



ANNUAL REPORT

April 2019



[THIS PAGE INTENTIONALLY LEFT BLANK]

Wichita Falls Brewing Company LLC

This Annual Report (this “**Disclosure**”) is furnished with respect to the certain securities (“**Securities**”) offered and sold by Wichita Falls Brewing Company LLC, a Texas limited liability company (“**Wichita Falls Brewing**” or the “**Issuer**”) through the crowdfunding portal available at www.nextseed.com and each subdomain thereof (the “**Portal**”) and operated by NextSeed US LLC, a Delaware limited liability company (“**NextSeed**”), in reliance on the exemption from registration pursuant to Section 4(a)(6) (the “**4(a)(6) Exemption**”) of the U.S. Securities Act of 1933 (the “**Securities Act**”) and the regulations promulgated with respect thereto (“**Regulation Crowdfunding**”).

The Securities may not be transferred by any investor during the one-year period beginning when the Securities are issued, unless the Securities are transferred: (i) to the Issuer; (ii) to an “accredited investor” as defined in Rule 501(a) of Regulation D; (iii) as part of an offering registered with the SEC; or (iv) to a member of the family of the investor or the equivalent, to a trust controlled by the investor, to a trust created for the benefit of a member of the family of the investor or the equivalent, or in connection with the death or divorce of the investor or other similar circumstance. In addition, there is no ready market for the sale of the Securities and it may be difficult or impossible for an investor to sell or otherwise dispose of the Securities. Furthermore, the investors are not permitted to assign the Securities without the Issuer’s prior written consent.

No person other than the Issuer has been authorized to provide prospective investors with any information concerning the Issuer or the Offering or to make any representation not contained in this Disclosure.

The 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 (the “**SEC**”) 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, including this Disclosure. These Securities are offered under the 4(a)(6) Exemption; however, the SEC has not made an independent determination that the Securities are exempt from registration. Investors should not construe the contents of this Disclosure as legal, business, tax, accounting, regulatory, investment or other advice, and should consult their own advisors concerning the Securities.

Certain information contained in this Disclosure constitute “forward-looking statements” that can be identified by the use of forward-looking terminology such as “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “intend,” “continue,” or “believe” or the negatives or variations thereof. Furthermore, any forecasts or other estimates in this Disclosure, including estimates of returns or performance, are “forward-looking statements” and are based upon certain assumptions that may change. Due to various risks and uncertainties, actual events or results or the actual performance of the Securities may differ materially from those contemplated in such forward-looking statements. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of the Issuer or the Portal. Neither the delivery of this Disclosure at any time nor any sale hereunder shall under any circumstances create an implication that the information contained herein is correct as of any time after the earlier of the relevant date specified herein or the date of this Disclosure.

[THIS SECTION INTENTIONALLY LEFT BLANK]

TABLE OF CONTENTS

I.	SUMMARY OF BUSINESS	6
II.	DESCRIPTION OF BUSINESS CAPITALIZATION	6
III.	KEY PERSONS	10
IV.	RISK FACTORS	11
V.	CERTAIN LEGAL MATTERS AND TAX CONSIDERATIONS	21
APPENDIX A FINANCIAL STATEMENTS & OFFICER CERTIFICATION		

I. SUMMARY OF BUSINESS

SUMMARY OF ISSUER'S LEGAL STATUS

Name of Issuer	Wichita Falls Brewing Company LLC
Legal Status of Issuer	Limited Liability Company
Jurisdiction of Organization	TX
Date of Incorporation	12-16-2016
Physical Address of Issuer	701 Indiana Ave, Wichita Falls, TX 76301
Number of Employees	5

SUMMARY OF ISSUER'S BUSINESS PLAN

WFBC will fulfill an emerging need in the Texoma region, an open-to-all craft brewpub. Local residents will come to enjoy their hometown ales just as their city is seeing a commercial boom.

Similar sized towns with comparable demographics in Texas have proven to easily support brewpubs of this size. Given these comps between patrons and its distribution, WFBC expects to see annual sales nearing \$1M in the next five years.

Revenues will be primarily driven through on-site beer sales, distribution of the product throughout the region, and additional food and beverage sales in the taproom. Families will be encouraged to enjoy WFBC together. The space and layout will be designed as a family-friendly destination, complete with games and outdoor playscapes for the under-21 set.

On the cost side, labor demands have been reduced through operational efficiencies built into the business. The brewing process has been developed with a fully automated system, allowing an individual to brew a batch alone. Further, counter order service in the taproom, a permanent food truck and a contracted distributor will also ensure that labor costs are comparatively low.

The brewery has also reached a generous "lease-to-own" agreement on the brew system. The arrangement allows for a flexible first year in which WFBC will only be paying interest on the equipment.

WFBC will also have the benefit of a graduated scale on rent, keeping costs especially low in the first nine months.

INTENDED FOR REVIEW BY INVESTORS ONLY. DO NOT COPY OR DISTRIBUTE.

Numbers have shown that the craft brewing industry sees fairly level sales throughout the year, including times when other industries hurt badly (i.e. the recession). The beer trend has slowed only slightly as 35-44 year old consumers are migrating to wine and spirits. Aware of this and committed to serving the whole community, the taproom will also serve wine and food. Discussions have started on distilling liquor in the future.

