CHATTANOOGA FOOTBALL CLUB

2019 Report

Dear investors,

Dear Supporter-Investor:

As I write this letter, we find ourselves in the grips of the COVID-19 pandemic, which has devastated our society, across every dimension of human life and culture. Sport is no exception. It is an especially cruel irony that in this most trying of times, rallying around our team at a game would be the most cathartic thing we could do- and yet, because of the pernicious nature of this virus- that pleasure is denied to us. Despite that, please know this: everyone at Chattanooga FC- board, staff, and players- wish you the best and sincerely hope you and your families remain well during this most difficult time in our lives. It is not an overstatement to say that the club would not be here today without your support and investment, and for that, all of us here will always be grateful.

2019 was one of massive transition for the club, fraught with major challenges in nearly every aspect of club operations. Poor weather conditions had a major impact on ticket revenue, and the inability to secure US Soccer sanctioning for our “NPSL Pro” league project also hurt our ability to package and sell a compelling sponsorship program.

On the expense side, we struggled to find a formula that would allow us to profitably utilize Finley Stadium, and we found that our new ticketing system limited our ability to offer effective promotions and discounts. And, although our historic game against La Liga giant Real Betis remains an incredible moment in club history, it was a financial gamble that we soundly lost. In short, surviving last season in itself was a victory, and we owe a huge debt of gratitude to interim General Manager Sheldon Grizzle for getting us through the most difficult financial year in club history.

Despite all those financial challenges, we emerged with key learnings that have informed and strengthened our forward-looking strategy, for 2020 and beyond. These moves include:

After a deep and exhaustive search, naming Jeremy Alumbaugh as our new Managing Director late last year. As many of you know, Jeremy came to us from St. Louis FC, and his depth of experience and commitment to the community approach made him the perfect fit to lead the club into the future.

Hiring full time marketing and sponsorship staff (Owen Seaton and Katherine Wilson) who are fully focused on revenue creation for the club.

Joining NISA, which has enjoyed provisional sanctioning by US Soccer, and we hope will be granted permanent sanctioning soon.

Seeking to renegotiate our contract with Finley Stadium Corporation to establish a more equitable long-term relationship.

Moving into a new headquarters (1307 Carter Street) giving our staff more room and a professional work environment.

Undertaking a thorough review of all club operations, from accounting to marketing to game day operations, to reduce expense and increase productivity.

Attracting additional investment, most notably from Davis Grizzard, III, who has also joined our Board of Directors. This affords us additional working capital heading into these most difficult times.

The COVID-19 crisis now presents us with a whole new set of dire challenges, along with every other lower-division soccer club in America (and around the world). Because we're not sure when we will be able to play again, we will now be doing everything possible to conserve cash. All club management have taken salary cuts, staff have been temporarily furloughed, and we have applied for (and received) a PPP loan program to help us through it. We are, however, honoring all our player contracts to the letter.

Rest assured that we are better organized, better prepared, and better positioned to succeed than the vast majority of our peers when all of this passes, and we have a long history of overcoming challenges by innovating and adapting. This challenge will be no different.

Thank you

Tim Kelly

Chairman of the Board

We need your help!

I hope this finds all of our supporter owners safe, healthy and well during these trying times. Over the past year I have had communication with a number of you and it has been great to visit with you.

The Chattanooga FC board is in constant contact and holds monthly meetings that we all attend. At every monthly board meeting, we discuss shareholder feedback and concerns so please reach out with anything you may want me to discuss. If you would like to find out additional ways to get involved with the club please contact me as well. you can contact me at claire@chattanoogafc.com

Claire Tuley

Sincerely,

Sheldon Grizzle
Co-Founder / Board Member

Tim Kelly
Chairman of the Board, Co-Founder, Board Member

Krue Brock
CoFounder, Board Member, Director Foundation

Marshall Brock
Co-Founder, Board Member

Thomas Clark
Co-Founder, Board Member

Daryl Heald
Co-Founder, Board Member

Paul Rustand
Secretary, Co-Founder, Board Member

Our Mission

Our goal has always been to establish a community-based club that will be around for 100 years, like soccer clubs around the world. With the experience gained over the last 10 seasons, we've established our place in the landscape of American soccer and are ready to move to the next level. We are adding professional players next year and playing a longer season in a new league we're helping launch. This is something we've been working on for years, and we are thrilled to finally see it happen.

See our full profile

How did we do this year?

Report Card

C+

The Good

Hired a new Managing Director from a successful USL Championship club

Expanded and upgraded staff to raise the professional standards of the front office

Found a new league home in NISA

The Bad

An unprecedented run of bad weather badly depressed attendance

Attempts to create a new league with NPSL Pro did not pan out, disrupting organization and sponsorship sales

Game day operational expenses were too high due to unfavorable stadium contract and internal staffing miscues

2019 At a Glance

January 1 to December 31

$1,009,938
Revenue

-$1,160,266
Net Loss

$0 [100%]
Short Term Debt

$872,750
Raised in 2017

$468,000
Cash on Hand
As of 04/29/20

INCOME BALANCE NARRATIVE

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

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

Overview

Beautiful Game, Inc. (the "club") has capital and liquidity to support the back-office operations during the offseason and invest in needed capital expenditures such as equipment. Cash decreases between 2018 and 2019 as the club incurred expense as it expanded the team image within the community. Subsequent to December 31, 2019, the club raised $605,000 in private capital.

