

Private Placement Memorandum



PreConstruction Catalysts, Inc. Catalysts Private Equity Fund 1

“A Catalyst For Large Project Developers”

A PRIVATE EQUITY INVESTMENT FUND
www.pccfunding.com

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN WITHSTAND THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD CONSIDER AN INVESTMENT IN THESE SECURITIES.

\$500,000 MINIMUM (ESCROW MINIMUM IS \$500,000) AND **\$100,000,000 MAXIMUM** CONSISTING OF A PRORATED UNIT BASED SHARE OF THE FUND THROUGHOUT ITS LIFE. THE ENTIRE FUND WILL BE INVESTED AND THE PROCEEDS OF THE INVESTMENTS WILL INURE TO THE BENEFIT OF THE FUND. THE FUND WILL DIVEST ALL OF ITS INVESTMENTS BY DECEMBER 31, 2028, AND THE PROCEEDS WILL BE DISBURSED TO THE MEMBERS IN RELATION TO THEIR INVESTMENT ACCOUNT.

Price - \$10.00 per Unit

Up to 10,000,000 Units

Minimum Purchase - 5,000 Units (\$50,000) Per Investor

February 18, 2008

THE BUSINESS OF THE PRIVATE EQUITY FUND 1, LLLP

The CATALYST PRIVATE EQUITY FUND 1 "FUND" is a Limited Liability Limited Partnership Fund designed to provide fee charges for real estate, commercial, and other business entities throughout the United States and Internationally. The Fund will target companies who have preliminarily been accepted for funding, but cannot cover initial investor fees for due-diligence, application, and other legitimate lender/investor fees. PreConstruction Catalysts, Inc. PreConstruction Catalysts, Inc. will act as the General Managing Partner in the Fund. The Fund will exit all investments by the end of 2014 and disperse the gains and losses.

THE BUSINESS OF PRECONSTRUCTION CATALYSTS, INC.

PreConstruction Catalysts, Inc., a Maryland Corporation ("PreConstruction Catalysts", or "*The Company*") [website: www.pccfunding.com], will seek to act as the lead financing broker for certain debt, joint venture, hedge fund and private equity transactions focused on large scale real estate developments, manufacturing, and related industries which have obtained preliminary funding approval from bonafide investment resources as sourced by The Company's activities as a Funding Facilitator for such project. PreConstruction Catalysts **will seek exclusively to invest in companies with acceptance and preliminary or final approval for financing subject to fees.** The structure of the PreConstruction Catalysts investment entities will primarily be cash in to cover upfront fees in exchange for a small equity participation in the life of the projects, including operating cash flow. The Investment entity will primarily seek to acquire small to middle market size companies that are generally not targeted by larger buyout funds. The target annual internal rate of return for investments by the Investment entity will be at least 20%. *However, there is no guarantee of the performance of the investment entities or that their investment objectives will be achieved.* PreConstruction Catalysts *has no indications of interest from potential equity sponsors such as a large private equity group for equity investment sponsorship or as lead equity sponsor for closing individual platform acquisitions.* **Advisory Services:** In addition, PreConstruction Catalysts provides financing introductions and consulting for client companies; and, confidential investment analysis and transaction management recommendations to companies, funds, and high net-worth individuals who are in the process of considering investment opportunities in the private equity market.

PreConstruction Catalysts, Inc. 18156
Darnell Drive
Olney MD 20832
Phone: (301) 570-9100
Fax: (240) 363-0062
[mike@PreConstruction
Catalysts.com](mailto:mike@PreConstructionCatalysts.com)
website: www.pccfunding.com

\$1,000,000 MINIMUM (escrow minimum is \$500,000) and **\$100,000,000 MAXIMUM**

Price = \$10.00 per UNIT up to 10,000,000 UNITS

Minimum Purchase = 5,000 Units (\$50,000)

5,000,000 Units membership interests (exclusive of those purchased by management) in the Company (individually a "Unit" and collectively "Units") are being offered at \$10.00 per Unit by PreConstruction Catalysts, Inc. ("PreConstruction Catalysts" or the "Company"), subject to the right of the Company to accept subscriptions for less than 5,000 Units. The Offering is contingent upon, among other things, sale by the Company of a minimum of 5,000 Units for an aggregate of \$1,000,000 prior to the expiration date of the Offering. The Company will continue to accept subscriptions for the Units until it has sold 10,000,000 Units for aggregate proceeds of at least \$100,000,000 or until the Company determines

to terminate the offering, but no later than December 31, 2008 (the "Offering Period").

The information in this Private Placement Memorandum (this "Memorandum") is furnished on a confidential basis to the person named on the cover page. By acceptance of this Memorandum, the Offeree agrees that he or she will not transmit, reproduce or make this Memorandum and any documents or other information supplied in connection with it available to anyone other than the Offeree's business, legal or financial advisors without the prior written consent of the Company.

These restricted securities are being offered (the "Offering") for sale to accredited investors, as defined in the exemptions from registration contained in Sections 4(2) and 4(6) and Rule 506 of Regulation D under the Securities Act of 1933 (as amended from time to time, the "Securities Act"). No application to register these securities and no registration statement has been or will be filed with the United States Securities and Exchange Commission or with any state securities commission.

THESE SECURITIES ARE SPECULATIVE, INVOLVE A HIGH DEGREE OF RISK, AND ARE NOT RECOMMENDED FOR INVESTORS WHO CANNOT AFFORD A LOSS OF THEIR ENTIRE INVESTMENT. THE OFFERING PRICE HAS BEEN ARBITRARILY DETERMINED AND BEARS NO RELATIONSHIP TO THE VALUE OF THE COMPANY OR ITS ASSETS. SEE "INVESTOR SUITABILITY" AND "RISK FACTORS".

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Investors	and	Proceeds to
	Company (1)		
Price per Unit	\$10.00		\$10.00
Total Minimum	\$1,000,000		\$850,000
Total Maximum	\$100,000,000		\$95,700,000

LOCATIONS

PreConstruction Catalysts, Inc.
 18156 Darnell Drive
 Olney MD 20832
 Phones: (301) 570-9100 Facsimile (240) 363-0062
[E-mail: mike@preconstructioncatalysts.com](mailto:mike@preconstructioncatalysts.com)

Visit Our Homepages at www.pccfunding.com

PRIVATE AND CONFIDENTIAL

THERE IS NO PUBLIC MARKET FOR THE UNITS AND THERE IS NO ASSURANCE ANY MARKET WILL DEVELOP. THE UNITS ARE RESTRICTED SECURITIES UNDER THE RULES OF THE SECURITIES AND EXCHANGE COMMISSION AND CERTAIN STATE SECURITIES LAWS. SEE "TERMS OF THE OFFERING".

The information contained herein does not purport to be all-inclusive or to contain all the information that a prospective investor may desire to review in investigating the Company. Each investor must conduct and rely on his or her own evaluation of the Company and the Units offered hereby, including the merits and risks involved, in making an investment decision with respect to the Units offered. **The Company recommends strongly that any potential investor consult with his or her lawyers, accountants or other investment professionals or advisors to seek their counsel before deciding to make an investment. Every investor is at risk of losing part or all of their entire investment.** See "RISK FACTORS" for a discussion of certain factors that should be considered in connection with this Offering.

This Memorandum has been prepared for distribution to a limited number of persons ("Investors" or "Offerees") to assist them in evaluating a proposed investment in Units of the Company offered hereby. This Memorandum constitutes an offer only to the person named on the cover page. Offers may be made only to persons deemed eligible for participation under the criteria set forth in this Memorandum.

No person may participate in this Offering except pursuant to the terms set forth in this Memorandum and subject to the Company's approval. The Company reserves the right to reject any subscription in whole or in part. Any subscription that is not accompanied by properly executed subscription documents will be rejected. By accepting delivery of this Memorandum the Offeree agrees to return it, along with any documents or other information supplied in connection with it, to the Company in the event the Offeree elects not to make a subscription or his or her entire subscription is rejected.

No one, except the managers of the Company, is authorized to make statements or furnish information not included in this Memorandum. Any information or representation not contained herein or not received from or made by managers of the Company must not be relied upon as having been authorized by the Company. Prospective investors are urged to request from the Company any additional information that they may consider necessary to make an informed investment decision or to verify the information set forth in this Memorandum. Such information will be provided to the extent the Company possesses such information or can acquire it without unreasonable effort or expense. Any potential investor having any questions or desiring additional information should contact Mr. Michael Weiner at 301-570-9100.

THE UNITS ARE BEING OFFERED ONLY TO PERSONS WHO QUALIFY AS ACCREDITED INVESTORS AS DEFINED IN RULE 501 OF REGULATION D PROMULGATED UNDER THE ACT. THE MINIMUM COMMITMENT IS TEN THOUSAND UNITS FOR \$100,000 IN CASH, ALTHOUGH THE COMPANY MAY ACCEPT SUBSCRIPTIONS FOR LESSER AMOUNTS IN THE COMPANY'S SOLE DISCRETION.

