

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED

MAR 23 2006

THOMSON FINANCIAL

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

MAIL RECEIVED MAR 07 2006

1356866 OMB APPROVAL OMB Number: 3235-0076 Expires: Estimated average burden hours per response: 16.00

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

Name of Offering () check if this is an amendment and name has changed, and indicate change.)

Silver Program

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 () Rule 506 () Section 4(6) () ULOE

Type of Filing: () New Filing () Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.)

Freedom Fidelity, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) 3939 Beltline Road, Suite 610 Addison, Texas 75001

Telephone Number (Including Area Code) 800-745-2224

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

To provide financial opportunities to clients through joint participation in private placement programs.

Type of Business Organization

- () corporation () limited partnership, already formed () other (please specify): () business trust () limited partnership, to be formed

LIMITED LIABILITY COMPANY

Actual or Estimated Date of Incorporation or Organization: Month Year () Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pratt, James N.

Business or Residence Address (Number and Street, City, State, Zip Code)

3939 Beltline Road, Suite 610 Addison, Texas 75001

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Combs, Roland V.

Business or Residence Address (Number and Street, City, State, Zip Code)

3939 Beltline Road, Suite 610 Addison, Texas 75001

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 100,000.00
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

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(Check "All States" or check individual States) All States

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<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> N	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

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(Check "All States" or check individual States) All States

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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 20,000,000.00	\$ 0.00
Equity	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 20,000,000.00	\$ 0.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$ 0.00
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only)	0	\$ 0.00

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ _____
Regulation A	N/A	\$ _____
Rule 504	N/A	\$ _____
Total		\$ 0.00

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 5,000.00
Accounting Fees	<input type="checkbox"/>	\$ 0.00
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0.00
Other Expenses (identify) _____	<input type="checkbox"/>	\$ 0.00
Total	<input type="checkbox"/>	\$ 5,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

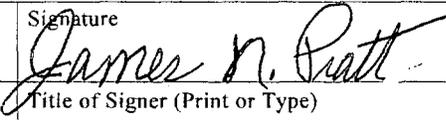
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” \$ 19,995,000.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Repayment of indebtedness	<input type="checkbox"/> \$ 0.00	<input checked="" type="checkbox"/> \$ 2,400,000.00
Working capital	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Other (specify): _____	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 2,400,000.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 2,400,000.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Freedom Fidelity, LLC	Signature 	Date February 27, 2006
Name of Signer (Print or Type) James N. Pratt	Title of Signer (Print or Type) President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the content to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Freedom Fidelity, LLC	Signature <i>James N. Pratt</i>	Date February 27, 2006
Name (Print or Type) James N. Pratt	Title (Print or Type) President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X		0					
AK		X		0					
AZ		X		0					
AR		X		0					
CA		X		0					
CO		X		0					
CT		X		0					
DE		X		0					
DC		X		0					
FL		X		0					
GA		X		0					
HI		X		0					
ID		X		0					
IL		X		0					
IN		X		0					
IA		X		0					
KS		X		0					
KY		X		0					
LA		X		0					
ME		X		0					
MD		X		0					
MA		X		0					
MI		X		0					
MN		X		0					
MS		X		0					

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		x							
MT		x							
NE		x							
NV		x							
NH		x							
NJ		x							
NM		x							
NY		x							
NC		x							
ND		x							
OH		x							
OK	x								x
OR		x							
PA		x							
RI		x							
SC		x							
SD		x							
TN		x							
TX	x								x
UT		x							
VT		x							
VA		x							
WA		x							
WV		x							
WI		x							

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input checked="" type="checkbox"/>		0				<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input checked="" type="checkbox"/>		0				<input type="checkbox"/>	<input type="checkbox"/>



3939 Beltline Road, Suite 610 Phone: 972-620-2355
Addison, Texas 75001 Phone: 800-745-2224
JPratt@FreedomFidelity.com Fax: 972-620-2388

Joint Participating Agreement

This Joint Participating Agreement (JPA) is to establish the agreement between the parties,
_____ (Client), whose address is:

and Freedom Fidelity, LLC, (Freedom Fidelity) whose address is 3939 Beltline Rd, Suite 610,
Addison, Texas 75001.

The Parties agree as follows:

Client wishes to invest _____ Dollars (\$,000.00)

into a Private Placement Program offered by Freedom Fidelity pursuant to Regulation D of the
Securities Act of 1933.