2018 and 2019 were years of growth for the club and a time spent expanding brand recognition. The club increased its back-office support to cultivate additional partners in the community and increase brand awareness through social media and increased ticket sales. The capital gained in the public funding allowed for the growth of the team and the transition for a local soccer club to a professional soccer club.

Milestones

Beautiful Game, Inc. was incorporated in the State of Tennessee in October 2018.

Since then, we have:

-The club joined the National Independent Soccer Association (NISA) for the 2020 season. In 2020 we plan to reduce our losses and be at break-even by the end of 2021. As Chattanooga and the surrounding metropolitan area grows, so does the support and brand of the club.

-The CFC finished third in the NPSL Members Cup in 2019.

-We increased and strengthened our partnerships within the community. This includes our relationships with our own Academy, Foundation Grassroots Programs, and outside recreational
soccer partners. We have been able to connect with the families within those partnerships on a deeper level, which in turn has connected us to make our community a stronger place to live, work, and play. The support from those programs is now stronger than ever before.

Historical Results of Operations

Our company was organized in October 2018 and has limited operations upon which prospective investors may base an evaluation of its performance.

- *Revenues & Gross Margin.* For the period ended December 31, 2019, the Company had revenues of $1,009,938 compared to the year ended December 31, 2018, when the Company had revenues of $0. Our gross margin was 25.01% in fiscal year 2019, compared to 0% in 2018.
- *Assets.* As of December 31, 2019, the Company had total assets of $401,460, including $99,715 in cash. As of December 31, 2018, the Company had $688,595 in total assets, including $414,034 in cash.
- *Net Loss.* The Company has had net losses of $1,160,266 and net losses of $105,356 for the fiscal years ended December 31, 2019 and December 31, 2018, respectively.
- *Liabilities.* The Company's liabilities totaled $41,360 for the fiscal year ended December 31, 2019 and $146,004 for the fiscal year ended December 31, 2018..

Liquidity & Capital Resources

To date, the Company has been financed with $1,520,705 in equity.

We will require additional financing in excess of the proceeds from the public offering in order to perform operations over the lifetime of the Company. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of the offering will be sufficient to enable us to implement our strategy. In the first quarter of 2020, additional private capital was raised.

Runway & Short/Mid Term Expenses

Beautiful Game, Inc. cash in hand is $468,000, as of April 2020. Over the last three months, revenues have averaged $60,000/month, and operational expenses have averaged $123,000/month, for an average loss rate of $83,000 per month.

We are launching an extended season league with professional players that will allow us to generate revenue beyond the bounds of our historical season. Will we also be expanding the size and expense of our front office staff in order to generate additional ticket and sponsorship revenue during our new, extended season from March-November.

Our expenses will rise as described above; however, our revenues will also increase with more games and increased sponsorship revenues.

Net Margin: -115% **Gross Margin: 25%** **Return on Assets: -289%** **Earnings per Share: -$40,009.17**

Revenue per Employee: $126,242 **Cash to Assets: 25%** **Revenue to Receivables: 3,005%** **Debt Ratio: 0%**

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A_Beautiful_Game__Inc_Review_11-30-2018.pdf

We ❤ Our
3215 Investors

Thank You For Believing In Us

Wyatt Storment
Jonathan Hunter
Rod Thomas
Ensor Point LLC
Andy Watts
Scott Bragg
Keith Meola
William Disterdick
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Jamie Cha
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Manish Chabria
Juan P Cuevas
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Marco Perez
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Hudson Brock
John Barclay Reese
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Josh Carter
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Steve R Hyzny
Mary S Rausch
Richard Ditter
Buck Bell
Jeremy Foxx
Bern Wegeleben
Douglas G Mancosky
Glenn Prado
Eduardo Jardim
Grayson Mask
Noel & Mary Snyder
Rigby Wilder Gray
William Chase Hamby
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Braden Cutshaw
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Hugh Coleman
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Mason Revelette
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Erik Gray
Tj Moore
Rob Beckett
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Coughlin Haverty Cooper
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Nick Jensen
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Kelli Walton
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Paul Betbeze
John Travis Dewberry Br...
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Kris Krstich
Dana Bowser
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Tim And Allison Gorman
Toby Darling
Paulette Delapenha
Megan Gaither
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Chris LaMacchia
Marshall Wisdom Rustand
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Nicholas Deslattes
Chris Hitchcock
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Christopher Velarides
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Quinn Hickey
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Joseph DeGaetano
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Mark J Limerick
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Michael Swanson
Steven Dustin Granger
Paul Cain
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Tammera Edens
Jaxon Mcclure
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Daniel W. Herms
Joseph Dinh
William Hill
Brian Able
Sharon Schechter
Jeffrey Gallaher
Amy Pollak
Harvey Medearis
Charles R Logan
Bruce Young
William Shumate
Jerome Hannon
Clay Watson
Kristen Williams
Evelyn Rusch
Jayden Green
Brian Alfaro
Charles McFerron

