



## ***Dear investors,***

Dear Shareholder:

2021 | 2022 YEAR IN REVIEWS

2021: A year of transition and change for the Chattanooga Football Club.

As you all well know, the challenges of responding to COVID-19 and its ripple effects continued throughout the year, presenting ongoing obstacles. However, our club's focus on our purpose and mission helped us to find ways to build our community using the sport of soccer. The leadership of our CEO Jeremy Avumbough and the determination of our staff, coaches, and players helped to launch a full and successful professional season while also growing partnerships and launching new initiatives. And through it all, the Chattanooga community continued to support us in amazing ways.

The ongoing repercussions of COVID-19 responses continued to present economic challenges to lower leagues of all sports across the country, and Chattanooga FC was no exception. However, a strong commitment of financial support from both the Board and the Owners helped to bolster the club and bring stability. Please refer to the full financial report for detailed information.

Our Men's team made the transition to their first complete professional NISA season, 37 games spanning eight months (including friendlies and exhibition matches). It was the most games played in a season in club history, and 20 of those matches were played in Pinley Stadium. We were also able to launch the season by hosting the league's NISA Spring Tournament (The Legend's Cup) with all ten teams here in Chattanooga April 13-25. This put our city, our club and our league in a national spotlight and made an estimated economic impact of injecting \$1.5 million dollars into our community.

Playing in a large facility like Pinley Stadium also meant that we could host fans in the stadium while accommodating health concerns. Our city responded with great enthusiasm, and Chattanooga FC finished 2021 with the fifth highest average attendance out of more than twenty one Division III teams across all leagues in the US. We also saw very strong attendance numbers at the end of the season, even though we faced competition from immensely popular college football games!

Another exciting transition with the Men's team in 2021 was to have several of our local youth and Academy players practice and even play some games with the first team as amateur players. This resulted in our first-ever signing of a Chattanooga FC Academy player, Damián Rodríguez, to a professional contract with CFC in December. Be sure to come out and cheer on our homegrown talent in 2022!

Our partnership with VfL Wolfsburg in Germany continues to grow as they provide even more resources and expertise in player development, coaching and talent identification. In 2021, this partnership culminated with the announcement of the relaunch of our premier Women's team. The Women's team will begin play in late spring of 2022 in the largest and most established league in the country, the WPSL.

While the Chattanooga FC Foundation and the Chattanooga FC Academy are separate entities from Chattanooga FC, they are part of the larger CFC family and have a huge impact in the community. Both are growing in the numbers of young people they are able to coach and train – both in soccer and in life. The Foundation also manages six futsal courts at Highland Park Commons, which host not only hosts 1,200 people every week, but also has adult soccer leagues that are operating at maximum capacity. Also in 2021, the Foundation was given a lease by the city to build three new full size fields at Monaghan Park right in downtown Chattanooga. These desperately needed fields will continue to increase soccer training, as well as encourage health and wellness through any sport that needs an open area.

Other strategic changes have been in staffing: adding to the front office to position the club for growth in everything from ticket sales to partnerships in an effort to build in the years leading up to the 2026 World Cup, which will be held right here in the USA. On top of this, highly experienced Rod Underwood joined the club as new Head Coach and Sporting Director for the men later in 2021. He also was joined by a talented Assistant Coach, Chris Nugent. All of our new personnel fit wonderfully with our mission, and we believe they will help to grow the character and culture of the club in positive ways.

Finally, as we move into 2022 the Board and shareholders believe in the purpose and mission of the club – and in the work of the Foundation and the Academy – more than ever. Along with this belief comes a strong financial investment in the club, in order to bring stability so that we can truly focus on realizing our mission.

On behalf of the staff, players and board members of Chattanooga Football Club, I thank you for your support during the course of 2021. We feel that Chattanooga and Chattanooga FC are truly better together with you! #BetterTogether

2022: A year of new beginnings for the Chattanooga Football Club.

A New Beginning for the CFC Women

We relaunched the Women's team which had been inactive since 2019. New Head Coach Randy Douglas and Assistant Coach Jasmine Marquez overcame the hurdles of putting together a competitive team in a short timeframe and were able to take the team to the Women's Premier Soccer League (WPSL) Southeast Conference playoffs in their first season back in action.

