

CONFIDENTIAL PRIVATE OFFERING MEMORANDUM

Name of Offeree: _____

Memorandum No. _____

Offering 5,000,000 shares of common stock.

Minimum Purchase 20,000 shares (\$20,000)

Price: \$1.00 Per Share

Total Offering \$5,000,000

ORBITAL ENTERPRISES, INC.

(A Nevada Corporation)

Corporate Offices

10320 CAMINO SANTA FE, SUITE C, SAN DIEGO, CALIFORNIA 92121

VOICE (760) 400-0888 FAX (619) 704-7030

ORBITAL ENTERPRISES, INC. (the Company) hereby offers for sale 5,000,000 shares of common stock at \$1.00 each share to residents of selected states as indicated herein. (See Plan of Offering) The offering is made in reliance upon an exemption from registration under the federal and state securities laws.

THIS OFFERING INVOLVES A HIGH DEGREE OF RISK. (SEE RISK FACTORS) This offering is limited to the financial and other suitability factors as set forth elsewhere in this offering memorandum. The transferability of the shares offered are subject to substantial restriction and no public market may develop. **(See INVESTOR SUITABILITY).**

	Gross Offering Proceeds (1)	Selling Commissions Discounts & Fees (2)	Proceeds to Company(3)
Offering	\$ 5,000,000	\$ 750,000	\$4,250,000

FOOTNOTES:

- (1) *The Company has determined the offering price of the securities offered.*
- (2) *The Company may engage the services of a selling agent at a maximum commission of fifteen (15) percent. All stock sold by the Company without the assistance of a sales agent will be sold without payment of any commission. The Company may offer the stock in the U.S. through broker-dealer firms who are members of the National Association of Securities Dealers, Inc. ("NASD") and outside the U.S. through brokers authorized to sell the stock in the countries where offered.*
- (3) *The Company may terminate the offering without notice and without all the shares being sold. The offering will terminate upon all shares being sold or on December 31, 2010 (the Termination Date), whichever shall occur earliest. The company may extend the offering date at its sole option..*

The date of this offering memorandum is February 27, 2010.

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NOTICE TO INVESTORS

THE OFFER AND THE SALE OF THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”) AND ARE BEING SOLD IN RELIANCE UPON CERTAIN EXEMPTIONS FROM SUCH REGISTRATION. NO STOCK MAY BE RESOLD, ASSIGNED OR OTHERWISE TRANSFERRED UNLESS A REGISTRATION STATEMENT UNDER THE ACT IS IN EFFECT OR THE COMPANY HAS RECEIVED EVIDENCE SATISFACTORY TO IT THAT SUCH TRANSFER DOES NOT INVOLVE A TRANSACTION REQUIRING REGISTRATION UNDER THE ACT AND IS IN COMPLIANCE WITH THE ACT.

THE SHARES HAVE NOT BEEN APPROVED OR QUALIFIED OR REGISTERED WITH ANY STATE SECURITIES AGENCIES AND ARE BEING SOLD IN RELIANCE UPON EXEMPTIONS FROM SUCH REGISTRATION.

NO SHARES MAY BE SOLD, ASSIGNED OR OTHERWISE TRANSFERRED UNLESS THE COMPANY HAS RECEIVED EVIDENCE SATISFACTORY TO IT THAT SUCH TRANSFER DOES NOT INVOLVE A TRANSACTION REQUIRING QUALIFICATION UNDER SAID STATE SECURITIES LAWS AND IS IN COMPLIANCE WITH SUCH LAWS.

THIS MEMORANDUM CONTAINS A SUMMARY OF THE MATERIAL TERMS OF DOCUMENTS PURPORTED TO BE INCLUDED HEREIN. HOWEVER, THIS IS A SUMMARY ONLY AND DOES NOT PURPORT TO BE COMPLETE. INFORMATION CONTAINED HEREIN HAS BEEN OBTAINED FROM SOURCES DEEMED RELIABLE. NO REPRESENTATION OR OPINION IS MADE, HOWEVER, AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. THE DELIVERY OF THIS OFFERING MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION HEREIN IS CORRECT AS TO ANY TIME SUBSEQUENT TO ITS DATE.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION WOULD BE UNLAWFUL. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION (OTHER THAN THAT CONTAINED IN ORIGINAL WRITTEN DOCUMENTATION SPECIFICALLY REFERRED TO HEREIN), OR TO MAKE ANY REPRESENTATION CONCERNING THE COMPANY OTHER THAN THOSE CONTAINED IN THIS MEMORANDUM, AND IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON. NO ORAL REPRESENTATIONS OF ANY KIND MAY BE RELIED UPON BY ANY PROSPECTIVE INVESTOR.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS MEMORANDUM, OR OF ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS EMPLOYEES, AGENTS OR AFFILIATES, AS INVESTMENT, LEGAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT HIS/HER OWN COUNSEL, ACCOUNTANT AND OTHER PROFESSIONAL ADVISORS AS TO LEGAL, TAX AND OTHER RELATED MATTERS CONCERNING HIS/HER INVESTMENT.

THESE SECURITIES ARE OFFERED TO QUALIFIED INVESTORS PURSUANT TO THE OFFERING EXEMPTION FROM REGISTRATION WITH THE SECURITIES AND EXCHANGE COMMISSION PROVIDED BY REGULATION D, RULE 505, AND/OR SECTION 4(2) OF THE 1933 ACT. (“SEE SUITABILITY STANDARDS”)

THIS MEMORANDUM CONTAINS PREDICTIONS OF FUTURE EVENTS REFLECTING THE BELIEFS AND EXPECTATIONS OF THE COMPANY. SUCH PREDICTIONS MAY OR MAY NOT OCCUR. ALTHOUGH BASED ON ASSUMPTIONS, WHICH THE COMPANY BELIEVES ARE REASONABLE, THERE CAN BE NO ASSURANCES THAT THEY WILL IN FACT PROVE TO BE CORRECT. CONSEQUENTLY, THEY MUST NOT BE RELIED UPON TO INDICATE, OR AS GUARANTEES OF, ANY ACTUAL RESULTS THAT MAY BE REALIZED.

PROSPECTIVE INVESTORS WILL BE REQUIRED TO FURNISH CERTAIN WRITTEN REPRESENTATIONS AND/OR DISCLOSURE STATEMENTS TO THE CORPORATION ON A CONFIDENTIAL BASIS, AND MAY BE REQUESTED TO OBTAIN THE SERVICES OF A “PURCHASER REPRESENTATIVE” TO ASSIST THEM IN EVALUATING THE MERITS AND RISKS OF AN INVESTMENT IN THE CORPORATION.

INVESTMENT IN THE SECURITIES IS NOT SUITABLE FOR INDIVIDUALS OR ENTITIES WHO DO NOT MEET THE SUITABILITY STANDARDS ESTABLISHED BY THE COMPANY, OR WHO CANNOT AFFORD A NON-LIQUID, SPECULATIVE INVESTMENT.

THIS MEMORANDUM IS PREPARED SOLELY FOR THE BENEFIT OF INVESTORS ACCEPTABLE TO ORBITAL ENTERPRISES, INC. AND WHO ARE INTERESTED IN THE PROPOSED OFFERING OF THE SHARES DESCRIBED HEREIN. ANY REPRODUCTION OR DISTRIBUTION OF THIS MEMORANDUM, IN WHOLE OR IN PART, OR THE DIVULGENCE OF ANY OF THE INFORMATION CONTAINED HEREIN, WITHOUT THE PRIOR WRITTEN CONSENT OF ORBITAL ENTERPRISES, INC. IS PROHIBITED. THE PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL ENCLOSED DOCUMENTS TO ORBITAL ENTERPRISES, INC. IN THE EVENT HE/SHE DECIDES NOT TO PURCHASE ANY OF THE STOCK DESCRIBED HEREIN. THE COMPANY HAS AGREED TO MAKE AVAILABLE TO EACH OFFEREE OF THE SECURITIES OR HIS/HER ADVISOR (S) OR BOTH THE OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM THE COMPANY OR PERSONS ACTING ON ITS BEHALF CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THAT THE COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN. OFFEREEES OR ADVISORS DESIRING SUCH ADDITIONAL INFORMATION SHOULD CONTACT THE COMPANY AT THE FOLLOWING ADDRESS:

ORBITAL ENTERPRISES, INC.

Robert N. Meyer

Chief Executive Officer

10320 Camino Santa Fe, Suite C

San Diego, California 92121

Voice (760) 400-0888 Fax (619) 704-7030

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INFORMATION FOR RESIDENTS OF CERTAIN STATES

EVERY PROSPECTIVE PURCHASER SHOULD READ THE LEGEND AND/OR STATE DISCLOSURE LISTED BELOW APPLICABLE TO THE STATE IN WHICH HE/SHE RESIDES. THE STATE DISCLOSURES AND/OR LEGENDS DO NOT IN ANY WAY CONSTRUCT OR IMPLY THAT OFFERS OR SALE MAY BE MADE IN SUCH STATES. OFFERS AND/OR SALES MAY ONLY BE MADE IN THOSE STATES DESIGNATED BY THE COMPANY.

ALL STATES: PRESENCE OF A LEGEND OF ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN THAT AN OFFER OR SALE MAY BE MADE IN ANY PARTICULAR STATE. THIS MEMORANDUM MAY BE SUPPLEMENTED BY ADDITIONAL STATE LEGENDS. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE ADVISED TO CONTACT THE COMPANY FOR A CURRENT LIST OF STATES IN WHICH OFFERS OR SALES MAY BE LAWFULLY MADE.

Arizona Residents. THE SALE OF THE SECURITIES WHICH ARE SUBJECT TO THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF ARIZONA, AS AMENDED, AND ARE OFFERED PURSUANT TO AN EXEMPTION RELATING TO TRANSACTIONS NOT INVOLVING ANY PUBLIC OFFERING. THE COMMON STOCK CANNOT BE RESOLD OR TRANSFERRED UNLESS REGISTERED UNDER SUCH ACT OR UNLESS EXEMPTION FROM REGISTRATION IS AVAILABLE.

California Residents. THE SALE OF THE SECURITIES WHICH ARE THE SUBJECT OF THIS MEMORANDUM HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA AND THE ISSUANCE OF SUCH SECURITIES OR THE PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFOR PRIOR TO SUCH QUALIFICATION IS UNLAWFUL, UNLESS THE SALE OF SECURITIES IS EXEMPT FROM QUALIFICATION BY SECTION 25100, 25102, OR 25105 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF THE PARTIES TO THIS MEMORANDUM ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATION BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT.

Colorado Residents. THE SECURITIES REFERRED TO IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, OR THE COLORADO SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED.

Connecticut Residents THE SECURITIES WHICH ARE THE SUBJECT OF THIS CONFIDENTIAL OFFERING HAVE NOT BEEN REGISTERED UNDER THE CONNECTICUT UNIFORM SECURITIES ACT AND CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THAT

ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THAT ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH THAT ACT.

