

ZOOM COMPANIES INC.

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

OFFERING:

Up to 3,000,000 shares of common stock
\$1.00 per Share

Minimum Individual Purchase:

\$1,000(1,000shares of common stock)
(Unless waived by an Officer)

Principal Executive Offices:

2328 10th Avenue Suite 402
Lake Worth Florida 33461
Telephone (954) 684 - 8288

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THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE, INVOLVE A HIGH DEGREE OF RISK AND SHOULD BE PURCHASED ONLY BY PERSONS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE FEDERAL SECURITIES LAWS OR THE LAWS OF ANY STATE, BUT ARE BEING OFFERED AND SOLD PURSUANT TO CERTAIN EXEMPTIONS THEREUNDER. THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE AGENCY, NOR HAS ANY SUCH REGULATORY BODY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICES TO INVESTORS

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO BUY A SECURITY IN ANY JURISDICTION IN WHICH, OR TO ANY PERSON TO WHOM, IT IS UNLAWFUL TO MAKE SUCH AN OFFER OR SOLICITATION. THE MATERIAL INCLUDED HEREIN IS BASED UPON INFORMATION PREPARED BY US.

THE SECURITIES OFFERED HEREBY HAVE 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 UNLAWFUL.

THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS."

NO PERSON IS AUTHORIZED BY US TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN AS CONTAINED IN THIS MEMORANDUM IN CONNECTION WITH THE OFFERING AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION AND REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY US.

PROSPECTIVE INVESTORS MUST NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS INVESTMENT, LEGAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT HIS OR HER OWN INVESTMENT ADVISOR, LEGAL COUNSEL AND TAX ADVISOR AS TO THE BUSINESS, LEGAL, TAX AND RELATED MATTERS CONCERNING HIS INVESTMENT.

IT IS INTENDED THAT THE SECURITIES OFFERED HEREBY WILL BE MADE AVAILABLE ONLY TO "ACCREDITED INVESTORS", AS DEFINED IN RULE 506 (c) OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") TO ACCREDITED INVESTORS. THE SECURITIES OFFERED HEREBY ARE BEING OFFERED PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS FOR NON-PUBLIC OFFERINGS. SUCH EXEMPTIONS LIMIT THE NUMBER AND TYPES OF INVESTORS TO WHICH THE OFFERING WILL BE MADE AND RESTRICT SUBSEQUENT TRANSFERS OF THE SECURITIES.

THE SECURITIES OFFERED HEREBY SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN AFFORD TO SUSTAIN A LOSS OF THEIR ENTIRE INVESTMENT. INVESTORS WILL BE REQUIRED TO REPRESENT THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS OF THIS OFFERING.

NO SECURITIES MAY BE RESOLD OR OTHERWISE DISPOSED OF BY AN INVESTOR UNLESS, IN THE OPINION OF COUNSEL SATISFACTORY TO THE COMPANY, REGISTRATION UNDER THE APPLICABLE FEDERAL OR STATE SECURITIES LAWS IS

NOT REQUIRED OR COMPLIANCE IS MADE WITH SUCH REGISTRATION REQUIREMENTS.

WE DRAW YOUR ATTENTION TO THE ANTI-FRAUD PROVISIONS OF THE FEDERAL AND STATE SECURITIES LAWS, PARTICULARLY RULE 10b-5 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, WHICH PROHIBITS THE PURCHASE OR SALE OF SECURITIES ON THE BASIS OF MATERIAL NON-PUBLIC INFORMATION. IN LIGHT OF THESE PROVISIONS, INCLUDING RULE 10b-5, WE ADVISE YOU THAT, IF YOU ARE IN POSSESSION OF MATERIAL INFORMATION RELATING TO THE COMPANY WHICH YOU KNOW OR HAVE REASON TO KNOW IS NON-PUBLIC, YOU SHOULD NOT PURCHASE OR SELL OR CAUSE TO BE PURCHASED OR SOLD ANY OF THE COMPANY'S SECURITIES. IN ADDITION, YOU SHOULD NOT DISCLOSE ANY OF SUCH INFORMATION UNLESS AND UNTIL SUCH INFORMATION HAS BEEN PUBLICLY DISCLOSED.

THE OFFERING MATERIALS ARE SUBMITTED IN CONNECTION WITH THE PRIVATE PLACEMENT OF THE SECURITIES AND DO NOT CONSTITUTE AN OFFER OR SOLICITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED. IN ADDITION, THE OFFERING MATERIALS CONSTITUTE AN OFFER ONLY IF A NAME AND IDENTIFICATION NUMBER APPEAR IN THE APPROPRIATE SPACES PROVIDED ON THE COVER PAGE AND CONSTITUTE AN OFFER ONLY TO THE PERSON WHOSE NAME APPEARS THEREON. ANY REPRODUCTION OR DISTRIBUTION OF THE OFFERING MATERIALS IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF THEIR CONTENTS, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY, IS PROHIBITED. ANY PERSON ACTING CONTRARY TO THE FOREGOING RESTRICTIONS MAY PLACE HIMSELF AND THE COMPANY IN VIOLATION OF FEDERAL OR STATE SECURITIES LAWS.

THE COMPANY AND PLACEMENT AGENTS, IF ANY, RESERVE THE RIGHT TO ACCEPT OR REJECT ANY SUBSCRIPTION FOR SECURITIES, IN WHOLE OR IN PART, OR TO ALLOT TO ANY PROSPECTIVE INVESTOR FEWER THAN THE NUMBER OF SECURITIES SUCH INVESTOR DESIRES TO PURCHASE.

IN DECIDING WHETHER TO PURCHASE SECURITIES, EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE SECURITIES. PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY, OR ANY PROFESSIONAL ASSOCIATED WITH THE OFFERING, AS LEGAL OR TAX ADVICE. THE OFFEREE AUTHORIZED TO RECEIVE THIS MEMORANDUM SHOULD CONSULT ITS OWN TAX COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR, RESPECTIVELY, AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING ITS PURCHASE OF THE SECURITIES.

THE INFORMATION PRESENTED HEREIN WAS PREPARED BY THE COMPANY AND IS BEING FURNISHED SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING. THE INFORMATION CONTAINED IN THIS MEMORANDUM HAS BEEN SUPPLIED BY THE COMPANY AND HAS BEEN INCLUDED HEREIN IN RELIANCE

ON THE COMPANY. THIS MEMORANDUM CONTAINS SUMMARIES OF CERTAIN DOCUMENTS, BELIEVED BY THE COMPANY TO BE ACCURATE, BUT REFERENCE IS HEREBY MADE TO SUCH DOCUMENTS FOR COMPLETE INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF THE PARTIES THERETO. COPIES OF SUCH DOCUMENTS ARE AVAILABLE AT THE OFFICES OF THE COMPANY. ALL OF SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY THIS REFERENCE.

EXCEPT AS OTHERWISE INDICATED, THIS MEMORANDUM SPEAKS AS OF THE DATE HEREOF. NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY AFTER THE DATE HEREOF.

NO GENERAL SOLICITATION WILL BE CONDUCTED AND NO OFFERING LITERATURE OR ADVERTISING IN ANY FORM WILL OR MAY BE EMPLOYED IN THE OFFERING OF THE SECURITIES, EXCEPT FOR THIS MEMORANDUM (INCLUDING AMENDMENTS OR SUPPLEMENTS HERETO) AND THE DOCUMENTS SUMMARIZED HEREIN. NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM OR THE DOCUMENTS SUMMARIZED HEREIN AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON.

