Manager to return your capital contributions will be affected by the price at which we can dispose of a particular Property.

Insurance Risks

While we intend to obtain insurance coverage on our properties, insurance may not be available or may not be available at costs affordable to the company. Potentially subjecting our properties to risk from weather-related events such as hurricanes, thunderstorms, tornadoes, flooding, and earthquakes. Additionally, our insurance provider(s) may not cover certain insurance claims. Which could lead the Company to take legal action in such a case to receive coverage for such claims. This may adversely affect the profitability of the Company and the Properties that we own.

Indebtedness Risks

Our business will be dependent on obtaining favorable debt financing for our properties, We do intend to utilize leverage for the purpose of acquiring properties. There is no guarantee that the terms we obtain will be favorable. We do intend to borrow as much as 75% of the value of our properties in order to provide leverage to our investors

Our intent is to obtain one of two types of potential financing types. Conventional loans or Commercial Mortgage Backed Securities (CMBS) loans. In the event that we obtain CMBS financing, generally CMBS loans are easier to obtain than

conventional financing. The terms of such financing may lead to the Manager to pay penalties if the loan is paid off before the end of the loan term.

Natural Disaster Risk

The Real Estate that we intend to purchase comes with a set of risks including; Hurricanes, Earthquakes, Tornadoes, Lightning & Hail damage. These events may lead to damages of our properties, which may lead to higher expenses and hinder the profitability of the company.

Covid-19 Pandemic Risks

The ongoing Covid-19 Pandemic may have adverse effects on our business. Federal and Local government restrictions may lead to loss of employment in the markets where we are invested or intend to invest in. Loss of employment may lead to higher vacancy rates on our properties, which may lead to lower profits and lower levels of distributions to the Members. The Covid-19 Pandemic may lead to future eviction halts. Eviction halts may hinder our ability to renovate potential units that may need improvements, such events may negatively impact the ability to carry out our business plan of increasing revenues of the property.

At the beginning of the Pandemic, federal and many state eviction moratorium were enacted. Future eviction moratorium may impact our profitability if the Company loses the ability to evict tenants for non-payment of rent; the uncertainty relating future eviction moratorium could have severely negative impacts on our business profitably.

Determination of Offering Price

Our offering price is arbitrary with no association to the value of the company. This offering is a self-underwritten offering. Therefore no underwriters participated in the marketing, distribution or sale of the shares offered under this offering.

If the maximum amount of Class A Interests are sold under this Offering, the purchasers under this Offering will own 100% of the Class A Units outstanding.

If the minimum amount of Class A Interests are sold under this Offering, the Investors in this Offering will own 100% of the Class A Units.

If the maximum amount of the Class A Interests are sold, the price per Unit value will be \$10 per Unit for a total of \$20,000,000.

If the minimum amount of the Class A Interests are sold, the price per Unit value will be \$10.00 per Units for a total of \$1,000,000.

If an amount sold in-between the minimum and maximum offering price for the Class A Interests are sold under the Offering, then the Investors of the Offering will own 100% of the Class A Units.

Use of Proceeds:

The net proceeds from this offering will depend on the total number of Class A Interests sold. The table below is a representation of how the Company intends to use the capital raised on the Minimum-Maximum basis

Use of Proceeds	Minimum	25%	50%	75%	Maximum
Interests Sold	100,000	1,250,000	2,500,000	3,750,000	5,000,000
Gross Proceeds	\$1,000,000	\$12,500,000	\$25,000,000	\$37,500,000	\$50,000,000
Offering Expenses (1)	\$65,750	\$188,750	\$313,750	\$438,750	\$563,750
Selling Commissions & Fees (3)	\$0	\$0	\$0	\$0	\$0
Net Proceeds	\$934,250	\$12,311,250	\$24,686,250	\$37,061,250	\$49,436,250
Asset Management Fee (4)	\$0	\$0	\$0	\$0	\$0
Acquisitions (5)	\$700,000	\$10,625,000	\$21,250,000	\$31,875,000	\$42,500,000
Acquisitions Fee Paid to Manager (6)	\$17,500	\$265,625	\$531,250	\$796,875	\$1,062,500
Acquisitions Costs & Related Expenses (7)	\$50,000	\$625,000	\$1,250,000	\$1,875,000	\$2,500,000
Accounting (8)	25,000	20,000	45,000	45,000	45,000
Legal (9)	15,000	15,000	15,000	15,000	15,000
Working Capital (10)	\$30,000	\$375,000	\$750,000	\$1,125,000	\$1,000,000
Reserves (11)	\$96,750	\$385,625	\$845,000	\$1,329,375	\$2,313,750
Total Use of Proceeds	\$1,000,000	\$12,500,000	\$25,000,000	\$37,500,000	\$50,000,000