Florida Residents. PURSUANT TO PARAGRAPH 517.061(12) OF THE FLORIDA SECURITIES ACT, WHEN SALES ARE MADE TO 5 OR MORE PERSONS IN FLORIDA, ANY SALE IN FLORIDA MADE TO A PURCHASER (OTHER THAN THOSE EXCLUDED FROM THE DEFINITION OF "PURCHASER" BY PARAGRAPH 517.061(12)(B) PURSUANT TO PARAGRAPH 517.061(12)(A) OF THE FLORIDA SECURITIES ACT, SHALL BE VOIDED BY THE PURCHASER IF SUCH SALE IS WITHIN THREE (3) DAYS AFTER (A) THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR ANY ESCROW AGENT OR (B) THE AVAILABILITY OF SUCH PURCHASER'S PRIVILEGE TO AVOID SUCH SALE IS COMMUNICATED TO HIM/HER (WHICHEVER IS LATER). THE SECURITIES REFERRED TO IN THIS OFFERING WILL BE SOLD TO, AND ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF THE FLORIDA SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THIS ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL FLORIDA RESIDENTS SHALL HAVE THE PRIVILEGE OF VOIDING THE PURCHASE WITHIN THREE (3) DAYS OF MAKING SUCH PURCHASE. NO COMPENSATION WILL BE PAID TO ANY PURCHASER REPRESENTATIVE OF ANY FLORIDA RESIDENT INVESTING IN THE SECURITIES BY EITHER THE CORPORATION OR ANY AFFILIATE OR SELLING AGENT OF THE CORPORATION, EITHER DIRECTLY OR INDIRECTLY.

Georgia Residents THE SECURITIES ARE ISSUED IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 1059(16) OF THE GEORGIA SECURITIES ACT AND RULE 59045.01, AND THEY CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION THAT IS EXEMPT UNDER THE GEORGIA SECURITIES ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION THEREUNDER OR OTHERWISE IN COMPLIANCE WITH SUCH ACT.

Iowa Residents. THE SECURITIES REFERRED TO IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE IOWA SECURITIES ACT BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, OR THE IOWA SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED.

Maryland. Residents THE SECURITIES MAY BE ISSUED IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 11602(15) OF THE MARYLAND SECURITIES ACT, AND THEY CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION THAT IS EXEMPT UNDER THE MARYLAND SECURITIES ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION THEREUNDER OR OTHERWISE IN COMPLIANCE WITH SUCH ACT.

Michigan Residents. THE SECURITIES REFERRED TO IN THIS OFFERING WILL BE SOLD TO, AND ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 451.803.7 OF THE MICHIGAN SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THIS ACT IN THE STATE OF MICHIGAN. ALL INVESTORS SHOULD BE AWARE THAT THERE ARE CERTAIN RESTRICTIONS AS TO THE TRANSFERABILITY AND SALE OF THESE SECURITIES.

Nevada Residents. THE SECURITIES REFERRED TO IN THIS MEMORANDUM WILL BE SOLD TO AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER THE NEVADA UNIFORM SECURITIES ACT. THE SECURITIES HAVE NOT BEEN REGISTERED IN RELIANCE UPON AN EXEMPTION OF REGISTRATION PROVIDED BY SECTION 90.075 OF THE NEVADA UNIFORM SECURITIES ACT.

New York Residents. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEW YORK STATE FRAUDULENT PRACTICES (“MARTIN”) ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE (“MARTIN”) ACT, IF SUCH REGISTRATION IS REQUIRED. THIS PRIVATE OFFERING MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK 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.

Ohio Residents. THE SECURITIES ARE ISSUED IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 1707.03(Q) OF THE OHIO REVISED CODE, AND THEY CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION THAT IS EXEMPT UNDER THE OHIO REVISED CODE OR PURSUANT TO AN EFFECTIVE REGISTRATION THEREUNDER OR OTHERWISE IN COMPLIANCE WITH SUCH CODE.

Tennessee Residents. THE SALE OF THE SECURITIES WHICH ARE SUBJECT TO THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF TENNESSEE, AS AMENDED, AND ARE OFFERED PURSUANT TO AN EXEMPTION RELATING TO TRANSACTIONS NOT INVOLVING ANY PUBLIC OFFERING. THE COMMON STOCK CANNOT BE RESOLD OR TRANSFERRED UNLESS REGISTERED UNDER SUCH ACT OR UNLESS EXEMPTION FROM REGISTRATION IS AVAILABLE.

Texas Residents THE SECURITIES OFFERED HEREUNDER HAVE NOT BEEN REGISTERED UNDER APPLICABLE TEXAS SECURITIES LAWS OR THE SECURITIES ACT OF 1933, AS AMENDED, AND THEREFORE, ANY PURCHASER THEREOF MUST BEAR THE ECONOMIC RISK OF THE INVESTMENT FOR AN INDEFINITE PERIOD OF TIME BECAUSE THE SECURITIES CANNOT BE RESOLD OR TRANSFERRED UNLESS THEY ARE SUBSEQUENTLY REGISTERED UNDER SUCH SECURITIES LAWS OR AN EXEMPTION FROM SUCH REGISTRATION IS

AVAILABLE. FURTHER, PURSUANT TO PARAGRAPH 109.13 UNDER TEXAS SECURITIES ACT, THE COMPANY IS REQUIRED TO APPRAISE PROSPECTIVE INVESTORS OF THE FOLLOWING: A LEGEND SHALL BE PLACED, UPON ISSUANCE, ON CERTIFICATES REPRESENTING SECURITIES PURCHASED HEREUNDER, THE TRANSFER AGENT FOR THE COMPANY SHALL BE ISSUED "STOP TRANSFER" INSTRUCTIONS WITH RESPECT TO THE SECURITIES PURCHASED HEREUNDER, AND ANY PURCHASER SHALL BE REQUIRED TO SIGN A WRITTEN AGREEMENT THAT HE WILL NOT SELL THE SUBJECT SECURITIES WITHOUT REGISTRATION UNDER APPLICABLE SECURITIES LAWS, OR EXEMPTION THEREFROM. THIS OFFERING IS INTENDED FOR THE EXCLUSIVE, CONFIDENTIAL USE OF THE OFFEREE TO WHOM IT HAS BEEN DELIVERED. NEITHER IT NOR ANY OF ITS CONTENTS MAY BE REPRODUCED OR FURTHER DISSEMINATED IN ANY MANNER PURSUANT TO RESTRICTIONS IMPOSED BY THE TEXAS SECURITIES ACT. ANY ACTION CONTRARY TO THESE RESTRICTIONS MAY CAUSE THE OFFEREE OR THE ISSUER OF THESE SECURITIES OR BOTH TO BE IN VIOLATION OF THE TEXAS SECURITIES ACT.

Virginia Residents. THE SECURITIES REFERRED TO IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE VIRGINIA SECURITIES ACT BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, OR THE VIRGINIA SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED.

Washington Residents. THE SECURITIES REFERRED TO IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE WASHINGTON SECURITIES ACT BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, OR THE WASHINGTON SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED.

Wisconsin Residents. THE SECURITIES REFERRED TO IN THIS MEMORANDUM HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE WISCONSIN SECURITIES ACT BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, OR THE WISCONSIN SECURITIES ACT, IF SUCH REGISTRATION IS REQUIRED.

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FORWARD LOOKING STATEMENTS

THIS MEMORANDUM CONTAINS CERTAIN FORWARD LOOKING STATEMENTS (INCLUDING THE COMPANY'S PROJECTIONS) WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT AND SECTION 21E OF THE SECURITIES EXCHANGE ACT. SUCH FORWARD LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF THE COMPANY'S MANAGEMENT AS WELL AS ON ASSUMPTIONS MADE BY AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY AT THE TIME SUCH STATEMENTS WERE MADE. WHEN USED IN THIS MEMORANDUM, THE WORDS "PROJECTIONS," OR "PROJECT," "ANTICIPATE," "BELIEVE," "ESTIMATE," "EXPECT," "INTEND," AND SIMILAR EXPRESSIONS AS THEY RELATE TO THE COMPANY ARE INTENDED TO IDENTIFY SUCH FORWARD-LOOKING STATEMENTS. ALTHOUGH THE COMPANY BELIEVES THESE STATEMENTS ARE REASONABLE, PROSPECTIVE INVESTORS SHOULD BE AWARE THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE PROJECTED BY SUCH FORWARD LOOKING STATEMENTS AS A RESULT OF THE RISK FACTORS SET FORTH IN THIS MEMORANDUM OR FROM OTHER FACTORS.

PROSPECTIVE INVESTORS SHOULD CONSIDER CAREFULLY THESE FACTORS, AS WELL AS THE OTHER INFORMATION AND DATA INCLUDED IN THIS MEMORANDUM OR AVAILABLE SEPARATELY. THE COMPANY CAUTIONS THE READER, HOWEVER, THAT THIS LIST OF FACTORS MAY NOT BE EXHAUSTIVE AND THAT THESE OR OTHER FACTORS, MANY OF WHICH ARE OUTSIDE OF THE COMPANY'S CONTROL, COULD HAVE A MATERIAL ADVERSE EFFECT ON THE COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON ANY OF THE FORWARD LOOKING STATEMENTS INCLUDED HEREIN.

ALL FORWARD LOOKING STATEMENTS ARE QUALIFIED IN THEIR ENTIRETY BY THE CAUTIONARY STATEMENTS SET FORTH ABOVE. THE SAFE HARBOR FOR FORWARD LOOKING STATEMENTS CONTAINED IN SECTION 27A OF THE SECURITIES ACT AND SECTION 21E OF THE EXCHANGE ACT, WHICH LIMITS THE LIABILITY OF CERTAIN PERSONS FOR FORWARD LOOKING STATEMENTS, DOES NOT APPLY TO PRIVATE OFFERINGS SUCH AS THIS OFFERING. THE COMPANY HAS PREPARED THIS MEMORANDUM AND ALL INFORMATION CONTAINED HEREIN IS PROVIDED BY, AND IS THE RESPONSIBILITY OF, THE COMPANY.

PROSPECTIVE INVESTORS WILL HAVE AN OPPORTUNITY TO MEET WITH REPRESENTATIVES OF THE COMPANY TO VERIFY ANY INFORMATION INCLUDED IN THE MEMORANDUM AND TO OBTAIN ADDITIONAL INFORMATION REGARDING THE COMPANY. COPIES OF ALL COMPANY DOCUMENTS, CONTRACTS, FINANCIAL STATEMENTS AND OTHER COMPANY RECORDS WILL BE MADE AVAILABLE FOR INSPECTION AT ANY SUCH MEETING OR DURING NORMAL BUSINESS HOURS UPON REQUEST TO THE COMPANY. BECAUSE OF THE CONFIDENTIAL NATURE OF SOME OF THESE DOCUMENTS, COPIES CANNOT BE DISTRIBUTED AND PROSPECTIVE INVESTORS MAY BE REQUIRED TO SIGN A NON-DISCLOSURE AGREEMENT PRIOR TO INSPECTION. IF YOU HAVE ANY

QUESTIONS WHATSOEVER REGARDING THIS OFFERING, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS TO VERIFY OR SUPPLEMENT THE INFORMATION CONTAINED IN THIS PRIVATE PLACEMENT MEMORANDUM PLEASE WRITE OR CALL THE COMPANY.

ORBITAL ENTERPRISES, INC.

Robert N. Meyer

Chief Executive Officer

10320 Camino Santa Fe, Suite C

San Diego, California 92121

Voice (760) 400-0888 Fax (619) 704-7030

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SUMMARY OF OFFERING

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements and related notes thereto contained elsewhere in this offering memorandum.

The Company: ORBITAL ENTERPRISES, INC., (OTC Pink Sheets, symbol OBLR).

Orbital Enterprises, Inc. is a diversified technology company, specializing in the communications industry. The Company has operations in maintenance and repair of electronic devices, web design and hosting, television broadcasting and video streaming and encryption technology.

The Company operates a complete repair and service center at 6375 El Cajon Boulevard, San Diego, California 92115. The service center is staffed with six full-time technicians and a complete set of electronic testing equipment to repair the circuit boards of most electronic devices. The Company acquired this operation on June 30, 2007.