WE HAVE INCLUDED IN THIS MEMORANDUM CERTAIN “FORWARD-LOOKING STATEMENTS” WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 CONCERNING OUR BUSINESS, OPERATIONS AND FINANCIAL CONDITION. SUCH FORWARD-LOOKING STATEMENTS ARE SUBJECT TO VARIOUS KNOWN AND UNKNOWN RISKS AND UNCERTAINTIES AND WE CAUTION YOU THAT ANY FORWARD-LOOKING INFORMATION PROVIDED BY OR ON OUR BEHALF IS NOT A GUARANTEE OF FUTURE PERFORMANCE. OUR ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE ANTICIPATED BY SUCH FORWARD-LOOKING STATEMENTS DUE TO A NUMBER OF FACTORS, SOME OF WHICH ARE BEYOND OUR CONTROL, INCLUDING (I) CHANGES IN DOMESTIC AND FOREIGN ECONOMIC AND MARKET CONDITIONS, (II) THE EFFECT OF FEDERAL, STATE AND FOREIGN REGULATION ON OUR BUSINESS, (III) THE IMPACT OF FUTURE ACQUISITIONS ON OUR BUSINESS AND FINANCIAL CONDITION, (IV) INTELLECTUAL PROPERTY AND OTHER CLAIMS AND (V) THE IMPACT ON US OF OUR BRANDING STRATEGY AND OTHER FACTORS DISCUSSED UNDER “RISK FACTORS” AND ELSEWHERE IN THIS MEMORANDUM. ALL SUCH FORWARD-LOOKING STATEMENTS ARE CURRENT ONLY AS OF THE DATE ON WHICH SUCH STATEMENTS WERE MADE. WE DO NOT UNDERTAKE ANY OBLIGATION TO PUBLICLY UPDATE ANY FORWARD-LOOKING STATEMENT TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE ON WHICH ANY SUCH STATEMENT IS MADE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

BY ACCEPTING DELIVERY OF ANY OFFERING MATERIAL, THE OFFEREE AGREES (I) TO KEEP CONFIDENTIAL THE CONTENTS THEREOF, AND NOT TO DISCLOSE THE SAME TO ANY THIRD PARTY OR OTHERWISE USE THE SAME FOR ANY PURPOSE OTHER THAN EVALUATION BY SUCH OFFEREE OF A POTENTIAL PRIVATE INVESTMENT IN THE COMPANY, AND (II) TO RETURN THE SAME TO THE COMPANY IF

(A) THE OFFEREE DOES NOT SUBSCRIBE TO PURCHASE ANY SECURITIES, (B) THE OFFEREE'S SUBSCRIPTION IS NOT ACCEPTED, OR (C) THE OFFERING IS TERMINATED OR WITHDRAWN.

THE COMPANY WILL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO THE CLOSING, THE OPPORTUNITY TO ASK QUESTIONS OF AND TO RECEIVE ANSWERS FROM REPRESENTATIVES OF THE COMPANY CONCERNING THE COMPANY OR THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE. INVESTORS AGREE TO ADVISE THE COMPANY IN WRITING IF THEY ARE RELYING UPON ANY SUCH INFORMATION.

FOR RESIDENTS OF ALL STATES

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY 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.

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

FOR CALIFORNIA RESIDENTS

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 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.

FOR CONNECTICUT RESIDENTS

THESE 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 THE OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR NEW JERSEY RESIDENTS

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE BUREAU OF SECURITIES OF THE STATE OF NEW JERSEY NOR HAS THE BUREAU PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. THE FILING OF THE WITHIN OFFERING DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR SALE THEREOF BY THE BUREAU OF SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR NEW YORK RESIDENTS

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

THIS PRIVATE OFFERING MEMORANDUM DOES NOT CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY ARE MADE, NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS OF DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.



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EXHIBIT INDEX

Attached to this Memorandum are the following Exhibits (including each Exhibit attached to the Exhibits below), which are incorporated by reference as if specifically set forth herein and collectively together with this Memorandum, referred to as the "Offering Materials":

Exhibit A **FORM OF SUBSCRIPTION AGREEMENT**
Exhibit B **FORM OF INVESTOR QUESTIONNAIRE**

Zoom Companies Inc.
Confidential Private Placement Memorandum

Common Stock Description
Price: \$1.00 per Share
Total Shares Offered: Up to 3,000,000

Private Placement Memorandum

SUMMARY OF THE OFFERING

The Company

The Company has changed its name from Ballroom Dance Fitness Inc. to Zoom Companies Inc. The new name best explains the revised business plan from a Fitness Company to an Entertainment Company.

This summary is complete and contains all of the information that you should consider before investing in the Shares. Read the entire Memorandum carefully, including the more detailed information regarding our company, the risks of purchasing our common stock discussed under "Risk Factors." Unless otherwise noted herein, terms such as the "Company," "we," "us," "our," and similar terms refer to Zoom Companies, Inc.

Ballroom Dance Fitness, Inc. was incorporated in the state of Florida on January 2, 2009 and is a Condensed Consolidated Company. Ballroom Dance Fitness, Inc. (the "Company" or "Ballroom Dance Fitness"). We filed a registration statement on Form S-1 with the Securities and Exchange Commission. The Securities and Exchange Commission declared our registration statement effective on August 10, 2012. We were issued a trading symbol "BLDZ" and commenced trading on the OTC Markets QB. April 21, 2014.

The Company is now being structured as a full spectrum entertainment company encompassing global musical artists, live entertainment productions, in-house development of a Broadway style show, sports entertainment, and worldwide product distribution. The Company is in the process of a name change to "ZOOM Companies Inc."

The Company's entry into the Sports Industry was initiated with the formation of **Pro Arena Rugby, Inc.**, a wholly owned subsidiary of Zoom Companies Inc. The Company recently executed an asset purchase agreement pertaining to the acquisition of all assets associated with the production of indoor rugby events of World Arena Rugby Inc. The Company projects the Rugby League will be the most profitable entity among all portfolio companies.

The Company continues to compete in the weight loss and ballroom dance business, marketing a **Ballroom Dance Fitness (BDF) DVD**. The Company has created a fitness DVD series that promotes "Fun Exercise" to ballroom dance and fitness enthusiasts. The DVDs are designed for individuals that want to lose weight and also learn Ballroom Dance steps. The DVD series will be marketed via direct response marketing, infomercials, internet marketing, and wholesale distribution to the retail marketplace. More information can be found at www.bdfdvd.com.

The Company owns a ballroom dance studio known as **The Plaza Ballroom** and operates a 13,000 sq. ft. site and an adjacent 5,500 sq. ft. multi-purpose location in North Palm Beach, Florida. The Plaza Ballroom functions as a live entertainment venue and a ballroom dance studio, licensed for Sanctioned Dance Competitions sponsored by The National Dance Council of America for the county of Palm Beach, Florida. Additionally, The Plaza Ballroom

Is hosting private parties, weddings, and Saturday night ballroom dance parties for 350 dancers. www.ThePlazaBallroom.com

The Plaza Ballroom also hosts a musical **Concert Series** of nationally known bands seating up to 450 guests per event. Recently hosting The Little River Band, Fire Fall and Jefferson Airplane Starship. Age demographics vary based on event type.

The Company entered the musical industry with an asset purchase of **The Great America DIVAS** developing a Broadway style musical show & journey into the world of the 70's era (Studio 54) highlighting the musical female giants of the time with a 14-piece band and 4 DIVAS.

The Offering

This summary of certain provisions of the Memorandum is intended only for convenient reference, is not intended to be complete, and must be read in connection with the full Memorandum and the other related Exhibits attached hereto. This Memorandum and the attached Exhibits which describe, in detail, many aspects of the transactions which are material to subscribers, including those summarized below, must be read and understood in their entirety by subscribers. The following summary is, therefore, qualified in its entirety by reference to the full text of the Confidential Private Offering Memorandum, Exhibits, and other specified documents.

