

# THE WANDERING STAGE, LLC

## FORM C Offering Memorandum

### Purpose of This Form

A company that wants to raise money using Regulation Crowdfunding must give certain information to prospective investors, so investors will have a basis for making an informed decision. The Securities and Exchange Commission, or SEC, has issued regulations at 17 CFR §227.201 listing the information companies must provide. This form – Form C – is the form used to provide that information.

Each heading below corresponds to a section of the SEC's regulations.

### §227.201(A) – BASIC INFORMATION ABOUT THE COMPANY

<b>Name of Company</b>	The Wandering Stage, LLC
<b>State of Organization</b>	Massachusetts
<b>Date Company Was Formed</b>	May 1 <sup>st</sup> , 2018
<b>Kind of Entity</b>	Limited Liability Company
<b>Street Address</b>	163 High St. Newburyport MA 01950
<b>Website Address</b>	www.TheWanderingStage.com

### §227.201(B) – DIRECTORS AND OFFICERS OF THE COMPANY

#### Person #1

Name	Nathan McNiff	
All positions with the Company and How Long for Each Position	Position Owner	How Long April 16 <sup>th</sup> , 2018
Business Experience During Last Three Years (Brief Description)	Nate McNiff has been working in the arts for fifteen years in a variety of roles both on and off the stage.	
Has this Person Been Employed by Anyone Else During the Last Three Years?	No	

### §227.201(C) – EACH PERSON WHO OWNS 20% OR MORE OF THE VOTING POWER

Name	Nathan McNiff
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## §227.201(D) – THE COMPANY’S BUSINESS AND BUSINESS PLAN

### **The Basics**

**The Wandering Stage** is a twenty foot, custom built, transportable pod that can be parked in any street festival, field, park, parking lot, or any open outdoor space. With the push of a button, a stage that was latched to one of the walls falls and transforms into a 20 foot stage. Onboard generators run lights and sound and the inside of the trailer serves as a backstage area for makeup, props and costumes.

### **Our Story**

The Wandering Stage is a new company based in the Merrimack Valley, offering a one-of-a-kind, full performance set-up for all outdoor events, public speeches, musical performances or any other outdoor events anywhere within the US! A 20-foot, custom built, towable trailer made out of steel and aluminum, our trailer can be transformed into a full 20 by 12 foot stage at the push of a button. At the same time, the inside of the trailer serves as a backstage area/green room depending on the event. By using battery powered L.E.D lighting, free standing lighting, and a sound system run off silent generators, there is no event that we can not create for our clients.

The Wandering Stage is designed to be transformed by one operator, who can also run lights and sound during the event. Our well-thought out design, along with the low cost of operation, allows The Wandering Stage to be extremely competitive and lean, thus keeping our prices very attractive to our clients.

### **Our Plans**

At the start, The Wandering Stage will be one unit that operates between April 1st and December 30th. In year 3, we plan on taking the Wandering Stage to the southern part of the United States and remaining open year round. In year five, we plan on building a second truck that will operate in a second section of the United States, such as California or Texas.

### **Our Customers**

The Wandering Stage’s target market consists of entities that organize outdoor events in New England, such as Museums, local governments, politicians, college campuses, arts-based companies, and non-profit companies based around specific events such as The Lowell Folk Festival.

### **Our Competitors**

Currently, no other entity like The Wandering Stage exists in the market. From our research, the closest form of competition are those companies that travel with disassembled stages which then have to be assembled on site, or companies that solely rent and set up lights and sound for events. Normally, these companies focus on one aspect of the stage, light, or sound marketplace and cater to clients who are planning weddings, town events, races, and festivals. Some towns also borrow from local schools and rely on the D.P.W. to transport and set up.

### **What Makes Us Different**

The Wandering Stage provides an instant solution to cities’ challenge of coordinating all aspects of an event, by saving time and money for several key city personnel. This allows those resources to be better allocated. At the same time, we have found that arts companies have a dire need for affordable, quality venues. As arts budgets continue to be slashed, brick and mortar theaters are having to charge higher rental prices to performance companies. To recoup their losses, theater and arts-based companies have to charge higher ticket

prices, thus shrinking their audience size. The Wandering Stage answers that challenge by offering a quality performance venue at a highly competitive price. This allows our clients to take the show from town to town, making each performance more profitable as it taps into several different markets.

## §227.201(E) – NUMBER OF EMPLOYEES

The Company currently has 1 employee.