The Company is operating a television and filming studio using the trade name Orbital Edge located at 10320 Camino Santa Fe, Unit C, San Diego, California 92121. The studio owns state-of-the-art cameras, mixers and editing equipment. The Company produces and owns a television show running five days a week on Channel 48 in Las Vegas, Nevada. The Company also produces television advertising, corporate videos, training films, and public relations films. The Company acquired this operation from Berlian Group on June 30, 2007.

The Company's programming division has developed, and is developing, cutting edge programming for video streaming and encryption technology. This division also operates a web hosting and web design business. The company also has software that is licensed to other users and software developers.

The products are sold by the management of the Company. The Company is not dependent on one or a few major customers. The Company does not have any patents, franchises, royalty agreements or labor contracts. The Company does not need any government approval of its principle products or services.

Market Analysis & Opportunity:

Current Holdings

The Company is offering a maximum of 5,000,000 shares of common stock at a price of \$1.00 per share (total aggregate offering \$5,000,000). The minimum investment is twenty thousand, 20,000 shares (\$20,000), subject to waiver by the Company.

Common Stock offered by the Company	5,000,000 shares
Offering Price	\$1.00 per share
Common Stock to be outstanding after the offering	19,220,427 shares

This offering will terminate on December 31, 2010 unless terminated sooner or extended by the Company at its sole discretion. This investment involves a high degree of risk. See Risk Factors.

Objective

The Company's principle objective with respect to this offering is to increase its investment inventories in order to expand the operations of the Company and complete a planned acquisition. See "Use of Proceeds."

OTC/Pink Sheets Stock Symbol
OBLR

Selected Financial Highlights

Balance Sheet Data: As of September 30, 2009

Total Assets	\$1,387,017
Total Liabilities	\$ 536,708
Net Worth	\$ 850,309
Total Shares Outstanding	14,220,427
Net Book Value Per Share	\$0.06

USE OF PROCEEDS

The Company intends to use the proceeds from the sale of the shares as follows. The net proceeds to the Company from the sale of securities offered hereby, after deducting commissions and the expenses of this offering, are estimated to be approximately \$4,250,000. Selling commissions for registered Broker Dealers may vary.

Gross proceeds of offering	\$5,000,000
Invest in inventories of televisions, cell phones, other computer devices and parts.	\$1,000,000
Purchase of new facility in San Diego County	\$2,500,000
Retirement of debt. (see description of Company)	\$ 500,000
Purchase additional video equipment and test equipment for repairing.	\$ 250,000
Selling commissions	\$ 250,000
Operating reserve	\$ 500,000

Although these amounts indicate the Company's present intentions for the use of the proceeds from this offering, actual expenditures may vary substantially from those indicated depending upon economic conditions and other factors, including but not limited the results of future operations.

The Company estimates that the proceeds of this offering will be used over the next 12 months, due to the uncertainty of the Company's future revenue, it is not possible to predict with certainty the date by which the proceeds will be fully utilized. Pending the specific application of the proceeds of this offering, they will be invested in interest bearing obligations. Proceeds from this offering that are not expended for the purpose outlined above may be allocated to working capital of the Company

and are available for any valid corporate purpose.

Working capital may be utilized for acquisition or development of other products or services, business assets, for payment of general and administrative expenses, including marketing, advertising and compensation of officers and employees of the Company. The Company believes that proceeds obtained from this Offering Circular, (\$5,000,000) dollars if achieved, will be sufficient to provide the amounts necessary to reach its financial goals. The Company has no other source of capital or borrowing at this time. If less than the maximum offering is achieved, investors will be at a disproportionately higher risk in the event proceeds are insufficient to capitalize continued operations. The Company has no assurance that if it needs additional capital that it will be able to raise any additional funds.

TERMS OF OFFERING

The Company is offering a maximum of 5,000,000 shares of common stock par value \$.001 for a purchase price of \$1.00 per share (total aggregate offering \$5,000,000). This offering will terminate on December 31, 2010, unless terminated sooner or extended by the Company. The Company may, at its sole discretion, elect to waive the minimum investment requirement. (See Investor Suitability Standards.)

No escrow account and no minimum subscription. The proceeds of this Offering will not be deposited into an escrow account and there is no minimum subscription that must be reached before the Company can utilize the net proceeds of each subscription as such subscription is received and accepted by the Company. Therefore, funds will become immediately available to the Company.

CAPITALIZATION OF THE COMPANY

The following table provides our capitalization as of June 30, 2010 and as adjusted to give effect to the Company's sale of 5,000,000 shares at \$1.00 per share.

Stockholders equity:	<u>Actual</u>	<u>As Adjusted</u>
Common Stock .001 Par Value 75,000,000 Authorized 14,220,427 shares issued and outstanding	\$ 850,309	5,850,309

Note (1) Assuming the total offering of 5,000,000 shares are sold.

DESCRIPTION OF SECURITIES

Common Stock: ORBITAL ENTERPRISES, INC. has 75,000,000 shares authorized at \$0.001 par value. Holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Holders of common stock are entitled to receive ratably such dividends as may be declared by the board of directors. In the event of a liquidation, dissolution or winding up of the Company, holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities. Holders of common stock have no right to convert their common stock into any other securities. The common stock has no preemptive or other subscription

rights. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of common stock to be outstanding upon completion of this offering will be, duly authorized, validly issued, fully paid and nonassessable.

DILUTION

Dilution is the difference between the purchase price paid by the investors for their common stock and the net tangible book value of the securities after the offering. The net tangible book value of a security is equal to the Company's tangible net worth (tangible assets minus total liabilities) divided by the number of shares of the security outstanding. The following table illustrates the dilution on a per share basis of the Company's common stock.

	Book Value
Investors' offering price per share of common stock	\$ 1.00
Net tangible book value per share of common stock prior to this offering	\$ 0.06
Increase to common stock's book value attributable to sale of the stock herein	\$ 0.24
Pro forma net tangible book value after this offering	\$ 0.30
Dilution per share to investors	\$ 0.76

The following table assumes the sale of all 5,000,000 shares of the Company's stock. The table also shows the number and percentage and consideration paid, and the average price per share paid by the existing shareholders and the price paid by new shareholders purchasing common stock in this offering.

Number of Shares	Amount	Purchased Percent	Consideration Amount	Per Share
Existing Shareholders	14,220,427	74%	\$ 850,309	\$0.06
This Offering	5,000,000	26%	\$ 5,000,000	\$1.00
Total	19,220,427	100%	\$ 5,850,309	\$ 0.30

RISK FACTORS

The shares being offered hereby are speculative, and involve a high degree of risk and the shares are not an appropriate investment for persons who cannot afford the loss of their entire investment. Investors, prior to acquiring the shares, should carefully consider the following risks and speculative factors inherent in and affecting the Company's business together with all other information contained in this Offering Memorandum.

Dependence Upon Key Personnel: The Company, in order to successfully implement its growth plans, is dependent upon its current Board of Directors, which includes Robert N. Meyer, President. The loss of Robert N. Meyer could have a material adverse effect upon the Company's business prospects. The Company will depend heavily on its management team to effectively implement the

consulting and financial services it offers. There can be no assurance that if a change in management occurs, that management will be able to successfully achieve the goals established herein by the Company, and its subsidiaries.

Conflicts of Interest: The Company's officers and directors are, or may become, in their individual capacities, officers, directors, controlling shareholders or partners of other entities engaged in a variety of businesses which have now or may in the future have various transactions with the Company, including but not limited to, the Company's wholly owned subsidiaries. Thus, potential conflicts of interest exist, including among other things, conflicts with respect to the time, effort and corporate opportunities involved in participation with such other business entities and transactions. Each officer and director of the Company may engage in business opportunities outside of the Company. An officer or director may continue any business activity in which such officer or director engaged prior to joining the Company. The officers and directors of the Company are aware of the fact that they owe a fiduciary duty to the Company not to withhold any corporate opportunity from the Company that may arise because of their association with the Company

Financial Condition: The Company's financial statements were prepared by the Company. The Company has a relatively limited operating history. There can be no assurance that the Company will be able to generate sufficient cash flow to cover operating expenses in the future or that the Company will not encounter unanticipated expenses. (See Future Capital Needs.)

Future Capital Needs: Implementation of expanded service operations and marketing campaigns may require substantial additional funding. The Company's future capital requirements will depend on many factors, including cash flow from operations, competing market developments, and the Company's ability to market its services successfully. While the Company currently has no specific plans or arrangements for financing other than those stated in this Offering Memorandum, the Company may elect to generate funds through other equity or debt financing in the future. There can be no assurance that such additional funds will be available when needed or that they will be available on attractive terms or that raising additional funds will not result in substantial dilution in the value of the shares.

Difficulty of Planned Expansion: The Company plans to continue to expand its level of operations following this offering. To manage its growth effectively, the Company must continue to improve and expand its existing resources and production systems. To do so, it must attract, train and motivate qualified managerial, financial, sales and marketing personnel. There can be no assurance, however, that the Company will be able to successfully achieve these goals.

Fluctuations: Demand for the production and services rendered by the Company may be affected by general economic and business conditions that tend to be cyclical in nature. Prolonged recessionary periods may also affect the Company's ability to achieve its anticipated results

Increases in Costs: The Company's gross margins are highly sensitive to changes in costs; this sensitivity requires Management to be able to anticipate and react to such changes. These and other factors may negatively affect costs, quality and the ability of the Company to perform the services it has been contracted to perform. While in the past, Management has been able to anticipate and react to increased costs by adjusting purchasing practices, product changes and price adjustments. There can be no assurance that it will be able to do so in the future.

Limited Control and Influence on the Company by New Investors: Management owns more than 51% of the shares of common stock. Upon the consummation of this offering, the officers and directors of the Company will beneficially own more than 51% of the voting rights. It is anticipated that these individuals will be in a position to control the outcome of all matters requiring shareholder

or board approval, including the election of directors. Such influence and control is likely to continue for the foreseeable future and significantly diminishes control and influence, which future shareholders may have on the Company. See Securities Ownership of Management.

Possible Dilution As a Result of Lack of Preemptive Rights: The holders of common stock do not have any preemptive or other rights to acquire or subscribe for additional, unissued or treasury shares. Accordingly, if the Company were to elect to sell additional shares of common stock persons acquiring common stock in this offering would have no right to purchase additional shares, and as a result, their percentage equity interest in the Company could be diluted. See Description of Securities.

Possible Adverse Impact of Penny Stock Regulation: The Securities might be subject to the low-priced security or so-called penny stock rules that impose additional sales practice requirements on broker-dealers who sell such securities. For any transaction involving a penny stock the rules require, among other things, the delivery, prior to the transaction, of a disclosure schedule required by the Commission relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally monthly statements must be sent disclosing recent price information for the penny stocks held in the customer's account. In the event the Securities are characterized as a penny stock, the market liquidity for the Securities could be severely affected. In such an event, the regulations relating to penny stocks could limit the ability of broker-dealers to sell the Securities and, thus, the ability of purchasers in this offering to sell their Securities in the secondary market.

Lack of Correlation between Offering Price and Value of Shares or Company: The price of the Shares has been determined by the Company's management and does not necessarily bear any relationship to the Company's book value, assets, past operating results, financial condition or any other established criteria of value. Prices for the common stock in any public market which may develop would be determined in the marketplace and may be influenced by many factors, including depth and liquidity of the market for the common stock, investor perception of the Company and general economic and market conditions. There is no assurance that the common stock will eventually trade in any public market.

