

(for Vergence Entertainment LLC)
(Managing Member of Ringorang Worldwide LLC)

CERTIFICATE AND REPRESENTATIONS REGARDING

RULE 506(d) DISQUALIFICATIONS

**RELATING TO AN OFFER OF \$20,000,000 IN CONVERTIBLE PROMISSORY NOTES
BY**

RINGORANG WORLDWIDE LLC

RINGORANG WORLDWIDE LLC, as the issuer, is intending to make an offer of Convertible Promissory Notes. The issuer intends to rely upon the exemption from registration under the Securities Act of 1933, as amended (the “Securities Act”) provided by Regulation D, Rule 506. Rule 506(d) provides that in some circumstances the exemption from federal registration will not be available to the issuer. The purpose of this Certificate and Representations form is to confirm that the issuer will not be at risk if it proceeds with its intended offering and reliance upon the exemption under Rule 506 being available to it. Accordingly, your careful reading and completion of this Certificate and Representations form is of critical importance to the issuer.

In that regard, the undersigned acknowledges and understands that:

- (i) Rule 506 of Regulation D under the Securities Act of 1933, provides an exemption from the registration of securities under the Securities Act for certain offerings that meet the applicable requirements set forth in Regulation D
- (ii) If an offering is exempt from registration under the Securities Act by reason of compliance with Regulation D, including Rule 506, the offering will also be exempt by virtue of Section 18 of the Securities Act, from registration or qualification under the “blue sky” securities laws of any State;
- (iii) Rule 506(d) of Regulation D provides that the exemption afforded by Rule 506 is not available for a sale of securities if the issuer, certain affiliates, or other persons participating in the offering process are subject to specifically identified “disqualifying” or “triggering” events;
- (iv) The issuer’s securities have not been and will not be registered under the Securities Act in reliance upon the exemption from registration afforded by Rule 506 of Regulation D, or registered or qualified under the blue sky laws of any State; and,
- (v) In determining the availability of the exemption afforded by Rule 506, and the preemption of compliance with registration or qualification under the blue sky laws of any State, the issuer is relying on the undersigned’s representations, warranties, and agreements contained in this Certificate and Representations Regarding Rule 506(d) Disqualifications (the “Certificate”).

Part I. Selected Covered Persons.

The undersigned represents and warrants to the issuer that the undersigned is one of the persons listed below and that the specific category/categories applicable to the undersigned is/are checked below:

CHECK ALL THAT APPLY

Any predecessor of the issuer, or any affiliated issuer.

*Note: An “**affiliated issuer**” is a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the issuer.*

A member of the Board of Directors (for an issuer that is a corporation), a general partner (for an issuer that is a partnership), or a managing member (for an issuer that is a limited liability company).

An executive officer, or other officer participating in the offering.

Title or position: _____

*Note: The term “**executive officer**” means an issuer’s president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the issuer. Executive officers of subsidiaries may be deemed executive officers of the issuer if they perform such policy making functions for the issuer.*

*Note: The term “**officer participating in the offering**” means any officer who has more than a transitory or incidental involvement with the offering and would normally include such activities as participation or involvement in due diligence activities, involvement in the preparation of disclosure documents, and communication with the issuer, prospective investors or other offering participants.*

A beneficial owner of 20% or more of the issuer’s outstanding **voting** equity securities, calculated on the basis of voting power.

Note: The 20% test is based on total voting power of the issuer, regardless of class of security. Whether securities are “voting securities” depends on whether security-holders have or share the ability, either currently or on a contingent basis, to control or significantly influence the management and policies of the issuer through the exercise of a voting right. Non-voting securities should be ignored, and the weighted voting power of all other classes should be taken into account in determining whether the undersigned is the beneficial owner of 20% or more of the issuer’s voting equity securities.

- Any promoter connected with the issuer in any capacity at the time of such sale.

Note: The term “promoter” includes:

Any person who, acting alone or in conjunction with one or more other persons, directly or indirectly takes initiative in founding and organizing the business or enterprise of an issuer; or

Any person who, in connection with the founding and organizing of the business or enterprise of an issuer, directly or indirectly receives in consideration of services or property, or both services and property, 10% or more of any class of securities of the issuer or 10% or more of the proceeds from the sale of any class of such securities. (However, a person who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter for this purpose if such person does not otherwise take part in founding and organizing the enterprise.)

Promoters can be individuals or entities; since promoters include those who directly or indirectly take initiative in founding or organizing the business or enterprise, issuers must “look through” entities that qualify as promoters to their respective directors, officers and other control persons.

