



## *Dear investors,*

2021 is now behind us and despite several ongoing Covid challenges, we're proud of what we accomplished. As much as we hate to still be talking about Covid, it's impossible to talk about business results without acknowledging the huge negative effects this stubborn pandemic has had globally. From employee health concerns and the forced time away from the office, supply chain delays, increasing material and shipping costs, and labor shortages, these issues have had an impact. Despite all this, however, we'd like to share some significant successes:

Q3 and Q4 2021 were both profitable and 2H 2021 grew by 283% over 1H 2021 with Gross Profit Margins in 2021 of 80%.

In October, we launched an entirely new back-end CMS system for our website with a modernized design that will allow us to publish new content and galleries much more quickly without being dependent on Web Developers or IT professionals. It will also allow us to focus on Search Engine Optimization strategies to grow our organic traffic. Check out our newest website: <https://www.whiteclouds.com/>

We moved our entire production and corporate facility into 3 new spaces. We now have a corporate office for sales and marketing, design, and support. We also have a production facility for 3D printing and metalworks, and another production facility for 3D thermoforming, 3D CNC, 3D Casting, and everything else. These new facilities offer improved working conditions for employees and room for growth.

We have added new 3D fabrication technologies with state-of-the-art equipment in thermoforming, metal and casting. We have significantly expanded our 3D Printing farm.

Our Average Order Size in 2021 increased by 72% over 2020. We added 321 first-time customers in 2021.

### **We need your help!**

We spent much of 2021 conducting R&D on some new product lines. We will be bringing some really cool products to market beginning in the next 30-60 days and this will continue throughout the year. We are hopeful that our investors will really like these awesome products. We are in the process of beginning our next round of fund-raising on the Wefunder platform. We are hopeful that our existing investors will lead the way with additional investments as we roll this out. WhiteClouds fabricates some really cool things - any spreading the word of some of our cool stuff would be greatly appreciated. Thanks for all of your support.

*Sincerely,*

*Lesa May*

Controller

*Jerry Ropelato*

CEO

## Our Mission

At WhiteClouds, we know over 88% of customers want personalization in their products. That's why we make it easy for companies to create personalized and customized products, big and small—no expertise in 3D design, software, or equipment necessary. Our robust end-to-end software and dedication to quality are why we have customers ranging from medical and veterinary to gaming and retail.

[See our full profile](#)



## How did we do this year?

### Report Card

B+



#### The Good

Added 8 new sales and marketing employees

Moved into better building facilities making working conditions much better for our employees

The last two quarters really did well with sales and positive EBITDA



#### The Bad

Employee downtime because of Covid

Supply chain challenges and materials pricing because of Covid

Our move into our new facilities took longer than anticipated

## 2020 At a Glance

January 1 to December 31



**\$2,201,273** [25%]

Revenue



**-\$369,165**

Net Loss



**\$1,204,183** [82%]

Short Term Debt



**\$1,372,849**

Raised in 2021



**\$142,663**

Cash on Hand  
As of 02/ 2/22

## Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

### Overview

Our 3D Printing software platform enables businesses to produce customized products for their customers like: a model brain-with-tumor based on a patient's personal MRI, a veterinary model used in pre-surgical planning for a dog with angular limb deformity, a super-sized character, or that unique trade show display. By coupling our cloud-based software platform with our full-color 3D printing facility, the options are limitless: that's why we've attracted some of the largest brands in the world.

At WhiteClouds, we know over 88% of customers want personalization in their products. That's why we make it easy for companies to create personalized and customized products, big and small—no expertise in 3D design, software, or equipment necessary. Our robust end-to-end software and dedication to quality are why we have customers ranging from medical and veterinary to gaming and retail.

### Milestones

WhiteClouds, Inc. was incorporated in the State of Utah in January 2013.

Since then, we have:

- \$17 MILLION in lifetime revenues. \$5.6 MILLION run rate.
- Over 3,600 customers, which includes 85 Fortune 1000 companies
- Reached profitability with Gross Profit Margins of 80% - YoY average order size increased 77%
- Repeat Founder/CEO - Prior Exit of \$172 Million (Purch) - CEO of the year by Utah Technology Council
- Explosive 3D Printing Industry Growth. \$69 BILLION by 2025
- Raised \$9.6 MILLION in funding

### Historical Results of Operations

- *Revenues & Gross Margin.* For the period ended December 31, 2020, the Company had revenues of \$2,201,273 compared to the year ended December 31, 2019, when the Company had revenues of \$2,918,943. Our gross margin was 78.85% in fiscal year 2020, compared to 74.38% in 2019.
- *Assets.* As of December 31, 2020, the Company had total assets of \$310,522, including \$3,043 in cash. As of December 31, 2019, the Company had \$847,104 in total assets, including \$21,118 in cash.
- *Net Loss.* The Company has had net losses of \$369,165 and net losses of \$1,076,706 for the fiscal years ended December 31, 2020 and December 31, 2019, respectively.
- *Liabilities.* The Company's liabilities totaled \$3,182,702 for the fiscal year ended December 31, 2020 and \$8,115,119 for the fiscal year ended December 31, 2019.