THE DELIVERY OF THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION WITH RESPECT TO THE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL. THE INFORMATION CONTAINED IN THIS MEMORANDUM IS AS OF THE DATE SET FORTH ON THE COVER PAGE HEREOF, AND DELIVERY OF THIS MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY DATE SUBSEQUENT TO THE DATE SET FORTH ON THE COVER PAGE HEREOF.

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH ANY STATE OR OTHER JURISDICTION AND ARE BEING SOLD IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION CONTAINED IN SECTIONS 4(2) AND 4(6) OF THE SECURITIES ACT AND RULE 506 OF REGULATION D PROMULGATED THEREUNDER. NO SECURITIES AGENCY HAS REVIEWED OR PASSED UPON THE MERITS OF THE OFFERING OR THE ADEQUACY OF THE DISCLOSURE CONTAINED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

IN MAKING INVESTMENT DECISIONS INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

Risks Associated with Forward-Looking Statements

This Memorandum contains certain forward-looking statements within the meaning of Section 27A of the Act and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and the Company intends that such forward-looking statements be subject to the safe harbors for such statements under such sections. The Company's forward-looking statements include the plans and objectives of management for future operations, including plans and objectives relating to the Company's planned marketing efforts and future economic performance of the Company. The forward-looking statements and associated risks set forth in this Memorandum include or relate to the ability of the Company to: (i) obtain meaningful acceptance and a successful market for its services on a regional and national basis at competitive rates; (ii) develop and maintain an effective regional and national investor network; (iii) forecast demand for its services and the products and services of its portfolio companies; (iv) forecast the ability of its portfolio companies to adequately finance and execute their business plans and achieve adequate profitability; and, (v) achieve adequate intellectual property protection.

The forward-looking statements herein are based on current expectations that involve a number of risks and uncertainties. Such forward-looking statements are based on assumptions that: (i) the Company will obtain equity and/or debt capital; (ii) there will be no material adverse competitive or technological change in the condition of the Company's business; (iii) there will be a demand for the Company's services; (iv) the Company's forecasts accurately anticipate market demand; and (v) there will be no material adverse change in the Company's operations, business or governmental regulation affecting the Company or its partners. The foregoing assumptions are based on judgments with respect to, among other things, future economic, competitive and market conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company's control. Accordingly, although the Company believes that the assumptions underlying the forward looking statements are reasonable, any such assumption could prove to be inaccurate and therefore there can be no assurance that the results contemplated in forward-looking statements will be realized. In addition, given the benefit of hindsight, should the expectations, assumptions and projections of the Company not be

realized, the assumptions underlying the forward looking statements currently might appear to be unreasonable to a reasonable investor or manager. In addition, as disclosed elsewhere in "Risk Factors", there are a number of other risks inherent in the Company's business and operations that could cause the Company's operating results to vary markedly and adversely from the results contemplated by the forward-looking statements. Management decisions, including budgeting, are subjective in many respects and periodic revisions must be made to reflect actual conditions and business developments, the impact of which may cause the Company to alter its marketing, capital investment and other expenditures, which may also materially adversely affect the Company's results of operations. In light of significant uncertainties inherent in forward looking information included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the Company's objectives or plans will be achieved.

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DRAFT - Subject To Completion

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HOW TO SUBSCRIBE

Each prospective investor electing to subscribe to the Offering must complete and execute the Subscription Documents and the Operating Agreement enclosed herein and return such documents via facsimile, courier, or other standard delivery format to PreConstruction Catalysts, Inc. c/o Michael Weiner at the following address: PreConstruction Catalysts, Inc. 18156 Darnell Drive, Olney MD 20832. A check or other form of immediately available funds made payable to PreConstruction Catalysts, Inc, for the entire purchase price will be required. Subscriptions up to the first \$1,000,000 of proceeds of the Offering will be placed in a non-interest bearing escrow account with Bank of America NA. In the event that the \$1,000,000 minimum required to break escrow is raised, the escrow account will be terminated and the proceeds will be delivered to the Company. In the event the minimum proceeds are not received by December 31, 2008 (which may be extended until June 30, 2009 by the Company) or the Company terminates the Offering before the minimum proceeds are accepted, the Company will terminate the escrow account and return the funds to the subscribers without interest.

OFFERING SUMMARY

The following summary information is qualified in its entirety by the information, including the budget and information included herein, appearing elsewhere in this Memorandum or requested by and delivered to the Offeree. Each Offeree has the opportunity to contact the Company to ask questions and receive answers concerning the terms and conditions of the Offering; to request additional information material to the Offeree's understanding of the Company, its business and the Units being offered; and, to obtain any additional information which the Company possesses or can acquire without unreasonable effort or expense that is necessary for the Offeree to verify the accuracy of the information contained herein or furnished to the Offeree by the Company.

Investment Opportunity: The Investor has an opportunity make a broad investment in a number of private equity deals that will be completed by Catalyst Private Equity Fund 1 ("the Fund"). This investment platform is designed to grow at a rapid rate. The Investor will receive a prorated share of the Membership issued, depending on the total amount of money invested

Price: \$10.00 per Unit.

Minimum Investment: Each investor must make a minimum purchase of 5,000 Units at a price of \$10.00 per Unit; provided however, that the Company may, in its sole discretion, accept a minimum purchase of less than 10,000 Units with respect to any particular investor.

Maximum Offering: \$100,000,000 USD (10,000,000 Units)

Units Outstanding:

Prior to Offering:	10,000,000 Units
After the Sale of	
Maximum Offering:	11,500,000 Units

PCC will Retain 15% post dilution of all Issued Units for their ongoing management efforts. The investors will see an immediate dilution of 15% of his original investment at the moment of purchase.

Offering Period: The Offering Period will expire on December 31, 2008, unless extended by the Company to June 30, 2009.

Conditions to Offering: Subscriptions up to the first \$500,000 of proceeds from the Offering will be placed in a non-interest bearing escrow account with Bank of America NA. In the event the minimum \$500,000 in proceeds is raised, the escrow account will be terminated and the proceeds delivered to the Company. In the event the minimum proceeds are not reached by December 31, 2008 (which may be extended to June 30, 2009 by the Company) or the Company terminates the Offering before the minimum proceeds are accepted, the Company will terminate the escrow account and return the funds to the subscribers without interest. The Company reserves the right to accept or reject any subscription, in whole or in part, and all funds for subscriptions not accepted will be returned without interest thereon or deduction therefrom. See "TERMS OF THE OFFERING".

Restrictions on Transfer: The Units being offered and sold pursuant hereto are not being registered under federal and state securities laws based upon exemptions from such registration requirements contained in Sections 4(2) and 4(6) and including Regulation D under the Securities Act and applicable state securities laws and regulations, and, therefore, such Units will be "restricted securities" as such term is defined in Rule 144 promulgated under the Securities Act. Accordingly, the Units cannot be sold or transferred by an investor unless they are subsequently registered under the Securities Act or an exemption from such registration is available. In order for an exemption to be available, the proposed transfer must be accompanied by an opinion of counsel or a no-action letter from the Securities and Exchange Commission or be made pursuant to Rule 144. In order for an exemption to be available through Rule 144, among other considerations, either (a) the investor must have held the Units for at least one year and the Company must be a current reporting public company under the Securities Exchange Act of 1934, or (b) the investor must not be an "affiliate" of the Company as defined in Rule 144 (generally any Company director, executive officer, subsidiary, or owner of more than 10% of the outstanding voting securities) and must have held the Units for at least two years. There can be no assurance that the Units will be eligible for public sale through Rule 144 after the required one-year minimum holding period has lapsed.

By executing the Subscription Documents, each subscriber must represent, among other things, that such subscriber is acquiring the Units for the subscriber's own account for investment and not with a view toward, or for resale in connection with, a distribution of the Units. Each subscriber is advised to consult such subscriber's personal legal advisor for more detailed information concerning the restrictions on transfer of securities sold in a transaction such as this Offering. See the SUBSCRIPTION DOCUMENTS attached to this Memorandum as Exhibit C.

The Subscription: The investment shall be made pursuant to the Subscription Documents, attached as Exhibit C, which contain, among other things, such representations and warranties by subscribers as may be required by the

Securities Act and applicable state blue sky laws. The Company will accept only the subscriptions of subscribers who have made an informed decision to invest in the Company. Therefore, each subscriber must represent and warrant in the Subscription Documents, among other things, that such subscriber has received and read this Memorandum; is purchasing the Units for investment purposes only; has the financial knowledge and experience to evaluate such investment; and understands that an investment in the Company involves significant risks including the risk that the investor may lose all of their entire investment or any part thereof. Once an investor has subscribed for the purchase of Units, the investor will have no right to return of the subscription unless: the subscription is rejected or the

Offering is terminated hereunder by the Company in its sole discretion. The Company reserves the right to reject any subscription in whole or in part or to allot to any subscriber less than the number of Units subscribed for by such subscriber.