Chase Jones
William Minehan
Mitch Patel
Robert Steven Sewell
Stephen Drummond
Mary Caughran
Rita Brook
Rich Johnson
Stefan Szymanski
Matthew Dudek
Angela Hanley
Annie Hall
Ginger Balchunas
Paul Brock
Micah Gravitt
Dale & Lisa Taylor
Christiane Gonzalez
Bryan Gibson
Jack Head
Levi Calvin Kooi
Billy Van Jura
Jeff SAMS
Jason Bailey
Teresa Hennen
Tina Tehoda
Winston Sapigao
Tony Hebenstreit
Leigh Ann Michaels
Anthony Parrish
Tiernan Meyers
Andreas Solakis
Damon Crumley
Tim Cobb
Lexi Taylor
Harvey Kivel
Robin P Seaman
Yoshimi Fujikawa
Jason Mills
Darnell A Tullock
Evencio Diaz
Ethan Robinson
Denise J Fears
Joshua Walker
Richard Harlfinger
Perry WALKER
Tyler Gay
Marshall Vickerson
Tamra Paulsen-Mosher
Greg Rosnick
Jenna Barrett
Casey Shores
William Schober
Greg And Angela Obersc...
Jason Brown
Jan Chenoweth
Ismail Aboumandour
Beth Allen
Lamar McCubbin
Spencer Tesoh
Van Patton
Herman L Quinn Jr
Pamela R Holder
Benjamin Cook
Kate Harrison
James Norton
Ian Newman
Edward Y Gregory
Roy Rukkila
Brian Wleklinski
Mark A Howell
Hallie Scheets
Sue Webb
Jeffrey McCray
Nicholas Shea
Bo Bentley
Austin Jett
Mollie Ouma
Wiley Turnipseed
Jerome Partap
Seamus Kelley
Juan Gonzalez
Tiffany Gibby
Conner John Hensley
Jessica Craig
Vinny Geary
Matt Hudson
Michelle Zellner
Jeremy Bottomley
Scott Rouse
Jeff Perry
Jonathan Maley
Jason Bryant
Matt Mihoci
Graham Thompson
Jeffrey Herndon
Miguel Aguilera
Roland Adams
Janis W Strunk
Tucker A. Wingo
Carol Martin
Philip Wood
Ardyce Ridolfo
Jay L. Simmons
David Troxell
Edison Littlejohn
Kate Robertson
Celinda LoBosco
Samuel T Gatlin
Graceful Beam
Thomas Knight
Mirazam Mirkamilov
Jacob Carney
Artur Winnicki
Kyle McDill
Daniel Zhang
Ada Glenn DiGiacco
Kyle Russell
Eddie Davidson
Ryland Toon
Joe David Lee
Blake Feagans
David Dixon
Tristan Stafford
Willie Pace
Andrew Weilgus
Dodd Shumate
Niki Kelley
Clayton Watson
Akeem Birt
Robby Tyson
Camper Coulter
Sam Pogoni
Kaden SCHMITT

Steven Rocca
Megan Brown
James L. Murphy III
George W Donaldson
Michael Snyder
Cameron Razi
Jim Johnson
Tom Cory
Jordan Charlupski
Tim McConnell
Kathryn Healy
J Alan Bautista
Debra Thomas
Danielle Feldman
Richard Callan
Sarah Stumper
Richard F Callan
Charles Gover
John Musick
Melinda P Oakes
Richard Mays
William Ulrich Aven
Robert Brett Lally
Philip Gurley
Thomas D Beu
Andrew Marinkovich
Luke Mashburn
Karen Payne
Carlos D Rodriguez
Katelyn Newsome
Jimmy Gaines
Stewie Austin
Rachel Cobb
Aj Taylor
Randy Keith
Bryan Chase Sandidge
David Pan
Lory Heron
Marc H. Ferrera
Tim Larson
Roosevelt Scott
Katie Giannasi
Linda Gutherie
Tyler Siira
William Walker
Maxwell Crawley
Quinn Parman
Weslie Higdon
Mc Call Webster
Douglas Heizer
Charles Campbell Blanke...
Mitesh S KAPADIA
Savannah Amos
Leslie Greear
Jordan Bucher
Randall Odle
Sheila Warman
David Binder
Patrick Armstrong
Brent D. Staton, MD
Adam Winn
Joel Huber
Drew Barnes
Fabian Broeker
Adam Munro
John Morgan
Gordon S Murdoch III
Steve Clark
Michael Engstrom
Khalid White
Andrew Colton
Libba Llewellyn
Micah Schreiner
Charles Fleming
Ramon Torres Diaz
Nicholas Motto
Joseph Bruns
Donna Van Natten
Howard Hissrich
Jerrod Keoni
Mateo Gonzalez
Kathleen Muzyl
Styves Manigat
Jonathan Adams
Rikki Clifford
Jemma N Salas
James Whitaker
Lulu Copeland
Cooper Bell
Tim Bailiff
Carolyn Silzle
Shuchen Liu
Vikram Rao
Jeremy Zehr
Kace Allen
Marianne Felins
Dev Kori
Susan Kelly-Gilbert
Isaac Duncan III
Christopher P Stearns
Rafael Escobedo
Joel Kazhila
Thomas Ertel
Arnaud DARRAS
Humanaut Littlejohn
Carol Morris
Donald Benedict
Lisa J Gatlin
David Bang
Ben Hooper
Elissa Weichbrodt
Charisse De Belen
Joseph Lottes
Kathleen Nolte
Trent Willingham
Matt Graham
Herbert Lea
Tom Hammond
Manu Lauzon
Brandon Adams
Logan Parrish
Benjamin Knox Campbell
Hardy Bonatua Siahaan
Allen Padgett
Luke Sandblom
Dennis Dabbs
Matthew Sweet
Kennedy Watson
Colton Hoffman
Theo Pedro Orozco
Barton Mitchell
Ellie Leonard
Christopher Ascough

