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

# FORM 1-A/A

## Amendment No. 1

REGULATION A OFFERING STATEMENT  
UNDER THE SECURITIES ACT OF 1933

# Remington Energy Group Corporation

Commission File Number: 0001585786

## *NEVADA*

### UNITED STATES:

Remington Energy Group Corporation  
C/O: Alternative Securities Markets Group  
9107 Wilshire Blvd., Suite 450  
Beverly Hills, California 90210  
Phone: (213) 407-4386

211111- Crude Petroleum & Natural Gas Extraction 46-1698762

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer Identification Number)

**PART I - NOTIFICATION UNDER REGULATION A**

**Item 1. Significant Parties**

**(a) (b) Directors and Officers.**

<u>Name and Address</u>	<u>Position(s) Held</u>
Mr. Wes Johnson Remington Energy Group Corporation, 737 James Lane, Suite 7499, Incline Village, Nevada 89450	Chief Executive Officer / Chairman of the Board
Mr. Donald White Remington Energy Group Corporation, 737 James Lane, Suite 7499, Incline Village, Nevada 89450	Advisor / Consultant / Board of Directors
Mr. Brent Johnson Remington Energy Group Corporation, 737 James Lane, Suite 7499, Incline Village, Nevada 89450	Advisor / Consultant / Board of Directors
Mr. Steven J. Muehler Alternative Securities Markets Group, 9107 Wilshire Blvd., Suite 450, Beverly Hills, California 90210	Advisor / Consultant / Board of Directors

None of our directors or executive officers has, during the past three years, (1) had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within three years prior to that time; (2) been convicted in a criminal proceeding or subject to a pending criminal proceeding; (3) been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, futures, commodities or banking activities; or (4) been found by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

There are no arrangements or understandings between any two or more of our directors or executive officers. There is no arrangement or understanding between any of our directors or executive officers and any other person pursuant to which any director or officer was or is to be selected as a director or officer, and there is no arrangement, plan or understanding as to whether non-management shareholders will exercise their voting rights to continue to elect the current board of directors. There are also no arrangements, agreements or understandings between non-management shareholders that may directly or indirectly participate in or influence the management of our affairs.

**(c) General Partners of the Issuer N/A**

**(d) (e) Recorded and Beneficial owners of 5 percent or more of any class of the issuer's equity securities.**

The following provides the names and addresses of each of the Remington Energy Group Corporation affiliates who own 5% or more of any class of our preferred or common stock:

Name and Address of Record Owner	Shares of Voting Stock of Record Owned	Percentage of Total Voting of Record Owned
Mr. Wes Johnson	Preferred	0%
(1) (2) (3)	Common	95%
Alternative Securities Markets Group	Preferred	0%
(4) (5)	Common	5%

- (1) Mr. Wes Johnson is the Chief Executive Officer of Remington Energy Group Corporation
- (2) Mr. Wes Johnson is the Chairman of the Board of Directors of Remington Energy Corporation
- (3) Mrs. Wes Johnson, 737 James Lane, Suite 7499, Incline Village, Nevada 89450
- (4) Mr. Steven J. Muehler is the Chairman of the Board of Directors for Alternative Securities Markets Group
- (5) Mr. Steven J. Muehler, Alternative Securities Markets Group, 9107 Wilshire Blvd., Suite 450, Beverly Hills, California 90210

**(f) Promoters of the issuer**

Remington Energy Group Corporation  
737 James Lane, Suite 7499  
Incline Village, Nevada 89450  
(775) 671-3065  
<http://remingtonenergygroup.com/>

Alternative Securities Markets Group  
9107 Wilshire Blvd.  
Suite 450  
Beverly Hills, California 90210  
<http://www.AlternativeSecuritiesMarket.com>  
(213) 407-4386

**g) Affiliates of the issuer. None**

**(h) Counsel for Issuer and Underwriters.**

Mr. James H. Seymour, Esq.  
James H. Seymour Law Firm  
PO Box 1757  
Crystal Bay, NV 89402-1757  
Jseymourlaw@yahoo.com

At this time of this filing there is no underwriter(s) in connection with this offering.

**(i) through (m) None**

**Item 2. Application of Rule 262.**

No persons identified in response to Item 1 are subject to any of the disqualification provisions as set forth in Rule 262.

**Item 3. Affiliate Sales.**

None of the proposed offering involves the resale of securities by affiliates of the issuer. The issuer has not had a net income from operations of the character in which the issuer intends to engage for at least one of its last two fiscal years. The Company has spent expenditures in excess of revenues the past two years developing its' products and marketing plans.

**Item 4. Jurisdictions in which Securities are to be offered.**

The Securities to be offered in connection with this proposed offering shall not be offered by underwriters, dealers or salespersons.

The Securities in this proposed offering shall be offered in the following jurisdictions (but not limited to), subject to qualification in each State.

Although the Company is not using a selling agent or finder in connection with this Offering, it will use a website as an online portal and information management tool in connection with the Offering. The Website is owned and operated by Alternative Securities Markets Group, an equity partner of the Company, can be viewed at <http://www.AlternativeSecuritiesMarket.com>.

This Offering Circular will be furnished to prospective Investors upon their request via electronic PDF format and will be available for viewing and download 24 hours per day, 7 days per week on the website.

In order to subscribe to purchase the Units, a prospective Investor must complete, sign and deliver the executed Subscription Agreement, Investor Questionnaire and Form W-9 to Remington Energy Group Corporation and wire or mail funds for its subscription amount in accordance with the instructions included in the Subscription Package.

The Investing Section of the Website Hosting this Offering will be coded to only allow access to invest to those prospective Investors that reside in jurisdictions where the Offering is registered and meet any State-Specific Investor Suitability Standards.

**Item 5. Unregistered Securities Issued or Sold Within One Year. None.**

**Item 6. Other Present or Proposed Offerings.**

The issuer is not presently offering, nor does it presently contemplate offering, any securities other than those covered by this notification.

**Item 7. Marketing Arrangements.**

There are no marketing arrangements with respects to this offering. The Offering is on a "Best Efforts" basis and is being offered directly by the Company through its Officers and Directors. There are no plans to stabilize the market for the securities to be offered. The Company will be selling these Securities directly, and no underwriter or dealer is responsible for the distribution of this offering.

**Item 8. Relationship with Issuer of Experts Named in Offering Statement. None.**

**Item 9. Use of a Solicitation of Interest Document. None used.**

PART II – OFFERING CIRCULAR

# Remington Energy Group Corporation

**Corporate:**

**Remington Energy Group Corporation**  
**737 James Lane, Suite 7499**  
**Incline Village, Nevada 89450**  
**(775) 671-3065**

**Offering / Investors:**

**Remington Energy Group Corporation**  
**C/O: Alternative Securities Markets Group**  
**9107 Wilshire Blvd.**  
**Suite 450**  
**Beverly Hills, California 90210**  
**(213) 407-4386**

**Best Efforts Offering of 20,000 9% Convertible Preferred Stock Units**  
**Preferred Stock Shares having a market value of up to**  
**\$5,000,000**

**Offering Price per 9% Convertible Preferred Stock Unit: \$250.00 (USD)**

**See: Details of the Offering**

**Maximum Offering: 20,000 9% Convertible Preferred Stock Units**

Investing in the Company's 9% Convertible Preferred Stock Units involves risks, and you should not invest unless you can afford to lose your entire investment. See "Risk Factors" beginning on page 9.

We are offering a maximum of 20,000 9% Convertible Preferred Stock Units (the "Securities"). **This Offering Statement shall only be qualified upon order of the Commission, unless a subsequent amendment is filed indicating the intention to become qualified by operation of the terms of Regulation A.** The offering will begin on the effective date and continue until the Company has sold all of the Securities offered hereby or on such earlier date as the Company may close or terminate the Offering. The Securities offered hereby are offered on a "best efforts" basis. No minimum sale is required, and there is no minimum offering.

**There is, at this time, no public market for the Securities.**

**THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE SECURITIES AND EXCHANGE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES BEING OFFERED ARE EXEMPT FROM REGISTRATION. THE SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SELLING LITERATURE.**

**THE SECURITIES OFFERED HEREBY ARE HIGHLY SPECULATIVE, AND AN INVESTMENT IN SECURITIES INVOLVES A HIGH DEGREE OF RISK AND IMMEDIATE AND SUBSTANTIAL DILUTION FROM THE OFFERING PRICE. SEE "RISK FACTORS" AND "DILUTION."**

**THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR APPLICABLE STATE SECURITIES LAWS, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THESE LAWS. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE REGULATORY AUTHORITY NOR HAS THE COMMISSION OR ANY STATE REGULATORY AUTHORITY PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OR THE ACCURACY OR ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

	Number of Securities Offered (1)	Offering Price	Selling Commissions (2)	Proceeds to Company
Per Security	—	\$250.00	\$0.00	\$250.00
Total Minimum	001	\$250.00	\$0.00	\$250.00
Total Maximum	20,000	\$5,000,000.00	\$0.00	\$5,000,000

1) We are offering a maximum of 20,000 9% Convertible Preferred Stock Units at the price indicated. See "Terms of the Offering."

(2) We do not intend to use a placement agent or broker for this Offering.

**THIS OFFERING CIRCULAR CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS OFFERING CIRCULAR.**

This Offering Circular, together with Financial Statements and other Attachments, consists of a total of 54 pages.

**The date of this Offering Circular is June 1st, 2014.**

**INVESTMENT IN SMALL BUSINESSES INVOLVES A HIGH DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOOSE THEIR ENTIRE INVESTMENT. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSURER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.**

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER MADE BY THIS OFFERING CIRCULAR, NOR HAS ANY PERSON BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS OFFERING CIRCULAR, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON. THIS OFFERING CIRCULAR DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL OR ANY PERSON TO WHO IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS OFFERING CIRCULAR NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE AN IMPLICATION THAT THERE AS HAS BEEN NO CHANGE IN THE AFFAIRS OF OUR COMPANY SINCE THE DATE HEREOF.**

**THIS OFFERING CIRCULAR MAY NOT BE REPRODUCED IN WHOLE OR IN PART. THE USE OF THIS OFFERING CIRCULAR FOR ANY PURPOSE OHER THAN AN INVESTMENT IN SECURITIES DESCRIBED HEREIN IS NOT AUTHORIZED AND IS PROHIBITED.**

**THIS OFFERING IS SUBJECT TO WITHDRAWAL, CANCELLATION, OR MODIFICATION BY THE COMPANY AT ANY TIME AND WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT IN ITS SOLE DISCRETION TO REJECT ANY SUBSCRIPTION IN WHOLE OR IN PART NOTWITHSTANDING TENDER OF PAYMENT OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE NUMBER OF SECURITIES SUBSCRIBED FOR BY SUCH INVESTOR.**

**THE OFFERING PRICE OF THE SECURITIES IN WHICH THIS OFFERING CIRCULAR RELATES HAS BEEN DETERMINED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY SPECIFIC RELATION TO THE ASSETS, BOOK VALUE OR POTENTIAL EARNINGS OF THE COMPANY OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.**

**NASAA UNIFORM LEGEND:**

**IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY THE FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.**

**FOR FLORIDA RESIDENTS ONLY:**

**EACH FLORIDA RESIDENT WHO SUBSCRIBES FOR THE PURCHASE OF UNITS HEREIN HAS THE RIGHT, PURSUANT TO SECTION 517.061(11) (A) (5) OF THE FLORIDA SECURITIES ACT, TO WITHDRAW HIS SUBSCRIPTION FOR THE PURCHASE AND RECEIVE A FULL REFUND OF ALL MONIES PAID WITHIN**

THREE (3) BUSINESS DAYS AFTER THE EXECUTION OF THE SUBSCRIPTION AGREEMENT OR PAYMENT FOR THE PURCHASE HAS BEEN MADE, WHICHEVER, IS LATER. WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR TELEFAX TO THE COMPANY AT THE ADDRESS SET FORTH IN THIS OFFERING CIRCULAR INDICATING HIS/HER INTENTION TO WITHDRAWAL.

SUCH LETTER OR TELEFAX SHOULD BE SET AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IT IS ADVISABLE TO SEND SUCH LETTER BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME IT WAS MAILED. IF THE REQUEST IS MADE ORALLY, IN PERSON OR BY TELEPHONE TO AN OFFICER OF THE COMPANY, A WRITTEN CONFIRMATION THAT THE REQUEST HAS BEEN RECEIVED SHOULD BE REQUESTED.

THE SECURITIES REFERRED TO HEREIN WILL BE SOLD TO AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER 517.061 OF THE FLORIDA SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA.

**FOR NEW YORK RESIDENTS:**

THIS OFFERING CIRCULAR 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 WERE MADE, NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF MATERIAL TERMS AND DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

**FOR ALL RESIDENTS OF ALL STATES:**

THE UNITS OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF CERTAIN STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS. THE INTERESTS ARE SUBJECT IN VARIOUS STATES TO RESTRICTION ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SAID ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR 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 THE OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

## PART II — OFFERING CIRCULAR

### ITEM 3. SUMMARY INFORMATION, RISK FACTORS AND DILUTION

*Investing in the Company's Securities is very risky. You should be able to bear a complete loss of your investment. You should carefully consider the following factors, including those listed in this Securities Offering.*

#### *General Oil & Natural Gas Industry Risks*

Oil & Natural Gas investments are subject to varying degrees of risk. The yields available from equity investments in Oil & Natural Gas companies depends on the amount of income earned and capital appreciation generated by the companies as well as the expenses incurred in connection therewith. If any of the Company's assets does not generate income sufficient to meet operating expenses, the Company's Common Stock value could adversely be affected. Income from, and the value of, the Company's Assets may be adversely affected by the general economic climate, Oil & Natural Gas market conditions such as oversupply of related products or a reduction in demand for Oil & Natural Gas products in the areas in which the Company's assets are located, competition from other Oil & Natural Gas suppliers, and the Company's ability to provide adequate Oil & Natural Gas products. Revenues from the Company's assets are also affected by such factors such as the costs of production and local Oil & Natural Gas market conditions.

Because Oil & Natural Gas investments are relatively illiquid, the Company's ability to vary its asset portfolio promptly in response to economic or other conditions is limited. The relative illiquidity of its holdings could impede the Company's ability to respond to adverse changes in the performance of its assets. No assurance can be given that the fair market value of the assets acquired by the Company will not decrease in the future. Investors have no right to withdraw their equity commitment or require the Company to repurchase their respective Common Stock interests and the transferability of the Common Stock Units is limited. Accordingly, investors should be prepared to hold their investment interest until the Company is dissolved and its assets are liquidated.

#### *Development Stage Business*

Remington Energy Group Corporation commenced operations in March of 2012 as a Nevada Limited Liability Corporation and converted to a Nevada Stock Corporation in August of 2013. Accordingly, the Company has only a limited history upon which an evaluation of its prospects and future performance can be made. The Company's proposed operations are subject to all business risks associated with new enterprises. The likelihood of the Company's 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 a competitive industry, and the continued development of advertising, promotions and a corresponding customer base. There is a possibility that the Company could sustain losses in the future. There can be no assurances that Remington Energy Group Corporation will operate profitably.

#### *Inadequacy of Funds*

Gross offering proceeds of a maximum of \$5,000,000 may be realized. Management believes that such proceeds will capitalize and sustain the Company sufficiently to allow for the implementation of the Company's Business Plans. If only a fraction of this Offering is sold, or if certain assumptions contained in Management's business plans prove to be incorrect, the Company may have inadequate funds to fully develop its business.