(1.) Offering Expenses

These costs are an estimation of the costs associated with completing necessary filing for a Regulation D securities offering. In addition these costs also include our legal fees associated with preparation of offering documents, Blue sky state fees, fees associated with the organization of the entities defined in this document. The estimated fees payable to our transfer agent (which is yet to be determined), our expected accounting fees and technology costs.

Offering Expenses (1)	Minimum	25%	50%	75%	Maximum
Legal Fees	20,000	20,000	20,000	20,000	20,000
Blue Sky Fees (2)	\$1750	\$1750	\$1750	\$1750	\$1750
Organization Fees	2,000	2,000	2,000	2,000	2,000
Transfer Agent Fees	2,000	5,000	5,000	5,000	5,000
Accounting Fees	20,000	20,000	20,000	20,000	20,000
Other Professional Fees	5,000	10,000	10,000	10,000	10,000
Technology Costs	\$5,000	\$5,000	5,000	5,000	5,000
Marketing Costs	\$10,000	\$125,000	\$250,000	\$375,000	\$500,000
Total Cost	\$65,750	\$188,750	\$313,750	\$438,750	\$563,750

(2) Organization & Blue Sky Fees

State	MN	NJ	IL	FL	CA	TX	AZ
Blue Sky Fees	\$100	\$500	\$100	\$0	\$300	\$500	\$250

These are the states we will be offering securities in, subjecting us to Blue Sky Fees.

(3) Selling Commissions & Fees

We do not intend to engage the services of a licensed broker dealer to facilitate the sale of securities. If we do enter into an agreement with a licensed broker dealer, we will amend this offering circular and our Use of Proceeds table. Upon update we will attempt to notify each investor via e-mail and file an appropriate amendment with the SEC.

(4) Asset Management Fee

We will not charge our investors an asset management fee for the 12 months following this offering. Beginning on the 1st day of the month after our twelfth (12th) month of operations, the Manager may, at its sole discretion, charge an Asset Management Fee equivalent to 1% of the initial capital contributions. This asset management fee would be paid monthly, Either out of reserves or from cash generated from operations.

(5) Acquisitions

We will look to purchase multi-family apartment buildings with these proceeds. Above is a sample table to illustrate what our Acquisitions could look like with a 35% down-payment.

(6) Acquisitions Fee paid to manager

The Manager will be paid a 1.5% acquisition fee on the total value of real estate purchased (including leverage).

(7) Acquisitions Costs & related expenses

We expect that our Acquisitions costs and closing related expenses will be roughly 5% of the value of the Acquisition. We expect closing costs will average around 3% and the other 2% being travel costs to other states to evaluate and complete due diligence on potential acquisitions.

(8) Accounting

Costs for accounting for the first 12 months of operation. Beyond 12 months, accounting fees will be paid out of reserves or from operational cash flow

(9) Legal Costs

Costs for legal fees for the first 12 months of operation. Beyond 12 months, legal costs will be paid out of reserves or from operational cash flow

(10) Working Capital

This expense is our working capital for the next 12 months of operation; which includes transfer agent fees, our offering website & portal related fees

(11) Reserves

We will maintain a reserves account in order to ensure all Company expenditures can be maintained.

1. Derek and Justin will cover at least \$20,000 of legal and accounting expenses, the total amount of initial legal expenditures by Derek and Justin will be fully refundable once the Minimum amount of interests are sold. We will “test the waters” before making an official solicitation of our securities to interested parties.

2. The Company reserves the right to change the use of proceeds if it is determined that the its meets at least one of the companies primary objectives stated in the “Principal Business Activities” (discussed on page 7)

SELECTED FINANCIAL DATA

The following summary financial data should be read in conjunction with “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION” *The statement of operations and statement of assets, liabilities and members' equity data from inception through the period ended December 31, 2021 is derived from the un-audited financial statements.*

Balance Sheet

Prodomata Capital Equity Fund I, LLC				
TOTAL ASSETS		\$	0	
TOTAL LIABILITIES			0	
TOTAL MEMBERS' EQUITY			-	
TOTAL LIABILITIES AND MEMBERS' EQUITY		\$	0	

Income Statement

Revenues		\$	0	
Expenses		\$	0	

Net Income (Loss)		\$	0	
Earnings per Interest		\$	0.0	

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

The following discussion and analysis should be read in conjunction with our financial statements and the notes thereto contained elsewhere in this Offering Circular.