II. DESCRIPTION OF BUSINESS CAPITALIZATION

OVERVIEW

The Issuer anticipated that the total cost of the project would be approximately \$725,000. The Issuer funded the buildout with approximately \$55,000 in tenant improvement contributions, \$40,000 in a city 4B grant, \$205,000 in equipment financing, \$300,000 from private investors, and \$125,000 raised by a Regulation Crowdfunding offering on NextSeed in April 2018. The members of the Issuer have committed to provide or arrange for sufficient financing for the Issuer to cover any remaining balance of the project cost.

EXISTING SECURITIES AS OF END OF 2018

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights	Other Rights
Class A Membership Interests	700	700	Both Class A and Class B Members have certain voting rights as described in the Company Agreement of the Issuer ("Company Agreement"). 80% consent of all members are required for a merger, an interest exchange, a conversion, a sale of all or substantially all of the Issuer's assets, or removal of a manager. 2/3 consent is required to amend the Company Agreement, increase the number of managers, and/or admit additional members.	N/A
Class B Membership Interests	300	300	Class B Members have the right to appoint an observer on the board of managers. Class B Members' consent is required for any proposed transaction that would dilute or impair the interests of existing Class B Members.	N/A
NextSeed Notes	\$125,000	\$125,000	None	Set forth in the note purchase agreement among the Issuer and the Investors

INTENDED FOR REVIEW BY INVESTORS ONLY. DO NOT COPY OR DISTRIBUTE.

PREVIOUS EXEMPT OFFERINGS

Date of Offering	Exemption Relied Upon	Securities Offered	Amount Sold	Use of Proceeds
April 2018	Section 4(a)(6)	NextSeed Notes	\$125,000	Buildout of the business
31 May 17	Section 4(a)(2)	Class A Membership Interests	700 units (\$2,000)	Buildout of the brewery
1 Jun 17-30 Jan 18	Section 4(a)(2)	Class B Membership Interests	300 units (\$300,000)	Buildout of the brewery

MATERIAL TERMS OF ANY INDEBTEDNESS AS OF END OF 2018

Creditor(s)	Amount Outstanding	Interest Rate	Payment schedule	Maturity Date	Other Material Terms
Equipment loan from landlord	\$205,000	6% APR	Interest only for Year 1; \$4,777.25 per month for the next 60 months	Sep, 2024	Loan secured by the brewing equipment (mash tun cooler, boil kettle, liquor tanks, fermenters, and serving tanks.
Private loan	\$75,000	8% APR	No payments for 6 months; \$935.00 per month for the next 120 months	Mar, 2028	Loan secured by other taproom equipment (glycol chiller, coolers, a/v equipment, sinks, keg washer, etc.

The two loans described above are senior loans, with priority over the NextSeed Notes. In the event of default, the assets secured in favor of the creditors described above shall first be used to satisfy such creditors' claims.

III. KEY PERSONS

BOARD OF MANAGERS

The Issuer is governed by a board of managers consisting of Matt Bitsche, Russ Reynolds, David Day and Jeff McKnight.

Matt Bitsche

Manager, Inception - Present

Matt has come home to Texoma to launch this new venture. He will be responsible for brewing, distribution and brewery operations. Founder and head brewer of Austin's Infamous Brewing brewery and distributor, Matt built the company from scratch to a worth of \$4.5M in just five years (2012 to 2016). His beers have been featured in The New York Times and have won numerous national awards. Matt was also the manager of Door Systems Wichita Falls from 2016 to Nov. 2017.

Russ Reynolds

Manager, Inception - Present

Russ is responsible for business planning and marketing. He earned his B.A. and Business Foundations Certificate from the University of Texas and his MBA from Trident University International. A career Air Force pilot, Russ recently co-founded the University of Texas "AFROTC Det. 825 Alumni Network Scholarship" and has so far raised over \$10k in memory of a fallen comrade. He shares a desire to grow this company while transitioning to the reserves and making Texoma home. Russ currently serves as an instructor pilot in the United States Air Force, since 2007.

David Day

Manager, Inception - Present

David is a seasoned entrepreneur, involved in running several small businesses in the Wichita Falls area such as Greenleaf Consulting Corp, Kingfish Interests, LLC, an oil & gas company, and Microquant, LLC, a trading company.

Jeff McKnight

Manager & General Counsel, Inception - Present

Jeff is an experienced entrepreneur and attorney. He runs The Law Offices of Jeff McKnight in Wichita Falls, and is the owner of several other local small businesses such as Far From Cheap, LLC, WM Aviation, LLC, CMP Eagle Funding (partner), GGM Properties, LLC and Eastwood Energy Group LLC.

IV. RISK FACTORS

A crowdfunding investment involves risk. An investor should not invest any funds in this Offering unless he or she can afford to lose his or her 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. This list of potential risks is not intended to be inclusive.

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 SEC 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 SEC has not made an independent determination that these securities are exempt from registration.

Business Risks

The Issuer's success will depend on its brand perception, in part, upon the popularity of their establishment and the customer's experience. The Issuer intends to reinforce and extend positive brand perception, including by providing a training program for its employees to ensure a high quality of customer service. Any shortcomings in the Issuer's brand building initiatives or business incidents that diminish customer perceptions of the Issuer's brand could negatively impact revenues.