Limited Public Market: The Company is listed on the OTC Pink Sheets and there is presently a limited public market for the shares. There is no assurance that a trading market will develop or be sustained. Accordingly, investors may have to hold their securities indefinitely and may have difficulty in selling such securities if an active trading market does not develop.

No dividends: The Company has paid no dividends to its stockholders and does not plan to pay dividends on its common stock in the foreseeable future. The Company currently intends to retain any earnings to finance future growth.

Effects of Compliance with Government Regulation: The Company is subject to various federal, state and local laws and regulations affecting its businesses and operations. The Company is subject to various licensing regulations and reporting requirements by numerous governmental authorities which may include securities, banking, insurance, building, land use, environmental protection, health and safety and fire agencies in the state or municipality in which the business is located. Difficulties in obtaining or failures to obtain the necessary approvals, licenses or registrations could

delay or prevent the development or operation of the business.

No Commitment to Purchase Shares: No commitment exists by anyone to purchase all or any part of the shares being offered herein, and consequently, the Company can give no assurance that any shares can be sold within the offering period.

Potential Uninsured Losses: The Company has comprehensive insurance including general liability, fire, and extended coverage, which the Company considers adequate. However, there are certain types of losses that may be uninsurable or not economically insurable. If such a loss should occur, the Company would, to the extent that it is not covered for such loss by insurance, suffer a loss of the capital invested in, as well as anticipated profits and/or cash flow from, such damaged or destroyed properties. Punitive damage awards are generally not covered by insurance thus; any awards of punitive damages as to which the Company may be liable could adversely affect the ability of the Company to continue to conduct its business, to expand its operations or to acquire additional subsidiaries. There is no assurance that any insurance coverage maintained by the Company will be adequate, or that it can continue to obtain and maintain such insurance at all or that the premium costs will not rise to an extent that they adversely affect the Company or the Company's ability to economically obtain or maintain such insurance.

No Assurance of Successful Expansion of Operations: The accomplishments of the Company's objectives of expanding its consultant and financial service operations and the successful completion of client contracts depends in part upon the completion of this offering, the hiring and retaining of new personnel, obtaining favorable response to its marketing efforts, and the successful selection of clients and investment targets. There can be no assurance that the Company will be able to successfully accomplish these objectives, even if it completes this offering and is able to hire and retain new personnel, due to the risks inherent normal in any such undertakings, and other unpredictable contingencies beyond the control of the Company.

No Assurance of Commercial Success: Future profitable operations are dependent upon the Company's ability to attract customers for its products and services, which cannot be assured.

Discretion in Use of Proceeds: Some of the proceeds of this offering will be used for general working capital, fees and company costs. Accordingly, the management of the Company will have broad and unrestricted discretion with respect to the allocation and expenditure of the proceeds of this offering.

Binding, Arbitration and Indemnification: The Subscription Agreement contains binding arbitration clauses requiring the parties hereto to submit any disputes (including claims arising under federal and state securities law) to binding arbitration. Consequently, in exercising this Subscription Agreement, the Purchaser is foregoing a number of rights including (i) the right to have claims resolved in a court of law and before a jury, (ii) certain discovery rights, and (iii) the right to appeal any decision. Further, the subscription agreement contains indemnification provisions pursuant to which each purchaser agrees to indemnify and hold harmless the Company, its officers, directors, agents, and affiliates against any liability, cost or expense arising by reason of or in connection with the breach by a purchaser of a representation, warranty or covenant set forth in the Subscription Agreement, or arising as a result of a sale or distribution of the securities in violation of the securities act or other applicable law.

Compliance with Securities Laws: The shares are being offered to investors pursuant to

exemptions under the Securities Act of 1933 with respect to transactions involving limited offers and sales without registration. If the Company should fail to comply with each and every one of the requirements of the available exemptions from registration, the investors may have the right to rescind their purchase of shares if they so desire. Compliance is highly technical. There is always the possibility that if any investor or investors should obtain rescission of their investments, the Company may not be able to secure the funds to repurchase the shares. In addition, failure to comply with any of the requirements for exemption under state securities laws could occasion the same results as a failure to comply with the above-mentioned federal rule exemptions.

State Restrictions on Resale: Although the common stock may be resold with certain restrictions pursuant to Rule 505 of Regulation D under the Securities Act of 1933, the securities laws of the state in which the security holder resides and any other state in which such securities are to be resold may provide additional requirements such as a holding period, publication of information in a securities manual or registration pursuant to the Securities Exchange Act of 1934 before such securities may be resold by the original investor herein.

THE FOREGOING INVESTMENT CONSIDERATIONS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE RISKS INVOLVED IN THIS OFFERING. BUSINESSES ARE OFTEN SUBJECT TO RISKS THAT ARE NOT FORESEEN OR FULLY APPRECIATED BY MANAGEMENT. POTENTIAL INVESTORS SHOULD KEEP IN MIND THAT OTHER IMPORTANT RISKS COULD ARISE.

POTENTIAL INVESTORS SHOULD READ THIS ENTIRE MEMORANDUM BEFORE DETERMINING TO INVEST IN THE COMPANY AND EACH INVESTOR SHOULD BE FAMILIAR WITH THE BUSINESS OF THE COMPANY IN GENERAL, AND SHOULD CONSULT THEIR OWN LEGAL, TAX AND FINANCIAL ADVISORS WITH RESPECT TO AN INVESTMENT IN THE COMPANY.

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THE BUSINESS OF THE COMPANY

The Company: ORBITAL ENTERPRISES, INC., (OTC Pink Sheets OBLR) . is a diversified technology company, specializing in the communications industry. The Company has operations in maintenance and repair of electronic devices, web design and hosting, television broadcasting and video streaming and encryption technology.

The Company operates a complete repair and service center at 6375 El Cajon Boulevard, San Diego, California 92115. The service center is staffed with six full-time technicians and a complete set of electronic testing equipment to repair the circuit boards of most electronic devices. The Company acquired this operation on June 30, 2007.

The Company is operating a television and filming studio using the trade name Orbital Edge located at 10320 Camino Santa Fe, Unit C, San Diego, California 92121. The studio owns state-of-the-art cameras, mixers and editing equipment. The Company produces and owns a television show running five days a week on Channel 48 in Las Vegas, Nevada. The Company also produces television advertising, corporate videos, training films, and public relations films. The Company acquired this operation from Berlian Group on June 30, 2007.

The Company's programming division has developed, and is developing, cutting edge programming for video streaming and encryption technology. This division also operates a web hosting and web design business. The company also has software that is licensed to other users and software developers.

The products are sold by the management of the Company. The Company is not dependent on one or a few major customers. The Company does not have any patents, franchises, royalty agreements or labor contracts. The Company does not need any government approval of its principle products or services.

The Company has a 500 square foot office and 5,200 square foot repair shop facility at 6375 El Cajon Boulevard, San Diego, California, 92115. The repair shop is equipped with state-of-the-art electronic testing equipment to test and repair circuit boards, televisions, computers, and other electronic devices.

The Company operates a television studio located at 10320 Camino Santa Fe, Unit C, San Diego, California 92121. The 3,000 square foot studio owns state-of-the-art cameras, mixers, and editing equipment.

Market Analysis & Opportunity:

History: ORBITAL ENTERPRISES, INC. is a corporation and was incorporated on December 22, 2005. The company's predecessor, Inter-Continental Services Corp., a Kansas corporation changed its domicile to Nevada and changed its name to Orbital Enterprises on December 22, 2005. In January, 2003, the control of the Company changed from James J. Lavoie to Gregory S. Odell. On June 4, 2007, the Company reversed split its Common Stock 100 to 1 and on June 30, 2007, the Company acquired some of the assets of The Berlian Group, Inc. for ten million shares of the Company's Common Stock.

Competition:

Since the economic down turn in the United States, over half of Orbital's competition in the Electronic Service industry has closed, Orbital created what it calls the Orbital Service Depot program and currently operates in 40,000 zip codes and is the largest company by geography. The Only major competitor for this service is Geek Squad that is only centered in metropolitan areas.

MANAGEMENT

ORBITAL ENTERPRISES, INC.'s management team brings to the Company a cross-section of experience, industry position and reputation in the fields of computer design, programming, finance and corporate operations, personnel management, communications and technological skills. ORBITAL ENTERPRISES, INC's ultimate success depends on the quality of its management. Specifically, management must provide:

- A broad, global perspective;
- A thorough knowledge of local conditions and opportunities;
- A strategically based, experienced, disciplined approach to screening, evaluating and negotiating with potential clients;
- Sound judgment in recommending the timing and location of the Company's investments;
- A management approach emphasizing cost control; and,
- A strong capability to react quickly and forcefully to problem situations should they arise.

Of paramount importance are the quality and range of established community relationships established and maintained by the managers. It is through this contact network that many lucrative opportunities will be realized.

The management team that ORBITAL ENTERPRISES, INC. has assembled has the skills, experience, and maturity of judgment to provide effective management to the Company's operations.

Officers and Directors

The following table sets forth the names of the members of the Company's Board of Directors, Executive Officers, and the position with the Company held by each.

Name	Position
Robert N. Meyer,	President, Director
Carlos Arreola,	Vice President
Robert L. Cashman,	Secretary
Juan Ruiz,	Director

Each director is elected to hold office for a one-year period or until the next annual meeting of shareholders and until his/her successor has been qualified and elected following the one-year of service. The Officers serve at the discretion of the Company's directors. There are no understandings between any of the directors or officers of the Company or any other person pursuant to which any officer or director was or is to be selected as an officer or director.

The following is a brief account of business experience for each director and executive officer of the Company.

ROBERT N. MEYER-PRESIDENT, DIRECTOR

Mr. Meyer has a broad base of experience in the high technology world of computers and communication. He's been involved in several successful companies in developing specialized programming, encryption technology, video streaming, and cellular communications in both the civilian world and government agencies.

Mr. Meyer serves as Chief Executive Officer of Orbital Enterprises, Inc. Orbital Enterprises, Inc. is engaged in the development of new products and improvement of existing product lines, including wireless, cellular, and new media technologies to be rolled out over the next two years. Prior to that Mr. Meyer was Chief Technology Officer of The Berlian Group, a company that developed a new software system to streamline shareholder relations using the internet with specialized programming for security of information.

Mr. Meyer gained experience in the communications industry by serving four years as Chief Technology Officer of Global Access Telephone and Technology, Inc., where he was responsible for hardware design and software development. These products primarily involved wireless, electronic toy design for Mattel, Inc., and other toy manufacturers.

Mr. Meyer gained extensive business experience as a senior partner of a securities broker dealer with multiple offices. In that capacity, Robert Meyer was hands on in running the day-by-day operation of the company. He held several security licenses issued by various regulatory authorities.

In the United States Army Mr. Meyer served as a combat communications specialist handling top secret coded messages. Mr. Meyer was trained in encryption technologies.

ROBERT L. CASHMAN-SECRETARY-DIRECTOR

Mr. Cashman has a diverse background and brings a wealth of experience to Hallmark Venture Group, Inc. He has personally developed from start-up five companies. Mr. Cashman has been involved in the growth and development of these companies and, with one exception, their ultimate successful sale. He has directed many transactions including IPO's, secondary offerings, shell reverse mergers and private placements.

Mr. Cashman has received some prestigious awards from the business community including membership in the Young Presidents Organization, and the INC Magazine Hall of Fame. Mr. Cashman is a consultant in the complicated business of corporate finance and public companies.