Jeffrey Zachary
Jonathan Wilson
Joe Tenison
Jaylin Wright
Aaron Gunyon
Paulina Hartney
Grafton Robinson
Elijah Goudzward
Jay And Morgan Everett
Victoria Smith
Tom Smartt
Matthew Finney
Sarah Aubrey Smith
Rob Dusseau
Judith Millener
James Hudson
Luis Prieto
Knut Hilles
Thelma Collier
Stephen Kaufmann
Don Oakes
Jonathan Prater
Bo Chamberlain
Jon Longworth
Todd Shelton
Anthony Wayne Cate
Thomas W Trevor III
Jamie Curtis
Jd Holder
Jeffrey Brown
Andrew Gillaspie
Monica Luck
Bruce Cairnduff
Andrew Iten
Wil Davis
John Clark
Yoshie Fujikawa
Robert David Sauers
Duffy Alverson
Bryan R Williams
Tyler Knight
Brian Foote
Kyle Wright
Louise Winter
Lauren Walker
Aleksis E Psychas
John R. Bode
Scott McAnally
Jacob Kustoff
Steven Gordon
Cody Ruth
Rodger Marty
Patrick Amos
Anita Gidden
Kyle Wilson
Mark Harrison
Skylar Schwartz
Kendall Kelley
Daniel Morrell
Don Henry Robinson
Taylor Shannon
Waqaas Saddique
Bradley Feuer
Dan Engoren
Caitlin Barringer
Peter Bosi
Efosa AMAFIDON
Douglas Carter
Jonathan K Robbins
Amos Pierre
Steve Fowler
Nan Murphy
Bahir Yeusuff
Andrew Hodgson
Jonathan T. Turner
Bruce Zakee Rasheed
Lila Milburn
Barbara Schuster
Jordan Winters
John M. Werner
Ruben Gonzalez
Aaron Duke
Keith Elder
Jason E. Sonntag
Andreas Tuerpe
Lukas Schon Kendall
Alexandra Crabtree
Mary Lou Mangan-Lamb
Audra Bell
Sandra W. Russell
Jason Capers
Westley Steele
Bertran Kuyrkendall
Maria Christina Hurtado
Barbara Gephart
Edward Chapman Brown ...
Elise & Sophie C/O Aunt ...
Phillip Hagen
Ryan Wise
Cameron Miller
Patrick England
Liddy Dover
Joe Augustine
Dan Ryan
Jason Rehm
Alan Madison
Paul Bing
John Miller
Elijah Abram II
Steven Briggs
Ezekiel Weichbrodt
Daniel Jared Hogan
Christopher Richmond
Daniel McDill
Ryan Morrison
William Harris
David Sergeant
James Anderson
Lynne M A Dorsey
Chip Walton
Maurice Hernandez
Timothy Burke
Nathan Provost
Jeff Miller
Mamta Sonwalkar
Savannah S Medearis
Deborah R. Adams
James Bentley IV
Hector Monterroso
Brandon Simon Macario
Robert Quinn
Evan Lewis
Joe Foucha