#### *Competition*

Competition exists for Oil & Natural Gas products in most markets, including all sectors in which the Company intends to operate. The Company may be competing for assets with entities that have substantial greater economic and personnel resources than the Company or better relationships with suppliers and other Oil & Natural Gas industry related professionals. These entities may also generally be able to accept more risk than the Company can manage. Competition from other Companies in the Oil & Natural Gas industry may reduce the number of suitable prospective exploration opportunities.

***The Development of Oil & Gas Properties Involves Substantial Risks that may result in a Total Loss of Investment***

The business of exploring for, developing and operating Natural Gas and Oil properties involves a high degree of business and financial risks, and thus a significant risk of investment loss that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The cost of drilling, completing and operating wells is often uncertain. Factors which can delay or prevent drilling or production, or otherwise impact expected results, include:

- high costs, shortages or delivery delays of drilling rigs, equipment, labor or other services;
- unexpected operational events and drilling conditions;
- reductions in natural gas prices;
- limitations in the market for natural gas;
- adverse weather conditions;
- facility or equipment malfunctions;
- equipment failures or accidents;
- title problems;
- pipe or cement failures;
- casing collapses;
- compliance with environmental and other governmental requirements;
- environmental hazards, such as gas leaks, oil spills, pipeline ruptures and discharges of toxic gases;
- lost or damaged oilfield drilling and service tools;
- unusual or unexpected geological formations;
- loss of drilling fluid circulation;
- pressure or irregularities in formations;
- fires;
- natural disasters;
- blowouts, surface craters and explosions; and
- uncontrollable flows of gas or well fluids.

If any of these factors were to occur, the Company could lose all or a part of its investment in the venture, or, the Company could fail to realize the expected benefits from the field, either of which could materially and adversely affect Company revenue and profitability.

***The Company's Operations are subject to the Operational Hazards and Unforeseen Interruptions for which the Company may not be adequately insured.***

There are a variety of operating risks inherent in Oil & Natural Gas wells, gathering systems, pipelines and other facilities, such as leaks, explosions, mechanical problems and natural disasters included, which could cause substantial financial losses. Any of these or other similar occurrences could result in the disruption of operations, substantial repair costs, personal injury or loss of human life, significant damage to property, environmental pollution, impairment of the Company's operations and substantial revenue losses.

***Dependence on Management***

In the early stages of development the Company's business will be significantly dependent on the Company's management team. The Company's success will be particularly dependent upon the services of Mr. Wes Johnson, the Company's Founder, Chief Executive Officer & Chairman of the Company's Board of Directors.

### ***Risks of Borrowing***

Although the Company does not intend to incur any additional debt from the investment commitments provided in this offering, should the company obtain secure bank debt in the future, possible risks could arise. If the Company incurs additional indebtedness, a portion of the Company's cash flow will have to be dedicated to the payment of principal and interest on such new indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of members of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

### ***Unanticipated Obstacles to Execution of the Business Plan***

The Company's business plans may change significantly. Many of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

### ***Management Discretion as to Use of Proceeds***

The net proceeds from this Offering will be used for the purposes described under "Use of Proceeds." The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated which it deems to be in the best interests of the Company and its Investors in order to address changed circumstances or opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of Management with respect to application and allocation of the net proceeds of this Offering. Investors for the Units offered hereby will be entrusting their funds to the Company's Management, upon whose judgment and discretion the investors must depend.

### ***Minimum Amount of Capital to be Raised***

The minimum amount of Securities that need to be sold in this offering for the Company to access the investment funds is \$1,000,000. After the Minimum Amount of Capital required to be reached, all Investor funds will be transferred from the Company's Investment Holding Account to the Company. The Company cannot assure you that subscriptions for the entire Offering will be obtained. The Company has the right to terminate this offering of Securities at any time, regardless of the number of Securities that have sold. The Company's ability to meet financial obligations, cash needs, and to achieve objectives, could be adversely affected if the entire offering of Securities is not fully subscribed.

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### ***Control by Management***

As of June 1st, 2014 the Company's Managers owned approximately 100% of the Company's outstanding Common Stock Units and 0% of the Company's Preferred Stock Units. Upon completion of this Offering, The Company's Management will own approximately 100% of the outstanding Common Stock Units of the Company and 0% of the outstanding Preferred Stock Units of the Company. Investors will not have the ability to control either a vote of the Company's Managers or any appointed officers. See "COMPANY MANAGERS" section.

### ***Return of Profits***

The Company has never declared or paid any cash dividends on its Common Stock. The Company currently intends to retain future earnings, if any, to finance the expansion of the Company's Operations and Holdings. As a result, the Company does not anticipate paying any cash dividends to its Common Stock Holders for the foreseeable future.

### ***No Assurances of Protection for Proprietary Rights; Reliance on Trade Secrets***

In certain cases, the Company may rely on trade secrets to protect intellectual property, proprietary technology and processes, which the Company has acquired, developed or may develop in the future. There can be no assurances that secrecy obligations will be honored or that others will not independently develop similar or superior products or technology. The protection of intellectual property and/or proprietary technology through claims of trade secret status has been the subject of increasing claims and litigation by various companies both in order to protect proprietary rights as well as for competitive reasons even where proprietary claims are unsubstantiated. The prosecution of proprietary claims or the defense of such claims is costly and uncertain given the uncertainty and rapid development of the principles of law pertaining to this area. The Company, in common with other investment funds, may also be subject to claims by other parties with regard to the use of intellectual property, technology information and data, which may be deemed proprietary to others.

### ***The Company's Continuing as a Going Concern Depends Upon Financing***

If the Company does not raise sufficient working capital and continues to experience pre-operating losses, there will most likely be substantial doubt as to its ability to continue as a going concern. Because the Company has generated no revenue, all expenditures during the development stage have been recorded as pre-operating losses. Revenue operations have not commenced because the Company has not raised the necessary capital.

### ***Broker - Dealer Sales of Units***

The Company's Preferred Stock Units and Common Stock Units are not included for trading on any exchange, and there can be no assurances that the Company will ultimately be registered on any exchange. The NASDAQ Stock Market, Inc. has recently enacted certain changes to the entry and maintenance criteria for listing eligibility on the NASDAQ SmallCap Market. The entry standards require at least \$4 million in net tangible assets or \$750,000 net income in two of the last three years. The proposed entry standards would also require a public float of at least 1 million shares, \$5 million value of public float, a minimum bid price of \$2.00 per share, at least three market makers, and at least 300 shareholders. The maintenance standards (as opposed to entry standards) require at least \$2 million in net tangible assets or \$500,000 in net income in two of the last three years, a public float of at least 500,000 shares, a \$1 million market value of public float, a minimum bid price of \$1.00 per share, at least two market makers, and at least 300 shareholders.

No assurance can be given that the Preferred Stock or Common Stock Units of the Company will ever qualify for inclusion on the NASDAQ System or any other trading market until such time as the Managing Members deem it necessary. As a result, the Company's Preferred Stock Units and Common Stock Units are covered by a Securities and Exchange Commission rule that opposes additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and qualified investors. For transactions covered by the rule, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Consequently, the rule may affect the ability of broker-dealers to sell the Company's securities and will also affect the ability of members to sell their units in the secondary market.

### ***Secondary Market***

No application is currently being prepared for the Company's Securities to be admitted to the Official Listing and trading on any regulated market. No application is being prepared to include the Securities to trading on an "Over-the-Counter" or "Open Market", though the Company intends to submit an S-1 or Form 10 Filing within TWELVE MONTHS of the close of this securities offering. There can be no assurance that a liquid market for the Securities will develop or, if it does develop, that it will continue. If a market does develop, it may not be liquid. Therefore, investors may not be able to sell their Securities easily or at prices that will provide them with yield comparable to similar investments that have a developed secondary market. Illiquidity may have a severely adverse effect on the market value of the Securities and investors wishing to sell the Securities might therefore suffer losses.

### ***Certain Factors Related to Our Common Stock***

*Because the Company's Common Stock may be considered a "penny stock," and a shareholder may have difficulty selling shares in the secondary trading market.*

The Company's Common Stock Securities may be subject to certain rules and regulations relating to "penny stock" (generally defined as any equity security that has a price less than \$5.00 per share, subject to certain exemptions). Broker-dealers who sell penny stocks are subject to certain "sales practice requirements" for sales in certain nonexempt transactions (i.e., sales to persons other than established customers and institutional "qualified investors"), including requiring delivery of a risk disclosure document relating to the penny stock market and monthly statements disclosing recent price information for the penny stocks held in the account, and certain other restrictions. For as long as the Company's Common Stock is subject to the rules on penny stocks, the market liquidity for such securities could be significantly limited. This lack of liquidity may also make it more difficult for the Company to raise capital in the future through sales of equity in the public or private markets.

*The price of the Company's Common Stock may be volatile, and a shareholder's investment in the Company's Common Stock could suffer a decline in value.*

There could be significant volatility in the volume and market price of the Company's Common Stock, and this volatility may continue in the future. The Company's Common Stock may be listed on the OTCQB, OTCQX, OTCBB, The Bermuda BSX Exchange, the London Stock Exchange's AIM Market, the Canadian TSX Venture Exchange or TMX Exchange, the Irish Stock Exchange, the Frankfurt Stock Exchange and / or the Berlin Stock Exchange, where each has a greater chance for market volatility for securities that trade on these markets as opposed to a national exchange or quotation system. This volatility may be caused by a variety of factors, including the lack of readily available quotations, the absence of consistent administrative supervision of "bid" and "ask" quotations and generally lower trading volume. In addition, factors such as quarterly variations in our operating results, changes in financial estimates by securities analysts or our failure to meet our or their projected financial and operating results, litigation involving us, general trends relating to the Oil & Natural Gas Industry, actions by governmental agencies, national economic and stock market considerations as well as other events and circumstances beyond our control could have a significant impact on the future market price of our Common Stock and the relative volatility of such market price.

### ***Compliance with Securities Laws***

The Company's Securities are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act, applicable Nevada Securities Laws, and other applicable state securities laws. If the sale of Securities were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of Securities. If a number of purchasers were to obtain rescission, we would face significant financial demands, which could adversely affect the Company as a whole, as well as any non-rescinding purchasers.

### ***Offering Price***

The price of the Securities offered has been arbitrarily established by our current Managers, considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The Offering price bears little relationship to the assets, net worth, or any other objective criteria.

### ***Lack of Firm Underwriter***

The Securities are offered on a "best efforts" basis by the Company Managers, without compensation and on a "best efforts" basis through certain FINRA registered broker-dealers, which enter into Participating Broker-Dealer Agreements with the

Company. Accordingly, there is no assurance that the Company, or any FINRA broker-dealer, will sell the maximum Securities offered or any lesser amount.

***Projections: Forward Looking Information***

Management has prepared projections regarding anticipated financial performance. The Company's projections are hypothetical and based upon a presumed financial performance of the Company, the addition of a sophisticated and well funded marketing plan, and other factors influencing the business. The projections are based on Management's best estimate of the probable results of operations of the Company and the investments made by management, based on present circumstances, and have not been reviewed by independent accountants and/or auditing counsel. These projections are based on several assumptions, set forth therein, which Management believes are reasonable. Some assumptions, upon which the projections are based, however, invariably will not materialize due the inevitable occurrence of unanticipated events and circumstances beyond Management's control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into a market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While Management believes that the projections accurately reflect possible future results of operations, those results cannot be guaranteed.

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#### ITEM 4. PLAN OF DISTRIBUTION

A maximum of 20,000 9% Convertible Preferred Stock Units are being offered to the public at \$250 per 9% Convertible Preferred Stock Unit. A minimum of \$1,000,000 must be invested prior to the Company having access to the Investment Proceeds. A maximum of \$5,000,000 will be received from the offering. No Securities are being offered by any selling shareholders. The Company will receive all proceeds from the sale of Securities after the minimum of \$1,000,000 has been reached.

The Offering is on a "Best Efforts" basis and is being offered directly by the Company and its Management. There are no plans to stabilize the market for the Securities to be offered. Investors can purchase Securities directly from the Company by completing a Subscription Agreement Online at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com). Securities can be purchased by check, money order, or bank wire transfer. Investors should call the Company for bank wire transfer instructions should they choose that method of payment for Securities.

If an underwriter is selected to assist in this offering, the Company will be required to amend the Form 1-A to include the disclosures required regarding engaging an underwriter to assist in the offering.

Although the Company is not using a selling agent or finder in connection with this Offering, it will use a website as an online portal and information management tool in connection with the Offering. The Website is owned and operated by Alternative Securities Markets Group, an equity partner of the Company, can be viewed at <http://www.AlternativeSecuritiesMarket.com>.

This Offering Circular will be furnished to prospective Investors upon their request via electronic PDF format and will be available for viewing and download 24 hours per day, 7 days per week on the website.

In order to subscribe to purchase the Securities, a prospective Investor must complete, sign and deliver the executed Subscription Agreement, Investor Questionnaire and Form W-9 to **Remington Energy Group Corporation**, and either mail or wire funds for its subscription amount in accordance with the instructions included in the Subscription Package.

The Investing Section of the Website Hosting this Offering will be coded to only allow access to invest to those prospective Investors that reside in jurisdictions where the Offering is registered and meet any state-specific Investor suitability standards.

The Company reserves the right to reject any Investor's subscription in whole or in part for any reason. If the Offering terminates or if any prospective Investor's subscription is rejected, all funds received from such Investors will be returned without interest or deduction.

In addition to this Offering Circular, subject to limitations imposed by applicable securities laws, we expect to use additional advertising, sales and other promotional materials in connection with this Offering. These materials may include public advertisements and audio-visual materials, in each case only as authorized by the Company. Although these materials will not contain information in conflict with the information provided by this Offering and will be prepared with a view to presenting a balanced discussion of risk and reward with respect to the Securities, these materials will not give a complete understanding of this Offering, the Company or the Securities and are not to be considered part of this Offering Circular. This Offering is made only by means of this Offering Circular and prospective Investors must read and rely on the information provided in this Offering Circular in connection with their decision to invest in the Securities.

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## ITEM 5. USE OF PROCEEDS TO ISSUER

The Company seeks to raise maximum gross proceeds of \$5,000,000 from the sale of Securities in this Offering. The Company intends to apply these proceeds substantially as set forth herein, subject only to reallocation by Company Management in the best interests of the Company.

### A. Sale of Company 9% Convertible Preferred Stock Units

Category	Maximum Proceeds	Percentage of Total Proceeds	Minimum Proceeds	Percentage of Proceeds
Proceeds from Sale of Securities	\$5,000,000	100%	\$1,000,000	100%

### B. Offering Expenses

Category	Maximum Proceeds	Percentage of Total Proceeds	Minimum Proceeds	Percentage of Proceeds
Offering Expenses (1) (2) (3).	\$250,000	5%	\$50,000	5%

#### Footnotes:

(1) Includes estimated memorandum preparation, filing, printing, legal, accounting and other fees and expenses related to the Offering.

(2) This Offering is being sold by the Managing Members and Directors of the Company. No compensatory sales fees or related commissions will be paid to such Managing Members.

(3) Units Sold by Approved "Broker Dealers" will receive a commission of 5-10%, and this amount will be added to the "Company's Offering Expense".

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## ITEM 6. DESCRIPTION OF BUSINESS

### A. The Company:

Remington Energy Group Corporation (“Company”, “We”, “Our” or “Us”) is a Nevada Company that was originally formed in March of 2012 as a Limited Liability Corporation and converted to a Nevada Stock Corporation in August of 2013.

