

Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)

Paddy's Irish Pub LLC v1
123 Main St
Harrisburg, PA 23403
<https://www.paddysirishpub.com>

Up to \$1,999,999.40 in Common Stock at \$1.40
Minimum Target Amount: \$124,996.20

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

In the event that we become a reporting company under the Securities Exchange Act of 1934, we intend to take advantage of the provisions that relate to "Emerging Growth Companies" under the JOBS Act of 2012, including electing to delay compliance with certain new and revised accounting standards under the Sarbanes-Oxley Act of 2002.

Company:

Company: Paddy's Irish Pub LLC v1
Address: 123 Main St , Harrisburg, PA 23403
State of Incorporation: PA
Date Incorporated: October 10, 2019

Terms:

Equity

Offering Minimum: \$124,996.20 | 89,283 shares of Common Stock
Offering Maximum: \$1,999,999.40 | 1,428,571 shares of Common Stock
Type of Security Offered: Common Stock
Purchase Price of Security Offered: \$1.40
Minimum Investment Amount (per investor): \$249.20

This section will appear on the Campaign Page and will be completed by StartEngine
Updated on 11-14-2024

The Company and its Business

Company Overview

Paddy's Irish Pub company overview
Updated on 11-14-2024

Paddy's Irish Pub business model
Updated on 11-14-2024

Competitors and Industry

Wilde Rover Pub
Updated on 11-14-2024

Main Competitors

Wilde Rover Pub
Rich's Pub
Sparky's Pub and Brew
We have the best Ale in PA

Updated on 11-14-2024

Paddy's Irish Pub industry is beer

Updated on 11-14-2024

Current Stage and Roadmap

Paddy's Irish Pub current stage is great we have a ton of new beer

Updated on 11-14-2024

Paddy's Irish Pub is growing fast

Updated on 11-14-2024

The Team

Managers

Name: Andrew Sample

Andrew's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: CEO

Dates of Service: November, 2024 - Present

Annual Salary: \$750,000.00

Responsibilities:

Own the mission and exceed expectations

Other business experience in the past three years:

Employer: Cytonics

Title: CEO

Dates of Service: December, 2021-December, 2023

Responsibilities:

Own the mission at Cytonics

Name: Richard Smith

Richard's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: CFO

Dates of Service: November, 2024 - Present

Annual Salary: \$600,000.00

Responsibilities:

Financial responsibilities

Other business experience in the past three years:

Employer: Cytonics

Title: CFO

Dates of Service: December, 2020-December, 2021

Responsibilities:

Financial responsibilities at Cytonics

Name: James Milnar

James's current primary role is with false. James currently services 121 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: COO

Dates of Service: November, 2024 - Present

Annual Salary: \$287,000.00

Responsibilities:

Operations and other responsibilities

Name: James Brown

James's current primary role is with false. James currently services 55 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: CTO

Dates of Service: November, 2024 - Present

Annual Salary: \$450,000.00

Responsibilities:

Technological things

Name: Derrick Coleman

Derrick's current primary role is with false. Derrick currently services 24 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: Managing Officer

Dates of Service: November, 2024 - Present

Annual Salary: \$75,000.00

Responsibilities:

I manage lots of things in this company

Other business experience in the past three years:

Employer: Office Depot

Title: Officer

Dates of Service: December, 2022-January, 1970

Responsibilities:

Similar job duties, mostly management

Employer: Office Max

Title: Officer

Dates of Service: December, 2018-December, 2022

Responsibilities:

Managing people in stores

Name: Roger Smith

Roger's current primary role is with false. Roger currently services 20 hours per week in

their role with the Issuer.

Positions and offices currently held with the issuer:

Position: Head of HR

Dates of Service: November, 2024 - Present

Responsibilities:

Human resources and management

Other business experience in the past three years:

Employer: Uralmash

Title: Head of HR

Dates of Service: October, 2020-December, 2021

Responsibilities:

Similar responsibilities as here

Name: Ron Blaze

Ron's current primary role is with false. Ron currently services 10 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: Officer 1

Dates of Service: November, 2024 - Present

Responsibilities:

I run things in the first office

Other business experience in the past three years:

Employer: Cytonics

Title: Officer

Dates of Service: September, 2022-October, 2023

Responsibilities:

Similar job duties

Employer: Uralstal

Title: Officer

Dates of Service: October, 2023-January, 1970

Responsibilities:

Just a head officer at the plant

Employer: Artek IO

Title: Officer

Dates of Service: October, 2020-November, 2022

Responsibilities:

Plant officer overseeing results

Name: Lenny Johnson

Lenny's current primary role is with false. Lenny currently services 10 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: Officer 3

Dates of Service: November, 2024 - Present

Annual Salary: \$35,000.00

Responsibilities:

Managing officer at the beer plant

Other business experience in the past three years:

Employer: J&J

Title: Officer

Dates of Service: October, 2023-January, 1970

Responsibilities:

Director at the J&J plant

Employer: Atombeam

Title: Officer

Dates of Service: October, 2020-November, 2022

Responsibilities:

Regional director at their plant

Name: Rutger Hauer

Rutger's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Director Level 6

Dates of Service: November, 2024 - Present

Annual Salary: \$190,000.00

Responsibilities:

Operations mostly at the Atlanta plant

Name: Richard Frost

Richard's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Director Level 4

Dates of Service: November, 2024 - Present

Annual Salary: \$129,000.00

Responsibilities:

Operations at the German Ale plant

Name: Rodrigo Robbins

Rodrigo's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Director Level 8

Dates of Service: November, 2024 - Present

Annual Salary: \$180,000.00

Responsibilities:

Operations

Name: Martin Gonzales

Martin's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Director Level 7

Dates of Service: November, 2024 - Present

Annual Salary: \$190,000.00

Responsibilities:

