

MSAC III

MAIN STREET ACQUISITION CORPORATION

IPO BRIDGE FINANCING

*Last in a series of three private financings
leading to an Initial Public Offering (IPO)
sponsored by  MENTOR CAPITAL
MENTOR CAPITAL is a merchant banker
specializing in the equity based purchase and development
of private companies with public market potential*



MAIN STREET ATHLETIC CLUBS, INC

*Company: Acquires and operates fitness centers
Status: 6th fastest growing company in Silicon Valley
Strategy: "Blockbuster Video™" -like expansion
Pre-IPO Limited Offering: \$1 million
Investment: \$10,000-\$200,000
IPO Target Date: Year End 1995*



MSAC III



MAIN STREET ACQUISITION CORPORATION

We invite you to complete and return this card to receive a prospectus.

Name _____

Address _____

City _____ State _____ Zip _____

Home Phone _____ Business Phone _____

This is neither an offer to sell nor a solicitation of an offer to buy MSAC III.
This offer is made only by the prospectus. For additional information call (800) 210-9243.