Caution Regarding Forward Looking Statements

The matters discussed in this section contain forward-looking statements that entail risks and uncertainties. Forward-looking statements include, but aren't limited to, statements concerning anticipated trends in revenues and income, projections concerning our operations and available income. Our actual results could differ materially from the results discussed in such forward-looking statements. The subsequent discussion of our financial condition and results of operations should be read in conjunction with our financial statements and also the related notes thereto appearing elsewhere herein.

Background Overview

Prodomata Capital Equity Fund I, LLC will be formed in the State of Delaware on June 31, 2022. We have no intentions to change our proposed business activities or to complete a merger with another business, and we are not aware of any events or circumstances that might cause our plans to change. If such circumstances arise where we believe that may be benefits to the Company or its Investors, we will update this offer circular.

Our strategy is to acquire multi-family properties and commercial properties that are located in the southeastern United States, however we will not limit ourselves geographically, we may purchase properties throughout the entire continental United States. We may purchase a variety of incoming producing real estate such as apartments, hotel properties or mixed-use properties. So long as the property is producing at least a three (3%) percent cash-on-cash return. The Company will strive to achieve results that are equivalent to an internal rate of return (IRR) that is equivalent to (13%) annually, net of expenses

The Company will be owned by the Members and the Manager and will have a Membership which may include, but is not limited to: individuals, entities, trusts, banks and other financial institutions, endowments, and pension funds.

The Company is offering its Members the opportunity to own interests that entitle them to 75% of the Companies realized profits, which are to be distributed to each Class A Member in proportion to their capital contribution. The Manager will exclusively manage the company & a third party management group(s) will manage our properties. The management company has yet to be determined.

Results of Operations

For the period ended December 31, 2021 (un-audited)

We generated no revenues for the period ended December 31, 2021. We do not have any current activities..

Total expenses

We have generated expenses of \$0 to date

Assets

We currently have \$0 of assets

Liabilities

We currently have \$0 of liabilities

Liquidity & Capital Resources

As of January 11, 2022 the Company had \$0 in cash & cash equivalents and \$0 in liabilities. The company strives to raise the allotted maximum of \$50,000,000 with the minimum to commence operations being \$1,000,000. If we raise our minimum required to begin operations, we believe that \$65,750 will be enough to finance our operations. In the event that we fail to raise \$1,000,000 the company will limit the expenses to \$25,000 and return all capital contributions to investors. The \$25,000 in expenses will be paid by the Manager, its members, officers, or affiliated parties.

Although we intend on identifying multi-family properties for acquisition with the proceeds from this offering, there is no guarantee that we will acquire any such investments. Acquisition will depend highly on our ability to raise adequate funding, the availability of those funds, the availability of multifamily properties that meet our investment criteria and the availability of debt financing.

Policies With Respect to Certain Transactions

Related Party Transactions

The Company may engage in future transactions with related parties. The Company has off balance sheet arrangements with Derek and Justin to provide the initial funding for the company. The Manager received Class B Interests, at formation as founder's interests for no consideration, Class B Interests are subordinated to the Class A Interests and are entitled to 25% of the distributable cash flow.

Off Balance Sheet Arrangements

Derek Feeser & Justin Feeser have agreed to advance \$20,000 into the Company to fund start-up costs. This has not yet been recorded on the balance sheet as the Agreement between Derek Feeser, Justin Feeser and the Manager is a verbal agreement scheduled to take place between June 24th, 2022 and August 1st, 2022. If the Company manages to raise \$1,000,000 only then will the Company reimburse Derek and Justin from Cash placed in reserves or from the Company's operations.

Changes In And Disagreements With Accountants On Accounting And Financial Disclosure

To date we have not engaged any accountants with regards to these offering documents or the Company's financials. We do not believe there will be any Disagreements with our selected accountant. If there are any disagreements or we engage the services of a new accountant we will amend this section.

