

Name of Offeree: \_\_\_\_\_  
Copy Number: \_\_\_\_\_

**CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**

**Confidential, LLC**  
**A Delaware Limited Liability Corporation**  
**Series A**

---

**\$1,000,000**

**Minimum Offering Amount: \$ 500,000**  
**\$10,000 per Membership Unit**

**MINIMUM PURCHASE - 10 Units**

**Confidential, LLC, a Delaware Limited Liability “Manager-Managed” Company, is offering a minimum of Fifty (50) and a maximum of One Hundred (100) membership units for \$10,000 per unit. The offering price per unit has been arbitrarily determined by the Company. See “Risk Factors: Offering Price”**

**THESE ARE SPECULATIVE SECURITIES WHICH INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THESE UNITS.**

**THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), THE SECURITIES LAWS OF THE STATE OF DELAWARE, OR UNDER THE SECURITIES LAWS OF ANY OTHER STATE OR JURISDICTION IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED BY THE ACT AND REGULATION D RULE 504 PROMULGATED THEREUNDER, AND THE COMPARABLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS.**

	<b>Sale Price (1)</b>	<b>Selling Commissions(2)</b>	<b>Proceeds to Company (3)</b>
<b>Per Unit</b>	<b>\$10,000</b>	<b>\$500</b>	<b>\$9500</b>
<b>Minimum</b>	<b>\$500,000</b>	<b>\$25,000</b>	<b>\$475,000</b>
<b>Maximum</b>	<b>\$1,000,000</b>	<b>\$50,000</b>	<b>\$950,000</b>

**CONFIDENTIAL, LLC**

**The Date Of This Memorandum is August 12, 2008**

- (1) The Company reserves the right to waive the minimum 10 Unit minimum subscription for any Investor. The Offering is not underwritten. The Units are offered on a “best efforts” basis by the Company through its officers and directors. The LLC arbitrarily established the Price of the membership interests offered herein, including the conversion Value. The Offering Price does not bear any relationship to the assets, book value, historical earnings, or net worth of the LLC. All proceeds from the sale of the Units will be deposited into the Company’s bank account upon the each subscription received. For trademark, asset protection, and Tax purposes the Company may elect to set up separate LLC’s and bank accounts for each separate Confidential local to the city it commences operations in and all investors will be notified of such accordingly. The Company has set a minimum offering amount of 50 Units with minimum gross proceeds of \$500,000 for this offering and a maximum gross proceeds of \$1,000,000. In the event the Company will not be able to raise the minimum amounts within the duration of the time period, the Company will return ALL proceeds plus interest to Investors. The Company will use all funds at its discretion upon the Minimum offering amount. In the event the Company receives subscriptions by prospective investors that far exceeds the maximum offering amount, the Company will increase the maximum offering amount to allocate funds for additional Confidential Centers in other cities.
- (2) The Company may also pay a Five (5%) commission to any licensed NASD broker-dealer for placing any of the Units. The Company may also use the services of a non-registered “finder” which may consist of either 1-5% of the final proceeds, including Management’s fees of a direct placement with investors. All finders will disclose their fees and association to any prospective purchaser. The Company reserves the right to pay expenses related to this Offering from the proceeds of the Offering. See “PLAN OF PLACEMENT” and “USE OF PROCEEDS” section.
- (3) The Offering will terminate on the earliest of (a) the date the Company, in its discretion, elects to terminate, or (b) the date upon which all Units have been sold, or (c) October 12, 2008, or such date as may be extended from time to time by the Company, but no later 60 days thereafter (the “Offering Period”)

THIS OFFERING IS NOT UNDERWRITTEN. THE OFFERING PRICE HAS BEEN ARBITRARILY SET BY THE MANAGEMENT OF THE COMPANY. THERE CAN BE NO ASSURANCE THAT ANY OF THE SECURITIES WILL BE SOLD.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES AGENCY, NOR HAS ANY SUCH REGULATORY BODY REVIEWED THIS OFFERING MEMORANDUM FOR ACCURACY OR COMPLETENESS. BECAUSE THESE SECURITIES HAVE NOT BEEN SO REGISTERED,

THERE MAY BE RESTRICTIONS ON THEIR TRANSFERABILITY OR RESALE BY AN INVESTOR. EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT HE MUST BEAR THE ECONOMIC RISKS OF THE INVESTMENT FOR AN INDEFINITE PERIOD, SINCE THE SECURITIES MAY NOT BE SOLD UNLESS, AMONG OTHER THINGS, THEY ARE SUBSEQUENTLY REGISTERED UNDER THE APPLICABLE SECURITIES ACTS OR AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE.

THERE IS NO TRADING MARKET FOR THE COMPANY’S MEMBERSHIP UNITS AND THERE CAN BE NO ASSURANCE THAT ANY MARKET WILL DEVELOP IN THE FUTURE OR THAT THE UNITS WILL BE ACCEPTED FOR INCLUSION ON NASDAQ OR ANY OTHER TRADING EXCHANGE AT ANY TIME IN THE FUTURE.

THE COMPANY IS NOT OBLIGATED TO REGISTER FOR SALE UNDER EITHER FEDERAL OR STATE SECURITIES LAWS THE UNITS PURCHASED PURSUANT HERETO, AND THE ISSUANCE OF THE UNITS IS BEING UNDERTAKEN PURSUANT TO RULE 504 OF REGULATION D UNDER THE SECURITIES ACT. ACCORDINGLY, THE SALE, TRANSFER, OR OTHER DISPOSITION OF ANY OF THE UNITS, WHICH ARE PURCHASED PURSUANT HERETO, MAY BE RESTRICTED BY APPLICABLE FEDERAL OR STATE SECURITIES LAWS (DEPENDING ON THE RESIDENCY OF THE INVESTOR) AND BY THE PROVISIONS OF THE SUBSCRIPTION AGREEMENT REFERRED TO HEREIN. THE OFFERING PRICE OF THE SECURITIES TO WHICH THE CONFIDENTIAL TERM SHEET RELATES HAS BEEN ARBITRARILY ESTABLISHED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY SPECIFIC RELATION TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

No person is authorized to give any information or make any representation not contained in the Memorandum and any information or representation not contained herein must not be relied upon. Nothing in this Memorandum should be construed as legal or tax advice.

