

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

Veritech Data Security, Inc.
A Nevada Corporation

\$1,000,000

Minimum Offering Amount: \$200,000
\$5,000 per Promissory Note (Unit)
MINIMUM PURCHASE - 1 Promissory Note
12% Annual Rate of Return, Paid Annually
Maturity Date: 24 months
Redemption at Maturity: \$5,000 per Unit

Veritech Data Security, Inc., a Nevada corporation (hereinafter referred to as the "COMPANY"), is offering by means of this Confidential Private Placement Memorandum a minimum of **Forty (40)** and a maximum of **Two Hundred (200)** Unsecured Promissory Notes ("Notes") at an offering price of Five Thousand (\$5,000) Dollars per Note, for a minimum of Two Hundred Thousand Dollars (\$200,000) and a maximum total of One Million Dollars (\$1,000,000), to qualified investors who meet the Investor Suitability Requirements set forth herein (see "INVESTOR SUITABILITY REQUIREMENTS").

Each Investor must agree to purchase the Notes, as a lender to the Company, for investment purposes only, and execute a Subscription Agreement in the form contained in the accompanying Subscription Booklet (see "TERMS OF THE OFFERING").

**THESE SECURITIES ARE SPECULATIVE AND INVESTMENT
IN THE NOTES INVOLVES A DEGREE OF RISK
(SEE "RISK FACTORS")**

	Offering Price	Selling Commissions	Proceeds to Company
Per Unit	\$5,000	\$500	\$4,500
Minimum Units	\$200,000	\$20,000	\$180,000
Maximum Units	\$1,000,000	\$100,000	\$900,000

Veritech Data Security, Inc.
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The date of this Private Placement Memorandum is March 15, 2001