Remington Energy Group Corporation and its Affiliates have been involved in the Oil & Gas business for over eighty years and have Corporate Offices in Los Angeles and Operations Offices in Nevada. The Company’s affiliates have approximately 3,500 acres under lease in McKean, Warren and Forest County Pennsylvania.

Remington Energy Group Corporation’s Affiliates are the field operations and geology team that manage all drilling and production. The Remington Energy Group Corporation Team has been involved in the Oil & Natural Gas industry since the 1970’s. The Company’s Management Team has drilled and managed over 3,000 producing Oil & Natural Gas wells across eight States. The Company’s Management Team has established an excellent performance record with a 100% completion rate and over 98% hit rate for producing wells. In the adjacent Pennsylvania leases, the Company’s drilling team has a 100% hit rate for the last 75 wells drilled over the last seven months.

### B. Operation

#### KINZUA-REMINGTON LEASE:

##### **Project Geology Overview**

The Kinzua-Remington Lease contains over 1500 acres and consists mostly of rolling hills and moderate sized mountains. Virtually all areas are accessible by modern roads or farm roads. Much of the areas surface is owned by the Federal Government which allows timbering and oil and gas extractions. The minerals are owned by other individuals or oil and gas companies on a sub-lease situation. Infrastructure such as roads, electrical, gas sale lines and drill site availability is already established on or adjacent to the leases.

The McKean and Warren County lease holdings are geographically separated by approximately 25 miles. While the general conditions of topography and geologic structure are similar in nature, there is enough difference in these general areas that they will be discussed separately. It should be noted that all well sites in our lease bank are located within the heart of Northwest Pennsylvania oil producing region and that all leases have been proven by previous drilling operations on or off-setting our leases. All leases mentioned are surrounded by existing oil and gas fields, most with current production operations. This establishes these areas as developmental drilling properties as opposed to exploratory or wildcatting. These properties have been extensively studied and researched using known drilling reports provided by the State of Pennsylvania Geologic Survey Office and information provided by knowledgeable individuals on this area.

The general geological substructure of both of the areas is stratigraphic in nature. The oil and gas bearing formations are of Upper and Middle Devonian in age. At that time these regions were the eastern shoreline of a shallow sea that extended westward to nearly mid-continent. East of this shoreline were the mountains that we now know as the Alleghany-Appalachian chain. The shoreline became a depositional zone of run-off from these mountains and ebb the flow of the depth changes of the sea though the millenniums. The more shallow water levels contained sand and sediment that through time, heat and pressure became sandstone. The deeper depositions of silt became the shale that is present today. With the changing of the sea levels, sandstone became covered with shale which then again became covered with sandstone. This process occurred numerous times thus creating a layer-cake affect under the earth’s surface in these areas. The shale acts as a cap rock or trap which keeps the oil and gas trapped within the pore spaces of the reservoir sandstone layers.

### McKean County Lease

The McKean County lease holds are a group of leases comprising approximately 15 acres, along the eastern flank of the Kinzua reservoir. This area is situated approximately ten miles southwest of the town of Bradford, PA. Up until the 1930's the Bradford area was the world's largest oil producing region.

This extensive production of oil gave birth to companies such as Quaker State Oil, Pennzoil, Kendall Oil, Wolf's Head Oil and American Refining.

The major industry in this area centers on oil and gas exploration, refining and transportation of fuels and lubricants. The Kinzua-Remington leases are located within the known parameters of the well-established Morrison Oil and Gas Field. Except for the Kinzua Reservoir located on the western boundary, these leases are surrounded by active oil and gas drilling and production operations. As was previously mentioned, the structure of this immediate area is comprised of many oil and gas bearing formations. Any wells drilled in the Kinzua-Remington lease can expect to encounter many if not all zones. The remaining section of this report will deal with the hydrocarbon bearing formations. Just to bring up a bit of history, in the old days many 1000 Bbl. Day oil wells were drilled in this general area. Still today there is an occasional 100 Bbl. Per day drilled here.

The group of oil and gas bearing sandstone formations that are of interest are known as the Bradford Group Horizon. These sandstone zones are interspersed with shale formations as previously explained in this report. Depths of drilling will vary with the surface elevation where drilling commences. All zones present should be reached within a total depth of 2300-2500 feet from the surface. The zones in descending order are as follows:

- Bradford 1<sup>st</sup>
- Sugar Run
- Chipmunk
- Bradford 2<sup>nd</sup>
- Bradford 3<sup>rd</sup>

There is also the possibility of other oil and gas bearing formations being found on this lease. These would be the following:

- Clarendon
- Tiona
- Lewis Run (4<sup>th</sup> Sand)
- Ball Town
- Cooper

Often times the names of these zones get intermingled from area to area. Only the Lewis Run formation is deeper than the Bradford 3<sup>rd</sup> formation. The other zones, if present, would be discovered during the drilling and logging phase of the well. It is suggested that some wells, strategically placed, are drilled deep enough to check for the presence of the Lewis Run. All of the formations mentioned are known and established oil and gas producers. All zones present on the lease can and will be completed simultaneously when possible. The electric-nuclear logging of the drilled wells will not only show the formations presence but also porosities, oil and gas saturations and formations depth and structure. All of these items are necessary in successfully hydro fracturing these wells.

Of all the formations mentioned, the Bradford 3<sup>rd</sup> has always been the prime producing formation. If ever there was such thing as a "River of Oil" it would have been the Bradford 3<sup>rd</sup> formation. This section of sand has probably yielded more oil than all the other formations combined. Not only does this formation carry large volumes of oil but in certain areas it was capable of secondary recovery methods. Large water-flooding operations were established to the South and Southeast of the town Bradford that operated from the 1880's and well into the 1960's.

This procedure, where it works, maximizes oil production by basically pushing the oil through the formations by water pressure from injection wells. The leases that we own have never been water-flooded, as far as established records show. Off-setting drilling records show the presence of the Bradford 3<sup>rd</sup> formation on the properties.

One of our adjacent leases contains approximately 1100 acres. This particular tract is also known by the Geologic Survey Map as Wt. 5574. Through the years there have been a few wells drilled on this tract by individual owners of the land. One such well was drilled in 1957 and was "shot" with nitro in both the First and Third Bradford formations. Production records of this well are not known but it does show the presence of the Bradford formation on this lease. Another well located in this area was hydro fractured in the Bradford 3<sup>rd</sup> and produced 10 Bbls of oil per day and 150 MCF of gas per day with a bottom hole pressure of 425 psi. When wells have this much pressure, often the gas "over-runs" the oil in the formation initially but the oil production increases as the gas pressure declines over time.

Preliminary work on this lease has already been accomplished and so far 3 wells have been drilled on this lease, with the completion date scheduled for mid August, 2013. An additional 3 wells are scheduled to be drilled by the end of August and in production by early September, 2013. The wells are expected to produce both oil and gas in marketable quantities, based upon Pennsylvania State published well reports for this immediate area and the fact that several other oil and gas companies are currently drilling and operating on off-setting leases to 5574. These other producers include Shell, Catalyst Energy, SWEPI Energy and Stonehaven Energy. These companies have been working on these off-setting leases and other nearby leases for several years.

The following is a review of the log analysis of the 3 wells drilled and logged on 5574. Net feet is the amount of sand in each pay zone. AV is the average of porosity, oil and gas located in each pay zone and they are all expressed in a percentage.

**Well Log #1**

<u>Formation Name</u>	<u>Net Ft.</u>	<u>AV Porosity</u>	<u>AV Oil Sat</u>	<u>AV Gas Sat</u>
Bradford 1 <sup>st</sup>	8	8.7%	48%	8%
Clarendon	10	8.3%	40%	8.5%
Ball Town	14	8.3%	47%	5%
Cooper	23	8%	49%	4%

**Well Log #2**

Bradford 1 <sup>st</sup>	23	7.5%	42%	3%
Clarendon	22	10%	34%	22%
Ball Town	11	10%	46%	10%
Cooper	32	8%	47%	3%
5 <sup>th</sup> Formation	22	9%	53%	10%
6 <sup>th</sup> Formation	6	8%	56%	2%

**Well Log #3**

Bradford 1 <sup>st</sup>	8	8%	38%	11%
Clarendon	12	10%	40%	16%
Ball Town	6	8%	47%	0%
Cooper	25	8%	47%	2.7%
5 <sup>th</sup> Formation	7	7%	47%	1%
6 <sup>th</sup> Formation	4	8%	52%	8%

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### Warren County Lease

Currently one of our Affiliate drilling companies has wells drilled on this lease, as follows:

- Lot 738
- Lot 731
- Lot 2991

These lots are located 5 miles Southwest of the town of Sheffield, Pa and do straddle the County line of Northern Forest County. Over 60 wells have been drilled here to depth and all are successfully producing oil and gas. All wells encountered numerous pay zone formations which were hydro fractured simultaneously and put into production.

Depending on elevation, all potential pay zones should be reached with a total drilling depth of approximately 2300 feet. The oil and gas bearing pay zones that can be expected to be encountered in this lease is as follows:

- Glade Sand
- Clarendon Stray
- Clarendon
- Ball Town
- Cherry Grove
- Tiona
- Cooper

On Lot 2991 there was a deeper formation known as the Klondike that was found on 3 of the 20 wells drilled here. The Klondike is a sporadic formation that is spotty on these leases. The other wells drilled on Lot 2991 were drilled down to the Cooper Formation which is a major pay zone in this immediate area. One well on Lot 2991 flowed oil naturally during the drilling process from the Cherry Grove formation; this well flowed 8 Bbls per day for approximately 3 months before declining to about 3 Bbls per day. Another well on an adjacent property flowed 50 Bbls per day for an extended period of time from this same formation. With the exception of the naturally flowing well, all wells were hydro fractured with up to 20 stages per well to encompass all pay zones. The overall largest pay zones are the Ball Town and the Cooper formation that receive a large percentage of the completion. Most, if not all zones have sufficient porosity, quality and quantity of formation and oil and gas saturations to warrant completion. Shut in pressure of these wells have all exceeded 375 psi. These wells produce both oil and natural gas which are sold independently via tank battery storage for oil and gas sale lines for the gas.

Lot 738 which is located about 1 ¼ miles Northwest of Lot 2991 and Lot 731 which is approximately 2 miles Northwest of Lot 738. Our Affiliate driller has completed 9 wells on lot 738 and numerous wells on Lot 731. During hydro fracturing all of the wells returned considerable amounts of oil that flowed into the drilling pits. Upon completion of fracturing, these wells started to get "wild" as the frac pipe was being removed from the well bore. One well blew oil over 100 feet in the air before it could be controlled. Shut in pressure exceeded 425 psi, which is exceptional for these shallow wells.

**Conclusions:**

After lengthy review of the information available, including hands on experience, it is my opinion that all of the aforementioned leases held under the Kinzua-Remington Lease have an excellent chance to be a viable financial investment enterprise. The wells that I have personally witnessed being drilled and completed on these leases exceed the vast majority of the wells I've been involved with in Northwestern, Pennsylvania.

Not only are the pay zones there but critical infrastructure such as power, roads and sales lines are readily available. These leases are in the near vicinity of brine treatment plants, which cuts down on operation costs, and are also close to 2 major refineries for oil sales. All leases are also close to gas sale lines for delivery of natural gas to market. As the old timers would say, "this area is a gold mine".

I recommend that at least the initial well be drilled deep enough to test for the presence of the Lewis Run formation. If found and shown to be a viable pay zone, future wells on that lease can be drilled and completed to that depth. Future wells should also be drilled to test the Klondike formation if present.

All wells should be electrically logged immediately after drilling with an analysis that shows zone porosity, oil and gas saturations. Any structure showing a dominance of brine should be avoided.

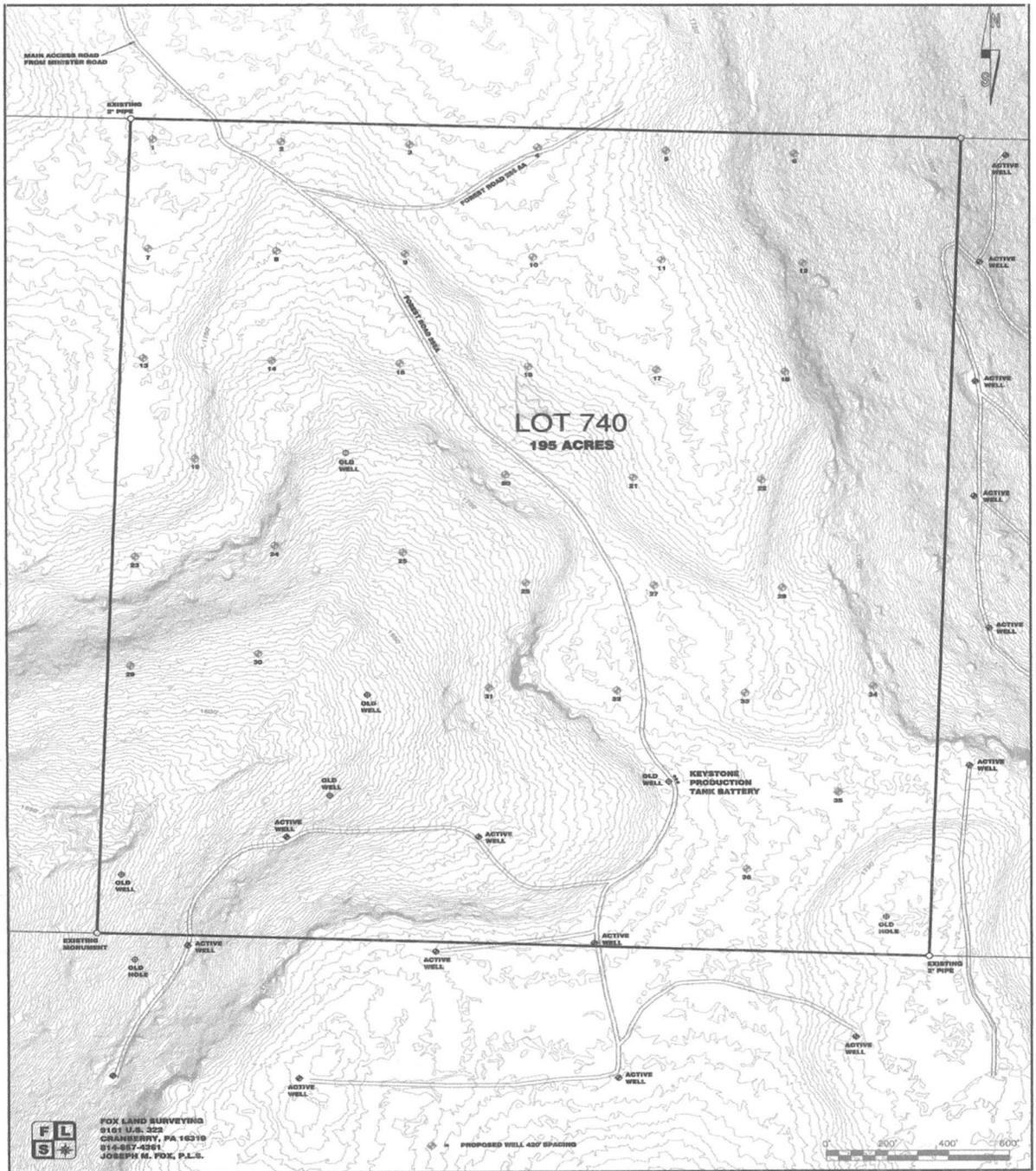
Even though the oil and gas industry is considered a high risk venture, much of the risk has been eliminated by previous drilling, completion and production on or off-setting these leases. It is this Geologist's opinion that these will be viable wells.