The Management of the Company has provided all of the information stated herein. The Company makes no express or implied representation or warranty as to the completeness of this information or, in the case of projections, estimates, future plans, or forward looking assumptions or statements, as to their attainability or the accuracy and completeness of the assumptions from which they are derived, and it is expected that each prospective investor will pursue his, her, or its own independent investigation. It must be recognized that estimates of the Company's performance are necessarily subject to a high degree of uncertainty and may vary materially from actual results.

No general solicitation or advertising in whatever form will or may be employed in the offering of the securities, except for this Memorandum (including any amendments and supplements hereto), the exhibits hereto and documents summarized herein, or as provided for under Regulation D of the Securities Act of 1933.

Other than the Company's Management, no one has been authorized to give any information or to make any representation with respect to the Company or the Units that is not contained in this Memorandum. Prospective investors should not rely on any information not contained in this Memorandum.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy to anyone in any jurisdiction in which such offer or solicitation would be unlawful or is not authorized or in which the person making such offer or solicitation is not qualified to do so.

This Memorandum does not constitute an offer if the prospective investor is not qualified under applicable securities laws.

This offering is made subject to withdrawal, cancellation, or modification by the Company without notice and solely at the Company's discretion. The Company reserves the right to reject any subscription or to allot to any prospective investor less than the number of units subscribed for by such prospective investor.

This Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company. Distribution of this Memorandum to any person other than the prospective investor to whom this Memorandum is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. Each prospective investor, by accepting delivery of this Memorandum, agrees to return it and all other documents received by them to the Company if the prospective investor's subscription is not accepted or if the Offering is terminated.

By acceptance of this Memorandum, prospective investors recognize and accept the need to conduct their own thorough investigation and due diligence before considering a purchase of the Units. The contents of this Memorandum should not be considered to be investment, tax, or legal advice and each prospective investor should consult with their own counsel and advisors as to all matters concerning an investment in this Offering.

#### NASAA LEGEND

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

THESE SECURITIES MAY BE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER FEDERAL AND STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

A. FOR ILLINOIS RESIDENTS ONLY :

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF STATE OF ILLINOIS OR THE STATE OF ILLINOIS, NOR HAS THE SECRETARY OF STATE OF ILLINOIS OR THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

B. FOR FLORIDA RESIDENTS ONLY :

EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR THE PURCHASE OF SECURITIES HEREIN HAS THE RIGHT, PURSUANT TO SECTION 517.061(11)(A)(5) OF THE FLORIDA SECURITIES ACT, TO WITHDRAW HIS SUBSCRIPTION FOR THE PURCHASE AND RECEIVE A FULL REFUND ON ALL MONIES PAID WITHIN THREE BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT OR PAYMENT FOR THE PURCHASE HAS BEEN MADE, WHICH EVER IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR TELEGRAM TO THE COMPANY AT THE ADDRESS SET FORTH IN THIS CONFIDENTIAL TERM SHEET INDICATING HIS, HER, OR ITS INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS ADVISABLE TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. IF THE REQUEST IS MADE ORALLY, IN PERSON OR BY TELEPHONE TO AN OFFICER OF THE COMPANY, A WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN RECEIVED SHOULD BE REQUESTED.

C. FOR NEW JERSEY RESIDENTS ONLY

THIS OFFERING IS MADE IN RELIANCE UPON NEW JERSEY STATE SECURITIES STATUTES. THE NAMES, ADDRESSES, AND NUMBER OF UNITS AND AMOUNT PAID WILL BE FILED WITH THE STATE OF NEW JERSEY WITHIN 30 DAYS OF THE CLOSE OF THIS OFFERING. THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY FILING OF THIS OFFERING DOCUMENT WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR THE SALE THEREOF BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

D. FOR PENNSYLVANIA RESIDENTS ONLY

PURSUANT TO SECTION 207(M) OF THE PENNSYLVANIA SECURITIES ACT OF 1972, EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 209(D), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THE ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY), OR ANY OTHER PERSON WITHIN 2 BUSINESS DAYS AFTER THE ISSUER RECEIVES A SIGNED SUBSCRIPTION AGREEMENT. TO ACCOMPLISH THIS WITHDRAWAL, THE COMPANY RECOMMENDS THAT A SUBSCRIBER SEND A LETTER OR TELEGRAM INDICATING HIS OR HER INTENTION TO WITHDRAW TO THE COMPANY AT THE ADDRESS OF THE COMPANY SET FORTH IN THIS MEMORANDUM. SUCH A LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF A SUBSCRIBER ELECTS TO SEND SUCH A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED OR REGISTERED MAIL AND RETURN RECEIPT REQUESTED, TO INSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME WHEN IT WAS MAILED. SHOULD A SUBSCRIBER MAKE THIS REQUEST ORALLY, THE COMPANY RECOMMENDS THAT HE/SHE REQUEST A WRITTEN CONFIRMATION FROM THE COMPANY THAT THE REQUEST HAS BEEN RECEIVED WITHIN THE PRESCRIBED TIME.

