

## OFFERING MEMORANDUM

### PART II OF OFFERING STATEMENT (EXHIBIT A TO FORM C)

WangleSpace LLC

4008 E Lariat Lane  
Phoenix, AZ 85050

<http://wanglespace.com>



100000 units of Common Units

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

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

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

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

## THE OFFERING

Maximum 1,070,000 Common Units (\$107,000)

Minimum 100,000 Common Units (\$10,000)

<b>Company</b>	WangleSpace LLC
<b>Corporate Address</b>	4008 E Lariat Lane, Phoenix, AZ 85050
<b>Description of Business</b>	On-Demand App access to temporary workspaces anywhere
<b>Type of Security Offered</b>	Common Units
<b>Purchase Price of Security Offered</b>	\$0.10 per unit
<b>Minimum Investment Amount (per investor)</b>	\$500

### Perks

\$5,000+ If you invest \$5,000 or more, you will receive WangleSpace Credits worth \$250, or approximately 12 hours of time in WangleSpace Service Provider locations.

*\*All perks occur after the offering is completed.*

### Multiple Closings

If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

## THE COMPANY AND ITS BUSINESS

### The company's business

#### *Description of Business*

WangleSpace LLC develops mobile application solutions and provides a market bringing together suppliers and consumers of On-Demand Office/Work space.

### ***Sales, Supply Chain and Customer***

Sales are accomplished via automated charge for services after services are rendered.

Services are rendered by WangleSpace Service Providers, and WangleSpace charges for those services on their behalf. WangleSpace takes a transaction fee, and remits payments to Service Providers on a regular basis.

### ***Competition***

Competition for WangleSpace' services is primarily time spent by our customers in free locations such as coffee shops or their cars, however, in various markets there are other companies offering mobile apps which can connect users to workspaces on a subscription basis. This is tangential competition, as WangleSpace is focused on offering on-demand access with out subscriptions or memberships.

### ***Liabilities and Litigation***

None

### **The team**

#### **Officers and directors**

Steve Sorenson	Founder / CEO / Manager
Nate Weddle, CPA	VP Finance

#### **Steve Sorenson**

Mr. Sorenson has a long career in technology management, sales, and architecture. A serial entrepreneur, he has bootstrapped 4 successful businesses, managed them, and in turn sold one of them. WangleSpace was conceived in August of 2016, and formed as an LLC in September of 2017 and Mr. Sorenson is the Founder / CEO and Manager of WangleSpace LLC. Mr. Sorenson holds the position of Vice President of Tyton Enterprises, Inc., (2004 to Present) a holding company for a vacation rental development venture; Has been a Senior Storage Architect for both Nimble Storage and Tegile Systems (2015 to Present), as well as the Sr. Solutioneer for the Southwest for CommVault Systems. (2005 to 2015)

#### **Nate Weddle, CPA**

Mr. Weddle attended the University of Washington and received a Bachelor of Arts (BA) in Business Administration with a focus in Accounting and Information Systems. Mr. Weddle was named VP of Finance for WangleSpace in September of 2017. He is a licensed CPA and has over 10 years of experience. He began his career in public accounting with KPMG in the audit practice. After public accounting, he transitioned to private industry where he held management positions at Amazon.com, Caradigm (Accounting Manager 2013 - 2015) (a GE subsidiary) a medical IT company, DriveTime

(Controller 2015 - 2016), a nationwide sub-prime automobile dealer and financing company and Stormwind, LLC (Director of Accounting and Finance 2016 - 2017), a online IT training company. Most recently he held a position as Manager of Financing Planning and Analysis for a private equity real estate developer (2017 - Present). He is active in the startup community.

Number of Employees: 2

### **Related party transactions**

The Company has not conducted any related party transactions.

