Investment terms

65 units of $10,000 in one B200 server

Las Vegas GPU Pilot 1, LLC is raising $650,000 from accredited investors to buy and operate one eight-GPU NVIDIA B200 server in Las Vegas. The financial model assumes rental revenue begins January 1, 2027 if the raise closes on the initial target schedule; a later closing moves operating and distribution dates.

Target investment timeline

These are the initial target dates. Fundraising may continue for up to six months after the offering opens; if closing occurs later, installation and distribution dates move.

Nov 9, 2026	**Offer opens**	Documents available
Dec 4, 2026	**Target signing**	Subscription documents and accredited check, 5 pm Pacific
Dec 7, 2026	**Confirmed**	Manager confirms the full raise and sends wire instructions
Dec 11, 2026	**Target funding**	Closing. Units issued
Dec 14, 2026	**Order**	Server ordered
Dec 2026	**Install**	Delivery, installation and testing
Jan 1, 2027	**Modeled start**	Listed on the marketplaces
Mar 31, 2027	**Modeled distribution**	Then each quarter end: Jun 30, Sep 30 and Dec 31
Dec 31, 2032	**Term ends**	Six rental years
Dec 31, 2032	**Final sale**	Modeled sale and final distribution

Structure: one LLC that owns one server

An SPV, not a fund

The LLC is a special purpose vehicle: it owns this one server and nothing else, so investors own exactly what they see. It cannot buy a second server, borrow or change business without a vote of investors. Each later pilot is its own LLC with its own investors.

Who does what

Nebula Innovations, LLC is the manager: it buys, installs, lists and maintains the server, keeps the books and pays investors. **GRABO LLC** rents the LLC space in its Las Vegas office and warehouse. Nimrod Rotem runs both. He founded GRABO, which designs, makes and sells electric vacuum lifters from Las

Vegas and its factory in Huizhou, China, and he builds AI software and runs a GPU server for it in San Francisco.

Terms

Issuer	Las Vegas GPU Pilot 1, LLC, a Nevada limited liability company run by its manager and taxed as a partnership
Manager	Nebula Innovations, LLC, 6000 S Eastern Ave, Suite 9E, Las Vegas, NV 89119. Key person: Nimrod Rotem
Offering	65 Class A units at $10,000 each, $650,000 total. All or nothing: the LLC closes only when every unit is funded. If the full raise is not achieved within six months after the offering opens, the project is canceled and each investor receives back the same amount contributed.
Per investor	5 to 20 units, $50,000 to $200,000
Investors	Accredited investors under Rule 506(c) of Regulation D, verified before they invest
Asset	One Supermicro SYS-822GS-NBRT server with 8× NVIDIA B200, bought for no more than $499,000. If it cannot be acquired within 30 days after the actual closing, each investor receives back the same amount contributed, without a fee or deduction; the manager bears the costs.
Use of funds	Server $499,000, sales tax $41,791, setup $35,000, formation and offering $15,000, reserve $59,209. Details
Reserve investment	$50,000 minimum target; $59,209 funded after whole-unit rounding. Modeled in Mercury's government money market fund at a variable 3.32% annualized net yield. Existing-subscription eligibility waiver and no incremental subscription charge are assumed. The fund is not FDIC-insured. The reserve is replenished before payouts; reserve investment income is excluded from the manager's operating allocation. Details
Distributions	Cash after the manager allocation and reserve is distributed at each calendar quarter end, beginning March 31, 2027.
Split	90% of positive operating cash to investors and 10% to the manager each rental year; 90% of gross server sale proceeds to investors and 10% to the manager
Manager fees	10% of positive net operating cash each year, paid as cash is earned, plus 10% of the gross final server sale price. No other manager fee is modeled.
More money	Never. There are no capital calls, and an investor can lose no more than they invested
Term	Six rental years from the actual rental start. The initial model runs January 1, 2027 through December 31, 2032; a later Closing shifts those dates. A majority of units may extend the term, and the LLC can sell early if rent stops covering running costs.