E. FOR CONNECTICUT RESIDENTS ONLY

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT AND THEREFORE CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER SUCH ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BANKING COMMISSIONER OF THE STATE OF CONNECTICUT NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

F. FOR NEW YORK RESIDENTS ONLY

THIS OFFERING MEMORANDUM HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THE OFFERING ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

G. FOR COLORADO RESIDENTS ONLY

THIS INFORMATION IS DISTRIBUTED PURSUANT TO AN EXEMPTION FOR SMALL OFFERINGS UNDER THE RULES OF THE COLORADO SECURITIES DIVISION. THE SECURITIES DIVISION HAS NEITHER REVIEWED NOR APPROVED ITS FORM OR CONTENT. THE SECURITIES DESCRIBED MAY ONLY BE PURCHASED BY ACCREDITED INVESTORS IN THE STATE OF COLORADO AS DEFINED BY RULE 504 OF THE SECURITIES ACT.

H. FOR OKLAHOMA RESIDENTS ONLY

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE OKLAHOMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE OKLAHOMA SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE SECURITIES AND EXCHANGE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, NOR HAS APPROVED OR DISAPPROVED OF THIS OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES. THERE IS NO ESTABLISHED MARKET FOR THESE SECURITIES AND THERE MAY NOT BE ANY MARKET FOR THESE SECURITIES IN THE FUTURE. THE SUBSCRIPTION PRICE OF THE SECURITIES HAS BEEN ARBITRARILY DETERMINED BY THE ISSUER AND MAY NOT BE AN ACCURATE INDICATION OF THE ACTUAL VALUE OF THE SECURITIES. THE PURCHASER OF THESE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR AN ENTIRE LOSS OF HIS OR HER INVESTMENT. THESE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE YEAR EXCEPT IN A TRANSACTION THAT IS EXEMPT UNDER THE OKLAHOMA SECURITIES ACT OR IN A TRANSACTION THAT IS IN COMPLIANCE WITH THE OKLAHOMA SECURITIES ACT.

I. FOR CONNECTICUT RESIDENTS ONLY

ANY OFFER OR SALE OF A SECURITY IN A TRANSACTION (OTHER THAN AN OFFER OR SALE TO A PENSION OR PROFIT SHARING TRUST OF THE ISSUER) WHICH MEETS EACH OF THE FOLLOWING CRITERIA: SALES ARE NOT MADE TO MORE THAN 35 PERSONS (EXCLUDING ANY OFFICER, DIRECTOR, OR AFFILIATE OF THE ISSUER AND ANY PURCHASER WHO THE COMMISSIONER DESIGNATES BY RULE); ALL PERSONS (NOT INCLUDING THOSE PURCHASERS DESCRIBED BELOW WHICH ARE EXCLUDED FROM THE COUNT OF 35) MUST EITHER HAVE A PRE-EXISTING RELATIONSHIP WITH THE OFFEROR OR ANY OF ITS PARTNERS, OFFICERS, DIRECTORS, OR CONTROLLING PERSONS, OR BY REASON OF THEIR BUSINESS OR FINANCIAL EXPERIENCE OR THE BUSINESS OR FINANCIAL EXPERIENCE OF THEIR PROFESSIONAL ADVISORS WHO ARE UNAFFILIATED WITH AND WHO ARE NOT COMPENSATED BY THE ISSUER OR ANY AFFILIATE OR SELLING AGENT OF THE ISSUER, COULD BE REASONABLY ASSUMED TO HAVE THE CAPACITY TO PROTECT THEIR OWN INTERESTS IN CONNECTION WITH THE TRANSACTION. THE PURCHASER MUST REPRESENT THAT HE IS PURCHASING FOR HIS OWN ACCOUNT (OR A TRUST ACCOUNT IF HE IS A TRUSTEE) AND NOT WITH A VIEW TO OR FOR SALE IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITY; AND NO ADVERTISING IS USED IN CONNECTION WITH THE OFFER AND SALE OF THE SECURITY. A NOTICE, CONSENT TO SERVICE OF PROCESS, AND A FILING FEE MUST BE FILED WITH THE COMMISSIONER NO LATER THAN 15 CALENDAR DAYS AFTER THE FIRST SALE OF A SECURITY IN THIS STATE. IF IN CONNECTION WITH THE TRANSACTION THE ISSUER IS FILING A NOTICE WITH THE SEC PURSUANT TO SECTION 4(6) OR REGULATION D, THE NOTICE TO CONNECTICUT MAY BE A COPY OF THE FORM FIRST FILED PURSUANT TO SECTION 4(6) OR REGULATION D. OTHERWISE, THE NOTICE SHALL BE IN THE FORM SPECIFIED IN RULE 260.102.14 OF THE CONNECTICUT CODE. NO NOTICE IS REQUIRED IF NONE OF THE SECURITIES ARE PURCHASED.

#### J. FOR NEVADA RESIDENTS ONLY

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEVADA UNIFORM SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

During the course of the OFFERING and prior to any sale, each offeree of the Units and his or her professional advisor(s), if any, are invited to ask questions concerning the terms and conditions of the OFFERING and to obtain any additional information necessary to verify the accuracy of the information set forth herein. Such information will be provided to the extent the Company possess such information or can acquire it without unreasonable effort or expense.

K. FOR CALIFORNIA RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATIONS CODE BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATED TO THE LIMITED LIABILITY AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATIONS CODE, IF SUCH REGISTRATION IS REQUIRED. CALIFORNIA SETS FORTH ADDITIONAL REQUIREMENTS ON INVESTORS

L. FOR WISCONSIN RESIDENTS ONLY : NEITHER THIS PROSPECTUS NOR THE SECURITIES DESCRIBED HEREIN HAVE BEEN APPROVED OR DISAPPROVED BY THE WISCONSIN SECURITIES COMMISSION NOR HAS THE COMMISSION PASSED ON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS.