Managing director at the local Ale factory

Name: Jerry Sloan

Jerry's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Officer Level 5

Dates of Service: November, 2024 - Present

Responsibilities:

I manage things in Chicago

Other business experience in the past three years:

Employer: Proctor & Gamble

Title: Director of Sales

Dates of Service: December, 2020-December, 2022

Responsibilities:

Sales and operations

Name: Michael De Rosalles

Michael's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: Director Level 9

Dates of Service: November, 2024 - Present

Annual Salary: \$180,500.00

Responsibilities:

Operations

Risk Factors

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

Bankruptcy

We can always go bankrupt

Ownership and Capital Structure; Rights of the Securities

Ownership

The following table sets forth information regarding beneficial ownership of the company’s holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Johnson & Shult	5,000,000	SAFE	25.12%
	500,000	Preferred Stock	
	1,000,000	Common Stock	
Richard Branson	3,799,999	Preferred Stock	50.44%
	3,040,904	Common Stock	
Algorra Investment Funder	8,000,000	Preferred Stock	40.00%
	10,000,000	Common Stock	

The Company's Securities

The Company has authorized Common Stock, Preferred Stock, and Common Class A

As part of the Regulation Crowdfunding raise, the Company will be offering up to 1,428,571 of Common Stock.

Common Stock

The amount of security authorized is 10,000 with a total of 100,000,000 outstanding.

Voting Rights
1 per share
Updated on 11-14-2024

Material Rights:
None
Updated on 11-14-2024

Preferred Stock

The amount of security authorized is with a total of 8,000,000 outstanding.

Voting Rights
Currently 1 per share
Updated on 11-14-2024

Material Rights:

There are none for this class

Updated on 11-14-2024

Common Class A

The amount of security authorized is with a total of 800,000 outstanding.

Voting Rights

No rights

Updated on 11-14-2024

Material Rights:

No rights

Updated on 11-14-2024

What it means to be a minority holder

As a minority holder of [Security Name] of the company, you will have limited rights in regards to the corporate actions of the company, including additional issuances of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

Updated on 11-14-2024

Dilution

When we issue additional shares, whether through private placements, public offerings, or stock options, there may be a dilution effect on existing shareholders. "Dilution" refers to the reduction in ownership percentage, voting power, and possibly the value of shares held by existing shareholders as a result of additional shares entering the market.

Updated on 11-14-2024

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the

purchaser or other similar circumstance.

Recent Offerings of Securities

We have made the following issuances of securities within the last three years:

- Name: Preferred Stock
Type of security sold: Equity Stock
Final amount sold: \$1,000,000.00
Number of Securities Sold:
Use of proceeds: Fees for StartEngine's onboarding services.
Date: December 31, 2021
Offering exemption relied upon: 506 (c)
- Type of security sold: Convertible Note
Final amount sold: \$800,000.00
Use of proceeds:
Operations and R&D
Updated on 11-14-2024
Date: December 31, 2023
Offering exemption relied upon: Reg.CF

Financial Condition and Results of Operations

Financial Condition

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.

Results of Operations

How long can the business operate without revenue:

12 years

Foreseeable major expenses based on projections:

None

Future operational challenges:

None

Future challenges related to capital resources:

None

Future milestones and events:

None

Liquidity and Capital Resources

What capital resources are currently available to the Company?

(Cash on hand, existing lines of credit, shareholder loans, etc...)

Cash on hand, existing lines of credit, shareholder loans, etc.

Updated on 11-14-2024

How do the funds of this campaign factor into your financial resources?

(Are these funds critical to your company operations? Or do you have other funds or capital resources available?)

Are these funds critical to your company operations.

Updated on 11-14-2024

Are the funds from this campaign necessary to the viability of the company?

(Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)

Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign.

Updated on 11-14-2024

How long will you be able to operate the company if you raise your minimum?

(What expenses is this estimate based on?)

Expenses is this estimate based.

Updated on 11-14-2024

How long will you be able to operate the company if you raise your maximum funding goal?

(What expenses is this estimate based on?)

Expenses is this estimate based on.

Updated on 11-14-2024

Are there any additional future sources of capital available to your company?

(Required capital contributions, lines of credit, contemplated future capital raises, etc...)

Required capital contributions, lines of credit, contemplated future capital raises, etc.

Updated on 11-14-2024

Indebtedness

- Creditor: Joe Smith

Amount Owed: \$20,000.00
Interest Rate: 2.11%
Maturity Date: December 31, 2028
Material Terms:
Updated on 11-14-2024

- Creditor: Mitch Glitch
Amount Owed: \$30,000.00
Interest Rate: 10.00%
Maturity Date: December 12, 2025
Material Terms:
Updated on 11-14-2024
- Creditor: Ronny Smith
Amount Owed: \$20,000.00
Interest Rate: 5.00%
Maturity Date: December 12, 2028
Material Terms:
Updated on 11-14-2024

Related Party Transactions

- Name of Entity: Robinson Academy Names of 20% owners:
Jeff Robinson
Relationship to Company: director
Nature / amount of interest in the transaction:
12
Material Terms:
Updated on 11-14-2024
- Name of Entity: Arturo Vidal LLC Names of 20% owners:
Arturo Vidal
Relationship to Company: officer
Nature / amount of interest in the transaction:
15
Material Terms:
Updated on 11-14-2024

Valuation

Pre-Money Valuation: \$140,000,000.00
Valuation Details:
With a help of our lawyer

Updated on 11-14-2024

Use of Proceeds

If we raise the Target Offering Amount of \$124,996.20 we plan to use these proceeds as follows:

- StartEngine Platform Fees
6.50%
Fees for StartEngine's platform services.
- OPERATIONS
83.50%
Operations are important
- STARTENGINE SERVICE FEES
10.00%
This should cover the fees

If we raise the over allotment amount of \$1,999,999.40, we plan to use these proceeds as follows:

- StartEngine Platform Fees
6.50%
Fees for StartEngine's platform services.
- MARKETING
50.00%
We will spend it on marketing material
- RESEARCH & DEVELOPMENT
43.50%
R&D is everything

The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over \$10,000: Vendor Payments.