<i>The Offering:</i>	This Offering will be conducted in accordance with exemptions from registration pursuant to Section 4(2) and Rule 506 of Regulation D under the Securities Act. We are offering up to 3,000,000 shares (the "Shares") of common stock, par value \$0.0001 per share, only to "Accredited Investors" (as defined in Rule 506(c) of Regulation D of the Securities Act of 1933, as amended). The Shares are being offered on a "best efforts" basis by the Company's Officers and Directors and may be offered by one or more Placement Agents and finders.
<i>Purchase Price:</i>	\$1.00 per Share.
<i>Minimum Investment:</i>	\$1,000 (1,000 Shares of common stock), although we may accept subscriptions for a lesser amount at our sole discretion.
<i>Offering Period:</i>	The Offering shall commence on November 6, 2015 and shall terminate at 5:00 p.m., Eastern Time, on June 30, 2016 unless extended at the sole discretion of the Company for up to an additional ninety (90) days (as may be extended, the "Termination Date")
<i>Capitalization:</i>	Common Stock, par value \$0.0001 per share: 100,000,000 shares authorized and 24,182,286 shares issued and outstanding as of the date of this Memorandum.
<i>Placement Agent Fees:</i>	None as of the date of this Memorandum. To the extent that we engage any Placement Agent(s) to assist with this Offering, we may incur commissions of up to 10% with the proceeds on each sale made by any Placement Agent(s) of Proceeds to us reduced by a corresponding amount.
<i>Restrictions on Resale:</i>	None of the Shares are registered under the Securities Act and the certificates representing the Shares will contain a legend restricting the distribution, resale, transfer, pledge, hypothecation or other disposition of the Shares until the Shares are registered under the Securities Act or

an opinion of counsel reasonably satisfactory to us is received that registration is not required under the Securities Act.

This restriction on resale should be viewed as a “Risk” of investment. (See “Risk Factors” section).

Available Documents:

Any documents or information concerning the Company which a prospective purchaser reasonably requests to inspect or have disclosed to him or her will be made available or disclosed, subject to appropriate circumstances to receipt by us of reasonable assurances that such documents or information will be maintained in confidence. See “Additional Information.”

Subscription Documents:

The purchase of Shares shall be made pursuant to the Memorandum, the Subscription Agreement (attached hereto as **Exhibit A**) and the Confidential Prospective Purchaser Questionnaire (attached hereto as **Exhibit B**), which will contain, among other things, customary representations, warranties and covenants by us, investment representations by the purchasers, including representations required by the Securities Act and applicable state “blue sky” laws, and appropriate conditions to closing, including, among other things, qualification of the offer and sale of the Shares under applicable state “blue sky” laws. See “Subscription Procedures.”

Expenses: All prospective purchasers of the Shares will be responsible for their own costs, fees and expenses, including the costs, fees and expenses of their legal counsel and other advisors.

RISK FACTORS

An investment in the Common Stock involves a number of very significant risks. You should carefully consider the following risks and uncertainties in addition to other information in evaluating us and our business before purchasing the Common Stock. The Company's business, operating results and financial condition could be seriously harmed due to any of the following risks. The risks described below are all of the material risks that management is currently aware of that the Company is facing. Additional risks not presently known to management may also impair the Company's business operations. You could lose all or part of your investment due to any of these risks.

You should carefully consider the risks, uncertainties and other factors described below because they could materially and adversely affect our business, financial condition, operating results and prospects and could negatively affect the market price of our common stock. Also, you should be aware that the risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that we do not yet know of, or that we currently believe are immaterial, may also impair our business operations and financial results.

Our business, financial condition or results of operations could be harmed by any of these risks. You may lose all or part of your investment.

An investment in the Shares offered hereby is highly speculative, involves a high degree of risk and should be considered only by those persons who are able to afford a loss of their entire investment. In evaluating us and our business, prospective investors should carefully consider the following factors, in addition to the other information contained in this Memorandum.

The purchase of the Shares is suitable only for persons who have the financial capability to make the required investment and hold the Shares for a long period of time. A Subscriber will not be able to resell the Shares readily.

Subscribers must, therefore, have adequate other means of providing for their current personal needs and contingencies. Our business organization and existing debt and other obligations on our balance sheet all involve elements of substantial risk. In many instances, these risks arise from factors over which we will have little or no control. Some adverse events may be more likely than others and the consequence of some adverse events may be greater than others. No attempt has been made to rank risks in the order of their likelihood or potential harm. In addition to those general risks enumerated elsewhere in this Memorandum, Subscribers should also consider the following factors.

Risks Related to Our Business

We are not currently profitable and may not become profitable. Since our inception, we have generated revenues totaling \$534,741 thru September 30, 2015. We have incurred \$(1,146,326) operating losses since our formation and expect to incur substantial losses and negative operating cash flows for the foreseeable future, and we may not achieve or maintain profitability. We also expect to continue to incur significant operating and capital expenditures for the next several years and anticipate that our expenses will increase substantially in the foreseeable future. As a result, we will need to generate significant revenues in order to achieve and maintain profitability. We may not be able to generate these revenues or achieve profitability in the future. Our failure to achieve or maintain profitability could negatively impact the value of our common stock.

We have a limited operating history and are subject to all of the complications and difficulties associated with new enterprises. We have a limited history upon which an evaluation of our prospects and future performance can be made. Our proposed operations are subject to all business risks associated with new enterprises. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business operation in an emerging industry, and the continued development of advertising, promotions, and a corresponding customer base. There is a possibility that we could sustain losses in the future, and there are no assurances that we will ever operate profitably.

Proceeds received in this Offering may not be sufficient. Net proceeds from the Offering, if any, will be used to implement our business plan and for working capital purposes. If we are not successful in raising sufficient amounts in this Offering, any proceeds from this Offering will be of little value to us.

We will need to obtain additional financing. We will be required to obtain additional financing to continue to operate our business. There can be no assurance that any additional financing, if required, will be available to us on acceptable terms, if at all. Any inability of us to obtain additional financing, if required, could have a material adverse effect on our financial condition and results of operations.

Our product lines may never gain commercial acceptance. There can be no guarantee that our plan of operation will be commercially accepted at revenue levels sufficient to permit us to achieve or maintain profitable operations.

A dispute concerning the infringement or misappropriation of our proprietary rights or the proprietary rights of others could be time consuming and costly, and an unfavorable outcome could harm our business. We may be exposed to future litigation by third parties based on claims that our programs infringe the intellectual property rights of others. If we become involved in litigation, it could consume a substantial portion of our managerial and financial resources, regardless of whether we win or lose. We may not be able to afford the costs of litigation. Any legal action against us or our collaborators could lead to:

- payment of damages, potentially treble damages, if we are found to have willfully infringed a party's patent rights;
- injunctive or other equitable relief that may effectively block our ability to further develop, commercialize and sell products; or
- We or our collaborators having to enter into license arrangements that may not be available on commercially acceptable terms, if at all.

Consumers may not embrace our products, or preferences may change. Our ability to operate our business successfully is dependent initially on the success of a variety of factors, including our ability to sell our products to the public. We anticipate that our business will be targeted at consumers who assign high value to an active and fun lifestyle. Our ability to grow our customer base and generate sales will depend initially upon customer-acceptance of our products and the importance consumers place on healthy lifestyles.

Further, consumer preferences are difficult to predict. Our future success depends in part on our ability to anticipate and respond to changes in consumer preferences and we may not respond in a timely or commercially appropriate manner to such changes.

Failure to anticipate and respond to changing consumer preferences could have a material adverse effect on our business, results of operations, and financial condition. There can be no assurance regarding whether or when we will be able to successfully implement our business plan or that we will achieve profitability

Any of these factors could have a material adverse effect on our business, results of operations, and financial condition. We have limited operating history, and therefore it is difficult to predict our future sales or its ability to identify and adapt its products successfully to meet changing consumer interest trends and other elements that affect our results of operations.

We must achieve consumer acceptance in distribution channels. Our growth will depend in part on our ability to attract and maintain new customers. These channels of marketing and distribution are expected to present, competitive challenges, risks and marketing and distribution costs. In addition, our expansion in these channels of distribution will require us to attract and retain consumers in broader demographic and geographic markets. There can be no assurance that we will achieve successful distribution through nationwide distribution channels and with consumers in other demographic and geographic markets. The inability to obtain consumer acceptance in these markets could have a material adverse effect on our business, results of operations, and financial condition.