INVESTMENT PROCESS

Freedom Fidelity will syndicate the funds if less than \$1,000,000.00 in order to meet the
minimum Private Placement Program criteria.

Freedom Fidelity Bank of America Sub Accounts process for Client is as follows:

a) At the direction and assistance of Freedom Fidelity, the Client calls Freedom Fidelity Bank of
America "Client Manager", who will provide the following services related to Freedom Fidelity
Sub accounts:

b) Note: Bank of America only facilitates the sub account process for Freedom Fidelity. Please
note this is NOT a Bank of America investment program, therefore, Bank of America has
NOT approved the investment program. It is the Client's responsibility to evaluate the
investment opportunity and NOT Bank of America. The investment opportunity overview is

I understand that Bank of America will NOT provide investment advise on any aspect of this contemplated
investment opportunity.

Client Name: _____

Client Signature: _____

Date: _____

contained within for you and your legal counsel's evaluation.

c) Bank of America Client Manager will obtain Client information and provide an account number for the Client and open an account for Client via overnight mail or work with the Client's local Bank of America office.

d) Freedom Fidelity **WILL NOT** have the ability to withdraw funds or have any signature authority over Client's sub account.

e) Freedom Fidelity will be able to show the amount within the account via a Bank of America account sweeping process. The amount will show as Freedom Fidelity assets via a tear sheet.

f) Freedom Fidelity will only use this Proof Of Funds (POF) tear sheet to show that the Client has the ability to participate in a given financial opportunity transaction.

g) Client elects to participate by signing this agreement, and then the client moves the funds to Freedom Fidelity's Master account that is limited to the commencement and distribution of funds related to the aforementioned financial opportunity.

h) The Client initial sub account will remain open for Freedom Fidelity to send the Client's agreed upon profits/proceeds back to that Client's sub account.

The Client's funds are always secured. By agreement, Freedom Fidelity will only be allowed to do three things with the Client's funds, (1) Purchase Bank Instruments issued by the Top 25 World Banks; such as Citibank, Bank Of America, Wells Fargo or an investment grade bank institution, (2) return the funds to the Client, (3) pay the proceeds as defined within the Proceeds Distribution Section contained within the JV Agreement between Freedom Fidelity and Client.

Program Overview:

With respect to this Bank Instrument transaction, after this agreement is signed, Client's cash is used to acquire a Bank Instrument issued by an investment grade financial institution. The Bank Instrument is the Client's collateral at all times of the transaction.

After client has signed this agreement with Freedom Fidelity and prior to client transferring funds to the account of Freedom Fidelity, Freedom Fidelity shall issue to client a promissory note in the amount of the principal amount transferred. In addition, client shall be issued within ten (10) days a certificate bearing the amount of principal and cusip number of bank instrument that has been purchased using the client's funds. This certificate shall be issued in the name of the client. Client shall return this certificate to Freedom Fidelity after termination of this transaction. Freedom Fidelity shall return initial amount of principal and any profits due client.

Use of Proceeds:

- a) 100% of the Client's funds will be placed into Freedom Fidelity Master Account at Bank of America and can only be used to acquire a Bank Instrument that is then placed into a private placement investment program.
- b) Trade profits will be distributed within 30 to 45 banking days.
- c) Client will receive 12% of invested funds per month on a simple interest basis (there is no compounding). Said profits will be distributed by depositing profits into Client's Bank of America sub account unless Client elects to have profits remain with Freedom Fidelity.
- d) If Client elects to have his profits remain with Freedom Fidelity, the profits will earn 6% per month (simple interest no compounding) until the profits total \$1M then these total profits will begin to earn 12%.
- e) There is no set timeline for the investment program to run. Client must commit to a minimum of 120 days in the private placement program. Profits will be distributed until either the Client chooses to exit the program or the Freedom Fidelity closes the program down. Client will be provided a twenty (24) hour notice sent to Fax Number _____.

This Joint Participating Agreement is strictly confidential and delivered to you with the understanding that neither it nor its substance shall be disclosed publicly or privately to any third person except those who are in a confidential relationship to you (such as your legal counsel and accountant), or where the same is required by law (including all applicable federal and state securities laws), which conditions the Client and its agents agree to be bound by upon acceptance of this agreement.

