

# WASHINGTON CROWDFUNDING FORM

(Place Company Logo here)

(Exact name of Company as set forth in the organizational documents)

(Insert the names of any DBAs, if applicable)

## The Offering

Type of securities offered

- Common stock  
 Preferred stock  
 Limited Liability Company Membership Interests

Limited Partnership Interests

Other (specify):

Price per security: \$

Sales commission, if any: %

Offering amount: Minimum: \$

Maximum: \$

The minimum offering deadline in this offering is .

*Note: The issuer must establish a minimum amount of securities that must be sold before the issuer may use the proceeds of the offering. In addition, the aggregate purchase price of all securities sold by an issuer under RCW 21.20.XXX must not exceed \$1 million during any twelve-month period.*

## Principal Place of Business

Street Address Line 1		Street Address Line 2	
City	State	ZIP/Postal Code	
Website	Phone		

## Person to Contact at the Company with Respect to the Offering

Last Name	First Name	Title	
Firm Name	Street Address Line 1	Street Address Line 2	
City	State/Province/Country	ZIP/Postal Code	
Phone	Fax	E-mail	

**Investment in a small business is often risky. You should not invest any funds in this offering unless you can afford to lose your entire investment. See Item 1 for a discussion of the risk factors that management believes present the most substantial risks to you.**

The date of this Disclosure Document is .

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**You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.**

**The Company has included in this Disclosure Document all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should carefully review and rely only on the information in this Disclosure Document in making an investment decision.**

## **RISK FACTORS**

1. The following is a summary of all the risks that apply to the Company and/or this offering. Only those items that are checked or included in the Other Risks section apply to this offering. You should carefully consider these risks prior to investing in this offering.

### Operating History

- The Company has limited or no operating history. As a new enterprise, the Company is likely to be subject to risks the management has not anticipated.
- Because the Company has been operating for only a short period of time, it has produced little or no profit. There is no assurance that it will ever produce a profit.
- You may lose your entire investment. You should not invest in this offering unless you can afford the loss of your entire investment.

### Limited Resources/Losses

- The Company has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Company to continue to finance operations.
- The Company has incurred losses since inception and may incur future losses. The Company has not yet generated a profit from operations. As of the date of the most recent financial statements, the Company had an accumulated deficit of \$ .
- The Company expects to continue to experience losses from operations and we cannot predict when or if the Company will become profitable. If the Company achieves profitability, it may not be sustainable.

### Competition

- The Company operates in a highly technical industry, which is characterized by frequent introductions of new products and services into the market. The Company's success will depend, in part, on our ability to improve the present products and/or services, to develop new products and/or services, and to provide necessary services and support.
- A large number of enterprises provide products or services similar to the Company's. The Company will be competing with established businesses that have an operating history, and greater financial resources, management experience and market share than the Company. There can be no assurance that the Company will be able to compete or capture adequate market share. The Company may not be profitable if it cannot compete successfully with other businesses.

### Key Persons

- The Company's success depends substantially on the services of a small number of individuals. The Company may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements.
- The Company's officers, directors, managers, and/or key persons will continue to have substantial ownership and control over the Company after the offering.
- The Company does not maintain key person life insurance on those individuals on whom the Company's success depends. The loss of any of these individuals could have a substantial negative impact on the Company and your investment.

### Inexperienced Management

- None of the Company's officers, directors, and/or managers has managed a company in this industry. The Company's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.
- None of the Company's officers, directors, and/or managers has experience in managing a development stage enterprise.

### Past Failures

- Prior to organizing the Company, one or more of the Company's officers, directors, and/or managers operated a business in which shareholders lost part or all of their investment. The Company's ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.

### Government Regulation

- The Company must comply with local, state and federal rules and regulations. If the Company fails to comply with a rule or regulation it may be subject to fines, or other penalties, or its permit or license may be lost or suspended. The Company may have to stop operating and the investors may lose their entire investment.