Our business may be affected by changes in trends. The entertainment industries are subject to changing consumer trends, demands and preferences. Trends change often and unpredictably, and our failure to anticipate, identify or react to changes in these trends could lead, among other things, to reduced demand and price reductions, and could have a material adverse effect on our business, results of operations, and financial condition. These changes might include consumer demand for new products or formulations. Our success depends, in part, on our ability to anticipate the habits of consumers and to offer products that appeal to their preferences on a timely and affordable basis.

Direct-response marketing is extremely competitive. We plan to market our fitness DVD's via direct response marketing (such as television infomercials). The direct response industry is extremely competitive, rapidly evolving and subject to constant change and intense marketing by providers of similar products. We must be able to distinguish our products and develop new products that address the needs of our customers. The inability to do so could have a material adverse effect on our business, results of operations, and financial condition.

We may be affected by adverse publicity. We are highly dependent upon consumers' perception of the quality and possible benefits of our products. As a result, negative publicity concerning products similar to our products could lead to a loss of consumer confidence in our products. Any of these events could have a material adverse effect on our business, results of operations, and financial condition.

If we are unable to manage our growth, our business could be adversely affected. We expect to experience a period of rapid growth and expansion that could continue to place a significant strain on our management. To serve the needs of our existing and future customers and consumers, we will have to increase our work force, which requires us to attract, train, motivate and manage a substantially larger number of qualified employees. Additionally, to effectively manage anticipated levels of future demand, we may be required to implement new operating, information, and financial systems, all of which may significantly increase our operating expenses. There can be no assurance that we will be able to achieve our growth as planned, increase our work force, or implement new systems

to manage our anticipated growth, and any failure to do so could have a material adverse effect on our business, results of operations, and financial condition.

We may undertake acquisitions that could increase our costs or liabilities or be disruptive. We do not currently have any commitments, agreements or understandings to acquire any specific businesses or other material operations, but we will consider acquisitions in the future. We may not be able to locate suitable acquisition candidates at prices that we consider appropriate or to finance acquisitions on terms that are satisfactory to us. If we do identify an appropriate acquisition candidate, we may not be able to successfully negotiate the terms of an acquisition, finance the acquisition or, if the acquisition occurs, integrate the acquired business into our existing business. Negotiations of potential acquisitions and the integration of acquired business operations could disrupt our business by diverting management away from day-to-day operations. Acquisitions of businesses or other material operations may require additional debt or equity financing, resulting in additional leverage or dilution of ownership. The difficulties of integration may be increased by the necessity of coordinating geographically dispersed organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. We also may not realize expected cost efficiencies or synergies. In addition, we may need to record write-downs from future impairments of intangible assets, which could reduce our future reported earnings. If any such acquisition occurs, there can be no assurance as to the effect thereof on our business, results of operations, and financial condition.

We may face intellectual property risks. We will rely on a combination of common law trademark rights, U.S. federal registration rights, and trade secret laws to protect our proprietary rights. There can be no assurance that we will be able to enforce our trademark rights for our products or register trademarks or obtain common law trademark rights we desire. In addition, we expect to file applications for federal registration of marks in the United States. Common law trademark rights do not provide us with the same level of protection as afforded by a United States federal registration of a trademark. In addition, common law trademark rights are limited to the geographic area in which the trademark is actually used plus a reasonable zone of future expansion, while U.S. federal registration on the Principal Register gives the registrant superior rights throughout the United States, subject to certain exceptions. We expect to register our trademarks in certain foreign jurisdictions where our products will be sold. The protection available in such jurisdictions may not be as extensive as the protection available to us in the United States.

We are dependent on key officers. Our success is significantly dependent on the personal efforts, performance, abilities, of our management team. The loss of service of any of our team could have a material adverse effect on our business, results of operations, and financial condition. We do not maintain "key man" life insurance on senior management. In addition, our future success depends upon our ability to attract and retain highly qualified personnel. Competition for such personnel is intense and there can be no assurance that we will be able to attract and retain such qualified personnel. A failure to do so could have a material adverse effect on our business, results of operations, and financial condition.

We are subject to risks associated with advertising. Advertising of our products is subject to regulation by the FTC under the Federal Trade Commission Act, which prohibits unfair or deceptive trade practices, including dissemination of false or misleading advertising. In addition, the National Advertising Division of the Council of Better Business Bureaus, Inc. ("NAD") administers a self-regulatory program by the advertising industry to ensure truth and accuracy in national advertising. NAD both monitors national advertising and entertains inquiries and challenges from competing companies and consumers. Although we do not believe that such regulations will materially negatively affect our marketing efforts, any future changes to our advertising resulting from compliance with an adverse NAD determination or FTC action or fines or penalties assessed in connection therewith could adversely affect our product marketing efforts, and there can be no assurance that such required changes in advertising would not have a material adverse effect on our business, results of operations, and financial condition.

We are responsible for the indemnification of our officers and directors, which could result in substantial expenditures. Our Charter documents provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on behalf of our company. This indemnification policy could result in substantial expenditures, which we may be unable to recoup.

Risks Related to the Shares

The offering price of the Shares was arbitrarily determined and is not related to our asset value, projected future value net worth, our financial condition or our results of operations. The offering price of the Shares was determined by us in negotiation arbitrarily and is not related to our asset value, projected future value, net worth, and results of operations, financial condition or any other established criteria of value. Factors considered by us in determining such prices, included our history, our business prospects, our assessment of our net worth and financial condition and our evaluation of our management. The offering price should in no event, however, be regarded as an indication of any future market price of our common stock. As a new investor, you will experience immediate, substantial dilution of the net tangible book value of the shares. Assuming the sale of all of shares, you will (i) pay a price per share that substantially exceeds the value, on a per share basis, of our assets after we subtract from these assets, our intangible assets and liabilities; (ii) contribute substantial funds but will only own, in the aggregate, approximately less than 5% of our outstanding shares, and (iii) experience further dilution in the net tangible value of your shares as a result of future issuances of common stock and the conversion or exercise of securities either outstanding or issued in the future. "Dilution" means the difference between the offering price per share and the net tangible book value per share as adjusted for the Offering.

Our management has broad discretion over the use of proceeds from this Offering, and the failure of management to apply these funds effectively could seriously harm our business. Our management will have broad discretion as to how we spend the proceeds from this Private Placement Offering, and stockholders may not agree with how we use the proceeds. You will not have the opportunity to evaluate the economic, financial or other information on which we base our decisions on how to use the proceeds. We may not be successful in using the proceeds from this Private Placement Offering in ways that will yield favorable operating results.

We may not be able to secure the services of a placement agent to assist in this Offering. As of the date of this Memorandum, we have not secured the services of a FINRA-registered broker-dealer to assist it with this Offering as a placement agent. While we may obtain the services of a FINRA-registered broker-dealer to serve as a placement agent, there can be no guarantee that we will be successful in obtaining a broker-dealer or that we will be successful in selling any Shares offered hereby. This Offering is being conducted solely on a best-efforts basis by our officers, employees and directors.

Our shares of common stock are deemed to be "penny stocks" with a potential limited trading market. There is currently no market for our securities. When our shares of common stock commence trading, of which no assurances can be given, they will, in all likelihood, be subject to the "penny stock rules" adopted pursuant to Section 15(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act."). The penny stock rules apply to non-NASDAQ companies whose common stock trades at less than \$5.00 per share or companies which have tangible net worth of less than \$5,000,000 (\$2,000,000 if the company has been operating for three or more years). Such rules require, among other things, that brokers who trade "penny stock" to persons other than "established customers" complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote and other information under certain circumstances. Many brokers have decided not to trade "penny stock" because of the requirements of the penny stock rules and, as result, the number of broker-dealers willing to act as market makers in such securities is limited. In the event that we remain subject to the "penny stock rules" for any significant period, there may develop an adverse impact on the market, if any, for our securities. Because our securities are subject to the "penny stock rules," investors will find it more difficult to dispose of our securities.

