

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 8, 2022

LEGACY EDUCATION ALLIANCE, INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-55790
(Commission
File Number)

39-2079974
(IRS Employer
Identification No.)

1490 N.E. Pine Island Road, Suite 5D
Cape Coral, Florida
(Address of principal executive offices)

33909
(Zip Code)

Registrant's telephone number, including area code: **(239) 542-0643**

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Item 1.01 Entry Into A Material Agreement.

The information set forth in Item 2.03 is incorporated by reference into this Item 1.01.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On July 8, 2022, Legacy Education Alliance, Inc. (the “Company”) borrowed \$100,000 (the “Loan”) from ABCImpact I, LLC, a Delaware limited liability company (the “Lender”), evidenced by a 10% Convertible Debenture (the “Debenture”). Pursuant to the Debenture, the Lender has the option to loan up to an additional \$4,850,000 to the Company.

The Lender is a recently-formed entity in which an affiliate of Barry Kostiner, the Company’s Chief Executive Officer and sole director, has a non-controlling passive interest. The Lender previously loaned \$50,000 to the Company pursuant to a convertible debenture substantially similar to the Debenture.

The maturity date of the Debenture is the earlier of 12 months from the issue date and the date of a Liquidity Event (as defined in the Debenture), and is the date upon which the principal and interest shall be due and payable. The Debenture bears interest at a fixed rate of 10% per annum. Any overdue accrued and unpaid interest shall entail a late fee at an interest rate equal to the lesser of 18% per annum or the maximum rate permitted by applicable law, which shall accrue daily from the date such interest is due through and including the date of actual payment in full.

The Company intends to use the net proceeds from the Loan for general corporate purposes and working capital.

The then outstanding and unpaid principal and interest shall be converted into shares of Company common stock and an equal number of common stock purchase warrants at the option of the Lender, at a conversion price per share of \$0.05, subject to adjustment (including pursuant to certain dilutive issuances) pursuant to the terms of the Debenture. The Debenture is subject to a beneficial ownership limitation of 4.99% (or 9.99% in the Lender’s discretion).

The Company may not prepay the Note without the prior written consent of the Lender.

The Note contains customary events of default for a transaction such as the Loan. If any event of default occurs, the outstanding principal amount under the Debenture, plus accrued but unpaid interest, liquidated damages and other amounts owing through the date of acceleration, shall become, at the Lender’s election, immediately due and payable in cash at the Mandatory Default Amount. “Mandatory Default Amount” means the sum of (a) the greater of (i) the outstanding principal amount of the Debenture, plus all accrued and unpaid interest, divided by the conversion price on the date the Mandatory Default Amount is either (A) demanded or otherwise due or (B) paid in full, whichever has a lower conversion price, multiplied by the VWAP (as defined in the Debenture) on the date the Mandatory Default Amount is either (x) demanded or otherwise due or (y) paid in full, whichever has a higher VWAP, or (ii) 130% of the outstanding principal amount of the Debenture, plus 100% of accrued and unpaid interest hereon, and (b) all other amounts, costs, expenses and liquidated damages due in respect of the Debenture.

The Warrant has an exercise price per share of \$0.05, subject to adjustment (including pursuant to certain dilutive issuances) pursuant to the terms of the Warrant. The exercise period of the Warrant is for five years from the issue date.

The exercise of the Warrant is subject to a beneficial ownership limitation of 4.99% (or 9.99%) of the number of shares of common stock outstanding immediately after giving effect to such exercise.

The shares underlying the Debenture and the Warrants have “piggy-back” registration rights afforded to them.

The foregoing is a brief description of the Debenture and the Warrant, and is qualified in its entirety by reference to the full text of the Debenture and the Warrant, copies of which are included as Exhibit 10.1 to this Current Report on Form 8-K, each of which are incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On July 14, 2022, the Company issued a press release to announce that it has released a presentation highlighting its focus on impact investing, including a proposed investment in Monarch Health Inc.

The press release and presentation, which are furnished as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K, are incorporated herein by reference. The contents of this Item 7.01 and Exhibits 99.1 and 99.2 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information in this Item 7.01 (including Exhibits 99.1 and 99.2).

Item 9.01 Financial Statements and Exhibits.

Exhibit	Description
99.1	Press Release
99.2	Company Presentation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LEGACY EDUCATION ALLIANCE, INC.

Date: July 14, 2022

By: /s/ Barry Kostiner

Name: Barry Kostiner

Title: Interim Chief Executive Officer



Legacy Education Alliance Announces Impact Investment Focus

CAPE CORAL, Fla.— 14 July 22 — Legacy Education Alliance, Inc. (OTCQB: LEAI), has released a presentation highlighting its focus on impact investing, including a proposed investment in Monarch Health Inc.