*Respectfully submitted,*

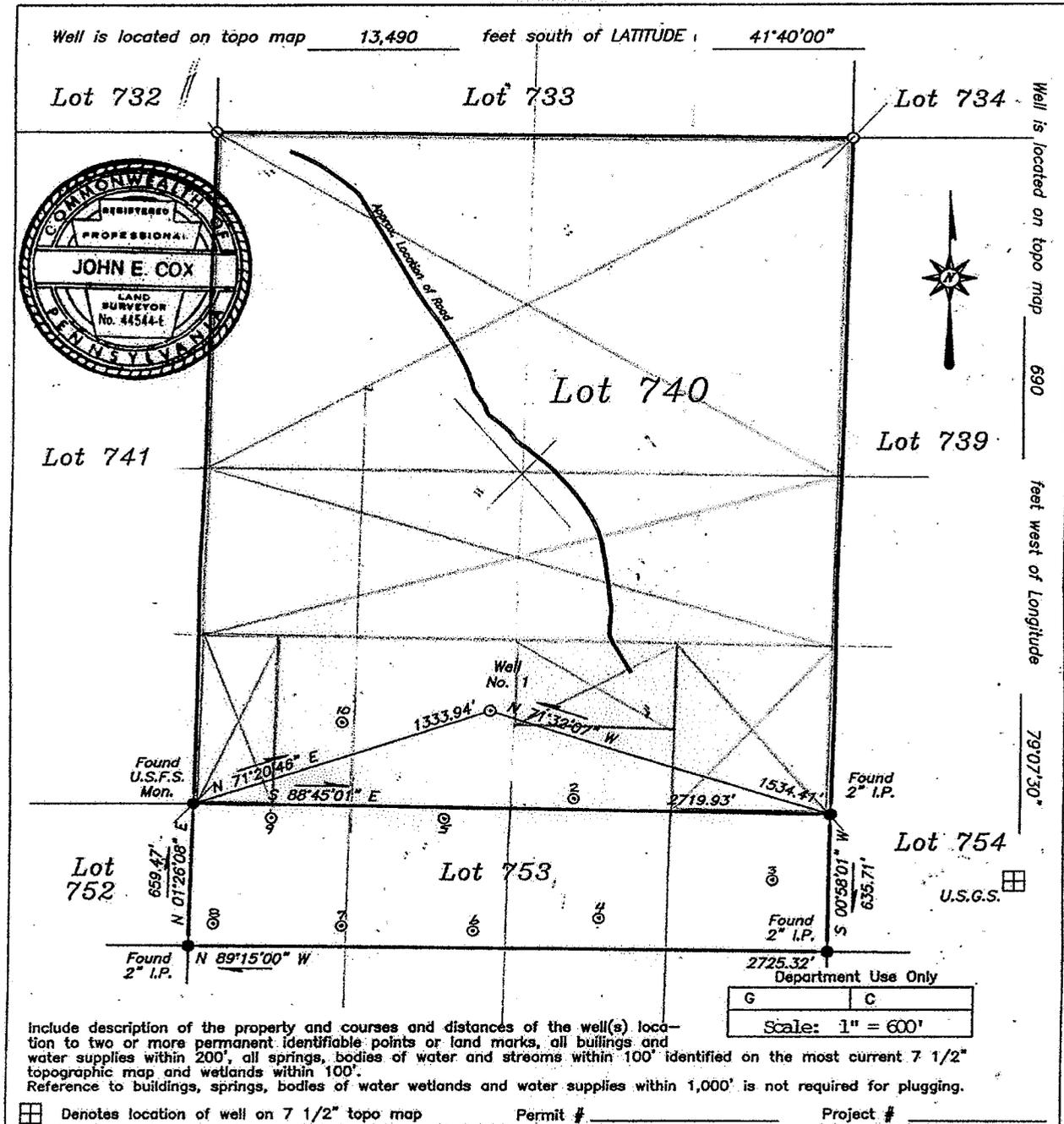
*Gary Neely*

*D&S Energy Corp.*

*Chief Staff Geologist*



WELL LOCATION PLAT



## Pennsylvania Oil History

- Oil seeps to the surface in northwestern Pennsylvania. The Seneca Indians used the Oil as insect repellent and tonic. Also used in the 1700 – 1900's as medicine to cure burns, ulcers, cholera, asthma, indigestion, rheumatism and blindness.
- August 27, 1859 Colonel Edwin Drake Spudded the 1<sup>st</sup> commercial well drilled next to Oil Creek which is just north of Oil City Pennsylvania. *The Birth Place of the oil and gas business.*
- Ohio & Pennsylvania were one of the largest US producing provinces, once considered the "Middle East" of the Oil & Natural Gas producing world.
- 1940 – 1944 Pennsylvania Produced The Oil Needed To Get The United States Through World War II.
- 1958 The first Rose Run Well was drilled in Erie County.
- 2004 The Marcellus Shale was horizontal drilled for the first time.
- 2008 The Utica Shale was discovered to carry large amounts of Oil and Natural Gas.
- 2010 Pennsylvania becomes the 2<sup>nd</sup> highest producer of natural gas in the world.

## Pennsylvania Oil & Gas Industry 2012

- More than 5,000 Drilling permits issued.
- 94,000 Active Wells.
- 20,000 Plus Stripper Wells in Production.
- The industry will create over 80,000 Pennsylvania jobs and over \$8 billion in economic impact this year.
- Pennsylvania is in fact according to a report by Penn State University, the Marcellus and Utica Shale, which covers much of the state, is the second largest natural gas field in the world.
- 3.4 Trillion Cubic Feet of Natural Gas Produced.
- 5.5 Million Barrels of Oil Produced.
- Shell announces that a new multibillion dollar refinery is to be built in Pennsylvania.

## EXIT STRATEGIES

The term of the Investment detailed in this offering is expected to be at least two years, but no greater than five years, and the final exit of the Company will come through one of the four following methods:

- Become publicly listed:
  - U.S. OTCQB or OTCQX Listing - Summer / Fall 2015
  - Bermuda Stock Exchange Mezzanine Market - Spring / Summer 2015
  - Frankfurt or Berlin Stock Exchange Open Market - Spring / Summer 2015
- Move to a regulated within 24-36 months of Listing
  - U.S. NASDAQ Market - 2016 or 2017
  - Bermuda Stock Exchange Regulated Market - 2016 or 2017
  - Frankfurt Stock Exchange Regulate Market - 2016 or 2017

## C. Summary of Terms

The following is a brief summary of certain terms of the offering described in this offering memorandum. It is not intended to be complete and is qualified by the more detailed information contained elsewhere in this memorandum and in the text of the documents referred to herein.

### Investment Size

- Target \$5,000,000

### Minimum Equity Commitment

- One 9% Convertible Preferred Stock Units.

### Company Structure

- Private early stage Oil & Natural Gas Development Company.
- Nevada Stock Corporation (Formed March of 2012).
- ONE HUNDRED MILLION Shares of Common Stock Authorized, ONE Million Shares of Preferred Stock Authorized
- ONE HUNDRED THOUSAND Shares of Common Stock Issued and Outstanding.
- NO CURRENT Shares of Preferred Stock Issued or Outstanding. TWENTY THOUSAND Shares of Preferred Stock will be Issued and Outstanding at the Completion of this Offering.
- Twenty Thousand 9% Convertible Preferred Stock Units Offered through this Offering.
- Preferred Stock Holders have no voting rights until Shares are Converted to Common Stock.

### Dividend Policy

- We have never declared or paid cash dividends on our common stock or preferred equity. We currently intend to retain all available funds and future earnings for use in the operation of our business and do not anticipate paying any cash dividends in the foreseeable future. Any future determination to declare dividends will be made at the discretion of our board of directors, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our Board of Directors may deem relevant.

#### **D. The Offering**

The Company is offering a maximum of 20,000 9% Convertible Preferred Stock Units at a price of \$250.00 per Unit, with all Units having no par value.

#### **E. Risk Factors**

See "RISK FACTORS" section of this Registration for certain factors that could adversely affect an investment in the Securities Offered. Those factors include, but are not limited to unanticipated obstacles to execution of the Business Plan, General Economic Factors, the Management's Inability to Foresee Exuberant Market Downturns and other unforeseen events.

#### **F. Use of Proceeds**

Proceeds from the sale of Securities will be used to invest in the development of Oil and Natural Gas Leases in the State of Pennsylvania. See "USE OF PROCEEDS" section.

#### **G. Minimum Offering Proceeds - Escrow of Subscription Proceeds**

The Company has set a minimum offering proceeds figure (the "minimum offering proceeds") for this Offering of \$1,000,000. The Company has established an Investment Account with TD Bank. After the Minimum Offering Proceeds have been reached, all proceeds will be released from the investment account and utilized by the Company. All proceeds from the sale of Units after the Minimum Offering Proceeds has been achieved will be delivered directly to the Company. See "PLAN OF PLACEMENT" section.

#### **H. Preferred & Common Stock Units**

Upon the sale of the maximum number of 9% Convertible Preferred Stock Units from this Offering, the number of issued and outstanding Preferred Stock Units of the Company's Preferred stock will be held as follows:

- |                                           |      |
|-------------------------------------------|------|
| ○ Company Founders & Current Shareholders | 0%   |
| ○ New Shareholders                        | 100% |

Upon the sale of the maximum number of 9% Convertible Preferred Stock Units from this Offering, the number of issued and outstanding Common Stock Units of the Company's Common Stock will be held as follows:

- |                                           |      |
|-------------------------------------------|------|
| ○ Company Founders & Current Shareholders | 100% |
| ○ New Shareholders                        | 0%   |

#### **I. Company Dividend Policy**

The Company has never declared or paid any cash dividends on its common stock. The Company currently intends to retain future earnings, if any, to finance the expansion of the Company. As a result, the Company does not anticipate paying any cash dividends in the foreseeable future to Common Stock Holders.

#### **J. Company Share Purchase Warrants**

The Company has no outstanding warrants for the purchase of shares of the Company's Common Stock. Additionally, the Company has no outstanding warrants for the purchase of the Company's Stock.

#### **K. Company Stock Options**

The Company has not issued any stock options to current and/or past employees or consultants.

#### L. Company Convertible Securities

The Company, at the completion of this Offering will have 20,000 9% Convertible Preferred Stock Shares Issued.

- **Terms of Conversion or Repurchase by the Company:**

- All 9% Convertible Preferred Stock Units must be Converted to Company Common Stock either in the 3<sup>rd</sup>, 4<sup>th</sup> or 5<sup>th</sup> year under the following terms and conditions at the Shareholders' Option:
  - **YEAR 3: (Shareholder Conversion Option)**
    - At anytime during the third year of the investment, the Shareholder may choose on the First Business Day of Each Month to convert each Unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.
    - The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the units.
  - **YEAR 4: (Optional Conversion Option)**
    - At anytime during the fourth year of the investment, the Shareholder may choose on the First Business Day of Each Month to convert each unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price *minus 2.5%* of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.
    - The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the units.
  - **YEAR 5: (Optional & Mandatory Conversion Options)**
    - *Optional:* At anytime during the fourth year of the investment, the Shareholder may choose on the First Day of Each Month to convert each unit of the Company's Convertible 9% Preferred Stock for Common Stock of the Company at market price *minus 5%* of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.
    - The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the units.
    - *Mandatory:* On the last business day of the 5<sup>th</sup> year of the investment, the Shareholder MUST convert each Unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price *minus 5%* of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.

The Company has not issued any additional Convertible Securities other than those listed and detailed above.

#### **M. Stock Option Plan**

The Board has not adopted a stock option plan. If a plan is adopted in the future, the plan will administered by the Board of Directors or a committee appointed by the board (the "committee"). The committee will have the authority to modify, extend or renew outstanding options and to authorize the grant of new options in substitution therefore, provided that any such action may not, without the written consent of the optionee, impair any rights under any option previously granted.

#### **N. Reporting**

The Company will be required to furnish you with quarterly un-audited financial reports and an annual audited financial report through a public listing at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com). Further, the Company will also voluntarily send you both quarterly un-audited financial reports and an annual audited financial report via electronic mail. After the Filing of SEC Form 10 or an SEC S-1 Registration Statement with the United States Securities and Exchange Commission ("SEC"), the Company will be required to file reports with the SEC under 15(d) of the Securities Act. The reports will be filed electronically. The reports required are forms 10-K, 10-Q and 8-K. You may read copies of any materials the Company files with the SEC at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com), or at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet Site that will contain copies of the reports that the Company files electronically. The address for the Internet site is [www.sec.gov](http://www.sec.gov).

#### **O. Stock Transfer Agent**

The Company will serve as its own registrar and transfer agent with respect the Offering.

For the Public Portion of this Offering, the Stock Transfer Agent is:

ComputerShare  
250 Royall Street  
Canton, MA (USA) 02021  
Phone (781) 575-2000  
<http://cis.computershare.com>

#### **P. Subscription Period**

The Offering has no date to terminate.

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## II. TERMS AND CONDITIONS

The following is a summary of the certain principal terms of Stock Ownership in Remington Energy Group Corporation

<b>The Company</b>	Remington Energy Group Corporation is a Nevada Stock Corporation.
<b>Investment Objectives</b>	The Company's objectives are to: <ul style="list-style-type: none"><li>(i) Development of Oil and Natural Gas Leases in the State of Pennsylvania</li><li>(ii) Maintain a total internal rate of returns of 20%+ per annum.</li></ul>
<b>Company Managers</b>	Biographies of all Managers can be found starting on Page 32 of this Offering.
<b>Minimum Capital Commitment</b>	Each investor will be required to make an investment of a minimum of one 9% Convertible Preferred Stock Units.
<b>The Offering</b>	The Company is seeking capital commitments of \$5,000,000 from Investors. The securities being offered hereby consists of up to 20,000 9% Convertible Preferred Stock Units of the Company, priced at \$250.00 per Unit subject to the Company's discretion to increase the size of the offering. The purchase price for the stock interests is to be paid in cash as called by the Company.
<b>Conversion Option / Mandatory Conversion</b>	<p>All 9% Convertible Preferred Stock Units must be converted to Company Common Stock, either in the third, fourth or fifth year under the following terms and conditions at the Shareholder's Option:</p> <ul style="list-style-type: none"><li>• <b>Year 3: (Shareholder Conversion Option)</b><p>Shareholder Option: At anytime during the third year of the investment, the Shareholder may choose on the First Business Day of Each Month to convert each unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock closing price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.</p><p>The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Units.</p></li><li>• <b>Year 4: (Shareholder Conversion Option)</b><p>Shareholder Option: At anytime during the fourth year of the investment, the Shareholder may choose on the First Business Day of Each Month to convert each unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price <i>minus</i> 2.5% of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock closing price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.</p><p>The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Units.</p></li><li>• <b>Year 5: (Optional &amp; Mandatory Conversion Option)</b><p><i>Shareholder Option:</i> At anytime during the fourth year of the investment, the Shareholder may choose on the First Business Day of Each Month to convert each unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price <i>minus</i> 5% of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock closing price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.</p></li></ul>

The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Units.

*Mandatory Conversion:* On the last business day of the 5<sup>th</sup> year of the investment, the Shareholder MUST convert each unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price *minus* 5% of the Company's Common Stock at time of conversion / closing.