### Related Party Transaction

Refer to Question 26 of this Form C for disclosure of all related party transactions.

### Liquidity & Capital Resources

To-date, the company has been financed with \$3,120,249 in debt, \$3,200,000 in equity, \$4,845,000 in convertibles, and \$1,070,000 in SAFEs.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 2 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 1 months. Except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

#### Runway & Short/Mid Term Expenses

WhiteClouds, Inc. cash in hand is \$142,663, as of February 2022. Over the last three months, revenues have averaged \$463,090/month, cost of goods sold has averaged \$71,063/month, and operational expenses have averaged \$257,186/month, for an average net margin of \$134,841 per month. Our intent is to be profitable in 3 months.

There are no material changes or trends since the last date of the financials 12/31/2020.

In 3-6 months, we expect our revenues to be \$535,000 per month and expenses to be about \$360,000. Cost-of-goods sold should remain the same at 25% which is \$133,750.


We are currently EBITDA positive. Funding will help purchase much-needed inventory, new equipment, and expansion in sales and marketing.

We currently do not have any other sources of capital to rely on outside of this Offering and company-generated sales.

Projections mentioned above are forward-looking and cannot be guaranteed.

Net Margin: -17%    Gross Margin: 79%    Return on Assets: -119%    Earnings per Share: -\$7,099.33

Revenue per Employee: \$53,690    Cash to Assets: 1%    Revenue to Receivables: 1,790%    Debt Ratio: 1,025%

 WhiteClouds\_Inc\_12-31-2020\_FS.pdf

## We ♥ Our 1009 Investors

### Thank You For Believing In Us

Steff Van Winkel  
Josh Longbrook  
Donald Reed Dickinson  
Johnny Evans  
Stephen Darryl Bows  
John Re  
Troy Ochowicz  
Steve Reid  
Michael C Kirby  
Vijaya Kumar POTTI  
Vishal Rao  
Virginia G. Frost  
Sheila Schaefer  
Seth Gregory Peyla  
Dean Hawkey  
Michael Staub  
Darrick Lazo  
Nobuhiro Fujii  
Aaron B. Hyatt  
Travis Doyle  
Glenn Harris  
Patrick Hancock  
David Denkmus  
John DeVore  
Daniel McDonald  
Georgios Papadimitriou  
Dennis Danomme  
John Xie  
Kingsley B AWAUH

John Grosso  
Roop Pondicherry  
James S. McWilliams  
Dennis Denomme  
Earl J Frost  
Stan Murrah  
Daniel Czostyky  
Junaid Mian  
Joshua Meltzer  
Siddharth Hadke  
Vivek Dixit  
Kehin Kupiak  
Elden Roland  
David Wright  
Mark Nelson  
Ravi Ranganathan  
Anthony Sippio  
Stanley Forward  
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Steven A Pennell  
Bonni Cutler  
Michael Kam  
Daniel Herrera  
Jacques Fu  
Michael Mentale  
Will G.  
James S. McWilliams  
Scott E Kaplan  
Kenneth Jackey

Nick Daniels  
Larry Berman  
David Slaughter  
Nicholas Angelis  
Ted Lafranchi  
Ali Alhaschemy  
Todd Elliott  
David Smith  
Nick Perry  
Mark Matzeldelafior  
William Glenn Skyles  
Mahesh Chabris  
Bhambesh Chakrabarti  
David Slaughter  
Craig J. Vom Lehn  
Amos Brown  
David L Wilson  
Maria Lasam  
Jack Hamilton  
Anton Kenjo Sta Catalina  
Anuj Patel  
Rae Lynn Nettles  
Jacob Anderson  
Nancy Brenner Blakely  
Kenneth Brock  
Anthony Sippio  
Vijaya Kumar POTTI  
Wenkang Peng  
Howard Warren

Jack Hamilton  
Will G.  
Paul Kirk  
Max Francisco Jose Borro...  
Alex Harvey Kaufman  
John Centarino  
Krishna Mohan Gummalla  
Bashir Ahmed Rajput  
Noah Maizels  
Michael Gilbert  
Donnie Vinson  
James Belasco  
Johnny Evans  
Jeremy Hasbrouck  
Virginia G. Frost  
Shalin Shah  
Lance A Singleton  
Michael C Kirby  
Larry Berman  
Pravleen Sidharan  
Alan Aspera  
Nneka Julia Hollender  
Scott Beardsley  
Matthew Cowles  
Leonard Halbig  
Felix Remannik  
Alex Cheong  
Kenneth Dickie  
Allen Weiss