While the women's team is made up of all amateur players, the club brought its experience in running a professional men's team to the table and elevated the women's experience during the brief summer season. And the CFC Women launched the new era with their own identity – including the logo and home jersey design.

Best of all, the team was embraced by our fans and the community at large, with record attendance over their four home matches. Strong recruiting in the off season looks to put the CFC Women in position for an exciting 2023 campaign that kicks off on May 20.

A New Chapter for the CFC Men

New Sporting Director and Head Coach, Rod Underwood, and new Assistant Coach, Chris Nugent, joined GK Coach, Jordan Matthews, to take a team of over 50% new players into our third season as a professional club. The team was able to return to its winning ways and to reinstate the tradition of battling for the top spot in the league.

While the team just missed out on the National Championship in a 1-0 loss in the Semifinal, the team amassed 56 goals and 16 wins over the eight month season – including earning the most points of any team in league play, and a huge US Open Cup upset win against Memphis 901 (from the USL Championship) in April.

The men's team earned many accolades with six players being named to the league Best XI Teams, a Coach of the Year Award (Rod Underwood) and an MVP and Golden Boot winner (Maxime Ngiletsaz).

Reinforcing Community Impact:

The Chattanooga FC Foundation and its many programs impacted a most 1,500 kids, with over 90% coming from minority or disadvantaged communities. The programs have grown to be implemented at 21 schools across four counties and two states. CFCF is developing soccer programs to bridge the gap between rec and competitive soccer for children of financially challenged families. The Chattanooga Football League (adult soccer leagues) hit maximum capacity with over 2,700 participants with 31 teams.

The Foundation operates the Highland Park Commons facility, which hosted over 3,500 futsal court reservations during the year, along with players from 51 countries. The Foundation is also raising funds to redevelop the Monaghan Park facility, which will be designed as a multipoint facility – hosting everything from soccer to rugby to volleyball and more.

Chattanooga FC Academy has also continued its steady growth and pursuit of excellence. CFCF placed multiple players in the Regional Pool for the Olympic Development Program and had several teams win State Championships. The girls had two players named to high school All-State Teams, and three players selected to play with the CFC Women. Meanwhile three players from the boys Academy teams practiced regularly with the CFC Men. Finally, the Academy provided \$50,000 to families in need-based scholarship aid.

Renewed Partnership with VfL Wolfsburg

We strengthened our partnership with VfL Wolfsburg by bringing three internationally based coaches to help with Academy and Foundation initiatives – including the launch of the StrongHer program. The StrongHer project gives socially disadvantaged girls from the region in and around Chattanooga access to soccer, which teaches them about community.

social interaction in sports, and team sports characteristics such as fair play, respect and equality.

Wofford remains a strong partner with Chattanooga FC, bringing expertise, resources and personnel to the club, the Academy, and our Foundation.

A New Beginning at Fort Finley

In June 2022 new Executive Director of Finley Stadium, Brian Wright, brought his years of experience and expertise in running Mercedes-Benz Stadium (home of Atlanta United and the Atlanta Falcons) here to Chattanooga. His innovations injected excitement and life into the stadium, and CFC has renewed our contract with Finley for another three years with an option for a fourth. Wright and Finley Stadium also announced a \$30,000 investment in concessions for the 2023 season.

A New Era of Leadership

CFO Jeremy Albrecht brought CFC into its professional era, leading the club from December 2019 through January 2023. Jeremy guided the club through the difficulties of COVID lockdowns and a shortened season, as well as the financial challenges that came with those issues. He also grew the front office staff and helped to position the club for success even after his departure.

During 2022, the club ownership and the Board of Directors became streamlined and more efficient. The ownership also brought new investment into the club, increasing stability and strength. Interim CEO Davis Grizzard continues to build the front office staff and club leadership structure, while also leading the search for a CEO for the next era of the club. A number of promising candidates are being carefully considered for the position.

Once again, I thank you for your support in 2022, on behalf of the staff, players and board members of Chattanooga Football Club. Because of you, we continue to be #BetterTogether.

Paul Rustand

Chairman of the Board

We need your help!

CFC is in a pivotal year and always moving forward. We are excited about new leadership on the horizon and a strong team to take us all the way in NISA this year. As we look to the future, ensuring our investors are involved and active is always a top priority for us. We would love that to be as small as following us on social media, sharing our news, and staying up to date with the team, all the way to buying tickets, having your company become a partner, and hosting large groups at our matches. We know you invested because you want to see the growth of this club. Become a part of it too all season long!