Barry Kostiner, Chairman and CEO of Legacy Education remarked, “Legacy Education is realizing an opportunity to provide its platform products and services to local communities in partnership with leading professional athletes in their desires to provide access to life skill and educational mentorship, products and services in their hometowns. This new and exciting model, still under development, is a departure from the Rich Dad, Poor Dad branding of Robert Kiyosaki and previously announced planned relationship with Cris Carter, which is no longer being pursued. We are intending to diversify Legacy Education’s platform with a wide variety of influencers, local leadership and pro athletes, and to expand Legacy’s national reach and active local community engagement. In addition to the focus on our affordable, accelerated degree completion business, we are aiming to provide resources to meet the different needs along each individual’s life journey, including career guidance, financial literacy education, entrepreneurship, real estate and investment training.”

Andrew McDonald, Vice President of Legacy, remarked “The national crises of addiction in America is destroying communities and affecting families of all backgrounds. Unfortunately, substance abuse detox programs typically have recidivism in excess of 90%. While detox is a critical, life-saving service, it needs to be wrapped with ongoing mentoring and educational services to reset the individual’s trajectory on an upward path. Legacy is pursuing an investment in Monarch Health’s detox business, and working to leverage our platform of products and services to go beyond detox towards long-term stability and success.

Monarch Health has assembled a world class operations and medical management team with industry leading expertise in substance abuse and addiction treatment. Their business plan leverages underutilized hospital beds to provide substance abuse detox services for Medicare, Medicaid and veteran patients. Partnering with hospitals to “Airbnb” their unused hospital beds, allows for the use of the hospital’s infrastructure while avoiding the tremendous costs and responsibility of managing facilities and billing, thus enabling the opportunity to achieve substantial profits at a low price point. Legacy believes that this business strategy has explosive potential, where the detox industry has struggled to profitably meet the needs of minority and underserved communities, especially Medicare, Medicaid and veteran patients. Monarch Health has existing relationships with a very substantial network of underutilized regional and critical access hospitals located throughout the country. The investment in Monarch by Legacy Education is subject to the negotiation and execution of definitive documentation, closing conditions, as well as Board approval from both companies.



Barry Kostiner added “I am delighted to have Andrew join Legacy. He is an exceptional and inspiring entrepreneur that shares our vision of transforming Legacy Education. We are actively engaged in rebuilding our live events focused on real estate investments education and training, in addition to Legacy Degree. The current universe of online students in America is approaching 3M and rapidly growing — if we assume we can meet a 5% market penetration, our revenue could exceed \$1B / year, while still being one of the lowest cost paths to accredited degree completion, with an estimated 40% net margin that we believe far exceeds all of the EdTech unicorns. We believe in building businesses that have a clear path to providing not only valuable services that positively impact society, but also profitability. The EdTech world is led by companies that we believe do not meet these criteria. We are committed to delivering value to our students, investors, employees and communities.”

Additional Information:

1. Legacy Education Presentation: Introducing Impact Investing Focus: Transforming EdTech Platform to Serve Disadvantaged Communities, from Degree Completion to Social Housing and Substance Abuse Recovery Solutions
<https://ir.legacyeducationalliance.com/presentations>
2. LinkedIn Posts: <https://www.linkedin.com/in/barry-kostiner/recent-activity/shares/>

Investor Relations Contact:

Barry Kostiner
(239) 542-0643
info@legacyea.com

Corporate Website: www.legacyeducationalliance.com

Education Website: www.legacyeducation.com

About Legacy Education Alliance Inc.

Legacy Education Alliance, Inc. (OTCQB: LEAI) provides online degree completion programs and practical, high-quality, and value-based educational training on personal finance, entrepreneurship, investing and real estate investing strategies and techniques. Legacy Education has transitioned to focusing on impact investing and providing education and career resources to underserved communities, in addition to serving its established customer base.