Investors not as experienced with the brewpub model see the traditional risk associated with restaurants up front. According to the Brewer's Association, as of 2016 only 46% of brewpubs closed in the last 35 years compared to 60% of restaurants. 2017 numbers from craftbrewingbusiness.com show a slightly lower (51.2%) success rate. However, the 'microbrewery' model, as opposed to a brewpub, has a success rate of 76%. Wichita Falls Brewing holds a brewpub license but will operate more like a production microbrewery with a taproom. The food that is served in house is from a food truck that we merely have a working relationship with and the Issuer plans to grow the distribution to a point that it is half of total revenue within 3 years. The Issuer has significantly less overhead with the absence of a kitchen and all of the employees associated with that side of the house. Additionally, the team already has experience with operating a very successful microbrewery which is still in operation and growing quickly.

However, if the Issuer overestimates the demand for its business or underestimates the popularity of its competition, the Issuer may not fully realize its anticipated revenue. The Issuer's business, financial condition and results of operations depends in part on the Issuer's ability to anticipate, identify and respond to changing consumer preferences. The Issuer's dependence on walk-in customers and taproom sales will decrease as its production capacity increases. Over the last few decades, major hits to the industry have included some hop shortages associated with both limited supply and varietals in addition to higher prices. Most breweries have been able to offset these periods with long term hop contracts, raising prices, making beers with less hops, or a combination of all of it. However, any failure by the Issuer to anticipate and respond to changing customer preferences could make the Issuer's business less appealing and adversely affect business. If the Issuer does not achieve a certain level of revenue, the financial performance will be seriously and negatively impacted, in which case there may be serious adverse financial consequences for the Investors.

Industry Risks

The Issuer will face significant competition from other restaurants, bars and breweries, which could adversely affect business and financial performance. The brewpub industry is characterized by the continual introduction of new concepts and is subject to rapidly changing consumer preferences, tastes and dining habits.

Reputational Risks

Adverse publicity concerning brewpubs and the business could damage the Issuer's brand and negatively affect the future success of the business. This can take different forms, such as word-of-mouth criticisms, web blogs, social media websites, and other Internet-based communications that allow individuals access to a broad audience of consumers and other interested persons. Many social media platforms immediately publish the content their subscribers and participants can post, often without filters or checks on accuracy of the content posted. There is significant opportunity for dissemination of information, including inaccurate information. Information about the Issuer's business may be posted on such platforms at any time, and may be adverse or inaccurate, either of which may harm the business and the Issuer's financial performance. The harm may be immediate without affording the Issuer an opportunity for redress or correction.

Competition Risks

The market for brewpubs is competitive and the Issuer may need to compete with other established competitors. The Issuer competes with these other businesses on the basis of quality and price of products and/or services offered, atmosphere, location and overall customer experience. The entrance of new competitors into the Issuer's markets could reduce revenue and operating margins. Some competitors may have greater financial and other resources, greater name recognition, more experience in the business and/or better presence in the planned markets. Any inability to compete successfully with competitors, shifts in consumer preferences away from restaurants & bars or the Issuer's inability to develop new products or services that appeal to consumers may negatively affect revenues.

Management Risks

Any operational growth experienced by the Issuer will place additional demands on the Issuer's administrative, management and financial resources. If the Issuer's management does not effectively manage growth, the Issuer's operations and financial condition may be negatively impacted. The timing and extent of future growth depends, in part, on the Issuer's ability to manage its organizational structure and financial resources.

Personnel Risks

The success of the business is heavily dependent on the judgment and ability of the members of the Issuer's leadership, such as the head brewer. If they are unable to attend to the business for health or personal reasons for an extended period of time, the business may suffer. If members of the Issuer's leadership team or other key management personnel leave, the Issuer may have difficulty replacing them, and the business may suffer. There can be no assurance that the Issuer will be able to successfully attract and retain the leadership team and other key management personnel needed.

However, as the equipment gets installed, the head brewer will train assistant brewers on the engineering and assembly of our brewhouse. When we start production, he will train them on all the processes associated with brewing on the system. It is important to have backup personnel but we are also investing in assistant brewers that can take additional work shifts as production ramps up. The likelihood of the head brewer leaving under controllable circumstances is very low as he is also the President of the Issuer and has substantial investment in the project.

Labor Supply Risks

A primary component of the Issuer's operations is labor. The Issuer competes with other employers in the market for hourly workers and may be subject to higher labor costs as a result of such competition. The Issuer devotes significant resources to recruiting and training team members, as its success depends, in part, upon its ability to attract, motivate and retain qualified employees, including brewmasters. If the Issuer is unable to recruit and retain sufficiently qualified personnel, the business and its growth could be adversely affected. Any material increases in employee turnover rates or any employee dissatisfaction could have a material adverse effect on the Issuer's business and results of operations. The Issuer may sustain an increase in operating costs if it pays increased compensation or benefits to its employees. The Issuer must follow various federal and state labor laws, including but not limited to employee classifications as exempt or non-exempt, unemployment tax rates, workers' compensation rates, citizenship requirements and other wage and benefit requirements for employees classified as non-exempt. The Issuer may be adversely affected by legal or governmental proceedings brought by or on behalf of its employees or guests. Although the Issuer requires all workers to provide government-specified documentation evidencing employment eligibility, some employees may, without the Issuer's knowledge, be unauthorized workers. If any of the Issuer's workers are found to be unauthorized, the Issuer may experience adverse publicity that negatively impacts their ability to hire and keep qualified employees. Termination of a significant number of employees who were unauthorized employees may disrupt the Issuer's operations, cause temporary increases in labor costs as new employees are trained and result in additional negative publicity. The Issuer could also become subject to fines, penalties and other costs related to claims that the Issuer did not fully comply with all record-keeping obligations of federal and state immigration compliance laws. These factors may have a material adverse effect on the Issuer's business, financial condition and results of operations.

