

# Otis Wealth, Inc.

## Communication Disclaimer

Last Updated on June 25, 2020

This disclaimer is deemed to be incorporated by reference in its entirety into any social media communication, advertisement, email or other communication or disclosure which contains the link, "[www.withotis.com/disclaimer](http://www.withotis.com/disclaimer)" (each, a "**Communication**").

Any Communication and the subject matter contained within it does not constitute an offer to sell, or solicitation to purchase, any securities.

### Offerings in Otis Gallery and Otis Collection

Through the platform and mobile app (the "**Otis Platform**") operated by Otis Wealth, Inc. (the "**Manager**"), Investors are able to acquire membership interests in series of Otis Gallery LLC, a Delaware series limited liability company ("**Otis Gallery**"), and Otis Collection LLC, a Delaware series limited liability company ("**Otis Collection**" and together with Otis Gallery and any other affiliate or subsidiary of the Manager to be formed, a "**Company**," and, collectively, the "**Companies**"). The use of the word "share" or "stock" in any Communication refers to membership interests in a series of a Company. Each offering of membership interests in each series of a Company is defined herein as an "**Offering**" and is subject to its own private placement memorandum (each, a "**Memorandum**") or offering circular (each, an "**Offering Circular**"), as the case may be. These important documents are available via the Otis Platform in the "Additional Resources" section for each Offering, by requesting a copy by emailing [hello@otiswealth.com](mailto:hello@otiswealth.com) or, in the case of an Offering Circular, publicly via the U.S. Securities and Exchange Commission (the "**SEC**") EDGAR service, and should be read by all investors prior to acquiring any membership interests.

The Companies are structured as Delaware series limited liability companies that issue different series of interests specific to one or more pieces of art, sneakers or other collectibles. Each series of interests is not a separate legal entity, but is intended to segregate assets, liabilities, profits and taxes pertaining to the underlying assets from each other series of interests (which may own other assets). Each Offering entitles a person to acquire an ownership interest in a series of a Company and not, for the avoidance of doubt, in (i) a Company, (ii) any other series of a Company other than the series of interests subject to the Offering at that time, (iii) the Manager, (iv) the Otis Platform or (v) any asset held by each series of the Company.

Each Offering is being conducted (i) pursuant to Rule 506(c) of the Securities Act of 1933, as amended (the "**Securities Act**"), or pursuant to Tier 2 of Regulation A of the Securities Act; (ii) only through a Memorandum or Offering Circular; and, (iii) with respect to Offerings conducted pursuant to Tier 2 of Regulation A of the Securities Act, exclusively through a broker-dealer (a) registered with the SEC and other necessary state or other regulators (and only in such states

where such broker-dealer is registered) and (b) a member of the Financial Industry Regulatory Authority, Inc. and the Securities Investor Protection Corporation. Membership interests offered under Rule 506(c) are being offered and sold only to “accredited investors” within the meaning of Rule 501 of Regulation D under the Securities Act, pursuant to a Memorandum and related subscription documents. Individuals are accredited investors only if they meet certain minimum net worth or sustained annual income thresholds. Entities are accredited investors only if they hold assets of at least \$5 million or are completely owned by accredited investors. Other membership interests are being offered and sold to “qualified investors” under Tier 2 of Regulation A of the Securities Act, pursuant to an Offering Circular qualified by the SEC. Even so, each investor must rely on its own examination of the applicable Company, the series, the interests, the underlying asset(s) of the series and the terms of the Offering, including the risks and merits involved, before making any investment.

From time to time, the Company may conduct “testing the waters” campaigns to gauge market demand from potential investors for an Offering under Tier 2 of Regulation A of the Securities Act. No money or other consideration will be solicited, and if sent in response, it will not be accepted. No sales of securities will be made or commitment to purchase accepted until qualification of the Offering Circular by the SEC and approval of any other required government or regulatory agency. An indication of interest made by a prospective investor is non-binding and involves no obligation or commitment of any kind. Any offer to buy securities may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. No offer to buy securities can be accepted and no part of the purchase price can be received without an Offering Circular that has been qualified by the SEC, which we urge prospective investors to read carefully. A copy of the most recent version of the Offering Circular may be obtained by (i) contacting the Manager at 335 Madison Ave, 16th Floor, New York, NY 10017 or emailing [hello@otiswealth.com](mailto:hello@otiswealth.com); (ii) via the Otis Platform in the “Additional Resources” tab for each Offering; and/or (iii) online using the SEC EDGAR Service, at [this link for Otis Gallery](#) or [this link for Otis Collection](#), as applicable.

No Offering is being made in any jurisdiction where such an offer or solicitation is not lawful or is prohibited or, if applicable, where the broker-dealer through which any such Offering is being conducted is not registered. Each Offering is made pursuant to an exemption from the registration requirements of the Securities Act and certain state securities laws. Otis Gallery and Otis Collection are subject to the informational reporting requirements of the Securities Exchange Act of 1934, as amended, that are applicable to Tier 2 companies of which securities are qualified pursuant to Regulation A and, accordingly, must file annual reports, semiannual reports and other information with the SEC. In addition, Otis Gallery and Otis Collection plan to provide holders of membership interests with periodic updates, including Offering Circulars, amendments and supplements to Offering Circulars, information statements and other information.