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

Regulatory Information

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than March 14 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at website www.paddysirishpub.com/report.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/paddys-irish-pub-v1

Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

EXHIBIT B TO FORM C

Financial Statements and Independent Accountant's Review or Audit (as applicable) for Paddy's Irish Pub LLC v1

[See attached]

Certified Public Accountant’s Review Report
Paddy’s Irish Pub LLC
For the Fiscal Year Ending December 31, 2023

Independent Accountant's Review Report

To the Member of Paddy's Irish Pub LLC:

I have reviewed the accompanying balance sheet of **Paddy's Irish Pub LLC** as of December 31, 2023, and the related statements of income, retained earnings, and cash flows for the year then ended. A review includes primarily applying analytical procedures to management's financial data and making inquiries of management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, I do not express such an opinion.

Based on my review, I am not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles.

[Signature of CPA]
John Doe, CPA
Doe & Associates CPA Firm
Harrisburg, Pennsylvania
Date: February 15, 2024

Balance Sheet

As of December 31, 2023

Assets	
Current Assets	
Cash and Cash Equivalents	\$32,000
Accounts Receivable	\$10,000
Inventory	\$8,500
Prepaid Expenses	\$2,000

Total Current Assets	\$52,500
Fixed Assets	
Property, Plant & Equipment	\$120,000
Less: Accumulated Depreciation	(\$20,000)
Net Fixed Assets	\$100,000
Total Assets	\$152,500

Liabilities and Equity

Current Liabilities	
Accounts Payable	\$5,000
Accrued Expenses	\$3,500
Short-term Loans	\$10,000
Total Current Liabilities	\$18,500
Equity	
Member's Capital	\$100,000
Retained Earnings	\$34,000
Total Equity	\$134,000
Total Liabilities and Equity	\$152,500

Income Statement

For the Year Ending December 31, 2023

Revenue

Food and Beverage Sales	\$200,000
Event Hosting	\$50,000
Merchandise Sales	\$10,000
Total Revenue	\$260,000

Expenses

Cost of Goods Sold	\$85,000
Payroll Expenses	\$50,000
Rent Expense	\$24,000
Utilities	\$6,500
Marketing and Advertising	\$12,000
Depreciation	\$5,000
General and Administrative Expenses	\$18,500
Total Expenses	\$201,000

| **Net Income** | **\$59,000** |

Cash Flow Statement

For the Year Ending December 31, 2023

Cash Flows from Operating Activities

Net Income	\$59,000
Adjustments for Non-Cash Expenses	
Depreciation	\$5,000

Changes in Working Capital

Increase in Accounts Receivable	(\$3,000)
Decrease in Inventory	\$1,500
Increase in Accounts Payable	\$1,000
Net Cash Provided by Operating Activities	\$63,500

Cash Flows from Investing Activities

Purchase of Equipment	(\$10,000)
Net Cash Used in Investing Activities	(\$10,000)

Cash Flows from Financing Activities

Proceeds from Short-term Loan	\$10,000
Member Capital Contributions	\$20,000
Net Cash Provided by Financing Activities	\$30,000

| **Net Increase in Cash and Cash Equivalents** | **\$83,500** | | Cash at Beginning of Year | \$15,000 | | **Cash at End of Year** | **\$98,500** |

Notes to Financial Statements

Note 1: Nature of Operations

Paddy's Irish Pub LLC was established in 2023 as a Pennsylvania-based LLC. The company operates a traditional Irish pub offering food, beverages, and event hosting.

Note 2: Summary of Significant Accounting Policies

The financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). Revenue is recognized upon service delivery, and expenses are recognized when incurred.

Note 3: Member's Equity

The Member, Andrew Sample, contributed an additional \$20,000 in 2023 to support expansion efforts. The balance of Member's equity at year-end is \$134,000.

Note 4: Income Taxes

Paddy's Irish Pub LLC is treated as a pass-through entity for tax purposes. Accordingly, income taxes are not reported at the entity level but flow through to the Member's individual tax returns.

Note 5: Contingencies

There are no known legal or regulatory contingencies as of December 31, 2023.

This annual review report offers a comprehensive overview of **Paddy's Irish Pub LLC's** financial standing, revenue, and expenses. It adheres to standard CPA review formatting, including essential financial statements and notes. Let me know if further customization is needed or if you'd like this formatted as a document.

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

Used By 8,000 Brands

Attentive is a leading SMS marketing platform used by over 8,000 retail brands and generating an est. \$200M in revenue last year. Now, you can invest in a Series created solely to hold shares of Attentive. (See footnotes 1,2,8)

Show less

View Opportunity

This Reg D 506(c) offering is made available through StartEngine Primary, LLC, and the securities are being offered and sold only to accredited investors through general solicitation. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.

attentive®

This offering is for membership interest in Series 4-1 ("Series Attentive") which will own Series A-2 Preferred Stock of Attentive. You are not buying Attentive shares directly. See full details below*