<b>Investment Period</b>	The investment period will begin upon qualification of this Offering by the United States Securities & Exchange Commission.
<b>Term of the Company</b>	There is no agreed upon end date of this Offering. Investors can sell their shares back to the Company at any time for the face value of the share(s) plus any accrued interest after two years, though the Company has no obligation to purchase the Units. Market value shall be determined by the value of each yearly third party valuation of the Company. The Company plans to list the Company's shares on the Bermuda BSX Exchange, the Frankfurt Stock Exchange or Berlin Stock Exchange's Open Market and the United States OTC market in the year 2015 (OTCQB or OTCQX).
<b>Reinvestment</b>	There may be chances for reinvestment.
<b>Key Event</b>	The following will constitute a Key Event: <ul style="list-style-type: none"><li>• Bankruptcy of the Managing Member</li><li>• Death or disability to the senior member(s) of Remington Energy Group Corporation</li><li>• Other agreed upon events</li></ul>
<b>Distributions</b>	The Company has never declared or paid cash dividends on our common stock. We currently intend to retain all available funds and future earnings for use in the operation of our business and do not anticipate paying any cash dividends in the foreseeable future for our Common Stock. Any future determination to declare dividends on our Common Stock will be made at the discretion of our board of directors, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant.
<b>Reports to Investors</b>	The Company's Accounting Firm will furnish to the investors after the close of each fiscal year an annual report containing audited financial statements of the Company prepared in accordance with "Generally Accepted Accounting Principles" (GAAP) and a statement setting forth any distributions to the investors for the fiscal year. The Company will also furnish un-audited quarterly statements to investors.
<b>Valuations</b>	The Company Managers will, at least once per year, perform an internal valuation of the Company's assets, using accepted valuation techniques, to establish the fair market value of each asset as the end of such year. The fair market value of the assets will be deemed to be the ownership interest in each asset valued at the current capitalization rate for each market. In addition, detailed financial modeling will be performed using "current market assumptions" and discounted cash flow analysis.
<b>Indemnification</b>	The Company will indemnify, defend and hold the Company Managers, the members of the Board of Directors harmless from and against any losses, damages, costs that relate to the operations of the Company, unless the Company Manager(s) acted in an unethical manner related to directing investments.
<b>Listings and Admissions to Trading</b>	Applications are being prepared and will be made to U.S. OTC Market (OTCQB or OTCQB), the Bermuda Stock Exchange's Mezzanine Market and the Berlin Stock Exchange (though the Company may choose to list on the Frankfurt Stock Exchange instead of the Berlin Stock Exchange) for the Securities to be admitted to the Exchange's Official List and for Trading. Submission for listing is expected in 2015.

**ITEM 7. DESCRIPTION OF PROPERTY.**

The Company does not own any real estate. The Company currently rents office spaces at 737 James Lane, Suite 7499, Incline Village, Nevada 89450. The Company currently has no policy with respect to investments or interests in real estate, real estate mortgages or securities of, or interests in, persons primarily engaged in real estate activities.

**ITEM 8. DIRECTORS, EXECUTIVE OFFICERS, AND SIGNIFICANT EMPLOYEES**

(a) *Directors and Executive Officers.*

A. Directors and Executive Officers. The current officer and director will serve for one year or until his respective successor(s) are elected and qualified.

<u>Name</u>	<u>Position</u>
<i>Mr. Wes Jonson</i>	Founder / <i>Chief Executive Officer/ Chairman of the Board</i>

Mr. Wes W. Johnson grew up in a heavy construction family, frequently moving with the family throughout California and Arizona to various road, bridge and dam job sites. It was very important to his father to keep the family together while traveling to the many job sites, thereby instilling in Mr. Johnson a very family orientated lifestyle.

Mr. Johnson attended high school in Arroyo Grande, California and attended college at Cal Poly, San Luis Obispo, California studying animal science and business. After college, Mr. Johnson entered the family construction business and received his California General Building Contractor’s License, later adding a General Engineering Contractor’s License. Mr. Johnson built numerous projects in San Luis Obispo and Santa Barbara Counties, including single family homes, multi-family housing projects, commercial retail and industrial properties, schools and medical buildings. The next step was investing in real estate development projects in California and numerous other States.

After a move to Austin, Texas, Mr. Johnson became involved in developing and building Single Family Residents and Multi-Family projects as well as land development and multi-family investments. While in Texas, Mr. Johnson was introduced to the Texas Oil Business through a real estate associate and began investing in oil production and re-work projects. As one point, Mr. Johnson was working on an acquisition of several abandoned wells in Oklahoma when oil prices went down to \$12-\$15 per barrel. The oil holdings were liquidated.

After a few years of passively observing the oil industry, Mr. Johnson began searching for the right opportunity in the Oil Industry. Two years later, after looking in Texas, Oklahoma, Ohio and Kansas, the oil project in Pennsylvania was presented and deemed to be a great opportunity. The project is in a proven oil field with existing production from several major oil companies and a proven drilling and operating company with whom the Company can partner. Mr. Johnson formed Remington Energy Group Corporation and proceeded to acquire the lease to develop 100+ oil wells in the Northwest part of Pennsylvania.

Mr. Johnson lives with his Wife in Incline Village, Nevada on the shore of beautiful Lake Tahoe. He has a daughter and her family in San Diego, California and a Son and his family residing in Portland, Oregon.

<i>Mr. Donald White</i>	<i>Advisor / Board of Directors</i>
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Mr. Donald White was born in St. Louis, Missouri and was brought to California when his Father moved to the Antelope Valley to work in the Aircraft Industry. Mr. White grew up in Palmdale, California where he attended grade school and graduated from Palmdale High School. After graduation, Mr. White was employed by the State of California “Department of Water Resources” as a Soils Test Engineer. During this time Mr. White worked on the Feather River Project – the construction of an aqueduct, from Orville, California and culminating in Perris, California.

Due to a budget crisis in the California, Mr. White left his position with the California Department of Water Resources and returned to college to take preparatory courses prior to working for Lockheed Aircraft on the building of the L-1011 Tri-Star Jumbo Jet and the implementing of manufacturer changes on the Rolls Royce Jet Engines. It was during this time when he felt the call to duty and enlisted in the United State Marine Corps for a six year tour of duty. After graduating at the top of his class in advanced avionics in NAS Memphis, Tennessee, Mr. White was stationed in El Toro, California, where he became an electronic technician working on forward looking, side looking and infrared detection systems for the reconnaissance F-4 Aircraft. For the last three years of his tour of duty, Mr. White transitioned into the test equipment and calibration of all electronics pertaining to both fighter and recon aircraft on both Fixed Wing and Helicopter Aircraft.

Upon being honorably discharged from the United State Marine Corps, Mr. White went to work as Vice President and Supervisor for a construction company specializing in development of dental offices. After obtaining his own B1 License from the State of California, Mr. White started his own construction company specializing in the development and construction of medical and dental offices, development and construction of single family homes as well as commercial buildings.

After moving to San Diego, California, Mr. White continued in the building of single family homes as an independent contractor for a large remodeling and construction company. Mr. White then moved to Alta Loma, California where he became a supervisor for a large property management company, responsible for the construction and rehab of commercial, single family and small to very large multi-family units. These responsibilities took Mr. White throughout Southern California; Atlanta, Georgia; San Antonio, Texas; and other areas in the Southeastern region of the United States.

After the downturn in the economy, Mr. White became semi-retired and started consulting on a part-time basis with real estate development along with his interest in Oil & Natural Gas Investments.

Currently residing in Montclair, California, Mr. White owns and operates a custom motorcycle shop building and creating custom bikes in his free time. Mr. White's three children are spread throughout the United States, with his oldest Son and his family living in Wyoming, his youngest Son and family residing in Arizona and his daughter living in Idaho.

***Mr. Brent Johnson***

***Advisor / Board of Directors***

Mr. Brent Johnson grew up on the Eastern Side of the Sierra Nevada Mountain Range in California where he attended elementary school and participated in numerous mountain activities, primarily skiing. Mr. Johnson later moved to the West Side of Austin, Texas where he attended high school and assisted in the Family Business which was focused on construction and real estate development.

Mr. Johnson attended College at Sonoma State University located in Northern California's Wine Country, where he received his Bachelor's Degree in Business. During this time Mr. Johnson played on the intercollegiate National Title Winning Lacrosse Team. In his senior year, time was spent with finalizing his studies and traveling to Portland, Oregon to manage the family properties.

After college, Mr. Johnson moved to Portland, Oregon to join the Family Business on a full-time basis, where he was responsible for overseeing the management and rehab of numerous multi-family and commercial retail portfolio of properties, valued in excess of \$20,000,000

Mr. Johnson currently works for a loan servicing firm holding a position as a Senior Loan Portfolio Manager and is responsible for analyzing loan portfolios, servicing individual loans and managing the Company's Portfolio. Mr. Johnson resides in Portland, Oregon with his wife and Son.

***Mr. Steven J. Muehler***

***Board Member***

Mr. Steven J. Muehler is the Founder and Chief Executive Officer for Blue Coast Securities Corporation & Alternative Securities Markets Group. A true pioneer in the private equity investments industry, Mr. Muehler has led Blue Coast Securities Corporation in its growth into a leading global alternative assets management and private equity investments firm. Mr. Muehler is actively involved in managing the firm's day-to-day operations and serves on the Investment Portfolio Management Committees of each of the Firm's Fixed Income Funds and Private Equity Investment Funds, including the Firm's Oil & Natural Gas Fund and Energy Fund.

Mr. Muehler has more than fifteen years in Investment Banking and Corporate Finance, holding senior financial management and business development positions in both regional banks and international finance companies. Mr. Muehler has extensive experience in structuring business plans, private and public securities offerings, and fund raising efforts for early stage to mid-cap companies. His areas of expertise are in Commercial and Residential Real Estate Development, Energy, BioFuels, Mining & Mineral Rights, Oil & Natural Gas, Medical Device and Pharmacy and New Technology.

Prior to founding Blue Coast Securities Corporation in 2008, Mr. Muehler served four years in the United States Marine Corps before attending college in South Carolina. After college, Mr. Muehler held positions in the Finance Departments of Riverview Community Bank, WCI Communities and Allied Capital Corporation. It was with these companies that Mr. Muehler worked extensively with multinational finance and investment firms in syndicating fund raising and has guided dozens of companies in the capital formation process. Mr. Muehler has also served as a business consultant to a variety of midmarket companies providing strategic and financial modeling, business development training, and management assessment.

Mr. Muehler lives in Los Angeles, California with his wife and Two Daughters. Mr. Muehler is also the host of the Radio / HD WebTV and Podcast Show "Steve Muehler, On the Corner of Main Street and Wall Street". More information about Mr. Muehler can be found at: <http://www.SteveMuehler.com> and at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com).

**B. Significant Employees.** All Members of Remington Energy Group Corporation as listed above are each considered "Significant Employees", and are each "Executive Officers" of the Company. The Company would be materially adversely affected if it were to lose the services of any member of Remington Energy Group listed above as each he has provided significant leadership and direction to the Company.

**C. Family Relationships.** Mr. Wes Johnson, Founder, Chief Executive Officer and Chairman of the Company's Board of Directors is the Father of Mr. Brent Johnson, Advisor and Board of Directors Member.

**D. Involvement in Certain Legal Proceedings.** There have been no events under any bankruptcy act, any criminal proceedings and any judgments, injunctions, orders or decrees material to the evaluation of the ability and integrity of any director, executive officer, promoter or control person of Registrant during the past three years.

**E. Legal proceedings.** There are not presently any material pending legal proceedings to which the Registrant is a party or as to which any of its property is subject, and no such proceedings are known to the Registrant to be threatened or contemplated against it.

#### **ITEM 9. EXECUTIVE COMPENSATION.**

In January of 2014, the Company adopted a compensation program for Company Management. Accordingly, Management of Remington Energy Group Corporation. will be entitled to receive an annual salary of:

Mr. Wes Jonson, Chief Executive Officer / Board Chairman	\$72,000
----------------------------------------------------------	----------

#### **Officer Compensation**

The Company does not currently pay any cash fees to any Officer of the Company beyond those listed above.

#### **Directors and Advisors Compensation**

The Company does not currently pay any cash fees to any Director or Advisor of the Company or any member or employee of the Company beyond those listed above.

#### **Stock Option Grants**

The Company does not currently have any outstanding Stock Options or Grants.

#### **Significant Employees**

The Company has no significant employees other than the Company Managers named in this prospectus.

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**ITEM 10. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.**

(a) Security ownership of certain beneficial owners.

The following table sets forth, as of the date of this Registration Statement, the number of shares of Preferred Stock and Common Stock owned of record and beneficially by executive officers, directors and persons who hold **5% or more of the outstanding Common Stock of the Company**. Also included are the shares held by all executive officers and directors as a group.

<b>Name and Address</b>	<b>Amount and nature of Beneficial Ownership</b>	<b>Number of shares and (Percentage) of Class</b>
Mr. Wes Johnson	Direct	Preferred Shares (0.00%) Common Shares (95.00%)
Alternative Securities Markets Group	Direct	Preferred Shares (0.00%) Common Shares (5.00%)

(2) Nominal Ownership

**ITEM 11. INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS.**

**Related Party Transactions**

Our majority stockholder is Mr. Wes Johnson, the Founder, Chief Executive Officer & Chairman of the Company's Board of Directors. Mr. Johnson currently owns the majority of the issued and outstanding controlling Common Stock Units of Remington Energy Group Corporation. Consequently, this sole shareholder controls the operations of the Company and will have the ability to control all matters submitted to Stockholders for approval, including:

- Election of the board of directors;
- Removal of any directors;
- Amendment of the Company's certificate of incorporation or bylaws; and
- Adoption of measures that could delay or prevent a change in control or impede a merger, takeover or other business combination.

Mr. Wes Johnson thus has complete control over the Company's management and affairs. Accordingly, this ownership may have the effect of impeding a merger, consolidation, takeover or other business consolidation, or discouraging a potential acquirer from making a tender offer for the Common Stock. This registration statement contains forward-looking statements and information relating to us, our industry and to other businesses.

Except as otherwise indicated herein, there have been no related party transactions, or any other transactions or relationships required to be disclosed pursuant to Item 11 of Form 1-A, Model B.

## ITEM 12. SECURITIES BEING OFFERED.

### 9% Convertible Preferred Stock Units

A maximum of TWENTY THOUSAND 9% Convertible Preferred Stock Units are being offered to the public at \$250.00 9% Convertible Preferred Stock Unit. A Minimum of \$1,000,000 will need to be received from this Offering for the Company to receive proceeds from the Sale of any Securities of this Offering. A maximum of \$5,000,000 will be received from the offering. All Securities being offered by the Company through this offering, and no Securities are being offered by any selling shareholders of the Company. The Company will receive all proceeds from the sale of its Securities after the Company has secured \$1,000,000 from the sale of Securities through this Offering.

#### (a) *Description of Company Common Stock.*

The Company is authorized by its Certificate of Incorporation to issue an aggregate of 100,000,000 shares of Common stock, \$0.001 par value per share (the "Common Stock"). As of June 1st, 2014 – 1,000,000 shares of Common Stock were issued and outstanding.

All outstanding shares of Common Stock are of the same class and have equal rights and attributes. The holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of stockholders of the Company. All stockholders are entitled to share equally in dividends, if any, as may be declared from time to time by the Board of Directors out of funds legally available. In the event of liquidation, the holders of Common Stock are entitled to share ratably in all assets remaining after payment of all liabilities. The stockholders do not have cumulative or preemptive rights.

The description of certain matters relating to the securities of the Company is a summary and is qualified in its entirety by the provisions of the Company's Certificate of Incorporation and By-Laws, copies of which have been filed as exhibits to this Form 1-A. No Common Stock is being offered in the Offering Circular.

