

TechSoup Global - Summary of the Offering

Summary of the Offering:

TechSoup is offering up to \$3,350,000 in three separate unsecured subordinated promissory Notes as follows:

1. Community Capital Notes for all Investors, regardless of their income or wealth, starting at \$50 per Note, with a five-year term and 2% interest;
2. Patient Capital Notes for all Investors, starting at \$2,500, with a five-year term and 3.5% interest; and
3. Risk Capital Notes for larger Investors, including foundations, institutions, family offices, and individual accredited investors, starting at \$50,000, with a five-year term and 5% interest.

The Notes are being offered by the Organization on a “best efforts” basis without the benefit of a Placement Agent.

A summary of the three Notes comprising the offering is as follows:

Notes	Open to:	Minimum Per Investor	Maximum Per Investor	Term and Interest Rate	Investment Agreement and Form of Note
Community Capital Notes	Anyone*	\$ 50	Aggregate purchase price no more than 10% of the greater of Investor’s annual income or net worth. (Different rules for accredited investors.)	<ul style="list-style-type: none"> ● 5 years ● 2% 	See Exhibits: EX1A 3A & EX1A-4A
Patient Capital Notes	Anyone*	\$ 2,500	Aggregate purchase price no more than 10% of the greater of Investor’s annual income or net worth. (Different rules for accredited investors.)	<ul style="list-style-type: none"> ● 5 years ● 3.5% 	See Exhibits: EX1A 3B & EX1A-4B
Risk Capital Notes	Accredited Investors & Institutions	\$ 50,000	None	<ul style="list-style-type: none"> ● 5 years ● 5% 	See Exhibits: EX1A 3C & EX1A-4C

* Subject to Maximum amounts noted above.

Purchase of a Note is not a donation to the Organization and is not tax deductible. However, Investors in the Patient Capital and Risk Capital Notes will be able to reduce or eliminate the interest rate to be earned if they desire, and all Investors will have the ability to forgive the indebtedness of principal repayment, which may result in a tax-deductible event (see Securities Being Offered on page 73). Interest paid on a Note is taxable. Please consult your tax advisor for information specific to your circumstances (see “Tax Aspects” in the “Risk Factors” Section). You should not rely on this Offering Circular for investment, legal, accounting, or tax advice. You should consult your own professional advisors before investing in the Notes.

The proceeds of this Offering will be used over a period of four years for the advancement of five initiatives, as further described in the Use of Proceeds section. Expenses of the Offering are estimated to be approximately \$155,500.

There is no public market for the Notes; the Organization does not expect such a market to develop in the future, and the Organization does not intend to offer any additional liquidity options to Investors.

An investment in the Notes is highly speculative and involves substantial risks. Prospective Investors should carefully review and consider the factors described under the “Risk Factors” section below.

**Summary Financial Information
From Fiscal Year 2018 Financial Statements**

	June 30, 2018
Cash and cash equivalents	\$ 8,189,745
Investment securities	0
Accounts and notes receivable	2,131,121
Prepaid and other current assets	781,515
Property, plants and equipment (PP&E)	334,103
Deposits	117,605
Total assets	\$11,554,159
Accounts payable and accrued liabilities	\$ 3,680,895
Long term debt	0
Total liabilities	3,680,895
Total net assets	7,873,264
Total liabilities and net assets	\$11,554,159
	Year Ended June 30, 2018
Total revenues	\$ 34,205,584
Costs and expenses applicable to revenues	(33,617,974)
Depreciation and amortization	(430,320)
Changes in net assets	\$ 154,367
Earnings per share basic / diluted	N/A

Outstanding Securities: \$1,303,850

Note: TechSoup commenced offering debt securities in Fiscal Year 2019 (July 1, 2018 - June 30, 2019) in support of an \$11,500,000 fundraising goal following qualification of its existing Regulation A+/Tier 2 Offering on September 28, 2018. These outstanding securities are not reflected in Fiscal Year 2018 (July 1, 2017 - June 30, 2018) audited financials. In addition, during Fiscal Year 2019 the Nonprofit Finance Fund (NFF), a Community Development Financing Institution, committed to lending TechSoup up to \$4,000,000. As of June 30, 2019, TechSoup has drawn down \$500,000 against that loan based on term agreements. In this same timeframe, TechSoup has also received two large recoverable grants via Donor Advised Funds of \$100,000 and \$2,500,000 respectively as well as increased donations and other grants. These three large infusions of capital are all in support of TechSoup's \$11,500,000 overall fundraising goal. This Offering Circular details a \$3,350,000 Offering which is the outstanding amount required to be raised to meet the \$11,500,000 overall fundraising goal from all sources.

Corporate Information:

TechSoup Global is a California 501(c)(3) nonprofit public benefit corporation. The Organization maintains principal executive offices at 435 Brannan Street, Suite 100, San Francisco, California 94107. The Organization's telephone number is (415) 633-9300 and website address is <http://www.techsoup.org/>.

THIS WAS ONLY A SUMMARY

**PLEASE READ THE OTHER SECTIONS OF THIS OFFERING CIRCULAR
CAREFULLY FOR MORE INFORMATION**