Get investment opportunities straight to your inbox

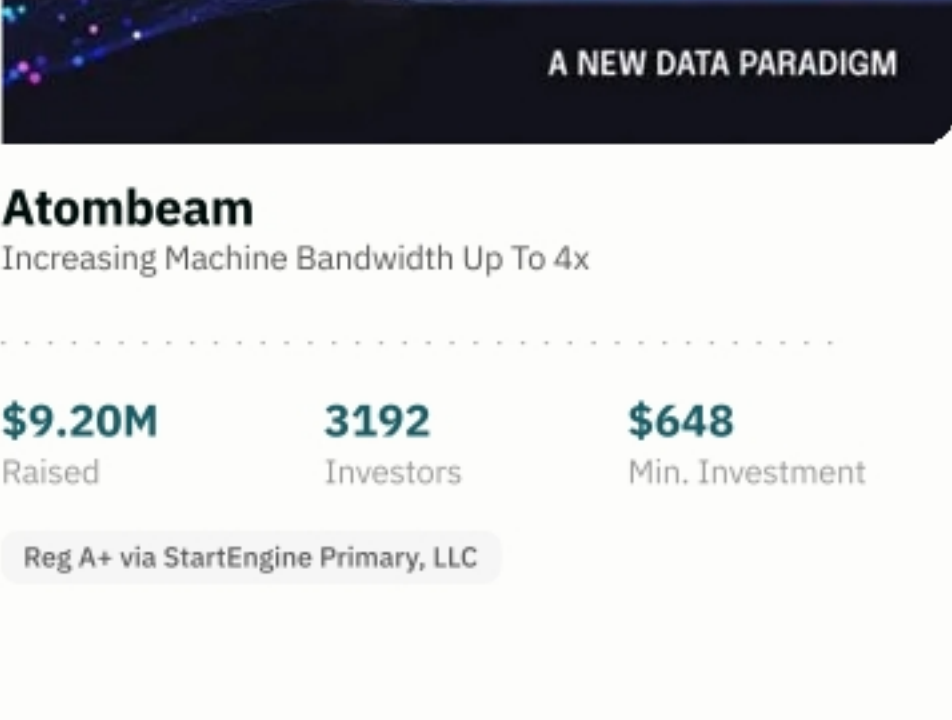
Email

Yes Please!

By submitting you agree to receive email marketing from StartEngine, as well as to the [Terms & Conditions](#) & [Privacy Policy](#).

MOST MOMENTUM

Offerings that have raised the most money in the last few days



Atombeam
Increasing Machine Bandwidth Up To 4x

\$9.20M
Raised

3192
Investors

\$648
Min. Investment

Reg A+ via StartEngine Primary, LLC



Virtuix
Step Into the Game

Experience VR without boundaries. Walk and run in 360 degrees inside video games.

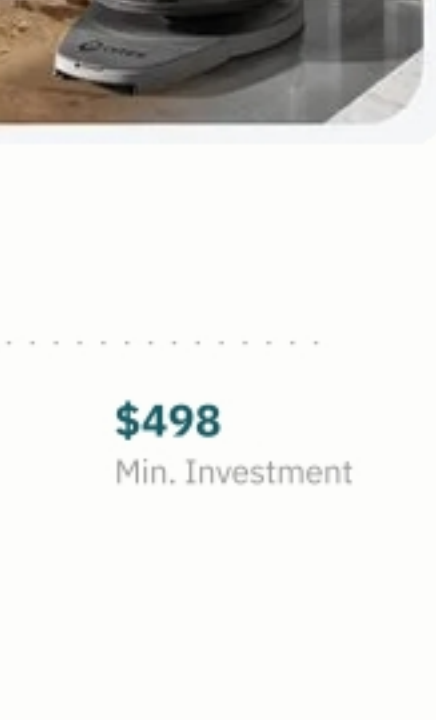
28 DAYS LEFT

\$235K
Raised

79
Investors

\$498
Min. Investment

Reg CF via StartEngine Primary, LLC



Ryca International
Effortless Oral Care

Designed by the past Director of Engineering at Sony, Ryca's new device halves your mouth at once, while eliminating user error.

20 DAYS LEFT

\$320K
Raised

31
Investors

\$497
Min. Investment

Reg CF via StartEngine Primary, LLC

MOST FUNDED

Offerings that have raised the most money so far



TriAgencies
Imagine Eliminating Wisdom Teeth Extractions...
Imagine eliminating wisdom teeth extractions with a non-surgical procedure

4 DAYS LEFT

\$4.99M
Raised

1585
Investors

\$300
Min. Investment

Reg CF via StartEngine Capital, LLC



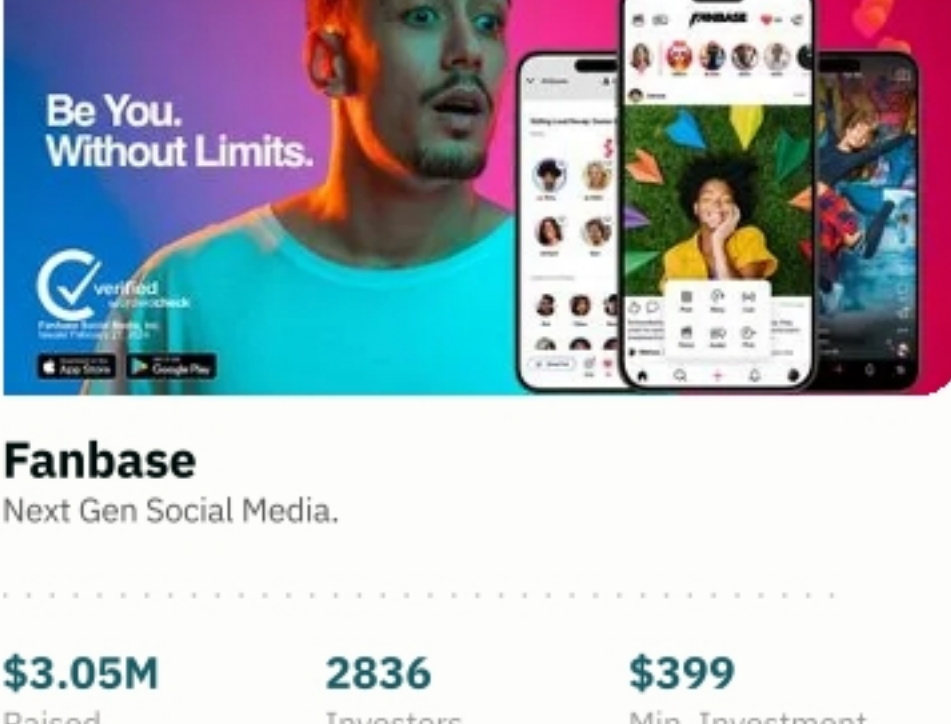
BOXABL
Mass Production Building System

\$4.29M
Raised

1793
Investors

\$1,000
Min. Investment

Reg A+ via StartEngine Primary, LLC



Fanbase
Next Gen Social Media.