### Dilution

- The price of a share in this offering is significantly higher than the book value of the securities. Investors participating in this offering will incur immediate and substantial dilution of the book value of their investment.
- To the extent outstanding options or warrants to purchase securities are exercised, new investors will incur further dilution of the book value of their investment.
- There are no limits in place to restrict the Company's ability to issue securities in the future. If the Company issues additional securities, investors participating in this offering may experience further dilution of the value of their investment.

### No Existing Market

- Because there is no market for the Company's securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.

### Offering Price

- The offering price of Company securities has been arbitrarily set and accordingly should not be considered an indication of the actual value of the Company.

**“Best-efforts” Offering**

- The Company is offering these securities on a “best-efforts” basis. The Company has not contracted with an underwriter, placement agent, or other person to purchase or sell all, or a portion of our securities and there is no assurance that we can sell all or any of the securities.

**Lack of Investor Control**

- The Company’s officers, directors, managers, and/or key persons will continue to have substantial control over the Company after the offering. As such, you may have little or no ability to influence the affairs of the Company.

**Other Risks**

*Describe any other risks that apply to the Company and/or the offering that have not yet been addressed above. Failure to disclose all material risks may subject the Company, its Officers, Directors, Managers, or promoters to liability for securities fraud.*

**THE BUSINESS**

**2. Business of the Company:**

*Describe the Company’s business, focusing on the products or services the Company sells or plans to sell. Also include a description of the history of the company.*

**3. How the Company plans to carry out its activities:**

*Summarize the major steps the Company will take to meet its business objectives, and the methods for achieving these steps. You may consider incorporating portions on the Company’s business plan into this section.*

**4. Operations: The Company (select all that apply):**

- has never conducted operations.
- is in the development stage.
- is currently conducting operations.
- has shown a profit in the last fiscal year.

**5. Jurisdiction: Is the issuer an entity organized and doing business in the state of Washington?**  Yes  No

**6. Date of incorporation/formation:**

**7. Fiscal Year End (Month and Day):**

8. Suppliers: The Company (select all that apply):

- has major supply contracts.
- is currently or expects to be dependent upon a limited number of suppliers.
- has no suppliers.

*Describe the Company's suppliers and supply contracts.*

9. Customer sales and orders: The Company (select all that apply):

- has major sales contracts.
- has had sales of products or services in the last 12 months.
- has had or anticipates having sales that are seasonal or cyclical.
- has had or anticipates having foreign sales.
- has a single customer or a limited number of customers that account(s) for a major portion of the Company' sales.
- has not yet had sales.

*Describe the nature of the Company's sales and the material terms of major existing sales contracts.*

10. Competition:

*Describe the competition that the Company faces, and how the Company intends to compete. If the Company offers what it considers to be unique goods or services, be sure to discuss competition from companies that provide similar or substitute goods or services. Name the Company's principal competitors, and indicate their relative size and financial market strengths. Describe the Company's strategy, whether to compete by price, service, or on some other basis.*

11. Marketing:

*Describe how the Company plans to market its products or services during the next 12 months, including who will perform these marketing activities.*

12. Employees: The Company currently has  employees. The Company expects to have  employees within the next 12 months.

13. Properties: The Company (select all that apply):

- owns or leases buildings/real estate.
- owns or leases equipment or other assets.
- owns or leases intangible property, such as patents, licenses, copyrights, trademarks, etc.
- has no property.

*Describe the Company's buildings, real estate, equipment, and intangible property.*

14. Research and Development: The Company (select all that apply):

- has expended funds on research and development in the last 12 months.

- expects to expend funds on research and development in the next 12 months.

*Describe the Company's past and anticipated research and development activities. Include the amount spent on these activities during the last 12 months.*

15. Governmental Regulation (select all that apply):

- The Company and/or its products are subject to material regulation by a government agency.
- The Company is required to have a license or permit (other than organizational licenses) to conduct business.
- The Company has obtained any required licenses or permits to conduct business.

*Regulations can be imposed on a company by federal, state, or local government agencies. In completing your response to this Item, you should first identify the type of regulation and then, if it is material, disclose the impact of the regulation.*

16. Company Organization: The Company (select all that apply):

- has had a stock split, dividend, recapitalization, merger/acquisition, spin-off, or reorganization.
- has a pending or anticipated stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization.
- has a parent, subsidiary, or affiliate.