M. FOR MISSOURI RESIDENTS ONLY : NEITHER THIS PROSPECTUS NOR THE SECURITIES DESCRIBED HEREIN HAVE BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER PASSED ON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. IT IS A FELONY TO SELL SECURITIES IN VIOLATION OF THE MISSOURI SECURITIES ACT.

N. FOR HAWAII RESIDENTS ONLY : NEITHER THIS PROSPECTUS NOR THE SECURITIES DESCRIBED HEREIN HAVE BEEN APPROVED OR DISAPPROVED BY THE COMMISSIONER OF SECURITIES OF THE STATE OF HAWAII NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS.

O. FOR MICHIGAN RESIDENTS ONLY: THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MICHIGAN SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM

P. FOR RESIDENTS OF ALL STATES: THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SAID ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

EACH PROSPECTIVE INVESTOR WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, MANAGEMENT OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT

UNREASONABLE EFFORTS OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION CONTAINED IN THIS MEMORANDUM. IF YOU HAVE ANY QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS MEMORANDUM, PLEASE WRITE OR CALL BREATH HALOSPA, LLC AT THE ADDRESS AND NUMBER LISTED ON THE FRONT OF THIS PRIVATE OFFERING MEMORANDUM.

**I. SUMMARY OF THE OFFERING .....10**

**A. The Company.....10**

**MISSION STATEMENT.....10**

**EXECUTIVE SUMMARY .....11**

**START UP SUMMARY .....12**

**RISK MINIMIZATION/ANALYSIS .....15**

**EXIT STRATEGIES.....15**

**B. HALOTHERAPY .....16**

**WHY CHOOSE HALOTHERAPY ..... Error! Bookmark not defined.**

**THE SALT CAVE SPA ..... Error! Bookmark not defined.**

**HALOSPA DESIGN EXAMPLES ..... Error! Bookmark not defined.**

**HEALTH BENEFITS ..... Error! Bookmark not defined.**

**ATHLETIC PERFORMANCE..... Error! Bookmark not defined.**

**COMPETITION..... Error! Bookmark not defined.**

**COMPETITIVE ADVANTAGE..... Error! Bookmark not defined.**

**Market Analysis Summary (United States)..... Error! Bookmark not defined.**

**MARKETING ..... Error! Bookmark not defined.**

    Pricing Strategy..... **Error! Bookmark not defined.**

    Promotion Strategy ..... **Error! Bookmark not defined.**

    Sales Forecast (2 YEAR) ..... **Error! Bookmark not defined.**

**GROWTH STRATEGY ..... Error! Bookmark not defined.**

*Personnel Plan ..... Error! Bookmark not defined.*

*Break-even Analysis..... Error! Bookmark not defined.*

*Projected Cash Flow (Monthly) ..... Error! Bookmark not defined.*

*Projected Balance Sheet (2 year) ..... Error! Bookmark not defined.*

**APPENDIX A FINANCIALS..... Error! Bookmark not defined.**

**APPENDIX B CLINICAL REFERENCES AND STUDIES.....17**

**C. The LLC OFFERING ..... Error! Bookmark not defined.**

**D. Risk Factors ..... Error! Bookmark not defined.**

**E. Use of Proceeds..... Error! Bookmark not defined.**

**F. Offering Proceeds..... Error! Bookmark not defined.**

<b>G. Membership Units .....</b>	<b>Error! Bookmark not defined.</b>
<b>H. Registrar.....</b>	<b>Error! Bookmark not defined.</b>
I. Subscription Period.....	<b>Error! Bookmark not defined.</b>
II. REQUIREMENTS FOR PURCHASERS.....	<b>Error! Bookmark not defined.</b>
A. General Suitability Standards.....	<b>Error! Bookmark not defined.</b>
B. Accredited Investors.....	<b>Error! Bookmark not defined.</b>
C. Other Requirements.....	<b>Error! Bookmark not defined.</b>
<b>III. FORWARD LOOKING INFORMATION .....</b>	<b>Error! Bookmark not defined.</b>
<b>IV. RISK FACTORS.....</b>	<b>Error! Bookmark not defined.</b>
A. LIMITED OPERATING HISTORY .....	<b>Error! Bookmark not defined.</b>
B. INADEQUACY OF FUNDS .....	<b>Error! Bookmark not defined.</b>
C. DEPENDANCE ON MANAGEMENT AND KEY PERSONNEL .....	<b>Error! Bookmark not defined.</b>
D. RISKS OF NEW HEALTH AND WELLNESS BUSINESS .....	<b>Error! Bookmark not defined.</b>
E. CONSTRUCTION RISKS .....	<b>Error! Bookmark not defined.</b>
F. PERMIT RISKS .....	<b>Error! Bookmark not defined.</b>
G . Competition.....	<b>Error! Bookmark not defined.</b>
H. Risks of Borrowing .....	<b>Error! Bookmark not defined.</b>
I. Unanticipated Obstacles to Execution of the Business Plan .....	<b>Error! Bookmark not defined.</b>
J. Management Discretion as to Use of Proceeds .....	<b>Error! Bookmark not defined.</b>
K. Control By Management.....	<b>Error! Bookmark not defined.</b>
L. Return of Profits .....	<b>Error! Bookmark not defined.</b>
M. No Assurances of Protection for Proprietary Rights; Reliance on Trade Secrets....	<b>Error! Bookmark not defined.</b>
N. Dilution .....	<b>Error! Bookmark not defined.</b>
O. Limited Transferability and Liquidity.....	<b>Error! Bookmark not defined.</b>
P. Broker - Dealer Sales of Units.....	<b>Error! Bookmark not defined.</b>
Q. Long Term Nature of Investment.....	<b>Error! Bookmark not defined.</b>
R. No Current Market For Units .....	<b>Error! Bookmark not defined.</b>
S. Compliance with Securities Laws.....	<b>Error! Bookmark not defined.</b>
T. Offering Price .....	<b>Error! Bookmark not defined.</b>
U. Lack of Firm Underwriter .....	<b>Error! Bookmark not defined.</b>
V. Projections: Forward Looking Information.....	<b>Error! Bookmark not defined.</b>
W. General Economic Conditions .....	<b>Error! Bookmark not defined.</b>
<b>V. MANAGEMENT COMPENSATION .....</b>	<b>Error! Bookmark not defined.</b>
<b>VI. KEY EMPLOYEES AND PERSONNEL .....</b>	<b>Error! Bookmark not defined.</b>
<b>VII. CURRENT MEMBERS.....</b>	<b>Error! Bookmark not defined.</b>
<b>VIII. LITIGATION.....</b>	<b>Error! Bookmark not defined.</b>
<b>IX. DESCRIPTION OF UNITS .....</b>	<b>Error! Bookmark not defined.</b>
<b>X. TRANSFER AGENT AND REGISTRAR .....</b>	<b>Error! Bookmark not defined.</b>
<b>XI. PLAN OF PLACEMENT.....</b>	<b>Error! Bookmark not defined.</b>
A. Subscription Funds.....	<b>Error! Bookmark not defined.</b>
B. How to Subscribe for Units .....	<b>Error! Bookmark not defined.</b>
<b>XII. ADDITIONAL INFORMATION.....</b>	<b>Error! Bookmark not defined.</b>