Subscription Procedures: In order to subscribe for the Units, investors must fully and accurately complete and sign the Subscription Documents and return them to the Company, together with payment in the amount of \$10.00 multiplied by the number of Units subscribed for (a minimum investment of \$50,000) in the form of a check payable to "CATALYSTS PRIVATE EQUITY FUND LLLP" or other form of immediately available funds. Subscribers may forward their executed Subscription Documents, Operating Agreement, and check to the Company as follows:

PreConstruction Catalysts, Inc.
18156 Darnell Drive
Olney MD 20832 USA
Phone (301) 570-9100
Facsimile (240) 363-0062

Use of Proceeds: The net proceeds of the Offering will be used to invest in target companies.

PCC will charge 1.5% per year of the funds under management as a management fee to cover operational expenses, pay advisory fees, management and staff, and to provide working capital. See "USE OF PROCEEDS."

Risk Factors: The Offering involves substantial risks to investors. Investment in the Units being offered hereby should be considered highly speculative and should not be considered by persons who cannot afford the loss of their entire investment. See "RISK FACTORS".

INVESTOR SUITABILITY

No Registration or Secondary Market The Units have not been registered under the Securities Act of 1933, as amended (the "Securities Act") but are being offered and sold in reliance upon exemptions from registration contained in Sections 4(2) and 4(6) of the Securities Act as interpreted by the Securities and Exchange Commission (the "Commission")

and in Rule 506 of Regulation D promulgated thereunder (“Regulation D”). See “STATUS OF UNITS UNDER SECURITIES LAWS; RESTRICTED SECURITIES”.

There will be no secondary market for the Units subsequent to this Offering. See “RISK FACTORS” and “STATUS OF UNITS UNDER SECURITIES LAWS; RESTRICTED SECURITIES”.

For the foregoing and other reasons, a purchase of Units is suitable only for investors of substantial net worth who (i) are willing to purchase a high risk investment, (ii) can afford to hold their Units for an indefinite period and do not anticipate that they will be required to sell their Units in the foreseeable future and at least until after December 31, 2028, and (iii) have sufficient net worth to sustain a total loss of their investment in the Company in the more than likely event that such loss should occur.

Offer to Accredited Investors Only

The Units offered hereby are only being offered and sold to persons who are “accredited investors” as defined under the federal securities laws. Subscribers will be asked to furnish information and representations sufficient for the Company to confirm the subscriber’s status as an accredited investor in order for the Company to comply with its obligations to demonstrate compliance with federal and state securities laws. Each investor should carefully review the representations set forth below and in the Subscription Documents provided as Exhibit C to ensure that such representations are true. All purchasers must complete and execute the Subscription Documents included as Exhibit C hereto.

In order to assure the Offering is made in compliance with the applicable federal and state securities laws, and only to persons who are accredited investors, the Units will be sold only to investors who satisfy, and who represent in writing that they satisfy, the requirements set forth in one of the following categories as defined in Rule 501(a) of Regulation D:

1. Any natural person whose individual net worth, or joint net worth with such person’s spouse, exceeds \$1,000,000;
2. Any natural person who had an individual income in excess of \$200,000, or a joint income of \$300,000 with such person’s spouse, during each of the past two years and reasonably expects to have such income during the current year;
3. An institutional investor within the meaning of Rule 501(a)(1) of Regulation D of the Act;
4. Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;
5. Any organization described in Section 501 (c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or investment entity, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
6. Any director or executive officer of the Company;
7. Any trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D of the Act; or
8. An entity in which all of the equity owners are accredited investors.

The suitability standards set forth herein represent minimum suitability requirements for investors, and the satisfaction of such standards by a prospective investor does not necessarily mean that Units are a suitable investment for him or her. Prior to making a decision to purchase Units in the Company, each offeree is urged carefully to examine his or her own financial situation and, where applicable, review his or her present financial situation with his or her investment adviser, lawyers or accountants, or purchaser representative in order to determine whether he or she meets the criteria for investment herein.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY OTHER COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS MANAGERS, EMPLOYEES, ACCOUNTANTS OR LEGAL COUNSEL AS LEGAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT HIS OR HER OWN COUNSEL AND ACCOUNTANT AS TO LEGAL AND TAX MATTERS AND RELATED MATTERS CONCERNING HIS OR HER INVESTMENT.

The Company reserves the right to reject the subscription of any prospective investor at any time prior to acceptance and to refund, without interest thereon and without any deduction there from, any funds paid to the Company by such prospective investor. The Company also reserves the right to waive the suitability standards in certain cases.

Status of Units under Securities Laws; Restricted Securities

Investors will have no right to require registration of the Units comprising their Units under the 1933 Act or any state securities laws, and such registration is neither contemplated nor likely. In addition, the Company will not make public such information as would permit an investor to transfer his or her Units pursuant to the provisions of Rule 144 promulgated under the 1933 Act.

The Units comprising the Units are “restricted securities” as that term is defined in Rule 144 under the Act and, as a result, are subject to substantial restrictions upon transfer or resale. The Units may, absent registration, in the future be sold only in compliance with Rule 144 or other exemption from registration under the Act, the availability of which must be established to the satisfaction of the Company, unless the Units are covered by an effective registration statement under the Act. Rule 144 provides, in essence, that a holder of restricted securities may, after one year from the date of purchase, every three months, sell to a market maker or in brokerage transactions an amount equal to the greater of one percent of the Company’s outstanding Common Stock or the average weekly trading volume during the four calendar weeks preceding the sale. Rule 144 also permits sales by a person who is not an affiliate of the Company and who has satisfied a two-year holding period without any quantity limitation. An “affiliate” of an issuer is any person that directly or indirectly controls, is controlled by, or under common control with the issuer. Generally speaking, an “affiliate” includes any Company manager, executive officer, subsidiary or owner of more than 8% of the outstanding voting securities. **No assurance can be given that Rule 144 or any other exemption will be available for the resale of the Units.**

Prospective investors will be required to represent to the Company that they understand that:

- (a) The Units have not been registered under the Act or under the securities laws of any state;
They will not be able to sell or transfer any of the Units unless they are registered or sold pursuant to an exemption from registration under the Act and under applicable state securities laws, the availability of which exemptions may never occur and if they do are to be established to the satisfaction of the Company;
- (c) Neither the Company nor any affiliate has made any representation concerning future registration of the Units, except for compliance with an exemption from registration;

- (d) Since the Units cannot be readily sold, investors must be prepared to bear the economic risk of the investment indefinitely; stop transfer instructions will be noted in the Company's stock transfer records

TERMS OF THE OFFERING

Securities Offered

10,000,000 Units are being offered at \$10.00 per Unit by PreConstruction Catalysts, Inc, subject to the right of the Company to accept subscriptions for less than 5,000 Units. Subject to the terms and conditions described herein, subscriptions up to the first \$500,000 of proceeds of the Offering will be placed in a non-interest bearing escrow account with Bank of America NA. In the event the minimum \$500,000 is raised, the escrow account will be terminated and the proceeds will be delivered to the Company. In the event the minimum proceeds are not reached by December 31, 2008 (which may be extended by the Company until June 30, 2009) or the Company terminates the Offering before the minimum proceeds are accepted, the Company will terminate the escrow account and return the funds to the subscribers without interest. The Company reserves the right to accept or reject any subscription, in whole or in part; and, all funds for subscriptions not accepted will be returned without interest thereon or deduction therefrom.

The minimum subscription is Five Thousand Units (\$5,000) per Investor, although the Company reserves the right, in its sole discretion, to accept subscriptions for less than Ten Thousand Units (5,000).

The purchase price of the Units is payable by funds wire or by check. The Company reserves the right to reject subscriptions for any reason whatsoever and subscriptions shall not be binding upon the Company until accepted in writing by a duly authorized manager of the Company. The full amount of subscription funds will be promptly returned to subscribers, whose subscriptions are rejected,

Private Placement

The Units are being offered pursuant to exemptions from registration under the Act and pursuant to exemptions from registration under state securities laws. The persons to whom offers are made and to whom the Units are sold must make certain representations and warranties to the Company upon which it will rely in issuing the Units. See "INVESTOR SUITABILITY".

Availability of Additional Information

Prospective investors are reminded that they have the opportunity to ask questions of, and receive answers from, representatives of the Company concerning the terms and conditions of the Offering and have the opportunity to receive any additional information which may be desired, to the extent the Company can obtain such information without unreasonable effort or expense, to verify the accuracy of any information contained herein or to otherwise obtain additional information concerning the Offering. Offeree's are reminded that the Company has not authorized any person to provide any information that in any way contradicts or negates the information contained in this Memorandum. If such information is provided by any person, it should not be relied upon as having been authorized by the Company. Purchasers of Units will be required to represent to the Company that all of their questions have been answered and that all information requested has been provided.

