



ECRID, INC.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

Offering: 15,000,000 Common Shares (\$15,000,000)

Offering Price: \$1.00 per Share

Date of Memorandum: February 18, 2026

IN MAKING THIS OFFERING, OUR COMPANY IS RELYING ON THE EXEMPTIONS PROVIDED IN SECTION 4(a)(2) OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND RULE 506(c) OF REGULATION D PROMULGATED THEREUNDER. NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

PURCHASING OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD NOT PURCHASE SHARES IN THIS OFFERING IF YOU CANNOT AFFORD TO LOSE YOUR ENTIRE INVESTMENT. SEE "RISK FACTORS."

INVESTOR REVIEW AND FINANCIAL RISK

In making an investment decision, investors must rely on their own examination of our company and the terms of this offering, including the merits and risks involved. Investors are advised to consult with their legal counsel and a tax advisor with respect to any investment in this offering. The offering price of the shares has been arbitrarily determined and bears no relationship to our assets, net worth, book value, or potential business operations. It should not be taken to be an indication of the actual value of our company.

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SUMMARY OF THE OFFERING

The following summary is qualified in its entirety by more detailed information appearing elsewhere in this memorandum and any exhibits attached hereto. Prospective investors are urged to read this memorandum in its entirety. An investment in our shares is highly speculative. Prospective investors should retain their own professional advisors to review and evaluate the economic, tax, and other consequences of an investment in this private offering. The contents of this memorandum should not be construed as legal or tax advice.

The Company

ECRID is a new, innovative credit bureau and valuation platform, with a lending referral program that gives the public a second chance to establish creditworthiness. ECRID, Inc. is a Nevada corporation organized on September 15, 2016. ECRID is an enhanced credit reporting company organized in a manner to provide consumers immediate access to and review of credit information reported on them. ECRID is developing an integrated fintech credit bureau and lending referral ecosystem whose platform combines (i) a consumer credit profile and proprietary scoring framework, (ii) automated bill-payment and data reporting rails, and (iii) a referral workflow connecting consumers with credit products offered by participating third-party lenders.

Unlike the traditional business-to-business-to-consumer model employed by Equifax, Experian, and TransUnion—where creditors report consumer payment information to bureaus without consumer involvement—ECRID operates as a business-to-consumer credit bureau, allowing individuals to enter their own payment data directly.

The Offering

Securities Offered	ECRID, Inc. Common Stock consisting of 15,000,000 shares at \$1.00 per share
Purchase Price	\$1.00 per share
Maximum Offering	15,000,000 Shares (\$15,000,000)
Minimum Purchase by Single Investor	\$5,000 (5,000 shares of Common Stock) at \$1.00 per share
Common Stock Outstanding Prior to Offering	437,000,000 Common Shares
Investor Qualifications	We are only offering shares to investors who qualify as "accredited investors" under Rule

	501(a) of Regulation D promulgated under the Securities Act.
Restrictions on Resale	We are selling the Common Shares in reliance on each purchaser's representation that the purchaser is purchasing the Common Shares for investment and not with a view to resale. Purchasers of Common Shares in this offering should proceed on the assumption that they will have to bear the economic risk of their investment for an indefinite period, since shares in the offering may not be sold until they are registered under the Securities Act or qualify for an exemption from registration.
Dilution	Investors in the offering will experience immediate and substantial dilution.
Termination Date	The offering will terminate on June 30, 2026, unless extended up to sixty (60) additional days by us in our sole discretion without notice.
Risk Factors	The securities offered in this offering involve a high degree of risk and should not be purchased by anyone who cannot afford to lose their entire investment.

Method of Subscription

Each prospective investor wishing to purchase any of the Common Stock in this offering must deliver to the Company a completed and signed subscription agreement (including offeree questionnaire), a copy of which is attached as Exhibit A, and pay us, by means of a bank wire transfer or a check, for the full purchase price of the shares being subscribed for. See "Subscription Procedures".

Information

Prospective investors are invited to review any available materials relating to our company, its operations, this offering, the background and experience of our directors and executive officers, and any other matters relating to this offering. All such materials will be made available at our offices during business hours on reasonable prior notice.

RISK FACTORS

Risks Related to Our Business and Industry

We have a limited operating history with an innovative business model, which makes it difficult to evaluate our prospects and increases the risk that we will not be successful. Our platform and business model are novel and differ substantially from traditional credit bureaus, which operate through business-to-business-to-consumer relationships. Because we are pursuing a consumer-direct model that allows members to build their own credit reports and be referred to participating lenders, we face significant uncertainty regarding market acceptance. Elements of our platform are live while others remain under development, in pilot, or subject to partner onboarding and regulatory review. Our limited operating history and novel approach make it difficult to evaluate our current business and future prospects, and you should consider our business and prospects in light of the risks and difficulties we face as an early-stage company in an evolving industry.

Our lending referral program and marketplace functionality are not fully operational, and we cannot guarantee that we will successfully develop and commercialize these features. Certain elements of the lending referral layer are operating on a limited basis while others remain in development, pilot, or regulatory review. We cannot assure you that we will successfully complete development of these features, obtain necessary regulatory approvals, or attract sufficient lender partners to create a viable marketplace. Any failure or delay in developing our lending referral functionality could materially harm our business and financial condition.

Our revenue depends on our ability to attract and retain both consumers and participating lenders, and our failure to do so would harm our business. Our platform serves both consumers and financial institutions. Consumers use ECRID to build credit profiles, monitor their scores, and access pre-qualification pathways, while participating lenders may use ECRID data, scores, and decisioning tools to assess applicants. Credit reporting exhibits strong network effects: the value of a credit report increases as more creditors furnish data and more lenders rely on that data. Traditional bureaus benefit from decades of network development, with thousands of furnishers reporting data and virtually all lenders using that data in underwriting. As of the Offering Date, we do not have any lenders accepting our credit reports. If we cannot attract a critical mass of consumers and lenders, our platform's value proposition will be limited, and our business will not succeed

We face significant competition from larger, better-capitalized, and more established competitors. We compete across adjacent sectors, including consumer credit data and scoring providers, bill-payment and data aggregation platforms, and consumer-lending marketplaces and loan referral systems. While we believe ECRID's integrated position—combining data capture, scoring, and lending referral workflows—differentiates the platform, many competitors are larger, better capitalized, and more established

We depend on our founder, Cleveland Gary, for our future success. Cleveland Gary serves as Founder, Chairman, Director, President, and CEO of ECRID. If we are not able to hire and retain qualified personnel or if we lose Mr. Gary or any member of our senior management team and are unable to timely hire a qualified replacement, our ability to implement our business strategy could

be significantly hampered. Our success will also depend on the ability to attract and retain additional qualified management and technical personnel.

Risks Related to Our Regulatory Environment

We operate in a highly regulated industry, and regulatory uncertainty regarding our business model may adversely affect lender confidence and market adoption. Because ECRID's activities touch consumer reporting, payments, and lending facilitation, our operations implicate a range of federal and state laws and regulations. Applicable requirements may include consumer reporting, unfair/deceptive acts and practices, privacy and data security, payments and money transmission, fair lending and adverse action, and state lending or brokering regimes, among others. The scope of regulation depends on specific product design and partner arrangements and may evolve as we expand our ecosystem. The regulatory framework governing credit reporting serves multiple functions that directly impact lender willingness to rely on credit data. When that framework is absent or unclear, lenders face heightened uncertainty that may discourage them from accepting alternative credit reports like those produced by ECRID.

Whether ECRID is a "consumer reporting agency" under the Fair Credit Reporting Act remains unclear. The FCRA defines a consumer reporting agency as any entity that regularly assembles or evaluates consumer credit information for the purpose of furnishing consumer reports to third parties. If we meet this definition, we would be subject to FCRA obligations, and if we do not, consumers and lenders may lack the protections the FCRA provides. This ambiguity may discourage lenders from accepting ECRID credit reports. Traditional credit bureaus operate within a well-established legal and regulatory framework centered on the FCRA, which provides accuracy requirements (furnishers must have reasonable procedures to ensure accuracy and integrity of reported information), dispute resolution mechanisms, civil liability for willful or negligent violations, and regulatory oversight by the Consumer Financial Protection Bureau (CFPB) and Federal Trade Commission (FTC). Whether comparable standards and protections apply to ECRID's self-reported model is unclear.