Description of Business Plan and Operation

Overview

The Manager of the Company plans to identify Multifamily properties that are currently cash flow positive throughout the Southern United States. However we will not limit ourselves geographically. We initially intend to source properties from Florida, North Carolina, South Carolina, Texas, and Arizona. The Manager believes these geographic areas will be stronger economically and will experience sustained or increasing demand for Multifamily properties.

The Manager's members, officers, employees & advisors have extensive experience with relation to the identification, valuation, acquisition, and disposition of multi-family real estate.

The management combined has over 15 years of combined management experience.

Special Purpose Entities

Throughout the Offering Circular, in reference to "acquisitions," the Company intends to acquire interests in "special purpose entities," also referred to as "SPE's." The SPE's will hold the title to property acquisitions. The Company, in turn, will invest in the SPE.

The Current Multi-Family Market

In December of 2021 CBRE issued its outlook for the U.S. Real Estate Market in 2022.

Here are some excerpts from the outlook report:

CBRE Outlook

"CBRE is maintaining a positive outlook for the economy and commercial real estate in 2022, despite uncertainty over potential impacts of the COVID omicron variant and other risks. While the new variant will impact the timing of a large-scale return to the office, fiscal and monetary policy remains highly supportive of economic growth. There may be other bumps along the way, notably from the ripple effects of an economic slowdown in China and rising oil prices, but the factors that held back growth in 2021—labor shortages, supply disruptions, inflation and other COVID variants—will ease. Monetary policy will tighten to keep longer-term inflation pressures in check, which may trigger some short-run volatility in the stock market, but it will not be enough to dampen investor demand for real estate."

“The multifamily sector is set for a record-breaking 2022 amid solid fundamentals and heightened investor interest. With tremendous liquidity and a growing range of debt options available, multifamily pricing will be as strong as ever.”

Record-high demand and construction pipeline

“The U.S. multifamily sector is poised to finish 2021 with overall occupancy and net effective rents above pre-pandemic levels. While certain markets face challenges, the overall health of the sector will lead to a record 2022. The growing economy is boosting household formation, which had been artificially suppressed by the pandemic. New households are catalyzing demand for rentals, which is expected to match the pace of new deliveries in 2022. We forecast multifamily occupancy levels to remain above 95% for the foreseeable future and nearly 7% growth in net effective rents next year. Construction will remain elevated in the near term. Completions in 2021 will likely reach a new high, and another 300,000-plus units will be delivered in 2022. For context, deliveries averaged 206,000 units annually since 2010 and 171,000 per year since 1994

Despite strong demand, the volume of new Class A product coming online will limit the performance of higher-quality assets. However, Class A rents were most negatively affected during the crisis and there is more room to recover. Overall, we project 8% growth in urban effective rents in 2022. These exceptional growth rates will moderate to 3% in 2023 and slightly below that in subsequent years. These strong fundamentals, together with the expectation that debt will remain available and at a relatively low cost, is welcome news to developers as construction costs rise.”

The full report can be found here:

<https://www.cbre.com/insights/books/us-real-estate-market-outlook-2022>

Characteristics of Potential Multi-family Acquisitions

The Manager, its members, officers, employees, advisors & affiliates have experience successfully identifying, negotiating, purchasing, operating, turning around, and disposing of multi-family properties.

We initially plan to acquire properties in our target market states. If it is determined that such properties do not meet the acquisition criteria outlined below we may decide to look at acquiring properties outside of our target markets.

We intend to assess each property in the following manner:

1. Obtain property information related to the condition of the property, revenue, expenses, and information regarding the feasibility of potential immediate & future improvements of the property.
2. Obtain similar information of comparable properties in our target markets using Sales history, rental rate history, vacancy rates, crime rates and other relevant information required to make an informed investment decision.
3. Run an analysis to determine if the property meets our criteria outlined below

The Manager intends to target properties that meet the following characteristics:

The Company intends to target properties that are of Class A & B with 100 to 500 units and range in price from \$20-\$175 Million.