- Any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities (the “solicitor”), and any director, general partner, managing member, executive officer or other officer participating in the offering of such solicitor, and any director, executive officer or other officer participating in the offering of the solicitor’s general partner or managing member.

Note: Any person who is engaged in the selling process, including underwriters and placement agents, sales representatives, sales agents and any other person who is compensated as a result of sales of the securities is a person involved in the solicitation of purchasers.

- Any investment manager of the issuer if the issuer is a pooled investment fund, and any director, general partner, managing member, executive officer or other officer participating in the offering of such investment manager, and any director, executive officer or other officer participating in the offering of the investment manager’s general partner or managing member.

Part II. Disqualifying Events.

The undersigned represents and warrants that the undersigned's response to each of the questions below (including the subparts of each such question) relating to certain disqualifying events set forth in Rule 506(d) is true and correct.

RESPOND TO EACH ITEM AND SUBSECTION

1. Has the undersigned been convicted, within 10 years before the date of this Certificate (or five years, in the case of the issuer and its predecessors and affiliated issuers), of any felony or misdemeanor:

- Yes No (A) In connection with the purchase or sale of any security?
- Yes No (B) Involving the making of any false filing with the Securities and Exchange Commission ("SEC")?
- Yes No (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

2. Is the undersigned subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the date of this Certificate, that enjoins the undersigned from engaging or continuing to engage in any conduct or practice:

- Yes No (A) In connection with the purchase or sale of any security?
- Yes No (B) Involving the making of any false filing with the SEC?
- Yes No (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

3. Is the undersigned subject to a final order of a state securities commission (or an agency or officer of a state performing similar functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing similar functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

(A) At the date of this Certificate, bars the undersigned from:

- Yes No (1) Association with an entity regulated by such commission, authority, agency, or officer?
- Yes No (2) Engaging in the business of securities, insurance or banking?
- Yes No (3) Engaging in savings association or credit union activities?

Yes No (B) Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within 10 years before the date of this Certificate?

4. Is the undersigned subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Securities Exchange Act of 1934 (the "Exchange Act") or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the date of this Certificate:

Yes No (A) Suspends or revokes the undersigned's registration as a broker, dealer, municipal securities dealer or investment adviser?

Yes No (B) Places limitations on the activities, functions or operations of such person?

Yes No (C) Bars such person from being associated with any entity or from participating in the offering of any penny stock?

5. Is the undersigned subject to any order of the SEC entered within five years before the date of this Certificate that, at the date of this Certificate, orders the undersigned to cease and desist from committing or causing a violation or future violation of:

Yes No (A) Any scienter-based anti-fraud provision of the federal securities laws, including, without limitation, Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder?

Yes No (B) Section 5 of the Securities Act?

6. Is the undersigned suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes No

7. Has the undersigned filed (as a registrant or issuer), or was or was named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within five years before the date of this Certificate, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is, at the time of this Certificate, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

Yes No

8. Is the undersigned subject to a United States Postal Service false representation order entered within five years before the date of this Certificate, or, at the date of this Certificate, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

9. If the response to any question in Part II of this Certificate is “Yes,” the undersigned has attached to this Certificate a true and correct copy of all documents related to the act or event that requires the undersigned to answer “Yes” to that question.

The undersigned hereby represents and warrants that all information set forth in both Part I and Part II of this Certificate is true and correct. The undersigned further hereby represents and warrants that the undersigned is aware that the issuer is relying on the truth of the answers provided by the undersigned in Part I and Part II of this Certificate and as to the truth and completeness of the documents provided, if any, in response to Item 8 of Part II of this Certificate. The undersigned further acknowledges that if the undersigned has provided any responses that are not correct that the issuer may, as a result of its reliance upon that information, lose its right to rely on Rule 506 and as a result become subject to significant monetary or other penalties, for which the issuer will seek recourse to the undersigned. The undersigned further agrees that if any of the above-enumerated disqualifying events occurs from the date of this Certificate to the date of sale of the securities contemplated by this Certificate, the undersigned will provide written notice to the issuer describing the facts and circumstances of such event, including any relevant documentation of that event, within twenty-four (24) hours of the occurrence of that event.

The undersigned has executed this Certificate under penalty of perjury on this 8th day of JANUARY 2015, at GLENDALE, CALIFORNIA.