## §227.201(F) – RISKS OF INVESTING

### **Required Statements**

**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.**

**Please refer to Appendix A for risks of investing in this investment.**

### **Risks in Educational Materials**

Our [Educational Materials](#) list risks that are common to many of the companies on the MainVest platform.

## §227.201(G) – TARGET OFFERING AMOUNT AND OFFERING DEADLINE

Target Offering Amount	\$65,000
Offering Deadline	December 30 <sup>th</sup> , 2018

### **Required Statement**

**If the sum of the investment commitments does not equal or exceed the Target Offering Amount as of the Offering Deadline, no securities will be sold in the offering, investment commitments will be canceled, and all committed funds will be returned.**

## §227.201(H) – COMMITMENTS THAT EXCEED THE TARGET OFFERING AMOUNT

Will the company accept commitments that exceed the Target Offering Amount?	Yes
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What is the maximum you will accept in this Offering (it may not exceed \$1,070,000)?	\$100,000
If Yes, how will the company deal with the oversubscriptions?	We will accept subscriptions on a first-come, first-served basis.

**§227.201(I) – HOW THE COMPANY INTENDS TO USE THE MONEY RAISED  
IN THE OFFERING**

**The Company is Reasonably Sure it Will Use the Money as Follows**

<i>Use of Money</i>	<i>How Much (if Minimum)</i>	<i>How Much (if Maximum)</i>
Compensation to MainVest	\$3,900	\$6,000
Cost of Equipment	\$57,000	\$57,000
Working Capital	\$2,100	\$8,000
Marketing	\$2,000	\$29,000
TOTAL	\$65,000	\$100,00

**§227.201(J) – THE INVESTMENT PROCESS**

**To Invest**

- Review this Form C and the [Campaign Page](#)
- If you decide to invest, press the **Invest** button
- Follow the instructions

**To Cancel Your Investment**

Send an email to [info@mainvest.com](mailto:info@mainvest.com) no later than 48 hours before the Offering Deadline or go to your dashboard for your user account to cancel manually. In your email, include your name and the name of the Company.

NOTE: For more information about the investment and cancellation process, see these [Educational Materials](#).

**Required Statements**

- Investors may cancel an investment commitment until 48 hours prior to the Offering Deadline.
- MainVest will notify investors when and if the Target Offering Amount has been raised.
- If the Company reaches the Target Offering Amount before the Offering Deadline, it may close the offering early if it provides notice about the new Offering Deadline at least five business days before such new Offering Deadline, absent a material change that would require an extension of the offering and reconfirmation of the investment commitment.
- If an investor does not cancel an investment commitment before the 48-hour period before the Offering Deadline, the funds will be released to the Company upon closing of the offering and the investor will receive securities in exchange for his or her investment.

**§227.201(K) – MATERIAL CHANGES**

**Required Statement**

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

EXPLANATION: A “material change” means a change that an average, careful investor would want to know about before making an investment decision. A material change could be good or bad. If a material change occurs after you make an investment commitment but before the Offering closes, then the Company will notify you and ask whether you want to invest anyway. If you do not affirmatively choose to invest, then your commitment will be cancelled, your funds will be returned to you, and you will not receive any securities.

## §227.201(L) – PRICE OF THE SECURITIES

The Company is offering “securities” in the form of Revenue Sharing Notes, which we refer to as “Notes.” The Notes are being offered at their face amount. For example, you will pay \$1,000 for a Note with a face amount of \$1,000.

## §227.201(M) – TERMS OF THE SECURITIES

### Overview

The Company is offering “securities” in the form of Revenue Sharing Notes, which we refer to as “Notes.” Many of the terms of the Notes are set forth in a separate document called the Note Indenture. Copies of the form of Note the Company will issue, and the Note Indenture, are attached to this Form C.

### Your Right to Payments under the Note

Your right to payments under the Note is set forth in the Note, together with a separate document called the Note Indenture. Copies of the form of Note the Company will issue, and the Note Indenture, are attached to this Form C. Additionally, general terms are outlined below and in the Company’s offering page:

CAP  
1.6×

PERCENTAGE OF REVENUE\*  
9%

SENIORITY  
Subordinated

MATURITY DATE  
Dec. 31, 2026

SECURITIZATION  
Unsecured

\*as further defined in the note agreement

### Obligation to Contribute Capital

Once you pay for your Note, you will have no obligation to contribute more money to the Company, and you will not be personally obligated for any debts of the Company. However, under some circumstances you could be required by law to return some or all of a distribution you receive from the Company.