Votes	One vote per unit. A majority decides an early sale, an extension, borrowing, related-party contracts and replacing the manager for cause. Two-thirds amends the agreement or removes the manager without cause
Reports	Monthly report of hours rented, rent, every cost and cash. Annual financial statements and K-1 by March 15
Tax	Partnership with a K-1 every year. 100% bonus depreciation on the server in 2027
Transfers	Class A units may be sold during an annual transfer window after the first year if the investor finds a buyer, subject to manager consent, rights of first refusal and securities law.
Site	GRABO LLC’s Suite 9E at Eastern Commerce Center for $300 a month. If the site changes, the manager moves the server at its own cost
Law	Nevada. Disputes go to arbitration in Las Vegas

Investment process

1. **Reserve**
   Email michael@computepeople.com with 5 to 20 units.
2. **Sign**
   Complete the subscription agreement by December 4, 2026.
3. **Verify**
   A letter dated within 90 days from your CPA, attorney, registered investment adviser or broker-dealer confirming you are accredited, or the online check the LLC pays for.
4. **Wire**
   Wire by December 11, 2026, after all units are committed. Confirm instructions by phone.
5. **Earn**
   Revenue begins January 1, 2027; quarterly distributions begin March 31, 2027.

Wire instructions are never changed by email. Before you send money, confirm the account by phone with Nimrod Rotem.

FAQs

Who can invest?
Accredited investors. For a person that means income over $200,000 in each of the last two years ($300,000 with a spouse), or net worth over $1 million without your home, or a Series 7, 65 or 82 license. Companies and trusts qualify with over $5 million in assets, or when every owner is accredited. The SEC’s page lists every category.

What if the $650,000 is not fully raised?
The raise is all-or-nothing. If the full $650,000 is not raised within six months after the offering opens, the project is canceled and each investor receives back exactly the amount they contributed, with no fee or deduction. No investor funds are deployed before the full raise. A later closing moves the installation and distribution schedule.

What if the server cannot be bought?
The LLC will not pay more than $499,000. If it cannot acquire a qualifying eight-GPU B200 server within 30 days after the actual closing, each investor receives back the same amount contributed, with no fee or deduction.

When and how am I paid?
The financial model assumes rental revenue begins January 1, 2027 and distributions begin March 31, 2027, then each calendar-quarter end. A later close moves installation and payment dates; cash after expenses, the manager allocation and reserve is distributed by bank transfer.

What happens at the end?
After six rental years from the actual start date, the server is sold and the sale proceeds, less the 10% manager allocation and liabilities, are distributed with remaining cash and reserve. The initial model targets December 31, 2032; a later Closing shifts the sale date. Investors may vote to extend the term.

Can I be asked for more money?
No. There are no capital calls, and you can lose no more than you invest. The LLC maintains a funded liquidity reserve and replenishes it before distributions. If a large repair exceeds the reserve, distributions may be held back. If available cash and future earnings are insufficient, operations may be interrupted or assets may need to be sold; additional funding is not assumed.

How is the manager paid?
The manager receives 10% of positive annual net operating cash and 10% of the gross final server sale price. Other operating costs are paid at cost.

Can I sell my units?
Class A ownership units may be sold to a buyer during an annual transfer window after the first year, subject to manager consent, other investors' purchase rights and applicable securities law. There is no guaranteed buyer or public trading market.

What if a GPU fails?
The seller's warranty covers parts for three years. The operating budget includes $200 a month for repairs. A failed GPU can reduce capacity and revenue until it is replaced.

Who bears a loss from water damage?
Under the modeled equipment policy, water damage to the server is covered. The insurer pays covered repair or replacement costs up to the policy limit, less the deductible. The LLC bears the deductible, any loss above the limit, and rental income lost while the server is down.

What happens if the server is stolen?
If the equipment policy covers theft, the manager would file a claim. Insurance proceeds belong to the LLC. The LLC bears any deductible, excluded loss and rental downtime; investors bear the resulting reduction in proceeds.

What insurance is in the financial model?
The base case includes a $250 monthly premium for replacement-cost equipment coverage and general liability insurance. For these FAQs, water damage to the server is assumed covered. The simulator lets you change the premium. The insurer, deductible, policy limit and theft terms are not specified in the model.

Does the model include lost-income insurance?
No. The model does not include business-interruption coverage or an insurance recovery. A covered equipment claim could pay for hardware, while rental revenue lost during an outage would still reduce cash distributions.

What if GRABO's lease ends?
GRABO's lease at Eastern Commerce Center runs to October 31, 2027. If it is not renewed, the manager moves the server to another site at its own cost.

How is it taxed?
The LLC is a partnership: you receive a K-1 every year. The server’s full cost is deducted in 2027 through 100% bonus depreciation. More on tax.

Can investors outside the US join?
Yes, with a Form W-8BEN instead of a W-9. The LLC withholds US tax on their share of its income as the law requires.

Who holds the money?
The LLC, in a Bank of America business account in its own name. Wire instructions come only after the full raise is committed, and they are never changed by email.

Can I see the server?
Yes. Book a visit to Suite 9E at michael@computepeople.com.

Questions: michael@computepeople.com