### **RISK FACTORS**

These are the principal risks that related to the company and its business:

- **WangleSpace' growth plans are aggressive. It's possible growth won't be as fast as it should be, and your investment might not grow.** This is a brand new company with all of the risks accompanying new ventures. WangleSpace model is that of a two-sided market, designed to address the needs to two parties who need each other's services. The market forces generating the opportunity are relatively new, and the supply of service providers (co-working spaces, office spaces, etc.) is ever changing and growing. The changing market forces generating the growing pool of users, companies moving from standard office spaces to more mobile work-forces, could change or even reverse, despite the recent trends spanning two decades. WangleSpace ability grow with both Service Providers and Users will be highly dependent upon our ability to fund marketing efforts from both revenues and capital raises.
- **Our business projections are only estimates. So is our valuation. If you believe in the market and the vision of the company, you should invest. Otherwise, don't.** There can be no assurance that the company will meet it's projections. There can be no assurance that the company (and you will make money) unless there is sufficient demand for product, people think its a better option than the competition and both WangleSpace and it's service providers have priced the services at a level that allows the company to make a profit and still attract business.
- **Entry of Well Funded Player in the market may provide significant competition.** The entry of a well funded player in the market could provide significant competition for market share amongst traveling and mobile workers. It is possible that a well funded company who is, for example, in the business of matching travelers with airfares, hotels or rental cars, could decide to begin matching travelers with office spaces. Likewise, for example, a large player who matches people needing rides with drivers, could decide to offer a similar service. While this would provide additional market validation, it would also mean increased competition.
- **Lack of Traction** It is possible that despite all efforts, recruitment of users will lag significantly behind projections, limiting the growth of the company, due to

either internal or external factors.

- **Service Provider Conflict** It is possible that consolidation among service providers, or institutional co-working spaces entering the market may hamper recruitment of service providers resulting in slower growth.
- **General Market Conditions** The trends supporting the business, the general move towards out-officing and mobile work could slow, or even reverse, slowing the growth of the company.
- **General Economic Conditions** It is possible general economic conditions could change such that travel and office budgets become significantly constrained, resulting in slower growth.
- **Regulatory Risk** It is possible that new regulations could slow the growth of the company.
- **Existing Competitors could gain traction, making WangleSpace's efforts to grow more difficult.** There are existing companies also working on taking advantage of the market forces WangleSpace is addressing. Should their business models suddenly get better traction than WangleSpace's, we would face more competition in markets where those companies are operating.
- **Technological Hurdles** WangleSpace's business relies on internet and cloud based technologies. While these are well defined and used by large numbers of businesses, it is possible WangleSpace may have difficulties in the future with either it's development efforts, or with changing economics or regulation in the industries which support WangleSpace's infrastructure. These include programming and development services, charge processing services, cloud computing and storage services, content delivery networks, and various mobile device app stores.
- **Your investment could be illiquid for a long time.** You should prepare to hold this investment for some time, perhaps several years. There are restrictions on how you can sell these securities for 12 months initially, and currently there is no established market for these securities, though some markets are in development now, and you may need to wait until WangleSpace is able to go public, or is acquired to make your investment liquid. The company's plan now includes the likely event of an acquisition as the liquidity event for early investors.
- **The intellectual property we develop could turn out be unenforceable or ineffective** The WangleSpace app under development includes features which we feel constitute net new software, and therefore protectable as Intellectual Property via patents. WangleSpace's web site, domain name and materials are protectable with copyright and trademark law. However, this is a complicated field where few things are certain. Even with trademark, copyright and patent protection it may prove difficult or impossible to protect WangleSpace's intellectual property due to the costs of doing so. Alternatively our competition may find ways to avoid or design around these protections.

## **OWNERSHIP AND CAPITAL STRUCTURE; RIGHTS OF THE SECURITIES**

### **Ownership**

- Stephen T. Sorenson, 81.66% ownership, Common Units

## **Classes of securities**

- Common Units: 12,000,000

### **Voting Rights of investors holding Common Units**

WangleSpace LLC is a Manager managed, multi-member LLC. Investors receive voting rights in proportion to their ownership percentage of total units of ownership.

### **Rights to Receive Liquidation Distributions**

Liquidation Rights. In the event of our liquidation, dissolution, or winding up, holders of membership interests are entitled to share ratably in all of our assets remaining after payment of liabilities and the liquidation preference of any then outstanding membership interests.