Generally, the Fund will seek to invest in properties which meet the following criteria:

Type of Investment	Core & Core Plus (Income & Light Value Add)
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Leverage	65% - 75%
Cash on Cash At Acquisition	3% +
Pro-forma Cash on Cash	6% +
Acquisition Cap Rate	4% +
Pro-forma Cap Rate	5% +
Existing Occupancy	80-100%
Targeted IRR Based on 10 Year Hold	13%
Capital Improvements	Minimal to \$15,000 per unit

Once the Company locates a potential acquisition, The company will sign a contract and place an escrow deposit with the appropriate escrow agent. The Manager will begin the due diligence process and begin to obtain financing arrangements. The due diligence process will take time and the Manager will spend a reasonable amount of time evaluating the property such as: Completing a site inspection, reviewing all the leases, analyzing the income & expenses, securing a first mortgage on the property, and reviewing and inspecting competing properties in the area.

If it is determined that the property is not suitable for investment, the Company will cancel the contract and continue to locate another potential acquisition.

Refinancing & Disposition

At any time after the initial twelve (12) months of owning and managing its property(ies) the Company will analyze the current market situations to determine whether it is suitable to refinance the properties. The company will re-assess on a quarterly basis whether a refinance or disposition makes sound business sense.

Summary of Operating Agreement

The rights and obligations of the Members will be governed by the Limited Liability Company Agreement, a copy of which is printed in its entirety as EXHIBIT A (Official Draft Not Complete. Once complete it will be attached in the EXHIBITS section). Any prospective purchaser of the Units offered hereby should review the entire Limited Liability Company Agreement before subscribing. The section contains some of the more significant provisions that will be contained in the Limited Liability Company Agreement.

The Company has been formed under the Delaware Limited Liability Act. The Manager is Prodomata Capital, LLC. The Initial member is Prodomata Capital, LLC, who will withdraw on the next business day following the admission of a new Member. Purchasers of the units will become Members of the Company.

Profits and Losses

Allocations of Profits and Losses. Except as may otherwise be required by applicable U.S. Treasury regulations (including U.S. Treasury regulations applicable to allocations attributable to Company indebtedness), all profits and losses and all other related items of income, gains, losses, deductions, and credits of the Company shall be allocated, charged, or credited among the Members in accordance with their respective membership interests.

Operating Cash Distributions

Preferred Return: The Class A Members will be entitled to preferred distributions. The Preferred Return for the Class A Units shall be as follows:

Class A Units 6% per annum on the average daily balance of the unreturned capital contributions of a Member from the date that the capital contributions of a Member are made until the unreturned capital contributions are returned in full.

Voting Rights

The Members of the Class A units will have the following voting rights

Votes Requiring Unanimous Approval of All Members

To authorize an act not in the ordinary course of business of the Company.

Consent of the Members holding 75% of the Class A units is required to:

To remove the Manager for Good Cause
Fill a vacancy in the event the Manager resigns or is removed

Votes requiring approval by a majority of Members (51%)

Fill a vacancy after the Manager has resigned or been removed;
Admit an Additional Member to the Company from the sale of Additional Units;

Reasons for Removal of the Manager; Good Cause defined

Bad faith: intentional dishonest act by not fulfilling legal or contractual obligations, misleading another, entering into an agreement without the intention or means to fulfill it

Fraud: wrongful or criminal deception intended to result in financial or personal gain

Disappearance: the Manager (or each of the members of the Manager) fail to return phone calls and/or written correspondence (including email) for more than fourteen days (14) without prior notice of an anticipated absence.

Death, Disability, Incompetency or Bankruptcy of a Member

Upon death, Disability, Incompetency or Bankruptcy, the Member's interests may be transferred so long as such person is 18 years of age or older.

Limits on Manager's Liability; Indemnification

Member's agree to indemnify and hold the Manager, its officers, agents and employees harmless from any liability, loss or damage they may suffer as a result of any claims, demands, costs or judgments against them arising out of the activities to be carried out pursuant to the obligations of this Agreement; provided, however, that any such liability, loss or damage resulting from the following Subsections "a" or "b" is excluded from this Agreement to indemnify and hold harmless:

- a. intentional dishonest act by not fulfilling legal or contractual obligations, misleading another, entering into an agreement without the intention or means to fulfill it

- b. The wrongful or criminal deception intended to result in financial or personal gain

Other Activities of Manager

The Manager may not devote its full time to the Company's business, but shall devote such time as the Manager in its discretion, deems necessary to manage the Company's affairs in an efficient manner. The Manager, its employees, directors, and its affiliates, at any time may engage in other business activities or possess interests in other ventures of any type. The Manager may engage in such activities independently or with others, including ventures that may be in competition with the Company, with no obligation to offer to the Company or any Member the right to participate therein.