## **I. SUMMARY OF THE OFFERING**

The following material is intended to summarize information contained elsewhere in this Limited Offering Memorandum (the Memorandum). This summary is qualified in its entirety by express reference to this Memorandum and the materials referred to and contained herein. Each prospective subscriber should carefully review the entire Memorandum and all materials referred to herein and conduct his or her own due diligence before subscribing for Membership Units.

### **A. The Company**

Confidential, LLC (“THE COMPANY”), is a Delaware LLC. The LLC is a “manager-managed” (and not a “member-managed”) company. The current registered offices are presently located at

### **MISSION STATEMENT**

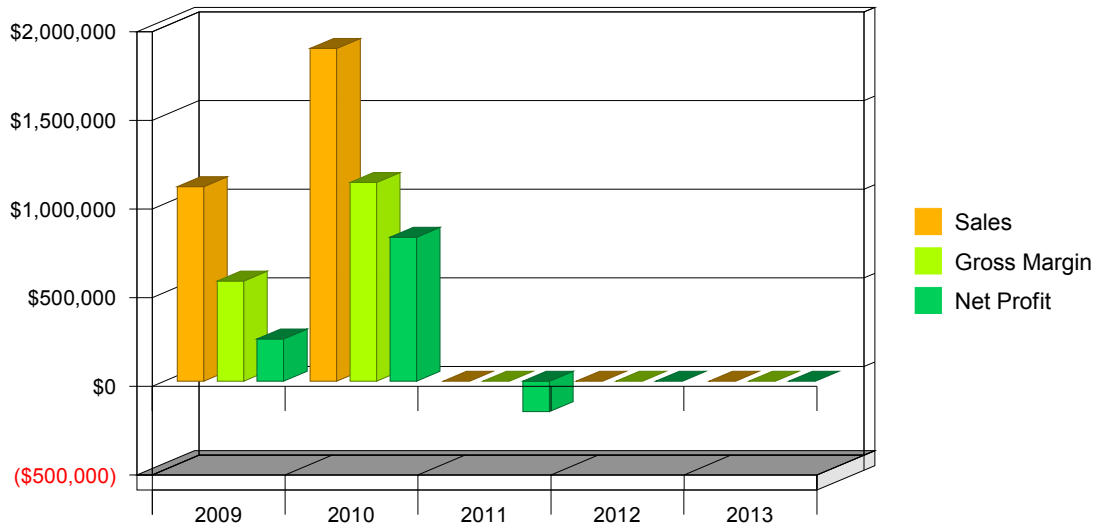
**Confidential, LLC (“The Company”) is seeking to raise a Series A \$1,000,000 round to finance two initial therapeutic halotherapy “salt caves’ in Santa Monica, and, either Chicago, Miami, Orange County, or the San Francisco Bay Area for the largest segment of the integrative, conscious lifestyle, health and wellness, athletic, and traditional medical communities and to eventually expand into 500 locations in North America and overseas.**

**The Company will seek to utilize a risk minimization strategy that will seek to include any one and/or combination of the following:**

- Being “first to market” the concept on a mass scale within the United States where there is virtually no competition.
- Seeking to obtain if available regional TIFF (Tax Incremental Financing) incentives which in certain areas such as Chicago may offer 50-75% of project costs refunded as a cash rebate.
- Establishing a presence for both integrative and alternative medicine practitioners and patients, and within the traditional medical establishment, especially for patients with pulmonary concerns.
- Applying for private medical insurance benefits to cover certain therapy costs.
- Target marketing to recreational and professional sports athletes who can benefit from the enhanced recovery and increased cardiovascular benefits.
- Implementing a strategic offline and online marketing presence based on Management’s experience with SEO, SEM, target opt-in email, social networking, etc.
- Establishing niche and “bulk” accounts with both corporate, government, and military institutions..
- Allocating 70% of all revenues from the operations of the 3 initial Spas to Investors initially until they are paid back the cost of the Fund’s equity allocation for each Halospa, then a percentage of all subsequent revenues.

- Allowing investors to have a “first look” in investing in additional Halotherapy Spas, including the possibility of future offerings to have a conversion provision that will be integrated with a large scale public capitalization on the London Alternative Investment Market.