A significant portion of the Issuer's service staff will be tipped employees and are accordingly paid the minimum wage. State, federal and local legislators have advocated significant increases in the minimum wage during recent years. The Issuer has no control over increases in the minimum wage. However, when the minimum wage is increased, it may be difficult for the Issuer to pass along increased payroll costs to guests due to the competitiveness of the breweries. As a result, increases in the minimum wage could have a material adverse impact on the Issuer.

Market Conditions

The Issuer's success depends to a significant degree on numerous factors affecting discretionary consumer spending, including general economic conditions, disposable consumer income and consumer confidence. The Issuer will cater to both business and social guests. Accordingly, cost-conscious consumers may reduce their level of discretionary spending during economic turmoil or periods of uncertainty. Any material decline in the amount of discretionary spending could have a material adverse effect on our revenue, results of operations, business and financial condition. The Issuer's sales are also dependent on

foot traffic and sales in a specific location. If the foot traffic in the area declines, or the Issuer is forced to move its operations to a different location, revenues may be negatively impacted. The Issuer's success also depends on the popularity of our menu offerings and the overall dining experience provided to guests. Any shift in consumer preferences away from the Issuer's business concept could negatively affect financial performance.

Supply and Delivery Cost Risks

Supplies and prices of the various products used in the goods that the Issuer offers can be affected by a variety of factors, such as weather, seasonal fluctuations, demand, politics and economics in the producing regions. These factors may subject the Issuer to shortages or interruptions in product supplies, which could adversely affect revenue. The Issuer does not have control over the businesses of its vendors, suppliers and distributors, and its efforts to specify and monitor the standards under which they perform may not be successful. Higher diesel and gasoline prices may affect supply or transportation costs and may affect the Issuer's profitability. If the Issuer has long-term purchase commitments in excess of what the Issuer needs due to a decline in demand, this may also adversely affect profitability. Furthermore, certain supplies may be perishable, and the Issuer has limited control over whether those items will be delivered in an appropriate condition for use in its business. If any of the Issuer's vendors, suppliers or distributors are unable to fulfill their obligations to the Issuer's standards, or if a replacement provider cannot be found in the event of a supply or service disruption, the Issuer could encounter supply shortages and incur higher costs to secure adequate supplies, which could materially adversely affect the Issuer's business, financial condition and results of operation.

A number of pandemic scares related to a variety of raw food ingredients, including meats, fruits and vegetables, have recently caused concern among consumers and health care officials. One or more such outbreaks of such food related illnesses, whether pandemic or isolated, may adversely affect the consumer demand for certain foods and consequently negatively impact the operations and profitability of the Issuer, regardless of the quality and safety of products offered by the Issuer.

Operational Risks

The Issuer's business operations require processing and/or maintaining certain personal, business and financial information about customers, vendors and employees. The use of such information by the Issuer is regulated by federal and state laws, as well as certain third party agreements. If the Issuer's security and information systems are compromised or if employees fail to comply with the applicable laws and regulations, and this information is obtained by unauthorized persons or used inappropriately, it could adversely affect the Issuer's reputation and result in litigation and settlement costs, damage awards or penalties and fines. As privacy and information security law and regulations change, the Issuer may incur additional costs to ensure compliance.

Financing Risks

The Issuer has not yet commenced operations and has not generated any revenue to date. In order to begin business operations, the Issuer will need to incur expenses related to the development of the planned service, expenses related to the acquisition of certain supplies, expenses related to the opening of the first planned location, and other start-up costs. Accordingly, if the Issuer does not obtain additional financing, including the financing sought in this offering, the business will likely fail.

Real Estate Risks

The Issuer is planning to open in Wichita Falls. There is no guarantee that this site will remain suitable, or that the business will be operated profitably. The Issuer depends on cash flow from operations to pay lease obligations and to fulfill other cash requirements. If the business does not generate sufficient cash flow and sufficient funds are not otherwise available to the Issuer from other sources, the Issuer may not be able to meet its lease obligations, grow the business, respond to competitive challenges or fund its other liquidity and capital needs, which would have a material adverse effect on the Issuer.

The Issuer is leasing its business location and is subject to any penalties that may result from a violation of the lease terms, such as early lease cancellation. The current location of the store may become unattractive as demographic patterns change. The Issuer may fail to negotiate renewals of the lease, either on commercially acceptable terms or at all, which could require the Issuer to close a store in a desirable location.

Negative effects on the Issuer's landlord due to any inaccessibility of credit and other unfavorable economic factors may, in turn, adversely affect the Issuer's business and results of operations. If the Issuer's landlord is unable to obtain financing or remain in good standing under their existing financing arrangements, they may be unable to provide construction contributions or satisfy other lease covenants with the Issuer. If the landlord files for bankruptcy protection, the landlord may be able to reject the Issuer's lease in the bankruptcy proceedings. While the Issuer may have the option to retain its rights under the lease, the Issuer may not be able to compel the landlord to perform any of its obligations and would be left with damages as the sole recourse. In addition, if the landlord is unable to obtain sufficient credit to continue to properly manage its retail site, the Issuer may experience a drop in the level of quality of such retail center. The Issuer may be adversely affected by the negative financial situations of developers and landlords.