Lenders may face heightened legal, compliance, reputational, and model risks when using our data, which could limit adoption of our platform. Lenders considering whether to rely on ECRID data face multiple risk dimensions. Legal risk arises because lenders must comply with various fair lending laws, including the Equal Credit Opportunity Act, and using a novel credit reporting system with unclear regulatory status may expose lenders to legal challenges if applicants claim discriminatory outcomes. Compliance risk exists because bank regulators expect lenders to have robust vendor management programs, and a data provider operating outside a clear regulatory framework may raise concerns during regulatory examinations, potentially resulting in supervisory criticism or enforcement action. Reputational risk could materialize if ECRID's model were later found to violate consumer protection laws or produce unreliable data, even if lenders acted in good faith. Model risk presents challenges because lenders that use credit scores in underwriting must validate that those scores are predictive of repayment, and our proprietary methodology is not publicly documented, making model validation difficult.

Our credit reports are not currently recognized by government-sponsored enterprises or federal housing agencies, significantly limiting our utility in major lending markets. A significant portion of residential mortgage lending in the United States flows through government-sponsored enterprises like Fannie Mae and Freddie Mac, which have specific requirements for

credit data accompanying loans they purchase. ECRID reports are not currently recognized by the GSEs for mortgage underwriting purposes. Without GSE recognition, lenders originating conforming mortgages cannot rely on ECRID reports, significantly limiting our utility in the largest segment of consumer lending. Similarly, loans guaranteed by the Federal Housing Administration (FHA), Department of Veterans Affairs (VA), and other government programs have specific credit documentation requirements that likely do not include ECRID reports. Until we achieve regulatory recognition from these agencies, our applicability in government-backed lending remains limited.

Changes in laws or regulations, or failure to comply with existing laws and regulations, could adversely affect our business. We are building our compliance program to address applicable requirements, which may include consumer reporting, unfair/deceptive acts and practices, privacy and data security, payments and money transmission, fair lending and adverse action, and state lending or brokering regimes, among others. If regulators clarify that we are subject to FCRA or impose new requirements, our operations could be disrupted. A business model that depends on regulatory ambiguity may not be sustainable long-term, and lenders may hesitate to integrate a data source that could face future regulatory challenges. From a lender's perspective, a credit reporting platform that operates outside the traditional regulatory framework may appear to be engaging in "regulatory arbitrage"—structuring its business to avoid compliance obligations that apply to competitors. This perception can undermine confidence. Any failure to comply with applicable laws and regulations could result in enforcement actions, fines, penalties, or restrictions on our business activities.

Risks Related to Our Self-Reported Data Model

Our self-reported credit data model may be viewed with skepticism by lenders, which could limit adoption of our platform. The fundamental difference between ECRID's self-reported model and traditional credit bureau data lies in the source of information and the verification mechanisms that ensure accuracy. In the traditional credit bureau system, data flows directly from creditors to the bureaus without consumer involvement, and creditors face regulatory consequences under the Fair Credit Reporting Act for reporting inaccurate information. This system provides source independence, automated reporting, creditor accountability, audit trails, and comprehensive reporting of both positive and negative payment histories. Self-reported data introduces several reliability concerns from a lender's perspective, including selection bias, verification challenges, lack of negative information reporting, and potential for fabrication. These concerns create what is often called a "reliability gap" between self-reported data and creditor-reported data. Without robust verification mechanisms, lenders have rational reasons to view self-reported data with skepticism, regardless of how responsibly individual consumers may report their own information.

Consumers may selectively report only favorable information, undermining the completeness and objectivity of ECRID credit reports. When consumers control what information appears on their credit report, they have a natural incentive to include only favorable information and omit unfavorable information. A consumer who pays their electric bill on time but is chronically late on their water bill might add only the electric company to their ECRID profile. This selective reporting means the credit report may not present a complete picture of the consumer's payment behavior. Unlike traditional bureaus, which receive both positive and negative information from creditors, our model may lack the negative data that is critical for

lenders assessing risk. In the traditional bureau model, creditors report late payments, defaults, collections, and other negative information—a credit report that shows only positive information because the consumer controls what is reported provides an incomplete and potentially misleading picture of creditworthiness.

Our data originates from consumers rather than being independently verified by creditors, creating verification challenges. Members add creditors through a secure encrypted portal and pay bills through the ECRID Bill Pay Portal. While this protects against identity theft by third parties, it also means the information originates from the consumer rather than being independently verified by the creditor. Many utility companies and landlords do not have sophisticated systems for responding to verification requests, and some unconventional creditors may involve informal payment arrangements that produce no documentation at all. Verifying current payment relationships may be possible, but verifying that a consumer made on-time payments for the past 12 or 24 months is more challenging, particularly for creditors that do not maintain long-term records. Without robust verification, self-reported systems are vulnerable to consumers overstating their positive payment histories or inventing creditor relationships that do not exist. Even if most consumers report honestly, the possibility of fabrication undermines the credibility of all self-reported data.

Misaligned incentives between consumers and the need for accurate credit data may undermine the reliability of our platform. Credit reporting systems depend on the alignment of incentives to produce reliable data. In the traditional model, creditors have strong incentives to report accurately due to regulatory penalties under the FCRA and the benefits of receiving accurate data about consumers from other creditors. In our self-reported model, consumers have incentives to present the most favorable credit profile possible to obtain credit at better terms, which runs contrary to the need for complete and accurate reporting. This creates an "adverse selection" problem: consumers with genuinely strong payment histories may use self-reported systems, but so may consumers who are selectively hiding negative information. Without the ability to distinguish between these groups, lenders may assume the worst and discount all self-reported data accordingly. This misalignment of incentives is a fundamental reason why lenders may discount the value of self-reported data.

Our ECRID scores lack the historical validation that traditional credit scores possess, which may limit lender confidence in our scoring methodology. Traditional credit scores from FICO and VantageScore have been validated against millions of loan outcomes over decades, allowing lenders to know with statistical confidence how a particular score correlates with default risk. ECRID scores, based on self-reported data, which we will independently verify, does not have the same track record of predictive validation. Additionally, traditional bureau data is reported in standardized formats that allow for consistent analysis across millions of consumers, while self-reported data, which we verify, may be inconsistent in format, completeness, and quality. If consumers learn what factors influence their ECRID score, they may strategically add or remove creditors to optimize their score rather than to accurately reflect their payment behavior, undermining the predictive value of the score. Lenders evaluate data sources based on their predictive value, and our limited track record may constrain adoption.

Risks Related to Technology and Operations

Our current production score and related factor weights may evolve, creating uncertainty for users and lenders. ECRID's scoring framework considers multiple weighted components, including debt-to-income signals, external soft-pull attributes (where authorized), installment performance, rental/mortgage history, revolving utilization and payment, and unconventional bill categories. The framework is designed for lender interpretability, including factor-level explanations and adverse-action mapping where applicable. The current production score and related factor weights may evolve as the platform is enhanced and validated. Changes to our scoring methodology could affect consumer scores, lender underwriting decisions, and overall confidence in our platform.

We depend on integrations with third-party financial institutions and service providers, and failures or delays in these integrations could harm our business. Our ecosystem contemplates integrations with U.S. financial institutions and service providers to support payment processing, identity verification, risk assessment, and credit product fulfillment. We anticipate expanding our lender integrations, subject to partner onboarding, diligence, and compliance requirements. Any failure to establish or maintain these partnerships, or any material breach or termination of existing relationships, could adversely affect our ability to operate our platform and offer our services. Before accepting any new data source for underwriting decisions, prudent lenders conduct due diligence to assess the data's reliability, legal compliance, and predictive value. Our unclear regulatory status complicates this due diligence process and may cause potential partners to decline engagement.