### Highlights (2 year projections)



### EXECUTIVE SUMMARY

The Company will seek to utilize a “first in” market strategy in North America based upon proven clinical and therapeutic successes in Europe that will cross over to the 30 Billion Dollar Health and Wellness Industry, targeting 40 million people in the United States with existing respiratory and pulmonary ailments, as well as alternative health seekers and athletes looking for relief from a long list of symptoms that are treated by a salt cave environment including quality of life enhancement and sports performance.

The Company recognizes that an enormous market opportunity exists for the creation of Halotherapy salt inhalation spas which are gaining popularity in Europe. The Company’s concept comprises a simple business model that will provide an efficient and profitable exit strategy to investors including immediate ROI through multiple revenue streams including therapy fees, ancillary Himalayan Salt product fees, and a potential for a future conversion of LLC shares into common shares by doing a large scale capitalization round on an exchange such as The London AIM.

Our concept stems from the Company founder’s realization of the current market trends and opportunities. Currently there are a handful of salt caves in Europe and few in the United States that cater to a minority of Europeans that are familiar with the clinical and therapeutic benefits of halotherapy, but are not professionally marketed to other individuals.

The company's business model will be premised upon a clinical and social setting that will be based upon a growth model of Jenny Craig, Women's Workout World, L.A. Tan, etc. that be would be of a singular focus on a unique service, and rapid market penetration ahead of any competition.

The Company will follow an existing Halotherapy Spa Template with nominal overhead. Initially a flagship location will be selected in Santa Monica, California, which is ground zero for the type of middle to upper class health seeking customers that reflects our target market.

This first Halotherapy spa will be the prototype for all future locations. It will consist of a main salt cave room where 15-20 people can sit comfortably in a meditational and soothing environment for sessions lasting 45 minutes to 1 hour. Additionally 2-3 salt cave massage rooms will be available for customers wishing to have body work performed on them while they are in the therapeutic salt inhalation environment. Independent massage therapists will be contracted for this purpose. In the reception area various salt related products will be sold, such as 'Himalayan' salt lamps, edible and bath salts, elixirs, books, and various salt inhalation products. The payroll overhead will consist of a sales manager, operations managers, and 1-2 receptionists

Private contractors will consist of massage therapists and various independent web designers and public relations personnel.

Because of Management's involvement in the media & entertainment business, the Company will seek to have a grand opening with various celebrity guests, including professional athletes and health and wellness experts, and, have that broadcast on major national and international entertainment and news programs such as Entertainment Tonight, E!, Extra, CNN, Yahoo, MSNBC, and others.

## **START UP SUMMARY**

Start-up will require approximately \$500,000 of capital per location. \$500,000 of which will be provided by Investors.

Rent item indicates and estimation of 1 month deposit + 2 months rent prior to monthly rental payments and within the start of principal construction and buildout.

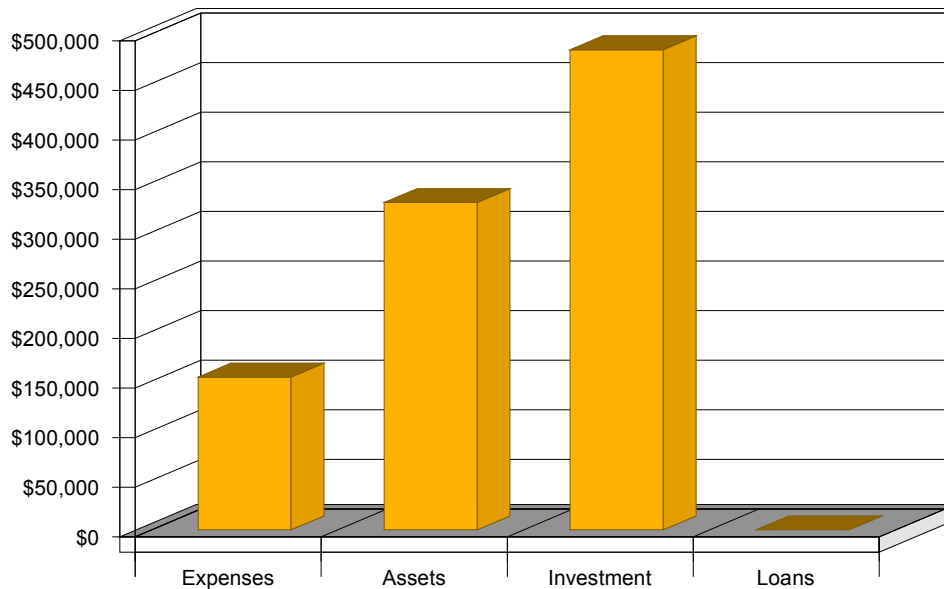
Management will leverage its real estate experience to seek to utilize the most cost-effective and experienced interior designers, general contractors, as well as commercial leasing specialists in identifying the most strategic locations based on foot and driving traffic, ease of parking access, etc.

The start-up costs, including applicable cash reserves, have been summarized to provide a reserve for operations without the need to incur indebtedness.

<b>Start-up</b>	
<b>Requirements</b>	
<b>Start-up Expenses</b>	
Design/Buildout	\$75,000
Rent	\$24,000
Legal	\$5,000
Insurance	\$5,000
Expensed equipment	\$5,000
Utilities	\$2,500
Marketing/Web/PR	\$7,500
Permits	\$5,000
Offering Expenses/Finder-Management Fees	\$25,000
<b>Total Start-up Expenses</b>	<b>\$154,000</b>
<b>Start-up Assets</b>	
Cash Required	\$300,000
Start-up Inventory	\$10,000
Other Current Assets	\$20,000
Long-term Assets	\$0
<b>Total Assets</b>	<b>\$330,000</b>
<b>Total Requirements</b>	<b>\$484,000</b>