Transfers of Interests

A Member may assign his, her or its interests only if certain conditions set forth in the Operating Agreement are satisfied. Except as otherwise consented to by the Manager, the assignee must meet all suitability standards and other requirements applicable to other original subscribers of the Company and must consent in writing to be bound by all the terms of the Operating Agreement. In addition, the Company must receive written notice of the assignment in a form approved by the Manager and the Manager must have consented in writing to the assignment. The Manager, in its sole and absolute discretion may withhold this consent. Prior to the Manager's consent to any assignment, the Member must pay all reasonable expenses, including accounting and attorneys' fees, incurred by the Company with respect to the assignment of interests.

Dissolution of the Company, Liquidation and Distribution of Assets

The Company shall be dissolved and liquidated upon the first to occur of the following events:

- i. the circumstance of any other event that makes it unlawful, impossible or impractical to carry on the business of the Company,
- ii. The Manager elects to dissolve the Company.
- iii. The final remaining asset of the Company is disposed of.

Power of Attorney

By becoming a party to the Operating Agreement, each Member will appoint the Manager as his or her attorney-in-fact and empower and authorize the Manager to make, execute, acknowledge, publish and file on behalf of the Member in all necessary or appropriate places, such documents as may be necessary or appropriate to carry out the intent and purposes of the Operating Agreement.

Accounting Records and Reports

The Company shall engage an independent certified public accountant or accounting firm, within the discretion of the Manager, to audit the Company's financial statements as of the end of every fiscal year. As soon as practicable after the end of such fiscal year, but in no event later than 60 days after the end of such fiscal year, the Manager shall provide to each Member,

- i. audited financial statements of the Company as of the end of and for such fiscal year, including a Statement of Assets, Liabilities and Members Equity and Statement of Operations, together with the report thereon of the Company's independent certified public accountant or accounting firm.
- ii. a statement of Properties of the Company, including the cost of such Properties.

No later than January 31st of each year the Company will provide

(i) a Schedule K-1 for such Member with respect to such fiscal year, prepared in accordance with the IRS Code, together with corresponding forms for state income taxation purposes, setting forth such Member's distributive share of Company items of Profit or Loss for such fiscal year and the amount of such Member's Capital Account at the end of such fiscal year, and

(ii) such other financial information and documents respecting the Company and its business as the Manager deems appropriate, or as a Member may reasonably require and request in writing, to enable such Member to organize and prepare its federal and state income tax returns.

Alternative Dispute Resolution

Litigation could cost the Company a considerable amount of profits and would lower our distributable cash. Therefore the Company's operating agreement contains a dispute resolution agreement. The Company compels Members to attempt mediation followed by arbitration. This provision excludes claims under federal securities laws and the rules and regulations promulgated thereunder. We believe this is enforceable under federal law and the state of Delaware; It clearly states that the Member is waiving his/her right to bring a claim in a court of law before a judge or a jury. The Alternative Dispute Resolution Act (1998) requires all federal district courts to authorize and encourage the use of alternative dispute resolution programs. The state of Delaware encourages arbitration and passed the Delaware Rapid Arbitration Act which is designed to make arbitration practice more timely and efficient.

The Delaware Chancery Court Rules allow parties in an action to seek agreement of their pending action in front of a judicial officer different from the one supervising their action. Delaware law also allows for agreement of business and technology controversies where no action is formally pending. Therefore, parties may initiate an agreement in the Court of Chancery without filing an action. Business realities get access to the educated Court of Chancery judges, but they also get to resolve their controversies in an effective and nonpublic manner.

LEGAL PROCEEDINGS

We may from time to time be involved in routine legal matters incidental to our business; however, at this point in time we are currently not involved in any litigation, nor are we aware of any threatened or impending litigation. The Company has no bankruptcy, receivership or similar proceedings.

OFFERING PRICE FACTORS

Our offering price is arbitrary with no association to the value of the company. This offering is a self-underwritten offering. Therefore no underwriters participated in the marketing, distribution or sale of the shares offered under this offering.

If the maximum amount of Class A Interests are sold under this Offering, the purchasers under this Offering will own 100% of the Class A Units outstanding.

If the minimum amount of Class A Interests are sold under this Offering, the Investors in this Offering will own 100% of the Class A Units.