### No Right to Transfer

The Notes will be illiquid (meaning you might not be able to sell them) for four reasons:

- The Note Indenture prohibits the sale or other transfer of Notes without the Company’s consent.

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- If you want to sell your Note the Company will have the first right of refusal to buy it, which could make it harder to find a buyer.
- Even if a sale were permitted, there is no ready market for Notes, as there would be for a publicly-traded stock.
- By law, for a period of one year you won't be allowed to transfer the Investor Shares except (i) to the Company itself, (ii) to an "accredited" investor, (iii) to a family or trust, or (iii) in a public offering of the Company's shares.

As a result, you should plan to hold your Note until maturity.

### **Security**

The Notes are not secured by any assets of the Company or any assets of persons associated with the Company.

### **Modification of Terms of Notes**

The terms of the Notes and the Note Indenture may be modified or amended with the consent of Investors holding 50% of the Notes, measured by the total amount outstanding under each Note.

### **Other Classes of Securities**

The Company has outstanding the following securities:

Name of Security	Limited Liability Company Interests
Number of Shares Outstanding	n/a
Describe Voting Rights of These Securities, Including Any Limitations on Voting Rights	n/a
How These Securities Differ from the Promissory Notes Offered to Investors	n/a

### **Dilution of Rights**

The Company has the right to create additional classes of securities, both equity securities and debt securities (e.g., other classes of promissory notes). Some of these additional classes of securities could have rights that are superior to those of the Notes. For example, the Company could issue promissory notes that are secured by specific property of the Company.

### **The People Who Control the Company**

Each of these people owns 20% or more of the total voting power of the Company:

<i>Name</i>	<i>Percentage of Voting Rights</i>
Nathan McNiff	100%

### **How the Exercise of Voting Rights Could Affect You**

You will receive payments with respect to your Note only if the Company makes enough money to pay you or, if the Company doesn't make enough money to pay you, if there is enough value in the collateral the Company pledged as security for the Notes.

The people with voting rights control the Company and make all the decisions about running its business. If they make good business decisions, it is more likely you will be paid. If they make poor business decisions, it is less likely you will be paid. For example, if they hire too many people and/or try to expand too quickly, the

business could be harmed. The people with voting rights could also decide to file for bankruptcy protection, making it more difficult for you to be paid.

**How the Notes are Being Valued**

The Notes are being valued at their face value. We don't anticipate that we'll ever need to place a value on the Notes in the future.

## §227.201(N) – THE FUNDING PORTAL

The Plan is offering its securities through MainVest, Inc., which is a "Funding Portal" licensed by the Securities and Exchange Commission and FINRA. SEC File number is 007-00162, and Central Registration Depository (CRD) number is 298384.

## §227.201(O) – COMPENSATION OF THE FUNDING PORTAL

The Company will compensate MainVest, Inc. as follows:

MainVest will be paid 6.0% of the final offering amount, upon the successful completion of the offering. MainVest does not receive compensation if the offering does not succeed.

MainVest, Inc. owns no interest in the Company, directly or indirectly, and will not acquire an interest as part of the Offering, nor is there any arrangement for MainVest, Inc. to acquire an interest.

## §227.201(P) – INDEBTEDNESS OF THE COMPANY

**Company Condition**

The Company has no indebtedness outside of the debt the Company is expecting to raise through regulation crowdfunding on MainVest.

## §227.201(Q) – OTHER OFFERINGS OF SECURITIES WITHIN THE LAST THREE YEARS

**Company Condition**

The Company has not made any offerings with other third party regulation crowdfunding companies in the past three years

## §227.201(R) – TRANSACTIONS BETWEEN THE COMPANY AND "INSIDERS"

**Company Condition**

The Company has not made any business transaction, including stock purchases, salaries, property rentals, consulting arrangements, guaranties, etc.

## §227.201(S) – THE COMPANY'S FINANCIAL CONDITION

The Company was established in May 2018. As such, there are limited financial statements and information for the investor to review.

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Without the funds the Company plans to raise through regulation crowdfunding on MainVest, the Company would need to find other funds for the completion of its buildout, equipment, and ultimately to launch the Company. At this time, the Company will need to secure another form of capital (e.g. bank loan or equity investment) in order to launch the Company. The Company has no outstanding debt at the time of this offering.