Further, for companies whose securities are traded in the "Pink Sheets" and/or the Over the Counter Bulletin Board, it is more difficult: (i) to obtain accurate quotations, (ii) to obtain coverage for significant news events because major wire services, such as the Dow Jones News Service, generally do not publish press releases about such companies, and (iii) to obtain needed capital.

The price of our shares of common stock in the future may be volatile. If a market develops for our common stock, the market price of our common stock will likely be volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including: technological innovations or new products and

services by us or our competitors; additions or departures of key personnel; sales of our common stock; our ability to integrate operations, technology, products and services; our ability to execute our business plan; operating results below expectations; loss of any strategic relationship; industry developments; economic and other external factors; and period-to-period fluctuations in our financial results. Because we have a very limited operating history with limited to no revenues to date, you may consider any one of these factors to be material. Our stock price may fluctuate widely as a result of any of the above. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock.

Purchasers in this Offering will have limited control over decision making because our officers and directors collectively control a majority of our issued and outstanding common stock. Presently, our officers and directors beneficially own approximately 43% of the total issued and outstanding shares of common stock and 100% of the Series A preferred stock, which gives them majority voting power over any matters presented to the shareholders for approval. In the event that all 3,000,000 shares offered were sold, the ownership of our officers/directors would be approximately 39% of the shares of common stock and 100% of the shares of Series A preferred stock. Because of such ownership, investors in this offering will have limited control over matters requiring approval by our shareholders, including the election of directors. Such control may also make it difficult for our shareholders to receive a premium for their shares of common stock in the event the Company enters into transactions which require stockholder approval.

USE OF PROCEEDS

Per Share	Price to Public (1)	Commissions (2)	Proceeds (3)
	\$3,000,000	0	\$3,000,000

Selling all of the shares of Common Stock in this private placement offering will result in net proceeds of \$2,700,000 after estimated legal and accounting. The funds will be made immediately available to the Company and used at management's discretion to build the business. Subscription agreements and monies paid are irrevocable and funds will only be returned upon rejection of the subscription by the Company. We generally expect to disburse the proceeds from this offering in the priority set forth below:

• Plaza Concert Series Marketing	\$100,000
• Great American Divas	\$100,000
• BDF Marketing Campaign	\$300,000
• Zoom HDQ General Administrative	\$300,000
• Public Relations, Investor Relations	\$200,000
• Rugby Senior Management & League	\$500,000
• Professional Fees (Legal/Audits/Etc.)	\$500,000
• Rugby Team Miami	\$500,000
• Working Capital	<u>\$500,000</u>

Total **\$ 3,000,000**

- (1) The Price to investors of the Common Stock has been arbitrarily determined by management and is not based on earnings or any other recognized criterion of value, nor is it a representation that each share of Common Stock has a market value of or can be sold at that price.
- (2) The Company intends to offer the Common Stock to the public through its officers and employees. No commissions or any other form of remuneration will be paid on sales made directly to the public by the managers of the Company.
- (3) Reflects amount before payment of the Organizational and Offering Expenses. The Company has allocated \$50,000.00 for payment of the Organizational and Offering Expenses. There can be no assurance that Organizational and Offering Expenses will not exceed that amount. The Organizational and Offering Expenses are being estimated herein and

represent those expenses incurred or anticipated to be incurred in connection with the Offering, including legal fees, accounting fees, printing costs and offering, marketing, distributing and issuing the Common Stock. Management will receive no fees or other compensation in connection with the Offering, except for reimbursement of Organizational and Offering Expenses.

BUSINESS OF THE COMPANY

FORWARD LOOKING STATEMENTS

When used in this Memorandum and in our future filings with the SEC, the words or phrases “will likely result,” “we expect,” “will continue,” “is anticipated,” “estimated,” “project,” or “outlook” or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform

Act of 1995. We wish to caution readers not to place undue reliance on any such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. Such risks and uncertainties include, among others, success in reaching target markets for products in a highly competitive market and the ability to attract future customers, the size and timing of additional significant orders and their fulfillment, the success of our business emphasis, the ability to finance and sustain operations, the ability to raise equity capital in the future despite, and the size and timing of additional significant orders and their fulfillment. We have no obligation to publicly release the results of any revisions, which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

DEVELOPMENT

Ballroom Dance Fitness, Inc. was incorporated in the state of Florida on January 2, 2009 (the “Company”). We are a development stage company and file consolidated financial statements (the “Company”). We filed a registration statement on Form S-1 with the Securities and Exchange Commission. The Securities and Exchange Commission declared our registration statement effective on August 10, 2012. We were issued a trading symbol “BLDZ” and commenced trading on the OTC:BB Marketplace on April 21, 2014. The Company is in the process of changing its name to Zoom Companies Inc.

Today the company has changed its business plan and its name to reflect the direction of change from ballroom fitness to an entertainment company: “ZOOM Companies Inc.” The company is now being structured as a full spectrum entertainment company encompassing global musical artists, live entertainment productions, in-house development of a Broadway style show, sports entertainment, worldwide product distribution, and continued production of a fitness DVD.



BUSINESS OPERATIONS

The following is a list of our revenue streams:

- Pro Arena Rugby:** The Company has formed a wholly owned subsidiary which shall own and operate Pro Arena Rugby, Inc. (PAR). The concept is to introduce Rugby 7s in the arena format to the North American sports market. Following the nationwide success of Arena Football, PAR is developing a professional Rugby League, looking to launch its inaugural exhibition season in second quarter of 2016. Initially, the Company looks to launch the league with at least eight professional teams, planning to expand to sixteen by 2018.

With interest in the initial eight team locations for 2017, the Company will continue to seek new team owners on both the east and west coast for the 2018 season. Through broadcasting and merchandise licensing, we look to capture significant market share in this fast growing niche sport.
- Ballroom Dance Fitness (BDF) DVDs:** The Company has created a DVDs that promotes “Fun Exercise” to ballroom dance and fitness enthusiasts. The DVDs include fitness and dance instruction to six different ballroom dances: the Cha-Cha, Swing, Salsa, Merengue, Rumba and Waltz. The program is to promote an effective way to ‘lose weight’ from your own home, while also learning dances you can go out and enjoy. “From working out, to going out” we capitalize on a unique niche in the fitness DVD marketplace. The fitness focus will enhance endurance by providing cardiovascular stimulation, build strength in the lower body, and utilize hand weights to develop and tone the upper body. We will be competing against other dance DVDs as well as work out programs such as P90x and The 21 Day Fix.
- Certified Fitness Instructors:** The Company will offer fitness trainers and ballroom dance instructors an opportunity to become certified as a Ballroom Dance Fitness instructor after completing a six-hour training session with Sean Forhan. The certified trainer can then offer Ballroom Dance Fitness classes in his/her city and retain all of the revenue. Instructors will simply pay a one-time fee of \$250 to become certified. There will be a discounted subsequent annual renewal fee to keep the certification active. This program will generate revenue and market interest for our product.
- Great American Divas:** The Company has entered into a licensing agreement with a 70% controlling interest in the “Great American Diva’s.” The DIVAS offer a Broadway style show & musical journey into the world of the 70’s era (Studio 54) highlighting the musical female giants of the time. The Company will produce and promote a series of Live Concert events featuring Great American Diva’s in 2015, with the ultimate goal of securing residency in casino showrooms nationwide in 2016. It is our intention to franchise the production and expand its presence globally. The Company, through its licensing agreement, has secured the recording, touring, and merchandising rights on an exclusive basis.
- The Plaza Ballroom:** The Company operates a 13,000 sq. ft. and 5,500 sq. ft. multi-purpose venue in North Palm Beach Florida. The Plaza functions as a live entertainment venue for an up close and personal concert series and a ballroom dance studio holding a license for Sanctioned Dance Competitions. Additionally, it can be rented out as an Event Center for the hosting of private parties, meetings, and wedding receptions. The concert series has recently seen success with The Little River Band, Jefferson Starship and FireFall with three consecutive “Sell Outs” We anticipate that the continued success of the event center will help in cross marketing other subsidiaries to generate additional revenue.
- Professional Ballroom Competitions:** The Company has acquired a license for Sanctioned Dance Competitions sponsored by The National Dance Council of America for the county of Palm Beach, Florida. The license is for one event each year to take place in January. The event will draw nearly one hundred professional dancers and students competing for trophies and prize money and enjoying the weekend of competitive dance. The event will include three judges whom determine the winners at the Awards Dinner Dance. The Company earns money for constructing the weekend activities at their host hotel, competition for 1 night, and receiving a registration fee and dance fees for each dance (heat) they enter.