System failures, cyberattacks, or data breaches could disrupt our operations and harm our reputation. Our platform handles sensitive consumer financial information through our bill pay portal and credit reporting systems. Members submit creditor details including names, account numbers, addresses, and payment amounts. Any breach of our systems or unauthorized access to consumer data could expose us to significant liability, damage our reputation, and result in the loss of consumer trust. We may also face regulatory enforcement actions and litigation resulting from any data security incident. Cybersecurity threats are becoming increasingly sophisticated, and we may not have adequate resources or expertise to prevent all potential attacks.

Risks Relating to This Offering

The offering price of the Common Stock has been arbitrarily determined. The offering price of the Common Stock has been arbitrarily determined by us and bears no relationship to our assets, net worth, book value, or potential business operations. In determining the offering price, we considered, among other things, our initial and projected operating results, our prospects and earnings potential, our management, the risks associated with an investment in the shares, and our current needs. The offering price should not be taken to be an indication of the actual value of our company.

There may be future dilution of our common stock. If we sell additional equity or convertible debt securities, those sales could result in additional dilution to our shareholders. An investment in this offering will undergo immediate dilution when compared with our net tangible assets.

Investors will have a limited say in management of our operations. Our board of directors and our executive officers will determine our policies with respect to business operations. Investors will only participate in management by voting their shares.

Senior management will have broad discretion over the use of proceeds from this offering. Our senior management team will have considerable discretion in using the net proceeds of this offering, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

There is no public market for our shares, and you may be unable to sell your investment. We are selling the Common Shares in reliance on exemptions from registration under the Securities Act. The shares are subject to restrictions on resale and should be considered highly illiquid. Purchasers of Common Shares in this offering should proceed on the assumption that they will have to bear the economic risk of their investment for an indefinite period, since shares in the offering may not be sold until they are registered under the Securities Act or qualify for an exemption from registration.

Risks Related to Our Growth Strategy

Our "second chance" credit model may face challenges gaining acceptance from traditional financial institutions. ECRID positions itself as a second-chance credit bureau designed to help individuals rebuild or establish credit outside traditional systems. We target consumers who are underserved by traditional credit systems—those without credit cards, bank loans, or long credit histories who often remain "credit invisible." However, lenders may be reluctant to extend credit to borrowers who cannot obtain credit through traditional channels, and our mission to serve underserved populations may not align with the risk appetite of potential lending partners.

We face a network effect disadvantage that may be difficult to overcome. Traditional bureaus benefit from strong network effects developed over decades, with thousands of furnishers reporting data and virtually all lenders using that data in underwriting. Regulatory uncertainty exacerbates our network effect disadvantage: creditors considering whether to participate face the same regulatory uncertainties as lenders. Without clarity on their legal obligations and protections, creditors may decline to participate. Even if individual lenders were willing to accept ECRID reports, they might hesitate if other lenders in the market are not doing so, as accepting a novel credit report format requires investment in systems, training, and processes.

Lenders may wait for regulatory clarity—and for other lenders to move first—before making that investment. This creates a self-reinforcing cycle where regulatory uncertainty leads to limited adoption, which leads to limited validation, which perpetuates lender skepticism.

ECRID does not originate, fund, or guarantee any loans. ECRID operates solely as a referral platform connecting consumers with participating third-party lenders. All credit decisions, loan terms, and funding are determined exclusively by participating lenders in their sole discretion. ECRID has no control over whether any lender will approve a member's loan application, and there is no guarantee that members will receive financing through the ECRID Lending Referral Program. Participating lenders are independent entities and are not agents, affiliates, or subsidiaries of ECRID.

USE OF PROCEEDS

Assuming the Offering is fully subscribed, the gross proceeds of the offering will be up to \$15,000,000, with the maximum net proceeds being approximately \$14,500,000 after deduction of estimated offering expenses. The amount of the net proceeds will determine how we use them. We have outlined in the table below our current estimates regarding how we will use the proceeds, assuming the maximum offering.

Use	Amount (Assuming Maximum Offering)
Gross Offering Proceeds	\$15,000,000
Legal, Accounting, and Selling Fees	\$500,000
Net Proceeds	\$14,500,000

We anticipate that we will use 100% of the net proceeds of this offering for purposes of investing in advertising, marketing, technology development, and general & administrative expenses.

The foregoing represents our current estimate of allocation of the net proceeds of the offering. This estimate is based on certain assumptions, and the amounts actually expended for each purpose may vary significantly if any of our assumptions prove inaccurate. We reserve the right to change our use of proceeds, as events may cause us to redirect our priorities and reallocate the proceeds accordingly.

DILUTION

"Net tangible book value" is the amount that results from subtracting the total liabilities and intangible assets of an entity from its total assets. "Dilution" is the difference between the offering price of a security such as our common stock and its net tangible book value per share immediately after the offering, giving effect to the receipt of net proceeds in the offering.

Giving effect to the maximum offering at the offering price, current shareholders would receive an immediate increase in net tangible book value and new investors would experience an immediate dilution. An investment in this offering will undergo immediate dilution when compared with our net tangible assets.

BUSINESS DESCRIPTION

Our Company

ECRID is a new, innovative credit bureau and valuation platform, with a lending referral program that gives the public a second chance to establish creditworthiness. ECRID is an enhanced Credit Reporting Bureau organized in a manner to provide consumers immediate access to and review of all credit information reported on them

Overview

As described in the Summary, ECRID's platform combines consumer credit profiles, automated bill-payment rails, and a referral workflow connecting consumers with participating third-party lenders. Unlike the traditional business-to-business-to-consumer model employed by Equifax, Experian, and TransUnion—where creditors report consumer payment information to bureaus without consumer involvement—ECRID operates as a business-to-consumer credit bureau, allowing individuals to enter their own payment data directly. This consumer-controlled model enables members to deal directly with ECRID and make payments through ECRID Bill Pay, giving members control over their ECRID credit history.

The Problem We Address

More than one-third of Americans have credit scores below 601, which is currently deemed to be a low credit score. This adversely affects the ability of persons to achieve many educational, economic, financial, and wealth-building goals, and also prevents them from realizing their buying power and participating fully in commerce. Studies have shown that approximately 70% of the population has some error in their credit reports maintained by the major bureaus, and 25% have serious errors that may result in creditworthy individuals being denied credit or charged higher interest rates.

Today, many credit scores do not accurately reflect the ability of consumers to assume debt risks. Too often, credit scores devalue consumers based on inaccurate or partial information. Traditional credit bureaus operate through a business-to-business-to-consumer (B-to-B-to-C) relationship with all creditors. Creditors on a monthly basis report the consumer's payment information to the three credit bureaus, and the three credit bureaus then make that information available to consumers. Credit bureaus report that information without giving the consumer a chance to review or check the credit report before it affects their creditworthiness. Many underserved individuals—those without credit cards, bank loans, or long credit histories—often remain "credit invisible" under this traditional model.

Our Solution

ECRID will give consumers control of the evaluative process, provide consumers a chance to build a positive payment history, access loans at fair interest rates regardless of past credit challenges, and facilitate full and timely payment of bills in real-time going forward. With ECRID's Credit Reporting System, the platform informs consumers immediately when their credit score changes

so the consumer can respond, identify the cause, and correct the issue before the information becomes a barrier to full and fair credit.

ECRID is a financial data analytics technology company that reports credit data in real-time (B-to-C) through its Bill Pay Portal. The enhanced reporting system used by ECRID gives the creditor the advantage of reviewing information that is accurate and reviewed by the consumer in real-time as the consumer engages in commerce and applies for credit. This shortens the time the consumer and creditor have to wait for loans to be approved in underwriting, putting money into circulation and assisting consumers in a more timely and accurate fashion.

Platform and Products

Consumer Credit Profile and Scoring

We have developed a proprietary consumer credit profile and scoring system designed to capture a member's payment performance across multiple account types.

Comprehensive Credit Data Collection

ECRID requires members to provide comprehensive access to their recurring financial obligations to build a complete and accurate credit profile. To create an ECRID Credit Report, members must add a minimum of four creditors, which may include: rent and mortgage payments; utilities (electric, water, gas, cable, internet); phone bills; credit card payments; personal loans, auto loans, and installment loans; mortgages and home equity obligations; and other recurring bills. Members may add up to ten creditors using our online form.