Forward-Looking Statements

Certain statements made in this press release may involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplate,” “believe,” “estimate,” “predict,” “potential,” “would” or “continue” or the negative of these terms or other similar expressions. All statements other than statements of historical facts contained in this press release are forward-looking statements. Any forward-looking statements are based on current expectations that involve numerous risks and uncertainties. Our plans and objectives are based, in part, on assumptions and judgments with respect to, among other things, the results projected from the introduction and roll-out of new brands, products and services, expansion into new geographic markets, and combinations with third parties; our ability to satisfy Nasdaq listing requirements and otherwise uplist to Nasdaq; the successful acquisition and operation of complementary and new business lines; the success of entering into, and the success of, joint ventures and other collaborations with third parties, including entering into and growing a proposed investment in Monarch Health Inc. on terms and conditions satisfactory to our company; our success in raising capital for operations and to implement our business plan, strategy and initiatives; the development of ecommerce capabilities; projections of international growth; projected profitability; our ability to address or manage corruption concerns in certain locations in which we operate; our ability to address and manage cyber-security risks; our ability to protect our intellectual property, on which our business is substantially dependent; our ability to manage our relationships with credit card processors; our expectations regarding the impact of general economic conditions on our business; and the effects of the COVID-19 pandemic on the global and national economies and on our business operations and financial results. Our assumptions used for the purposes of the forward-looking statements represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances, including the development, acceptance and sales of our products and our ability to raise additional funding sufficient to implement our strategy. Such forward-looking statements involve assumptions, known and unknown risks, uncertainties, and other important factors that could cause the actual results, performance or our achievements, or industry results, to differ materially from historical results, any future results, or performance or achievements expressed or implied by such forward-looking statements. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this press release. Important factors that could cause our actual results to differ materially from those expressed as forward-looking statements are set forth in certain of our filings with the Securities and Exchange Commission. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this press release, whether as a result of any new information, future events, changed circumstances or otherwise.



Introducing

LEGACY

Education Alliance, Inc.

Impact Investing Focus: Transforming EdTech Platform to Serve Disadvantaged Communities,
from Degree Completion to Social Housing and Substance Abuse Recovery Solutions

OTCQB: LEAI
July 2022

Websites

legacyeducationalliance.com	legacydegree.com	myeliteportal.com
club.legacyeducation.com	legacyopenlibrary.org	youtube.com/EliteLegacyEducation

FORWARD LOOKING STATEMENT

This presentation has been prepared by Legacy Education Alliance, Inc. (the "Company") and includes information from sources believed by management to be reliable. No representation or warranty, express or implied, is made as to the accuracy or completeness of any of the information set forth herein. The information contained herein is as of the date hereof and is subject to change, completion or amendment without notice. This presentation contains statements, estimates and projections with respect to the anticipated future performance of the company that may be deemed to be "forward-looking statements". These statements, estimates and projections reflect various assumptions made by the Company concerning anticipated results, which may or may not prove to be correct. All statements contained in the presentation that address operating performance, future direction, management and control of company, events or developments that are expected to occur in the future (including statements related to earnings, expectations, sales, investments, partnerships and collaborations, capital expenditures, or statements expressing general optimism about future operating results) are forward-looking statements. Statements preceded by, followed by or that otherwise include the words "believe," "anticipate," "estimate," "expect," "intend," "plan," "project," "prospects," "outlook," and similar words or expressions, or future or conditional verbs such as "will," "should," "would," "may," and "could" are generally forward-looking in nature and not historical facts. Actual results could differ materially from those reflected in the forward-looking statements contained herein as a result of a variety of factors, many of which are beyond the Company's control. Factors that could cause actual results result to differ materially from those described include, without limitation, those factors disclosed under "Risk Factors" in our Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") on March 31, 2022 for the year ended December 31, 2021. This presentation is qualified in its entirety by our filings with the SEC, which contain more complete information about the Company and the risks involving our company. For additional risks and uncertainties that could impact the Company's forward-looking statements, please see the Company's Form 10-K, filed on March 31, 2022, which the Company has filed with the SEC and which may be viewed at <http://www.sec.gov>. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. This presentation does not constitute an offer to sell or a solicitation of an offer to buy any security.

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OTC: LEAI

VISION AND MISSION: Legacy Education

Inspire, Motivate & Deliver

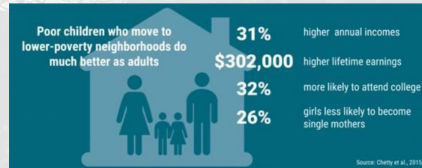
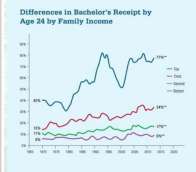
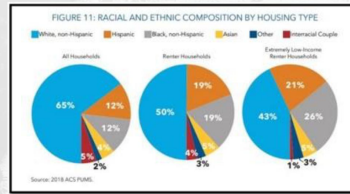


FAMILY OFFICE EXPERIENCES

Through the network of Family Office Experiences we are seeking engagement with successful business leaders committed to building an army of mentors to bring generational wealth to the under served.

Through the Legacy Education platform, impact investors can dramatically uplift families and communities with relatively small investments.

For many veterans, the formerly incarcerated, foster children, and those recovering from mental health and substance abuse issues, the path to success will start with the education and mentoring products and services we aim to provide.



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MARKETING FUNNEL

Leveraging Athlete Branding to Deliver on Vision and Mission

STADIUM EVENTS

Sports Education
Legacy Degree
Social Housing
Entrepreneur Training

Products:

- *Credit Repair*
- *Financial Literacy*
- *Salon Franchising*
- *Trading*
- *Real Estate Investment*



ATHLETE BRANDING

With athletes as our
Visionary and Brand Leaders:

We aim to leverage partnerships
with non-profits and government
agencies to maximize
engagement with underserved
communities while minimizing
digital marketing costs.