## **§227.201(T) – THE COMPANY’S FINANCIAL STATEMENTS**

### Historical Financial Statements

Please see Appendix A for historical financial statements

### Pro Forma Income Statement

In order to illustrate the future earning potential of the Company, the Company provided a summary of its 5-year financial forecast. The forecast has been developed by the Company using reasonable best efforts based on their understanding of the industry and market they wish to enter. Please refer to Section §227.201(F) of this Offering Memorandum for a list of the risks associated with an investment in the company and utilizing any pro forma provided by the Company for making investment decisions.



	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023
Deal Size: Small	0	20	23	27	26	27
Deal Size: Standard	0	23	25	26	26	26
Deal Size: Large	0	15	15	15	15	15
Deal Size: XL	0	9	9	9	9	9
<b>Total Sales</b>	\$0	\$208,000	\$221,965	\$233,928	\$240,400	\$248,175
Truck Rental	\$0	\$10,050	\$10,800	\$11,550	\$11,400	\$11,550
Gas Rental	\$0	\$3,350	\$3,600	\$3,850	\$3,800	\$3,850
Permits	\$0	\$0	\$0	\$0	\$0	\$0
<b>COGS</b>	\$0	\$13,400	\$14,400	\$15,400	\$15,200	\$15,400
<b>Gross Margin \$</b>	\$0	\$194,600	\$207,565	\$218,528	\$225,200	\$232,775
<b>Gross Margin %</b>	0%	94%	94%	93%	94%	94%
Trailer Maintenance	\$300	\$1,200	\$1,200	\$1,200	\$1,200	\$1,200
Insurance	\$3,480	\$13,920	\$13,920	\$13,920	\$13,920	\$13,920
Salary/Wages	\$16,000	\$50,400	\$52,920	\$55,566	\$58,344	\$61,262
Telephone	\$200	\$600	\$600	\$600	\$600	\$600
Advertising/Marketing	\$600	\$1,200	\$1,200	\$1,200	\$1,200	\$1,200
Software	\$180	\$360	\$360	\$360	\$360	\$360
Misc	\$1,800	\$3,600	\$3,600	\$3,600	\$3,600	\$3,600
<b>Operating Expense</b>	\$22,560	\$71,280	\$73,800	\$76,446	\$79,224	\$82,142
<b>Operating Profit \$</b>	-\$22,560	\$123,320	\$133,765	\$142,082	\$145,976	\$150,633
<b>Operating Profit %</b>	0%	63%	64%	65%	65%	65%
<b>MainVest Revenue Share Note (1)</b>	\$0	\$18,720	\$19,977	\$21,054	\$21,636	\$22,336

(1) Assumes a MainVest final offering of \$100,000. If the final offering amount is lower than \$100,000 the total debt payments are expected to be lower.

## §227.201(U) – DISQUALIFICATION EVENTS

EXPLANATION: A company is not allowed to raise money using Regulation Crowdfunding if certain designated people associated with the company (including its directors or executive officers) committed certain prohibited acts (mainly concerned with violations of the securities laws) on or after May 16, 2016. (You can read more about those rules in the [Education Materials](#).) This item requires a company to disclose whether any of those designated people committed any of those prohibited acts before May 16, 2016.

The answer for the Company is No, none of the designated people committed any of the prohibited acts, ever.

## §227.201(V) – UPDATES ON THE PROGRESS OF THE OFFERING

To track the investment commitments we've received in this Offering, click to see [the Progress Bar](#).

## §227.201(W) – ANNUAL REPORTS FOR THE COMPANY

We will file a report with the Securities and Exchange Commission annually and post the report on our website at <http://www.TheWanderingStage.com>, no later than 120 days after the end of each fiscal year.

It's possible that at some point, the Company won't be required to file any more annual reports. We will notify you if that happens.

## §227.201(X) – OUR COMPLIANCE WITH REPORTING OBLIGATIONS

EXPLANATION: This item requires a company to disclose whether it has ever failed to file the reports required by Regulation Crowdfunding.

The Company has never raised money using Regulation Crowdfunding before, and therefore has never been required to file any reports.

## §227.201(Y) – OTHER IMPORTANT INFORMATION PROSPECTIVE INVESTORS SHOULD KNOW ABOUT

The Issuer offers “Perks” as a means of showing appreciation to investors for supporting small community businesses. The offering of “Perks” by issuers is done purely on a voluntary basis and have no influence upon the terms of the Offering. As such, Investor “Perks” are not contractual conditions governed by “the Note” and are not enforceable under the Note.