GROWTH STRATEGY AND OBJECTIVES

The First Corporate Objective is to raise working capital for each subsidiary, and use the funds to start marketing all four entities in our portfolio as entertainment and fitness companies. The company is looking for equity funding via our \$3M Private Placement Memorandum (PPM). The PPM is selling three million restricted shares at \$1.00 each.

The Second Objective is to hire a Public Relationship company to promote the portfolio companies with creative ideas to increase revenues. Additionally, we will select an Investor Relations company to focus on the public entity in order to create awareness and increased trading resulting in high stock volume and market capitalization.

The Third Objective is to develop the Pro Arena Rugby (PAR) League. The company has purchased the concept from a development group that has spent the past decade turning this dream into a reality. They have agreed to sell the idea to Zoom Companies Inc. for 3M shares of Zoom stock and the exclusive rights to keep three cities for their personal interests. They will work with Zoom as consultants for 6 months and evaluate their further interest in December 2015. Zoom will start an aggressive marketing plan for potential city owners, contacting pro sports owners (NHL, NFL, NBA, etc.) with the goal of selling team cities to investors

The Fourth Objective is to hire additional administrative staff and senior management to oversee the ongoing portfolio of the company's business plans and maintain focus on increasing profits in all entities. Plus the Company intends to add Directors from outside of the Company, experienced in the Entertainment, Sport and Financial Industries.

MANAGEMENT

DIRECTORS, OFFICERS (INCLUDING SUBSIDIARIES), AND EXECUTIVE CONSULTANTS

The following table includes the names and positions held of our directors and subsidiary officers as of the date of this Private Placement Memorandum.

All directors of the Company serve 2 year terms and hold office until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. Executive consultants are appointed by the Board of Directors annually to serve for one year terms and until their successors are duly elected and qualified.

NAME	AGE	POSITION
Bill Forhan	70	Chief Executive Officer, Chief Financial Officer and Chairman since Inception (January 20, 2009)
Sean Forhan	40	President of Video Entertainment and Director since Inception (January 20, 2009)
Aric Gastwirth	50	President of Pro Arena Rugby, Inc.

Biographies

Bill Forhan. Mr. William Forhan is an entrepreneur and has experience forty years as chief executive officer of various private and public companies in creating and building successful companies. He has acquired over 70 businesses and sold over 10 companies. Mr. Forhan sold his incentive travel company to American Express Corp. and remained as the president for three years. He has been chief executive officer and founder of seven private companies and seven public companies. Mr. Forhan is recently retired as Chairman Chief Executive officer of Medytox Solutions Inc. "MMMS", where he served as Chief Executive Officer for the first three years growing MMMS to a market capitalization exceeding \$200,000,000 and EBITDA totaled over \$35,000,000. He is now dedicated to the development of Zoom Companies Inc. as Chairman and CEO.

Sean Forhan. Mr. Sean Forhan has taught Ballroom dancing in Michigan and Florida for the past fourteen years and has participated in training at Zumba classes. He became a certified Zumba instructor. He has expanded that experience and added his own fitness program to create Ballroom Dance Fitness. Sean's dance experience includes teaching for the franchised dance studios of Fred Astaire and Arthur Murray along with teaching at independent dance studios. Sean has taught his Ballroom Dance Fitness classes at local community centers, gyms and the YMCA.

Aric Gastwirth. Mr. Gastwirth brings more than 25 years of experience in public accounting and the corporate sector, with extensive consulting, private placement, venture capital, and IPO experience. Mr. Gastwirth has more than 15 years of direct experience in the technology and internet space industries. He also served as Chief Financial Officer at a private company during its transition to a public company, later assuming a seat on the Board of Directors. Mr. Gastwirth spent several years as CFO/COO of a major software development firm, and has consistently had direct authority over budgets exceeding \$25M. Previously, Mr. Gastwirth served as CFO of the publicly traded company World Wide Technologies, Inc. where he was responsible for overseeing the preparation of the company's financial filings including the annual and quarterly SEC reports. Additionally, Mr. Gastwirth has served as the CFO for one of the largest seminar companies providing online ecommerce enabled technology for the past 12 years. Mr. Gastwirth has also served as CEO/CFO for several entertainment productions in both the United States and Europe. Mr. Gastwirth began his career at the accounting firm of Coopers & Lybrand, and then was the managing partner of his own accounting firm for 10 years. He is also a licensed CPA.

EXECUTIVE CONSULTANTS

Mary Tiffany. Ms. Tiffany is the VP Sales Director of Video Entertainment for Ballroom Dance Fitness. She has over twenty years of experience in marketing and management in the travel and real estate industries. Ms. Tiffany has developed business plans, fundraised, and produced the marketing strategy for and implementation of the DVD direct response sales plans. She has been a driving force from start to finish in development and marketing of the Ballroom Dance Fitness DVD.

Ann Morello. Ms. Morello is the CEO of the Plaza Ballroom and Event Centre LLC, the management company for the Plaza Ballroom, and has managed its affairs for the past three years. She has been instrumental in establishing the Plaza as a premier event center for weddings, corporate meetings and functions, expos, business networking and meet-up groups, and weekly social dances. She also oversees the daily financial reports and administrative duties of the Plaza staff. Ms. Morello earned her Bachelor of Science degree from Palm Beach Atlantic University and a Master of Science in Mathematics from Nova Southeastern University in Ft. Lauderdale. She has been a professional athlete and television model. Her background also includes professional development seminars, and hosting at events as "Master of Ceremony."

Joe Morello. Mr. Morello is the COO of the Plaza Ballroom and Event Centre LLC, the management company for the Plaza Ballroom. Mr. Morello's 30 years of experience with Prudential Insurance has afforded him the organizational and administrative experience necessary to manage the daily operations. Moreover, Mr. Morello's musical and dancing background has provided the Plaza Ballroom with a list of entertainers anxious to perform at the Plaza, making every event different and exciting.

Mark Savoy. VP Business Development of Pro Arena Rugby. Mark Savoy is the Founder of Pro Arena Rugby (PAR) formally known as WAR Inc. Mark is a seasoned entrepreneur and executive with over 30 years of experience in business management. Mark has been envied in rugby for over 30 years as a player and a director of one of the oldest rugby clubs in the USA: Eagle Rock Rugby Inc. he has over 18 years in securities, trading and financial services plus he sits on the Board of Directors of several public trading companies.

PLANS

There are no annuity, pension or retirement benefits or stock options proposed to be paid to officers, directors or employees in the event of retirement at normal retirement date pursuant to any presently existing plan provided or contributed to by the Company or any of its subsidiaries, if any. There are no stock option plans.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Our Articles of Incorporation, as amended and restated, and our Bylaws provide for mandatory indemnification of our officers and directors, except where such person has been adjudicated liable by reason of his negligence or willful misconduct toward the Company or such other corporation in the performance of his duties as such officer or director. Our Bylaws also authorize the purchase of director and officer liability insurance to insure them against any liability asserted against or incurred by such person in that capacity or arising from such person's status as a director, officer, employee, fiduciary, or agent, whether or not the corporation would have the power to indemnify such person under the applicable law.