Development Risk

The Issuer's dependence on development exposes the Issuer to timing, budgeting and other risks. New project development has a number of risks, including risks associated with:

- construction delays or cost overruns that may increase project costs;
- receipt of zoning, occupancy and other required governmental permits and authorizations from local governmental agencies, which are issued at the discretion of the issuing authority with no guaranty that all licenses and permits applied for by the Issuer will be issued;
- development costs incurred for projects that are not pursued to completion;
- so-called acts of God such as earthquakes, hurricanes, floods or fires that could adversely impact a project;
- defects in design or construction that may result in additional costs to remedy or require all or a portion of a property to be closed during the period required to rectify the situation;
- ability to raise capital; and
- governmental restrictions on the nature or size of a project or timing of completion.

The Issuer cannot assure you that any development project will in fact be developed, and, if developed, the time period or the budget of such development may be greater than initially contemplated.

Food Safety Risks

While the Issuer's food is sourced from an adjacent food truck, the Issuer considers food safety a top priority and dedicates substantial resources toward ensuring that customers enjoy high-quality, safe products. However, food tampering, employee hygiene and cleanliness failures or improper employee conduct at the Issuer's business could lead to product liability or other claims. Instances of food-borne illnesses, whether real or perceived, and whether at the Issuer's store or those of competitors, could harm customers and otherwise result in negative publicity about the Issuer or the products the Issuer serves, which could adversely affect revenue. If customers become ill from food-borne illnesses, the Issuer could be forced to temporarily close. In addition, the Issuer may have different or additional competitors for intended customers as a result of such changes and may not be able to compete successfully against those competitors. Food safety concerns may also adversely affect the price and availability of those affected ingredients and cause customers to shift their preferences. A decrease in customer traffic as a result of these health concerns or negative publicity, or as a result of a change in menu or customer experience or a temporary closure of the store, could materially and adversely impact the business's financial condition and results of operations.

A number of pandemic scares related to a variety of raw food ingredients, including meats, fruits and vegetables, have recently caused concern among consumers and health care officials. One or more such outbreaks of such food related illnesses, whether pandemic or isolated, may adversely affect the consumer demand for certain foods and consequently negatively impact the operations and profitability of the Issuer, regardless of the quality and safety of products offered by the Issuer.

Legal Risks

Food service businesses can be adversely affected by litigation and complaints from customers or government authorities resulting from food quality, health claims, allergens, illness, injury or other health concerns or operating issues stemming from one or more retail locations. Negative publicity about these allegations may negatively affect the Issuer, regardless of whether the allegations are true, by discouraging customers from patronizing the Issuer. The Issuer may also be impacted by industry trends in litigation, including class-action allegations brought under various consumer protection laws, securities and derivative lawsuits claiming violations of state and federal securities law, and employee lawsuits, including wage and hour claims. Due to the inherent uncertainties of litigation and regulatory proceedings, the Issuer cannot accurately predict the outcome of any such proceedings. An unfavorable outcome could have a material adverse impact on the Issuer's business, financial condition and results of operations. Further, regardless of outcome, these proceedings could result in substantial costs and may require resources of the Issuer be used to defend any claims.

Alcohol Sale Risks

The Issuer is subject to alcoholic beverage control regulations that govern various aspects of daily operations of the business, including the minimum age of guests and employees, hours of operation, advertising, wholesale purchasing and inventory control, handling and storage. Any failure by the Issuer to obtain and maintain, on a timely basis, liquor or other licenses, permits or approvals required to serve alcoholic beverages or food, as well as any associated negative publicity, could delay or prevent the

opening of, or adversely impact the viability of, and could have an adverse effect on, the business and its operating and financial performance. Because of the many and various state and federal licensing and permitting requirements, there is a risk that one or more regulatory agencies could determine that the Issuer has not complied with applicable licensing or permitting regulations or have not maintained the approvals necessary to conduct business within its jurisdiction.

The Issuer is subject to state “dram shop” laws, which generally allow a person to sue the Issuer if that person was injured by an intoxicated person who was wrongfully served alcoholic beverages at the Issuer’s. A judgment against the Issuer under a dram shop law could exceed the Issuer’s liability insurance coverage policy limits and could result in substantial liability and materially adversely affect the Issuer’s results of operations. The Issuer’s inability to continue to obtain such insurance coverage at reasonable cost could also have a material adverse effect on operations. Regardless of the validity of the claims, the Issuer could be adversely affected by negative publicity resulting from such laws.

The most recent change to Texas law with regard to the brewpub industry did impact the Issuer in a small (negative) way. “House Bill 3287, now current law, makes no change to the requirements or processes of any current independent craft brewer operating in Texas. This bill reaffirms the definition of a craft brewer in this State and sets the industry on a path of continued, record breaking growth,” said Goldman, the bill’s author. What the bill does hurt, according to breweries, is the ability to expand as it reduced the number of barrels per year that defined the line of whether or not a brewery could utilize traditional on-premise sales in their business model. Many argue that this devalued many breweries overnight. The number of barrels associated with these laws is 225,000. The Issuer’s hope is to get to 2,000 barrels sometime in the next 5 years so these laws do not particularly concern the Issuer. It was merely a step in the wrong direction for the industry as a whole.