RISK FACTORS

The Units offered hereby are speculative in nature and involve a high degree of risk. **The Units should be purchased only by persons who can afford to lose their entire investment.** Therefore, the prospective investor should consider very carefully the following risk factors, as well as all of the other information set forth elsewhere in this Memorandum.

Speculative Securities; No Operating History

The Fund was organized as a limited liability limited partnership on December 1, 2005. The Units offered hereby are highly speculative securities and involve a high degree of risk. The Fund is in the development stage and has had no significant revenues from operations, nor has it made any investments to date. Although information is set forth herein about the plan of operation of the Fund, there is no assurance that the Fund will have revenues or ever achieve an operating profit in any period, or that any profitability that may be achieved in the future can be sustained. If the Fund fails to generate profits from operations, investors will in all likelihood lose their entire investment in the Fund and the Fund will be unable to make any distributions.

Insufficient Capital

The Fund anticipates, based on its current proposed plans and assumptions relating to its operations, that the maximum proceeds of this Offering, together with contributions from managers and advisory board members already received will be sufficient to satisfy its contemplated cash requirements for approximately the next twenty four (24) months. If less than the maximum amount is raised, the Fund will reallocate the use of proceeds between the target investments. See "USE OF PROCEEDS". The expansion into new investments and portfolio companies, beyond the initial \$100M, will require substantial financial funding. The failure to acquire additional funding when required may have a material adverse effect on the Fund business prospects.

In addition, most of the Fund's portfolio companies will be in the early stages of their development and will require significant amounts of additional capital to compete successfully meet their business objectives and produce revenues and profits. The Fund may not be able to accurately predict these capital needs, and it may or may not decide to provide the additional capital they require. If the Fund's portfolio companies receive capital from other sources, the Fund's ownership interest may be diluted. If the Fund's portfolio companies are unable to obtain additional capital, they may fail.

Risks Related to Acquisitions of Portfolio Companies

The Fund's success depends on management's ability to identify desirable businesses to acquire or in which to acquire interests and to successfully negotiate the terms of those acquisitions. The Fund's management will have sole and absolute discretion in identifying and selecting platform and add-on companies to establish; or, in which to acquire interests and in structuring, negotiating, undertaking and divesting of interests in its portfolio companies. In making decisions to acquire interests in or establish portfolio companies, the Fund will rely, in part, on the financial results and projections developed by management and the management of potential portfolio companies that will be based on assumptions and subjective judgments. The future actual results of the Fund's portfolio company interests may differ significantly from these projections.

Even if the Fund identifies a portfolio company that complements its strategy, the Fund may be unable to acquire that company for many reasons, including:

1. Inability to interest portfolio companies in joining the Fund's acquisition or consolidation efforts;
2. Inability to agree on the terms of an acquisition or to acquire a controlling interest in the portfolio company;
3. Incompatibility between the Fund and management of the portfolio company; and
4. Competition from other investors including buyout firms and basic industry, manufacturing, distributing and service companies.

Inability to Manage Newly Acquired Portfolio Companies

The Fund plans to acquire interests in companies that complement its business strategy. These acquisitions may place significant strain on the Fund's resources. Future acquisitions are subject to the following risks among others:

1. The Fund may acquire interests in companies in markets in which it has little experience;
2. The Fund may not be able to facilitate collaboration between its existing and new partner companies, including the use of the services offered by portfolio companies that the Fund controls;

Control by PreConstruction Catalysts, Inc

The present Managing Partner, PreConstruction Catalysts, Inc. control 100% of the voting rights of the Fund. This will not change in the foreseeable future.

Arbitrary Determination of Offering Price

The Company's management determined the offering price of the Units, which determination involved the consideration of a number of factors, including the Company's present financial condition, estimates of business potential, lack of liquidity of the Company securities, dilution, and general market conditions. The price of the Units bears no relationship to any criteria of value such as asset value or net worth. Currently, there is no market for the Unit's Common Units, and there is no assurance that a regular trading market will develop for such securities in the future.

Limitations on Transfer

There is no public trading market for the Units and there can be no assurance that such a market will develop in the future. The Units are "restricted securities" as defined under Rule 144 promulgated by the Commission under the Securities Act, and may not be resold without registration under the Securities Act unless sold pursuant to an exemption from such registration requirements. Consequently, investors may not be able to liquidate their investments in the Securities in the event of an emergency or for any other reason. See "INVESTOR SUITABILITY". In addition, the Operating Agreement imposes limitations on the ability to transfer Units. See the Operating Agreement attached as Exhibit D.

No Dividends

The Company has not paid and does not expect to pay any dividends in the foreseeable future or possibly over the life of the Fund.

Competition to Acquire Interests in Portfolio Companies

The Fund may face intense competition, including traditional venture capital firms, companies with business strategies similar to the Fund's and other capital providers, to develop and acquire interests in basic industry, manufacturing, distributing and service companies who have more experience identifying and acquiring interests in basic industry, manufacturing, distributing and service companies and have greater financial and management resources, brand name recognition or industry contacts than those of the Fund. In addition, although most of the Fund's acquisitions will be made at a stage when its portfolio companies are not publicly traded, we may pay higher prices for those interests because of higher trading prices for securities of similar public basic industry, manufacturing, distributing and service companies. Intense competition, and the impact it has on the valuation of basic industry, manufacturing, distributing and service companies could limit the Fund's opportunities to acquire interests in portfolio companies or force the Fund to pay higher prices to acquire these interests, which would result in lower returns or possibly losses on investments. (See the section titled "THE COMPANY", subsection "COMPETITION").

personnel is intense and there can be no assurance that the Fund will be able to hire or retain qualified personnel. Any inability to attract and retain qualified management and other personnel could have a material adverse effect on the Fund.

Development of Platforms

There is no guarantee that any platform acquisition will be made or that should an acquisition be made, that additional acquisitions will be made to complete the development of a platform consolidation.

No Guarantee That Consolidation of Acquisitions will Result in Financial Success There is no guarantee that consolidating businesses will result in financial success.

Investment Highlights

- **Opportunity to participate in a significant Portfolio at first funding stage before larger second stage funding is completed through third party investment.**
- **Significantly enhanced Fund IRR potential due to early round investment.**
- **Catalyst: A New Generation Private Equity Firm and Fund based on angel stage fundamentals and the application of operating company practices, processes and environments to startup and early stage companies while employing significantly modified approaches to deal criteria, portfolio management, evaluation, valuation, growth and exit strategies.**
- **Management. Management, Management First, Approach and Criteria to Private Equity Investing.**
- **“Invest and Grow” Strategy including the application of M&A.**
- **Ongoing Catalysts deal activity.**
- **Existing Portfolio of Potential Investment Opportunity.**
- **Experienced and Diversified Management Team.**
- **Possible future leverage of portfolio companies using banks, hedge funds, private equity and Leveraged Private Equity (“LPE”) investments.**
- **Exit Strategy identification and implementation as a precursor to Fund investment.**
- **Significant Leveraged Private Equity (“LPE”) Rate of Return possible (See Table 1 below).**

Table 1 – Summary IRR Calculations (There is no guarantee of the performance of the fund or that its investment objectives will be achieved. See Risk Factor Section below.)

	IRR on a \$500,000 Investment Rate of Return (per year)					50%
	8%	20%	25%	30%	40%	
1 year	\$550,000	\$600,000	\$625,000	\$650,000	\$700,000	\$750,000
2 years	\$605,000	\$720,000	\$781,250	\$845,000	\$980,000	\$1,125,000
3 years	\$665,500	\$864,000	\$976,563	\$1,098,500	\$1,372,000	\$1,167,500
4 years	\$732,050	\$1,036,800	\$1,220,703	\$1,428,050	\$1,920,800	\$2,531,250
5 years	\$805,255	\$1,244,160	\$1,525,879	\$1,856,465	\$2,689,120	\$3,796,875

USE OF PROCEEDS

Category	Maximum	Minimum
Capital Raised in Fund	\$100,000,000	\$1,000,000
Costs of the Offering	\$250,000*	\$50,000*
PCC Management fee (year one)	\$1,200,000	\$50,000
Deal Costs	\$2,500,000	\$ 50,000 **
Selling, general and administrative costs	\$ 350,000	\$ 25,000
TOTAL	\$95,700,000	\$825,000

* These costs include legal, travel, filing and related costs.

** Funding fee at 5% for outside funds raised through third party sources

For more detailed information regarding a breakdown of salaries, acquisition, selling, general and administrative costs, please see "THE COMPANY", subsection "FINANCIAL INFORMATION".

The amounts set forth above are estimates developed by management of the Company of the allocation of gross proceeds of the Offering based upon the Company's current plans and prevailing economic and industry conditions. The Company's proposed uses of proceeds are subject to changes in general, economic and competitive conditions, timing and management discretion, each of which may change the amount of proceeds expended for the purposes intended. The proposed application of proceeds is also subject to changes in market conditions and the Company's financial condition in general. The maximum net proceeds are expected to satisfy the Company's contemplated cash requirements for the duration of this Fund's life.