Jeremy T Katz
Alec G Badger
Aram Perez
David Graham
Keith Reese
Jeff White
David Phifer
Nicholas A Beyer
David Green
John Nelson
Brenden Marsh
Dean S Hogan
Ginnie Plunkett
Colin Bloom
Robert Jacobs
Caitlin O'Rourke
Christopher Merchant
Carol Pilkington
Stuart Pickrell
Jeffrey Brown
Henry Rolleston
Laurie Johnson
Hugh O Morain
Ryan Pfeifer
Patrick Marsh
Adam Hall
Lanny Thomas
Daniel Hidalgo
Shaun Hyland
Nathalie Spiesser
Andy Burnett
Summer & Jordan Sikkema
Lisa TUMLIN
Josh Mumford
Frederick Grieve
Trent A. Ballard
Douglas Elkins
Beth Speeney
Lee Maclellan
Colin Blatchford
Sydney Crisp
Ethan Zimmerman
Lisa Main
Severin Rucker
Lucas Ames
David E Nagelberg
Matthew Andersen
F. Bo Clayton
Robert C Steere
Ben Sharpe
Paul Cahill
Tyler Kruckeberg
Chris Mabee
Jeff Underwood
Christopher Dorman
Erik Moore
Jacob Cottrill
Isabel Singer-Seymour
George Merriman
Luke Wilson
Basil Butt
S Reid
David Eiseman
Bill Gassaway
Patrick O'Riordan
Tyler Newton
Theodorus Tumelaire
Ishmael Carter
Brett D Ginter
Curtis Brown
Jeffrey Eyestone
Deanna Newcomb
Ian C Schulz
Brian Daniels
Yuki Stever
Scott Michael Calvelli
Thomas Macson
Chris Clark
Heidi Hefferlin
William R Belcher Jr
Holly Ward
John W Hensley
Blanca Lira
Leroy McGraw
Jonathan Luna
Zackary Fenderson
David Crabtree
Lois Mangan-Lamb
Sofia Bell
Paul Luna
Gabe Phillips
Chris Heberer
Jaime Gray
Oscar Gaytan Cruz
Naomi Lewis
Nathan And Leslie Bell
Michael A. Negron
Darryl Odom Jr
Nicholas Davis
Erik Nelson
Jeremy Barrett
John Murphy
James Robert Miller III
Dennis Sills
Chip Baker
Brian Michael Davis
Randall Hall
Richard And Katherine Th...
Randall Tipton
Sandy Berry
Miles Weichbrodt
Marialice Hatch
Henry Traxel
Dusty Weichbrodt
Todd Zinkann
Justin Poland
Peter Chrustowski
Kara Lea
Piyakorn Saetiew
John Greninger
Robert Burke
Steve Killan
Alex Tucker
Michael E Cooper
Michelle Denius
Kholton Allen
Brad Howell
Graham D Bentley
Aaron James Rusch
Eric Blackwell
Nahiem Hood
Richard Nurik
Ansley DeFoor