#### (b) *Background Information on the Preferred Stock.*

The Company is authorized by its Certificate of Incorporation to issue an aggregate of 1,000,000 shares of Preferred stock, no par value per share (the "Preferred Stock"). As of June 1st, 2014 – NO Preferred Stock Units were issued and outstanding. Upon the completion of this Offering, TWENTY THOUSAND shares of Preferred Stock will be issued and outstanding.

(c) *Other Debt Securities.* None.

(d) *Other Securities to Be Registered.* None.

### Security Holders

As of June 1st, 2014, there were 1,000,000 shares of our Common Stock outstanding, which were held of record by approximately 2 stockholders, not including persons or entities that hold the stock in nominee or "street" name through various brokerage firms.

As of June 1st, 2014, there were NO shares of our Preferred Stock outstanding, which were held of record by approximately 0 stockholders, not including persons or entities that hold the stock in nominee or "street" name through various brokerage firms.

### Dividends

The Company has never declared or paid cash dividends on its Common Stock Units. The Company currently intends to retain all available funds and future earnings for use in the operation of Company business and does not anticipate paying any cash dividends in the foreseeable future to holders of our Common Stock. Any future determination to declare dividends for the Company's Common Stock Units will be made at the discretion of our board of directors, and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

### **Indemnification of Directors and Officers:**

The Company is incorporated under the laws of Nevada. Nevada General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses including attorneys' fees, judgments, fines and amounts paid in settlement in connection with various actions, suits or proceedings, whether civil, criminal, administrative or investigative other than an action by or in the right of the corporation, a derivative action, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses including attorneys' fees incurred in connection with the defense or settlement of such actions and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, agreement, and a vote of stockholders or disinterested directors or otherwise.

The Company's Certificate of Incorporation provides that it will indemnify and hold harmless, to the fullest extent permitted by Nevada's General Corporation Law, as amended from time to time, each person that such section grants us the power to indemnify.

Nevada's General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to the corporation or its stockholders;
- acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- payments of unlawful dividends or unlawful stock repurchases or redemptions; or
- any transaction from which the director derived an improper personal benefit.

The Company's Certificate of Incorporation provides that, to the fullest extent permitted by applicable law, none of our directors will be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this provision will be prospective only and will not adversely affect any limitation, right or protection of a director of our company existing at the time of such repeal or modification.

### **Reports to security holders:**

The Company will be a non-reporting company until such time as the company files quarterly and audited financial statements, and complies with the requirements of the Securities Exchange Act of 1934, as amended. The Company will be filing the following reports for shareholder review at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com)

1. **Quarterly Un-Audited Financial Statements:** Company to furnish all Investors and Alternative Securities Markets Group a complete set of un-audited financial statements within 30 days of the close of each business quarter. Company's Quarterly Financial Statements to also be posted for public view on the Company's page at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com).
2. **Annual Audited Financial Statements:** Company to furnish to all Investors and Alternative Securities Markets Group a complete set of third party audited financial statements within 60 days of the close of each business year. Company's Annual Financial Statement to be posted for public view on the Company's page at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com).
3. **Monthly State of the Company Letter to Investors:** The CEO will issue to all Investors and to Alternative Securities Markets Group, a "Monthly State of the Company" letter detailing the current state of all business operations for the Company. Letter to be posted for public view on the Company's page at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com).
4. **Quarterly Conference Call:** The CEO or Executive of the Company will hold a quarterly video / telephone conference call with investors no sooner than 10 days, but no greater than 30 days, after the posting of the Company's quarterly financial report. The recorded Conference call will also be made available for public listen and/or viewing on the Company's Page at [www.AlternativeSecuritiesMarket.com](http://www.AlternativeSecuritiesMarket.com).
5. **Corporate Actions:** Company must disclose to all Investors and to Alternative Securities Markets Group all: Dividends, Stock Splits, New Stock Issues, Reverse Splits, Name Changes, Mergers, Acquisitions, Dissolutions, Bankruptcies or Liquidations. All must be reported to Investors and to Alternative Securities Markets Group no less than TEN CALENDAR DAYS prior to the record date.

**FINANCIAL STATEMENTS SECTION**

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**REMINGTON ENERGY GROUP LLC**  
**PROFIT LOSS STATEMENT**  
**FOR THE PERIOD OF INCEPTION (March 27, 2012) TO DECEMBER 31, 2012**

**INCOME**

Sales		\$	-
<b>TOTAL INCOME</b>		<b>\$</b>	<b>-</b>

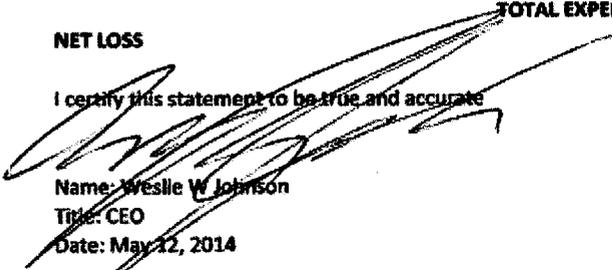
**EXPENSES**

Bank Fees		\$	-
License & Corporation Fees		\$	400
Office Equipment		\$	2,400
Office Supplies		\$	120
Oil Land & Lease Expense		\$	-
Postage		\$	-
Professional Fees			
Accounting		\$	-
Legal		\$	500
Promotion		\$	-
Rent		\$	-
Telephone		\$	800
Travel and Entertainment		\$	2,320
Website Fees		\$	-
<b>TOTAL EXPENSES</b>		<b>\$</b>	<b>6,540</b>

**NET LOSS**

	\$	(6,540)
--	----	---------

I certify this statement to be true and accurate



Name: Weslie W. Johnson

Title: CEO

Date: May 12, 2014

NOTE: 1) Remington Energy Group LLC was formed on March 27, 2012  
 2) No income 2012

See Notes to Financial Statements

REMINGTON ENERGY GROUP LLC  
 PRE-FUNDING BALANCE SHEET  
 DECEMBER 31, 2012

**ASSETS**

**Current Assets**

Cash	\$	60
Accounts Receivable	\$	-
Inventory	\$	-
Prepaid Expenses	\$	-
Short-Term Investments	\$	-
<b>Total Current Assets</b>	<b>\$</b>	<b>60</b>

**Fixed (Long-Term) Assets**

Long-Term Investments	\$	-
Property & Equipment	\$	2,400
<b>Total Fixed Assets</b>	<b>\$</b>	<b>2,400</b>

**Other Assets**

Deferred Income Tax	\$	-
Land Lease Rights	\$	-
<b>Total Fixed Assets</b>	<b>\$</b>	<b>2,400</b>

**TOTAL ASSETS**

**\$ 4,860**

**LIABILITIES & OWNER'S EQUITY**

**Current Liabilities**

Accounts Payable	\$	-
Accrued Interest	\$	-
Accrued Salaries & Wages	\$	25,000
Current Portion of Long-Term Debt	\$	-
Income Taxes Payable	\$	-
Short-Term Loans	\$	-
Unearned Revenue	\$	-
<b>Total Current Liabilities</b>	<b>\$</b>	<b>25,000</b>

**Long-Term Liabilities**

Long-Term Debt	\$	-
Deferred Income Tax	\$	-
<b>Total Long-Term Liabilities</b>	<b>\$</b>	<b>-</b>

**Owner's Equity**

Owner's Investment	\$	6,600
<b>Total Owner's Equity</b>	<b>\$</b>	<b>6,600</b>

**Total Liabilities and Owner's Equity**

**\$ 31,600**

I certify these financial statements to be true and accurate

Name: Weslie W Johnson

Title: CEO

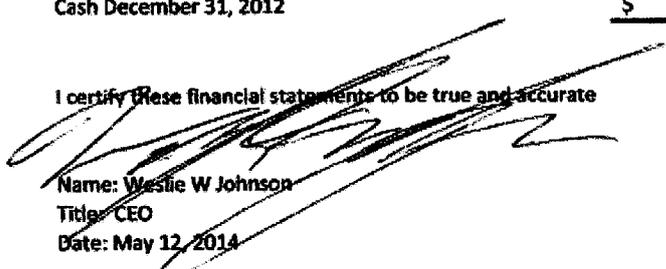
Date: May 12, 2014

See Notes to Financial Statements

Remington Energy Group LLC  
**STATEMENT OF CASH FLOWS**  
 For the period of March 27, 2012 (inception) through December 31, 2012

<b>Cash flows from operating activities:</b>	
Net loss	\$ (6,540)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Changes in assets and liabilities	\$ -
Prepaid expense	\$ -
Accounts payable and accrued expenses	\$ -
Net cash provided by operating activities	<u>\$ (6,540)</u>
<b>Cash flows from investing activities:</b>	
Net cash used in investing activities	<u>\$ -</u>
<b>Cash flows from financing activities:</b>	
Contributions from members	\$ 6,600
Loans from members	\$ -
Loan repayment to members	\$ -
Net cash provided by financing activities	<u>\$ 6,600</u>
<b>NET INCREASE IN CASH</b>	<u>\$ 60</u>
Cash December 31, 2012	<u>\$ 60</u>

I certify these financial statements to be true and accurate

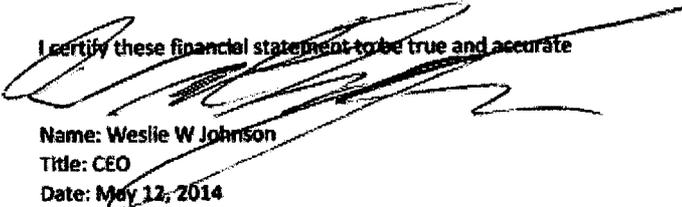
  
 Name: Westie W Johnson  
 Title: CEO  
 Date: May 12, 2014

See Notes to Financial Statements

**Remington Energy Group LLC**  
**STATEMENT OF MEMBER'S EQUITY**  
For the period of March 27, 2012 (inception) through December 31, 2012

Capital Contributions	<u>\$ 6,600</u>
Net Loss	<u>\$ (6,540)</u>
Balance as of December 31, 2012	<u>\$ 60</u>

I certify these financial statement to be true and accurate



Name: Weslie W Johnson  
Title: CEO  
Date: May 12, 2014

**NOTE: Weslie W Johnson is the sole Member and  
owns 100% of the LLC**

See Notes to Financial Statements

**REMINGTON ENERGY GROUP LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
For The Period of Inception (March 27, 2012) To December 31, 2012

**NOTE 1: ORGANIZATION**

Remington Energy Group LLC, a Nevada Limited Liability Company, (the Company) was formed on March 27, 2012. The purpose of the Company is to acquire oil and gas leases, drill for oil and gas, invest in oil and gas explorations and invest in energy related business activities.

Weslie W Johnson is the sole member, 100% owner of the company and owns all of the membership shares.

The original checking account for Remington Energy Group LLC was opened with an initial deposit of \$300 and for the period of March 27, 2012 to December 31, 2012, Wes Johnson, the sole member, capitalized the company with \$6,600.

Allocations of profits and losses, and cash distributions are made in accordance with the Company's Limited Liability Operating Agreement (The Agreement). The Company shall exist in perpetuity unless it is dissolved and terminated in accordance with provisions of the agreement.

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Income Taxes

The Company has elected to be treated as a pass-through entity for income tax purposes and, as such, is not subject to income taxes. Rather, all items of taxable income, deductions and tax credits are passed through to and reported by its owners on their respective income tax returns. The Company's federal tax status as a pass-through entity is based on its legal status as a limited liability company. Accordingly, the Company is not required to take any positions in order to qualify as a pass-through entity. The Company is required to file tax returns with the Internal Revenue Service and other taxing authorities. Accordingly, these financial statements do not reflect a provision for income taxes and the Company has no other tax positions which must be considered for disclosure.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Member Salaries

Any salaries/wages earned from the Company will be deferred until the Company generates income to pay such salaries/wages. These wages will incur an interest of 10% until paid.

Income

There has been no income for the period of March 27, 2012 to December 31, 2012

**REMINGTON ENERGY GROUP CORPORATION**  
**PROFIT LOSS STATEMENT**  
**FOR THE PERIOD OF JANUARY 1, 2013 TO DECEMBER 31, 2013**

**INCOME**

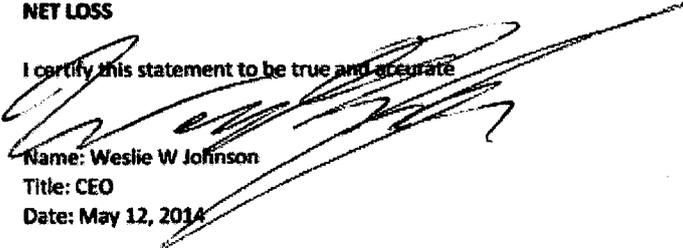
Sales	\$	-
<b>TOTAL INCOME</b>	<b>\$</b>	<b>-</b>

**EXPENSES**

Alternative Securities Markets Group	\$	2,750
Bank Fees	\$	300
License & Corporation Fees	\$	925
Office Equipment	\$	80
Office Supplies	\$	84
Oil Land & Lease Expense	\$	245,000
Postage	\$	25
Professional Fees		
Accounting	\$	800
Legal	\$	1,200
Promotion	\$	21
Rent	\$	2,400
Telephone	\$	970
Travel and Entertainment	\$	1,285
Website Fees	\$	1,500
<b>TOTAL EXPENSES</b>	<b>\$</b>	<b>257,340</b>
	<b>\$</b>	<b>(257,340)</b>

**NET LOSS**

I certify this statement to be true and accurate

  
Name: Weslie W Johnson  
Title: CEO  
Date: May 12, 2014

- NOTE:** 1) Remington Energy Group LLC was converted to a C Corporation in 2013  
2) No income in 2013  
3) Initial lease aquired in 2013  
4) Remington Energy Group borrowed \$250,000 from founder Weslie W Johnson for acquisition of oil land lease

See Notes to Financial Statements

**REMINGTON ENERGY GROUP CORPORATION**  
**PRE-FUNDING BALANCE SHEET**  
**DECEMBER 31, 2013**

**ASSETS**

**Current Assets**

Cash	\$	2,924
Accounts Receivable	\$	-
Inventory	\$	-
Prepaid Expenses	\$	-
Short-Term Investments	\$	-
<b>Total Current Assets</b>	<b>\$</b>	<b><u>2,924</u></b>

**Fixed (Long-Term) Assets**

Long-Term Investments	\$	-
Property & Equipment	\$	2,400
<b>Total Fixed Assets</b>	<b>\$</b>	<b><u>2,400</u></b>

**Other Assets**

Deferred Income Tax	\$	-
Land Lease Rights	\$	245,000
<b>Total Fixed Assets</b>	<b>\$</b>	<b><u>245,000</u></b>

**TOTAL ASSETS**

**\$ 250,324**

**LIABILITIES & OWNER'S EQUITY**

**Current Liabilities**

Accounts Payable	\$	-
Accrued Interest	\$	25,000
Accrued Salaries & Wages	\$	73,000
Current Portion of Long-Term Debt	\$	-
Income Taxes Payable	\$	-
Short-Term Loans	\$	-
Unearned Revenue	\$	-
<b>Total Current Liabilities</b>	<b>\$</b>	<b><u>98,000</u></b>

**Long-Term Liabilities**

Long-Term Debt	\$	250,000
Deferred Income Tax	\$	-
<b>Total Long-Term Liabilities</b>	<b>\$</b>	<b><u>250,000</u></b>

**Owner's Equity**

Owner's Investment	\$	16,804
<b>Total Owner's Equity</b>	<b>\$</b>	<b><u>16,804</u></b>