The Company may require additional debt or equity financing in order to finance future internal growth or acquisitions. There can be no assurance that additional financing on acceptable terms will be available to the Company when needed, if at all.

OWNERSHIP STRUCTURE

	Before Offering		After Offering	
	Units		Units	
	<u>Outstanding</u>	<u>Percentage</u>	<u>Outstanding</u>	<u>Percentage</u>
Units:	10,000,000 (2)(1)	100.00%	11,764,704 (3)	100.00%

(1) Assumes the maximum of 10,000,000 Units offered hereby are sold, as to which there can be no assurance.

(2) This amount reflects the total number of Units purchased and issued to the existing Unit holders of the Company, who are also the managers, and advisors of the Company.

EXECUTIVE COMPENSATION, LIABILITY AND INDEMNIFICATION

Annual Salaries – 3 Managers

It is anticipated that Michael J. Weiner and two as-yet-identified managers each will begin receiving salaries beginning at \$180,000 per year beginning on July 1, 2008. Others will be compensated on a platform and/or project basis as necessary. As portfolio companies are formed, compensation to appropriate managers and others

will occur, but PCC will not be responsible for any of this compensation. It will come from the respective portfolio companies.

Employment Agreements

The Company does not presently have any employment agreements with any of its managers or employees. Such persons are employed by the Company on an “at-will” basis, and the terms and conditions of employment are subject to change by the Company.

Promote and Management Fee

Promote of 15% of Total Issued Units will go to Unifi Capital Partners, LLC for Managing the Fund. Prior to distributions to the Unit-holders as a group each year, 10% of the “Net Cash” distributed each year from the portfolio companies of UNIFI FUND 1 to the Fund will be distributed to certain active Managers of UNIFI FUND 1 as a bonus. Please see the OPERATING AGREEMENT, Exhibit D, for more details on distributions.

1.5% of the Fund’s initial investment as an annual management fee to Unifi Capital Partners, LLC after year one for ongoing management of the Fund.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of the date hereof, the ownership of the Unifi Capital Partners, LLC’s by (i) each manager of the Company, (ii) all managers of the Company as a group, and (iii) all persons known by the Company to beneficially own more than 5% of Unifi Capital Partner LLC’s Units. The table does not include Units purchased through this Offering by some of the members listed below.

Name of Unitholder	Amount and Nature of Beneficial Ownership(1)	Percent of UCP Percent of Management	
		Before Offering	Units After Offering
Mr. Michael Weiner	2,000,000(1)	100.00%	100.00%
All Managers – Founders Units	2,000,000	100.00%	100.00%
Total	4,000,000	100.00%	100.00%

(1) PreConstruction Catalysts, Inc have invested \$55,000 for which it will be issued 15% of the Outstanding Units Sold at the Closing of the Fund, this investment is in the form of cash and sweat equity.

(2) Calculated pursuant to Rule 13d-3(d) of the Securities Exchange Act of 1934. Unless otherwise stated below, each such person has sole voting and investment power with respect to all such Units. Under Rule 13d-3(d), Units not outstanding which are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed outstanding for the purpose of calculating the number and percentage owned by such person, but are not deemed outstanding for the purpose of calculating the percentage owned by each other person listed.

(3) Capital Accounts: Each member will have a capital account that will track his/her investment in the firm, bonus compensation for transaction work and value contribution to the firm, account withdrawals and all other factors. Prior to distributions to the Unit holders as a group, 10% of the “Net Cash” of CATALYST Private Equity Fund 1 received in a given year (as defined in the Operating Agreement) will be distributed to certain active Managers of PreConstruction Catalysts, Inc. Please see the OPERATING AGREEMENT, Exhibit D, for more details on distributions.

DESCRIPTION OF SECURITIES

The Units will be “restricted securities,” and as such an investor will be required to hold the Units indefinitely and will not be able to sell, transfer, pledge or otherwise dispose of any of such investor’s Units without registration under the applicable securities laws or with the availability of an exemption thereunder. The Units also are subject to restrictions on resale imposed by the Operating Agreement for the Company, a copy of which is attached to this private placement memorandum as Exhibit D. The Operating Agreement governs the operation and management of the Company, along with a party’s rights as an investor in the Company. Critical issues such as voting rights, management, distributions, and allocations of profits and losses are all set forth in the Operating Agreement. As such, potential investors are strongly advised to review and study the attached Operating Agreement with care and consult with such investor’s lawyers, tax advisors or other investment advisors regarding an

investment in the Units. All investors will be required to execute the Operating Agreement prior to the issuance of any Units hereunder.

Units. Currently, there is only one class of Units authorized by the Company, which are being sold through this offering. Additional Units, including additional classes of Units may be sold in the future to raise additional capital in the form of preferred unit instruments with convertibility characteristics.

Certificates. The Company will not issue any certificates of Units, but will, at the written request of a Unit holder, provide a statement of Units based upon the Company's books and records, stating the number of Units owned by the Unit holder as well as any effective assignments of rights with respect to such Units, as of the date the statement is provided.

Creation and Issuance of Units and other Interests. Under the Operating Agreement, the Company is authorized to cause the issuance of additional Units beyond those initially issued to the initial Members, including Units in one or more classes, or one or more series of such classes, which classes or series shall have, subject to the provisions of applicable law, such designations, preferences and relative, participating, optional, or other special rights as shall be fixed by the Managers, including, without limitation, with respect to: (i) the Capital Contribution to be required by each such class or series; (ii) the allocation of Profits or Losses to each such class or series; (iii) the right of each such class or series to share in distributions; (iv) the rights of each such class or series upon dissolution and liquidation of the Company; (v) the price at which, and the terms and conditions upon which, each such class or series of Units may be redeemed by the Company, if any such class or series is so redeemable; (vi) the rate at which, and the terms and conditions upon which, each such class or series may be converted into another class or series of Units; and (vii) the right of each such class or series to vote on, or take action with respect to, Company matters, including matters relating to the relative rights, preferences, and privileges of such class or series, to the extent permitted by applicable law, if any such class or series is granted such voting rights. In the event that the Managers exercise their right to issue such additional Units, this Agreement shall be deemed to be amended as may be necessary to reflect the designations, preferences, and relative participating, optional, or other special rights of such Units. Any purchaser of new or additional Units in accordance with the Operating Agreement shall be admitted to the Company as a Member upon the execution of such subscription and other documents as the Members shall determine and upon receipt of the purchaser's Capital Contribution.

The Company is authorized to cause the issuance of any other types of interests in the Company from time to time to Members or other Persons on terms and conditions established by the Managers. Such interests may include, without limitation, unsecured and secured debt obligations of the Company, debt obligations of the Company convertible into Units, and options, rights, or warrants to purchase any such Units. The issuance of such interests shall be subject to the provisions of the Operating Agreement to the extent such interests are convertible into Units or other equity interests in the Company.

Preemptive Rights. Except as set forth in the Operating Agreement, if the Company proposes to issue (i) Units or other equity rights by the Company; or (ii) any warrant or option for the purchase of Units or other equity rights, the Company shall give written notice to the Unit holders at least ten (10) days prior to the proposed issuance ("Participation Notice"). The Participation Notice shall specify the type and number of Units or other interests the Company proposes to sell along with the price, terms, and closing date of such proposed sale. Each Unit holder must notify the Company in writing within five (5) days of the receipt of the Participation Notice whether such Unit holder shall accept the offer to purchase a portion of the Units or other interests on the terms and at the price stipulated in the Participation Notice. If no response is received by the Company from a Unit holder within such 5-day period, the Unit holder shall be deemed to have refused the offer. The maximum number of Units or other interests a Unit holder shall have the right to purchase shall be equal to the total number of Units or other interests offered multiplied by a fraction (i) the numerator of which is the number of Units then owned by such Unit holder and (ii) the denominator of which is the total number of Units owned by all Unit holders. The notice given by the Unit holder must state the number of Units or other interests the Unit holder desires to purchase; provided, however, that the notice may indicate that the Unit holder desires to purchase a greater number of Units or other interests of the proposed offering than shall be allocated to such Unit holder in the event another Unit holder fails to accept the entire amount of such other Unit holder's allocation. The closing of the proposed sale to the Unit holders and to the third party (if the Unit holders do not accept the entire proposed offering) shall be

on the closing date and on the terms and conditions stipulated in the Participation Notice. If the proposed sale is not completed within six (6) months from the date of the Participation Notice, the Company may not issue Units or other interests of the Company without again complying with the provisions of the Operating Agreement. There shall be no preemptive rights with respect to: (i) Units issued, with the consent of a Majority in Interest of the Members, as compensation to the officers, agents or employees of the Company; (ii) Units issued to satisfy option rights created to provide compensation to the officers, agents or employees of the Company (to the extent such rights have been issued with the consent of a Majority in Interest of the Members); (iii) Units sold otherwise than for cash; and (iv) Units or other equity interests issued to a third-party lender in, or as a result of, a commercial loan transaction.

