

Name of Recipient: John Doe

Memorandum Number: 100

**CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM  
FOR ACCREDITED INVESTORS ONLY**

**WIDGET ACQUISITION CORP., INC.**  
an **OHIO** limited liability corporation

**Offering of Shares of Preferred Units and Warrants**

**Minimum of \$2,000,000**

**Maximum of \$2,500,000**

**Minimum Subscription per Investor - \$100,000 (100 Shares and attached Warrants;  
Each Preferred Unit to be issued with Warrants to purchase one share of Membership Units on a  
fully-diluted basis)**

This Private Placement Memorandum (“Memorandum”) is intended solely for the use of the person whose name is set forth above and such person’s advisors and may not be given to any other person or reproduced (except for use by such person and such person’s advisors in connection with evaluating an investment by such person in **Widget Acquisition Corp., Inc.**, an **Ohio** limited liability corporation (the “Issuer”).

The shares of Preferred Units and warrants (the “Warrants” and, collectively with the Preferred Units, the “Securities”) offered hereby are offered only to investors who or that qualify as “Accredited Investors,” as defined in Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”). The Securities have not been registered under the Securities Act or any applicable state or federal securities laws. The Securities are being offered pursuant to exemptions from registration as provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

	<u>Price to Investors</u>	<u>Proceeds to Us(a)</u>
Price Per Share	\$1,000	\$ 1,000
<u>Aggregate Offering:</u>		
Minimum: 2,000 Preferred Units and attached Warrants	\$2,000,000	\$ 2,000,000
Maximum: 2,500 Preferred Units and attached Warrants	\$ 2,500,000	\$ 2,500,000

- (a) Before deducting expenses related to the offering which are payable by the Issuer and are estimated to be up to approximately \$150,000.

**This Memorandum has not been approved or disapproved by the Securities and Exchange Commission, any state securities commission or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy or adequacy of this Memorandum. Any representation to the contrary is a criminal offense.**

**The Securities are speculative and involve a high degree of risk. Investors must be prepared to bear the economic risk of their investment for an indefinite period and be able to withstand the total loss of their investment. See “Risk Factors.”**

This Memorandum supersedes all prior or contemporaneous written or verbal communications made on behalf of, or pertaining to, the Issuer. No persons other than the Issuer are authorized to make any statements or to provide information about the Issuer to prospective investors.

**The date of this Memorandum is January 1, 2010**