### **Rights and Preferences**

The rights, preferences, and privileges of the holders of the company's membership interests are subject to and may be adversely affected by future funding or liquidity events.

As of the Regulation Crowd Funding offering, WangleSpace has only issued a single class of Common Units. In the future, the company may issue other classes of securities with different rights, especially as regards voting rights and limitations of voting rights.

*For a complete discussion of the rights, preferences, limitations, and restrictions of the Common units, please see the full Amended and Restated Operating Agreement, attached below as an Exhibit to the Form C.*

## **What it means to be a Minority Holder**

As a minority holder of membership interest you will have limited ability to influence our policies or any other company matter, including the election of directors, changes to the Company's governance documents, additional issuances of securities, company repurchases of securities, a sale of the Company or of assets of the Company, or transactions with related parties.

## **Dilution**

Investors should understand the potential for dilution. Each Investor's stake in the Company, could be diluted due to the Company issuing additional units. In other words, when the Company issues more units, the percentage of the Company that you own will decrease, even though the value of the Company may increase. You will own a smaller piece of a larger company. These increases in number of units outstanding



could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round or angel investment), employees exercising stock options, or by conversion of certain instruments (e.g., convertible notes, preferred shares or warrants) into stock.

During additional funding rounds or liquidity events, the company will issue more units, an Investor could experience value dilution, with each unit being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per unit (although this typically occurs only if we offer dividends, and most early stage companies are unlikely to offer dividends, referring to invest any earnings into the Company).

The type of dilution that hurts early-stage investors mostly occurs when the company sells more units in a "down round," meaning at a lower valuation than in earlier offerings.

If you are making an investment expecting to own a certain percentage of the Company or expecting each unit to hold a certain amount of value, it is important to realize how the value of those units can decrease by actions taken by the Company. Dilution can make drastic changes to the value of each unit, ownership percentage, voting control, and earnings per unit.

### **Transferability of securities**

For a year, the securities can only be resold:

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

## **FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS**

### **Financial Statements**

Our financial statements can be found attached to this document. The financial review covers the period ending in 2017-10-25.

### **Financial Condition**

### **Results of Operation**

WangleSpace has not commenced operations as of yet. Development and beta testing

occurred in Q2 and Q3 2017.

Subsequent to a raise of \$107k operations will be able to be sustained for approximately 9 months without revenue generation. The major expenses are development of the application (\$35,000) and initial sales and marketing campaigns (\$65,000). The projections are based on internal operating forecasts,

## **Financial Milestones**

The Company is currently engaged in raising funds to develop the mobile application and commence regular operations. Without a raise, the Company cannot complete development of an operational application, and will not commence operations.

With a raise, the Company expects to begin collecting revenues within 90 days upon completion of the application. Within 180 Days of the raise, the Company expects to expand into 5 more cities beyond it's initial market of Phoenix, AZ growing the user base and increasing revenues.

Key metrics are cost of acquisition per user and revenue per user. These are two metrics that will be followed closely and to which performance will be measured against. By actively managing cost of acquisition per user we can maximize our marketing dollars and increase our return on marketing dollars. We will drive revenue per user growth by focusing on increasing booking frequency and ancillary service offerings (i.e. conference rooms, projectors, catering services).

A raise of \$100k is forecasted to allow the Company to be self sufficient with no further capital raising necessary in the short-term. It is however likely that the Company will pursue additional financing at some point in the future to help accelerate growth, but this would only be completed if the market was favorable.

Following an equity raise of approximately \$100,000, the company will spend a third of the money on development of an app-store ready app, and spend most of the rest on sales and marketing operations. The costs of operating the business in terms of web, compute, database, etc., are relatively low. The money received as a result of the raise is expected to see us through six months or more of operations, while we expect operations to produce revenues within 90 days.

When we pass the 1000 active user threshold, we believe revenue from operations will be substantial enough to enable additional ongoing marketing and sales operations, driving faster growth. Our plan has us reaching this milestone between 90-120 days post raise.

120 days post raise we will evaluate our metrics to determine if it is the right time to pursue another equity raise at a higher valuation to accelerate growth.