Voting Power. Each Member shall have one vote for each Unit held by the Member, determined as of the relevant record date.

Tax: THE FEDERAL INCOME TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY ARE COMPLEX, AND THEIR IMPACT MAY VARY ACCORDING TO THE PARTICULARS OF THEIR OWN RESPECTIVE TAX SITUATIONS. STATE INCOME TAX CONSEQUENCES ALSO MAY VARY ACCORDING TO THE STATE OF RESIDENCE OF AN INVESTOR.

AS A RESULT, IT IS STRONGLY RECOMMENDED THAT POTENTIAL PURCHASERS INDEPENDENTLY CONSULT HIS OR HER OWN PERSONAL TAX COUNSEL WITH RESPECT TO THE TAX CONSEQUENCES OF THE PURCHASE OF A MEMBERSHIP INTEREST IN THE COMPANY AS THEY PERTAIN TO HIM OR HER.

THE FEDERAL INCOME TAX LAW GOVERNING VARIOUS MATTERS IS DIFFERENT FOR C CORPORATIONS, S CORPORATIONS, TAX-EXEMPT ENTITIES (INCLUDING INDIVIDUAL RETIREMENT ACCOUNTS), TRUSTS AND INDIVIDUALS. THIS DISCUSSION PRIMARILY ADDRESSES SOME OF THE TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY BY INDIVIDUAL INVESTORS. ACCORDINGLY, INVESTORS OTHER THAN INDIVIDUALS SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE DIFFERENCE BETWEEN THE CONSEQUENCES DESCRIBED HEREIN AND THOSE THAT WOULD RESULT IF THEY INVESTED IN THE COMPANY.

IN CONSIDERING THE INCOME TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY, PROSPECTIVE INVESTORS SHOULD KEEP IN MIND THAT THE BUSINESS OF THE COMPANY IS NOT INTENDED TO PROVIDE INVESTORS WITH TAX SHELTER OR OTHER TAX BENEFITS.

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EXECUTIVE SUMMARY

Overview

PreConstruction Catalysts, Inc ("PCC" or "the Company") was organized as a Corporation, pursuant to the laws of the State of Maryland. The Company's operating history commenced on July 13, 2005, with registration in February 2008.

PCC is a suburban Washington, DC based firm and fund group, designed to support outstanding ideas and experienced management to achieve their goals. We are comprised of experienced management personnel who have started, grown, and sold their own firms or those entrusted to them. We have developed outstanding individual track records through growing strong independent businesses and we bring that level of expertise to the companies we assist. Our combined expertise will help drive superior returns for our clients.

History

PCC was founded by Michael J. Weiner, a businessman with over 36 years of experience in start-up and operation of a variety of companies. PCC started out representing a pre-construction buying club to partners seeking a good profit on a specialized program.

Shortly after beginning, the Company was approached by several real estate developers in need of funding, and the Company began to accommodate these requests by locating and securing funding resources such as banks, hedge funds, private equity, foundation debt-forgiveness programs and the like. It was able to establish working relationships with several investors and lenders such as HSBC, MetLife, GE Capital, and others. Within a relatively short period of time, the Company was seeking funding for over 30 transactions valued at more than 20,000,000,000.

In time, several of these transactions were approved preliminarily by funding resources the Company had procured, with certain due-diligence fees required to advance to the next step in the funding.

The environment in the commercial lending and investing arena had attracted certain players who became renowned for taking up front fees and never delivering the funding. Rumors of hundreds of thousands of dollars being paid for these fees, then absconded with, are affecting the ability to bring funding to good projects. Due to either a reluctance or refusal to pay up-front fees by the developers, and the knowledge PCC has of the veracity of its funding resources.

Fund Goals

- **Superior Returns on Invested Capital**

We try to provide a minimum of a 25% annual ROI on each investment, based on the book value of each funded company aggregated.

- **Entrance and Exit Strategies**

We will be raising money for the fund throughout 2008 and will start investing in opportunities after the minimum fund has been closed. We will invest no more than 20% of the fund in any one opportunity. We will keep about 10% of the fund as available capital for any secondary issues an investment may need over the life of the Fund to minimize potential loss of capital in the event a company is underfunded. We anticipate that the fully funded fund will have a minimum of 10 separate deals in it to spread sector and market risk over a broader platform. All investments are targeted to be sold by December 31st, 2018, and the funds distributed. In the event that an investment is sold prior to December 31, 2009, the core capital will be reinvested and the profits will be distributed. Exit strategies may include public offerings as well as straight divesture.

Operating Agreement (of CATALYSTS PRIVATE EQUITY FUND, LLLP)

PLEASE SEE THE OPERATING AGREEMENT, EXHIBIT D, FOR ADDITIONAL IMPORTANT INFORMATION PERTAINING TO THE RIGHTS AND OBLIGATIONS OF UNITHOLDERS. The Operating Agreement governs the operation and management of the Company, along with a party's rights as an investor in the Company. Critical issues such as voting rights, management, distributions, and allocations of profits and losses are all set forth in the Operating Agreement. As such, potential investors are strongly advised to review and study the attached Operating Agreement with care and consult with such investors' lawyers, accountants, tax advisors or other investment counselors regarding an investment in the Units. All investors will be required to execute the Operating Agreement prior to the issuance of any Units hereunder.

Competitive Advantage

Differentiation: PCC has direct access to the funding resources which will agree to fund projects. The only Fund investment into a project will be one that has the very strong likelihood of funding as a result of the due diligence being done by a lender or investor. Unlike other Funds which go out looking for projects to invest in, we have projects coming to us that, once vetted by our lending partners, can be provided their due diligence funds from the Catalysts Fund directly.

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DRAFT - Subject To Completion

EXHIBIT B

**IMPORTANT: PLEASE READ CAREFULLY BEFORE SIGNING:
SIGNIFICANT REPRESENTATIONS ARE CALLED FOR HEREIN**

SUBSCRIPTION AGREEMENT AND LETTER OF INVESTMENT

PreConstruction Catalysts, Inc.
18156 Darnell Drive
Olney MD 20832

Ladies and Gentlemen:

The undersigned ("Subscriber") hereby subscribes for the purchase ___ Units of CATALYSTS PRIVATE EQUITY FUND 1, a Maryland limited liability limited partnership (the "FUND"), at a purchase price of \$10.00 per Unit, for an aggregate purchase price of _____ Dollars (\$ _____) (\$50,000 minimum) and upon the other terms and conditions set forth below.

The minimum investment of \$100,000 may be changed at the sole discretion of the Fund's management; however, the terms and conditions set forth below do not change. This agreement, together with a check or other cash payment payable to PreConstruction Catalysts, Inc. ("the Company") for the Units, shall be delivered by Subscriber to, and held by the Company, pending the closing of the sale and purchase of the Units. The Company currently is offering 10,000,000 Units, for gross offering proceeds of \$95,700,000 (the "Offering"). At the closing the Subscriber's funds shall be paid to the Company, Subscriber shall, as a condition of issuance of Units to Subscriber, execute and deliver the Operating Agreement included as Exhibit D of the Offering materials. In the event that a closing does not take place by December 30, 2008, or such later date as may be set by the Company for the termination of this offering in accordance with the provisions of the Offering Memorandum, Subscriber shall no longer be obligated to purchase any Units, and Subscriber's executed copy of this agreement and payment for the Units will be promptly returned to Subscriber.

Subscriber understands that the Company has the right to reject any subscription for Units for any reason and that the Company will promptly return the funds delivered herewith in the event that this subscription is rejected. Subscriber acknowledges that the Company is relying upon the accuracy and completeness of the representations contained herein in complying with its obligations under applicable securities laws.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE UNITS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY, OR DETERMINED THE ADEQUACY, OF THIS DOCUMENT OR ANY OTHER MATERIALS

USED BY THE COMPANY IN THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE UNITS ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR AN EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF AN INVESTMENT IN THE UNITS FOR AN INDEFINITE PERIOD OF TIME.

INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT.

1. Subscriber acknowledges and represents to the Company as follows:

(a) Subscriber has received, carefully reviewed and is familiar with the Offering of the Company, dated February 18, 2008 (the "Offering"), and all materials incorporated by reference therein or delivered therewith, specifically including the Operating Agreement of the Company.

(b) Subscriber is in a financial position to hold the Units for an indefinite period of time and is able to bear the economic risk and withstand a complete loss of Subscriber's investment in the Units.

(c) Subscriber believes he/she/it, either alone or with the assistance of Subscriber's professional advisor, has such knowledge and experience in financial and business matters that Subscriber is capable of evaluating the merits and risks of the prospective investment in the Units. Subscriber has obtained, to the extent Subscriber deems necessary, his/her/its own personal professional advice with respect to assessing the risks inherent in an investment in the Units, and the suitability of an investment in the Units in light of Subscriber's financial condition and investment needs.