## (Z) - ADDITIONAL INFORMATION INCLUDED IN THE FORM C

	Most recent fiscal year-end	Prior fiscal year-end
Total Assets	\$0	\$0
Cash & Cash Equivalents	\$0	\$0
Accounts Receivable	\$0	\$0
Short-term Debt	\$0	\$0
Long-term Debt	\$0	\$0
Revenues/Sales	\$0	\$0
Cost of Goods Sold	\$0	\$0
Taxes Paid	\$0	\$0
Net Income	\$0	\$0

Jurisdictions in which the Company intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V

# APPENDIX A: INVESTMENT RISKS

#### YOU MIGHT LOSE YOUR MONEY

When you buy a certificate of deposit from a bank, the Federal government (through the FDIC) guarantees you will get your money back. Buying a Note is not like that at all. The ability of the Company to make the payments you expect, and ultimately to give you your money back, depends on a number of factors, including many beyond our control.

#### LIMITED OPERATING HISTORY

The Company is a newly established entity and has no history for prospective investors to consider.

#### LACK OF ACCOUNTING CONTROLS

Larger companies typically have in place strict accounting controls. Smaller companies typically lack these controls, exposing themselves to additional risk.

#### RELIANCE ON MANAGEMENT

As a securities holder, you will not be able to participate in the Company's management or vote on and/or influence any managerial decisions regarding the Company. Furthermore, if the founders or other key personnel of the Company were to leave the Company or become unable to work, the Company (and your investment) could suffer substantially.

#### FINANCIAL FORECASTS RISKS

The financial forecasts provided by us herein are reasonable forecasts by us based upon assumption of stable economic conditions and other various assumptions regarding operations. The validity and accuracy of these assumptions will depend in large part on future events over which the Company and the key persons will have no control. Changes in assumptions or their underlying facts could significantly affect the forecasts. To the extent that the assumed events do not occur, the outcome may vary significantly from the projected outcomes. Consequently, there can be no assurance that the actual operating results will correspond to the forecasts provided herein.

Additionally, the Company is a newly established entity and therefore has no operating history from which forecasts could be projected with.

#### INABILITY TO SELL YOUR INVESTMENT

The law prohibits you from selling your securities (except in certain very limited circumstances) for 12 months after you acquire them. Even after that one-year period, a host of Federal and State securities laws may limit or restrict your ability to sell your securities. Even if you are permitted to sell, you will likely have difficulty finding a buyer because there will be no established market. Given these factors, you should be prepared to hold your investment for its full term.

#### THE COMPANY MIGHT NEED MORE CAPITAL

The Company might need to raise more capital in the future to fund/expand operations, buy property and equipment, hire new team members, market its

services, pay overhead and general administrative expenses, or a variety of other reasons. There is no assurance that additional capital will be available when needed, or that it will be available on terms that are not adverse to your interests as an investor. If the Company is unable to obtain additional funding when needed, it could be forced to delay its business plan or even cease operations altogether.

#### CHANGES IN ECONOMIC CONDITIONS COULD HURT THE COMPANY

Factors like global or national economic recessions, changes in interest rates, changes in credit markets, changes in capital market conditions, declining employment, changes in real estate values, changes in tax policy, changes in political conditions, and wars and other crises, among other factors are unpredictable and could negatively affect the Company's financial performance or ability to continue to operate.

#### NO REGISTRATION UNDER SECURITIES LAWS

The Notes will not be registered with the SEC or the securities regulator of any State. Hence, neither the Company nor the Notes will be subject to the same degree of regulation and scrutiny as if they were registered.

#### INCOMPLETE OFFERING INFORMATION

Title III does not require us to provide you with all the information that would be required in some other kinds of securities offerings, such as a public offering of shares (for example, publicly-traded firms must generally provide investors with quarterly and annual financial statements that have been audited by an independent accounting firm). Although Title III does require extensive information, it is possible that you would make a different decision if you had more information.

#### LACK OF ONGOING INFORMATION

The Company will be required to provide some information to investors for at least 12 months following the offering. However, this information is far more limited than the information that would be required of a publicly-reporting company; and the Company is allowed to stop providing annual information in certain circumstances.

#### UNINSURED LOSSES

Although the Company will carry some insurance, the Company may not carry enough insurance to protect against all risks to the business. Additionally, there are some kinds of risks that are very difficult or impossible to insure against, at least at a reasonable cost. Therefore, the Company could incur an uninsured loss that could damage its business.