Be You. Without Limits.

\$3.05M
Raised

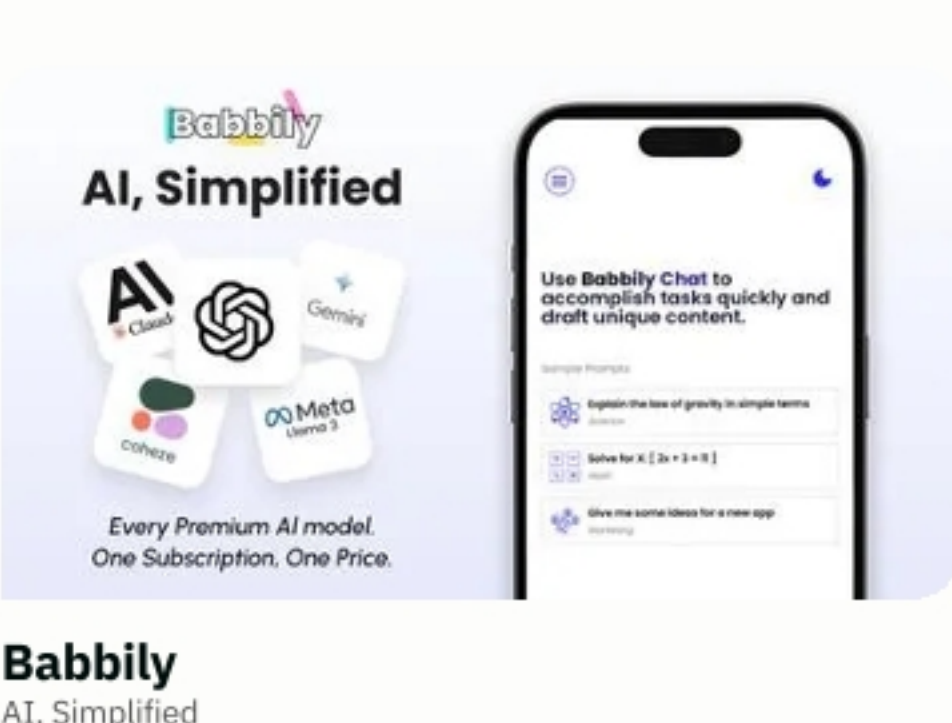
2836
Investors

\$399
Min. Investment

Reg A+ via StartEngine Primary, LLC

RECENTLY LAUNCHED

Most recently launched offerings



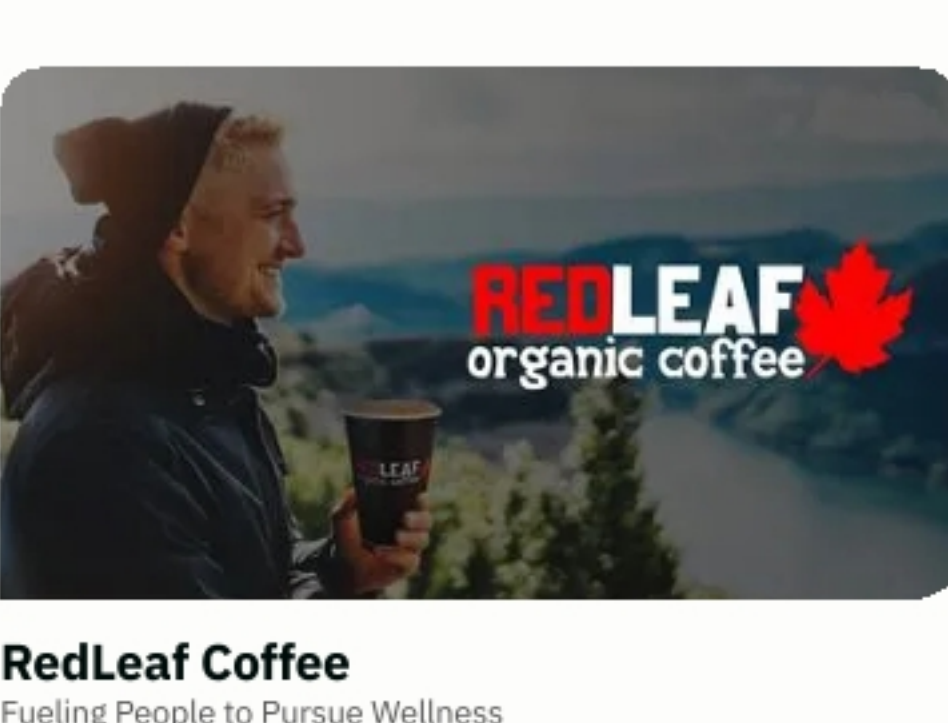
Babbly
AI, Simplified

Use Babbly Chat to document tasks quickly and draft unique content.