With a broad spectrum of
products and services being
assembled, we anticipate
fulfilling needs and maximizing
profits in diverse communities.

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CONNECT

Sports Education as a Conduit to Life Skills and Continued Education

Each year, there are roughly 180,000 athletic scholarships available for the NCAA's D-I and D-II schools. The NCAA requires that a student-athlete meet certain academic requirements in high school, before becoming eligible for an athletic scholarship

The average career of an NFL player is 3.3 years. To succeed in life, athletes need financial skills and an education and career path to support their families for many years beyond their NFL career.

Fewer than 2 percent of NCAA student-athletes go on to be professional athletes, and even fewer become athletes with full careers. In reality, most student-athletes depend on academics to prepare them for life after college. Education is important. There are more than 460,000 NCAA student-athletes, and most of them will go pro in something other than sports.



TARGET MARKET DEMOGRAPHICS:

HIGH SCHOOL
JUNIOR COLLEGE
VOCATIONAL SCHOOLS
PARENTS

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OTC: LEAT

LEGACY DEGREE

Business Strategy

COST AND TIME LEADER

Hybrid online education.
"4 year" degree for under \$10,000
in less than 18 months.

BUILD COMMUNITY TO FACILITATE SUCCESS

Establish network of tutors,
career guidance counselors,
and marketers to give students
video and in-person guidance.

FOCUS ON CAREER PATH AND LIFE GOALS

Partner with professional programs
such as accounting, social work,
abuse counseling, and nursing.

Illustration: GOODWILL MISSION

Goodwill® works to enhance the dignity and quality of life of individuals and families by strengthening communities, eliminating barriers to opportunity, and helping people in need reach their full potential through learning and the power of work.

DEGREE COMPLETION PLATFORM

Legacy is building its online degree business in partnership with Coopersmith Career Consulting, with over 15,000 students having completed their degrees and career plans

TARGET FOR TOP LINE REVENUE

5% online degree market share (150k students / year) would generate top line revenue in excess of \$1 bn / year

A COST LEADER

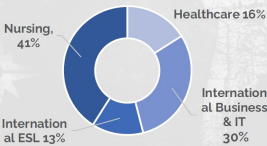
At approximately \$10k or less for a full Bachelor's degree, we are a cost leader

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STRATEGIC INVESTMENT OPPORTUNITY

Brick and Mortar Vocational Schools

- We are targeting investments in brick and mortar vocational schools, and have initially identified a prospective acquisition with 8 locations
- Campus locations: Chicago IL (2), Naperville IL, Evergreen Park IL, Florence KY, Columbus OH, Canton OH, Parma Heights OH
- Offers programs in Nursing, Allied Health, Business & IT and ESL
- Offers Hybrid and Online programs
- Average enrollment – 1,520 students
- Partnered with prominent hospitals – U of Chicago Medicine, Advocate Aurora, Rush etc.
- Generated \$22.5M in aggregate Revenue in 2021
- Net Operating Income \$2.1M in 2021
- Total value \$23.4M



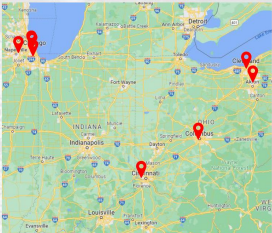
By investing and partnering with brick and mortar vocational schools focused on healthcare, we can maximize our ability to deliver career focused education.

We believe that online courses paired with practical training is the lowest cost approach to training our future healthcare providers

Enrollment by Program

Program	Number of Students
Nursing	627
Healthcare	462
Business & IT	231
ESL	200

LOCATIONS



GROWTH OPPORTUNITIES

- Generate additional \$27mil in Gross Annual Revenue and additional \$9mil in Net Operating Income in five (5) years from current locations
- Expansion to additional Locations in Lexington KY, Louisville KY, Youngstown OH, Dayton OH and Toledo OH
- Add new programs in Physical Therapy, Dental Hygiene and Computer Science

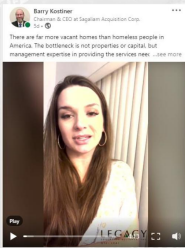
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IMPACT INVESTING STRATEGY

Social Housing

There are far more vacant homes than homeless people in America. The bottleneck is not properties or capital, but management expertise in providing the services needed by veterans, children aging out of the foster care system, and people who were formerly incarcerated or recovering from mental health issues and substance abuse.

We aim to raise \$1 billion to invest in social housing to both help under served communities and create profits for our shareholders. "Impact Investing" and "Doing Well by Doing Good" are not just phrases. By working with family offices and hedge funds we expect to deploy capital and business expertise to go beyond charity.