*If you checked any box, please provide additional information.*

### IMPOUND OF OFFERING PROCEEDS

17. The Company must raise and place in an impound account \$  before the Company can receive and use the offering proceeds.

If the Company does not raise the minimum offering amount by (date)  all funds will be returned to investors.

The impound account will be located at:

*Provide name and address of the escrow agent located in the State of Washington in which offering proceeds will be deposited.*

Does the Company reserve the right to extend the impound period?  Yes  No

*If yes, describe the circumstances under which the Company might extend the impound period.*

If the offering proceeds are returned to investors at the end of the impound period, will investors receive any interest earned on impounded funds during the impound period?  Yes  No

### USE OF PROCEEDS

#### **Net Proceeds**

18. Show the net proceeds of the offering for the minimum and maximum offering amounts.

	Minimum Offering	Maximum Offering
<b>Gross Proceeds from the Offering</b>	\$	\$
Less: Offering Expenses	\$	\$
• Commissions and Finders Fees	\$	\$
• Legal fees	\$	\$
• Accounting fees		
• Copying and Advertising	\$	\$
Other (Specify):	\$	\$
<b>Net Proceeds from the Offering</b>	\$	\$

### **Detailed Use of Net Proceeds**

19. Provide a detailed breakdown of how the Company intends to use the net offering proceeds.

Description of Use	Minimum Offering		Maximum Offering	
	\$	%	\$	%
<i>Examples of uses of proceeds include:</i>	\$	%	\$	%
<i>Purchasing equipment or other assets</i>	\$	%	\$	%
<i>Discharging company debt</i>	\$	%	\$	%
<i>Developing new products or services</i>	\$	%	\$	%
<i>Hiring employees or consultants</i>	\$	%	\$	%
<i>Advertising or marketing</i>	\$	%	\$	%
	\$	%	\$	%
<b>Total</b>	\$	100%	\$	100%

20. Briefly explain why the Company is conducting the offering.

*Describe for what purpose the Company is raising funds.*

### **DESCRIPTION OF SECURITIES OFFERED**

21. The securities being offered are:

- Common Stock
- Preferred Stock
- Limited Liability Company Membership Interests
- Limited Partnership Interests
- Other (specify):

22. These securities have:

- Cumulative voting rights
- Other special voting rights



- Preemptive rights to purchase any new issue of securities
- Preference as to dividends or interest
- Restrictions on dividends or other distributions
- Preference upon liquidation
- Anti-dilution rights
- Conversion rights
- Other special rights or preferences (specify):

*If you checked any box, please provide additional information.*

### **Purchaser Restrictions**

The offering is limited to Washington residents. The Company must obtain evidence of residency from each purchaser prior to accepting investor funds or an irrevocable commitment to invest.

The aggregate amount of securities purchased from one or more issuers offering or selling securities under the crowdfunding exemption during the twelve-month period preceding the date of the sale, together with the securities to be sold by the issuer to the investor, does not exceed the lesser of:

- a) Two thousand dollars or five percent of the annual income or net worth of the investor, whichever is greater, if either the annual income or the net worth of the investor is less than one hundred thousand dollars; or
- b) Ten percent of the annual income or net worth of the investor, as applicable, up to one hundred thousand dollars, if either the annual income or net worth of the investor is one hundred thousand dollars or more.

For the purpose of determining the annual income of an investor, the annual income of an investor shall be the investor's lowest annual net income out of the two most recently completed calendar or fiscal years, provided that the investor has a reasonable expectation of having at least that amount of net income in the current calendar or fiscal year.

For the purpose of calculating the net worth of an investor:

- a) The investor's primary residence shall not be included as an asset;
- b) Indebtedness that is secured by the investor's primary residence, up to the estimated fair market value of that primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding sixty days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and
- c) Indebtedness that is secured by the investor's primary residence in excess of the estimated fair market value of the primary residence shall be included as a liability.