Mr. Cashman has received numerous awards for his continued involvement in civic activities including a member of the Orange County Airport Commission (24 years), operators of the John Wayne Airport, serving on the Governing Board of the local and national YMCA (12 years), and a long term involvement with the Boy Scouts of America on both the local and national basis. He currently serves on the City of Anaheim's Work Force Development Board, the city agency that allocates federal funding for educational programs in the city.

Mr. Cashman served as an aviation officer (pilot) in the Korean War, owns and flies his own airplane and serves on the boards of several aviation organizations. He is a graduate of the University of California, Los Angeles (UCLA).

CARLOS ARREOLA, EXECUTIVE VICE PRESIDENT

Mr. Arreola serves as Vice President and General Manager of the Lareneg, Inc. dba General Electronics Division of Orbital Enterprises, Inc. Mr. Arreola started General Electronics in 1993 and successfully operated it for fourteen (14) years prior to selling to Orbital Enterprises, Inc. Previously, Mr. Arreola had been a maintenance and repair manager for General Electric small

appliance division for seven (7) years. Before that, he was a repair technician for RCA. Mr. Arreola brings a wealth of in depth experience in the repair and maintenance of televisions and similar appliances. Mr. Arreola directs a crew of technicians repairing televisions and similar small appliances from his facility in San Diego, California.

Mr. Arreola has received extensive training in the repair and maintenance of electronic devices. He has received a degree from the Electronic Technical Institution and has specialized training in digital micro processing from the General Electric Institute, and Coleman College.

DUANE K. DeSTEFANI, DIRECTOR

President, DKD Distribution, Inc. – Distributors of Dopamine

Mr. DeStefani is an investor in businesses and real estate. He has significant experience in investing and directing the management in a number of start-up as well as operating companies. Mr. DeStefani brings this significant experience to the management of ORBITAL ENTERPRISES, INC. He is currently president of DKD Distributing, Inc., manufacturers and distributors of the Dopamine Energy Drink, a subsidiary of ORBITAL ENTERPRISES, INC.

Mr. DeStefani is also an educator, teaching in the field of secondary education as a counselor, physical education teacher and coach. He presently directs the work experience program consisting of over 200 students at Poway High School in Poway, California. He has years of experience in coaching volleyball and tennis to both boys and girls. He currently is the treasurer of the San Diego/Imperial County California Association of Work Experience Educators. He holds an Associate Degree in Fire Science from Chaffey College, a Bachelor of Science Degree in Psychology and Physical Education from the University of LaVerne, and a Master of Science Degree in Counseling from California State University, Fullerton. Mr. DeStefani is licensed by the California Teachers Commission holding credentials in Psychology, Physical Education and Pupil Personnel Services.

JUAN RUIZ, DIRECTOR

As an outside director, Mr. Ruiz brings an objective view to the operation and planning of Orbital Enterprises, Inc. His experience in developing electronic communications devices uniquely qualifies him to give a critical appraisal of the company's plans. Mr. Ruiz has been a senior engineering manager for the Boeing Company for the last 12 years. He is involved in the development, management and technical oversight in the development and integration of hardware and software components for satellite and terrestrial communications as well as situational awareness systems for military and commercial applications.

Mr. Ruiz manages internal research and development projects with a budget of over twelve million dollars (\$12,000,000) and sixty eight (68) engineers in two different business areas.

Mr. Ruiz received a Bachelor of Science (B.S.E.E.) from Tulane University, a Master of Science (M.S.E.E.) from Georgia Institute of Technology, and a master's degree in strategic studies from the U.S. Army War College. Mr. Ruiz holds the rank of Brigadier General in the United States Air Force Reserve.

DESCRIPTION OF SECURITIES

The Company is authorized to issue an aggregate seventy-five million (75,000,000) shares of common stock, \$0.001 par value. When issued shares will be fully paid and nonassessable. To date the Company has issued 14,220,427 common shares.

Voting Rights: Holders of shares of common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders. Shares of common stock do not have cumulative voting rights, which means that the holders of a majority of the shares can elect all members of the board of directors.

Dividend Rights: Holders of record of shares of common stock are entitled to receive dividends when and if declared by the board of directors out of profits of the Company legally available therefore.

Liquidation Rights: Upon any liquidation, dissolution or winding up of the Company, holders of shares of common stock are entitled to receive pro rata all of the assets of the Company available for distribution to shareholders.

Preemptive Rights: Holders of common stock do not have any preemptive rights to subscribe for or to purchase any stock, obligations or other securities of the Company.

Registrar & Transfer Agent: The Company's registrar and transfer agent is Integrity Stock Transfer, 3027 East Sunset Road, Suite 103, Las Vegas, Nevada 89120.

Dissenters' Rights: Under current Nevada law, a shareholder is afforded dissenters' rights, which, if properly exercised, may require the Company to purchase his/her shares. Dissenters' rights may include consolidations, reorganizations, substantial asset sales, liquidating distributions, and certain amendments to the Company's Certificate of Incorporation.

Stock Options: The Company has no stock option plan for its employees and has no current plans to develop one in the immediate future.

INVESTOR SUITABILITY STANDARDS

The stock offered hereby are "securities," as that term is defined under federal and state securities laws. Section 5 of the Securities Act of 1933, as amended (the "Act"), provides that all securities must be registered with the U.S. Securities and Exchange Commission (the "SEC") before they may be sold through any means of interstate commerce unless sold pursuant to an exemption from such registration provisions. The offer described in this Offering Memorandum is being made by the Company in reliance upon the nonpublic offering exemption of Section 4(2) of the Act and Rule 505 of Regulation D, as promulgated by the SEC pursuant to the Act and by exemptions under various states blue sky securities laws.

Each subscriber of stock understands they are agreeing to these representations and others set forth in other sections of this Private Placement Memorandum by signing the Subscription Agreement, including but not limited to the following:

1. He or she understands that the stock being offered has not been registered with the SEC under the Act or any state securities laws; and
2. He or she will not sell the stock or the securities comprising the stock offered hereby without registration with the SEC under the Act and/or any applicable state securities laws; or unless he or she obtains an opinion of counsel acceptable to the Company that an exemption from such registration provisions is available; and
3. He or she was furnished, carefully read and is familiar with this offering memorandum; and 4. He or she was informed of the restrictions on resale of the stock, or the securities comprising the stock, and agrees that as a legend may be placed on or contained in the certificates evidencing the securities

comprising the stock being offered hereby stating that such securities have not been registered under the Act or any applicable state securities laws. Stock transfer instructions may be given by the Company to restrict transfer of such securities; and

5. He or she alone or with the advice of as a purchaser representative must have such knowledge and experience in business and financial matters as is reasonably necessary in order to evaluate the merits and risks of this investment; and

6. He or she is purchasing this stock as an investment without as a view toward resale,

7. He or she acknowledges and understands that the minimum subscription amount is 5,000 shares of common stock. He or she also acknowledges that the Company may, at its sole discretion, waive this minimum subscription amount in order to accept a subscription from an investor who meets the standards under the Investor Suitability Standards section.

8. He or she acknowledges and confirms that he or she is an “accredited investor” as defined in Rule 501(a) of Regulation D of the Act or that he or she is a nonaccredited qualified investor and that his or her proposal to purchase stock is subject to approval by the Company on an individual basis;

9. He or she acknowledges that the Company will only accept a maximum of 35 nonaccredited qualified investors.

A purchase of the stock offered hereunder involves a high degree of risk and is suitable only for persons having substantial resources and who understand the long term nature and risk factors associated with this investment.

The Company has established minimum suitability standards for prospective investors HEREUNDER, whereby such investors:

(a) Either: (I) have annual gross income of at least \$200,000 in each of the two most recent calendar years and reasonably expect to have an individual income in excess of \$200,000 in the current calendar year (For purposes of this Subscription Document, “individual income” means “adjusted gross income” as reported for Federal Income Tax purposes, exclusive of any income attributable to a spouse or for property owned by a spouse (i) the amount of any interest income received which is tax exempt under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), (ii) the amount of losses claimed as a limited partner on a limited partnership (as reported on Schedule E of Form 1040), (iii) any deductions claimed for depletion under Section 611 et seq of the Code and (iv) any amount by which income from long term capital gains have been reduced in arriving at adjusted gross income pursuant to the provisions of Section 1202 of the Code as it was in effect prior to enactment of the Tax Reform Act of 1986); (II) or a combined income of both spouses in excess of \$300,000 in each of the two most recent calendar years and reasonably expect to have joint income in excess of \$300,000 in the current calendar year. (For purposes of this Subscription Document, “joint income” means “adjusted gross income, as reported for Federal Income Tax purposes, including any income attributable to a spouse or to property owned by a spouse and increased by the following amounts: (i) the amount of interest income received which is tax exempt under Section 103 of the Code; (ii) any deduction claimed for depletion under Section 611 et seq of the Code; (iii) any amount by which income from long term capital gains has been reduced in arriving at adjusted gross income pursuant to the provisions of Section 1202 of the Code as it was in effect prior to the enactment of the Tax Reform Act of 1986).;

(b) Individual net worth or joint net worth with spouse in excess of \$1,000,000 excluding home and personal property. For purposes of this Subscription Document, “net worth” shall mean (except as otherwise specifically defined), the excess of total assets at fair market value, including home and

personal property, over total liabilities, including mortgages and income taxes on unrealized appreciation of assets; and

I CAN BEAR THE ECONOMIC RISK OF AN INVESTMENT FOR AN INDEFINITE PERIOD OF TIME, CAN AT THE PRESENT TIME AFFORD A SUBSTANTIAL LOSS OF SUCH INVESTMENT, AND HAVE SUFFICIENT KNOWLEDGE AND EXPERIENCE IN FINANCIAL MATTERS THAT THEY ARE CAPABLE OF EVALUATING THE FINANCIAL ASPECTS OF THE INVESTMENT. THESE STANDARDS REPRESENT MINIMUM REQUIREMENTS FOR PROSPECTIVE INVESTORS AND DO NOT NECESSARILY MEAN THAT THESE SECURITIES ARE A SUITABLE INVESTMENT FOR ANY INVESTOR MEETING THESE REQUIREMENTS. MOREOVER, THE COMPANY RESERVES THE RIGHT TO MODIFY THE SUITABILITY STANDARDS ON A CASE BY CASE BASIS IN VIEW OF AN INVESTOR'S FINANCIAL CIRCUMSTANCES OR INVESTMENT EXPERIENCE.

General Suitability Standards:

Each investor will be required to complete a Subscription Document. The Subscription Document that accompanies this memorandum is designed to extract information necessary to enable the Company and participating broker dealers, if any, to determine the suitability of a prospective investor and to assure that the offering complies with the applicable State and Federal securities laws. The information supplied in these documents will be reviewed to determine the suitability of prospective investors, and the Company and participating broker dealers, if any, will have the right to accept or reject any subscription if in its discretion it believes that the prospective investor does not meet the applicable suitability standards or that the stock is otherwise an unsuitable investment for the prospective investor. The Company also reserves the right to limit the number of shares acquired by any one investor. Any funds rejected will be immediately returned to the proposed investor without interest thereon or deduction therefrom. The funds received from accepted subscribers will be immediately available to the Company.

SUBSCRIPTION PROCEDURES

Each subscriber for shares offered hereby will be required to complete and execute one original Subscription Agreement and Offeree Questionnaire found in the Subscription Package included with this Offering Memorandum. The Subscription Agreement requires certain information necessary for the Company's reliance in determining the availability of exemptions from certain federal and state securities registration requirements. The Subscription and Offeree Questionnaire also provides information that is used to determine the suitability of each investor. Answers to the information supplied in the Subscription Agreement and Offeree Questionnaire will be kept confidential at all times.