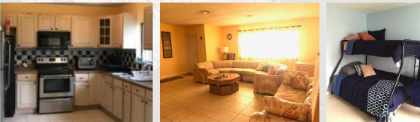


LinkedIn Post

Before



After



Our First Planned Project

Our first planned project is a property with over 500 homes near Birmingham, AL. The acquisition benefits from local government support

By working with local service and government organizations, we would seek to transform this to a social housing project and increase revenues by 200 – 400%

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STRATEGIC INVESTMENT

Affiliate Investment Vehicles

ILLUSTRATIVE INVESTMENTS:

- Social Housing: \$10 mm initial investment fund
 - Initial focus: Ohio, Georgia and Florida
- Internal hedge fund: \$10 mm initial investment
 - Managed by former Goldman / Merrill / Millennium portfolio manager
- Vocational Colleges: \$5 mm initial investment
- Public real estate investment vehicle: \$100+ mm
- Open ended opportunistic investment platform

Through relationships with FOE and the Legacy Education network, Legacy's infrastructure can be leveraged to partner with employees and students to close real estate and financial investments

INVESTMENT PLATFORM

Vehicles: SPACs, Public REITs, Hedge Fund, Venture Capital

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APPENDIX

Legacy Education: Platform and Background

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EDUCATION INFRASTRUCTURE PLATFORM

Building on 25-year investment in people and systems

PEOPLE

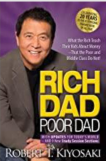
With a 20 person core team and Philippines call center we can rebuild a global education business,

But this time focus on profitability and digital delivery

SYSTEMS

Legacy has invested over \$10 mm in Oracle Netsuite ERP software infrastructure to manage over \$800 mm in sales

Year	North America				Other Foreign		Markets Rich		Total	Royalties Paid
	North America		UK		Markets Rich		Markets Rich			
	Revenue	Percentage	Revenue	Percentage	Revenue	Percentage	Revenue	Percentage		
2014	\$ 74.2	96.3%	\$ 8.1	49.7%	\$ 0.8	23.0%	\$ 83.1	\$ 6.3		
2015	59.7	92.2%	7.1	40.8%	0.5	9.0%	67.3	5.5		
2016	51.0	87.8%	5.4	30.5%	10.2	76.8%	66.6	4.2		
2017	50.5	88.4%	4.3	20.2%	15.7	82.1%	70.5	4.7		
2018	44.6	84.1%	5.1	83.7%	19.3	97.2%	69.0	3.4		
2019	43.5	79.9%	5.5	84.6%	16.9	100.0%	65.9	3.4		
2020	18.9	71.6%	0.7	87.5%	0.7	46.7%	19.3	-		
2021	2.5	50.0%	1.8	66.7%	-	0.0%	4.3	-		
Total	\$ 342.9		\$ 36.0		\$ 64.1		\$ 443.0	\$ 27.6		



Basic and Advanced Level Trainings Courses Are Delivered Via:
Live Classroom Live Online On-Demand 1-on-1 Mentoring & Coaching



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MANAGEMENT AND INVESTMENT LEADERSHIP

Structured Investments

Barry J. Kostiner

In his role as Senior Director of Structured Investments for Family Office Experiences, Barry Kostiner is focused on impact investing and partnering with family offices on the origination of Nasdaq investment vehicles. Areas of focus include real estate, energy and Africa.

Mr. Kostiner serves as the CEO of Legacy Education Alliance, Inc. (OTCQB: LEAI). Legacy Education has had cumulative education revenues in excess of \$500 million over the past decade, prior to the Covid-19 pandemic. Additionally, Mr. Kostiner is serving as the CEO of Sagaliam Acquisition Corp (Nasdaq: SAGAU) and worked with EF Hutton to raise \$115 mm to fund the IPO in December 2021.

Legacy Education provides online degrees and practical, high-quality, and value-based educational training on personal finance, entrepreneurship, trading and real estate investing strategies and techniques. Legacy Education has transitioned to focusing on impact investing and providing education and career resources to underserved communities, in addition to serving its established customer base.

Previous experiences include restructuring of a Nasdaq global SAP IT services company, the Nasdaq listing of a cannabinoid pharma company, data analytics for nursing homes and advising an Indian AI incubator. Mr. Kostiner's 20-year career in energy includes eight years at Goldman Sachs and Merrill Lynch and their affiliates, with a focus on energy trading and portfolio management, as well as serving as the CEO of an oil & gas SPAC.