The Company is not registered as an investment company under the Investment Company Act of 1940, as amended (the “**Investment Company Act**”), and the membership interests do not have the benefit of the protections of the Investment Company Act. Furthermore, the Manager is not registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the “**Investment Advisers Act**”), and the members of the Company will not have the benefit of the protections of the Investment Advisers Act.

Neither the SEC nor any state securities commission has approved or disapproved the membership interests, nor have any of the foregoing passed upon or endorsed the merits of an Offering or the accuracy or adequacy of any Memorandum, Offering Circular or Communication. Any representation to the contrary is a criminal offense.

There is no trading market for the membership interests at this time and there can be no assurance that such a market will develop in the foreseeable future. The membership interests may not be resold or otherwise disposed of by an investor unless there are available exemptions from registration under applicable federal and state securities laws (and other requirements are met, which may include an opinion of counsel), or such transfer is made in compliance with the registration requirements of such laws. Accordingly, investors must bear the risk of loss for an indefinite period of time.

An investment in membership interests may involve significant risks. Only investors who can bear the economic risk of the investment for an indefinite period of time and the loss of their entire investment should invest in the membership interests. See "Risk Factors" below and in the applicable Memorandum or Offering Circular.

No offeree will be accepted as a subscriber who does not make the representations set forth in the subscription agreement accompanying any Memorandum or Offering Circular, including, when applicable, the representation that such offeree is an accredited investor and is acquiring the membership interests for investment and not with a view to resale or distribution thereof in violation of applicable securities laws, and, when applicable, that the investment amount does not exceed 10% of the offeree's net worth or annual income. Investors will also be required to represent that they are familiar with and understand the terms of each relevant Offering, among other things. Investors may also be required to provide additional information to verify their identity or investor status.

The membership interests will not be offered or sold to prospective investors subject to the Employee Retirement Income Security Act of 1974 and regulations thereunder, as amended.

### **Notice to Foreign Investors**

Communications are directed solely to persons located within the United States. If the recipient of a Communication lives outside the United States, it is their responsibility to fully observe the laws of any relevant territory or jurisdiction outside the United States in connection with any purchase of membership interests, including obtaining required governmental or other consents or observing any other required legal or other formalities.

### **Risk Factors**

Each Offering is highly speculative in nature, involves a high degree of risk and should be purchased only by persons who can afford to lose their entire investment. The risks are described in detail in the applicable Memorandum or Offering Circular. All prospective investors should carefully review the Risk Factors section of the applicable Memorandum or Offering Circular before purchasing membership interests in a series of a Company.

### **Third-Party Information & Past Performance**

Certain information, including statistical data, third-party quotes and other factual statements, contained in Communications has been obtained from published sources prepared by other parties considered to be generally reliable. However, none of the Companies, the Manager or any affiliate of the Manager, or any of their respective directors, officers, shareholders, members, employees and/or agents assume any responsibility for the accuracy of such information. There is no representation or warranty, express or implied, as to the accuracy, adequateness and/or completeness of any such information used in any Communication.

Past performance is not necessarily indicative of future results of the interests or the underlying asset(s) of a given series. Furthermore, to the extent a Communication relates to prior performance of an asset or assets similar to a piece of art, sneaker(s) or other collectible(s) acquired or to be acquired by a Company, those similar assets may be materially different from, or may not be of the same quality as, the assets acquired or to be acquired by a Company. Values of comparable assets may vary depending on a number of factors, including market conditions, location of sale, condition of the artwork or collectible, historical significance, ownership history and other factors.

Furthermore, the value of interests in a series of a Company may materially differ from the value of the underlying artwork or collectible for many reasons, including market factors, fees charged by the asset manager and restrictions on liquidity.

### **Forward-Looking Statements**

The information contained in Communications, including a Memorandum or Offering Circular, may include some statements that are not historical and are considered “forward-looking statements” within the meaning of Section 27A of the Securities Act. Such forward-looking statements may include, but are not limited to, statements regarding: development plans of a Company, the Manager and/or the Otis Platform (including contingent liabilities and obligations and changes in accounting policies, standards and interpretations); strategies and business outlook; market sector; and other areas. These forward-looking statements typically express the Manager’s expectations, hopes, beliefs and intentions regarding the future. In addition, without limiting the generality of the foregoing, any statements that refer to projections, forecasts and/or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “might,” “plans,” “possible,” “potential,” “predicts,” “projects,” “seeks,” “should,” “will,” “would” and similar expressions and variations, or comparable terminology, or the negatives of any of the foregoing, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

Any forward-looking statements contained in a Communication will be based on current expectations and beliefs concerning future developments, which are difficult to predict. Neither the Companies nor the Manager can guarantee future performance, or that future developments affecting the Companies, the Manager and/or the Otis Platform will be as currently anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) and/or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements,

including those risks set forth in “Risk Factors” section of the applicable Memorandum or Offering Circular.

All forward-looking statements attributable to the Companies are expressly qualified in their entirety by these risks and uncertainties. Should one or more of these risks or uncertainties materialize, or should any of the parties’ assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The recipient of a Communication should not place undue reliance on any forward-looking statements and should not make an investment decision based solely on forward-looking statements. The Companies undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

### **Obtain Your Own Advice**

Prospective investors are not to construe the contents of a Communication as legal, business or tax advice. Each prospective investor should consult his, her or its own advisors as to legal, business, tax and related matters concerning the subject matter of a Communication and any applicable Offering.