Aaron B. Hyatt  
Vincent Andrisani  
Stanley Forward  
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Bhambesh Chakrabarti  
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Ronald E Chandler  
Randy Rapo  
Lance A Singleton  
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Ameer Noor  
Lee Columbus  
Robert Carney  
Howard Tracey  
Firas Alqaqoush  
Justin Valira  
David Macarie  
Brandon Ingram  
Marek Vrbas  
Stephen Darryl Bows  
Rogun Stevenson  
Will G.  
Rickey Brookins  
Joseph Lancaster  
Andreas Verhaag  
Ali Alhaschemy  
Sumit Kumar  
Eric Williams  
Adrian Green  
Douglas M Hoeckel

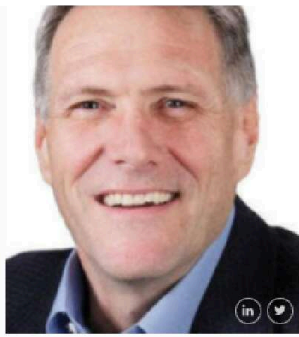
Jayden Aviya Shagam  
Abraham Arabi  
Abraham Arabi  
Reuven Gilmore  
Srinivas Gadralu  
Charles R Thomson  
Jim White  
Ramesh Patel  
Seth Gregory Peyla  
Gerry Cardinal III  
Terry Hartline  
Peter A Wells  
Naikho Sung  
Evan J SEGAL  
Percy Fischel  
Harshad Joshi  
Andre Willey  
Joseph Lancaster  
Ignacio Camacho  
Terry Hartline  
Marcus Mendola  
Daniel McDonald  
Dakota Lopez  
Larry Berman  
Howard Tracey  
Gerry Cardinal III  
Annette Roll  
Ross Thomas  
Gary Lardy  
Jagannath Prasanth Sama...

Dee Logan  
Ronald Cunningham  
Susan Raab-DeNicola  
Neal Matthews  
Ray Bryan Stoker  
Richard K Smith  
Vic Holtzman  
Emmanuel Thomas  
Luke Otterblad  
Roland Chow  
Kathleen Gubar  
Francisco Miguel Triguier...  
Leonard Halbig  
Everett Cook  
Jeff Wilber  
Tom Olofsson  
Elliott Bailey  
Yinan Wang  
Michael Riepen  
Tammy Acher  
Jill Powell  
William Bahi  
Doug Price  
David Slaughter  
Kevin Brown  
Jeff Wilber  
Kar Fun Wong  
Todd E Lewis  
Veeraraj Kavikondala