Other than that, recent changes have been in favor of the brewpub model, and with increased lobbying from entities such as the ‘Texas Brewers Guild’, the Issuer hopes to see laws more in line with states that favor small craft breweries in the future.

Alcohol Investment Risks

Alcohol beverage control regulations may limit an Investor’s ability to hold interests in the Issuer. For example, Texas laws and regulations generally do not allow a person from holding financial interests in both manufacturers and distributors of alcoholic beverages and retailers of alcoholic beverages, and local regulators may require disclosure of Investors’ personal information to verify their eligibility to invest in the Issuer. In the event that Texas laws and regulations do not allow an Investor to hold the Securities, such Investor may be required to transfer its interests in the Securities to the Issuer as described in the NPA. If a number of Investors are ineligible to hold the Securities, it could materially adversely affect the Issuer’s financial condition.

Environmental Risks

The Issuer is subject to national, state and local laws and regulations in the U.S. concerning waste disposal, pollution, protection of the environment, and the presence, discharge, storage, handling, release and disposal of, and exposure to, hazardous or toxic substances. These environmental laws provide for significant fines and penalties for noncompliance and liabilities for remediation, sometimes without regard to whether the owner or operator of the property knew of, or was responsible for, the release or presence of hazardous toxic substances. Third parties may also make claims against owners or operators

of properties for personal injuries and property damage associated with releases of, or actual or alleged exposure to, such hazardous or toxic substances at, on or from the Issuer's business. Environmental conditions relating to releases of hazardous substances at the Issuer's site could materially adversely affect the business, financial condition and results of operations. Further, environmental laws, and the administration, interpretation and enforcement thereof, are subject to change and may become more stringent in the future, each of which could materially adversely affect the Issuer's business, financial condition and results of operations.

Information Technology Risks

The Issuer relies heavily on information systems, such as point-of-sale processing, for management of the Issuer's supply chain, payment of obligations, collection of cash, credit and debit card transactions and other processes and procedures. The Issuer's ability to efficiently and effectively manage its business depends significantly on the reliability and capacity of these systems. The Issuer's operations depend on its ability to protect its computer equipment and systems against damage from physical theft, fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external security breaches, viruses and other disruptive problems. The failure of these systems to operate effectively, maintenance problems, upgrading or transitioning to new platforms, expanding the Issuer's systems or a breach in security of these systems could result in delays in guest service and reduce operational efficiency. Remediation of such problems could result in significant, unplanned capital investments.

Accounting Risks

Changes to existing accounting rules or regulations may impact the Issuer's future results of operations or cause the perception that the Issuer is more highly leveraged. Other new accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future. For example, accounting regulatory authorities have indicated that they may begin to require lessees to capitalize operating leases in their financial statements for the next few years. If adopted, such change would require the Issuer to record significant capital lease obligations on its balance sheet and make other changes to its financial statements. This and other future changes to accounting rules or regulations may impact the Issuer's future operating results.

Intellectual Property Risks

The Issuer's intellectual property is material to conducting business. The Issuer's success depends in part on furthering brand recognition using its trademarks, service marks, trade dress, trade secrets and other proprietary intellectual property, including its name, logos and unique ambiance of its stores. The Issuer has taken efforts to protect its brand, but if its efforts are inadequate, or if any third party misappropriates or infringes on the Issuer's intellectual property, the value of the store brand or consumer products brand may be harmed, which could have a material adverse effect on the business. There are no material claims against us from prior users of intellectual property, but there can be no assurances that the Issuer will not encounter any material claims in the future. If this happens, it could harm the Issuer's image, brands or competitive position and cause the Issuer to incur significant penalties and costs.

Regulatory Risks

Products and services offered by the Issuer are subject to regulation. Regulatory action could substantially increase the Issuer's costs, damage reputation and materially affect operating results. The Issuer's increased costs in complying with these requirements or failure to obtain required licenses or permits in a timely fashion may materially affect operations.

Regulations regarding climate change, energy usage and emissions controls may impact the Issuer directly through higher cost of goods. The potential impacts of climate change and climate change regulations are highly uncertain at this time, and the Issuer cannot anticipate or predict the material adverse effects on the business as a result of climate change or climate change regulation. For instance, changes in the prevailing climates may result in a reduction in, or increased prices of available goods, which may adversely affect the Issuer's revenue and operating margins.

The Issuer is subject to various federal, state and local regulations, including regulations related to the preparation and sale of food, the sale of alcoholic beverages, zoning and building codes, land use and employee, health, sanitation and safety matters. The Issuer is also subject to the U.S. Fair Labor Standards Act, which governs such matters as working conditions, family leave mandates and other employment law matters. In recent years, there has been an increased legislative, regulatory and consumer focus on nutrition and advertising practices in the food industry. Compliance with additional regulations can become costly and affect the Issuer's operating results.

There is also a potential for increased regulation of certain food establishments in the United States, where compliance with a Hazard Analysis and Critical Control Points ("**HACCP**") approach would be required. HACCP refers to a management system in which food safety is addressed through the analysis and control of potential hazards from raw material production, procurement and handling, to manufacturing, distribution and consumption of the finished product.

Tax Risks

The Issuer is subject to federal, state and local taxes. In making tax estimates and paying taxes, significant judgment is often required. Although the Issuer believes its tax positions and estimates are reasonable, the Issuer could have additional tax liability, including interest and penalties, if a taxing authority disagrees with the positions taken by the Issuer. If material, payment of such additional amounts could have a material impact on the Issuer's results of operations and financial position.