ECRID's comprehensive data collection model is designed to capture a complete picture of a member's payment performance across multiple account types, including both traditional and non-traditional creditors. This comprehensive approach addresses the concern that selective reporting of only favorable information could create an incomplete or misleading credit profile.

ECRID Scoring Model

ECRID's EQ Score is akin to the Equifax and Experian FICO Score and the TransUnion Vantage Score. The EQ Score is designed to remove fair credit barriers from the 80% of Americans who report being under-valuated by "The Big Three" credit bureaus. ECRID uses a unique scoring model where everyone starts with a 950 ECRID Score, based on four or more verified creditors. The scoring framework is calibrated to a higher ceiling than traditional credit scores and incorporates defined factor categories intended for use in underwriting. The score is updated based on real-time or near-real-time payment and account data received through our platform interfaces.

The score adjusts depending on payment timeliness: Current (0 points lost, 950 score); 8 days late (-25 points, 925 score); 38 days late (-50 points, 900 score); 68 days late (-75 points, 875 score); and 98 days late (-100 points, 850 score).

Data Model and Scoring Framework

ECRID's scoring framework considers multiple weighted components, including debt-to-income signals, external soft-pull attributes (where authorized), installment performance, rental/mortgage history, revolving utilization and payment, and unconventional bill categories. The framework is

designed for lender interpretability, including factor-level explanations and adverse-action mapping where applicable. The current production score and related factor weights may evolve as the platform is enhanced and validated.

Independent Data Verification Through ECRID Bill Pay

ECRID's consumer-controlled model is differentiated from simple self-reporting through our integrated Bill Pay verification system. To maintain their credit score and report, members must pay their creditors through the ECRID Bill Pay portal, which is built into their account dashboard. This mandatory payment processing mechanism provides independent verification of payment data in the following ways:

Funds Flow Verification. When members make payments through ECRID Bill Pay, funds are deposited into ECRID's account and then used to pay the creditors directly. This creates an auditable trail of actual payments made, providing independent confirmation that payments occurred as reported rather than relying solely on consumer assertions. By requiring members to make payments through ECRID Bill Pay—where funds are held in ECRID's account and then disbursed to creditors—ECRID obtains direct confirmation of payment transactions rather than relying on consumer self-reports alone.

Bureau-Grade Data Capture. The platform records payment intent and settlement status, applies standardized "ECRID Due Date" logic, and reports performance to the member's ECRID credit file. These rails are designed to support bureau-grade data capture with timestamps, counterparty references, and categorization across housing agreements, installment loans, revolving credit, and unconventional bills.

Real-Time Payment Tracking. Every day, the member's credit report updates instantly when bills are paid through ECRID, transforming everyday bills into verifiable credit-building tools. The score is updated based on real-time or near-real-time payment and account data received through our platform interfaces.

Collection Agency Verification

ECRID will verify participant payment history by checking with collection agencies to identify any outstanding collections, defaults, or delinquencies that may not have been disclosed by the member. This collection agency verification process helps ensure that ECRID credit reports present a complete picture of the member's payment behavior, including negative payment history that is critical for lenders assessing credit risk. This addresses the concern that consumer-controlled models may lack the negative data reporting that is present in traditional credit bureau systems.

Comparison to Alternative Data Approaches Used by Traditional Bureaus

The major credit bureaus have begun incorporating alternative data sources similar to those ECRID uses (utilities, rent, phone payments), but with a critical difference: they obtain this data directly from the creditors or through consumer-permissioned bank account data, not through consumer self-reporting. For example, Experian Boost allows consumers to add utility and streaming payments to their credit file, but the data is pulled directly from the consumer's bank account rather than self-reported. ECRID's Bill Pay verification model aligns with these industry approaches by requiring that all payments flow through the ECRID platform, creating independent verification of payment data comparable to the bank account data integration used by traditional bureaus.

ECRID Features

Feature	Description
Data Control	Consumers control their own reports by adding creditors and paying bills through the ECRID Portal
Credit Score	The ECRID Score is specific to the ECRID Platform and starts with a perfect score of 950 for consumers with good payment history
Prevented Inaccuracies	Inaccurate information is eliminated because the consumer controls his or her own payments and reporting
Access	Participating third-party lenders may rely on the ECRID Credit Report in their underwriting process, giving a “second chance” to those with lower credit scores. ECRID does not itself, originate, fund or underwrite any loans.
Consumer Valuation	ECRID's valuation includes greater reliance on timely bill payment, what the consumer pays each month, consumer information about debts, and Debt-to-Interest
Consumer Connection	ECRID remains connected with the consumer, monitors payments, notifies them of impending bill payment dates, and of possible shifts in their credit score

Automated Bill Payment and Data Reporting

To create and maintain an ECRID Credit Report, members: (1) Sign up as an ECRID member through the Member Registration page; (2) Add at least four creditors (traditional or non-traditional) to build their credit report; (3) Submit creditor details including creditor name, account number, phone number, address, due date, and monthly payment amount; (4) Use ECRID Bill Pay each month to maintain their score; and (5) The report updates automatically with on-time payments.

Lending Workflow and Marketplace Access

ECRID's lending referral layer functions as a two-sided marketplace connecting consumers with participating third-party lenders. An "apply for loan" pre-qualification module evaluates a member's ECRID credit profile and score, together with lender-specified criteria, to deliver indicative decisions across product pathways including mortgages, auto loans, personal loans, and secured credit cards. Once an ECRID Credit Report is established and maintained through on-time payments, members become eligible for referral to participating lenders through the ECRID Lending Referral Program. ECRID does not originate, fund, or underwrite any loans; all lending decisions and loan origination are made solely by participating third-party lenders in their discretion. ECRID's role is limited to providing credit data, pre-qualification tools, and referral services. Owning assets—especially homes—is one of the most proven and powerful ways underserved individuals can build long-term wealth, and ECRID seeks to facilitate a path from credit building to wealth-producing assets by connecting members with third-party lending opportunities. Certain elements of the lending referral layer are operating on a limited basis; others remain in development, pilot, or regulatory review.

Customers and Go-to-Market

ECRID serves both consumers and financial institutions. Consumers use ECRID to build a credit profile, monitor their score, and access pre-qualification pathways. Participating lenders may use ECRID data, scores, and decisioning tools to assess applicants within their risk frameworks. We anticipate expanding our lender integrations, subject to partner onboarding, diligence, and compliance requirements.

ECRID positions itself as a "second-chance" credit bureau designed to help individuals rebuild or establish credit outside traditional systems, with a particular focus on underserved populations who are often "credit invisible" under the traditional credit bureau model. Key differentiators include:

- Build your own credit history (Members choose the bills that define their creditworthiness);
- Accepts non-traditional creditors (Members can include everyday bills—something the major bureaus generally do not accept);
- High starting score (Everyone starts at 950, and the score only decreases if payments are late, reducing credit barriers for new members);
- Integrated Bill Pay + Credit Reporting (Members pay bills through ECRID and the report updates immediately);
- Referral income (Members may earn \$75 for each new member they refer who purchases a credit report); and
- Lending Referral Program (Members may be referred to participating third-party lenders for home, auto, or personal financing based on their ECRID Credit Report; ECRID does not originate or fund loans)

Target Market

ECRID's consumer base includes all Americans, but we particularly target consumers who are underserved by the traditional credit system. More than one-third of Americans have credit scores below 601. ECRID is designed to seize a large share of the 80% of Americans who report being disenchanted with "The Big Three," as well as consumers who are under-banked and under-served, including people from rural and remote America, reservations, and urban areas in zip codes that are often not well served by top-tier banks and lending entities. The community-based ECRID Financial Centers and place-based Kiosks will be convenient and secure for consumers in diverse communities.