James Harbari	K K	Mican Pearson	Siren Federico	Patrick Schen	Thomas Heumann	Juan Antonio Lanet
Loren Roseth	Jason Minnich	Jinmei Zhang	Mary Jo Pincock-Frey	Chang Wanli Peng	Mohamed Manja	Keith Guerin
Elliott Maizels	Linda Judd	John Young	Allen Pan	David Mireles	Kwang H Kim	James Tracy Scott
Wu Wu Li	Phil Henderson	W E Ue KO	Mark Hicks	Trassy Green	J Lappi	Munish Luthra
Wan Abdul Aziz	Jeff Boistated	Dave Southern	Wouter Van Der Kolk	Ray Dethloff	Pouria Pezeshkian	Dorelaye Owosie
Edward E Ehrenberger	Jon Seaman	Brandon Truong-Phan	William Hagler	Jaime De La Parra	Jerry Ropelato	Anand Salodkar
Munish Luthra	Mary Jo Pincock-Frey	Peter Kelly	Randall Peay	Barry Rabin	Gary Lardy	Benny Ledford
Jaspreet Singh	J Lappi	Mimsy's Marsh Kelch	Kar Mun Wong	Dave Southern	William Pena	Benjamin Djidi
Neil Young	Philip WILSON	Steve Nitzschner	Joseph CHRISTY	Jon Seaman	Gorman Di Manzo	Alex Bartram
Kevin Fulmer	Roberto Diaz	JohnFifteenthirteen Aune	Tan Trinh	Rebecca Casuga	Randy John Laffeur	Baron Huntington
Diana Knight	Treyce Shabazz	Reiker Jones	Robley Cokerly	Kristi Wentworth	Toby Dayle	Robert Macnamul
Curt Stowell	Shirley Crowley	Paulo Leccadio	Babatunde Ajayi	Diane Gravelle	Michael Thomas	George James
Todd M. Starbuck	Lee Sherman	Jenna Qjmbia	Jon Mooneyham	Wilbert Hogan	Gary Lardy	Paul Burns
Dion Lancia	Fernando Avalos Jr	Ben Davis	Stephen Anagnostos	William Hagler	Suresh Goel	Joseph Boyer
Marcos A BARA-IONA	William Pena	Darlyn Nguyen	Sam Abedini	Ben Thomas	Zachary McCoy	Nick Hoath
Jerry Ropelato	Mary Jo Pincock-Frey	Munish Luthra	Shakeel Ishaq Ansari	Ravi Singareddy	Richard Sifuentes	Gregg Johnson
Patrick Noble	Lucas Piselli	Amy Streab	Michael Marcon	Rainer Filthaut	Marsha Weiss	Crown Block Capital LLC
Charles Koch	Richard D. Woodall	Patrick Henry	Ramona Haribata	Ronald Hopwood	Anthony Pinelli	David Heim
Vendra Patel	Bruce LaPlante	Abu Sasser	John Cooksey	Howard L. Triche	Rameshchandra P. Batni	Richard Fito
Ligong Ho	Dale Evans Falk	Laura Mullennier-davis	Curtis Turner	Chris Kolbegger	Martin Budinger	Ronald Pulver
Leonard Long	James Shields	Rita and Gene McCollin	Manuel Palao	Yin Lang	Jack Putnam	Trung Le
James SMITH	Spencer Savage	David Spitz	Michael Fisher	Adam Weaver	J. Michele Preston	Michael Robustelli
Zenaïda Pineda	Shaun D Washington	Erik W Cheng	Brian HARBURN	Matthew Milner	David Detzel	Karyn Ames
Ron Kaiser	David Crane	Judith Boughrum	Sundara Manickam	Michael Metz	Joseph W Cwik	Catherine Olekenta
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James M Gross	John Bull	Steven Burns	Byron W. Smith	Stephen Michael Silvers	Joseph Hammett	Dr.Amritpal PANNU
Michael Kolar	Dobbie Beers	David Spitz	Michael Robustelli	Dale Evans Falk	Amy T Mintner	Rainer Filthaut
Trung Le	Cary S. Kart	Wendell Snider	Robert B Holder	Soledad Lee	Linda M. Bonnette	Cody Thornton
Michael Fisher	Darby M LUELLEN	Bruce LaPlante	Garrison Adomian	Patricia Miller	Ryan Daley	Catherine Tran
Rita and Gene McCollin	Joel Overdorf	Alan E Howard	Stephanie Wellhouse	Randall Huddleston	Majed AlGhannam	Jonathan Charwa
Levon Douglas	Morris Gelman	Jack Putnam	Rashid Al Dosary	Jacob Beardsley	Michael Robustelli	Robert B Holder
Marcel Heinzer	Alan E Howard	Dale Evans Falk	Stephen William WALLS	Girish Amin	Maria and Jerry Weaver	Richard D. Woodall
Rainer Filthaut	Bryce Dooler	Jon Rudack	Charles G. Koch	Kimber Staller	Morris Gelman	Tyler Kimball
Kamlesh Brahman	Belinda Quach	Jonathan Cherwa	Dale Evans Falk	Rainer Filthaut	Gloria Su	Sharon Shemtov
Debbie Beers	Igor Hirsch	Stephen Stanton	Vinoth Venkatchalam	Bruce Mortenson	A Alan Gross	Laurene Nagaj
Anthony T Curtis	Robert DelRocco	Adam Levinson	Mitchell E Ray	Joshua Friedman	Branda Lyday	Bill Droke
Albert Penick	Brandon MANN	Jack Poissant	Jay Otto	Travis Given	Michael Cupp	Ephraim Simon
Maria Joseph Sundarraj	Michael Gilbert	Richard Babjak	Eric Chase	Abinet Boku	Mabel Held	William Repp
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Sam Regan	Darin Skattengren	Drew LaBariera	Marvin R Cowan	David Ward	Melvin Kestner	MURRAY HOLLINGS
Kenneth Klein	Arthur Fagan	Richard Silverstein	Bill Weisman	John Lehmann	John Porter	Andrew M Porter
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La Vonne P. Ellis	Laura Loveall	Rodney K. Blank	Libby Cullen	Otto J. Schultz	Karra S Reddy	Richard Bjelland
Dennis Thomas	William Florkowski	John Cutcliffe	Carl W Herzberg Jr	Yinka Afolabi	Virgil Stamatoliu	Keyur Patel
Yurly Nayer	Karl Pulkindin	Scott Hafer	Steven Van Zealand	Ted Lott	Christopher Wanta	Peter Netherton
Casey Windham	Thomas B. Lyons	Rick Fimrine	Mark Dennis Van Cleave	Duane Horn	Larkio Der Sarkisian	Narc S Levin
Andrew Stracke	The Richard F. Mc Entyre ...	Anikumar N Pal	Mark McDouals	Chuck Haskay	Stephen Chanchley	Joseph Shield
Troy Scott	Fred Kotzman	Michael Wood	John Jennings	Jubal Farrow	Fran Jackson	The Golden Family Trust ...
Elizabeth Pasternak	Prentiss Robey	Ruth Clemmer	Roberta Campbell	Daymon Chad Merrill	Ernest Frasier	A.J. De Ruyter
William Johander	Jane Lai	Thomas J Hedrick	Pratap Marne	Poom Chanthia	Steven Frazier Child	Joseph Murphy
William Mundall	Li Hsiung Virginia Tong	Gary L. Kennedy	Thomas M Miller	Aaron French	Ralph Aschcraft	Edward Kuhrt