If the maximum amount of the Class A Interests are sold, the price per Unit value will be \$10 per Unit for a total of \$50,000,000.

If the minimum amount of the Class A Interests are sold, the price per Unit value will be \$10.00 per Units for a total of \$1,000,000.

If an amount sold in-between the minimum and maximum offering price for the Class A Interests are sold under the Offering, then the Investors of the Offering will own 100% of the Class A Units.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of the date of this Offering.

	Name of Beneficial Owner	Percent Before Offering	Percent After Offering
Class A Interests	Prodomata Capital, LLC	0%	0%
Class B Interests	Prodomata Capital, LLC	100%	100%

Derek Feeser, the Founder and Chief Executive Officer of Prodomata Capital, LLC has dispositive control over the Class B Interests that are owned by our Manager, Prodomata Capital, LLC. No entity or Member currently owns any Class A Interests in the Company. Class A Interests are being sold through this Offering. Upon sale, the Class A Interests will maintain a 75% interest in the Company and Class B Interests will maintain a 25% interest in the Company. Class B Interests were issued at formation for no consideration.

“Beneficial ownership” means the sole or shared power to vote or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have “beneficial ownership” of any security that such person has the right to acquire within 30 days from the date of this Offering.

MANAGER, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The Principals of the Manager of the Company are as follows:

Name		Age		Position
Derek Feeser		26		Co-Chief Executive Officer
Martell Johnson				Co-Chief Executive Officer
Justin Feeser		26		Director of Asset Management

Duties, Responsibilities and Experience

Derek Feeser is the sole decision maker of Prodomata Capital, LLC which is the Manager of the Company. All affairs of the Company shall be managed by the Manager. The Manager shall direct, manage, and control the Company to the best of its ability and shall have full and complete authority and discretion to make any decisions that the Manager deems reasonably required to accomplish the business and objectives of the Company. The rights and duties of the Manager are described in the Operating Agreement.

EXECUTIVE COMPENSATION

The following table sets forth the cash compensation of Manager:

The Class B Interests were issued, at formation, as founder's interest for no consideration. Currently the Manager holds 100% of the member's equity of the Company. Upon issuance of the minimum Offering amount the Manager's Class B Interest will be a 25% profits interest and is subordinate to the Class A Interest.

Name & Principal Position	Year	Salary	Bonus	All Other Compensation
Prodomata Capital, LLC	2021			100% of the Class B Interests
Prodomata Capital, LLC	2022			100% of the Class B Interests

Employment Agreements:

The Company has not engaged in any employment agreements and currently has no intention to engage in any employment agreements within the next 90 days.

Future Compensation:

The principals of our Manager have agreed to provide services to us without cash compensation until such a time that we have sufficient earnings from operations.

Transfer Agent:

We intend to enlist the services of Computershare or Equiniti as our transfer agent.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We have issued 100% of the Class B Interests at formation to our Manager for no consideration. The Manager is controlled by Derek Feeser. Derek Feeser is the managing member of the Manager. The approximate value of the Class B interests is approximately \$10,000. The Manager shall receive the following fees and compensation:

Fee	Basis for Fee	Amount of Fee
Acquisition Fee	Fees charged to the Company as Properties are acquired	1.5% of acquisition price
Disposition Fee	Fees charged to the Company as Properties are disposed of	1.5% of disposition price
Asset Management Fee	Fees charged to the Company for management of its Investments	1.0% of the total amount of the Contributed Capital of all the Class A Members, annualized, paid monthly. The total amount of fees the Manager may receive cannot be determined at this time.
Carried Interest	Class B Interest	25% profits interest and 25% of Distributable Cash

SELECTION AND MANAGEMENT OF THE COMPANY'S INVESTMENTS

The company will generally engage a third-party property manager to manage properties. This cost will typically be a percentage of gross revenues. We expect this cost to be around five percent (5%) of gross rents of our investments. Derek Feeser, or any members of the Manager may start their own property management company to facilitate the management of the properties purchased by the Company.

LIMITATIONS OF LIABILITY

As permitted by Delaware law, our Operating Agreement states that
We will indemnify our Manager, our directors, our employees, and our affiliates to the fullest extent permitted by law.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert counsel named in this Offering as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being offered or upon other legal matters in connection with the registration or offering of the Class A Shares was employed on a contingency basis, or had, for is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing for principal Underwriter, voting trustee, director, officer, or employee.