<b>Start-up Funding</b>	
Start-up Expenses to Fund	\$154,000
Start-up Assets to Fund	\$330,000
<b>Total Funding Required</b>	<b>\$484,000</b>
<b>Assets</b>	
Non-cash Assets from Start-up	\$30,000
Cash Requirements from Start-up	\$300,000
Additional Cash Raised	\$0
Cash Balance on Starting Date	\$300,000
<b>Total Assets</b>	<b>\$330,000</b>
<b>Liabilities and Capital</b>	
<b>Liabilities</b>	
Current Borrowing	\$0
Long-term Liabilities	\$0
Accounts Payable (Outstanding Bills)	\$0
Other Current Liabilities (Interest-free)	\$0
<b>Total Liabilities</b>	<b>\$0</b>
<b>Capital</b>	
<b>Planned Investment</b>	
Investor 1	\$80,000
Investor 2	\$60,000
Investor 3	\$60,000
Other	\$0
Other	\$0
Additional Investment Requirement	\$284,000
<b>Total Planned Investment</b>	<b>\$484,000</b>
Loss at Start-up (Start-up Expenses)	(\$154,000)
<b>Total Capital</b>	<b>\$330,000</b>
<b>Total Capital and Liabilities</b>	<b>\$330,000</b>
<b>Total Funding</b>	<b>\$484,000</b>

## Start-up



### RISK MINIMIZATION/ANALYSIS

In conjunction with minimizing risk, the Company will open 2 initial locations where it may seek to offset some of its initial capital outlays through regional city rebates from TIFF programs if they will be available

Further, Investors will receive 70% of all revenues from the Company's operations until they are paid back their initial cost of investment and 20% thereafter from all revenues, therapy fees and products sold from each location their investment is applicable to.

Since the company overhead and management will have a low ratio vs. gross sales, it will have a significant amount of free cash flow available to investors which will provide a high yield rate of return.

### EXIT STRATEGIES

1. All Investors will receive 70% of their pro-rated equity position from all sales, revenues, etc from all halotherapy treatments, products, etc until they are paid back their cost of investment and then 20% thereafter from all ongoing sales, revenues, etc from the 2 initial locations

2. All Investors will also have a first-look opportunity in investing in other rounds of financing including any that may have a conversion option that will be applicable to a potential exit IPO on the London AIM.
3. In the even the company is potentially acquired all investors will receive a premium on the buyout of any LLC unit they hold.

## B. HALOTHERAPY

Halotherapy is a 100 % natural, drug-free, safe, noninvasive and pleasant treatment using a controlled air medium that simulates the microclimate of a natural salt cave or mine. "Halos" in Greek means salt. The Celtic word "hal" stands for salt and also "clean and holy". Halotherapy is performed in a special room, the walls and floor of which are covered by a tremendous amount of salt in climatic-inhalation salt chambers or simply in salt caves.

The powerful development of pharmacology and industrial production of medicines encourages the growth of treatment of respiratory illness by medication. Industrially produced medicines are efficient and today nearly irreplaceable for acute illnesses. However, during long term usage together with therapeutic effects, medicines can cause pathologic conditions that are connected with side effects. Many allergic conditions and autoimmunial processes are caused by industrially produced medicines. Furthermore treatment by medication does not restore the defense mechanisms of the body, namely immunity. These are the main reasons why patients that suffer from respiratory illness turn back to the experience of natural healing factors and carry out investigations in order to find medication-free treatment methods. Halotherapy, although virtually unknown in North America is the primary method for the natural treatment of respiratory illness.

Treatment in natural salt caves and mines has been known for a long time. The efficacy of halotherapy is associated with the unique cave microclimate. The natural dry sodium chloride aerosol is the major curative factor of the cave microclimate. It is formed by the convective diffusion from salt walls due to natural humidity in the cave. Other factors such as comfortable humidity and temperature, the hypobacterial and allergen-free air environment saturated with aero ions enhance the therapeutic effect.

<i>Pro Forma Balance Sheet</i>													
<b>Assets</b>	Starting Balances	Jan-09	Feb-09	Mar-09	Apr-09	May-09	Jun-09	Jul-09	Aug-09	Sep-09	Oct-09	Nov-09	D
<b>Current Assets</b>													
Cash	\$300,000	\$351,339	\$356,511	\$374,778	\$395,413	\$418,534	\$444,265	\$472,736	\$504,085	\$538,455	\$575,998	\$616,872	\$660,000
Inventory	\$10,000	\$21,725	\$22,811	\$23,952	\$25,149	\$26,407	\$27,727	\$29,114	\$30,569	\$32,098	\$33,703	\$35,388	\$37,111
Other	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000
<b>Total Current Assets</b>	\$330,000	\$393,064	\$399,322	\$418,730	\$440,563	\$464,941	\$491,992	\$521,849	\$554,654	\$590,553	\$629,701	\$672,260	\$717,111
<b>Long-term Assets</b>													
Long-term Assets	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Accumulated Depreciation	\$0	\$1	\$2	\$3	\$4	\$5	\$6	\$7	\$8	\$9	\$10	\$11	\$12
<b>Total Long-term Assets</b>	\$0	(\$1)	(\$2)	(\$3)	(\$4)	(\$5)	(\$6)	(\$7)	(\$8)	(\$9)	(\$10)	(\$11)	(\$12)
<b>Total Assets</b>	\$330,000	\$393,063	\$399,320	\$418,727	\$440,559	\$464,936	\$491,986	\$521,842	\$554,646	\$590,544	\$629,691	\$672,249	\$717,111