Ronald Moorcroft	Andrew Orison	David Christensen	Matt Bentson	Keith Ryle	Richard W. Richardson, A...	Brian Orinick
Linda S. James-Parris	Terrence Coerman	Hashim Bharoocha	Brent Gallagher	Michael Gordon	Lloyd Feller	Arvin M. Rhodes
Gary Logan	Joseph C. Oliver	Kiril Dragoelovich	Many Cummins	Salish Black	Richard W. Richardson, A...	Jonathan Vong
Song Hwang	Craig C. Kinsey	William Hucksby	Joseph Anthony	Rakesh Narayan	David Witt	Mike Casti
Tommy Caudill	Elma B. Holway	Eugene Williams	Kirk Lively	Michael Kelly	Ricky Mac	Robert L. Taylor
Debbie Smallwood	John Baskey	Davidson Endeavors, Inc	Howard Moyes	Debra A Schultz	Suzette Nikas	Peter Zeitoun
Tony Puckatt	Peter Haas Jr	Eugene A GEGG	Rethish Sasidharan	Raylen Worsham	Charles Swierczynski	Patrick Boyle
Robert Turner	James Gray	Steven Zimmerman	Stephen Yoskowitcz	Felix Faulhaber	Julio Castellani	Li Xiaoping
Brian F. Chrest	Kalman Kaplan	Clyde Tenn	Tara Geria	Robert Vande Steeg	Caroline Barone	Vu Nguyen
Mark Wiedicombs	Oskar Baranek	Robin Snowden	Robert Olvera Whyte	Kyriscos Skevas	Robert Heinicke	Peter Knupski
Murali K Bandaru	Edward Misconczek	Edward Misconczek	James Tipston	James Conzelmann	Brandon Gregory	My Dung Do
Steve Burns	Edward McCormick	Salvatore Inzerillo	Rob Dosaan	Rodolfo Bandleleon	Frank Sell	Oragan K STARK
Warren Wells	Syed Isa Bin Abdullah Alju...	Lester Wright	Jim Ingram	Vlad Mercori	Raymond Barnett	Grant Broker
Hector Hernandez	Fred Willard	Arjan Sharma	Rodney Wade	Kwangsuo Ahn	Cynthia Louise Ybarra	Terry Murphy
Joseph Hanecek	Mike Lagan	Shirley Cheung	Sumei Chang	Nixon Augustin	Raman Sundararajan	Marcin Marszalek
Pareesh G Vallabh	Bonaventure I. OGBODU	Adam Keogel	Prasad Talasila	Gary Smith	Cynthia Cassandro	Renee Schaeffer
Bruno Trentacost	Brent Paiman	Larry E Proud	Humberto Avila	Mohamed Badawy	Kath Nation	Clair H Sauder
Robert S O'Brien	Mang Gian	David Meriwether	Allan BLACK	Wayne Bica	Bryce Beeder	Dga Capital LLC
Michael Johansen	John Edry Rowe	Bryce Cannon	David Kiedler	Alan Barto	Lazaro Vasquez	Anthony Giordano
Mark Ament	Hang Yuan	Michael Parkovich	Brenda Ann Hill	Robert Hempton	David Witt	Mark GORDON
Pamela Hagono	Caius DeLauretis	Matthew Cole	Adam Ward	Diane Alestan	David Scher	John Tin
Richard Berger	John Platt	Hanna Do	Michael O'Brien	Amit Sharma	Daniel Meyers	Randall F. Kinoshita
Viswanathan Thiagarajan	Sanjeev Munjal	Mark Osier	Paul Bonacci	Bryan Osborne	Harold E WILLS	Kenneth Son
Daniel G URQUHART	Michael J Bueker	Rusul Altaay	Charles Hoesch	Ralph Kaplan	Thaddeus Onwuka	Kevin Connolly
Sue Dudkowski	Shohreh Daemi	Richard Chung	Richard Esposito	Jon Surface	Ganesh Rao	Jared Bobbitt
Garry CHAM	Ulysses Melendez	Ganesh Chaudhary	Kenna Richards	William Vincent Miller Sr	Stephanis Schreiner	Robert WOOD
James Leong	XAVIER ENRIQUEZ	Roosevelt Scott	James Bernhardt	Philip Esposito	Matthew Wagner	Bhaskar Day
Jagdeep S. Garwal	Adrian Copiz	William Goldan	Sharon Shamtov	Gary Paul	Joyce Elaine Ingram	Bruce Morgan
Rafael Perez	Michael Golden	Patricia McCorry	Leonora L Uy	Robert S O'Brien	Lon HOSKINS	Anne McClendon
Martin Wagner	Matthew Sargeant	Julio Castellani	Robert Hampton	Mark Ament	Gary Logan	John Baskley
Oscar Grandos	Manish Thakrar	Anne Jackson	Andrew Stracke	Rajeshnani Dasari	Thomas J Hedrick	Kenneth Sholtan
Carmine Barone	Johnny Stogall	Patrick Abandy	Rajasekhar Yakkali	Rafael Perez	Mark Hayes	Jayant Khadilkar
Steve Burns	Jeremy Rollins	Jason Ingber	Russell Larocque	James Jung	James Jung	David Ward
Jane E Roberts	Perdana Putra	Joseph McGale	Joseph McGale	David Christensen	Chang Hung Chen	Michael DeLaMater
Robert J Petty	Carol A. Smoke	Anastacia Vasquez	Thomas Forrestar	Rehana Sultana	Paul Ditscheit	Clyde Jasmin
Trent Cooksley	Ronal Delva	Cecil Isaac	Ruben Garcia	Steven Frazier Child	Vincent Esposito	Charles Swierczynski
Evangelina Santos	Bassey Bassey	Nick Moudakis	Michael Cupp	Laurene Nagaj	Matthews Nyaku Maleobana	Chris Adams
Randall F. Kinoshita	Anup Singh	Kai Kai Yam	Brogman Aviles	Larry Cobb	Richard Babjak	James O'Kane
Megan Kane	Libby Callen	Mabel Held	Steve Brady	Adesh Vivanathan	Janne Allen	Carmen N Alexander
Daniel C. Hoberg	Jessica A Thomas	James Rodney Hendrix	Kiranmayi Komati	Silva Naar	S. Lea Langdon	Robert WOOD
Jesus Aguilar	Pareesh G Vallabh	Kasey Barrett	Prashanth Srikanthan	Sam Regina	Hanna Do	Thammy Kurian
Ansar Basha Khan	Ken Dyer	Keith Binom	Jan Pierre Cloete	Rudy Banerjee	Adam Ward	Deann Wertz
Paul Heading	Michael Huskey	James Gordon	C. Travis TAUSCH	Charles Yeneman	Terry Baker	Kenneth DePaul
Jane Stuart	Joe Biglin	Harold E WILLS	Mercedita Oducao	Joedyacya Sanders	Jacobson Hall	Smith J. SAINT-AIME
Clarence Addo-Yobo	Michelle Lieberman	Cotea Andrei Valentin	Dennis Thomas	Howard Moyes	Kay Bonaszek	Kris Moats
Lueth AgardSmith	Edward McCormick	Spencer Loveless	Michael Cupp	Andrew Michael Maynarlich	Karin Coyne	Pamela Campbell
Katheryn Herron	Chip Frye	Adam Ward	John HYDER	Chris Keenan	Charles Swierczynski	Hantz Frage
Moacyr K Timas	Jeremy Stouder	Khalid Alrasheed	Michael Dorra	Robert Hampton	Rajasekhar Yakkali	David Schams
Michael Dorra	Robert Hampton	Robert Hampton	Robert Hampton	Robert Hampton	Robert Hampton	Robert Hampton
Spencer Loveless	Robert Hampton	Robert Hampton	Robert Hampton	Robert Hampton	Robert Hampton	Robert Hampton