## Liquidity and Capital Resources

Currently the Company is not generating any income, and only nominal losses as operations have not begun. Commencement of the Company's operations are dependent on a raise.

A raise of \$107,000 is forecasted to provide the Company with enough capital to make it self-sufficient. Any amounts less than this will likely require an additional round of financing within the next 3 months to one year as it will not provide enough capital to both develop the application and market it successfully. It is estimated that the application will cost approximately \$35,000 to build and deploy.

At this time the availability of other sources of capital to the business, such as lines of credit and loans are not an option given the infancy of the business. This could however be an option in the future and is one that will be explored.

## Indebtedness

The Company has no debt.

## Recent offerings of securities

None

## Valuation

\$1,200,000.00

Our best estimate of the value of the company based on the Berkus method. Based on the idea (\$300K), the technology in prototype, (\$400K) and the experience of the management team (\$500K), we believe the company to be worth \$1.2M today. The company is pre-revenue today. The valuation assigned is the best estimate of the team based on our experiences during beta testing, and our analysis of the revenues we believe we can achieve with the funding we seek within 3 quarters of operation.

## USE OF PROCEEDS

	Offering Amount Sold	Offering Amount Sold
<b>Total Proceeds:</b>	\$10,000	\$107,000
Less: Offering Expenses		
StartEngine Fees (6% total	\$(600)	\$(6,420)

fee)		
<b>Net Proceeds</b>	\$9,400	\$100,580
<b>Use of Net Proceeds:</b>		
App Development Fees	\$9,400	\$35,000
Marketing	\$0	\$30,000
Working Capital	\$0	\$15,000
Outbound Sales	\$0	\$10,000
Reserves for Development	\$0	\$5,580
<b>Total Use of Net Proceeds</b>	<b>\$10,000</b>	<b>\$107,000</b>

We are seeking to raise a minimum of \$10,000, and a maximum of \$107,000. Should the raise exceed the \$107,000 threshold, we will engage the necessary resources to enable a continued raise.

With a minimum raise, outside of completion of the software (application), most of the money will go to digital marketing efforts to recruit users, and expand the network of service providers.

A raise of \$10,000 will allow us to start development of the mobile app, but we will require another raise of approximately \$40,000 to complete the app and begin operations. The app will be rolled out in two cities and marketing campaigns will be launched to capture users. After revenues in the initial two cities stabilize we will likely go out to raise more capital to enable growth by rolling out in additional cities. The capital will be used on marketing campaigns in the new cities and other general operating costs.

If we raised as much as \$107,000, we would have 9 months of runway, and at plan, be profitable and self sustaining in growth mode after 4-6 quarters necessitating another raise.

At this level of funding, we will have funds to recruit service providers in other cities, and accelerate the recruitment of users, as well as reserves to make incremental changes to the software. Of the \$30,000 allocated to marketing approximately \$25,000 will be used for marketing campaigns to obtain users and the other \$5,000 will be used to capture service providers. The allocation of the marketing funds across the different geographies will be determined based on capture rates. We will allocate more marketing dollars to geographies that are harder to penetrate. The \$15,000 of working capital will be used for general operating expenses however operating expenses are budgeted to be very minimal and as such we would likely use some of these dollars for

marketing campaigns. The \$10,000 allocated for outbound sales will be used for marketing efforts specifically targeted at signing on corporate accounts (i.e. companies that want to offer this service to their mobile workforce). The \$5,580 allocated to reserves for development are earmarked for development scope changes and will only be used if needed. If not needed the funds will be used in operations.

A raise over the threshold up to \$200,000 raise would pay for marketing, sales, development, and permanent employees in supporting roles. Though we would expect to be in a position to be profitable from operations, it is likely at that point it would begin paying a salary to founders and partners, and likely to raise additional funding to continue to accelerate growth.

### ***Irregular Use of Proceeds***

We don't anticipate any irregular use of proceeds. However if irregular user of proceeds did occur they could include but are not limited to the following over \$10,000: Vendor payments and salary made to one's self, a friend or relative; Any expense labeled "Administration Expenses" that is not strictly for administrative purposes; Any expense labeled "Travel and Entertainment"; Any expense that is for the purposes of inter-company debt or back payments.