4 DAYS LEFT

\$300
Min. Investment

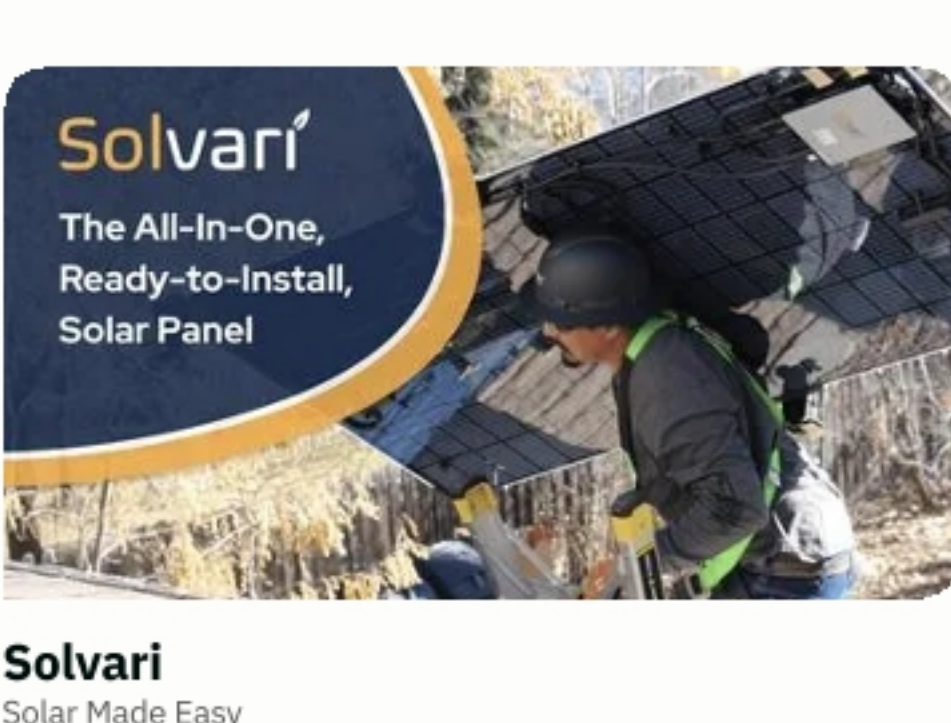
Reg CF via StartEngine Primary, LLC



RedLeaf Coffee
Fueling People to Pursue Wellness

\$249
Min. Investment

Reg CF via StartEngine Primary, LLC



Solvair
Solar Made Easy

The All-In-One, Ready-to-Install, Solar Panel

\$500
Min. Investment

Reg CF via StartEngine Capital, LLC

CLOSING SOON

Offerings that will be closing soon



Copperworks
Award-Winning Craft Distillery Expanding...

4 DAYS LEFT

\$441K
Raised

258
Investors

\$250
Min. Investment

Reg CF via StartEngine Capital, LLC



Lumeova
Ultra-Fast Photonics Wireless

4 DAYS LEFT

\$291K
Raised

125
Investors

\$499
Min. Investment

Reg CF via StartEngine Capital, LLC



Hercules Mulligan
Ready To Serve You

4 DAYS LEFT

\$137K
Raised

162
Investors

\$102
Min. Investment

Reg CF via StartEngine Capital, LLC

Explore More Investments

HOW TO INVEST

01

SIGN UP

Securely create an account on StartEngine.

02

BROWSE INVESTMENTS

Review hundreds of investment opportunities, from Startups to Collectibles.

03

MAKE AN INVESTMENT

Submit your payment and own a financial stake in a Startup or Collectible.

04

HOLD OR SELL

You can continue to invest in future rounds, hold on to your investment, or sell eligible securities on StartEngine's trading platform.

INVEST IN STARTUPS

Now you have the chance to invest in startups early. Own a financial stake in the next big company.

Explore Now

GET 30 DAYS OF BONUS SHARES FREE

Scan the QR code to download the app for iOS or Android.



STILL HAVE QUESTIONS?

We've got answers

- How much can I invest?

When will I receive my shares?

What will the return on my investment be?

Can I cancel my investment?

What is the difference between Regulation Crowdfunding and Regulation A+?

More FAQs
- ✓

✓

✓

✓

✓

→

Sign Up

Get To Know Us

Our Team
Careers
Blog

Let's Work Together

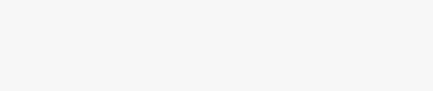
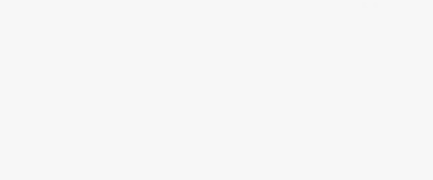
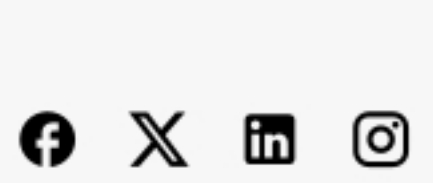
Raise Capital
Refer a Founder, earn \$10K
Success Stories
Partnerships

Need Help

Contact Us
Help Center

startengine

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Important Message

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. INVESTMENTS ON STARTENGINE ARE SPECULATIVE, ILLIQUID, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF YOUR ENTIRE INVESTMENT.

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StartEngine facilitates three types of primary offerings:

1) Regulation A offerings (DQBS Act Title IV, known as Regulation A+), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Primary, LLC (unless otherwise indicated); 2) Regulation D offerings (Rule 506(c)), which are offered only to accredited investors. These offerings are made through StartEngine Primary, LLC; 3) Regulation Crowdfunding offerings (DQBS Act Title III), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Capital, LLC. Some of these offerings are open to the general public, however there are important differences and risks.

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Investing in private company securities is not suitable for all investors. An investment in private company securities is highly speculative and involves a high degree of risk. It should only be considered a long-term investment. You must be prepared to withstand a total loss of your investment. Private company securities are also highly illiquid, and there is no guarantee that a market will develop for such securities. Each investment also carries its own specific risks, and you should complete your own independent due diligence regarding the investment. This includes obtaining additional information about the company, opinions, financial projections, and legal or other investment advice. Accordingly, investing in private company securities is appropriate only for those investors who can tolerate a high degree of risk and do not require a liquid investment. See additional general disclosures here.

