

SUPPLEMENT #2 TO INTERLOCK ASSOCIATION
CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM DATED
NOVEMBER 28, 2023
THE DATE OF THIS SUPPLEMENT IS DECEMBER 13, 2023

This Supplement #2 to the Confidential Private Placement Memorandum (the “Second Supplement”) supplements the Confidential Private Placement Memorandum of Interlock Association, a private association incorporated in accordance with the laws of Switzerland, dated as of November 28, 2023 (the “PPM”). The purpose of this Second Supplement is: (1) to specify that Interlock Association, not Interlock US, Inc., received an assignment of intellectual property rights from Apozy, Inc.; (2) to provide current financials due to the former ones having been included in error; and, (3) to disclose the existence of an internal dispute with Erhan Justice and the Association’s intent to replace Mr. Justice on its board of directors.

This Second Supplement is incorporated by reference into, and should be read in conjunction with, the PPM. This Second Supplement is not complete without and may not be delivered or utilized except in connection with the PPM.

By accepting or reviewing this Second Supplement, you agree to hold all information contained herein in the strictest confidence and not to use this information for any purpose other than to analyze an investment in the Association. Failure to comply with this directive can result in a violation of the Securities Act of 1933, as amended, and rules and regulations promulgated thereunder. Any further distribution or reproduction of this Second Supplement or the PPM, in whole or in part, or the disclosure of any of its contents by an offeree, is unauthorized.

Capitalized terms used but not defined herein shall have the meanings given to them in the PPM.

Except as expressly set forth in this Second Supplement, the PPM, including all disclosures therein and all exhibits thereto, will continue unmodified.

Modification of the Assignment of Intellectual Property Rights

The PPM originally stated: “Apozy assigned all intellectual property rights for this software to Interlock US, Inc., so that the latter Company could prospectively act in Apozy’s stead.”

This Second Supplement hereby amends this sentence to correctly reflect that Apozy, Inc. assigned all relevant IP rights to the software to Interlock Association, not the US-based Company. It naturally follows that the Association will make its own decisions regarding any IP rights it possesses.

Corrected Financial Information

The PPM originally included a graphic representation of the Association’s finances through 2022.

This Second Supplement hereby substitutes the original 2022 graphic for the following graphic, showing the Association’s finances through 2023 (including projected figures for Q4):

Interlock Association				
Balance Sheet				
as of 12/31/2023 - Budgeted				
	Q1 2023 Actual	Q2 2023 Actual	Q3 2023 Actual	Q4 2023 Projected
ASSETS				
Current Assets				
Checking/Savings				
Total Checking/Savings	-	-	-	-
Accounts Receivable				
Accounts Receivable	-	-	-	-
Total Accounts Receivable	-	-	-	-
Other Current Assets				
Prepaid Service Fees	230,118	64,337	18,588	438,588
Total Other Current Assets	230,118	64,337	18,588	438,588
Total Current Assets	230,118	64,337	18,588	438,588
Fixed Assets				
Intangible Assets				
Computer Software				
Accumulated Amortization				
Total Intangible Asset	-	-	-	-
Fixed Assets - Other				
Accumulated Depreciation				
Total Fixed Assets	-	-	-	-
TOTAL ASSETS	230,118	64,337	18,588	438,588
LIABILITIES & EQUITY				
Liabilities				
Current Liabilities				
Accounts Payable				
Total Current Liabilities	-	-	-	-
Total Liabilities	-	-	-	-
Equity				
Additional Paid In Capital	1,761,100	1,964,229	2,053,801	2,803,801
Retained Earnings	(1,189,317)	(1,189,317)	(1,189,317)	(1,189,317)
Net Income	(341,665)	(710,575)	(845,896)	(1,175,896)
Total Equity	230,118	64,337	18,588	438,588
TOTAL LIABILITIES & EQUITY	230,118	64,337	18,588	438,588

Existence of a Dispute with Erhan Justice; Service on the Association's Board of Directors

Mr. Justice has provided services to the Company in his capacity as a contractor employed by Apozy, Inc. and has recently made informal demands upon Interlock US, Inc., alleging the non-payment of wages and misappropriation of intellectual property, which both Interlock US, Inc. and the Association dispute. It is anticipated that some resolution with Mr. Justice aimed at avoiding any impact to the operations of the Company, the Association, and the ILOCK token launch, will be reached. Moreover, given that Mr. Justice has briefly served on the Association's board of directors, and his service is a matter of Swiss law, the Association anticipates that Mr. Justice will continue in his board role only for such time as is necessary to find a suitable replacement.

IF YOU HAVE ALREADY SUBSCRIBED FOR UNITS IN THE OFFERING AS OF NOVEMBER 28, 2023 AND YOU DO NOT WISH TO REVOKE OR OTHERWISE MODIFY YOUR SUBSCRIPTION, YOU DO NOT NEED TO TAKE ANY ACTION. SHOULD YOU

WISH TO REVOKE OR MODIFY YOUR SUBSCRIPTION PLEASE REACH OUT TO
INVESTORS@REPUBLIC.CO

Interlock Association hereby agrees to be bound by the terms of this Second Supplement and agrees that the Offering will occur in accordance with the above modified provisions.