Partners and Integrations

The ecosystem contemplates integrations with U.S. financial institutions and service providers to support payment processing, identity verification, risk assessment, and credit product fulfillment. Any specific banking or program-manager relationships will be disclosed as and when definitive agreements are executed and operationalized. We have the authority to enter into joint ventures, general partnerships, and other alliances. We would not enter into any such arrangements unless they were consistent with our investment policies and would enhance our profitability.

Competition

We compete across adjacent sectors: (i) consumer credit data and scoring providers, (ii) bill-payment and data aggregation platforms, and (iii) consumer-lending marketplaces and loan referral platforms. We believe ECRID's integrated position—combining data capture, scoring, and lending referral workflows—differentiates the platform; however, many competitors are larger, better capitalized, and more established. Traditional credit bureaus (Equifax, Experian, and TransUnion) operate within a well-established legal and regulatory framework centered on the Fair Credit Reporting Act (FCRA), benefiting from decades of network development with thousands of furnishers reporting data and virtually all lenders using that data in underwriting.

Government Regulation

Because ECRID's activities touch consumer reporting, payments, and lending referral facilitation, our operations implicate a range of federal and state laws and regulations. We are building our compliance program to address applicable requirements, which may include consumer reporting, unfair/deceptive acts and practices, privacy and data security, payments and money transmission, fair lending and adverse action, and state lending or brokering regimes, among others. The scope of regulation depends on specific product design and partner arrangements and may evolve as we expand our ecosystem.

Consumer Reporting Regulation

Traditional credit bureaus operate within a framework centered on the Fair Credit Reporting Act (FCRA), which provides for accuracy requirements, dispute resolution mechanisms, civil liability for willful or negligent violations, and regulatory oversight by the Consumer Financial Protection Bureau (CFPB) and Federal Trade Commission (FTC). ECRID's model, which allows members to add their own creditor information, raises questions regarding whether ECRID constitutes a

"consumer reporting agency" under the FCRA, what accuracy standards apply to self-reported data, and what consumer protections apply under law as opposed to contractual terms.

Fair Credit Reporting Act Compliance

ECRID recognizes that its activities touch consumer reporting, payments, and lending facilitation, and therefore implicate a range of federal and state laws and regulations, including the Fair Credit Reporting Act (FCRA). To address regulatory requirements and provide lenders with confidence in ECRID data, ECRID is implementing the following compliance measures:

Voluntary FCRA Compliance. ECRID is committed to complying with FCRA requirements to provide lenders with assurance that ECRID data meets recognized accuracy and dispute resolution standards. This includes:

Reasonable Accuracy Procedures. ECRID is developing and documenting procedures to ensure "maximum possible accuracy" of consumer credit data, adapted for our verified bill-pay model. Under Section 607(b) of the FCRA, consumer reporting agencies are required to "follow reasonable procedures to assure maximum possible accuracy" of the information included in consumer reports.

Dispute Resolution Mechanisms. ECRID is establishing formal processes for consumers to dispute information and for ECRID to investigate and correct inaccuracies. Consumers have the right to dispute inaccurate information, which triggers mandatory investigation.

Consumer Disclosure Rights. ECRID will provide consumers with the right to obtain their credit files, know who has accessed their reports, and receive free annual disclosures consistent with FCRA requirements.

Permissible Purpose Requirements. ECRID will furnish consumer reports only to parties with a permissible purpose, such as credit transactions, employment, insurance, or other permitted uses.

Adverse Action Notices. ECRID's scoring framework is designed for lender interpretability, including factor-level explanations and adverse-action mapping to ensure lenders using ECRID data can provide proper adverse action notices when credit is denied.

Fraud Alert and Credit Freeze Capabilities. ECRID will allow consumers to place fraud alerts or credit freezes on their files consistent with FCRA consumer protections.

Additional Compliance Measures

ECRID is also pursuing the following pathways to address regulatory uncertainty and build lender confidence:

Third-Party Certification. ECRID may seek certification or audit by an independent third party attesting to its data quality procedures and compliance practices.

Regulatory Engagement. ECRID may seek formal guidance from the Consumer Financial Protection Bureau (CFPB) or Federal Trade Commission (FTC) on its regulatory status, providing clarity to lenders and consumers.

State Licensing. ECRID will obtain state licenses where required, demonstrating regulatory accountability in jurisdictions that have laws governing credit reporting agencies.

GSE Recognition. ECRID may work with the Federal Housing Finance Agency (FHFA) and the government-sponsored enterprises (GSEs) to evaluate whether ECRID reports could be accepted for certain loan programs, which would provide federal regulatory endorsement.

Regulatory Oversight

ECRID acknowledges that credit bureaus are subject to oversight by multiple federal agencies, including the Consumer Financial Protection Bureau (CFPB), which has supervisory authority over larger consumer reporting agencies and can bring enforcement actions for violations of consumer financial protection laws, and the Federal Trade Commission (FTC), which shares enforcement authority over credit reporting practices.

ECRID is building its compliance program to address applicable requirements and to ensure that its operations comply with consumer reporting obligations, unfair/deceptive practices prohibitions, privacy and data security requirements, payments and money transmission laws, fair lending and adverse action requirements, and state lending or brokering regimes where applicable.

Government-Sponsored Enterprise and Federal Program Requirements

A significant portion of residential mortgage lending in the United States flows through government-sponsored enterprises (GSEs) like Fannie Mae and Freddie Mac, which have specific requirements for credit data accompanying loans they purchase. ECRID has urged the Federal Housing Finance Agency (FHFA), which oversees the GSEs, to appeal to Congress to mandate that lenders include ECRID Credit Reports. Without GSE recognition, lenders originating conforming mortgages cannot rely on ECRID reports for those loans, limiting ECRID's utility in the largest segment of consumer lending. Similarly, loans guaranteed by the Federal Housing Administration (FHA), Department of Veterans Affairs (VA), and other government programs have specific credit documentation requirements that likely do not currently include ECRID reports.

Development Status

Elements of the ECRID platform are live; others remain under development, in pilot, or subject to partner onboarding and regulatory review. References in this Business Description to anticipated functionality, product offerings, scoring methodologies, partner integrations, or market adoption are forward-looking and subject to change. We will update our disclosures as material milestones are achieved.

PLAN OF OPERATIONS

Currently our operations have completed Phase 1 of our business model and we are now ready to initiate Phase 2 in full force. In order to succeed and meet our business objectives, adequate funding must be obtained to ensure the growth of our business.

Phase 2 Objectives and Customer Acquisition Strategy

We intend to expand our company's customer base in 2026 through marketing and advertising on Streaming TV, Podcast, print media, and social media to reach revenues to projected EBITDA. Our marketing strategy is designed to reach consumers who are underserved by traditional credit systems—those without credit cards, bank loans, or long credit histories who often remain "credit invisible" under the traditional credit bureau model. To achieve our investment objectives, we will need to expand our consumer base distribution, and we cannot guarantee that we will succeed in expanding and reaching all consumer bases in our targeted timeframe.

All Americans, and those around the world, constitute the ECRID consumer base. Our platform will also be accessible to business professionals who are frequently on the move, traveling between meetings and events, as well as consumers seeking "a second chance" to increase their credit score and maintain good-to-excellent credit. ECRID's financial data analytics technology reports credit data in real-time, and the software is accessible to Artificial Intelligence software and other applications, positioning ECRID as an innovative credit and lending ecosystem for the next generation of consumers.

Use of Proceeds and Resource Allocation

Assuming that the maximum number of Common Shares have been sold in the offering, after the closing of the offering, we will start incurring general and administrative expenses, such as salaries and office expenses. We anticipate using 100% of the net proceeds of this offering for purposes of investing in advertising, marketing, and General & Administration.

The table below outlines our current estimates regarding how we will use the proceeds, assuming the maximum offering:

Category	Amount Assuming Maximum Offering
Gross offering proceeds	\$15,000,000
Legal, accounting, and selling fees	\$500,000
Net proceeds	\$14,500,000

The foregoing represents our current estimate of allocation of the net proceeds of the offering. This estimate is based on certain assumptions, and the amounts actually expended for each purpose may vary significantly if any of our assumptions prove inaccurate. We reserve the right to change our use of proceeds as events may cause us to redirect our priorities and reallocate the proceeds accordingly. Some investors in this offering may be introduced to us by finders, to whom we would

be required to pay a finder's fee, which would reduce the net proceeds that we receive in this offering.