Sincerely,

*Thomas Clark*

Board of Directors

*Paul Rustand*

Chairman of the Board of Directors

*Janion Williams*

Supporter Shareholder Representative

*Davis Grizzard*

Owner and Interim CEO

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](#)

[Twitter](#) [Facebook](#) [Instagram](#) [YouTube](#) [LinkedIn](#)

How did we do this year?



2022 At a Glance

January 1 to December 31

  
**\$1,105,907**  
Revenue

  
**-\$1,412,242**  
Net Loss

  
**\$0**  
Short Term Cash

  
**\$3,528,700**  
Issued in 2022

  
**\$592,000**  
Cash on Hand  
As of 03/30/23

## 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

For the first time in America, a soccer club offers fans true ownership.

As Chattanooga Football Club enters a new era of growth, we're inviting you to invest in our future and own part of the team. By selling equity shares, we're expanding our commitment to Chattanooga and our fans, so that when Chattanooga Football Club wins, we all win. We are leading the way in American soccer, creating a sustainable model that's better for players, fans, and communities.

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.

### Milestones

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

Since then, we have:

- This is a limited opportunity to own an equity stake in Chattanooga Football Club. Supporter shares are limited to 8,000. This is real equity with real rights—each share comes with life-long voting rights and special owner privileges.
- We have inspired dozens of community-based clubs throughout the United States, giving them hope that soccer can thrive in places we never thought possible. A successful raise will set an example and pave the way for other clubs and cities across America.
- By becoming an owner, you're not just investing in the local soccer community, as shareholder of a benefit corporation, you're buying a piece of U.S. soccer history.
- You can buy a share for yourself, your family, or your friends. For kids, team ownership is a gift that lasts a lifetime.
- Chattanooga Football Club shares have financial rights and come with voting privileges, investor updates, and special owner perks.
- We are well-established. Our loyal fan base has drawn the highest total attendance in the National Premier Soccer League over the last ten years—averaging more than 4,000 fans per game in 2017. We have set many amateur soccer attendance records, including:

### Historical Results of Operations

- *Revenues & Gross Margin.* For the period ended December 31, 2022, the Company had revenues of \$1,105,007 compared to the year ended December 31, 2021, when the Company had revenues of \$1,234,799. Our gross margin was 19.33% in fiscal year 2022, compared to 56.63% in 2021.
- *Assets.* As of December 31, 2022, the Company had total assets of \$1,528,214, including \$1,080,059 in cash. As of December 31, 2021, the Company had \$417,434 in total assets, including \$37,461 in cash.
- *Net Loss.* The Company has had net losses of \$1,412,242 and net losses of \$885,624 for the fiscal years ended December 31, 2022 and December 31, 2021, respectively.
- *Liabilities.* The Company's liabilities totaled \$0 for the fiscal year ended December 31, 2022 and \$1,000,000 for the fiscal year ended December 31, 2021.

### Liquidity & Capital Resources

To date, the company has been financed with \$4,781,656 in equity.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 36 months before we need to raise further capital.

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

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 24 months. Except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

### Runway & Short/Mid Term Expenses

Beautiful Game, Inc. cash in hand is \$592,000, as of March 2023. Over the last three months, revenues have averaged \$148,000/month, cost of goods sold has averaged \$71,000/month, and operational expenses have averaged \$21,300/month, for an average net margin of \$102,700 per month. Our intent is to be profitable in 4 months.

In January 2023, the club hosted a Major League Soccer team and saw the biggest ticket revenue day in the club's history.

The Club revenues will be close to or exceed \$500,000 in the next six months. Ticket sales, both single game and annual passes, will account for half of the revenue earned. The remaining will be earned primarily through corporate sponsors as well as merchandise sales.

The Club is currently not profitable and is on track to finish this year with a loss of approximately \$500,000. The Club aims to be at a breakeven point within the next five calendar years.

The Club's board members and primary owner are committed to moving the Club forward to a sustainable future.

All projections in the above narrative are forward-looking and not guaranteed.