23. Is the offering subject to any other purchaser restrictions?  Yes  No

*If yes, describe the purchaser restrictions. Because purchasers of the securities will have an equity interest in your Company, you may want to place additional restrictions on who can invest for legal and administrative reasons. For example, a Company may choose to limit an offering to its employees, independent contractors, or franchisees, or to investors who meet certain financial requirements.*

### **Transfer Restrictions**

The securities sold in this offering may not be transferred by the purchaser during a one-year period beginning on the date of purchase, unless the securities are transferred:

- a) To the issuer of the securities;
- b) To an accredited investor;
- c) Pursuant to an effective registration statement under the Securities Act of Washington, chapter 21.20 RCW; or
- d) To a member of the family of the purchaser or the equivalent, or in connection with the death or divorce or other similar circumstances.

The securities sold in this offering are also restricted by the requirements for the federal exemption from registration for intrastate offerings under §3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147, which limits all transfers to persons residing within the state of Washington for a period of nine months from the date of last sale by the issuer of such securities.

Once the periods for these restrictions on resale have passed, investors who have purchased securities in this offering may sell or transfer their securities in an offering that has been registered or is exempt from registration under both federal and state law. An exemption or registration may not be available at such time. In addition, the Company may place additional restrictions on resale of the securities sold in this offering. For these reasons, you should not purchase securities in this offering if you cannot afford to hold these securities indefinitely.

24. Are the securities subject to any other resale restrictions by the Company?  Yes  No

*If yes, describe the transfer restrictions. The Company is responsible for maintaining a register of all current shareholders and may want to restrict transfers for tax, administrative, or other purposes.*

**Securities Certificates**

25. Will the Company issue physical securities certificates in this offering?  Yes  No

26. Record of Security Holders:

*Please describe the manner in which records of security ownership will be maintained by the Company.*

**HOW THE SECURITIES WILL BE OFFERED AND SOLD**

27. List the persons or companies who will offer and sell the securities on behalf of the Company.

<b>Name</b>	
<b>Relationship to Company</b>	
<b>Address</b>	
<b>Telephone</b>	
<b>Compensation received for selling securities</b>	



## OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

28. For each class of the Company's securities, indicate the total number of outstanding securities and the total number of securities the Company is authorized to issue. Also, include a description of each class of securities.

Class of Securities	Total Securities Outstanding	Total Securities the Company is Authorized to Issue

Description of securities:

*Describe the attributes of each class of outstanding securities (e.g. voting, dividends, etc.).*

29. Are there any resale restrictions on the Company's outstanding securities?  Yes  No

*If yes, describe the restrictions and when they will terminate.*

30. List the total number of securities reserved or subject to issuance under outstanding securities purchase agreements, stock options, warrants, or rights.

Class of Securities	Number of Securities Subject to Issuance under Outstanding Securities Purchase Agreements, Options, Warrants, or Rights

*Describe any outstanding securities purchase agreements, stock options, warrants, or rights. Specify who holds the rights, and state the expiration dates and exercise prices.*

31. Does the Company plan to issue or offer options in the future?  Yes  No

*If yes, please provide additional information.*

32. Has the Company sold or issued securities during the last 12 months?  Yes  No

*If yes, describe the type of securities and the dollar amount sold. Indicate under which exemption or form of registration the securities were offered.*

### Principal Shareholders

33. Provide the names of the principal shareholders, including each Officer, Manager, Director, and person who beneficially owns at least a 10% interest of any class of securities in the Company.

Name of Shareholder	Manager, Officer, or Director? (Y or N)	Class of Securities	Number Securities Currently Held	Average Purchase Price of Securities	% of Total Outstanding Securities	% of Total Securities if Minimum Sold	% of Total Securities if Maximum Sold

### MANAGEMENT

34. Provide background information for each Officer, Manager, Director, and key person. The term “key person” means a person who makes a significant contribution to the business of the Company.

<b>Name</b>	
<b>Age</b>	
<b>Title</b>	
<b>Officer/Manager (Y or N)</b>	
<b>Director (Y or N)</b>	
<b>Time Spent on Company Business (if less than full time)</b>	
<b>Employment History</b>	<i>Include employers, titles, responsibilities, and relevant dates for the last 10 years.</i>
<b>Education</b>	<i>Include degrees, schools, and dates of attendance.</i>



35. List the compensation paid by the Company to Officers, Directors, Managers, and key persons during the last fiscal year.