Platform Development and Product Roadmap

Elements of the ECRID platform are currently live in a pilot program, while others remain under development – including portions of the lending referral lawyer - or subject to partner onboarding and regulatory review. Our platform combines (i) a consumer credit profile and proprietary scoring framework, (ii) automated bill-payment and data reporting rails, and (iii) a lending referral program that provides pre-qualification and access to multiple credit products.

ECRID's lending layer is designed to function as a two-sided marketplace that connects consumers with participating lenders. Product pathways contemplated by the platform include mortgages, auto loans, personal loans, and secured credit cards offered through platform partners. Certain elements of the lending layer are operating on a limited basis, while others remain in development, pilot, or regulatory review.

Partner and Lender Integration Strategy

The ecosystem contemplates integrations with U.S. financial institutions and service providers to support payment processing, identity verification, risk assessment, and credit product fulfillment. Any specific banking or program-manager relationships will be disclosed as and when definitive agreements are executed and operationalized. We anticipate expanding our lender integrations, subject to partner onboarding, diligence, and compliance requirements.

Regulatory Compliance Development

Because ECRID's activities touch consumer reporting, payments, and lending facilitation, our operations implicate a range of federal and state laws and regulations. We are building our compliance program to address applicable requirements, which may include consumer reporting, unfair/deceptive acts and practices, privacy and data security, payments and money transmission, fair lending and adverse action, and state lending or brokering regimes, among others. The scope of regulation depends on specific product design and partner arrangements and may evolve as we expand our ecosystem.

Contingency Planning

If we are unable to raise substantial funds, we will be limited in the number of consumers we intend to distribute the ECRID Platform to, and the value of your investment in us will fluctuate with the performance of the specific consumer markets we penetrate. This offering is not subject to a minimum, so the proceeds of this offering may be substantially less than the amount we would need to achieve a broadly diversified consumer base. As a result, we would advertise to fewer consumers who need our service, resulting in less diversification in terms of the number of ECRID members and in the geographic regions in which our consumers are located.

If we are unable to promptly reach all consumers, we will hold funds intended for advertising or marketing in an interest-bearing account or invest them in short-term, investment-grade investments. In addition, our inability to raise substantial funds would increase our fixed operating expenses as a percentage of gross income, and our financial condition could be adversely affected.

Financial Statements

ECRID, Inc. is currently in the process of preparing its financial statements in connection with its regulatory filings. The Company intends to become current in its filings with the applicable securities regulatory authorities as part of its plan to re-enlist on the OTC Market. In the near future, ECRID intends to become a public reporting company, although no specific timeline for this milestone has been established. As part of this process, ECRID will need audited financial statements for the fiscal years ended December 31, 2024 and December 31, 2025.

ECRID shares have previously been registered under the Securities Act of 1933, with shares intended to trade over the counter under the stock symbol ECDD. Historically, the Company's exit strategy contemplated publicly trading its common stock on the OTC Bulletin Board, subject to meeting government and regulatory requirements to operate as a publicly traded corporation. However, the financial statements for the missing periods are currently in the process of being audited. Once ECRID becomes current with its filings and audits are complete, the Company expects to re-establish its public trading status.

OFFICERS AND DIRECTORS

Currently, the party below constitutes our board of directors and our executive officers:

Name	Position
Cleveland Gary	Founder, Chairman, Director, President & CEO
Lezlie Baskerville	Director
Kenneth Boyle	Director
Joyce Mehlman	Director

Cleveland Gary

Cleveland Gary has served as the President and Chief Executive of Eclid Inc. since October 2010 and is the company's founder. Mr. Gary is a seasoned entrepreneur, investor, and former professional athlete with extensive experience in corporate management and business development. He is the founder and CEO of Gary Holdings, Inc., where he focuses on building value in various business enterprises and managing investment portfolios. Previously, Mr. Gary served as President, CEO, CFO, and Director of Healthway Shopping Network, Inc., and was the Chief Executive Officer of Nu-Life Medical & Surgical Supplies, Inc. from 1996 to 2002. His background includes experience in the financial sector, including investment banking.

Before his business career, Mr. Gary was a standout collegiate athlete at the University of Miami, where he was a first-team All-American (1988) and contributed to the 1987 national championship team. He was selected in the first round (26th overall) of the 1989 NFL Draft by the Los Angeles Rams, playing five seasons in the NFL and leading the league in touchdowns in 1990.

Mr. Gary holds an undergraduate degree from Miami University. He has also been involved in professional football management, serving as a registered agent and owner in the National Indoor Football League.

Lezli Baskerville

Attorney Lezli Baskerville is a distinguished constitutional lawyer, accomplished senior executive, author, and recognized expert in education and economic policy, equity, empowerment, and closing the wealth gap in America. Her lifetime of service has been punctuated by moving under-banked and underserved populations from the margins to the mainstream, and "upstream." As CEO and Counsel for the National Association for Equal Opportunity in Higher Education (NAFEO), Baskerville served as lead counsel in cases in eight states challenging the disparities in funding between public historically white colleges and universities, and public historically black colleges and universities. Attorney Baskerville served for two decades on the U.S. HBCU Capital Financing Board. She was Commissioner on the *Presidential Advisory Commission on Advancing Educational Equity, Excellence, and Economic Opportunity*. Attorney Baskerville was Founder

and Managing Partner of The Baskerville Group, for ten years. She also served as an Administrative Appeals Judge in the District of Columbia, Appellate Counsel at the Lawyers Committee for Civil & Economic Rights Under Law, Senior Advisor to the Chair of the Banking, Finance, and Urban Affairs Committee of the United States House of Representatives, and Senior Advisor to the Chair of the House Budget Committee.

Attorney Baskerville is a US Presidential Lifetime Achievement Honoree.. *She* holds a Bachelor of Arts Degree, with honors, from Douglass College, Rutgers University, and is an inductee in the Douglass College Hall of Fame. She holds a law degree, with honors, from Howard University School of Law, and received the Lifetime Achievement Award from Howard School of Law. She is a Harvard Business School (HBS) Advanced Leadership Fellow, and a Northwestern University Kellogg Executive Education Governance Fellow. She is recognized by *The History Makers* as a Distinguished Lawmaker.

Kenneth Boyle

Kenneth Boyle is a founder and strategic operator with more than 15 years of experience across banking systems, payments, fintech infrastructure, and regulated business operations. He has been a key driver behind the technical, operational, and strategic development of BSC Card Services. A U.S. Army veteran, he is known for disciplined execution, sound judgment, loyalty, and a mission-focused approach to building durable businesses and long-term value.

Joyce Mehlman

I am a banking professional with over 45 years of experience concentrated in Operations, Compliance, Vendor Management and Project Management. I have worked for banks of all sizes, both domestic and international, and across all areas and products including Bank of America, Wells Fargo, US Bank, BNPParibas and Ally Bank. I have been working with startups since joining Bancorp Bank in 2005 as their COO where my team supported Operations, Compliance, Customer Service, Risk, New Account Opening, Wire/ACH processing and Fintech oversight for audit purposes. While at Bancorp my team worked to launch the very first FinTech and was the main backend systems/bank for all HSAs through BCBS and United Healthcare. I was also a member of the Bank's Risk Oversight Committee and was responsible for all Regulatory and ACH audit support.

Upon leaving Bancorp Bank in 2011 I formed my own consulting company, iLEX Consulting Group, and to date I have worked with over 65 programs and 14 banks helping them launch programs and build out the oversight needed to support them. The iLEX team specializes in supporting all Compliance, Risk & Fraud Oversight, Third-party Oversight, Back Office, Dispute Management and Customer Service functions for the Fintechs they partner with including the development of all required policies, procedures, CS related macros and FAQs and Dispute communications.

I love to mentor and have been a part of QC Fintech for many years and recently began mentoring with Nashville EC. I was named to the list of top 50 Inspiring Women in Fintech by the NYC Fintech Women organization for both 2019 and 2022. I also lead webinars and bootcamp classes in partnership with the Innovative Payment Association and other partners.