Sincerely,

Freedom Fidelity, LLC - James N. Pratt

By: _____
President

Accepted this _____, 2006

Client Name:

By: _____

Print Title: _____

Accepted this _____, 2006

Freedom Fidelity, LLC

3939 Beltline Rd., Suite 610

Addison, Texas 75001

(972) 620-2355 (800) 745-2224 Fax: (972) 620-2388

Email: jpratt@freedomfidelity.com

PROMISSORY NOTE

\$ _____ Dated: _____, 2006

Principal Amount _____ State of: Texas

FOR THE VALUE RECEIVED, the undersigned hereby jointly and severally promise to pay to the order of

_____, the sum of

Dollars (\$ _____), together with interest thereon at the rate of **not less than 10% per annum**. Said sum shall be paid in the manner following:

Monthly reports showing status of clients account. Funds are for one year and will compound monthly. Principal and earnings may be paid at the end of the year or client may elect to extend the loan for a second or consecutive year.

This note may be prepaid, at any time, in whole or in part, without penalty at which time accumulated interest as indicated on the prior month or last month in which dividends were shown compounded shall be due and paid.

In the event this note shall be in default, and placed with an attorney for collection, then the Borrower agrees to pay all reasonable attorney fees and costs of collection. Payments not made within ten (10) days of due date shall be subject to a late charge of 10 % of said payment. All payments hereunder shall be made to such address or persons as may from time to time be designated by any holder hereof.

The undersigned and all other parties to this note, whether as endorsers, guarantors or sureties, agree to remain fully bound hereunder until this note shall be fully paid and waive demand, presentment, and protest and all other indulgence by any holder or upon the discharge or release of any obligator hereunder or to this note, or upon the exchange, substitution, or release of any collateral granted as security for this note. No modification or indulgence by any holder hereof shall be binding unless in writing; and any indulgence on any one occasion shall not be an indulgence for any other or future occasion. Any modification or change of terms, hereunder granted by any holder hereof, shall be valid and binding upon each of the undersigned, notwithstanding the acknowledgement of any of the undersigned, and each of the undersigned does hereby irrevocably grant to each of the others a power of attorney to enter into any such modification on their behalf. The rights of any holder hereof shall be cumulative and not necessarily successive. This note shall take effect as a sealed instrument and shall be construed, governed and enforced in accordance with the laws of the State of Texas. The undersigned hereby execute this note as Borrower.

Signed in the presence of:

Freedom Fidelity, LLC

Witness

By: _____
James N. Pratt-President – Borrower

Witness

FREEDOM FIDELITY, LLC PROSPECTUS

This Prospectus is part of Form D *NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION* that Freedom Fidelity, LLC hereinafter Freedom Fidelity filed with the Securities and Exchange Commission, commonly known as the SEC. This Prospectus is intended to provide additional information about us, the program and securities offered. The Silver Program is where client(s) unsolicited through a Joint Participating Agreement with Freedom Fidelity place funds into a Private Placement Program pursuant to the Securities Act of 1933. The funds are used to purchase bank instruments issued by investment grade financial institutions. The funds are secured by a promissory note issued by Freedom Fidelity to the client and by bank instruments that have been purchased using the client's funds. The Joint Participating Agreement attached to Form D details the Investment Process and Program Overview.

Freedom Fidelity, LLC is a Texas Limited Liability Company. The Texas Secretary of State issued to Freedom Fidelity a Certificate of Filing on January 27, 2006. We provide financial opportunities for clients through their joint participation with Freedom Fidelity to place funds into Private Placement Programs. Our principal executive offices are located at 3939 Beltline Road, Suite 610, Addison, Texas 75001, telephone number (800) 745-2224.

EXECUTIVE OFFICERS

James N. Pratt - President / Treasurer has over 34 years in the insurance business with life, annuities and business insurance. Mr. Pratt has been the owner of his insurance agency for over 20 years. Mr. Pratt specializes in giving work shops and seminars in various insurance subjects for agents across the country. Mr. Pratt is a graduate with a BA Degree from Harding University.

Roland V. Combs, III - Vice President / Secretary has over 20 years experience as a practicing Attorney specializing in Tax, Estate Planning, Bankruptcy and Business Organizations. He built his own law firm and presently serves as CEO and owns a Sports and Entertainment Business. Mr. Combs is a graduate of Langston University – 1972 and University of Oklahoma School of Law – 1984.

RISK OF INVESTMENT

The Silver Program, as with any investment, has risk, but the risk has been minimized by the client's investment funds being either left in cash or used to purchase investment grade bank instruments along with Freedom Fidelity issuing a Promissory Note to the Client for the investment amount.