Compensation Paid by Company During Last Fiscal Year		
To Whom Paid	Cash	Other Compensation
	\$	\$
	\$	\$
	\$	\$

36. The Company (select all that apply):

- expects compensation to change in the next year.
- owes compensation for prior years.

*If you checked any box, please provide additional information.*

### **Prior Experience of Management**

37. An Officer, Manager, Director, or key person of the Company (select all that apply):

- has worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company.
- has managed another company in the start-up or development stage.
- has managed another company that conducted an offering of securities.

*If you checked any box, describe the prior experience of officers, directors, managers, or key persons. If anyone conducted an offering of securities, provide information on the outcome of the offering, such as the amount raised, whether the company remains in existence, and whether investors recovered their investment.*

### **Insolvency Proceedings of Management and Key Persons**

38. An Officer, Manager, Director, or key person of the Company (select all that apply):

- has filed a petition for bankruptcy, receivership, or a similar insolvency proceeding, or had such a petition filed against him or her, within the past five years.
- has served as a manager, officer, or director for any business entity that was the subject of a petition for bankruptcy, receivership, or similar insolvency proceeding within the past five years.
- none of the above.

*Provide details regarding any insolvency proceedings, including the court where filed, date filed, and current status.*

### **Arrangements with Officers, Directors, Managers, and Key Persons**

39. The Company (select all that apply):

- has entered into employment or non-compete agreements with any Officer, Manager, Director, or key person.
- plans to enter into employment or non-compete agreements with any Officer, Manager, Director, or key person.

*If you checked any box, please provide additional information.*

40. The Company (select all that apply):

- has purchased key person life insurance on any Officer, Manager, Director, or key person.
- has made arrangements to replace any Officer, Manager, Director, or key person it may lose due to death or disability.

*If you checked any box, please provide additional information.*

## **SELECTED FINANCIAL INFORMATION**

41. The Company's net, after-tax earnings (or losses) for the last fiscal year were \$ .  
The Company's net, after-tax earnings (or losses) per share were \$ .

As of the Company's most recent balance sheet dated :  
The Total Debt of the Company was \$ .

The Retained Earnings (Deficit) of the Company were \$ .

The Stockholder Equity (Deficit) of the Company was \$ .

### FINANCIAL STATEMENTS

42. Attach the Company's financial statements for the most recently completed fiscal year, plus an interim financial statement if the Company's fiscal year ended more than 90 days prior to the date of the Disclosure Document. The financial statements must be prepared in accordance with U.S. GAAP, complete with appropriate footnote disclosure. The financial statements do not need to be audited. If you do not have experience preparing financial statements in accordance with U.S. GAAP, you may want to obtain a compilation or review of your financial statements from a certified public accountant.

### CERTAIN LEGAL PROCEEDINGS

Please answer the questions in this section with respect to the following persons associated with the Company:

- The Company, its predecessors, and affiliates
- All Officers, Directors, and Managers of the Company
- All Beneficial Owners of 20% or more of the Company's outstanding voting equity
- All Promoters of the Company
- Any person receiving remuneration for solicitation of purchasers, and any General Partner, Managing Member, Director, or Officer of such solicitor

43. Have any of the above-listed persons been convicted in a criminal proceeding, excluding traffic violations or other minor offenses?  Yes  No

*If yes, explain in detail.*

44. Have any of the above-listed persons been named as the subject of a pending criminal proceeding, excluding traffic violations or other minor offenses?  Yes  No

*If yes, explain in detail.*

45. Have any of the above-listed persons been the subject of an order, judgment, decree, sanction, or administrative finding imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last 5 years related to his or her involvement in any type of business, securities, insurance, or banking activity?  Yes  No

*If yes, explain in detail.*

46. Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity?  Yes  No

*If yes, explain in detail.*

47. Has any civil action, administrative proceeding, or self-regulatory proceeding been threatened against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance, or banking activity?  Yes  No

*If yes, explain in detail.*

## MANAGEMENT RELATIONSHIPS AND TRANSACTIONS

48. The Company (select all that apply):

- has made loans to an Officer, Manager, Director, or principal stockholder within the last two years.
- has one or more outstanding loans with an Officer, Manager, Director, or principal stockholder.
- plans to make one or more loans to an Officer, Manager, Director, or principal stockholder in the future.
- has done business with an Officer, Manager, Director, or principal stockholder within the last two years.
- plans to do business with an Officer, Manager, Director, or principal stockholder in the future.