(d) The Units are being purchased by Subscriber for investment purposes in his/her/its name solely for Subscriber's own beneficial interest and not as nominee for, or on behalf of, or for the beneficial interest of, or with the intention to transfer to, any other person, trust or organization.

(e) Subscriber believes that the investment in the Units is suitable for him/her/it based upon his/her/its investment objectives and financial needs, and Subscriber has adequate means for providing for his/her/its current financial needs and personal/business contingencies and has no need for liquidity of investment with respect to the Units.

(f) Subscriber has been given access to full and complete information regarding the company and has utilized such access to his/her/its satisfaction for the purpose of obtaining information in addition to, or verifying information included in the Offering Materials. Subscriber has either attended or been given reasonable opportunity to attend a meeting with representatives of the Company for the purpose of asking questions of, and receiving answers from, such representatives concerning the terms and conditions of the offering of the Units and to obtain any additional information, to the extent reasonably available, necessary to verify the accuracy of information provided in the Offering Materials. Subscriber understands that certain of the agreements and arrangements referred to in the Business Plan are in the process of being finalized and documented.

(g) Subscriber recognizes that an investment in the Units involves a high degree of risk, including, but not limited to, the risk of economic losses from operations of the Company and a loss of Subscriber's entire investment.

(h) Subscriber realizes that (i) the purchase of the Units is a long-term investment, (ii) the purchaser of the Units must bear the economic risk of investment for an indefinite period of time because the Units have not been registered under the Securities Act of 1933, as amended (the "Act") or any applicable state securities laws and, therefore, cannot be sold unless they are subsequently registered under such securities laws or exemptions from such registration are available, (iii) there is presently no public market for the Units and Subscriber may not be able to liquidate his/her/its investment in the event of an emergency or pledge the Units as collateral security for loans, and (iv) the transferability of the Units is restricted pursuant to the terms of the Operating Agreement.

(i) Subscriber is a bona fide resident of, and/or is domiciled in, the State of _____ (please complete), country of _____.

2. Subscriber acknowledges and understands that the Units are highly speculative and involve substantial risks, some of which cannot currently be identified. These risks include, among others, the following factors:

Risk Factors

The Units should be purchased only by persons who can afford to lose their entire investment. Therefore, the prospective investor should consider very carefully the following risk factors, as well as all of the other information set forth elsewhere in this Memorandum.

Speculative Securities; No Operating History

The Fund is currently in organization as a limited liability limited partnership. The Units offered hereby are highly speculative securities and involve a high degree of risk. The Fund is in the development stage and has had no significant revenues from operations, nor has it made any investments to date. Although information is set forth herein about the plan of operation of the Fund, there is no assurance that the Fund will have revenues or ever achieve an operating profit in any period, or that any profitability that may be achieved in the future can be sustained. If the Fund fails to generate profits from operations, investors will in all likelihood lose their entire investment in the Fund and the Fund will be unable to make any distributions.

Risks Related to Acquisitions of Portfolio Companies

The Fund's success depends on management's ability to identify desirable businesses to acquire or in which to acquire interests and to successfully negotiate the terms of those acquisitions. The Fund's management will have sole and absolute discretion in identifying and selecting portfolio and add on companies to establish or in which to acquire interests and in structuring, negotiating, undertaking and divesting of interests in its portfolio companies. In making decisions to acquire interests in or establish portfolio companies, the Fund will rely, in part, on the financial results and projections developed by management and the management of potential portfolio companies that will be based on assumptions and subjective judgments. The future actual results of the Fund's portfolio company interests may differ significantly from these projections.

Even if the Fund identifies a portfolio company that complements its strategy, the Fund may be unable to acquire that company for many reasons, including:

- (1) inability to interest portfolio companies in joining the Fund's acquisition or consolidation efforts;
- (2) inability to agree on the terms of an acquisition or to acquire a controlling interest in the portfolio company;
- (3) incompatibility between the Fund and management of the portfolio company; and,

- (4) competition from other investors including buyout firms and basic industry, manufacturing, distributing and service companies.

Inability to Manage Newly Acquired Portfolio Companies

The Fund plans to acquire interests in companies that complement its business strategy. These acquisitions may place significant strain on the Fund's resources. Future acquisitions are subject to the following risks among others:

- (1) the Fund may acquire interests in companies in markets in which it has little experience;
- (2) the Fund may not be able to facilitate collaboration between its existing and new partner companies, including the use of the services offered by portfolio companies that the Fund controls;
- (3) the Fund may be required to incur debt or issue equity securities to fund future acquisitions, which may be dilutive to existing unit-holders.

Control by PreConstruction Catalysts, Inc

The present Managing Partner, PreConstruction Catalysts, Inc., controls 100% of the voting rights of the Fund. This will not change in the foreseeable future.

Arbitrary Determination of Offering Price

The Fund's management determined the offering price of the Units, which determination involved the consideration of a number of factors, including estimates of business potential, lack of liquidity of the Fund's securities, dilution, and general market conditions. The price of the Units bears no relationship to any criteria of value such as asset value or net worth. Currently, there is no market for the Fund's Units, and there is no assurance that a regular trading market will develop for such securities in the future.

Limitations on Transfer

There is no public trading market for the Units and there can be no assurance that such a market will develop in the future. The Units are "restricted securities" as defined under Rule 144 promulgated by the Commission under the Securities Act, and may not be resold without registration under the Securities Act unless sold pursuant to an exemption from such registration requirements. Consequently, investors may not be able to liquidate their investments in the Securities in the event of an emergency or for any other reason. See "INVESTOR SUITABILITY". In addition, the Operating Agreement imposes limitations on the ability to transfer Units.

Competition to Acquire Interests in Portfolio Companies

The Fund may face intense competition, including from traditional venture capital firms, companies with business strategies similar to the Fund's and other capital providers, to develop and acquire interests in basic industry, manufacturing, distributing and service companies that have more experience identifying and acquiring interests in basic industry, manufacturing, distributing and service companies and have greater financial and management resources, brand name recognition or industry contacts than those of the Fund. In addition, although most of the Fund's acquisitions will be made at a stage when its portfolio companies are not publicly traded, we may pay higher prices for those interests because of higher trading prices for securities of similar public basic industry, manufacturing, distributing and service companies. Intense competition, and the impact it has on the valuation of basic industry, manufacturing, distributing and service companies could limit the Fund's opportunities to acquire interests in portfolio companies or force the Fund to pay higher prices to acquire these interests, which would result in lower returns or possibly losses on investments.

Dependence on Management

The success of the Fund will be dependent largely upon the personal efforts of its managers. The loss of their services could have a material adverse effect on the Fund's business and prospects. The Fund's

managers are not currently insured under "key-person" life insurance policies. Competition for qualified personnel is intense and there can be no assurance that the Fund will be able to hire or retain qualified personnel. Any inability to attract and retain qualified management and other personnel could have a material adverse effect on the Fund and its returns if any.

No Public Market; Determination of Offering Price. There is no public market for any of the Company's securities, and none is expected to develop as a result of this offering. Consequently, Subscribers will not be able to liquidate their investments. The offering price of the Units has been determined by the Company based on several factors and may not be indicative of a market price of the Units.

INSTRUCTIONS FOR SECTIONS 3 AND 4: THE UNITS ARE BEING OFFERED FOR SALE ONLY TO "ACCREDITED INVESTORS", AS THAT TERM IS DEFINED IN RULE 501 UNDER THE ACT, AND A LIMITED NUMBER OF SOPHISTICATED INVESTORS WHO HAVE SUCH KNOWLEDGE AND EXPERIENCE IN FINANCIAL AND BUSINESS MATTERS AS TO BE CAPABLE EVALUATING THE MERITS AND RISKS OF AN INVESTMENT IN THE UNITS AND WHO ARE QUALIFIED TO PURCHASE UNITS UNDER APPLICABLE STATE SECURITIES LAWS.

IF YOU ARE AN "ACCREDITED INVESTOR," PLEASE INITIAL, CHECK OR OTHERWISE COMPLETE ALL OF THE STATEMENTS IN SECTION 3 THAT ARE APPLICABLE TO YOU. IF YOU ARE NOT AN "ACCREDITED INVESTOR," PLEASE SKIP TO SECTION "4" AND INITIAL, CHECK OR OTHERWISE COMPLETE ALL OF THE STATEMENTS IN SECTION 4 THAT ARE APPLICABLE TO YOU. ALL INFORMATION IN RESPONSE TO SECTIONS 3 AND 4 WILL BE KEPT STRICTLY CONFIDENTIAL.