Risks from Work Stoppages, Terrorism or Natural Disasters

The Issuer's operations may be subject to disruption for a variety of reasons, including work stoppages, terrorism, acts of war, pandemics, fire, earthquake, flooding, tornadoes or other natural disasters. These disruptions can result in, among other things, lost sales due to the inability of customers, employees or suppliers to reach the store, property damage and lost sales if the Issuer is forced to close for an extended period of time.

Limited Source of Repayment

The only source of financial return for investors before maturity is through payments as set forth in the NPA and the Notes and there is no guarantee of any investment return. The Securities are speculative investments inherently involving a degree of risk, meaning part or all of such investments may be lost.

While the Issuer is providing a lien on its assets, there is no guarantee that it will have sufficient assets to make full payment to the investors, as the assets may decrease in value, lose their entire value over time or may fluctuate based on the performance of the underlying business. Neither the Issuer nor NextSeed guarantees payment or investor returns.

Risks Relating to Financial Forecasts

The financial forecasts provided by the Issuer herein are reasonable forecasts by the Issuer based upon assumption of stable economic conditions and other various assumptions regarding the operations of the Issuer. The validity and accuracy of these assumptions will depend in large part on future events over which the Issuer and the key persons will have no control. CHANGES IN ASSUMPTIONS OR THEIR UNDERLYING FACTS COULD SIGNIFICANTLY AFFECT THE FORECASTS. TO THE EXTENT THAT THE ASSUMED EVENTS DO NOT OCCUR, THE OUTCOME MAY VARY SIGNIFICANTLY FROM THE PROJECTED OUTCOMES. CONSEQUENTLY, THERE CAN BE NO ASSURANCE THAT THE ACTUAL OPERATING RESULTS OF THE ISSUER WILL CORRESPOND TO THE FORECASTS PROVIDED HEREIN.

Risks Relating to Debt Financing

The Issuer's debt service obligations may adversely affect its cash flow. As a result of any existing or future debt obligations, the Issuer may be subject to: (i) the risk that cash flow from operations will be insufficient to meet required payments of principal and interest, (ii) restrictive covenants, including covenants relating to certain financial ratios, and (iii) interest rate risk. Although the Issuer anticipates that it will be able to repay or refinance any indebtedness when it matures, there can be no assurance that it will be able to do so or that the terms of such refinancing will be favorable. The Issuer's leverage may have important consequences including the following: (i) its ability to obtain additional financing for acquisitions, working capital, capital expenditures or other purposes, if necessary, may be impaired or such financing may not be available on terms favorable to the Issuer and (ii) a substantial decrease in operating cash flow or a substantial increase in its expenses could make it difficult for the Issuer to meet its debt service requirements and restrictive covenants and force the Issuer to sell assets and/or modify its operations.

Moreover, the Securities offered through this Offering are junior in priority, as the Issuer has obtained two loans with senior security interests. Therefore, in the event the Issuer is unable to service its debt obligations, any proceeds from the sale of assets used to secure the interests of the two senior loans shall first be applied to repay such senior loans before any payments are made to the holders of Securities. There is no guarantee that it will have sufficient assets to make full payment to the investors.

Potential Conflicts of Interest

The key persons individually or as an entity may wish to own, operate or consult with other operations in Wichita Falls area similar to the Issuer, including operations utilizing the brand associated with the Issuer. Such other businesses will be owned by entities other than the Issuer, which may not have an identity of ownership interest with the Issuer. While it is the intention of the key persons to place such businesses operations strategically so as to maximize the revenue and profitability of each business, there can be no guarantee that such activities will not have a deleterious effect on the revenues of the Issuer's operations and on the Issuer due to unintended competitive factors resulting from the comparative accessibility and desirability of the respective businesses. The relevant key persons will have no duty to account to the Issuer for profits derived from such other such activities.

V. CERTAIN LEGAL MATTERS AND TAX CONSIDERATIONS

LEGAL PROCEEDINGS

The Issuer is not aware of any material legal proceeding in which the Issuer, any of its affiliates, or any of its property is currently a party or subject to legal proceedings.

AFFILIATED PARTY TRANSACTIONS

The Issuer or any entities controlled by or under common control with the issuer was not party to any transaction since the beginning of the Issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the Issuer in reliance of 4(a)(6) Exemption during the preceding 12-month period, including the amount the issuer seeks to raise in the Offering, in which any of the following persons had or is to have a direct or indirect material interest:

- (1) any director or officer of the Issuer;
- (2) any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the Issuer's outstanding voting equity securities, calculated on the basis of voting power;
- (3) if the Issuer was incorporated or organized within the past three years, any promoter of the Issuer; or
- (4) any immediate family member of any of the foregoing persons.

OTHER MATTERS

Payment Processing Operations

Collection and repayment of funds to investors who have purchased the Securities depend on the continuous operation of NextSeed and its banking partner(s) that facilitate payments. If either NextSeed or its banking partner(s) were to stop or otherwise be unable to continue operations in the future, while NextSeed will make all commercially reasonable efforts to facilitate repayment of all outstanding Securities, it may not be possible to service the existing Securities until completion.