Signature

Robert J. Feeney, President

Name Printed

For Vergence Entertainment LLC

(for F-H-S Legacy Corporation)
(Managing Member of Vergence Entertainment LLC)
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- (iii) Rule 506(d) of Regulation D provides that the exemption afforded by Rule 506 is not available for a sale of securities if the issuer, certain affiliates, or other persons participating in the offering process are subject to specifically identified “disqualifying” or “triggering” events;
- (iv) The issuer’s securities have not been and will not be registered under the Securities Act in reliance upon the exemption from registration afforded by Rule 506 of Regulation D, or registered or qualified under the blue sky laws of any State; and,
- (v) In determining the availability of the exemption afforded by Rule 506, and the preemption of compliance with registration or qualification under the blue sky laws of any State, the issuer is relying on the undersigned’s representations, warranties, and agreements contained in this Certificate and Representations Regarding Rule 506(d) Disqualifications (the “Certificate”).

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A member of the Board of Directors (for an issuer that is a corporation), a general partner (for an issuer that is a partnership), or a managing member (for an issuer that is a limited liability company).

An executive officer, or other officer participating in the offering.

Title or position: _____

*Note: The term “**executive officer**” means an issuer’s president, any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy making function or any other person who performs similar policy making functions for the issuer. Executive officers of subsidiaries may be deemed executive officers of the issuer if they perform such policy making functions for the issuer.*

*Note: The term “**officer participating in the offering**” means any officer who has more than a transitory or incidental involvement with the offering and would normally include such activities as participation or involvement in due diligence activities, involvement in the preparation of disclosure documents, and communication with the issuer, prospective investors or other offering participants.*

A beneficial owner of 20% or more of the issuer’s outstanding **voting** equity securities, calculated on the basis of voting power.

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- Any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities (the “solicitor”), and any director, general partner, managing member, executive officer or other officer participating in the offering of such solicitor, and any director, executive officer or other officer participating in the offering of the solicitor’s general partner or managing member.

Note: Any person who is engaged in the selling process, including underwriters and placement agents, sales representatives, sales agents and any other person who is compensated as a result of sales of the securities is a person involved in the solicitation of purchasers.

- Any investment manager of the issuer if the issuer is a pooled investment fund, and any director, general partner, managing member, executive officer or other officer participating in the offering of such investment manager, and any director, executive officer or other officer participating in the offering of the investment manager’s general partner or managing member.

Part II. Disqualifying Events.

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- Yes No (B) Involving the making of any false filing with the Securities and Exchange Commission ("SEC")?
- Yes No (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

2. Is the undersigned subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the date of this Certificate, that enjoins the undersigned from engaging or continuing to engage in any conduct or practice:

- Yes No (A) In connection with the purchase or sale of any security?
- Yes No (B) Involving the making of any false filing with the SEC?
- Yes No (C) Arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities?

3. Is the undersigned subject to a final order of a state securities commission (or an agency or officer of a state performing similar functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing similar functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

(A) At the date of this Certificate, bars the undersigned from:

- Yes No (1) Association with an entity regulated by such commission, authority, agency, or officer?
- Yes No (2) Engaging in the business of securities, insurance or banking?
- Yes No (3) Engaging in savings association or credit union activities?

Yes No (B) Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within 10 years before the date of this Certificate?

4. Is the undersigned subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Securities Exchange Act of 1934 (the "Exchange Act") or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the date of this Certificate:

Yes No (A) Suspends or revokes the undersigned's registration as a broker, dealer, municipal securities dealer or investment adviser?

Yes No (B) Places limitations on the activities, functions or operations of such person?

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Yes No (A) Any scienter-based anti-fraud provision of the federal securities laws, including, without limitation, Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act and Rule 10b-5, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940, or any other rule or regulation thereunder?

Yes No (B) Section 5 of the Securities Act?

6. Is the undersigned suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

Yes No

7. Has the undersigned filed (as a registrant or issuer), or was or was named as an underwriter in, any registration statement or Regulation A offering statement filed with the SEC that, within five years before the date of this Certificate, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is, at the time of this Certificate, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

Yes No

8. Is the undersigned subject to a United States Postal Service false representation order entered within five years before the date of this Certificate, or, at the date of this Certificate, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

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9. If the response to any question in Part II of this Certificate is "Yes," the undersigned has attached to this Certificate a true and correct copy of all documents related to the act or event that requires the undersigned to answer "Yes" to that question.

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The undersigned has executed this Certificate under penalty of perjury on this 8th day of JANUARY 2015, at GLENDALE, CALIFORNIA.



Signature

Robert J. Feeney, CEO
Name Printed

For F-H-S Legacy Corporation