#### CHANGES IN LAWS

Changes in laws or regulations, including but not limited to zoning laws, environmental laws, tax laws, consumer protection laws, securities laws, antitrust laws, and health care laws, could negatively affect the Company's financial performance or ability to continue to operate. Specifically, any additional

regulation on the equipment rental industry could significantly negatively affect the business.

#### CONFLICT OF INTEREST WITH COMPANIES AND THEIR MANAGEMENT

In many ways, your interests and the interests of the Company's management will coincide: you both want the Company to be as successful as possible. However, your interests might be in conflict in other important areas, including these:

- You might want the company to act conservative to make sure they are best equipped to repay the Note obligations, while the company might prefer to spend aggressively to invest in the business.
- You would like to keep the compensation of managers low, while managers want to make as much as they can.

#### FUTURE INVESTORS MIGHT HAVE SUPERIOR RIGHTS

If the Company needs more capital in the future and takes on additional debt or other sources of financing, the new investors might have rights superior to yours. For example, they might have the right to be paid before you are, to receive larger distributions, to have a greater voice in management, or otherwise.

#### THE COMPANY IS NOT SUBJECT TO THE CORPORATE GOVERNANCE REQUIREMENTS OF THE NATIONAL SECURITIES EXCHANGES

Any company whose securities are listed on a national stock exchange (for example, the New York Stock Exchange) is subject to a number of rules about corporate governance that are intended to protect investors. For example, the major U.S. stock exchanges require listed companies to have an audit committee made up entirely of independent members of the board of directors (i.e., directors with no material outside relationships with the company or management), which is responsible for monitoring the company's compliance with the law. The Company will not be required to implement these and other investor protections.

#### YOU HAVE A LIMITED UPSIDE

Notes include a maximum amount you can receive. You cannot receive more than that even if the Company is significantly more successful than your initial expectations.

#### YOU DO HAVE A DOWNSIDE

Conversely, if the Company fails to generate enough revenue, you could lose some or all of your money.

#### PAYMENTS AND RETURN ARE UNPREDICTABLE

Because your payments are based on the revenue of the Company, and the revenue of the Company can go up or down (or even disappear altogether) unpredictably, it is impossible to predict how much you will receive and when. And because the payments are unpredictable, so is your ultimate return.

#### THE NOTES ARE UNSECURED AND UNINSURED

The Notes are not secured by any collateral, nor are they guaranteed or insured by the FDIC or any other entity.

#### SUBORDINATION

The Notes shall be subordinated to all indebtedness of the Company to banks, commercial finance lenders, leasing and equipment financing institutions, and/or other institutions regularly engaged in the business of lending money.

#### LACK OF GUARANTY

The Notes are not personally guaranteed by any of the founders or any other person.

#### LIMITATION OF INDIVIDUAL RIGHTS IN EVENT OF DEFAULT

In the event of a default under the Notes, you will not be able to enforce your rights individually (for example, by bringing a lawsuit). Instead, a representative will be appointed according to the procedures set forth in the Note Indenture. It's possible that you will not like the representative, or that the representative will do things you believe are wrong or misguided. If an event of default has occurred and a representative has been appointed, all of the representative's reasonable expenses must be paid before any further payments are made with respect to the Notes.

## APPENDIX B: HISTORICAL FINANCIAL STATEMENTS



# The Wandering Stage

## BALANCE SHEET

As of October 16, 2018

	APR 16- 30, 2018	MAY 2018	JUN 2018	JUL 2018	AUG 2018	SEP 2018	OCT 1-16, 2018
ASSETS							
<b>TOTAL ASSETS</b>							
LIABILITIES AND EQUITY							
<b>Total Liabilities</b>							
Equity							
Retained Earnings	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Income	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total Equity</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

# The Wandering Stage

## PROFIT AND LOSS

April 16 - October 16, 2018

	APR 16 - JUN 30, 2018	JUL - SEP, 2018	OCT 1-16, 2018	TOTAL
Income				
<b>Total Income</b>				<b>\$0.00</b>
Expenses				
<b>Total Expenses</b>				<b>\$0.00</b>
<b>NET INCOME</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

I, Nathan McNiff, certify that:

- (1) The financial statements of THE WANDERING STAGE, LLC included in this Form are true and complete in all material respects; and
- (2) The tax return information of THE WANDERING STAGE, LLC have not been included in this Form as THE WANDERING STAGE, LLC has only been formed on 4/16/18 and has not filed a tax return to date.

Signature:  DD0F6086C7B042A...

Name: Nathan McNiff

Title: Owner, THE WANDERING STAGE, LLC