Liabilities and Capital	Jan-09	Feb-09	Mar-09	Apr-09	May-09	Jun-09	Jul-09	Aug-09	Sep-09	Oct-09	Nov-09	D
<b>Current Liabilities</b>												
Accounts Payable	\$0	\$50,211	\$40,970	\$42,650	\$44,413	\$46,265	\$48,210	\$50,251	\$52,395	\$54,646	\$57,010	\$59,491
Current Borrowing	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Current Liabilities	\$0	\$5,520	\$11,316	\$17,402	\$23,792	\$30,501	\$37,546	\$44,943	\$52,710	\$60,866	\$69,429	\$78,421
<b>Subtotal Current Liabilities</b>	\$0	\$55,731	\$52,286	\$60,051	\$68,205	\$76,766	\$85,756	\$95,195	\$105,106	\$115,512	\$126,439	\$137,912
<b>Long-term Liabilities</b>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>Total Liabilities</b>	\$0	\$55,731	\$52,286	\$60,051	\$68,205	\$76,766	\$85,756	\$95,195	\$105,106	\$115,512	\$126,439	\$137,912
<b>Paid-in Capital</b>	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000	\$484,000
<b>Retained Earnings</b>	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)	(\$154,000)
<b>Earnings</b>	\$0	\$7,332	\$17,034	\$28,676	\$42,354	\$58,169	\$76,230	\$96,648	\$119,541	\$145,032	\$173,252	\$204,338
<b>Total Capital</b>	\$330,000	\$337,332	\$347,034	\$358,676	\$372,354	\$388,169	\$406,230	\$426,648	\$449,541	\$475,032	\$503,252	\$534,338
<b>Total Liabilities and Capital</b>	\$330,000	\$393,063	\$399,320	\$418,727	\$440,559	\$464,936	\$491,986	\$521,842	\$554,646	\$590,544	\$629,691	\$672,249
<b>Net Worth</b>	\$330,000	\$337,332	\$347,034	\$358,676	\$372,354	\$388,169	\$406,230	\$426,648	\$449,541	\$475,032	\$503,252	\$534,338

## APPENDIX B CLINICAL REFERENCES AND STUDIES

**Halotherapy for treatment of respiratory diseases,  
A. V. Chervinskaya & N. A. Zilber, Saint-Petersburg Pavlov National Medical University,  
Russia  
Journal of Aerosol Medicine,  
Vol. 8, No. 3, 1995.**

### ABSTRACT

This work elucidates the questions upon the development of a new drug-free method for respiratory diseases treatment. Halotherapy (HT) - is a mode of treatments in a controlled air medium which simulates a natural salt cave microclimate. The main curative factor is the dry sodium chloride aerosol with particles of 2 to 5 µm in size. Particles density (0.5-9 mg/m<sup>3</sup>) varies with the type of the disease. Other factors are: comfortable temperature, humidity regime, the hypo bacterial and allergen- free air environment saturated with the aerosol.

The effect of HT was evaluated in 124 patients (pts) with various types of respiratory diseases. The control group of 15 pts received placebo. HT course consisted of 10-20 daily procedures of 1 hour. HT resulted in improvements of clinical state in the most of the patients. The positive dynamics of flow-volume loop parameters and decrease of bronchial resistance measured by bodyplethysmography were observed. The changes in the control group parameters after HT were not statistically significant. The specificity of this method is the low concentration and gradual administration of dry sodium chloride aerosol. Data on healing mechanisms of a specific air dispersive environment of sodium chloride while treating the respiratory diseases are discussed.

## INTRODUCTION

The considerable increase of allergic diseases and reactions and of other serious complications due to the drug therapy explains the interest of clinicians to the development of drug-free methods of treatment. Halotherapy ("halos" in Greek means salt) is one of such methods. Halotherapy (HT) is a mode of treatments in a controlled air medium which simulates a natural salt cave microclimate.

The treatment in the natural salt caves (Speleotherapy) has been known since long. The efficacy of Speleotherapy is associated with the unique cave microclimate. The natural dry sodium chloride aerosol is the major curative factor of the cave microclimate. It is formed by the convective diffusion from salt walls. Other factors such as comfortable temperature and humidity regime, the hypo bacterial and allergen-free air environment saturated with aero ions enhance the therapeutic effect.

A suggestion that it is the air saturated with saline dust that causes the main curative effect in the Speleotherapy of patients with respiratory diseases was first formulated by a Polish physician F.Bochkowsky in 1843. Salt mines are known to be used for therapeutic purposes in other countries such as Austria (Solzbad-Salzetnan), Rumania (Seiged), Poland (Wieliczka), Azerbaijan (Nakhichevan), Kirgizia (Chon-Tous), Russia (Berezniki, Perm region), the Ukraine: Sotvino (Carpathians); Artiomovsk (Donetsk region) and others.

Speleotherapy has been recognized as a highly effective drug-free treatment method. Great experience in the treatment of patients with various forms of chronic nonspecific pulmonary diseases has proved Speleotherapy to be very effective under the conditions of the salt mine microclimate of Sotvino. The therapeutic effect has been proved by the data of biochemical immunological and microbiological research (Simyonka 1989, Slivko, 1980, Yefimova et al, 1990, Zadorozhnaya et al, 1986). It is assumed that during the treatment the organism adapts to the specific features of the microclimate and alters all its functional systems.

However, adaptation of the patients who came from different climate areas, travel and transport problems, and limited number of beds kept back its wide spreading. So HT has been worked out.

## DESCRIPTION OF HALOTHERAPY

HT is performed in a special room with salt coated walls - Halochamber. Dry sodium chloride aerosol (DSCA) containing the dominating amount of 2 to 5  $\mu\text{m}$  particles (Table 1) is produced

by a special nebulizer.

**TABLE 1**

Fractions of dry sodium chloride aerosol in Halo-chamber (According to the data of optical devices)

Size of particles, $\mu\text{m}$	Fractions, %
1-2	$35.4 \pm 2.1$
2-5	$61.8 \pm 3.3$
5-10	$2.8 \pm 0.4$
>10	0.003