Net Margin: +105%    Gross Margin: 30%    Return on Assets: +82%    Earnings per Share: \$23,858.31    Revenue per Employee: \$76,863    Cash to Assets: 69%    Revenue to Receivables: 938%    Debt Ratio: 0%

7/2022 Annual Report, GAAP, Unaudited, Uploaded.pdf

7/2021 Annual Report, GAAP, Unaudited, Filed.pdf

We ♥ Our  
3176 Investors

Thank You For Believing In Us



**Thank You!**  
From the Chattanooga Football Club Team



**Sheldon Grizzle**  
Co-Founder / Board Member



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



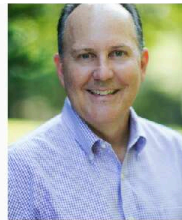
**Krue Brock**  
Co-Founder, Board Member, Director Foundation



**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



**Jeremy Alumbaugh**  
Managing Director



**Davis GRIZZARD**



**Peter David Woolcock**  
Director of Game Day Operations, Ticketing



**Reed Farnsley**  
Director of Merchandise, 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

## Details

### The Board of Directors

DIRECTOR	OCCUPATION	JOINED
<a href="#">Davis Grizzard</a>	President & CEO @ SageHill Investors	2020
<a href="#">Cassy Hammel-Wilms</a>	Investment Manager @ Revolut Capital Partners	2022
<a href="#">Samon Williams</a>	Technical @ Blue Cross Blue Shield	2021
<a href="#">Thomas Clark</a>	FTC Development @ Director of Development	2016
<a href="#">Sheldon Grizzle</a>	Real Estate Developer @ Thousand Hill Company	2018
<a href="#">Paul Rustand</a>	Designer @ Widgets and Scone, LLC	2018

### Officers

OFFICER	TITLE	JOINED
<a href="#">Davis Grizzard</a>	CEO	2020
<a href="#">Cassy Hammel-Wilms</a>	Treasurer	2022
<a href="#">Sheldon Grizzle</a>	Secretary	2018
<a href="#">Paul Rustand</a>	Chairman	2018

### Voting Power <sup>(1)</sup>

No one has over 20% voting power.

### Post Equity Fundraises

DATE	AMOUNT	CURRENCY	DESCRIPTION
11/2018	\$200,000	Common Stock	Regulation D, Rule 505(b)
12/2018	\$447,956	Common Stock	Regulation D, Rule 505(b)
06/2019	\$872,750		4(a)(5)
01/2020	\$626,000	Preferred Stock	Regulation D, Rule 505(b)
04/2022	\$3,820,700	Preferred Stock	Regulation D, Rule 505(b)

*The size of proceeds is subject to audit verification.*

### Outstanding Debts

None.

### Related Party Transactions

None.

### Capital Structure

CLASS OF SECURITY	SECURITIES (ISS. AMOUNT / BY / HOLDING)	SECURITIES (ISS. AMOUNT / CUMULATIVE)	VOTING RIGHTS
Class B Units	0	0	No
Class A Units	\$3,549,792.7	\$3,549,792.7	Yes
Class S Units	20,000	6,972	No
SECURITIES RESERVED FOR FUTURE ISSUANCE OR CONVERSION			
Warrants:	0		
Options:	0		

### Risks

**Stadium Lease Terms.** The Company leased the use of a stadium; it does not own its own stadium. The current lease is a 3 year commitment with an option for a 1 year extension through the 2025 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 favorable 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.

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

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.

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.

Company has a limited operating history. Company was incorporated in October 2018 and has been operating since May 2019. 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 is 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.

The Company depends on the services of key employees, whose knowledge of business and professional sector 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 loses the services of these people and the Company is not able to attract and retain qualified replacements.

**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, studio 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.

**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.

The Company's success depends on the ability to obtain, maintain, defend and enforce intellectual property rights. The Company's ability to compete with 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 fails 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.

The Board of Directors are part-time officers. As such, it is likely that the company will not make the same progress as it would if that were not the case.

**Unfavorable weather, earthquakes and other natural disasters could impact the Company's success.** The Company intends to build its 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 supply, 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.

**Competition.** The Club faces competition from another team that plays 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.

**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.

#### **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 minority 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 restate 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' votes 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 proportion 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 investor<sup>(9)</sup>;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

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

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company and does not necessarily have 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 otherouts de negotiations 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.  
- Term sheet P, LLC, Benefit Corporation  
- Organized October 2018  
- 14 employees

1307 Carter Street  
Chattanooga TN 37402

<http://www.chattanoogaafc.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 Webunder account used to make the investment.