*If you checked any box, please provide additional information, including the material terms of any such transactions.*

## LITIGATION

49. The Company (select all that apply):

- has been involved in litigation or subject to administrative action in the last 5 years that has had a material effect upon the Company's business, financial condition, or operations.
- has pending litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations.
- is currently threatened by litigation or administrative action that may have a material effect upon the Company's business, financial condition, or operations.
- none of the above.

*Disclose any litigation that is likely to have a material effect on the Company. Disclosure includes information not only about present pending litigation, but also includes past concluded litigation, and future unasserted claims of which the Company is aware. Disclosure is not limited to actions in which the Company is a party, but also includes separate litigation filed against the Company's officers, directors, managers, or key persons if the litigation is likely to have a material effect on the Company.*

*To fully respond to this Item, you should include the name of the court where the proceeding is pending, a description of the facts underlying the claim and the relief sought.*

## TAX ASPECTS

50. Describe any material tax consequences to investors in this offering:

*Discuss the federal income tax treatment of the Company and its impact on investors.*

## RIGHT OF CANCELLATION

In an offering conducted under RCW 21.20.XXX, an investor may cancel an investment commitment for any reason until 48 hours prior to the minimum offering amount deadline identified below. During the 48 hours prior to such deadline, an investment commitment may not be cancelled except as provided below.

If there is a material change to the terms of the offering or to the information provided by the Company in this form, the Company must give or send to any investor who has made an investment commitment notice of the material change and that the investor's commitment will be cancelled unless the investor reconfirms his or her investment commitment within seven days of receipt of the notice. If the investor fails to reconfirm his or her investment within those seven days, the issuer must thereafter direct the escrow agent to return any funds committed by the investor.

51. The minimum offering deadline in this offering is .

52. Notice of cancellation:

*Describe the procedure for an investor to cancel his or her investment commitment.*

### **OTHER MATERIAL FACTORS**

53. Describe any other material factors that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

*This section is a "catch all." Items in this Disclosure Document do not cover all industries and types of businesses. You may find it necessary to add material disclosure under this Item that is not covered elsewhere.*

*Any material misstatements or omissions may subject the Company, its officers, directors, managers, or promoters to liability for securities fraud.*

### **ADDITIONAL INFORMATION**

For as long as securities issued under the Crowdfunding exemption in RCW 21.20.XXX are outstanding, the Company shall provide a quarterly report to the Company's shareholders and the Securities Division of the Department of Financial Institutions by making such report publicly accessible, free of charge, at the Company's internet web site address within forty-five days of the end of each fiscal quarter. The report must contain the following information:

- (a) Executive officer and director compensation, including specifically the cash compensation earned by the executive officers and directors since the previous report and on an annual basis, and any bonuses or other compensation, including stock options or other rights to receive equity securities of the issuer or any affiliate of the issuer, received by them;
- (b) The names of the issuer's owners, directors, officers, managing members and or other persons occupying similar status or performing similar functions on behalf of the issuer;
- (c) Financial statements for the issuer's most recent fiscal quarter prepared in accordance with generally accepted accounting principles in the United States; and
- (d) A brief analysis by management of the issuer of the business operations and financial condition of the issuer.



Upon completion of an offering made in reliance on RCW 21.20.XXX, the Company must file a final sales report no later than 30 days after the last sale in the offering with the Securities Division of the Department of Financial Institutions that includes the following information:

- (a) The time period in which the offering was open;
- (b) The number of shares or units sold in the offering;
- (c) The number of investors that purchased shares or units in the offering; and
- (d) The dollar amount sold in the offering.