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Canadian Investors

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StartEngine Marketplace

StartEngine Marketplace ("SE Marketplace") is a website operated by StartEngine Primary, LLC ("SE Primary"), a broker-dealer that is registered with the SEC and a member of FINRA and the SIPC.

StartEngine Secondary ("SE Secondary") is our investor trading platform. SE Secondary is an SEC-registered Alternative Trading System ("ATS") operated by SE Primary that matches orders for buyers and sellers of securities. It allows investors to trade shares purchased through Regulation A+, Regulation Crowdfunding, or Regulation D for companies who have engaged StartEngine Secure LLC as their transfer agent. The term "Rapid," when used in relation to transactions on SE Marketplace, specifically refers to transactions that are facilitated on SE Secondary. This is because, unlike with trades on the StartEngine Bulletin Board ("SE BB"), trades on SE Secondary are executed the moment that they are matched.

StartEngine Bulletin Board ("SE BB") is a bulletin board platform on which users can indicate to each other their interest to buy or sell shares of private companies that previously executed Reg CF or Reg A offerings not necessarily through SE Primary. As a bulletin board platform, SE BB provides a venue for investors to access information about such private company offerings and connect with potential sellers. All investment opportunities on SE BB are based on indicated interest from sellers and will need to be confirmed. Even if parties express mutual interest to enter into a trade on SE BB, a trade will not immediately result because execution is subject to additional contingencies, including among others, effecting the transfer of the shares from the potential seller to the potential buyer by the issuer and/or transfer agent. SE BB is distinct and separate from SE Secondary. SE Secondary facilitates the trading of securities by matching orders between buyers and sellers and facilitating executions of trades on the platform. By contrast, under SE BB, SE Primary assists with the facilitation of a potential resulting trade off platform including, by among other things, approaching the issuer and other necessary parties in relation to the potential transaction. The term "Extended," when used in relation to transactions on SE Marketplace denotes that these transactions are conducted via SE BB, and that these transactions may involve longer processing times compared to SE Secondary for the above-stated reasons.

Even if a security is qualified to be displayed on SE Marketplace, there is no guarantee an active trading market for the securities will ever develop, or if developed, be maintained. You should assume that you may not be able to liquidate your investment for some time or be able to pledge these shares as collateral.

The availability of company information does not indicate that the company has endorsed, supports, or otherwise participates with StartEngine. It also does not constitute an endorsement, solicitation or recommendation by StartEngine. StartEngine does not (1) make any recommendations or otherwise advise on the merits or advisability of a particular investment or transaction, (2) assist in the determination of the fair value of any security or investment, or (3) provide legal, tax, or transactional advisory services.

EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

[See attached]

Main transcript goes like this.

Updated on 11-14-2024

Updated on 11-14-2024

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital or StartEngine Primary, as identified in the Offering Statement filed on the SEC EDGAR filing system (the “Intermediary”), the issuer is required to pay to Intermediary a fee consisting of a 5.5-13% (five and one-half to thirteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of the Intermediary. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to the Intermediary, if any, will be of the same class and have the same terms, conditions, and rights as the securities being offered and sold by the issuer on StartEngine’s platform.
- As compensation for the services provided by StartEngine, investors are also required to pay the Intermediary a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be canceled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- The Intermediary will notify investors by email when the target offering amount has hit 25%, 50%, and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the

new target deadline via email and will then have the opportunity to cancel up to 48 hours before the new deadline.

- **Oversubscriptions:** We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Owners Bonus members.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, commit to an investment or communicate on our platform, users must open an account on StartEngine and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- **Investor Limitations:** There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$124,000, then during any 12-month period, they can invest either \$2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than \$124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed \$124,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

EXHIBIT F
Paddy's Irish Pub LLC
Regulation A Offering Statement

1. Use of Proceeds

Paddy's Irish Pub LLC intends to raise up to \$1,000,000 through this Regulation A crowdfunding offering. The anticipated allocation of these proceeds is as follows:

Category	Percentage	Amount
Renovation and Expansion	40%	\$400,000
Marketing and Advertising	25%	\$250,000
Inventory and Supplies	15%	\$150,000
Hiring and Training	10%	\$100,000
Working Capital	10%	\$100,000

The allocation percentages are subject to adjustment based on market conditions and business needs at the time of capital deployment.

2. Financial Statements

The following is a summary of Paddy's Irish Pub LLC's financial position, derived from recent audited financial statements. Full financial statements, including the balance sheet, income statement, and cash flow statement, are available in Exhibit H.

Summary Financials (as of December 31, 2023):

Metric	Amount
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Total Assets	\$152,500
Total Liabilities	\$18,500
Total Equity	\$134,000
Annual Revenue	\$260,000
Net Income	\$59,000
Cash on Hand	\$32,000

3. Risk Factors

Investing in **Paddy's Irish Pub LLC** involves certain risks. Prospective investors should carefully consider these risks before investing. The following is a non-exhaustive list of key risk factors:

a. Market Risks

- **Competitive Landscape:** The hospitality industry is highly competitive. Paddy's Irish Pub faces competition from local pubs, bars, and restaurants, which could impact market share and profitability.
- **Economic Downturn:** Economic challenges or recession could reduce discretionary spending by customers, affecting sales and revenue growth.

b. Operational Risks

- **Supply Chain Dependence:** Delays or disruptions in the supply chain could affect the availability of critical supplies and ingredients, impacting operations.
- **Seasonal Variability:** Revenue may fluctuate seasonally, with potential decreases in patronage during slower months.

c. Financial Risks

- **Liquidity Constraints:** Without adequate working capital, the Company may face difficulties in meeting short-term obligations.
- **Potential Dilution:** Future financing rounds may dilute investor ownership if additional capital is required beyond this offering.