The originally executed Subscription Agreements must be delivered to the Company on or before the offering expiration date. The full subscription price for the principal amount of the shares being purchased must be included with the Subscription Agreements. Failure to include the full subscription price with the Subscription Agreement shall give the Company the right to automatically reject the subscription. A subscriber for the stock hereunder shall be required to complete and deliver to the Company's Investor Relations Department, at 10320 Camino Santa Fe, Suite C, San Diego, California 92121, the following documents:

1. Executed copy of the "Subscription Agreement"; and
2. A check (personal, cashiers, or certified), money order, or wire transfer payable to ORBITAL ENTERPRISES, INC.. The investment will be payable in full upon execution of the Subscription Agreement. The Company has the discretion in determining whether to accept any subscription and

such determination shall be made no later than the date the Offering is terminated. The respective purchasers of shares will each become investors in the Company as soon as reasonably practicable after the acceptance of each Subscription Agreement and the collection of the appropriate purchase price.

Subscription Agreements are not binding on the Company until accepted by the Company which reserves the right to reject them in whole or in part in its sole discretion. By way of example and not limitation, subscriptions may be rejected for failure to correctly subscribe or make payment in accordance with the terms of the Subscription Agreement, oversubscription for the Stock or because sale of stock to such subscriber is not permitted under applicable state securities law. The Company will issue certificates representing the common stock duly subscribed and paid for as soon as practicable after the Company's acceptance of subscriptions

PAYMENT FOR THE STOCK

Payment for stock subscribed should be made by check only. The face of the check should state the number of shares of common stock subscribed and the price per share. Cash will not be accepted and should not be tendered. Check(s) should be made payable to: ORBITAL ENTERPRISES, INC.. The Company at the option of management may accept payment for the shares in notes or similar credit instruments.

CHANGES IN CONTROL

The Company is not aware of any arrangements, including the pledge by any person of securities of the Company, which may at a subsequent date result in a change in control of the Company.

ADDITIONAL INFORMATION

Statements contained in this offering with respect to the contents of any contract or document described herein are not necessarily complete and where such contract is an exhibit to the application on file with a governmental agency, each such statement is qualified in all respects by the provisions of such exhibit, to which reference is hereby made for the full statement of the provisions hereof.

The Company will furnish its investors with annual reports containing financial information reported upon by independent public accountants when completed. The Company shall also furnish quarterly reports for the first three quarters of each year containing financial information.

The Company is not subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and is not required to file reports, proxy statements and other information with the Securities and Exchange Commission. The Company will be required to file a Notice of Sale with the Securities and Exchange Commission within fifteen (15) days of the first sale of the Stock offered hereby. A copy of this form may be obtained, free of charge, from the Company at the office of the Company at 10320 Camino Santa Fe, Suite C, San Diego, California 92121, Voice (760) 400-0888; FAX (619) 704-7030.

The Company will make every effort to furnish to any qualified prospective investor or his/her authorized representative any additional information or opportunity for inquiry concerning the terms and conditions of this offering, including information requested to verify the accuracy of the information contained in this Offering Memorandum or otherwise furnished the prospective investor or his/her representative, to the extent the Company possesses the information or can obtain it without undue effort or expense. Certain documents will be made available to prospective investors only upon execution and delivery of a nondisclosure agreement. Copies of all documents, contracts and other Company records referred to herein will be made available for inspection during normal business hours upon written request directed to the address herein. Prospective investors requiring additional information may contact ORBITAL ENTERPRISES, INC., 10320 Camino Santa Fe, suite C, San Diego, California 92121, Voice (760) 400-0888, Fax (619) 704-7030.

EACH PURCHASER OF THESE SECURITIES, PRIOR TO SUCH PURCHASE, IS ENTITLED TO ASK QUESTIONS OF THE COMPANY AND RECEIVE ANSWERS CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION WHICH THE COMPANY POSSESSES OR CAN ACQUIRE WITHOUT UNREASONABLE EFFORT OR EXPENSE THAT IS NECESSARY FOR THE PURCHASER TO VERIFY THE ACCURACY OF THE INFORMATION FURNISHED IN THIS OFFERING MEMORANDUM.

EXHIBIT A

**PINK SHEETS LLC.
ISSUER'S CONTINUING DISCLOSURE
For the Period Ending 12/31/2009**

ITEM 1 EXACT NAME OF THE ISSUER AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICES.

Orbital Enterprises, Inc.
10320 Camino Santa Fe, Suite C, San Diego, California 92121

Item 2 Shares Outstanding.

Total number of outstanding shares as of 12/31/2009 was 14,220,427

ITEM 3 INTERIM FINANCIAL STATEMENTS

ORBITAL ENTERPRISES,
INC.
Consolidated Balance Sheet
For the Fiscal Year Ended 6/30/2007 and 6/30/2008 and
6/30/2009 and Six Month Ending 12/31/2009

	FY Ending <u>6/30/2007</u>	FY Ending <u>6/30/2008</u>	FY Ending <u>6/30/2009</u>	6 Mos. Ending <u>12/31/2009</u>
ASSETS				
Current Assets				
Cash	40	8,417	132,427	59,119
Accts .Receivable	0	59,981	19,026	19,007
Notes Receivable	0	259,291	259,291	259,291
Inventory	<u>0</u>	<u>269,551</u>	<u>182,333</u>	<u>183,740</u>
Total Current Assets	40	595,513	593,077	521,157
Fixed Assets				
Office Equipment	10,000	18,250	18,250	18,250
Computers	25,000	26,741	47,178	47,178
Video Equipment	70,000	70,000	70,000	70,000
Editing Equipment	45,000	45,000	45,000	45,000
Bd.Design & Protyp	105,000	182,511	182,511	182,511
Computer Programs	245,000	245,000	245,000	245,000
Autos & Trucks	0	86,136	86,136	86,136
Shop Equipment	0	7,863	7,863	29,383
Nascar Equipment	0	127,400	127,400	127,400
Less Accum. Depreciation	<u>0</u>	<u>-86,700</u>	<u>-119,020</u>	<u>-148,201</u>
Total Fixed Assets	500,000	895,601	710,318	702,657
Other Assets				
Deposits	0	41,000	41,000	41,000.
Lease Hold Improvements	0	52,203	52,203	52,203
Speech Phone Stock	<u>0</u>	<u>70,000</u>	<u>70,000</u>	<u>70,000</u>
Total Other Assets	<u>0</u>	163,203	163,203	163,203
Total Assets	500,040	1,654,317	1,466,598	1,387,017
LIABILITIES & STOCK HOLDERS EQUITY				
Current Liabilities				
Accts. Payable	0	33,272	21,316	51,633
Payroll Taxes Payable	0	66,176	53,531	52,198
Sales Tax Payable	0	1,021	1,252	877
Loans Payable	73,655	651,227	392,747	102,000
Notes Payable	<u>129,700</u>	<u>1,027,869</u>	<u>1,009,369</u>	<u>330,000</u>
Total Liabilities	203,356	1,779,565	1,478,215	536,708
Stockholder Equity				
Common Stock	1,072	1,254	1,536	14,220
Add.Paid In Capital	519,825	965,522	1,447,979	1,708,920
Accum.Deficit Prior Periods	<u>-104,315</u>	-224,213	-1,540,468	-1,461,132
Profit Current Period	-119,898	-1,316,237	79,336	51,593
Total Stockholder Equity	<u>296,684</u>	<u>-125,248</u>	<u>-11,617</u>	<u>850,309</u>
Total Liabilities & Stockholder Equity	500,040	1,654,317	1,466,598	1,387,017

ORBITAL ENTERPRISES, INC.
Consolidated Statement of Income for Periods
July 1,2006 through June 30,2009 and
Six Month Ending 12/31/2009

	Beginning Ending	Fiscal Year 7/1/2006 6/30/2007	Fiscal Year 7/1/2007 6/30/2008	Fiscal Year 7/1/2008 6/30/2009	6 Month Ending 12/31/2009
Sales		0	1,067,378	1,274,059	295,883
Cost of Sales		0	255,044	303,952	27,936
Gross Profit		0	812,334	970,107	267,947
Marketing & Admin Expenses					
Marketing Expense & Admin Expenses		0	1,035,124	670,252	11,230
Administrative		<u>119,898.00</u>	<u>821,324</u>	<u>220,519</u>	<u>214,100</u>
Total Marketing & Admin.Expenses		<u>119,898.00</u>	<u>1,856,448</u>	<u>890,771</u>	<u>225,330</u>
Profit Before Taxes		-119,898.00	-1,044,114	79,336	42,617
Tax Provisions		<u>0</u>	0	0	0
Interest Income		0.00	28,582	0	8,976
Net Profit (Loss-)		-119,898.00	-1,015,532	79,336	51,593

ORBITAL ENTERPRISES, INC.

Consolidated Statement of Cash Flows

For the Fiscal Years of 7/1/2006 to 6/30/2007 and 7/1/2007 to
6/30/2008 and 7/1/2008 to 6/30/2009 and
Six Month Ending 12/31/2009

	Beginning Ending	Fiscal Year 7/1/2006 6/30/2007	Fiscal Year 7/1/2007 6/30/2008	Fiscal Year 7/1/2008 6/30/2009	6 Months 7/1/2009 12/31/2009
Cash Flows from Operating Activities					
Net Profit (Loss)		119,896	(1,316,237)	79,336	51,593
Increase in Inventory		0	269,551	-87,218	1,407
Pur. of Equip.		0	395,601	0	21,520
Increase in Notes & Accounts Rec.		0	319,272	-40,955	-19
Inc .in Other Assets		0	163,203	0	0
Adjustment Between Periods		-66,410	0	0	0

Net Cash Used By Operating Activities	53,488	2,463,864	48,837	22,908
Cash Flows From Investment Activities				
Stock Sales & Paid In Surplus	4,492	966,776	485,247	1,723,140
Loans Payable	31,020	577,572	-258,480	-290,747
Notes Payable	13,500	898,169	-18,500	-679,369
Accts. Payable				28,789
Credit for stock conversion				
Total Cash From Investing Activities	49,012	2,457,214	208,267	781,813
Cash at Beginning of Period	4,516	40	8,417	132,427
Cash at End of Period	40	6,690	132,427	59,119

I Orbital Enterprises, Inc.
Statement of Shareholders' Equity
For the Period From 1/1/2007 through 9/23/2009
Unaudited

	Shares	Common Stock Value	Additional Paid in Capital	Accumulated During the Development Stage	Total
Balance January 1, 2005	677,940	\$678	\$15,727		\$16,405
Net (Loss) 2005				(\$104,315)	
Balance June 30, 2005	<u>677,940</u>	<u>\$678</u>	<u>\$15,727</u>	<u>(\$104,315)</u>	<u>(\$87,910)</u>
Net (Loss) 2006				(\$66,409)	(\$66,409)
Net (Loss) Prior Period					
Balance June 30, 2006	<u>677,940</u>	<u>\$678</u>	<u>\$15,727</u>		<u>(\$149,827)</u>
Stock Issued for Asset Acquisition	10,000,000	\$500	\$499,500		\$500,000
Stock Sold	24,422	\$24	\$4,468		\$4,492
Net (Loss) 2007				(\$119,898)	(\$119,898)
Balance, June 30, 2007	<u>10,702,362</u>	<u>\$1,072</u>	<u>\$519,825</u>		<u>\$296,685</u>
Stock Issued for Asset Acquisition	100,000	\$50	\$49,950		\$50,000
Stock Sold	1,154,815	\$1,154	\$394,330		\$395,484
Net (Loss) 2008				(\$1,015,537)	(\$1,015,537)
Balance June 30, 2008	<u>11,975,177</u>	<u>\$2,276</u>	<u>\$964,105</u>		<u>(\$272,974)</u>