Thank You!  
From the WhiteClouds Team





**Jerry Ropelato**  
CEO



**Jared Page**  
VP of Marketing

*Jared has 25 years experience in design and marketing and 10+ years experience as Director of Revenue Optimization and Website General Manager. He was a co-founder of \$172M Purch. He has a BA in Graphic Design and breeds dart frogs as a hobby.*



**Garrett Douglas**  
VP of Sales

*16 years of sales experience. 10+ years in sales management and developing processes. 15 years in the office technology / printer supply industry. He loves basketball, pickleball, and outdoor sports.*



**Lesa May**  
Controller

*25+ years of working accounting experience. 25+ years of management experience. Set-up 17 companies with new accounting programs to increase efficiency and accuracy of information. BS Degree in accounting.*



**Wayne Ropelato**  
Production Manager

*Prior to 5 years of 3D Production management at WhiteClouds, Wayne has spent decades in management in Ecommerce Operations, Warehousing, Manufacturing, and Autobody. Wayne has an AS in Automotive Engineering and is an avid golfer.*



**Kelly Root**  
3D Digital Design Manager

*15 years of digital 3D experience. 7 years in design management. Kelly has a BA in Film and Media Arts with an emphasis in Computer Animation.*



## Details

### The Board of Directors

DIRECTOR	OCCUPATION	JOINED
<a href="#">Darinda Ropelato</a>	Retired @ None	2019
<a href="#">Jerry Ropelato</a>	Technology @ WhiteClouds	2013
<a href="#">Lesa May</a>	Accounting @ WhiteClouds	2018

### Officers

OFFICER	TITLE	JOINED
<a href="#">Jerry Ropelato</a>	CEO, President	2013
<a href="#">Lesa May</a>	Controller	2018

### Voting Power <sup>®</sup>

HOLDER	SECURITIES HELD	VOTING POWER
Jerry Ropelato and Family Enterprise	40,998,683 Common Stock	64.1%
Jerry Ropelato	13,400,352 Common Stock	29.6%

### Past Equity Fundraises

DATE	AMOUNT	SECURITY	EXEMPTION
01/2013	\$500,000	Common Stock	Section 4(a)(2)
05/2013	\$2,500,000		Section 4(a)(2)
12/2015	\$600,000		Section 4(a)(2)
01/2016	\$3,844,000		Section 4(a)(2)

01/2017	\$321,000		Section 4(a)(2)
04/2017	\$1,300,000		Section 4(a)(2)
07/2017	\$1,070,000		4(a)(6)
03/2018	\$80,000		Section 4(a)(2)
06/2018	\$180,000		Section 4(a)(2)
09/2018	\$228,029		4(a)(6)
04/2019	\$246,974		4(a)(6)
08/2019	\$200,000	Common Stock	Regulation D, Rule 506(b)
04/2020	\$267,400		Other
01/2021	\$267,475		Other
12/2021	\$1,105,374		Section 4(a)(2)

The use of proceeds is to fund general operations.