Mr. Kostiner earned a Bachelor's of Science degree in Electrical Engineering with a minor in history, and a Master's of Science in Operations Research from MIT. His thesis on the mathematics of electric industry deregulation was sponsored by Harvard's Kennedy School of Government.

legacyeducationalliance.com

Future



Foundations



GUIDANCE AND INSPIRATION

Andrew E. McDonald

A natural-born networker, entrepreneur, salesman and seeker, Andrew brings more than 20 years of multi-sector entrepreneurship and real estate experience to Legacy Education and Family Office Experiences. With a passion for helping others and a gift for identifying opportunity and potential, he is uniquely suited to bring out the highest values in investments.

Andrew has helped to form, launch and scale numerous businesses in a variety of industries. He has worked extensively with leaders of industry, A-list celebrities and a broad range of family offices as a trusted advisor.

Through his leadership role in Family Office Experiences, Andrew is partnering with some of the most significant global investors to create new paradigms for impact investing.

Andrew's journey has been anything but static. His life experience reflects common threads in a remarkable story — his commitment to demonstrating and inspiring peak performance and his passion to help people fulfill their dreams. His interest in real estate and entrepreneurship began in grade school, and upon his arrival in the arena, he quickly exhibited his competitive edge — the unique brand that has become his trademark.

theandrewmcdonald.com



Laguna Beach mansion selling for \$14 million created by designer of Qatar palace



Robert Herjavec has found his latest investment in Newport Beach.

The businessman and "Shark Tank" star has purchased a waterfront home through a trust for \$7.95 million.

LEGACY
EDUCATION ALLIANCE, LLC
OTC: LEAI

VALUATION VISION: EdTech / Legacy Degree

Generating Profits in a Cash Burn World

EdTech comps have high valuations with negative earnings.
Legacy Education is confident it's profit model is poised to dominate.

	2021					2020				
	Coursera COUR	Amsite AMST	Aspen ASPU	2U TWOU	Udemy UDMY	Coursera COUR	Amsite AMST	Aspen ASPU	2U TWOU	Udemy UDMY
Revenue	415,287,000	674,580	67,812,520	945,682,000	518,157,000	293,511,000	59,749	49,061,080	774,533,000	429,899,000
Gross Profit	249,533,000	674,580	52,537,389	676,317,000	282,133,000	154,665,000	59,749	39,421,758	540,714,000	220,646,000
GM %	60%	100%	77%	72%	54%	53%	100%	80%	70%	51%
Operating Costs	392,596,000	8,648,592	58,028,529	843,755,000	357,540,000	221,248,000	4,142,133	42,240,099	710,549,000	294,026,000
Op Income	(143,063,000)	(7,974,012)	(5,491,140)	(167,438,000)	(75,407,000)	(66,583,000)	(4,082,384)	(2,818,341)	(169,835,000)	(73,380,000)
EBITDA %	-34%	-1182%	-8%	-18%	-15%	-23%	-6833%	-6%	-22%	-17%
Total Assets	958,910,000	12,476,833	80,806,906	2,109,006,000	739,851,000	417,624,000	5,704,673	66,239,511	1,544,264,000	282,096,000
Stockholder's Equity	741,513,000	11,735,090	49,090,474	829,155,000	392,200,000	(221,824,000)	2,999,896	41,747,957	940,990,000	(260,685,000)
Net Tangible Assets	731,422,000	10,422,447	30,939,076	(670,907,000)	345,903,000	(232,394,000)	1,722,799	24,612,107	206,090,000	(274,698,000)
Share Price (11 feb 22)	19.7	0.825	1.27	9.03	13.18					
Shares Outstanding	93,650,000	21,990,000	25,030,000	75,750,000	138,940,000					
Mkt Cap	2,770,000,000	18,138,000	31,794,000	684,065,000	1,831,000,000					
Rev Multiple (Annualized)	6.67	26.89	0.47	0.72	3.53					
Op Income Multiple	Neg	Neg	Neg	Neg	Neg					
Employees	779	22	398	3,772	1,131					
Revenue / Employee	533,103	30,663	170,383	250,711	458,141					

We believe in building businesses that have a clear path to providing not only valuable services that positively impact society, but also profitability.

The EdTech world is led by companies that do not meet these criteria. We are committed to delivering value to our students, investors, employees and communities.