Stock Issued for					
Asset Acquisition	0				0
Stock Sold	0	965,522			1,254
Net (Loss) Prior Period				(\$1,239,750)	(\$1,239,750)
Net Profit Current Period				\$9,201	\$9,201
Balance September 30,2008					(\$254,572)

Stock Issued for					0
Asset Acquisition					
Stock Sold	7,000	\$670	\$34,295		\$34,965
Net (Loss) Prior Period				(\$1,230,549)	(\$1,230,549)
Net Profit Current Period				(\$20,298)	(\$20,298)
Balance December 31, 2008	11,982,177	\$1,254			(\$249,106)

Stock Issued for					0
Asset Acquisition					
Stock Sold					0
Net (Loss) Prior Period				(\$1,250,847)	(\$1,250,847)
Net Profit Current Period				\$16,211	\$16,211
Balance March 31, 2009	11,982,177	\$1,924			(\$232,895)

Stock Issued for					
Asset Acquisition					
Stock Sold	1,546,000	\$1,546	\$482,457		
Net (Loss) Prior Period				(\$1,540,468)	(\$1,540,468)
Net Profit Current Period				\$79,336	\$79,336
Balance June 30, 2009	13,528,177				(\$11,617)

Stock Issued for					
Asset Acquisition					
Stock Sold					
Net (Loss) Prior Period					
Net Profit Current Period					\$21,268
Balance September 30, 2009	13,528,177	\$1,546			\$9,651

Stock Issued for					
Asset Acquisition					
Stock Sold	692,250				
Net (Loss) Prior Period				(\$1,461,132)	(\$1,461,132)
Net Profit Current Period					\$51,593
Balance December 31, 2009	14,220,427	\$14,220	\$1,708,920		\$850,309

ORBITAL ENTERPRISES, INC.

NOTES TO UNAUDITED FINANCIAL

STATEMENTS December 31, 2009

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING

POLICIES History

Orbital Enterprises, (the Company) was organized as Inter-Continental Services Corp., a Kansas corporation. On December 22, 2005, the Company changed its state of domicile to Nevada and changed its name to Orbital Enterprises. The Company was dormant from January, 2003, through June, 2005. On June 4, 2007, the Company reverse split its common stock 100 to 1 and on June 30, 2007, the Company acquired some of the assets of The Berlian Group, Inc., for 10 million shares of the Company's common stock. On July 15, 2008, the Company acquired 100 percent of Lareneg, Inc. dba General Electronics, of San Diego, California, in a stock exchange. On January 15, 2008, the Company acquired 100 percent of Media Masters of Las Vegas, Nevada, in a stock exchange.

All significant inter-company transactions have been eliminated in the preparation of these financial statements.

Cash and Cash Equivalents

For the purposes of the Statement of Cash Flow, the Company considers all short term debt to be cash equivalents. There was no cash paid for interest or income taxes during the periods.

Inventories

Inventories are valued at the lower of cost or market basis using the first end, first out method of costing.

Property and Equipment

Property and equipment are carried at cost. Maintenance repairs and renewals are expensed as incurred. Depreciation of property and equipment is provided for on a straight line basis over their estimated useful lives as follows:

Office Equipment	Five Years
Computers	Five Years
Video Equipment	Five Years
Editing Equipment	Five Years
Board Designs	Three Years
Computer Programs	Three Years

Warranty Reserves

The major components of the products the Company sells have passed through warranties from the component manufacturers. Accordingly, the Company has established a warranty reserve on all units sold of 2.5 percent of the gross selling price. Management intends to re-evaluate the reserves annually.

Income Taxes

At September 30, 2008, the Company had a net operating loss carried forward of \$1,461,132. As of December 31, 2009, the loss carried forward totals \$1,409,539.

There may be certain limitations on the Company's ability to utilize the loss carried forward in the event of a change of control, should that occur.

Use of Estimates

The preparation of financial statements in conformity with generally excepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Significant estimates used for the preparation of these financial statements are the value of fixed assets purchased and depreciable lives of the assets purchase. See Note 2.

NOTE 2- Purchase Agreements

On June 30, 2007, the Company entered into an Asset Purchase Agreement with The Berlian Group whereby the Company issued 10,000,000 shares of its common stock for selected assets. The management values these assets purchased and the share issue as follows:

Office Equipment	\$10,000	
Computers	25,000	
Video Equipment	70,000	
Editing Equipment	45,000	
Board Design & Prototypes	105,000	
Computer Programs Including		
Orbital Edge Program	45,000	
Frozen Nickel Programs	200,000	
Total Value of Stock Issued and Assets Purchased		\$500,000

The value established by management is a significant estimate used in the preparation of these financial statements and was made using values from recent used equipment auctions and brokers' publications of used equipment for sale for similar items.

In addition, the depreciable life assigned to these items (Note 1) is a significant estimate. The estimates are required by generally accepted accounting principles. Actual results could differ from these estimates.

On July 15, 2007, the Company entered into a stock purchase agreement to acquire 100 percent of the stock of Lareneg, Inc., dba General Electronics, a San Diego based television repair and electronics company for 330,000 shares of Orbital Enterprises, Inc., common stock.

On January 15, 2008, the Company entered into a stock purchase agreement to acquire 100 percent of the outstanding stock of Media Masters, Inc., a Las Vegas based television repair and installation company for 100,000 shares of Orbital Enterprises, Inc. common stock.

NOTE 3-EQUITY

Preferred Stock

The Company is not authorized to issue preferred stock and has no preferred stock outstanding.

Common Stock

At December 23, 2005, the Company had 75,000,000 common shares authorized with a par value of \$.001 per share. There are 14,220,427 shares outstanding on December 31, 2009.

NOTE 4-RELATED PARTIES

The Company has notes and loans payable to the major shareholder of the Company, The Berlian Group, Inc. The notes and loans payable were converted to common stock on December 31, 2009. The basis for the conversion is the average bid price for the stock for a 30 day period, prior to the conversion.

NOTE 5-COMMITMENTS

The Company leases approximately 6,000 square feet of a larger building at 6375 El Cajon Boulevard, Suite A, San Diego, California 92115. The lease is for a period of five years, starting September 1, 2007, to August 30, 2012, at a monthly rate of \$7,000 per month.

The Company has notes and loans payable to the following individuals:

<u>NOTE HOLDER</u>	<u>AMOUNT</u>	<u>INTEREST RATE</u>	<u>DUE DATE</u>
Nelsa Abana	\$30,000	9%	1-1-2012
Daryl Taylor	\$75,000	9%	1-1-2011
Craig Harper	\$100,000	9%	On Demand
Jim Flood	\$125,000	9%	On Demand
Roger Isorina	\$102,000	9%	On Demand

The Company has been successful in converting loans and notes payable to stock. Loans totaling \$190,747 were converted to stock and \$679,369 of notes were converted to stock.

The notes contain a provision that they may be converted to common stock at the option of the Company. The basis for the conversion is the average bid price for the stock for a 30 day period, prior to the conversion.

Item 4 Management's discussion and analysis or plan of operation.

Orbital Enterprises, Inc., is a diversified technology company, specializing in the communications industry. The Company has operations in maintenance and repair of electronic devices, web design and hosting, television broadcasting and video streaming and encryption technology. The Company operates a complete repair and service center at 6375 El Cajon Boulevard, San Diego, California 92115. The service center is staffed with six full-time technicians and a complete set of electronic testing equipment to repair the circuit boards of most electronic devices. The Company acquired this operation on July 15, 2007.

The Company has opened a television and filming studio using the trade name Orbital Edge. The studio is located at 10320 Camino Santa Fe, Ste C, San Diego, California, 92121. The studio owns state-of-the-art cameras, mixers and editing equipment. The Company produces television advertising, corporate videos, training films, and public relations films. The Company acquired this operation from The Berlian Group on June 30, 2007.

The Company's programming division has developed, and is developing, cutting edge programming for video streaming and encryption technology. This division also operates a web hosting and web design business. The Company also has software that is licensed to other users and software developers.

The products are sold by the management of the Company. The Company is not dependent on one or a few major customers. The Company does not have any patents, franchises, royalty agreements or labor contracts. The Company does not need any government approval of its principal products or services.

The Company has a 500 square foot office and 5,200 square foot repair shop facility at 6375 El Cajon Boulevard, San Diego, California, 92115. The repair shop is equipped with state-of-the-art electronic testing equipment to test and repair circuit boards, televisions, computers, and other electronic devices.

The Management has reduced expenses and concentrated on areas of its operations that are earning a profit during the last two quarters. This has resulted in a profit for the periods ending March 31, 2009, June 30,

2009, September 30, 2009 and December 31, 2009.

Item 5 Legal proceedings.

None

Item 6 Defaults upon senior securities.

None

Item 7 Other information.

None

Item 8 Exhibits.

None

Item 9 Certifications.

I, Robert N. Meyer, certified that:

- (1) I have reviewed the Issuer's Continuing Disclosure Statement of Orbital Enterprises
- (2) Based on my knowledge, this Disclosure Statement does not contain any untrue statement of material fact, or omit to state a material fact necessary to make the statements made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this Disclosure Statement and
- (3) Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this Disclosure Statement fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the period presented in this Disclosure Statement.

Date: February 25, 2010

/s/ Robert N. Meyer Robert

N. Meyer, President

I, Robert L. Cashman, certified that:

- (1) I have reviewed the Issuer's Continuing Disclosure Statement of Orbital Enterprises
- (2) Based on my knowledge, this Disclosure Statement does not contain any untrue statement of material fact, or omit to state a material fact necessary to make the statements made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this Disclosure Statement and
- (3) Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this Disclosure Statement fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the period presented in this Disclosure Statement.

Date: February 25, 2010

/s/ Robert L. Cashman

Robert L. Cashman, Chief Financial Officer

Subscription Documents for 505 Offering

ORBITAL ENTERPRISES, INC.

A Nevada Corporation

ORBITAL ENTERPRISES, INC.
A NEVADA CORPORATION
COMMON STOCK SUBSCRIPTION AGREEMENT

ORBITAL ENTERPRISES, INC.
10320 Camino Santa Fe, Ste C
San Diego, California 92121

The undersigned ("Subscriber"), on the terms and conditions herein set forth, hereby irrevocably submits this Subscription (the "Subscription") to ORBITAL ENTERPRISES, INC. a Nevada corporation (the "Company") for the purchase of _____ shares of common stock of the Company (the "Shares".)

1. Subscription for the Purchase of Shares.

1.1 Shares Being Offered for Sale. The Company is offering up to 5,000,000 shares of its common stock in a private offering (the "Offering"), on the terms and conditions described in that certain Private Placement Memorandum and/or Issuers' Initial Disclosure dated as of December 31, 2009 and the exhibits thereto (the "Memorandum") and in this Subscription Agreement. The purchase price of the shares is \$1.00 in cash. The Offering is being made only to persons who are "accredited investors" within the meaning of Rule 505 of Regulation D promulgated by the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act".)

1.2 Offer to Purchase. Subscriber hereby irrevocably offers to purchase a total of _____ of the shares being offered for sale in the Offering and tenders, herewith, the sum of _____ payable to the order of ORBITAL ENTERPRISES, INC. Subscriber recognizes and agrees that (i) this Subscription is irrevocable and, if Subscriber is a natural person, shall survive Subscriber's death, disability or other incapacity, and (ii) the Company has complete discretion to accept this Subscription, either in whole or in part, or to reject this subscription in its entirety and shall have no liability for any rejection, in whole or in part, of this Subscription. This Subscription shall be deemed to be accepted by the Company only when the Company executes the Subscription Agreement and only as to the number of shares set forth in the space provided on the signature page herein to evidence the action of the Company with respect to this Subscription.