Juanita Head Tumelaire
Jonathan Rapp
Adam Shindler
Van Hayes
Dawson Wheeler
Jenna Nurik
Elizabeth Parkhurst
Scott Cline
The Labado Family
Doug Wheelock
Victoria Berghel
Juan Gonzalez
Takehiko Nakamura
Julian & Lakweshia Ewing
Richard Cunningham
Michael Reed Farnsley
Leo Anderson
Jennifer Leone
Dr Barry K Snyder
Steve Veltkamp
Christian Sullivan
Jonatan Jerez
Thomas Shirley
Christopher Goodwin
Patrick Bobo
John Templeton
Edwin Duke
Tamara Byron
Brian McNutt
Michael Poledna
North River Soccer Assoc...
Jennifer Skjellum
Timothy Quebbemann
Gregory B Askew
Acree Brock
Stephen H Hall
Marianne Felins
Wyatt Mason Daniel
Ed Bailey
Stephany Shinpock
Sheila Shah And Jason Bell
Daniel M Sharp
Leslie Bennett
James Toliver
Schaefer Grace Blakley
Gladys Pineda
Joaquin Colon-Nava
Mike Cathey
Pete Ferrante
Jeffery Walton
Benjamin Traxel
Greg May
Elise Randolph
Mark Slater Jr
Lori Drake
Sara Alexis Miller
Susan Self
James Hobbs
Kyle O'Rear
Dameon J Sharp
Jessica C Trinh
David Levy
Francis Peacock
Mason Tate Rustand
Amelia K Fleming
Sean Burney
Nathan Daugherty
Jeffrey Quesnelle
Antonius Bodewes
David Eichenthal
Anna Cook
Bryant Harbin
Mark Carlson
Katherine Rodgers
Bill Elliott
Rick Montague
Alexander Thurber
Mr. Nick Wilkinson
Christian Bolanos
Tanner Roach
David Montgomery
Robert Hickey
Steve Jacoway
Scott Thornton
Michael Krigbaum And A...
Canon Brock
Connor Beard
Brian Greene
Pete Ochel
Chris Merzbacher
Jeff Dickerson
Daniel Madden
Solo Lamb
Henry Callaway II
James Caleb Blakley
Joseph Daniel Lisa
Drew Murphy
Marcel Martorana
Omar ANGUIANO
Ron Morris
Suzanne Limerick
Jonny Price
Tim Love
Michael L. Valenzuela
Whit Halvorson
John B Carden IV
Peter Hoag
Pete Ferrante
Adam Kinsey
Anthony Iwanczyk
Walter D Parkhurst
Daniel Jones
The Arnolds
Martina Guilfoil
Alessandro Pugliese
Rocco F Turso JR
Adam Desai
Belou Anderson
Jillian Kaido
Emma Wright
Sean Pflugner
Arik Housley
Keith Skiles
Madison L Smith
Dennis L BRIGGS
Paul J Fitzpatrick
Veronica Celeste
Ellen M Thompson
Beau Parker Anderson
Lee Sutherland
Isaac Leland Parks
Grant Sutherland
Chris Fox
James Jeremy Swilley
Chet Tschetter
Matt And Elysa Lochstam...
Joe A Myrell
Steve Marsh
Abigail Carlson
Emily Rossman
Andrew Michael Meador
Dean Naylor
Jerry G. Largen
Matt Birnbach
Mark Walter
William Wilson
Mark Krieg III
Parks Harding
Pasha Saberi
Lance Myhan
Brandon Emery
Chris Meadows
Andy Chow
Jason Poon
Erick Bravo
Ian Van Mater
Alisha Mitchell-Rusch
Karen Kelley
Charles Wood
Ryan Ewalt
Joseph McGuire
John Wilson
John Howard
Scott Soltau
Sage Bridger Rustand
Richard Bezanson
Ray Moss
Kathleen Hunt
Tyler Kitchens
Ken U. Jordan II
Alisha Mitchell-Rusch
Richard Bamber
James Burke
Sylvia Gardenhire
Daniel Porterfield
Peyton Elliott
Philip White
William Glass
David Belitz
J. Daniel Ballew
James Wheeler
Luci Nelson
Travis Brady
Harry Hartley
Daniel Talley
Myra Brock
Colin Wright
Brian Daniel
Marsha Smith
Joseph Fisher Daniel
Kathryn E Murphy
Jan And Tory Johnston
Jimmy Goddard
Elbert R Key
Nathan Lang
Michelle Blakley
Jean M Or Alan L Larson
Danie Norton
Wesley Clifton
Jake Cantrell
Brian Wright
Kent McDill
Peter George Fuller
Elizabeth Kate Stophel
Sam Snyder
Jim Smith
Tom Porterfield
Justin M Braddock
Melanie Alton
Brian Walsh
Heidi Wheelock
Daphnne Ekmanis
Kerry Rickerd
Chris Balthrop
Mark Elam
Mrs. Robyn MASSA
Rick W Stoey
Tyler Kaido
Benji Kaido
Peter A Nell
Patricia A. Daniel
Ian Gonzales
Brett Gallaher
Travis Dodge
Cedric Burke
Trey Elliott
Christopher Delusky
Alan Waxenberg
Kathryn Rawley
Marcus K Shaw
Luther Ringold
Brandon Deering
Thomas Acree
Cory McDaniel
Aayron Morton
Tyler Tallent
Bennett Brock
David Farmer
Margaret P Wade
Joel Beebe
M Naylor
Vickie Ward
Wes Bright
Sean Landry
Amado Waycott
Jon Mike
Tara Bennett
Ted Mouw
Zach Zwadzich
Brigham Thomas
Christine Elliott
Samuel Smartt
Hannah Griggs
Jeremiah Fox
Michael Shindler
Preston Bailey
Abdullah E. Bahkali
John Parkhurst
Vicki Hudgins
Zachary Smith
Alex York
Andrew E Renwick
William Ferguson
Myra Brock Rustand
Brett Lynn
John Palinski
Herbert A Thornbury
Neyland Farnsley
Christina Thoreson
Allison Whitworth
Judy Jones
Channon C EVATT
Harry Henck
Ryan PRESCOD
Keith Homfeldt
Angela Garcia
Sheldon Grizzle
Ashley Honeycutt
Reginald Jones
Freeman T Nalley
Brooke Ritterbush
Franklin Hughes
Blake Brannen
Tim HENSHAW
John D. Buecker
Patrick Rhyne
Cheryl Millsaps
Robert Stimson
Samantha Greene
Hector Patino
David Barr
Sam Barron
Rachel Hardinge
Richard Mendoza
Marissa Anderson
Amy R Flanagan
George Murr
Michael Riccardi
Lauren Reid
Tabitha Taylor
Steve Barringer
Gregory Brown
Jamal Nesbitt
Agboluaje Abayomi
Greg Love
Reynaldo Fuste
Cory Wallen
Clifford Hudgins
Jeffrey Hinkle
Richard Miller
Chip Griffin
Matthias Anderson
Harry Thompson
Julian Dossche
Shannon Knight
Laura Margaret Jones
Julia Britton
Noah Burney
Megha Shah
Adam Martin
Brian Hackathorne
Gareth Riley-Ayers
Brian Wolohsn
Shubhayan Mukherjee
Benjamin Pitts
Ellie Johnson
Kevin Johnson
James M Overton
Jason Luther
Michael McCawley
Chelsey Provenza Voigt
Marco Carrizales
Daniel Marsh
Larry C. Hutchinson
Banner Brock
Emerson Brock
Elco J Marquez
Jader F Dutra
Ben Johnson
Collin Turner
Mackenzie Douglass
Troy Browder
Peggie S Hixson
Haley Bourne
Christopher Skurda
Hemant Sharma
Joseph Smetek
William Bruce
Chris Jenkinson
Austin Richard And Cathe...
Brian Storr
William Bennett

Thank You!