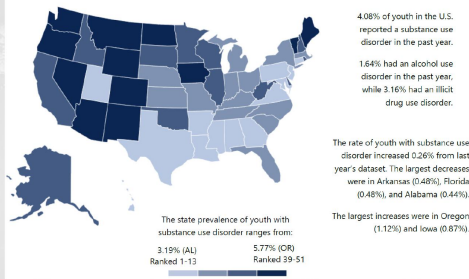
APPENDIX

Introducing: Monarch Health

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VISION AND MISSION: Substance Abuse

Youth With Substance Use Disorder in the Past Year



Source: The State of Mental Health in America 2022

Figure 7: Estimates of Treatment Spending at U.S. Specialty Hospitals for Mental and Substance Use Disorders (\$ in bins)



Source: SAMHSA, Civil Rights

Figure 8: Estimates of Treatment Spending at U.S. Substance Abuse Centers for Mental and Substance Use Disorders (\$ in bins)

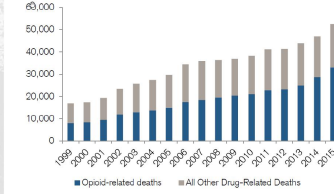


Source: SAMHSA, Civil Rights

Substance Abuse Epidemic Facts

America is facing a growing substance abuse and addiction crisis. Drug use is on the rise with 23.5 million Americans over the age of 12 addicted to alcohol and/or drugs. According to the Centers for Disease Control (CDC), more than 70,000 American died from drug overdose in 2017. That's almost 200 people dying every day, more than gun-related homicides and car accidents combined, and that is only drug abuse, not including alcohol-related death.

Figure 9: Opioid and Other Drug-Related Deaths (1999-2015)



Source: Credit Suisse, Centers for Disease Control and Prevention

Our proposed investment and partnership with Monarch Health is part of our commitment to helping everyone get on a path of success, even those who have been hit the hardest in life, and have suffered from the destruction of substance abuse. We are looking to help rebuild communities, families and individuals. Every soul is precious and can be a champion.

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MEETING THE NEED: Opioid Crisis

Partnering with Monarch Health to build out
Alcohol and Substance Abuse Detox Stabilization Units



Monarch's strategy of partnering with hospitals to transform vacant beds in the service of combatting the opioid crisis is a powerful pillar in Legacy Education's mission of using impact investing to help underserved communities succeed.

Unfortunately, Monarch's business is recession proof – people turn to drugs in times of plenty and times of scarcity.

Monarchdetox.com

Strategy and Implementation

There are thousands of hospitals across the country with vacant beds, while the opioid epidemic is exploding.

This is directly analogous to our social housing strategy of using vacant homes to meet the housing needs of multiple distressed populations including veterans, foster children and those recovering from substance abuse.

Each contracted hospital bed generates over \$120k / year in gross revenue. The typical facility will have 12 to 18 beds. Monarch receives its revenues from the hospitals. The hospitals are responsible for all billing, including Medicaid, Medicare, Veterans & private insurance reimbursement.

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MONARCH HEALTH FINANCIAL MODEL

Low operational intensity allows rapid growth with high margins

	H2 22	H1 23	H2 23	H1 24	H2 24	H1 25	H2 25	H1 26	H2 26	H1 27	H2 27	H1 28	H2 28	H1 29
New Hospitals	2	2	2	2	2	2	2	2	2	2	2	2	2	
Steady State Hospitals		2	4	6	8	10	12	14	16	18	20	22	24	26
Revenue	720,000	2,160,000	3,600,000	5,040,000	6,480,000	7,920,000	9,360,000	10,800,000	12,240,000	13,680,000	15,120,000	16,560,000	18,000,000	18,720,000
CapEx	700,000	700,000	700,000	700,000	700,000	700,000	700,000	700,000	700,000	700,000	700,000	700,000	700,000	-
Corporate Executives	3	5	5	5	8	8	8	8	8	8	8	8	8	8
Corporate Non-Executives	2	5	5	5	10	10	10	15	15	15	20	20	20	20
Corporate Compensation	480,000	900,000	900,000	900,000	1,560,000	1,560,000	1,560,000	1,860,000	1,860,000	1,860,000	2,160,000	2,160,000	2,160,000	2,160,000
SEC Filings / Accounting	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Office, Travel	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Insurance	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Hospital Operations Overhead	720,000	1,440,000	2,160,000	2,880,000	3,600,000	4,320,000	5,040,000	5,760,000	6,480,000	7,200,000	7,920,000	8,640,000	9,360,000	9,360,000
Net Income	(1,480,000)	(1,180,000)	(460,000)	260,000	320,000	1,040,000	1,760,000	2,180,000	2,900,000	3,620,000	4,040,000	4,760,000	5,480,000	6,900,000

As a result of low incremental operating costs after the first 6 beds in each hospital, Monarch is expecting to achieve explosive growth and a net margin in excess of 40%.

After demonstrating the success of this model, a Nasdaq IPO with a market cap of \$100 mm within 18 to 24 months from launch is a conservative scenario.

Our goal is to reach a market cap in excess of \$300 mm within 5 years.

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MANAGEMENT LEADERSHIP

Chief Executive Officer

Harlan B. Lyons

Prior to joining as Monarch Health's Chief Executive Officer, Harlan has been building and instilling visionary leadership into startups and corporations for more than 25 years. During his illustrious career, he has negotiated key customer agreements with Fortune 500 companies including IBM, Microsoft, Radio Shack, Avnet, Conoco-Phillips and Toshiba. He has worked for various healthcare, telecommunications and technology companies and was successful in implementing revenue-building and growth strategies.