1.3 Effect of Acceptance. Subscriber hereby acknowledges and agrees that (i) on the Company's acceptance of this Subscription, either in whole or in part, this agreement shall become a binding and fully enforceable agreement between the Company and the Subscriber as to the number of the shares for which this Subscription is accepted by the Company; and (ii) there is no minimum dollar amount of subscriptions for the purchase of shares in the offering that the Company must receive before it is entitled to accept this Subscription. As a result, on acceptance by the Company of this Subscription, Subscriber will become the record and beneficial holder of the number of shares of the Company's Common Stock for which this Subscription is accepted by the Company and the Company will be entitled to retain the purchase price of such shares, whether or not the Company is able to raise all of the funds it is seeking in the offering.

2. Representation as to Investor Status.

2.1 Accredited Investor. In order for the Company to sell the shares in conformance with state and federal securities laws, the following information must be obtained regarding Subscriber's investor status. Please **initial each item** applicable to you as an investor in the Company.

_____ (a) A natural person whose net worth, either individually or jointly with such person's spouse, at the time of Subscriber's purchase, exceeds \$1,000,000;

_____ (b) A natural person who had an individual income in excess of \$200,000, or joint income with that person's spouse in excess of \$300,000, in each of the two most recent years and reasonably expects to reach the same income level in 2010.

_____ (c) A bank as defined in Section 3(a)(2) of the Securities Act, or any Savings and Loan Association or other institution as defined in Section 3(a)(5)(A) of the Securities Act, whether acting in its individual or fiduciary capacity;

_____ (d) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended;

_____ (e) An Investment Company registered under the Investment Company Act of 1940 or a Business Development Company as defined in Section 2(a)(48) of that Act;

_____ (f) A Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301 (c) or (d) of the Small Business Investment Act of 1958;

_____ (g) An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self directed plan, with investment decisions made solely by persons that are accredited investors;

_____ (h) A private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

_____ (i) An organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, business trust, or partnership, not formed for the specific purpose of acquiring the shares, with total assets in excess of \$5,000,000;

_____ (j) A Director or Executive Officer of the Company;

_____ (k) A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the shares, whose purchase is directed by a sophisticated person who has such knowlEnterprises and experience in financial and business matters that such person is capable of evaluating the merits and risks of investing in the Company;

_____ (l) An entity in which all of the equity owners qualify under any of the above subparagraphs.

_____ (m) Subscriber does not qualify under any of the investor categories set forth in (a) through (l) above.

2.2 Net Worth. The term "net worth" means the excess of total assets over total liabilities. In calculating net worth, Subscriber may include the estimated fair market value of his or her principal residence as an asset.

2.3 Income. In determining individual "income," Subscriber should add to Subscriber's individual taxable adjusted gross income (exclusive of any spousal income) any amounts attributable to tax exempt income received, losses claimed as a limited partner in any limited partnership, deductions claimed for depletion, contributions to an IRA or Keogh retirement plan, alimony payments, and any amount by which income from long-term capital gains has been reduced in arriving at adjusted gross income.

2.4 Type of Subscriber. Indicate the form of entity of Subscriber:

- | | |
|---|---|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> General Partnership |
| <input type="checkbox"/> Revocable Trust | <input type="checkbox"/> Other Type of Trust (indicate type): _____ |
| <input type="checkbox"/> Other (indicate form of organization): _____ | |

(a) If Subscriber is not an individual, indicate the approximate date Subscriber entity was formed: _____

(b) If Subscriber is not an individual, **initial** the line below which correctly describes the application of the following statement to Subscriber's situation: Subscriber (i) was not organized or reorganized for the specific purpose of acquiring the shares and (ii) has made investments prior to the date hereof, and each beneficial owner thereof has and will share in the investment in proportion to his or her ownership interest in Subscriber.

_____ True _____ False

If the "False" box is checked, each person participating in the entity will be required to fill out a Subscription Agreement.

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2.5 Other Representations and Warranties of Subscriber. Subscriber hereby represents and warrants to the Company as follows:

(a) The shares are being acquired for Subscriber's own account for investment, with no intention of distributing or selling any portion thereof within the meaning of the Securities Act, and will not be transferred by Subscriber in violation of the Securities Act or the then applicable rules or regulations there under. No one other than Subscriber has any interest in or any right to acquire the shares. Subscriber understands and acknowledges that the Company will have no obligation to recognize the ownership, beneficial or otherwise, of the shares by anyone but Subscriber.

(b) Subscriber's financial condition is such that Subscriber is able to bear the risk of holding the shares that Subscriber may acquire pursuant to this agreement, for an indefinite period of time, and the risk of loss of Subscriber's entire investment in the Company.

(c) Subscriber has received, has read and understood and is familiar with the Company's Private Placement Memorandum, including, without limitation, the risk factors included therein (the "Memorandum") and this Subscription Agreement.

(d) The Company has made available all additional information which Subscriber has requested in connection with the Company and its representatives and Subscriber has been afforded an opportunity to make further inquiries of the Company and its representatives and the opportunity to obtain any additional information (to the extent the Company has such information or could acquire it without unreasonable effort or expense) necessary to verify the accuracy of information contained in the Memorandum or otherwise furnished by the Company to Subscriber.

(e) No representations or warranties have been made to Subscriber by the Company, or any representative of the Company, or any securities broker/dealer, other than as set forth in the Memorandum and this Subscription Agreement.

(f) Subscriber has investigated the acquisition of the shares to the extent Subscriber deemed necessary or desirable and the Company has provided Subscriber with any reasonable assistance Subscriber has requested in connection therewith.

(g) Subscriber, either personally, or together with his advisors (other than any securities broker/dealers who may receive compensation from the sale of any of the shares), has such knowledge and experience in financial and business matters that Subscriber is capable of evaluating the merits and risks of purchasing the shares and of making an informed investment decision with respect thereto.

(h) Subscriber is aware that Subscriber's rights to transfer the shares are restricted by the Securities Act, applicable state securities laws and the absence of a market for the shares, and Subscriber will not offer for sale, sell or otherwise transfer the shares without registration under the Securities Act and qualification under the securities laws of all applicable states, unless such sale would be exempt there from.

(i) Subscriber understands and agrees that the shares it acquires have not been registered under the Securities Act or any state securities act in reliance on an exemption for private offerings and that the Company has no obligation to effectuate any such registration. Subscriber further acknowledges that Subscriber is purchasing the shares without being furnished any offering literature or prospectus other than the Memorandum and this Subscription Agreement.

(j) Any certificate representing the shares will be endorsed with a restrictive legend similar to the following:

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE RESOLD, ASSIGNED, PLEDGED OR HYPOTHECATED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER SAID ACT OR AN OPINION OF COUNSEL SATISFACTORY TO THE ISSUER THAT REGISTRATION UNDER SAID ACT IS NOT REQUIRED.

(k) Subscriber also acknowledges and agrees to the following:

(i) an investment in the shares is speculative and involves a high degree of risk of loss of the entire investment in the Company; and

(ii) no public market exists and there is no assurance that any public market may ever develop either for the shares and that, as a result, Subscriber may not be able to liquidate Subscriber's investment in the shares should a need arise to do so.

(l) Subscriber is not dependent for liquidity on any of the amounts Subscriber is investing in the shares.

(m) Subscriber's address set forth below is his or her correct residence address.

(n) Subscriber has full power and authority to make the representations referred to herein, to purchase the shares and to execute and deliver this Subscription Agreement.

(o) Subscriber understands that the foregoing representations and warranties are to be relied upon by the

Company as a basis for the exemptions from registration and qualification of the sale of the shares under the federal and state securities laws and for other purposes.

The foregoing representations and warranties are true and accurate as of the date hereof and shall survive such date. If any of the above representations and warranties shall cease to be true and accurate prior to the acceptance of this Subscription, Subscriber shall give prompt notice of such fact to the Company by telegram, or facsimile or e-mail, specifying which representations and warranties are not true and accurate and the reasons therefor.

3. Indemnification. Subscriber acknowledges that Subscriber understands the meaning and legal consequences of the representations and warranties made by Subscriber herein and that the Company is relying on such representations and warranties in making the determination to accept or reject this Subscription. Subscriber hereby agrees to indemnify and hold harmless the Company and each employee and agent thereof from and against any and all losses, damages or liabilities due to or arising out of a breach of any representation or warranty of Subscriber contained in this Subscription Agreement.

4. Transferability. Subscriber agrees not to transfer or assign this Subscription Agreement, or any interest herein, and further agrees that the assignment and transferability of the shares acquired pursuant hereto shall be made only in accordance with applicable federal and state securities laws.

5. Market Stand Off. Subscriber agrees that if requested by the Company or the managing underwriter of any proposed public offering of the Company's securities Subscriber will not sell or otherwise transfer or dispose of any of the shares held by the Subscriber without the prior written consent of the Company and such underwriter during such period of time, not to exceed 180 days, following the effective date of the registration statement filed by the Company with respect to such offering, as the Company or the underwriter may specify.

6. Termination of Agreement; Return of Funds. In the event that for any reason this Subscription is rejected in its entirety by the Company, this Subscription Agreement shall be null and void and of no further force and effect, and no party shall have any rights against any other party hereunder. In the event that the Company rejects this Subscription either in whole or in part, the Company shall promptly return or cause to be returned to Subscriber any money tendered hereunder with respect to the shares as to which the Subscription is rejected, with interest.

7. Notices. All notices or other communications given or made hereunder shall be in writing and shall be delivered by registered or certified mail, return receipt requested, postage prepaid, or delivered by, facsimile or e-mail to Subscriber at the address set forth below and to the Company at the address set forth on the first page of this agreement or at such other place as the Company may designate by written notice to Subscriber.

8. Amendments. Neither this Subscription Agreement nor any term hereof may be changed, waived, discharged or terminated except in a writing signed by Subscriber and the Company.

9. Governing Law. This Subscription Agreement and all amendments hereto shall be governed by and construed in accordance with the laws of the State of California.

10. Headings. The headings in this Subscription Agreement are for convenience of reference, and shall not by themselves determine the meaning of this Subscription Agreement or of any part hereof.

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INDIVIDUALS

Dated: _____

Signatures: _____

Name (Please Print): _____

Residence Address: _____

Phone #: _____

Social Security Number: _____

Acceptance or Rejection of Subscription [Appropriate Box to be Checked]

Accepted for all of the shares subscribed for

Accepted as to _____ shares, and rejected as to the remaining shares
subscribed for

Rejected in its entirety

ORBITAL ENTERPRISES, INC
a Nevada corporation

Date: _____

By: _____

Robert N. Meyer
President

CORPORATIONS, PARTNERSHIPS, TRUSTS OR OTHER ENTITIES

Name of Purchaser (Please Print) _____

Dated: _____

By: _____

Name (Please Print) _____

Title: _____

Address: _____

Phone #: _____

Taxpayer ID Number: _____

Acceptance or Rejection of Subscription [Appropriate Box to be Checked]

Accepted for all of the shares subscribed for

Accepted as to _____ shares, and rejected as to the remaining shares subscribed
for

Rejected in its entirety

ORBITAL ENTERPRISES,
INC. a Nevada corporation

Date: _____

By: _____

Robert N. Meyer
President