## SIGNATURES

By filing this notice pursuant to RCW 21.20.XXX, the issuer hereby represents that:

- The issuer is claiming the exemption from registration for crowdfunding offerings under RCW 21.20.XXX for this offering and will comply with the rules adopted thereunder in Chapter 460-99C WAC;
- The issuer is an entity organized and doing business in the state of Washington;
- The issuer shall obtain from each investor written evidence of residency in the state of Washington at or before the time of purchase;
- The aggregate purchase price of all securities sold by an issuer pursuant to the exemption provided by RCW 21.20.XXX does not exceed one million dollars during any twelve-month period;
- The issuer must reasonably believe that the aggregate amount of securities sold to any investor by one or more issuers offering or selling securities under the crowdfunding exemption during the twelve-month period preceding the date of the sale, together with the securities to be sold by the issuer to the investor, does not exceed the lesser of:
  - Two thousand dollars or five percent of the annual income or net worth of the investor, whichever is greater, if either the annual income or the net worth of the investor is less than one hundred thousand dollars; or
  - Ten percent of the annual income or net worth of the investor, as applicable, up to one hundred thousand dollars, if either the annual income or net worth of the investor is one hundred thousand dollars or more.
- The issuer reasonably believes that all purchasers are purchasing for investment and not for sale in connection with a distribution of the security;
- The issuer has reviewed and shall conduct the offering in accordance with the requirements of section 3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147 (“Rule 147”), 17 C.F.R. Sec. 230.147;
- The issuer shall disclose in writing the limitations on resales and implement precautions against interstate offers and sales as provided in Rule 147, including placing a legend on the certificate or other document evidencing the security stating that the securities have not been registered under the Act and setting forth the limitations on resales as follows:

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933 (“THE ACT”), BUT ARE BEING SOLD IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED IN SECTION 3(a)(11) OF THE ACT AND RULE 147 ADOPTED THEREUNDER AND UNDER RCW 21.10.XXX. ACCORDINGLY, THE SECURITIES MAY NOT BE TRANSFERRED BY THE PURCHASER DURING A ONE-YEAR PERIOD BEGINNING ON THE DATE OF PURCHASE, EXCEPT UNDER THE CIRCUMSTANCES SET FORTH IN RCW 21.20.XXX. FURTHER, TRANSFERS MAY BE MADE ONLY TO PERSONS RESIDING WITHIN THE STATE OF WASHINGTON FOR A PERIOD OF NINE MONTHS FROM THE DATE OF LAST SALE BY THE ISSUER OF THE SECURITIES;

- The issuer is aware that its ability to advertise this offering on a website may be limited by federal law (see U.S. Securities and Exchange Commission, *Securities Act Rules: C&DI Questions 141.03, 141.04, and 141.05*, available at <http://www.sec.gov/divisions/corpfin/guidance/securitiesactrules-interps.htm>); and

- The issuer acknowledges its obligation to submit all advertising material to the Securities Division of the Department of Financial Institutions at least seven days prior to use in accordance with WAC 460-99C-XXX.

The Company's Officers, Directors, and/or Managers must sign the Washington Crowdfunding Form. When they sign this form, they represent that they have diligently attempted to confirm the accuracy and completeness of the information contained herein.

When the Officer or Manager in charge of finances signs this Disclosure Document, he or she represents that the financial statements in the Document have been prepared in accordance with generally accepted accounting principles which have been consistently applied, except where explained in the notes to the financial statements. He or she represents that the financial statements fairly state the Company's financial position and results of operations, or receipts and disbursements, as of the dates and periods indicated. He or she also represents that year-end figures include all adjustments necessary for a fair presentation under the circumstances.

The issuer hereby irrevocably appoints the Director of the Department of Financial Institutions as its agent for service of process in any noncriminal suit, action, or proceeding against the applicant or the applicant's successor, executor, or administrator which arises under the Securities Act of Washington, chapter 21.20 RCW, or any rule or order thereunder, with the same force and validity as if served personally on the issuer.