Throughout the past nearly 20 years, Harlan has raised hundreds of millions of dollars for start-up launch, turnaround, and business growth. He has served as CEO and/or President of more than 11 companies directly or through ASK Consulting Group, a consultancy he founded in 1998 specializing in start-up, M&A and roll-ups.

In 2010, in order to ensure the continued support to the US AMBER Alert Program, Harlan orchestrated the synergistic acquisition of AmberAlert.com by a privately held company operating in the child safety and mass notification segments to ensure it's longterm success.

In addition to his professional pursuits, Harlan has served on several corporate, philanthropic, and advisory boards including the Arizona Board of Childhelp USA.

Chief Operating Officer

Elsa Guerrero

Elsa's experience spans 25+ years working domestically and internationally in both private and public companies leading business and marketing strategy.

Prior to joining Monarch Health as Chief Operating Officer, Elsa served as Chief Marketing Officer of AmberAlert where she introduced child safety products and implemented its mass notification platform. Elsa was able to successfully achieve placement throughout various healthcare and retail platforms while executing a successful national awareness campaign that was the precursor to AMBER Alerts being disseminated by national mobile carriers.

Elsa's expertise in operations, technology stack, demand and lead generation were developed over the course of 20 years prior to joining Monarch Health where Elsa worked throughout the Americas and held various marketing management positions. Elsa managed all components of client and agency management to develop a 360 perspective at companies that included Sto Corp., Gensler Architecture, Kitchell Contractors, DMB Realty Network and CBS Radio.

Elsa has lived and worked throughout the Americas and is bilingual English/Spanish. She is a graduate of the Eller College of Management at the University of Arizona where she completed an M.B.A. and holds a B.A. in Communication from Arizona State University.

Ms. Guerrero lives with her husband, children and grandchildren in Minnesota.

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MANAGEMENT LEADERSHIP

Chief Medical Officer **Dr. Richard Stripp**

Dr. Richard Stripp has spent decades helping substance abuse patients return to healthy lives.

Dr. Stripp is an internationally recognized forensic and clinical toxicologist/pharmacologist with nearly 4 decades of experience. He currently serves as the Chief Scientific Officer for Cordant Health Solutions, the largest privately held toxicology and molecular testing service in the United States. He is a tenured faculty member of the City University of New York and has coordinated and taught in the toxicology program in the Forensic Science Department at the John Jay College of Criminal Justice for over 18 years.

Dr. Stripp has authored dozens of peer reviewed journal articles, books and book chapters related to pathophysiology, toxicology and pharmacology. Dr. Stripp has served as a qualified expert in thousands of forensic and clinical toxicology cases both nationally and internationally. He has testified and provided expert opinions for various legal and medical entities including the United States Army, Navy, and Air Force. Dr. Stripp is qualified as an expert toxicologist nationwide at local state and federal court systems. He is widely considered the foremost expert in toxicology and pharmacology in the United States and has developed cutting edge methodologies related to testing and novel drug development and therapies.

Prior to joining Cordant, Dr. Stripp founded the American Forensic Toxicology Services in New York, served for the Department of Homeland Security (formally DOE) and worked for the Office of the Chief Medical Examiner for the City of New York.

Dr. Richard Stripp lives with his wife in Long Island, NY.

Chief Financial Officer Proposed – pending completion of investment **Barry J. Kostiner**

Mr. Kostiner brings to the company vast knowledge in structuring publicly traded companies. Mr. Kostiner's 20-year career in energy includes nearly a decade at Goldman Sachs and Merrill Lynch and their affiliates, with a focus on energy trading and portfolio management.

In his role as Chief Financial Officer of Monarch Health, Mr. Kostiner is bringing resources and partnerships from his concurrent roles in Legacy Education and Family Office Experiences, as well as SPACs and multiple asset-focused investment vehicles.

Mr. Kostiner was previously the CFO of Amerisoo. Amerisoo is a global IT solutions business focused on SAP with operations in both the US and India. Amerisoo's Nasdaq listing was acquired by a cannabinoid pharma company focused on palliative therapies for cancer patients. Additionally, Mr. Kostiner advised a skilled nursing facility operator on data analytics and M&A, and an Indian AI and geospatial technology incubator.

Mr. Kostiner earned a Bachelor's of Science degree in Electrical Engineering with a minor in history, and a Master's of Science in Operations Research from MIT. His thesis on the mathematics of electric industry deregulation was sponsored by Harvard's Kennedy School of Government.

Mr. Kostiner lives with his wife and children in New York.

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