#### Convertible Notes Outstanding

ISSUED	AMOUNT	INTEREST	DISCOUNT	VALUATION CAP	MATURITY
12/26/2015	\$600,000 <sup>(1)</sup>	8.0%	0.0%	None	12/25/2017 <sup>(2)</sup>
01/23/2016	\$3,844,000 <sup>(3)</sup>	8.0%	0.0%	None	01/01/2018 <sup>(4)</sup>
01/28/2017	\$321,000 <sup>(5)</sup>	8.0%	0.0%	None	01/27/2019 <sup>(6)</sup>
03/05/2018	\$80,000 <sup>(7)</sup>	8.0%	20.0%	\$18,000,000	03/05/2020 <sup>(8)</sup>

#### Outstanding Debts

LENDER	ISSUED	AMOUNT	OUTSTANDING	INTEREST	MATURITY	CURRENT
Connect VC <sup>(1)</sup>	04/17/2017	\$1,300,000	\$859,160 <sup>(2)</sup>	8.0%	05/21/2019	Yes
Jerry Ropelato <sup>(3)</sup>	06/30/2018	\$180,000	\$0 <sup>(4)</sup>	0.0%	06/30/2019	Yes
PPP Loan <sup>(5)</sup>	04/20/2020	\$267,400	\$0 <sup>(6)</sup>	0.0%	09/30/2020	
PPP Loan <sup>(7)</sup>	01/28/2021	\$267,475	\$0 <sup>(8)</sup>	0.0%	12/31/2021	
Jerry Ropelato <sup>(9)</sup>	12/31/2021	\$1,105,374	\$1,105,374 <sup>(10)</sup>	0.0%	12/31/2022	Yes

#### Related Party Transactions

Name	Jerry Ropelato
Amount Invested	\$180,000
Transaction type	Loan
Issued	06/30/2018
Outstanding principal plus interest	\$180,000 as of 07/2018
Interest	0.0 per annum
Maturity	06/30/2019
Outstanding	Yes
Current with payments	Yes
Relationship	Owner

#### Capital Structure

CLASS OF SECURITY	SECURITIES (OR AMOUNT) AUTHORIZED	SECURITIES (OR AMOUNT) OUTSTANDING	VOTING RIGHTS
Common Stock	80,000,000	52,477,486	Yes
Preferred Stock	50,000,000	0	No
SECURITIES RESERVED FOR ISSUANCE UPON EXERCISE OR CONVERSION			
Warrants:	3,420,000		
Options:	4,608,750		

#### Risks

We may be subject to future governmental regulations. Aspects of our business and our products may be regulated at the local, state, and federal levels. Our products may be subject to state, local and Federal environmental laws and regulations, including those relating to the handling and storage of hazardous materials. We and our products may also be subject to significant governmental regulation relating to labor conditions, safety in the workplace, healthcare and other human resource issues. The nature and scope of future legislation, regulations and programs cannot be predicted. While we anticipate that we and our products will be in compliance with all applicable governmental regulations, there still may be risks that such laws and regulations may change with respect to present or future operations. Such additional costs would increase the cost of investments and operations and decrease the demand for products and services. We and our products will be ultimately responsible for compliance with such regulations and for obtaining and maintaining all required permits and licenses. Such compliance may be time consuming and costly, and such expenses may materially affect our future ability to break even or generate profits.

The company intends to use a significant portion of the proceeds from the offering for unspecified working capital. The offering proceeds will be used by the Company in the ways management deems most effective towards the Company's goals. This means that although we definitely have plans for the proceeds (focused on sales, marketing, and product development) the Company will have ultimate discretion to use the proceeds as it sees fit and the Company has chosen not to limit the Company's use of the funds to specific uses that investors could evaluate. Such portion of the proceeds from this offering will be used for the purpose that the company's management deems to be in its best interest in order to address changed circumstances or opportunities. As a result of

Our interest in other business changes circumstances or opportunities. As a result of the foregoing, the Company's success will be substantially dependent upon its discretion and judgement with respect to application and allocation of such portion of the proceeds of this Offering. The company may choose to use the proceeds in the manner that the investors do not agree with and investor may have no recourse. A use of proceeds that does not further the Company's business and goals could harm the Company and its operations, and ultimately cause an investor to lose all or portion of his or her investment.

We may not have sufficient product liability insurance to cover potential damages that may arise from legal suits or litigation.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

We may experience substantial competition in the future from companies that have more financial capabilities and resources.