From the Chattanooga Football Club Team

Sheldon Grizzle

Co-Founder / Board Member

Tim Kelly

Chairman of the Board, Co-Founder, Board Member

Krue Brock

CoFounder, Board Member, Director Foundation

Marshall Brock

Co-Founder, Board Member

Thomas Clark

Co-Founder, Board Member

Daryl Heald

Co-Founder, Board Member

Paul Rustand

Secretary, Co-Founder, Board Member

Peter David Woolcock

Director of Game Day Operations; Ticketing

Reed Farnsley

Director of Ticketing and Camps

David Smotherman

Director of Merchandise

Charlie Milburn

Social Media and Public Relations Manager

Bill Elliott

Head Coach; General Manager

Peter Fuller

Associate Head Coach

Jeremy Alumbaugh

Managing Director

Details

The Board of Directors

DIRECTOR	OCCUPATION	JOINED
Sheldon Grizzle	Contractor @ Beautiful Game, Inc dba Chattanooga Football Club	2018
Hiren Desai	Real Estate Developer @ 3H Group	2019
Jeremy Alumbaugh	Coach and Sports Director @ Beautiful Game, Inc	2019
Tim Kelly	Auto Dealer @ Kelly Auto Group, Inc	2018
Paul Rustand	Designer @ Widgets and Stone, LLC	2018
Barry Large	Venture Capitalist @ Lamp Post Group	2019
Frank Kruesi Brock, Jr	Executive Director @ Chattanooga FC Foundation	2018
Daryl Heald	Philanthropic Consulting @ MacClellan Foundation	2018
Marshall Brock	Investment Advisors @ Keel Point Advisors	2018
Thomas Clark	Real Estate Analyst @ Lamppost Properties, LLC	2018

Officers

OFFICER	TITLE	JOINED
Sheldon Grizzle	Vice Chairman	2018
Tim Kelly	Chairman	2018
Paul Rustand	Secretary	2018
Thomas Clark	Treasurer	2018

Voting Power

No one has over 20% voting power.

Past Equity Fundraises

DATE	AMOUNT	SECURITY	EXEMPTION
11/2018	$200,000	Common Stock	Regulation D, Rule 506(b)
12/2018	$447,956	Common Stock	Regulation D, Rule 506(b)

The use of proceeds is to fund general operations.

Outstanding Debts

None.

Related Party Transactions

None.

Capital Structure

CLASS OF SECURITY	SECURITIES (OR AMOUNT) AUTHORIZED	SECURITIES (OR AMOUNT) OUTSTANDING	VOTING RIGHTS
Class S Units	20,000	6,972	No
Class B Units	5,000	3,583.650175	No
Class A Units	20,000	20,000	Yes

	SECURITIES RESERVED FOR ISSUANCE UPON EXERCISE OR CONVERSION
Warrants:	0
Options:	0

Risks

Thomas Clark is a part-time officer. As such, it is likely that the company will not make the same progress as it would if that were not the case.

Tim Kelly is a part-time officer. As such, it is likely that the company will not make the same progress as it would if that were not the case.

Paul Rustand is a part-time officer. As such, it is likely that the company will not make the same progress as it would if that were not the case.

Unfavourable weather, earthquakes and other natural disasters could impact the Company's success . The Company intends to build/has built its project in a geographic area which is exposed to earthquakes, weather-related problems, and other natural disasters. Such disasters could cause damage to the project; interrupt power supplies; hamper delivery of water to or from the plant; or otherwise lead to a loss of revenue or an increase in costs to the Company.

The Company's success depends on the ability to obtain, maintain, defend and enforce intellectual property rights. The Company's ability to compete against other businesses selling similar products depends on its ability to secure and enforce intellectual property rights, including trademark and trade secret rights. However, there is no guarantee that any trademark applications that the Company have filed (or the Company may in the future file) will be approved, and any trademark registrations that have issued (or may in the future issue) could be held invalid due to the Company's conduct or challenges by third parties. The Company could lose its trade secret rights if the Company fail to properly protect confidential information. Even to the extent that the Company's intellectual property rights are valid, enforcing those rights could involve costly legal processes that the Company may not be able to bring to a successful conclusion.

Stadium Lease Terms. The Company leases the use of a stadium; it does not own its own stadium. The current lease is a 2 year commitment with an option for a 1 year extension through the 2021 season. While the team's lease is a significant source of revenue for the stadium, there is no guarantee that the lease will be renewed for the Company on similar or feasible terms in the future. Should the Company's lease expire or should the Company and the stadium fail to come to agreement, the Company would need to find another venue and there is no guarantee that another facility would provide similar features, cost-effective lease terms or revenue stream opportunities.