3. Subscriber represents that he/she/it is an "accredited investor" as defined in Section 501(c) of Regulation D of the Securities Act of 1933, as amended by reason of each category marked below. For any category marked, Subscriber has accurately set forth the factual basis or reason Subscriber comes within that category. Subscriber agrees to furnish any additional information that the Company deems necessary in order to verify the answers set forth below.

Category I. _ Subscriber is an individual (not an investment entity, corporation, etc.) whose individual net worth, or joint net worth with his spouse, presently exceeds \$1,000,000.

Category II. _ Subscriber is a corporation, investment entity, business trust or a nonprofit organization within the meaning of section 501(c)(3) of the Internal Revenue Code that was not formed for the specific purpose of acquiring the Units and that has total assets in excess of \$5,000,000.

Category III. Subscriber is an individual (not an investment entity, corporation, etc.) who reasonably expects an individual income in excess of \$200,000 in the current year and had an individual income in excess of \$200,000 in each of the last two years.

OR

Subscriber is an individual (not a investment entity, corporation, etc.) who, together with his/her spouse, reasonably expects joint income in excess of \$300,000 for the current year and had joint income in excess of \$300,000 in each of the last two years.

Place an "X" in the appropriate spaces below:

I anticipate [individual] My [individual] [joint] My [individual] [joint][joint]

income in 2008 in the range of: income in 2007 as: income in 2006 was:

<input type="checkbox"/> \$200,000 to \$250,000	<input type="checkbox"/> \$200,000 to \$250,000	<input type="checkbox"/> \$200,000 to \$250,000
<input type="checkbox"/> \$250,000 to \$300,000	<input type="checkbox"/> \$250,000 to \$300,000	<input type="checkbox"/> \$250,000 to \$300,000
<input type="checkbox"/> over \$300,000	<input type="checkbox"/> over \$300,000	<input type="checkbox"/> over \$300,000

Category IV. Subscriber is a director, general partner or executive officer of the Fund or PCC that is issuing and selling the Units.

Category V. Subscriber is a bank, savings and loan association or credit union, insurance company, registered investment company, registered business development company, licensed small business

(Describe nature of entity)

Category VI. Subscriber is a trustee for a trust that is revocable by the grantor at any time (including an IRA) and the grantor qualifies under either Category I or Category III above. A copy of the declaration of trust or trust agreement and a representation as to the net worth or income of the grantor is enclosed.

Category VII. Subscriber is a self-directed employee benefit plan for which all persons making investment decisions are "accredited investors" within one or more of the categories described above.

(Describe nature of entity)

Category VIII. Subscriber is an entity all the equity owners of which are "accredited investors" within one or more of the categories described above. If relying upon this category alone each equity owner must complete a separate copy of this agreement.

(Describe nature of entity)

4. Subscriber represents that he/she/it is a sophisticated investor who has such knowledge and experience in financial and business matters as to be capable of evaluating the risks and merits of an investment in the Units and can bear the economic burden of a complete loss of his/her/its investment in the Units. For any category marked, Subscriber has accurately set forth the factual basis or reason Subscriber comes within that category.

Category I. Does your proposed investment in the Fund exceed 20% of your total net worth, exclusive of residence and furnishings (if married, joint net worth): Yes No

Category II. List any professional licenses or registrations, including bar admissions, accounting certifications, real estate brokerage licenses, and SEC, NASD, or state broker-dealer registrations, held by you:

Category III. Indicate by check mark which of the following categories best describes the extent of your prior experience in investments in securities for which no market exists:

- (a) Substantial Experience (More than \$1,000,000 in last 5 years)
- (b) Some Experience (Less than \$1,000,000 in last 5-year
- (c) No Experience

Category IV. If you indicated "some experience" or "substantial experience" in response to Category III above, please answer the following additional questions by placing an "x" at the appropriate response:

(a) Do you make your own investment decisions with respect to such investments?
 Always Frequently U s u a l l y R a r e l y

(b) What are your principal sources of investment knowledge or advice?
 (You may check more than one.)

- | | |
|--|--|
| <input type="checkbox"/> First hand experience with industry
Financial publication(s) | <input type="checkbox"/> Broker(s) |
| <input type="checkbox"/> Trade or Industrv publication(s) | <input type="checkbox"/> Investment Adviser(s) |
| <input type="checkbox"/> Banker(s) | <input type="checkbox"/> Attornev(s) |
| | <input type="checkbox"/> Accountant(s) |

(c) How many years experience do you have with securities for which no market exists?

Years

Category V. Indicate by check mark whether you maintain any of the following types of accounts over which you, rather than a third party, exercise investment discretion, and the length of time you have maintained each type of account.

- | | | | |
|--|--|------------------------------|-----------------------------|
| Securities (cash) <input type="checkbox"/> | <input type="checkbox"/> Number of Years | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Securities (margin) <input type="checkbox"/> | <input type="checkbox"/> Number of years | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Commodities <input type="checkbox"/> | <input type="checkbox"/> Number of years | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

Category VI. In evaluating the merits and risks of this investment, do you intend to rely upon the advice of other person(s) who will be acting as your representative(s)?
 Yes No

Category VII. If you answered "Yes" to Category VI, please identify each such person and indicate his or her business address and telephone number in the space below.

Category VIII. METHOD OF INVESTMENT EVALUATION--Please indicate by check mark.

____(a) I have such knowledge and experience in financial and business matters that I am capable of evaluating the merits and risks of an investment in the Units, and do not desire to utilize a Purchaser Representative, as such term is defined in Rule 501(h) under the Act, in connection with evaluating such merits and risks. I understand, however, that the Company may request that I use a Purchaser Representative.

OR

____ (b) I intend to use the services of the following named person(s) as Purchaser Representative(s).in connection with evaluating the merits and risks of an investment in the Units. (If this alternative is initialed, a completed and signed Purchaser Representative Questionnaire for each purchaser representative named must accompany this Investor Suitability Questionnaire.)

List Name(s) of Purchaser Representative(s):

Category IX. Indicate by check mark whether you have a pre-existing relationship with an officer, director or controlling shareholder of the Fund or PreConstruction Catalysts, which is either

(i) a close family relationship, or
Yes ___ No ___

(ii) a significant business or social relationship of at least one year's duration.
Yes ___ No ___

5. If Subscriber is not an individual, Subscriber represents that (i) Subscriber was not organized for the specific purpose of acquiring the Units, and (ii) this Subscription Agreement and Letter of Investment Intent (A) has been duly authorized by all necessary action on the part of Subscriber, (B) has been duly executed by an authorized officer or representative of Subscriber, and (C) is a legal, valid and binding obligation of Subscriber enforceable in accordance with its terms.

6. Subscriber is aware of the significance to the Fund and Unifi of the foregoing representations, and they are made with the intention that the Fund and Unifi will rely on them.

(Balance of this page intentionally left blank)

7. Manner in which Title is to be Held. (check one)

- a. Individual Ownership
- b. Community Property
- c. Joint Tenant with Right of Survivorship (both parties must sign)
- d. Investment entity*
- e. Tenants in Common
- f. Corporation*
- g. Trust*
- h. Other

If Units are being subscribed for by an entity, the Certificate of Signatory at the end of this agreement must also be completed.

Signature

Signature

Title

Title

Name Typed or Printed

Name Typed or Printed

Address

Address

City, State and Zip Code

City, State and Zip Code

Tax Identification or
Social Security Number

Tax Identification or
Social Security Number

This Subscription Agreement and Letter of Investment Intent is accepted as of _____, 2008.

PRECONSTRUCTION CATALYSTS, INC

By _____
Signature

Name Typed or Printed:

Title:

(Balance of this page intentionally left blank)

DRAFT - Subject to Completion

CERTIFICATE OF SIGNATORY (To be completed if Units are being subscribed for by an entity)

I, _____, am the _____

of _____

(the "Entity").

I certify that I am empowered and duly authorized by the Entity to execute and carry out the terms of the Subscription Agreement and Letter of Investment Intent and to purchase and hold the Units, and certify further that the Subscription Agreement and Letter of Investment Intent has been duly and validly executed on behalf of the Entity and constitutes a legal and binding obligation of the Entity.

IN WITNESS WHEREOF, I have set my hand this _____ day of _____, 2007.

(Signature)**For further information regarding the enclosed proposal contact:**

PRECONSTRUCTION CATALYSTS, INC.
c/o Michael Weiner, President/CEO
18156 Darnell Drive, Olney, MD 20832
Phone (301) 570-9100 Fax (240) 363-0062

Appendix "B"

SUBSCRIPTION AGREEMENT

Appendix "B2"PAYMENT INSTRUCTIONSWire Transfer to the Credit of:Checks should be payable and mailed to:

Catalyst Private Equity Fund 1
PRECONSTRUCTION CATALYSTS, INC.
Contact Michael Weiner for instructions
(301) 570-9100

Catalyst Private Equity Fund 1
PRECONSTRUCTION CATALYSTS, INC.
18156 Darnell Drive, Olney MD 20832

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DRAFT - Subject To Completion