EXECUTIVE COMPENSATION

The following table sets forth information concerning the annual and long-term compensation of our Executive Officers for 2014 and 2013. The listed individuals shall be hereinafter referred to as the "Named Executive Officers."

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year Ended Dec. 31,	Salary	Bonus	Stock Awards	Option Awards	Incentive Plan Comp.	Deferred Comp.	All Other Comp.	Total
William Forhan, CEO, CFO and Chairman (Principal Executive Officer)	2014	\$ - (1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ - (1)
	2013	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sean, Forhan COO and Director	2014	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ - (1)
	2013	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

(1) Unpaid from inception

Employment Agreements

The Company entered into two employment agreements dated January 20, 2009 for both Mr. William Forhan and Mr. Sean Forhan (collectively, the "Employment Agreements") The terms and provisions of the respective Employment Agreement are the same for both Mr. Bill Forhan and Mr. Sean Forhan, which primarily are five-year term (which commence the date when the Company has sufficient cash flow to pay the salary of each officer), salary will be \$72,000 per year and \$600 monthly car allowance.

As of the date of this Private Placement Memorandum, the Company has not paid a salary to either William Forhan or Sean Forhan. The Company will start paying Sean Forhan and William Forhan starting January 1st 2016.

Director Compensation

The Company's outside directors will be issued 50,000 shares at a per share price of \$0.20 for fiscal year ended December 31, 2015, plus the Company pays directors' travel expenses for attending four Board meetings a year. As of the date of this Private Placement Memorandum, no director expenses have been incurred.

DESCRIPTION OF THE COMMON STOCK

GENERAL

The following description of our capital stock and the provisions of our Articles of Incorporation and By-Laws, each as amended, is only a summary.

Our Articles of Incorporation authorize the issuance of 100,000,000 shares of common stock, \$0.0001 par value per share, and 10,000,000 shares of preferred stock, par value \$.0001 As of November 1, 2015, there were 24,282,286 outstanding shares of common stock and 200 shares of preferred stock outstanding. Set forth below is a description of certain provisions relating to our capital stock.

None of the Shares are registered under the Securities Act, and the certificates representing the Shares will contain a legend restricting the distribution, resale, transfer, pledge, hypothecation or other disposition of the Shares until the Shares are registered under the Securities Act or an opinion of counsel reasonably satisfactory to us is received that registration is not required under the Securities Act. Accordingly, the Shares may not be resold unless a Resale Registration Statement is filed and declared effective by the SEC or an exemption from registration is available, such as Rule 144 under the Securities Act. Similar restrictions on transferability are imposed under the securities or "blue sky" laws of certain states. As a result of these limitations on transferability, an investment in the shares should be considered illiquid. If no market develops for our Shares, it may be difficult or impossible for you to resell your Shares if you should desire to do so.

CAPITALIZATION

Our authorized capital consists of 100,000,000 shares of common stock, par value \$0.0001 per share. Additionally, 10,000,000 shares of Preferred Stock are authorized as of the date of this Memorandum.

Common Stock

We have authorized 100,000,000 shares of common stock, par value \$0.0001 per share. Prior to this offering, there are a total of 24,282,286 shares of common stock issued and outstanding. Each share of our common stock is entitled to one vote at all meetings of our stockholders. Our stockholders are not permitted to cumulate votes in the election of directors. All shares of our common stock are equal to each other with respect to liquidation rights and dividend rights. There are no preemptive rights to purchase any additional shares of our common stock. In the event of our liquidation, dissolution or winding up, holders of our common stock will be entitled to receive, on a pro

rata basis, all of our assets remaining after satisfaction of all liabilities and preferences of outstanding preferred stock, if any. Neither our Certificate of Incorporation nor our By-Laws contain any provisions which limit or restrict the ability of another person to take over our company; however, our By-Laws do permit our Board of Directors to be classified.

Preferred Stock

We have authorized 10,000,000 shares of Series A preferred stock, par value \$0.0001 per share. Of the 10,000,000 shares of preferred stock, 200 shares shall be designated as Series A preferred stock, which shares of Series A preferred stock shall have the following powers, designations, preferences and relative, participating, optional and other rights, and the following qualifications, limitations and restrictions. Shares of the Series A preferred stock shall have a stated value of One dollar (\$1.00) per share (the "Stated Value").

On June 17, 2013, the Company obtained the approval of the Preferred Stock Amendment by written consent of the stockholders that are the record owners of 10,500,000 shares of common stock, which represents an aggregate of approximately 64.4% of the voting power as of June 17, 2013.

The names of the shareholders of record who hold in the aggregate a majority of our total issued and outstanding common stock and who signed the written consent of stockholders are: (i) William Forhan holding of record 4,500,000 shares of common stock; and (ii) Sean Forhan holding of record 6,000,000 shares of common stock.

Voting Rights. Except as otherwise required by law or by the Articles of Incorporation and except as set forth below, the outstanding shares of Series A preferred stock shall vote together with the shares of common stock of the corporation as a single class and, regardless of the number of shares of Series A preferred stock outstanding and as long as at least one of such shares of Series A preferred stock is outstanding, shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of shareholders of the corporation or action by written consent of shareholders. Each outstanding share of the Series A preferred stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series A preferred stock.

Warrants

There are no outstanding warrants to purchase our securities.

Options

There are no outstanding options to purchase our securities.

DIVIDEND POLICY

We currently intend to retain any earnings for use in our business, and therefore do not anticipate paying cash dividends in the foreseeable future. The authorized but unissued shares of our common stock are available for future issuance without our stockholders' approval. These additional shares may be utilized for a variety of corporate purposes including but not limited to future public or private offerings to raise additional capital, corporate acquisitions and employee incentive plans.

The issuance of such shares may also be used to deter a potential takeover of the Company that may otherwise be beneficial to stockholders by diluting the shares held by a potential suitor or issuing shares to a stockholder that will vote in accordance with the Company's Board of Directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their shares of stock compared to the then-existing market price.

TRANSFER AGENT AND REGISTRAR

The Company's transfer agent for its shares of common stock is VStock Transfer Inc.

DILUTION

If the Maximum Offering is achieved, then we would issue 3,000,000 shares of our common stock. In that event, the holders thereof would own an aggregate of approximately 11.0% of the total issued and outstanding shares.

"Dilution," as the term is used herein, is a reduction in the value of a purchaser's investment measured by the difference between the purchase price and the net tangible book value of the common stock after the purchase takes place. "Net book value" represents the amount of total assets less the amount of total liabilities divided by the number of shares of common stock outstanding. This dilution arises mainly from the arbitrary decision as to the offering price per Share and the lower book value of the shares currently outstanding.



BENEFICIAL OWNERSHIP CHART

The following table set forth information as of the date of this Private Placement Memorandum regarding the beneficial ownership of our common and preferred stock (Series A), (a) each stockholder who is known by the Company to own beneficially in excess of 5% of our outstanding common stock; (b) each director known to hold common or preferred stock; (c) the Company's chief executive officer; and (d) the executive officers and directors as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of stock. The percentage of beneficial ownership of common stock is based upon 24,282,286 shares of common stock outstanding as of November 1, 2015.

Name and Address ⁽¹⁾	Number of Shares Beneficially Owned	Class	Percentage of Class Before Offering ⁽²⁾	Percentage of Class After Offering ⁽²⁾
Officers and Directors				
William G. Forhan, CEO/CFO and Chairman of the Board of Directors	4,600,000	Common	18.9%	16.8%
	100	Series A Preferred ⁽³⁾	50.0%	50%
Sean Forhan COO and member of Board of Directors Officer and Directors as a Group (2 Members)	6,100,000	Common	25.1%	16.6%
	100	Series A Preferred	50.0%	
	10,700,000	Common	44.0%	39.2%
5% or Greater Shareholders Clark Forhan	200	Series A Preferred	100%	100%
	1,250,000	Common	5.1%	.4.6%

1. Unless noted otherwise, the address for all persons listed is c/o the Company at 5280 N. Ocean Drive, Suite 2-F, Riviera Beach, Florida 33404.