Competition. The Club will be facing competition from a new team that has announced it will also be playing in Chattanooga. Although the club feels strongly that its fan loyalty will sustain its business model, there is a risk of lower attendance and revenue due to the competition from the new club.

Control of the Company . Control of the Company and all of its operations are, and will remain, solely with its (Officers, Directors, Managers). Investors must rely upon the judgment and skills of such persons.

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

Risks Related to a Change of League. The Company intends to move its team from the league in which it currently competes to a new league in 2020. The Company believes that a change to a new league will increase revenues but the change is also expected to increase costs including payroll for professional players, travel costs, administrative and front offices costs and other costs related to a longer playing season. Increased costs may negatively impact the profitability of the Company if anticipated revenues related to the change of league are not met.

Company's Operating Costs May Rise . The Company has budgeted for a wide range of operating costs based on current conditions; but unforeseen conditions could cause operating costs to rise substantially. For example, stadium leasing fees, administrative costs, costs due to expansion into a new league among others may all be larger than expected. An increase in such projected costs or in other operating costs could cause the Company to be unprofitable.

The Company depends on the services of key employees, whose knowledge of semi-pro and professional soccer would be difficult to replace. The Company currently does not have a firm plan fully detailing how to replace these persons in the case of death or disability, although this is mitigated by significant skill redundancies among the founders. The Company's success also depends on the Company's ability to recruit, train, and retain qualified personnel. The loss of the services of any of the key members of senior management, other key personnel, or the Company's inability to recruit, train, and retain senior management or key personnel may have a material adverse effect on the Company's business, operating results, and financial condition. The business may be harmed if the Company lose the services of these people and the Company are not able to attract and retain qualified replacements.

Company has a limited operating history. Company was incorporated in October 2018 and has been operating since May 2009. The Company was initially operated on a volunteer basis and only recently hired staff. Prior to the hiring of an executive, the Company was profitable. Since the hiring of a full time executive, the Company has not consistently produced a profit. There is no assurance that the Company will ever produce significant or any profit. As a relatively new enterprise, the Company are likely to be subject to risks that management has not anticipated. It is possible that the proceeds from this offering and other resources may not be sufficient for us to continue to finance operations as projected.

Company has incurred losses and may incur future losses. The Company has had years of profitability and years of losses. The Company expect to experience losses from operations for some time during this transition to a new league. The Company cannot predict when or if the Company will become profitable. If the Company achieves profitability, the Company may not be able to sustain it.

The Company may not have sufficient financial resources to successfully compete in the semi-pro or professional sports industries. A large number of enterprises provide similar services. The Company will be competing with startup and established businesses that may have an operating history, greater financial resources, management experience and market share than the Company have. There can be no assurance that the Company will be able to compete or capture adequate market share. The Company may not be profitable if it cannot compete successfully with other businesses.

Payment of dividends. The Company is not required to, and there is no guarantee that the Company will, pay dividends in any year.

Description of Securities for Prior Reg CF Raise

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Minority Ownership

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

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

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

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

Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor. For example, the shareholders may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time. Shareholders could decide to force the Company to redeem their securities at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

Restrictions on Transfer

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

- to the issuer;
- to an accredited investor①;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or

- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Valuation Methodology for Prior Reg CF Raise

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

In the future, we will perform valuations of our common stock that take into account factors such as the following:

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

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

Company

Beautiful Game, Inc.

- Tennessee Public Benefit Corporation
- Organized October 2018
- 8 employees

1307 Carter Street
Chattanooga TN 37402

http://www.chattanoogafc.com

Business Description

Refer to the Chattanooga Football Club profile.

EDGAR Filing

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

Compliance with Prior Annual Reports

Chattanooga Football Club is current with all reporting requirements under Rule 202 of Regulation Crowdfunding.

All prior investor updates

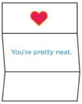
You can refer to the company's updates page to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.

Say Hello

Questions? Ideas? Love Letters?

Say something nice....

SUBMIT COMMENT


You're pretty neat.

You're the first one here!
Early people don't usually get a prize, so here's a love letter from us.

wefunder.com/chattanoogafc/reports/2019 is managed by Wefunder Inc. *Wefunder Inc. runs wefunder.com and is the parent company of Wefunder Advisors LLC and Wefunder Portal LLC. Wefunder Advisors is an exempt reporting adviser that advises SPVs used in Reg D offerings. Wefunder Portal is a funding portal (CRD #283503) that operates sections of wefunder.com where some Regulation Crowdfunding offerings are made. Wefunder, Inc. operates sections of wefunder.com where some Regulation D and A offerings are made. Wefunder, Inc. is not regulated as either a broker-dealer or funding portal and is not a member of FINRA. By using wefunder.com, you accept our Terms & Privacy Policy. If investing, you accept our Investor Agreement. You may also view our Privacy Notice.*