## **REGULATORY INFORMATION**

### **Disqualification**

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

### **Compliance failure**

The company has not previously failed to comply with Regulation CF.

### **Annual Report**

The company will make annual reports available on its website at <http://wanglespace.com/investors> in the section labeled Annual Report. The annual reports will be available within 120 days of the end of the issuer's most recent fiscal year.

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR  
WangleSpace LLC**

*[See attached]*

I, Stephen T Sorenson, the Chief Executive Officer and Manager of WangleSpace, LLC, hereby certify that the financial statements of WangleSpace LLC and notes thereto for the period from September 1, 2017 (Inception) through October 24, 2017. WangleSpace has not yet completed a full fiscal year of operations. All Statements included in this Form C offering statement are true and complete in all material respects and that the information below reflects accurately the information to be reported on our federal income tax returns.

WangleSpace LLC was not in existence for the previous tax year.

IN WITNESS THEREOF, this Principal Executive Officer's Financial Statement Certification has been executed as of the 25<sup>th</sup> day of October, 2017

 (Signature)

Stephen T Sorenson Chief Executive Officer

10/25/2017 Date

**WANGLESPACE LLC**  
**FINANCIAL STATEMENTS**  
**(UNAUDITED)**  
**AS OF AND FOR THE PERIOD FROM**  
**SEPTEMBER 1, 2017 (INCEPTION) – OCTOBER 24, 2017**



WANGLESPACE LLC  
Index to Financial Statements  
(unaudited)

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**WANGLESPACE LLC**  
**BALANCE SHEET**  
**OCTOBER 24, 2017**  
(unaudited)

	<u>October 24, 2017</u>
Assets:	
Current assets	
Cash	\$ -
Prepaid expenses	<u>120,000</u>
Current assets	120,000
Total assets	<u><u>\$ 120,000</u></u>
Liabilities and Members' Equity:	
Total Liabilities	\$ -
Commitments and contingencies (Note 3)	
Members' Equity:	
Members' equity	<u>120,000</u>
Total Members' equity	<u>120,000</u>
Total liabilities and members' equity	<u><u>\$ 120,000</u></u>

**WANGLESPACE LLC**  
**STATEMENT OF OPERATIONS**  
**FOR THE PERIOD FROM INCEPTION THROUGH OCTOBER 24, 2017**  
(unaudited)

	Inception - October 24, 2017
Revenue	\$ -
Operating expenses	-
Operating income	-
Other income/(expense)	-
Net income	\$ -

**WANGLESPLACE LLC**  
**STATEMENT OF MEMBERS' EQUITY**  
**FOR THE PERIOD FROM INCEPTION THROUGH OCTOBER 24, 2017**  
(unaudited)

	Units		Accumulated	Total
	Shares	Amount	Deficit	Members' Capital
Inception	-	\$ -	\$ -	\$ -
Shares issued to founders for services	12,000,000	120,000	-	120,000
Net income (loss)	-	-	-	-
October 24, 2017	12,000,000	\$ 120,000	\$ -	\$ 120,000

**WANGLESPACE LLC**  
**STATEMENT OF CASH FLOWS**  
**FOR THE PERIOD FROM INCEPTION THROUGH OCTOBER 24, 2017**  
(unaudited)

	Inception - October 24, 2017
Cash flows from operating activities	
Net income	\$ -
Net cash provided by operating activities	-
Net cash provided by investing activities	-
Net cash provided by financing activities	-
Net increase (decrease) in cash	-
Cash, beginning of period	-
Cash, end of period	\$ -

## NOTE 1 – NATURE OF OPERATIONS

WANGLESPLACE LLC was formed on September 1, 2017 (“Inception”) in the State of Arizona. The balance sheet of WANGLESPLACE LLC (which may be referred to as the “Company”, “we,” “us,” or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Phoenix, AZ.