2. The above percentages are based on the assumption that all of the 3,000,000 shares of common stock will be sold and thus 27,282,286 shares of common stock outstanding.

(4) Based on the voting rights of the Series A Preferred shares, Messrs. William and Sean Forhan have majority control on all matters presented to shareholders for approval.

RELATED PARTIES AND CERTAIN TRANSACTIONS

DIRECTOR INDEPENDENCE

At this time the Company does not have a policy that its directors or a majority be independent of management as the Company has at this time only two directors. It is the intention of the Company to implement a policy that majority of the Board member be independent of the Company's management as the member's of the board of director's increases.

A Director is considered independent if the Board affirmatively determines that the Director (or an immediate family member) does not have any direct or indirect material relationship with the Company or its affiliates or any

member of senior management of the Company or his or her affiliates. The term "affiliate" means any corporation or other entity that controls, is controlled by, or under common control with the Company, evidenced by the power to elect a majority of the Board of Directors or comparable governing body of such entity. The term "immediate family member" means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in law, brothers- and sisters-in-laws and anyone (other than domestic employees) sharing the Director's home.

William Forhan is CEO and has two sons in the Company: Sean Forhan the COO and Founder, and Clark Forhan the Funding Director, and daughter Dr. Sara Salomon Executive Director.

TERMS OF THE OFFERING

Subject to the conditions set forth in this Memorandum and in accordance with the terms and conditions of the Articles of Incorporation and the Bylaws, the Common Stock is being offered by the Company on a "best efforts" basis. The full purchase price is payable in cash upon subscription. Each investor will be required to meet certain investor suitability standards and also comply with his respective state requirements, if any, as to financial qualifications. There is no assurance as to the number of shares of Common Stock will be sold, if any.

PLAN OF DISTRIBUTION

The Common Stock is being offered directly to the public by the officers and directors of the Company. No commissions or any other remuneration will be paid on sales of the Common Stock made directly to the public by any such officer or director.

This Offering will terminate at the discretion of the Company. The Offering will remain open for an indefinite period of time until either a certain number of shares of Common Stock have been sold as determined by the Company or the Company, in its sole discretion, terminates the Offering, whichever date occurs earlier.

PLACEMENT AGENTS

There is currently no Placement Agent for this Offering. We may retain the services of one or more broker-dealers registered with the Financial Industry Regulatory Authority ("FINRA"), to act as Placement Agents for the Offering and to assist in the solicitation of the sales of the Shares through one or more registered selling agents on a "best efforts" basis.

We anticipate that if a broker-dealer is retained, we will pay a placement fee of up to ten percent (10%) of each accepted subscription payable from the subscription proceeds to the placement agent (who, in turn, will be obligated to pay any selling commissions to selling agents). In the event that we do not retain the services of a FINRA broker-dealer, the Shares offered hereby will be offered and sold by our officers and directors who will not be compensated for any such efforts. We have not, as of the date of this Memorandum, engaged the services of a FINRA registered broker-dealer. Checks for purchase of Shares must be made payable to "Zoom Companies Inc." In the alternative, subscription funds may be wired as follows:

Wire Info:

Bank: Wells Fargo Bank N.A.
Routing Number: 121 000 248
Routing Number Foreign: SWIFT BIC – WFBIUS6S Bank
Address: 420 Montgomery, San Francisco, CA 94194
Account Number: 8558 5632 53
Account Name: Zoom Companies Inc.
Account Address: 5280 North Ocean Drive, Suite 2-F; Singer Island, FL 33404

HOW TO SUBSCRIBE

Prospective investors who satisfy the investor suitability standards set forth in the Subscription Agreement under "Suitability Standards" may subscribe for the Common Stock by completing, signing and delivering to the Company an executed copy of the Subscription Documents to be furnished by the Company. All subscriptions must be accompanied by a check payable to the order of "Zoom Companies Inc." or a wire confirmation in the amount subscribed for. By his or her execution of the Subscription Documents, the investor agrees to all the terms of the Subscription Agreement of the Company. The Board of Directors has the unconditional right to accept or reject any subscription in whole or in part in its sole discretion for any reason. If the Board of Directors rejects or fails to accept any subscription, or part of any subscription, the subscription and the funds paid by the investor, without interest, will be returned to the subscriber. A subscriber cannot cancel or withdraw his or her subscription.

Who May Invest

An investment in the Common Stock offered hereby is highly speculative and involves a high degree of risk, including the risk of the entire loss of the investment. In addition, these securities lack liquidity as compared to other securities investments. There is not currently and may never be any public or private market for the Common Stock. Additionally, these securities are "restricted securities" as such term is defined under the Securities Act and may not be resold or transferred without compliance with applicable federal and state securities laws. Accordingly, an investment in the Common Stock is suitable only for persons of substantial financial means who either meet the definition of "Accredited Investors" under Regulation D or the suitability standards of a "-Accredited Investor". See "SUBSCRIPTION AGREEMENT."

Restriction of Transfer

The Common Stock offered hereby has not been registered under the Securities Act or the securities laws of any state. Consequently, investors may not subsequently sell any of the securities acquired in this Offering unless those securities are subsequently registered under applicable securities laws or unless exemptions from such registration are available. Accordingly, investors herein must be prepared to bear the economic risk of the investment and the total loss of their investment.

INVESTOR QUALIFICATIONS

The Offering is available to "Accredited Investors" only as that term is defined in Rule 506(c) promulgated under the Securities Act of 1933, as amended, and no non-accredited investors. The Company will have the right to reject a subscription for shares for any reason in our discretion.

The purchase of the shares involves significant risks and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can afford the complete loss of their investment.

This Offering is made in reliance on certain exemptions from registration under Section 4(2) and Section 4(6) of the Securities Act and Rule 506(c) of Regulation D promulgated thereunder. Prospective investors should consider carefully each of the risks associated with this Offering, particularly those described in the "Risk Factors" section.

Investors will be required to make certain representations and to satisfy certain other standards and conditions, which will be set forth in a Subscription Agreement, and a Confidential Prospective Purchaser Questionnaire that must be executed by all investors in the Offering. We reserve the right to require an investor to substantiate any facts submitted by such investor.

RESTRICTIONS ON RESALE

The shares to be issued by us in this Offering will be “restricted securities” as defined under the rules and regulations of the Securities Act, and subject to limitations on their transfer pursuant to Federal and state securities laws. The shares will be imprinted with a legend in substantially the following forms:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS, AND MAY NOT BE SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHOUT AN EFFECTIVE REGISTRATION STATEMENT

UNDER SUCH ACT OR PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF SUCH ACT AND APPLICABLE STATE SECURITIES LAWS, SUPPORTED BY AN OPINION OF COUNSEL, THAT SUCH REGISTRATION IS NOT REQUIRED.

CONFIDENTIALITY

The Company will to the extent allowed by the Securities Act of 1933, as amended, and the various state securities laws keep confidential the identities of investors in the Company and the information supplied to the Board of Directors by said investors in the Confidential Purchaser Questionnaire.

ACCESS TO ADDITIONAL INFORMATION

During the course of the Offering, each offeree and his advisors are invited to ask questions of and obtain additional information from us concerning the terms and conditions of the offering, the Company and any other relevant matters. Such information will be provided to the extent the Company possesses such information or can acquire it without unreasonable effort or expense. Offerees or advisors having questions or desiring additional information should contact the Company. The name, address, and telephone number of the company are:

Website: www.ZoomcompaniesInc.com

111 US Highway One

North Palm Beach, FL 33408

Telephone: (954) 684 8288