In 2024 I co-founded and remain a shareholder of Spidr, Inc. which is a technology platform that supports a unified API platform for Fintechs, SMBs and even Fortune 100 and 500 companies to connect to the vendors they need to offer payments and cards. We recently launched our first client in production with our APIs and have over 12 more in the sales queue. I hold the position of COO/President and manage Ops, HR, Marketing/Sales, Finance.

CAPITALIZATION

Below is a table showing our capitalization, assuming the maximum offering:

	Common Shares	% Ownership After Issuance of Common Stock
Cleveland Gary	390,000,000	
Shares outstanding after offering	447,000,000	

DESCRIPTION OF SECURITIES AND AUTHORIZED CAPITAL

Below is a summary of the principal terms of our capital stock:

Common Stock

We are authorized to issue 700,000,000 shares of common stock, par value \$0.000001 per share. There are currently outstanding 437,000,000 shares of our common stock. The common stock is entitled to one vote per share.

Options and Warrants

As of the date of this memorandum, we have issued no options nor any securities exercisable for shares of our common stock.

Preferred Stock

Cleveland Gary owns 50,000,000 shares of Preferred Stock.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Our certificate of incorporation provides that none of our directors will be personally liable to us or any of our shareholders for monetary damages for breach of a fiduciary duty as director, except liability for any of the following acts: (i) Breach of their duty of loyalty to us or our shareholders, (ii) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law and (iii) unlawful payments of dividends or unlawful stock repurchases or redemptions.

Our bylaws provide that we will indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any lawsuit by reason of the fact that that person is or was a director, officer, or employee of our company or serves or served at our request as a director, officer, or employee of any other enterprise.

LIMITATIONS ON TRANSFER OF SHARES

The shares included in this offering have not been registered with the Securities Exchange Commission under the Securities Act; they are exempt from registration under Rule 506(c) of Regulation D of the Securities Act. The shares are subject to a restriction on resale, and that restriction will be marked on the face of any certificate representing any such shares. Accordingly, an investment in our shares should be considered highly illiquid.

The availability of an exemption under the Securities Act is also dependent, in part, upon the "investment intent" of the investors, and the exemptions would not be available if any investors were purchasing the shares with a view toward redistribution. Accordingly, each investor, when executing the subscription agreement, will be required to acknowledge that the investor's purchase is for investment, for the investor's sole account, and without any view toward the sale or other disposition.

OFFERING

Plan of Distribution

We are offering for sale up to _____ Shares at an offering price of \$1.00 per Share. We intend to accept subscriptions for these Shares up to and including June 30, 2026, although we reserve the right in our sole discretion to extend the Offering without notice for an additional period of up to 120 days (the "Offering Expiration Date").

At the time of purchase, each potential investor will be required to execute and deliver to us a Subscription Agreement, in the form attached this Memorandum as **Exhibit** __, together with a check for the full purchase price of the purchased Shares payable to "Ecrid Inc." We reserve the right to reject a subscription for any reason. There is no minimum number of Shares that must be sold in this Offering, and the subscription proceeds will not be held in escrow. The minimum number of Shares that each investor may purchase is 27,500 Shares (\$25,000), with a minimum of 1,100 Shares thereafter (\$1,000 increments).

The Shares are being offered on our behalf on a "best efforts" basis. We will not pay any selling commissions to our officers, directors or employees in connection with their offers and sales of the Shares. The Company plans to offer and sell the Shares through its officers, directors and employees who will not be separately compensated for the success of their efforts relating to the Offering. The Company also reserves the right to sell the Shares through FINRA registered broker-dealers, who will be allocated a commission of up to 7% of the offering price of the Shares sold.

SUBSCRIPTION PROCEDURES

Requirements for Private Placement

Our shares are being offered under an exemption from registration provided in Section 4(a)(2) of the Securities Act and Rule 506(c) of Regulation D promulgated thereunder.

Except as provided by the securities laws of certain states, a subscription is irrevocable and may be accepted on our behalf by being countersigned by an authorized officer. We have the absolute right to reject any subscription that is tendered. If we reject a subscription, we will promptly return to that subscriber, without interest or deduction, all amounts paid to us, together with all related documents duly canceled.

Each investor must be at least 21 years of age and must represent, by executing the subscription agreement, that it is acquiring our shares for its own account for investment, without any intention to resell, distribute, or in any way transfer or dispose of its interest in our company.

Each investor, by signing the subscription agreement, will agree to indemnify us and our officers, affiliates, and shareholders against any loss, damage, or liability, including reasonable attorneys' fees, that any of them sustains arising out of any misrepresentation made in, or breach of any obligation in, the subscription agreement (including the offeree questionnaire) or any other document delivered by the investor to us in connection with the offering or in connection with the resale or redistribution of any of our shares by that investor in violation of the Securities Act or any applicable state securities law.

Accredited Investor Requirements

Investing in our shares is suitable only for investors who qualify as "accredited investors." In order to qualify as an accredited investor, an investor must represent that it comes within any one of the categories of accredited investors stated in Rule 501(a) of Regulation D promulgated under the Securities Act, including without limitation any one of the following:

- Any natural person whose individual net worth (or joint net worth with his spouse) exceeds \$1,000,000 at the time of purchase (excluding the value of the primary residence).
- Any natural person who had an individual income in excess of \$200,000 or joint income with his or her spouse in excess of \$300,000 in each of the two most recent years and who reasonably expects to reach the same income level in the current year.
- Any entity in which all of the equity owners are accredited investors under the first or second bullet-point above.
- An organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, a corporation, a Massachusetts or similar business trust, or a partnership, in each case not formed for the specific purpose of acquiring the securities being offered, and with total assets in excess of \$5,000,000.
- A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities, whose purchase is directed by a person who, either alone or with a purchaser representative, has such knowledge and experience in business and financial matters that he is capable of evaluating the merits and risks of the prospective investment.

- A bank, as defined in Section 3(a)(2) of the Securities Act, acting in its fiduciary capacity as a trustee or subscribing for the purchase of securities being offered on its own behalf.

Verification of Accredited Investor Status

In connection with any sale of securities under Rule 506(c) of Regulation D, we will take reasonable steps to verify that each purchaser is an accredited investor, which are described in detail in Exhibit __ to this Memorandum. Such verification may include, but is not limited to, reviewing documentation such as tax returns, bank statements, brokerage statements, credit reports, or written confirmations from a registered broker-dealer, SEC-registered investment adviser, licensed attorney, or certified public accountant that such person or entity has taken reasonable steps to verify that a purchaser is an accredited investor within the prior three months.

Payment and Documents

In order to purchase any of the shares being offered, an investor must complete and sign the subscription agreement that is attached to this memorandum as Exhibit A and return the original to:

ECRID, Inc. 1320 SE Federal Hwy. Suite 215 Stuart, FL 34994

Payment can be made by (1) a personal check, cashier's check, or money order or (2) electronic funds transfer (bank wire). Whichever method is used, it should be for the full purchase price of \$1.00 per share.

1. Make any personal check, cashier's check, or money order payable to "ECRID, Inc."
2. Send the check to ECRID, Inc., 1320 SE Federal Hwy., Suite 215, Stuart, FL 34994.
3. Instructions for electronic funds transfer are available on request.

AVAILABLE INFORMATION

We will make available or disclose to any prospective investor any documents or information concerning our company that a prospective purchaser reasonably requests to inspect or have disclosed to that investor, subject in appropriate circumstances to receipt by us of reasonable assurances that any such documents or information will be maintained in confidence.

If you require additional information or have any questions, please contact ECRID Corporate at (800) 380-9096.