d. Legal and Regulatory Risks

- **Compliance Requirements:** Changes in state and local regulations regarding alcohol sales, health codes, or zoning laws may affect the Company's ability to operate.
- **Licensing Risks:** Failure to obtain or renew necessary permits and licenses could disrupt business operations.

e. COVID-19 or Future Pandemics

- **Operational Disruptions:** Any resurgence in COVID-19 or other pandemics could lead to mandated closures or restrictions, severely affecting business continuity.
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4. Management Team

The strength of **Paddy's Irish Pub LLC** lies in the expertise of its management team:

- **Andrew Sample, CEO:** Over 10 years of experience in hospitality and restaurant management, focusing on delivering culturally immersive dining experiences.
 - **Mary O'Connor, Head Chef:** Renowned for expertise in Irish cuisine with an emphasis on authentic recipes and seasonal ingredients.
 - **Patrick Fitz, Marketing Director:** Specializes in digital marketing and community engagement, with extensive experience in hospitality promotion.
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5. Plan of Operations

With the proceeds from this Regulation A offering, **Paddy's Irish Pub LLC** plans to enhance its pub experience by completing renovations, expanding marketing reach, increasing inventory, and hiring additional staff. The goal is to solidify Paddy's as the leading Irish pub experience in Harrisburg and set the stage for potential expansion or franchising in future years.

6. Investor Rights and Restrictions

- **Voting Rights:** Investors in this offering will receive non-voting equity, with no direct control over management decisions.
 - **Transfer Restrictions:** Shares purchased through this offering may be subject to transfer restrictions to comply with federal and state securities regulations.
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Please review this Exhibit F carefully and consult with a financial advisor if you have questions about the risks and opportunities associated with this investment.

EXHIBIT G TO FORM C

TEST THE WATERS

[See attached]

EXHIBIT G
Paddy's Irish Pub LLC
Regulation A Offering Statement

1. Rights of Security Holders

Investors participating in this offering will receive **Class B Non-Voting Membership Units** in **Paddy's Irish Pub LLC**. Below are the rights and limitations associated with these units:

- **No Voting Rights:** Class B Membership Units do not carry voting rights. Only Class A Membership Units (owned by the founders) have voting authority on management and operational decisions.
 - **Limited Control:** Investors in Class B units will not participate directly in company decision-making or in the election of the management team.
 - **Information Rights:** Class B unit holders have the right to receive annual reports and financial summaries as provided to the company's members.
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2. Dividend Policy

Paddy's Irish Pub LLC does not currently anticipate distributing dividends in the near term. Instead, the company plans to reinvest profits into expanding operations, improving facilities, and increasing marketing efforts. However, if dividends are issued in the future, they will be allocated to all members in proportion to their ownership interest.

- **No Guaranteed Dividends:** Dividends are not guaranteed, and payments will depend on the company's financial performance and management's discretion.
 - **Future Plans:** The Company may consider dividends after reaching stable profitability and completing planned expansions.
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3. Transfer Restrictions

- **Holding Period:** Class B Membership Units are subject to a holding period as defined by Regulation A guidelines. Generally, investors may not transfer their units for 12 months following the date of purchase.
- **Permitted Transfers:** Transfers may only occur under limited conditions, such as transfers to immediate family members or in the event of death. Any transfer must comply with federal and state securities laws.

- **Company Right of First Refusal:** Before selling their units to a third party, unit holders must offer the units to **Paddy's Irish Pub LLC** under the same terms. The company may choose to repurchase the units at its discretion.
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4. Exit Strategy

Paddy's Irish Pub LLC intends to provide potential exit opportunities for investors after five years, once the company reaches stable profitability and expansion milestones.

- **Potential Exit Events:** The company may pursue options such as a strategic acquisition, merger, or franchising, offering potential liquidity events for investors.
 - **Repurchase Program:** In the event of a major liquidity event or acquisition, the company may offer a unit repurchase program, allowing Class B holders to cash out their positions.
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5. Redemption Rights

Class B Membership Units do not have redemption rights. Investors will not have the ability to redeem their units for cash or any other assets of the company.

6. Dissolution and Liquidation Rights

In the event of dissolution or liquidation, the company's remaining assets will be distributed to unit holders after all liabilities are satisfied. Distribution will follow the priority outlined below:

- **Debt Holders and Creditors:** All outstanding debts and liabilities will be paid first.
 - **Class A Members:** Any remaining assets will then be distributed to Class A voting members.
 - **Class B Members:** Class B unit holders will receive distributions only after Class A obligations are fulfilled, based on their ownership interest.
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7. Amendments to the Operating Agreement

The company reserves the right to amend its Operating Agreement as necessary, provided that any amendments do not adversely affect the rights of Class B unit holders without written consent.

- **Amendment Process:** Amendments require the approval of Class A members and may involve updates to terms concerning investor rights, reporting, and corporate governance.
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8. Financial Reporting

Paddy's Irish Pub LLC commits to providing annual financial reports to all Class B unit holders. Reports will include:

- **Annual Financial Statements:** Summaries of the company's financial performance, including profit and loss statements and balance sheets.
 - **Performance Updates:** Brief updates on company performance, achievements, and future objectives.
 - **Investor Updates:** Regular newsletters or emails may be distributed to keep investors informed of new developments, upcoming events, and strategic milestones.
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9. Additional Investor Protections

To ensure transparency and align with investor interests, Paddy's Irish Pub LLC offers the following protections:

- **Non-Dilution Clause:** In the event of future fundraising rounds, Class B holders will not experience dilution in their percentage ownership without an opportunity to participate.
 - **Annual Investor Meeting:** The company will host an annual investor meeting, inviting all unit holders to attend in person or virtually to discuss financial performance, future plans, and answer questions.
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This Exhibit G outlines the rights, restrictions, and additional investor protections associated with this Regulation A offering. Potential investors should review these provisions carefully and consult with a financial advisor to fully understand their investment terms.