

REGULATION D - RULE 506 EQUITY OFFERING MEMORANDUM

Vic Davidson Music & Pro Multimedia, Inc.

2,906,977 Shares of Series A 6% Cumulative Convertible Preferred Stock
(the "Preferred Stock") at a price of \$2.00 per share ("Original Purchase Price")

Vic Davidson Music & Pro Multimedia, Inc. ("The Company") is offering up to 40 percent of its company of the form of a minimum of 581,398 Shares to a maximum of 2,906,977 Shares of Cumulative Convertible Preferred Stock on a "best efforts" basis ("Offering") at \$2.00 per share (the "Offering Price"). Each Share has a par value of \$0.001 per Share ("Preferred Stock") and carries a dividend of 6%. The Price to Investors is \$1,162,796 for Minimum Shares with the Proceeds to the Company of \$1,000,005. The Price to Investors is \$5,813,954 for Maximum Shares with the Proceeds to the Company of \$5,000,000. The Offering will terminate on May 1, 2003, unless terminated by the Company earlier (the "Closing Date").

Prior to The Offering, there has been no market for The Common Stock. There can be no assurance that any trading market for The Common Stock will develop upon completion of this Offering. The Offering Price has been arbitrarily determined by The Company and bears no relationship to The Company's assets, earnings, book value or other recognized criteria of value. **SEE "RISK FACTORS"**.

(1) The Shares are being offered directly by The Company on a "best efforts" basis with respect to a maximum of 2,906,977 Shares of Preferred Stock. This is a mini/max offering. Accordingly, The Company will only utilize the proceeds from The Offering as received if the actual amount of Shares sold hereby exceeds 581,398 Shares and the proceeds of such transactions enables The Company to finance Phase I and Phase II of their project. Since this is a "best efforts" offering, there is no commitment on the part of any broker-dealer or other person to purchase any part of The Offering.

(2) The Company is offering the Shares directly to the public through its Officers and/or Directors without payment of any commission and/or any other form of remuneration for such. Additionally, the Preferred Units are being offered by the Company with the assistance of registered broker-dealers on a "best efforts" basis.

(3) The Company will pay a selling commission of 10% to broker-dealers who are members of the National Association of Securities Dealers, Inc. who have agreed to sell the Membership Interest on a "best efforts" basis. In addition, the Company will pay a Finder's Fee of up to 10% to individuals who refer particular accredited investors. All NASD broker-dealers and individual Finders who effect transactions may also be paid by the Company a standard non-accountable expense allowance of 2% of aggregate sales and up to 2% due diligence fee of aggregate sales in addition to the commissions and finder's fees due upon sale of the Member Interest. Therefore, proceeds to The Company have been computed before commissions of 14% and deduction of expenses in connection with this Offering estimated at \$50,000 including filing fees, printing, legal, accounting, consulting, and other miscellaneous expenses.

(4) Investors' funds will be held in escrow by the Company pending sale of the Minimum Offering amount. The Offering, unless extended, will be terminated and all subscription funds promptly returned if the Minimum Offering is not completed on or before May 1, 2003. If the Minimum Offering is met, the Company will extend the Offering until August 1, 2003, without notice to subscribers. Subscriptions obtained in the Offering may be accepted or rejected in whole or in part by the Company for any reason. Under no circumstances will the Minimum Offering be deemed to have been met by subscriptions that are subsequently rejected. Except as required by certain states' securities laws, subscriptions which are accepted by the Company may not be withdrawn by any subscriber. See "TERMS OF THE OFFERING"

THESE SECURITIES INVOLVE A VERY HIGH DEGREE OF RISK AND IMMEDIATE AND SUBSTANTIAL DILUTION. POTENTIAL PURCHASERS SHOULD NOT INVEST IN THE SECURITIES UNLESS THEY CAN AFFORD A LOSS OF THEIR ENTIRE INVESTMENT HEREIN. SEE "RISK FACTORS"

THESE 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 OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	PRICE TO INVESTOR	DISCOUNTS AND COMMISSIONS	PROCEEDS TO COMPANY
PER SHARE	\$2.00	\$0.28	\$1.72
TOTAL MINIMUM			
581,398 SHARES	\$1,162,796	\$162,791	\$1,000,005
TOTAL MAXIMUM			
2,906,977 SHARES	\$5,813,954	\$813,953	\$5,000,000

The date of the Offering Memorandum is July 24, 2002