Chief Executive Officer/President/Managing Member

Title

Name of Signer (Print)

Date

Chief Financial Officer/Manager

Title

Name of Signer (Print)

Date

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Director

Name of Signer (Print)

### **LIST OF EXHIBITS**

*Exhibit A - Financial Statements*

*Exhibit B - Articles of Organization*

*Exhibit C - Company Bylaws*

*Exhibit D – Investor Certifications and Acknowledgements*

*Exhibit E – Investor Notice of Cancellation*

*(Insert Reference to Exhibit F)*

*(Insert Reference to Exhibit G)*

## **INVESTOR CERTIFICATIONS AND ACKNOWLEDGEMENTS PURSUANT TO RCW 21.20.XXX**

- I acknowledge that I am investing in a high-risk, speculative business venture, that I may lose all of my investment, and that I can afford the loss of my entire investment;
- I certify that I am a resident of the state of Washington (you must also provide evidence of residency in accordance with WAC 460-99C-150);
- I certify that the aggregate amount of securities purchased from one or more issuers offering or selling securities under the crowdfunding exemption during the twelve-month period preceding the date of the sale, together with the securities to be sold by the issuer to the investor, does not exceed the lesser of:
  - Two thousand dollars or five percent of the annual income or net worth of the investor, whichever is greater, if either the annual income or the net worth of the investor is less than one hundred thousand dollars; or
  - Ten percent of the annual income or net worth of the investor, as applicable, up to one hundred thousand dollars, if either the annual income or net worth of the investor is one hundred thousand dollars or more.

For the purpose of determining the annual income of an investor, the annual income of an investor shall be the investor's lowest annual net income out of the two most recently completed calendar or fiscal years, provided that the investor has a reasonable expectation of having at least that amount of net income in the current calendar or fiscal year.

For the purpose of calculating the net worth of an investor:

- The investor's primary residence shall not be included as an asset;
  - Indebtedness that is secured by the investor's primary residence, up to the estimated fair market value of that primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding sixty days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and
  - Indebtedness that is secured by the investor's primary residence in excess of the estimated fair market value of the primary residence shall be included as a liability.
- I acknowledge that this offering has not been approved by any state or federal securities commission or other regulatory authority and that no regulatory authority has confirmed the accuracy or determined the adequacy of any disclosure made to me relating to this offering;

- I acknowledge that the securities I am acquiring in this offering are illiquid, that the securities are subject to possible dilution, that there is no ready market for the sale of those securities, that it may be difficult or impossible for me to sell or otherwise dispose of this investment, and that, accordingly, I may be required to hold this investment indefinitely; and
  
- I acknowledge that I may be subject to tax on my share of the taxable income and losses of the issuer, whether or not I have sold or otherwise disposed of my investment or received any dividends or other distributions from the issuer.

Signature

Name of Signer (Print)

Date

STATE OF WASHINGTON  
Department of Financial Institutions  
Securities Division  
PO Box 9033  
Olympia, WA 98507-9033  
360-902-8760

## FINAL REPORT OF SALES

FILE NUMBER:

*(Exact name of Company as set forth in the organizational documents)*

*(Insert the names of any DBAs, if applicable)*

The offering began on:  and ended on: .

Securities sold – Number of shares/units:  Dollar amount: \$

Total number of purchasers:

Chief Executive Officer/President/Managing Member

Name of Signer (Print)

Title

Date

## NOTICE OF CANCELLATION OF INVESTMENT

As provided in WAC 460-99C-120, in an offering conducted under RCW 21.20.XXX, an investor may cancel an investment commitment for any reason until 48 hours prior to the minimum offering amount deadline identified in the Crowdfunding Form. This form serves to provide notice to the Company that the investor listed below is exercising the right to cancel his or her investment commitment with the Company.

The Company must immediately cancel the investment commitment of the investor and direct the escrow agent to return any funds committed by the investor listed below.

**Name of Investor:**

**Date of Investment:**

**Investment Amount:**

### Investor Contact Information:

Last Name	First Name	Title
<input type="text"/>	<input type="text"/>	<input type="text"/>
Firm Name	Street Address Line 1	Street Address Line 2
<input type="text"/>	<input type="text"/>	<input type="text"/>
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Phone	Fax	E-mail
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Signature**

**Name of Signer (Print)**

**Date**