CONFIDENTIALITY

This document contains information that is proprietary to us and our subsidiaries. It discusses our trade and business secrets and is intended for use only by the party to whom it is transmitted by our employees or agents, and only for the purpose of permitting any such persons to decide whether to purchase our shares. This document may not be reproduced in whole or in part or

EXHIBIT A:
SUBSCRIPTION AGREEMENT

[To be attached]

Exhibit C

Verification of Accredited Investor Status

Overview

In connection with any sale of securities in this offering pursuant to Rule 506(c) of Regulation D under the Securities Act of 1933, as amended (the "Securities Act"), the Company is required to take reasonable steps to verify that each purchaser of securities is an "accredited investor" as defined in Rule 501(a) of Regulation D. Unlike offerings conducted under Rule 506(b), which permit issuers to rely solely on investor self-certification, Rule 506(c) offerings require affirmative verification of accredited investor status as a condition to the exemption from registration.

The Company will only sell securities in this offering to investors who qualify as accredited investors under Regulation D. Each prospective investor must complete and sign the Subscription Agreement (including the Offeree Questionnaire attached as Exhibit A) and provide verification documentation as described below.

Verification Methods for Natural Persons

For natural persons seeking to qualify as accredited investors based on **individual income**, the Company will verify accredited investor status by reviewing any Internal Revenue Service form that reports income, including Form W-2 (Wage and Tax Statement), Form 1099 (various types), Schedule K-1 of Form 1065 (Partner's Share of Income), or filed Form 1040 (U.S. Individual Income Tax Return) with schedules, for the two most recent years, together with a written representation from such person that he or she has a reasonable expectation of reaching the requisite income level in the current year (individual income in excess of \$200,000 in each of the two most recent years or joint income with spouse in excess of \$300,000 in each of those years).

For natural persons seeking to qualify as accredited investors based on **net worth**, the Company will verify accredited investor status by reviewing one or more of the following types of documentation dated within the prior three months:

Asset Documentation: Bank statements, brokerage statements, certificates of deposit, tax assessments, or appraisal reports issued by independent third parties reflecting the value of assets.

Liability Documentation: A consumer report from at least one of the nationwide consumer reporting agencies; and for any liability not reflected on such consumer report, a written representation from the prospective purchaser that all liabilities necessary to make a determination of net worth have been disclosed.

The threshold for net worth qualification is individual net worth (or joint net worth with spouse) exceeding \$1,000,000 at the time of purchase, excluding the value of the investor's primary residence.

Verification Methods for Entities

For entities seeking to qualify as accredited investors, the Company will verify accredited investor status through review of documentation appropriate to the type of entity:

For corporations, partnerships, limited liability companies, or business trusts: Documentation evidencing that the entity (i) was not formed for the specific purpose of acquiring the securities offered, and (ii) has total assets in excess of \$5,000,000, which may include audited or unaudited financial statements, tax returns, or bank and brokerage statements.

For trusts: Documentation evidencing that the trust (i) has total assets in excess of \$5,000,000, (ii) was not formed for the specific purpose of acquiring the securities offered, and (iii) the purchase is directed by a person with such knowledge and experience in financial and business matters that such person is capable of evaluating the merits and risks of the prospective investment.

For entities in which all equity owners are accredited investors: Verification that each equity owner qualifies as an accredited investor under any applicable category of Rule 501(a).

For registered broker-dealers, banks, insurance companies, investment companies, or employee benefit plans: Documentation evidencing registration, licensing, or qualification under applicable law, together with evidence of assets in excess of applicable thresholds where required.

Third-Party Verification

As an alternative to the verification methods described above, the Company may accept written confirmation from a registered broker-dealer, an investment adviser registered with the Securities and Exchange Commission, a licensed attorney, or a certified public accountant that such person or entity has taken reasonable steps to verify that a purchaser is an accredited investor within the prior three months and has determined that such purchaser is an accredited investor.

Principles-Based Verification

The Company reserves the right to use a principles-based approach to verification, taking into account the nature of the purchaser and type of accredited investor claimed, the amount and type of information that the Company has about the purchaser, and the nature of the offering, including the manner in which purchasers were solicited, the minimum investment amount, and other relevant factors. The steps taken to verify accredited investor status will be reasonable in light of such factors and the specific circumstances of each prospective purchaser.

Accredited Investor Verification Form (Entity)

VERIFICATION OF ACCREDITED INVESTOR STATUS UNDER RULE 506(c)

To be completed by the verifying party (registered broker-dealer, SEC-registered investment adviser, licensed attorney, or certified public accountant)

SECTION 1: VERIFYING PARTY INFORMATION

Field	Information
Name of Verifying Party:	_____
Firm Name:	_____
Business Address:	_____
City, State, ZIP:	_____
Telephone:	_____
Email:	_____

Verifying Party Status (check one):

- Registered Broker-Dealer (CRD No.: _____)
- SEC-Registered Investment Adviser (SEC File No.: _____)
- Licensed Attorney (State(s) of Licensure: _____; Bar No.: _____)
- Certified Public Accountant (State(s) of Licensure: _____; License No.: _____)

SECTION 2: PROSPECTIVE INVESTOR INFORMATION

Field	Information
Name of Prospective Investor (Entity):	_____
Type of Entity:	_____
State/Jurisdiction of Formation:	_____
Principal Business Address:	_____

City, State, ZIP:	_____
Authorized Representative Name:	_____
Title of Authorized Representative:	_____

SECTION 3: ACCREDITED INVESTOR CATEGORY

I have taken reasonable steps to verify that the prospective investor named above qualifies as an "accredited investor" as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended, under the following category (check all that apply):

- (a) A bank as defined in Section 3(a)(2) of the Securities Act, acting in its individual or fiduciary capacity
- (b) A savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act
- (c) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934
- (d) An insurance company as defined in Section 2(a)(13) of the Securities Act
- (e) An investment company registered under the Investment Company Act of 1940
- (f) A business development company as defined in Section 2(a)(48) of the Investment Company Act of 1940
- (g) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958
- (h) A plan established and maintained by a state, its political subdivisions, or any agency or instrumentality thereof, for the benefit of its employees, with total assets in excess of \$5,000,000
- (i) An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if (A) the investment decision is made by a plan fiduciary that is a bank, savings and loan association, insurance company, or registered investment adviser, or (B) the plan has total assets in excess of \$5,000,000, or (C) it is a self-directed plan with investment decisions made solely by accredited investors
- (j) A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940

(k) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000

(l) A 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

(m) An entity in which all of the equity owners are accredited investors

(n) Other (specify category under Rule 501(a)): _____

SECTION 4: VERIFICATION STEPS TAKEN

I have taken the following reasonable steps to verify the accredited investor status of the prospective investor (check all that apply):

Reviewed organizational documents (e.g., certificate of incorporation, partnership agreement, operating agreement, trust agreement)

Reviewed audited or unaudited financial statements

Reviewed federal income tax returns

Reviewed bank and/or brokerage statements

Reviewed third-party documentation evidencing total assets

Obtained written representations from authorized officers regarding assets and formation purpose

Verified registration, licensing, or regulatory status with applicable authority

Verified accredited investor status of all equity owners (for entities qualifying under category (m))

Other steps taken (describe): _____

SECTION 5: CERTIFICATION

I hereby certify and confirm that:

1. I am a [registered broker-dealer / SEC-registered investment adviser / licensed attorney / certified public accountant] (circle one) duly registered or licensed and in good standing in the applicable jurisdiction(s).

2. Within the three (3) months immediately preceding the date of this certification, I have taken reasonable steps to verify that the prospective investor identified in Section 2 is an "accredited investor" as defined in Rule 501(a) of Regulation D under the Securities Act of 1933, as amended.
3. Based on my review and verification, I have determined that the prospective investor qualifies as an accredited investor under the category or categories indicated in Section 3 above.
4. I understand that the Company will rely on this certification in connection with its sale of securities to the prospective investor under Rule 506(c) of Regulation D.
5. I have no reason to believe that the prospective investor does not qualify as an accredited investor or that any information provided to me in connection with this verification is false or misleading.

SIGNATURE

Signature:	_____
Print Name:	_____
Title:	_____
Date:	_____

FOR COMPANY USE ONLY

Field	Information
Date Received:	_____
Reviewed By:	_____
Approved:	<input type="checkbox"/> Yes <input type="checkbox"/> No
Notes:	_____