WANGLESPLACE LLC is an on-demand marketplace for temporary working space. It connects users with office and office-like spaces all around the world, at the tap of a button on a smartphone application. The app instantly connects users to an available space just minutes away, providing turn-by-turn directions to get users there, then keeps track of the time used, and automatically bills users for the time spent there.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### *Use of Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of expenses during the reporting periods. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

### *Fair Value of Financial Instruments*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company’s assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2016 and 2015. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values.

### *Cash and Cash Equivalents*

For purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.



#### *Revenue Recognition*

The Company will recognize revenues from booked office space transactions when (a) pervasive evidence that an agreement exists, (b) the product or service has been delivered, (c) the prices are fixed and determinable and not subject to refund or adjustment, and (d) collection of the amounts due are reasonably assured.

#### *Stock Based Compensation*

The Company accounts for stock options issued to employees under ASC 718 Share-Based Payment. Under ASC 718, share-based compensation cost to employees is measured at the grant date, based on the estimated fair value of the award, and is recognized as expense over the employee's requisite vesting period. The fair value of each stock option or warrant award is estimated on the date of grant using the Black-Scholes option valuation model.

The Company measures compensation expense for its non-employee stock-based compensation under ASC 505 Equity. The fair value of the option issued or committed to be issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to stock-based compensation expense and credited to additional paid-in capital.

#### *Income Taxes*

The Company is taxed as a Limited Liability Company (LLC). Under these provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the shareholders are liable for individual federal and state income taxes on their respective shares of the Company's taxable income. The Company will pay state income taxes at reduced rates. The Company has not yet filed a tax return and therefore is not yet subject to tax examination by the Internal Revenue Service or state regulatory agencies.

#### *Concentration of Credit Risk*

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be creditworthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

### **NOTE 3 – COMMITMENTS AND CONTINGENCIES**

The Company is not currently involved with, and does not know of any pending or threatening litigation against the Company or its member.

### **NOTE 4 – MEMBERS' EQUITY**

#### *LLC Units*

The Company has one class of units. Currently there are 20,000,000 units authorized at a price of \$0.01 per unit of which 12,000,000 units have been issued.

#### *Operating Agreement*

The Company is a manager managed, multi-member LLC. The operating agreement was fully executed on September 25, 2017.

### **NOTE 5 – RELATED PARTY TRANSACTIONS**

Units were issued to founders of the Company for services to be performed. The units were issued at a price of \$0.01 per unit. 12,000,000 units have been issued for a total of \$120,000 related to services to be performed as of the balance sheet date.

#### **NOTE 6 – SUBSEQUENT EVENTS**

The Company has evaluated subsequent events that occurred after October 24, 2017 through October 25, 2017. There have been no other events or transactions during this time that would have a material effect on the balance sheet.

**EXHIBIT C TO FORM C**

**PROFILE SCREENSHOTS**

*[See attached]*







## VIDEO TRANSCRIPT (Exhibit D)

So you are a mobile worker without an office. One of nearly 90 million. Maybe you're in Sales, a mobile title officer, a Real Estate Professional, a drug rep, or you're interviewing someone, or just away from your office, in a different city. In between calls and appointments, you need something like an office - not much, a quiet place, with Wi-Fi, a cup of coffee or a something cold. A place where you can send some emails, Finish off a quote or contract. Make some calls.

Coffee shop? – coffee?, check! but *noisy*! An office chain? But, they start at \$800 a month. And will one be close? Will there be a space when you want one? Co-working spaces, nice, but same problem.

What you need is a network of quiet places so there is always one just 5 or 10 minutes away. It should be really easy to use, sort of the "uber of office spaces."

That's WangleSpace! We have many, many locations, and booking one is as easy as opening the app on your smartphone, and touching one of the locations that pop up near you. You get turn by turn directions, and when you arrive, just tap the check-in button on your phone.

They'll greet you, give you a quiet, comfortable spot to work in, that cup of coffee, or something cold, and that all-important Wi-Fi password!

When you are done, just hit the check out button. Billing is automatic, and ready to expense. Easy.

## STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

### Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

### Information Regarding Length of Time of Offering

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

### Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, and the minimum offering period of 21 days has been met, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its



target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

#### Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest up to the greater of either \$2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$107,000.