The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions. Our securities may not be marketable in the foreseeable future.

We do not plan to pay dividends to its shareholders in the near future and there is no guarantee it will ever receive any profit from its operations so as to be able to declare and pay dividends to its shareholders.

We currently obtain consumables and certain equipment parts from single or limited sources, and are subject to significant supply and pricing risks.

At some future date, we may be subject to healthcare PHI data and HIPAA requirements that may require additional investment, expertise, consulting expense, employee hires that may have additional risks and challenges specific to our business.

If we do not respond to technological changes or upgrade our technology systems, our growth prospects and results of operations could be adversely affected.

The market for technology companies is not predictable. While we may be able to sell the company for its technology, client relationships, team or other factors, there is no guarantee that it can be sold, nor that it will become profitable, nor that it will reach an Initial Public Offering (IPO). Even if those do occur, there is no guarantee that investor returns will be positive.

The Company will depend on the performance of distributors, retailers, and other resellers in promoting our products and services.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions.

Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.

Our failure to deliver high quality 3D Prints could damage our reputation and diminish demand for our products.

As 3D Printing technology changes, we may need to invest in additional technologies which may have an effect on our business.

Cyclical and seasonal fluctuations in the economy, in internet usage and in traditional retail shopping may have an effect on our business.

We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.

If we fail to maintain or expand our relationships with our suppliers and manufacturers, we may not have adequate access to new or key technology necessary for our products, which may impair our ability to deliver leading-edge products and services.

We rely on agreements with third parties to provide certain services, goods, technology, and intellectual property rights necessary to enable us to implement some of our applications, products, and services.

Although dependent on certain key personnel, the Company does not have any key man life insurance policies on any such people.

We rely heavily on our technology and intellectual property, but we may be unable to adequately or cost-effectively protect or enforce our intellectual property rights, thereby weakening our competitive position and increasing operating costs.

Changes in employment laws or federal or state regulations could negatively impact or harm our performance.

From time to time, third parties may claim that one or more of our products or services infringe their intellectual property rights.

Through our operations, we collect and store certain personal information that our customers provide to purchase products or services, register on our web site, or otherwise communicate and interact with us.

Quality management plays an essential role in determining and meeting customer requirements, preventing defects, improving the Company's products and services and maintaining the integrity of the data that supports the safety and efficacy of our products.

Manufacturing or design defects, unanticipated use of our products, or inadequate disclosure of risks relating to the use of the products can lead to injury or other adverse events.



The Company's success depends on the experience and skill of its executive officers and key employees.

The Company could be negatively impacted if found to have infringed on intellectual property rights.

In order for the Company to compete and grow, it must attract, recruit, retain and develop the necessary personnel who have the needed experience.

Our management team has limited experience in the 3D Printing industry and has not managed a business with similar risks and challenges specific to our business.

We may face potential difficulties in obtaining outside capital from venture capital or investment firms.

We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.

While the Company believes in good faith that its business plans have a reasonable chance of success, the operations of the Company are ultimately speculative and involve the possibility of a total loss of investment, due to any number of considerations. Investment is suitable only for individuals who are financially able to withstand total loss of their investment.

#### **Description of Securities for Prior Reg CF Raise**

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company. Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently. A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company. Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

#### Minority Ownership

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

#### Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor.

For example, the shareholders may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time.

Shareholders could decide to force the Company to redeem their securities at a time that is not favorable to the investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the investor's securities will decrease, which could also diminish the investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an investor's interest will typically also be diluted. Based on the risks described above, the investor could lose all or part of his or her investment in the securities in this offering, and may never see positive returns.

#### Restrictions on Transfer

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor<sup>(9)</sup>;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- 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.

#### **Valuation Methodology for Prior Reg CF Raise**

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of shares of Preferred Stock. As discussed in Question 13, when we engage in an offering of equity interests involving Preferred Stock, Investors may receive a number of shares of Preferred Stock calculated as either (i) the total value of the investor's investment, divided by the price of the Preferred Stock being issued to new investors, or (ii) if the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time. Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Preferred Stock that investors will receive, and/or the total value of the Company's capitalization, will be determined by our board of directors. Among the factors we may consider in determining the price of Preferred Stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our stock (including both common stock and Preferred Stock) that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

#### **Company**

WhiteClouds, Inc.  
- Utah Corporation  
- Organized January 2013  
- 41 employees

1186 E. 4600 S.  
Suite 400  
Ogden UT 84403

<https://www.whiteclouds.com/>

**Business Description**

Refer to the [WhiteClouds](#) profile.

**EDGAR Filing**

The Securities and Exchange Commission hosts the [official version of this annual report](#) on their EDGAR web site. It looks like it was built in 1989.

**Compliance with Prior Annual Reports**

WhiteClouds has previously not complied with the reporting requirements under Rule 202 of Regulation Crowdfunding.

Delayed filing.

**All prior investor updates**

You can refer to the company's [updates page](#) to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.