**Total Liabilities and Owner's Equity**

**\$ 364,804**

I certify these financial statements to be true and accurate

Name: Weslie W Johnson

Title: CEO

Date: May 12, 2014

See Notes to Financial Statements

Remington Energy Group Corporation  
**STATEMENT OF CASH FLOWS**  
For the period from January 1, 2013 through December 31, 2013

<b>Cash flows from operating activities:</b>	
Net loss	\$ (257,340)
Adjustments to reconcile net loss by operating activities:	\$ 60
Changes in assets and liabilities	\$ -
Prepaid expense	\$ -
Accounts payable and accrued expenses	\$ -
Net cash provided by operating activities	<u>\$ (257,280)</u>
<b>Cash flows from investing activities:</b>	
Net cash used in investing activities	<u>\$ -</u>
<b>Cash flows from financing activities:</b>	
Contributions from members	\$ 10,204
Loans from members	\$ 250,000
Loan repayment to members	\$ -
Net cash provided by financing activities	<u>\$ 260,204</u>
<b>NET INCREASE IN CASH</b>	<u>\$ 2,924</u>
Cash December 31, 2013	<u>\$ 2,924</u>

I certify these financial statements to be true and accurate

Name: **Weslie W Johnson**  
Title: **CEO**  
Date: **May 12, 2014**

See Notes to Financial Statements

**Remington Energy Group Corporation**  
**STATEMENT OF STOCKHOLDER'S EQUITY**  
For the period of January 1, 2013 through December 31, 2013

Capital Balance January 1, 2103	\$	60
Capital Contributions 2013	\$	10,204
Total Contributions	\$	<u>10,264</u>
Net Loss (2013)	\$	<u>257,280</u>
Balance as of December 31, 2013	\$	<u>(247,016)</u>

I certify these financial statement to be true and accurate

Name: ~~Weslie W Johnson~~

Title: ~~CEO~~

Date: ~~May 12, 2014~~

NOTE: ~~Weslie W Johnson is the sole shareholder and owns 100% of the stock~~

See Notes to Financial Statements

**REMINGTON ENERGY GROUP CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
For The Period of January 1, 2013 To December 31, 2013

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The financial statements of the Company have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

**Additional Capitalization**

During the period of January 1, 2013 to December 31, 2013, Weslie W Johnson capitalized the Company with an additional \$10,000.

**Conversion to C-Corp**

On September 4, 2013 Remington Energy Group LLC was converted to a C-Corp to achieve additional funding.

**Income Taxes**

With the conversion to a C-Corp the Company is now a stand alone entity and will be taxed accordingly.

**Member Salaries**

Any salaries/wages earned from the Company will be deferred until the Company generates income to pay such salaries/wages. These wages will incur an interest of 10% until paid.

**Income**

There has been no income for the period of January 1, 2013 to December 31, 2013

**NOTE 2: BLUE COAST SECURITIES**

On August 15, 2013 Remington Energy Group LLC engaged Blue Coast Securities and entered into an agreement to assist Remington Energy Group LLC in raising \$5,000,000 for the use of drilling and exploration for oil and gas.

**NOTE 3: NOTE PAYABLE (Weslie W Johnson)**

On October 1, 2013, the Company entered into a promissory note with Weslie W Johnson for a total amount of \$250,000. The loan was advanced for the Company to acquire lease land and drilling rights on tracts of land in Warren County, Pennsylvania. Interest will accrue on said note until drilling is started and sufficient income is produced to cover payment and start retiring said debt. Interest will accrue at 10% interest until debt is paid in full.

**NOTE 4: LAND LEASE AND DRILLING RIGHTS**

On October 15, 2013 the land lease of 1,000 +/- acres was obtained in Pennsylvania. Along with this lease are the rights to drill up to 100 wells over the next three years, down to depths of 3,000 feet.

**REMINGTON ENERGY GROUP CORPORATION**  
**PROFIT LOSS STATEMENT**  
**FOR THE PERIOD OF FIRST QUARTER JANUARY 1, 2014-MARCH 31, 2014**

**INCOME**

Sales	\$	-
<b>TOTAL INCOME</b>	<b>\$</b>	<b>-</b>

**EXPENSES**

Bank Fees	\$	75
License & Corporation Fees	\$	375
Office Supplies	\$	15
Office Equipment	\$	-
Oil Land & Lease Expense	\$	245,000
Professional Fees		
Accounting	\$	-
Legal	\$	-
Promotion	\$	-
Postage	\$	25
Rent	\$	900
Telephone	\$	250
Travel and Entertainment	\$	264
Website Fees	\$	45
<b>TOTAL EXPENSES</b>	<b>\$</b>	<b>246,949</b>

**NET LOSS** **\$ (246,949)**

I certify this financial statement to be true and accurate

Name: Weslie W Johnson  
 Title: CEO  
 Date: May 22, 2014

**NOTE:** 1) No income 1st quarter  
 2) Additional lease acquired in 2014  
 3) Remington Energy Group Corporation borrowed \$245,000 from founder  
 Weslie W Johnson for 2nd oil lease acquisition

See Notes to Financial Statements

REMINGTON ENERGY GROUP CORPORATION  
 PRE-FUNDING BALANCE SHEET  
 FIRST QUARTER 2014 ENDING MARCH 31, 2014

**ASSETS**

**Current Assets**

Cash	\$	975
Accounts Receivable	\$	-
Inventory	\$	-
Prepaid Expenses	\$	-
Short-Term Investments	\$	-
<b>Total Current Assets</b>	<b>\$</b>	<b>975</b>

**Fixed (Long-Term) Assets**

Long-Term Investments	\$	-
Property & Equipment	\$	2,400
Intangible Assets	\$	-
<b>Total Fixed Assets</b>	<b>\$</b>	<b>2,400</b>

**Other Assets**

Deferred Income Tax	\$	-
Land Lease Rights	\$	490,000
<b>Total Fixed Assets</b>	<b>\$</b>	<b>490,000</b>
<b>TOTAL ASSETS</b>	<b>\$</b>	<b>493,375</b>

**LIABILITIES & OWNER'S EQUITY**

**Current Liabilities**

Accounts Payable	\$	-
Accrued Interest	\$	37,375
Accrued Salaries & Wages	\$	85,000
Current Portion of Long-Term Debt	\$	-
Income Taxes Payable	\$	-
Short-Term Loans	\$	-
Unearned Revenue	\$	-
<b>Total Current Liabilities</b>	<b>\$</b>	<b>122,375</b>

**Long-Term Liabilities**

Long-Term Debt	\$	495,000
Deferred Income Tax	\$	-
<b>Total Long-Term Liabilities</b>	<b>\$</b>	<b>495,000</b>

**Owner's Equity**

Owner's Investment	\$	16,804
<b>Total Owner's Equity</b>	<b>\$</b>	<b>16,804</b>

<b>Total Liabilities and Owner's Equity</b>	<b>\$</b>	<b>634,179</b>
---------------------------------------------	-----------	----------------

I certify these financial statements to be true and accurate

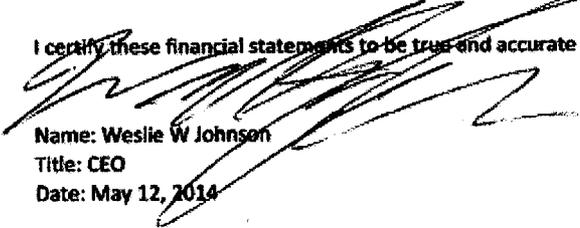
Name: Weslie W Johnson  
 Title: CEO  
 Date: May 12, 2014

See Notes to Financial Statements

Remington Energy Group Corporation  
**STATEMENT OF CASH FLOWS**  
For the period from January 1, 2014 through March 31, 2014 (First Quarter)

Cash flows from operating activities:	
Net loss	\$ (246,949)
Adjustments to reconcile net loss by operating activities:	\$ 2,924
Changes in assets and liabilities	\$ -
Prepaid expense	\$ -
Accounts payable and accrued expenses	\$ -
Net cash provided by operating activities	<u>\$ (244,025)</u>
Cash flows from investing activities:	
Net cash used in investing activities	<u>\$ -</u>
Cash flows from financing activities:	
Loans from members	\$ 245,000
Loan repayment to members	\$ -
Net cash provided by financing activities	<u>\$ 245,000</u>
NET INCREASE IN CASH	<u>\$ 245,000</u>
Cash March 31, 2014	<u>\$ 975</u>

I certify these financial statements to be true and accurate

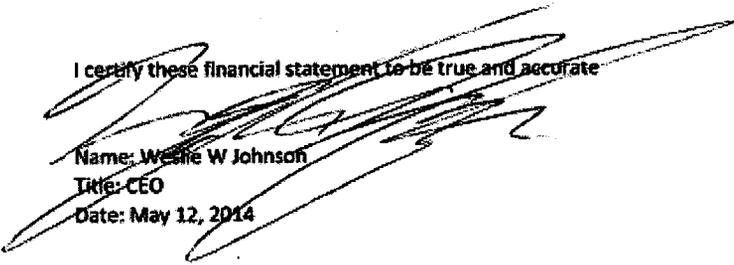
  
Name: Weslie W Johnson  
Title: CEO  
Date: May 12, 2014

See Notes to Financial Statements

Remington Energy Group Corporation  
STATEMENT OF STOCKHOLDER'S EQUITY  
For the period of January 1, 2014 through March 31, 2014 (First Quarter)

Capital Contributions 2014	\$ (247,016)
Net Loss (2013)	\$ (246,949)
Balance as of December 31, 2014	\$ (493,965)

I certify these financial statements to be true and accurate



Name: Weslie W Johnson

Title: CEO

Date: May 12, 2014

NOTE: Weslie W Johnson is the sole shareholder and  
owns 100% of the stock

See Notes to Financial Statements

**REMINGTON ENERGY GROUP CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
First Quarter January 1, 2014 to March 31, 2014

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Member Salaries

Any salaries/wages earned from the Company will be deferred until the Company generates income to pay such salaries/wages. These wages will incur an interest of 10% until paid.

Income

There has been no income for the period of January 1, 2014 to March 31, 2014

**NOTE 2: NOTE PAYABLE (WESLIE W JOHNSON)**

On January, 2014, the Company entered into a promissory note with Weslie W Johnson for a total amount of \$245,000. The loan was advanced for the Company to acquire lease land and drilling rights on tracts of land in Warren County, Pennsylvania. Interest will accrue on said note until drilling is started and sufficient income is produced to cover payment and start retiring said debt. Interest will accrue at 10% interest until debt is paid in full.

**NOTE 3: LAND LEASE AND DRILLING RIGHTS**

On January 15, 2014 Remington Energy Group Corporation entered into an agreement for an additional 500 acres of leased land and drilling rights and paid balance owing of original lease.

**SIGNATURES**

The Issuer has duly caused this Offering Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**Remington Energy Group Corporation.**

**By: Its Chief Executive Officer**

By: Wesley W. Johnson  
Name: Mr. Wes Johnson  
Title: Chief Executive Officer

**By: Its Advisor & Board of Directors Member (preparer of this Registration Statement)**

By: Steven Muehler  
Name: Mr. Steven J. Muehler  
Title: Board of Directors Member

# Signature Certificate

Document Reference: CHKPXJVNJ9M87TZSXVTA3

# RightSignature

Easy Online Document Signing



WesRemingtonEnergyGroup.com

Party ID: JMRI2WIX42UKVUNYDWE4HW

IP Address: 70.211.73.211

**VERIFIED EMAIL:** wes@remingtonenergygroup.com

Electronic Signature:

Multi-Factor  
Digital Fingerprint Checksum

46c15cdce1fa446046976df24bebd1bdadb3d967



Alternative Securities Markets Group

Party ID: SS24XIJC552JHA8V3ITHIG

IP Address: 75.82.187.226

**VERIFIED EMAIL:** legal@asmmarketsgroup.com

Electronic Signature:

Multi-Factor  
Digital Fingerprint Checksum

ac9eab31a1879d15f11303f4d4c27519bdad768d



## Timestamp

2014-05-27 17:11:39 -0700

2014-05-27 17:11:39 -0700

2014-05-27 17:07:17 -0700

2014-05-27 10:33:29 -0700

2014-05-27 10:33:12 -0700

2014-05-27 10:33:11 -0700

## Audit

All parties have signed document. Signed copies sent to:

WesRemingtonEnergyGroup.com and Alternative Securities Markets Group.

Document signed by WesRemingtonEnergyGroup.com (wes@remingtonenergygroup.com) with drawn signature. - 70.211.73.211

Document viewed by WesRemingtonEnergyGroup.com

(wes@remingtonenergygroup.com). - 70.211.73.211

Document signed by Alternative Securities Markets Group

(legal@asmmarketsgroup.com) with drawn signature. - 75.82.187.226

Document viewed by Alternative Securities Markets Group

(legal@asmmarketsgroup.com). - 75.82.187.226

Document created by Alternative Securities Markets Group

(legal@asmmarketsgroup.com). - 75.82.187.226



This signature page provides a record of the online activity executing this contract.

**PART III – EXHIBITS**

• EXHIBIT A : SUBSCRIPTION AGREEMENT	6 PAGES
• EXHIBIT B: Articles of Formation (LLC)	3 PAGES
• EXHIBIT C: Articles of Conversion	4 PAGES

**EXHIBIT A**

**Remington Energy Group Corporation**

**C/O: Alternative Securities Markets Group**

**9107 Wilshire Blvd.**

**Suite 450**

**Beverly Hills, California 90210**

**LEGAL@ASMMARKETSGROUP.COM**

**Direct: (213) 407-4386**

**SUBSCRIPTION AGREEMENT**

**9% Convertible Preferred Stock Units 1 to 20,000**

Subject to the terms and conditions of the shares of 9% Preferred Convertible Preferred Stock Units (the "Convertible Preferred Stock") described in the Remington Energy Group Corporation Offering Circular dated June 1st, 2014 (the "Offering"), I hereby subscribe to purchase the number of shares of 9% Convertible Preferred Stock set forth below for a purchase price of \$250.00 per share. Enclosed with this subscription agreement is my check (Online "E-Check" or Traditional Papery Check) or money order made payable to "Remington Energy Group Corporation" evidencing \$250.00 for each share of Convertible Preferred Stock Subscribed, subject to a minimum of ONE 9% Preferred Convertible Preferred Stock Unit (\$250.00).

I understand that my subscription is conditioned upon acceptance by Remington Energy Group Corporation Company Managers and subject to additional conditions described in the Offering Circular. I further understand that Remington Energy Group Corporation Company Managers, in their sole discretion, may reject my subscription in whole or in part and may, without notice, allot to me a fewer number of shares of 9% Convertible Preferred Stock that I have subscribed for. In the event the Offering is terminated, all subscription proceeds will be returned with such interest as may have been earned thereon.

I certify that I have read the Offering Circular and that I am relying on no representations other than those set forth in the Offering Circular. I understand that when this subscription agreement is executed and delivered, it is irrevocable and binding to me. I further understand and agree that my right to purchase shares of 9% Convertible Preferred Stock offered by the Company may be assigned or transferred to any third party without the express written consent of the Company ONLY through the Alternative Securities Markets Group's Securities Resale Portal at <http://www.AlternativeSecuritiesMarket.com>, and that no public market for the Company's securities has been created or may be created in the future.

I further certify, under penalties of perjury, that: (1) the taxpayer identification number shown on the signature page of this Offering Circular is my correct identification number; (2) I am not subject to backup withholding under the Internal Revenue Code because (a) I am exempt from backup withholding; (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or other U.S. person (as defined in the instructions to Form W-9).