Legal and Regulatory Implications

The legal and regulatory regime governing investment crowdfunding is a recent development and subject to inherent uncertainty as the applicable legal and regulatory environment continues to evolve. Accordingly, there may be changes to the legal and regulatory requirements that negatively affect the operations of NextSeed, including servicing the Securities. In addition, while the effective interest rates that may be charged to the Issuer are intended to be compliant with state usury law requirements, if in the event that any lawsuit brought by any issuer on NextSeed results in the Securities being found to violate state usury laws, such Securities may lose certain value.

Limited Security and Enforcement Options

The Issuer will grant a security interest in all of its assets in favor of NextSeed for the benefit of the investors but the Securities are not insured by any third party or backed by any government authority in any way. NextSeed (and any designated third-party collection agency that may be appointed by NextSeed)

may be limited in its ability to collect payments in the event the Issuer is unable or unwilling to comply with its payment obligations.

Requests for Additional Investor Information

Each investor will be required to comply promptly with reasonable requests for information made by or on behalf of the Issuer or the Portal in order for the Issuer or the Portal to satisfy any request for information about such investor or its investment, including requests made by any national, federal, state, local or regulatory authority, agency, committee, court, exchange or self-regulatory organization.

ONGOING REPORTING

The Issuer will file a report electronically with the SEC annually and post the report on its website, no later than: April 30 of the following year, 120 days after the end of each fiscal year covered by the report.

Once posted, the annual report will be available on the issuer's website at: www.wichitafallsbrewing.com

The issuer must continue to comply with the ongoing reporting requirements until:

- (1) the Issuer is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Issuer has filed at least one annual report pursuant to Regulation Crowdfunding and has fewer than 300 holders of record;
- (3) the Issuer has filed at least three annual reports pursuant to Regulation Crowdfunding and has total assets that do not exceed \$10,000,000;
- (4) the Issuer or another party repurchases all of the securities issued in reliance on 4(a)(6) Exemption, including any payment in full of Securities and any other debt securities or any complete redemption of redeemable securities; or
- (5) the Issuer liquidates or dissolves its business in accordance with state law.

APPENDIX A

FINANCIAL STATEMENTS & OFFICER CERTIFICATION

Wichita Falls Brewing Company LLC

I, Matt Bitsche, the President of Wichita Falls Brewing Company LLC, certify that the financial statements of Wichita Falls Brewing Company LLC included in this Form are true and complete in all material respects.

/s/ Matt Bitsche_____

Name: Matt Bitsche

Title: President



**WICHITA FALLS BREWING COMPANY, LLC
FINANCIAL STATEMENTS
FOR THE PERIOD MARCH 24, 2018 THROUGH
DECEMBER 31, 2018**



WICHITA FALLS BREWING COMPANY, LLC
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2018

ASSETS

CURRENT ASSETS

Cash	\$	79,316
Accounts receivable		1,790
Prepaid expenses		7,500
Inventory		52,436
		<hr/>
		141,041

PROPERTY AND EQUIPMENT, NET

464,599

OTHER ASSETS

59,242

\$ 664,882

LIABILITIES AND MEMBERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$	8,299
Customer deposits		6,050
Current portion of notes payable		75,726
Current portion of due to related party		5,312
		<hr/>
		95,386

LONG-TERM LIABILITIES

Notes payable		209,399
Due to related party		67,187
		<hr/>
		276,586

MEMBERS' EQUITY

292,911

\$ 664,882



WICHITA FALLS BREWING COMPANY, LLC
STATEMENT OF OPERATIONS
FOR THE PERIOD MARCH 24, 2018 THROUGH DECEMBER 31, 2018

SALES	\$	444,675
COST OF SALES		<u>102,420</u>
GROSS PROFIT		342,255
OPERATING EXPENSES		<u>376,935</u>
LOSS FROM OPERATIONS	\$	<u><u>(34,680)</u></u>



WICHITA FALLS BREWING COMPANY, LLC
SCHEDULE OF GROSS PROFIT
FOR THE PERIOD MARCH 24, 2018 THROUGH DECEMBER 31, 2018

SALES

WFBC beer	\$	204,987
Outside beer		139,652
Merchandise		31,690
Wholesale		19,755
Wine		16,723
Soft drinks		7,907
Other		23,960
		<hr/>
		444,675

COST OF SALES

WFBC beer		18,694
Outside beer		33,420
Merchandise		6,154
Wholesale		1,802
Wine		6,022
Soft drinks		1,564
Discounts		18,558
Square fees		12,349
Other		3,858
		<hr/>
		102,420

GROSS PROFIT

\$	<hr/> <hr/>	342,255
----	-------------	---------



WICHITA FALLS BREWING COMPANY, LLC
SCHEDULE OF OPERATING EXPENSES
FOR THE PERIOD MARCH 24, 2018 THROUGH DECEMBER 31, 2018

OPERATING EXPENSE

Advertising and promotion	\$	19,971
Computer and internet		2,781
Depreciation		48,348
Dues, licenses and memberships		4,089
Equipment and maintenance		41,636
Guaranteed payments		54,077
Insurance		13,496
Interest		23,272
Music and entertainment		22,504
Office supplies		1,454
Payroll and related costs		74,060
Professional fees		14,341
Rent		30,630
Taxes		5,593
Utilities		18,228
Other		2,455

TOTAL OPERATING EXPENSE	\$	<u>376,935</u>
-------------------------	----	----------------

WICHITA FALLS BREWING COMPANY, LLC

2018 Net Sales by Month