**SUBSCRIPTION AGREEMENT** (the “Agreement”) with the undersigned Purchaser for \_\_\_\_\_ 9% Convertible Preferred Stock Units of Remington Energy Group Corporation, with no par value per share, at a purchase price of **\$250.00 (TWO HUNDRED FIFTY DOLLARS AND ZERO CENTS)** per share (aggregate purchase price: \$ \_\_\_\_\_).

Made as of this \_\_\_\_\_ day of \_\_\_\_\_, 2014 by and between Remington Energy Group Corporation, a Nevada Stock Corporation (the “Company”), and the Purchaser whose signature appears below on the signature line of this Agreement (the “Purchaser”).

**WITNESSETH:**

WHEREAS, the Company is offering for sale up to TWENTY THOUSAND 9% Convertible Preferred Stock Units (the “Shares”) (such offering being referred to as the “Offering”).

NOW, THEREFORE, the Company and the Purchaser, in consideration of the mutual covenants contained herein and intending to be legally bound, do hereby agree as follows:

- 1 **Purchase and Sale.** Subject to the terms and conditions hereof, the Company shall sell, and the Purchaser shall purchase, the number of Shares indicated above at the price so indicated.
2. **Method of Subscription.** The Purchaser is requested to complete and execute this agreement online *or* to print, execute and deliver two copies of this Agreement to the Company, at **Remington Energy Group Corporation, C/O: Alternative Securities Markets Group, 9107 Wilshire Blvd., Suite 450, Beverly Hills, California 90210**, payable by check to the order of **Remington Energy Group Corporation** in the amount of the aggregate purchase price of the Shares subscribed (the “Funds”). The Company reserves the right in its sole discretion, to accept or reject, in whole or in part, any and all subscriptions for Shares.
- 3 **Subscription and Purchase.** The Offering will begin on the effective date of the Offering Statement and continue until the Company has sold all of the Shares offered hereby or on such earlier date as the Company may close or terminate the Offering.

Any subscription for Shares received will be accepted or rejected by the Company within 30 days of receipt thereof or the termination date of this Offering, if earlier. If any such subscription is accepted, in whole or part, the Company will promptly deliver or mail to the Purchaser (i) a fully executed counterpart of this Agreement, (ii) a certificate or certificates for the Shares being purchased, registered in the name of the Purchaser, and (iii) if the subscription has been accepted only in part, a refund of the Funds submitted for Shares not purchased. Simultaneously with the delivery or mailing of the foregoing, the Funds deposited in payment for the Shares purchased will be released to the Company. If any such subscription is rejected by the Company, the Company will promptly return, without interest, the Funds submitted with such subscription to the subscriber.

- 4 **Representations, Warranties and Covenants of the Purchaser.** The Purchaser represents, warrants and agrees as follows:

(a) Prior to making the decision to enter into this Agreement and invest in the Shares subscribed, the Purchaser has received and read the Offering Statement. On the basis of the foregoing, the Purchaser acknowledges that the Purchaser processes sufficient information to understand the merits and risks associated with the investment in the Shares subscribed. The Purchaser acknowledges that the Purchaser has not been given any information or representations concerning the Company or the Offering, other than as set forth in the Offering Statement, and if given or made, such information or representations have not been relied upon by the Purchaser in deciding to invest in the Shares subscribed.

(b) The Purchaser has such knowledge and experience in financial and business matters that the Purchaser is capable of evaluating the merits and risks of the investment in the Shares subscribed and the Purchaser believes that the Purchaser's prior investment experience and knowledge of investments in low-priced securities ("penny stocks") enables the Purchaser to make an informal decision with respect to an investment in the Shares subscribed.

(c) The Shares subscribed are being acquired for the Purchaser's own account and for the purposes of investment and not with a view to, or for the sale in connection with, the distribution thereof, nor with any present intention of distributing or selling any such Shares.

(d) The Purchaser's overall commitment to investments is not disproportionate to his/her net worth, and his/her investment in the Shares subscribed will not cause such overall commitment to become excessive.

(e) The Purchaser has adequate means of providing for his/her current needs and personal contingencies, and has no need for current income or liquidity in his/her investment in the Shares subscribed.

(f) With respects to the tax aspects of the investment, the Purchaser will rely upon the advice of the Purchaser's own tax advisors.

(g) The Purchaser can withstand the loss of the Purchaser's entire investment without suffering serious financial difficulties.

(h) The Purchaser is aware that this investment involves a high degree of risk and that it is possible that his/her entire investment will be lost.

(i) The Purchaser is a resident of the State set forth below the signature of the Purchaser on the last page of this Agreement.

- 5 **Company Convertible Securities:** All 9% Convertible Preferred Stock Units must be Converted to Company Common Stock either in the 3<sup>rd</sup>, 4<sup>th</sup> or 5<sup>th</sup> year under the following terms and conditions at the Shareholders' Option:

**YEAR 3: (Shareholder Conversion Option)**

At any time during the third year of the investment, the Shareholder may on the First Business Day of Each Month, choose to convert each Unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at the market price of the Company's Common Stock at the time of Conversion. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.

The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Shares.

***YEAR 4: (Optional Conversion Option)***

At any time during the fourth year of the investment, the Shareholder may on the First Business Day of Each Month choose to convert each Unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price minus a 2.5% discount of the Company's Common Stock at the time of Conversion. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.

The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Shares.

***YEAR 5: (Optional & Mandatory Conversion Options)***

*Optional:* At any time during the fifth year of the investment, the Shareholder may on the First Business Day of Each Month choose to convert each Unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price minus a 5% discount of the Company's Common Stock at the time of Conversion. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.

The Shareholder can sell the 9% Convertible Preferred Stock Units back to the Company at any time after two years for the full face value of the Shares plus any accrued interest, though the Company has no obligation to purchase the Shares.

*Mandatory:* On the last business day of the 5<sup>th</sup> year of the investment, the Shareholder MUST convert each Unit of the Company's 9% Convertible Preferred Stock for Common Stock of the Company at market price *minus* 5% of the Company's Common Stock at time of conversion / closing. The closing price will be the weighted average price of the Common Stock Closing Price over the previous 60 days. Fractional interests will be paid to the shareholder by the Company in cash.

6 **Notices.** All notices, request, consents and other communications required or permitted hereunder shall be in writing and shall be delivered, or mailed first class, postage prepaid, registered or certified mail, return receipt requested:

(a) If to any holder of any of the Shares, addressed to such holder at the holder's last address appearing on the books of the Company, or

(b) If to the Company, addressed to the **Remington Energy Group Corporation, 737 James Lane, Suite 7499, Incline Village, Nevada 89450**, or such other address as the Company may specify by written notice to the Purchaser, and such notices or other communications shall for all purposes of this Agreement be treated as being effective on delivery, if delivered personally, or, if sent by mail, on the earlier of actual receipt or the third postal business day after the same has been deposited in a regularly maintained receptacle for the deposit of United States' mail, addressed and postage prepaid as aforesaid.

6. **Severability.** Should any one or more of the provisions of this Agreement be determined to be illegal or unenforceable, all other provisions of this Agreement shall be given effect separately from the provision or provisions determined to be illegal or unenforceable and shall not be affected thereby.
7. **Parties in Interest.** This Agreement shall be binding upon and inure to the benefits of and be enforceable against the parties hereto and their respective successors or assigns, provided, however, that the Purchaser may not assign this Agreement or any rights or benefits hereunder.
8. **Choice of Law.** This Agreement is made under the laws of the State of Nevada, and for all purposes shall be governed by and construed in accordance with the laws of that State, including, without limitation, the validity of this Agreement, the construction of its terms, and the interpretation of the rights and obligations of the parties hereto.
9. **Headings.** Sections and paragraph heading used in this Agreement have been inserted for convenience of reference only, do not constitute a part of this Agreement and shall not affect the construction of this Agreement.
10. **Execution in Counterparts.** This Agreement may be executed an any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument.
11. **Survival of Representations and Warranties.** The representations and warranties of the Purchaser in and with respect to this Agreement shall survive the execution and delivery of this Agreement, any investigation at any time made by or on behalf of any Purchaser, and the sale and purchase of the Shares and payment therefore.
12. **Additional Information.** The Purchaser realizes that the Shares are offered hereby pursuant to exemptions from registration provided by Regulation A and the Securities Act of 1933. The Shares are being offered ONLY TO RESIDENTS OF THE STATES OF:
  - TBD

**Subscription Agreement • Regulation A • Remington Energy Group Corporation**

IN WITNESSES WHEREOF, the parties hereto have executed this Subscription Agreement as of the day and year first above written.

**Remington Energy Group Corporation**

By: \_\_\_\_\_  
President

**PURCHASER:**

\_\_\_\_\_  
Signature of Purchaser

\_\_\_\_\_  
Alternative Securities Market Investment Account Number

EXHIBIT B

ARTICLES OF ORGANIZATION  
Of  
Remington Energy Group LLC

*Know all men by these presents*

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Nevada, pursuant to NRS 86:

*Do hereby certify that:*

Article 1

The name of the Limited Liability Company is Remington Capital Group LLC ("the Company")

Article 2

The period of existence of the Company is perpetual, unless the Company is dissolved in accordance with the provisions as set forth in the Operating Agreement

Article 3

The Resident Agent of the Company is located at 737 James Ln #7499, Incline Village, NV 89451

Article 4

Upon the death, insanity, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates a members continued membership in the Company, the business of the Company may continue at the intermediacy of the remaining members by a majority vote of all remaining members within ninety days of the happening of the event and there are at least two remaining members.

Article 5

Addition of, transfer of, assignment of and/or pledge of any membership interests in the Company are subject to restrictions, in accordance with the provisions as set forth in the Operating Agreement.

Article 6

Managers shall manage the Company and their number shall not be less than one (1). The number of Managers of the Company may be fixed from time to time in accordance with the Operating Agreement of the Company. The initial Managers are to serve until the first annual meeting of the Members or until their successors are elected and shall qualify. The names and addresses of the initial Managers are:

Wes Johnson

PO Box 7499  
Incline Village, NV 89450

Article 7

No Manager of the Company shall have personal liability for damages for breach of any fiduciary duty as Manager of the Company by its Members or any other person except for acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law.

Subscription Agreement • Regulation A • Remington Energy Group Corporation

Article 8

The purpose of the Company shall be to acquire, own, sell, invest in, trade, manage, finance, refinance, exchange or otherwise dispose of stocks, securities, partnership interests, CD's, mutual funds, commodities and any or all investments whatsoever, that the Manager may from time to time deem to be in the best interest of the Company, Additionally, the Company is authorized to engage in any other activities as related or incidental to the foregoing purposes as well as conduct any associated lawful business or enterprise. The Company may conduct all or any art of its business, and may hold, purchase, mortgage, lease and convey real and/or personal property, anywhere in the world.

Article 9

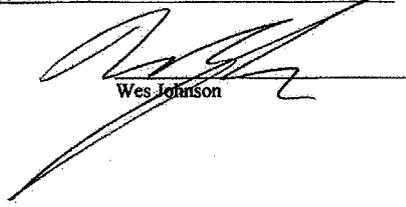
The name and address of the Organizer is as follows:

Wes Johnson  
PO Box 7499  
Incline Village, NV 89450

Article 10

Any action required to be taken at any annual or special meeting of Members or Managers, may be taken without a meeting and without special prior notice, if a consent in writing, dated, and setting out the action taken, is signed by the holders of all Membership Interests, or all Managers, as the case may be.

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Nevada, do make, file and record this Certificate, and do certify that the facts herein stated are true and I have accordingly set my hand and seal this day: 1-17-13

  
Wes Johnson

State of California }  
Santa Barbara County }

On this \_\_\_\_\_ day of \_\_\_\_\_, 2013, personally appeared before me, a notary public, \_\_\_\_\_, who acknowledged the he executed the above instrument.

*LOOSE CALIF. ACKNOWLEDGMENT ATTACHED*

\_\_\_\_\_  
Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1169

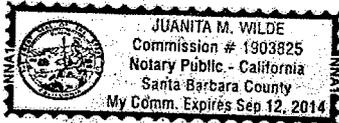
State of California

County of SANTA BARBARA

On JAN. 17, 2013 before me, JUANITA M. WILDE, NOTARY PUBLIC

personally appeared WES JOHNSON

Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Juanita M. Wilde  
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Articles Of Organization

Document Date: \_\_\_\_\_ Number of Pages: 2

Signer(s) Other Than Named Above: \_\_\_\_\_

Capacity(ies) Claimed by Signer(s)

Signer's Name: Wes Johnson

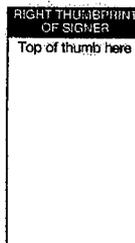
- Corporate Officer — Title(s): Managing Member
- Individual
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: Remington Energy Group LLC

Signer's Name: \_\_\_\_\_

- Corporate Officer — Title(s): \_\_\_\_\_
- Individual
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

EXHIBIT C:



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4820  
(775) 684-6706  
Website: www.nvsoa.gov



\*140301\*

**Articles of Conversion**  
(PURSUANT TO NRS 92A.205)  
Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20130585536-48</b> Filing Date and Time <b>09/04/2013 8:51 AM</b> Entity Number <b>E0178162012-9</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
(Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

Remington Energy Group LLC  
Name of constituent entity

Nevada  
Jurisdiction

LLC  
Entity type \*

and,

Remington Energy Group Corporation  
Name of resulting entity

Nevada  
Jurisdiction

C Corporation  
Entity type \*

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1  
Revised: 8-31-11



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4820  
(775) 684-6706  
Website: www.nvsos.gov

**Articles of Conversion**  
(PURSUANT TO NRS 92A.205)  
**Page 2**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):**

Attn: Wes Johnson  
  
cc: Wes Johnson  
Remington Energy Group Corporation  
PO Box 7499  
Incline Village, NV 89450

**5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)**

Date: August 23, 2013 Time: 9:10 AM

**6. Signatures - must be signed by:**

- 1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
- 2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Remington Energy Group LLC

Name of constituent entity

X   
Signature

Managing Member  
Title

08/23/2013  
Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

**FILING FEE: \$360.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

**ARTICLES OF INCORPORATION  
WITH STATEMENT OF CONVERSION**

**Article I**

The name of this Corporation is: Remington Energy Group Corporation

**Article II**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the GENERAL CORPORATION LAW of Nevada other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Nevada Corporation Code.

**Article III**

The name and address in the State of Nevada of the Corporation's initial agent for service of process is:

Mr. Wes Johnson, 737 James Lane, #7499, Incline Village, Nevada 89450

**Article IV**

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 100,000,000, with a par value of \$0.001 per share.

**Article V**

The name of the converting Nevada Limited Liability Company is Remington Energy Group, LLC. The limited liability company's Secretary of State's file number is E0178162012-9. The principal plan of conversion was approved by the vote of the members, which equaled or exceeded the vote required under Nevada GENERAL CORPORATION LAW. There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a Nevada Stock Corporation.

**Acknowledgement**

It is hereby declared that I am the person(s) who executed this instrument, which execution is my act and deed.



Mr. Wes Johnson, Managing Partner of Remington Energy Group, LLC and Incorporator

Page 2

Remington Energy Group Corporation

4. Names and Addresses of the Board of Directors

Donald White  
8940 Benson Ave, Unit B      Montclair, CA 91763

Brent Johnson  
4745 NE 24<sup>th</sup> Ave      Portland, OR 97211

Steven J Muehler  
26500 Agoura Rd      Calabasas, CA 91302