



## OFFERING MEMORANDUM

facilitated by



# The White Flowers, LLC DBA The Queen Bee

## 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 under 17 CFR §227.201.

### (A) BASIC INFORMATION ABOUT THE COMPANY

Name of Company	The White Flowers LP DBA The Queen Bee
State of Organization	MA
Date of Formation	8/15/19
Entity Type	Limited Liability Company
Street Address	500 Main Street, Fitchburg, MA 01420
Website Address	<a href="http://www.fitchburgemporium.com">www.fitchburgemporium.com</a>

### (B) DIRECTORS AND OFFICERS OF THE COMPANY

<b>Person 1</b>		Elisabeth LeBlanc
Positions with the Company	Owner/Business Manager - Present	
Title Duration		
Business experience (last three years)	Co-Founder of Fitchburg Emporium	
Principal occupation (last three years)	Co-Manager	
Has this person been employed by anyone else in the last three years?	Yes	
Other employer information (if any)	Fitchburg Emporium	An eclectic collection of curated consignment items

<b>Person 2</b>		Shireen Flowers
Positions with the Company	Owner/Kitchen Manager	
Title		

Duration	- Present	
Business experience (last three years)	Co-Founder of Fitchburg Emporium	
Principal occupation (last three years)	Co-Manager	
Has this person been employed by anyone else in the last three years?	Yes	
Other employer information (if any)	Fitchburg Emporium	An eclectic collection of curated consignment items

**(c) EACH PERSON WHO OWNS 20% OR MORE OF THE VOTING POWER**

<b>Elisabeth LeBlanc</b>
<b>Shireen Flowers</b>

**(d) THE COMPANY'S BUSINESS AND BUSINESS PLAN**

**THE OPPORTUNITY**

The lack of nearby competitors, a desire for healthy food in the area, and an expected increase in population, put The Queen Bee in a great position to open a healthy breakfast and lunch diner in Fitchburg:

- Fitchburg's Main Street is the current area of focus for many incentives to help establish and grow businesses in Fitchburg.
- Fitchburg State University is less than a 5 minute walk from The Queen Bee, bringing many dormitory residents seeking nearby establishments to visit
- Area businesses and their employees are starved for new venues in which to conduct offsite meetings or partake in alternative lunch options
- Downtown residential units are being developed, leading to a need for additional eateries
- Two housing development projects are currently in process which will introduce nearly 200 additional residences to the area

**BUSINESS MODEL**

Queen Bee will feature an upscale dining environment with an open, airy floorplan that will be conducive for off-site meetings for local businesses. The Queen Bee will be able to seat guests by reservation or walk-in. Our menu and business will focus on:

- healthier meal options sourced from local farms influenced by seasonal availability
- light take out/dine in options help local workers avoid the afternoon slump from carbohydrate-heavy lunches
- limited seating, reservation only brunch service each Sunday

- monthly subscription meal service to introduce additional revenue stream

In addition, we will hold monthly fundraising "Consign and Dine" evening events in partnership with co-owned and neighboring consignment and retail store, The Emporium, and with local non-profit agencies.

#### THE MARKET

Based on a 2018 Economic Development Strategic Plan by the City of Fitchburg, "The category of Food Service & Drinking Places had the largest retail opportunity gap, with nearly \$50 million in local demand not being met by Fitchburg businesses. "

#### OUR COMPETITORS

- Lunch restaurants near the proposed location are limited to Italian, Mexican, Dominican and Chinese, in addition to franchise drive-through/ fast food locations
- Breakfast options are limited to franchise drive-through/ fast food locations, or area breakfast diners, which are located over one mile away in either direction
- Competing diners can be cramped, loud and informal

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#### (E) NUMBER OF EMPLOYEES

The Company currently has **2** employees.

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#### (F) RISKS OF INVESTING

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

These securities are offered under an exemption from registration under federal law. The U.S. Securities and Exchange Commission (the "SEC") has not made an independent determination that these securities are exempt from registration. The SEC has not passed upon the merits of the securities or the terms of the offering, and has not passed upon the accuracy or completeness of the offering documents or literature.

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.

Please refer to Appendix A for additional risks to consider when investing in this offering.

#### (G) TARGET OFFERING AMOUNT AND OFFERING DEADLINE

Target Offering Amount	\$28,000
Offering Deadline	November 20th, 2019

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.

#### (H) COMMITMENTS THAT EXCEED THE TARGET OFFERING AMOUNT

Will the company accept commitments that exceed the Target Offering Amount?	Yes
What is the maximum you will accept in this Offering (it may not exceed \$1,070,000)?	\$32,000
If Yes, how will the company deal with the oversubscriptions?	We will accept subscriptions on a first-come, first-served basis.

#### (I) HOW THE COMPANY INTENDS TO USE THE MONEY RAISED IN THE OFFERING

The Company is reasonably sure it will use the money raised in the offering as follows:

Use	Amount (Minimum)	Amount (Maximum)
Equipment Replacement	\$10,000	\$10,000
Advertising/Marketing	\$4,520	\$7,880
Initial Supply Purchase	\$7,500	\$7,500
Hiring, Training and Certifications	\$2,500	\$2,500
Hardware/Software	\$1,800	\$2,200
Compensation to MainVest	\$1,680	\$1,920
TOTAL	\$28,000	\$32,000

#### (J) THE INVESTMENT PROCESS

##### To Invest

- Review this Form C and the [Campaign Page](#)
- If you decide to invest, enter an amount and 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 the dashboard for your user account to cancel manually. In your email, include your name and the name of the Company.

##### Other Information on the Investment Process

- 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.

For additional information about the investment and cancellation process, see the [Educational Materials](#).

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## **(K) MATERIAL CHANGES**

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.

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## **(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.

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## **(M) TERMS OF THE SECURITIES**

### **Overview**

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

### **Summary of Terms**

Revenue Percentage*	3.5%
Payment Deadline	10 / 31 / 2024
Early Investor Payment Multiple	1.75x
Default Payment Multiple	1.5 x
Sharing Start Date	The first day after disbursement that the company has revenues greater than one (\$1) dollar
First Payment Date	Thirty (30) days after the last day of the calendar quarter ending not less than Sixty (60) days after the sharing start date.
Seniority	Subordinated

Securitization	Unsecured
Accrual Rate	1.87 %

\*as further defined in the note agreement

\*\*To reward early participation, the investors who contribute the first \$10,000 raised in the offering will receive a 1.75x cap. Investors who contribute after \$10,000 has been raised in the offering will receive a 1.5x cap.

### 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 Revenue Sharing Agreement. Copies of the Note and Revenue Sharing Agreement are attached to this Form C. Additionally, general terms are outlined below and in the Company's offering page.

### 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

You should plan to hold the Notes until maturity. The Notes will be illiquid (meaning you might not be able to sell them) for at least four reasons:

- The Revenue Sharing Agreement prohibits the sale or other transfer of Notes without the Company's consent.
- 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.

### 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 Revenue Sharing Agreement 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 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	The Limited Liability Company Interests are an equity interest in the Company, whereas the Notes are a debt obligation of the Company.
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### **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>
Elisabeth LeBlanc	50%
Shireen Flowers	50%

### **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 does not 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.

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## **(N) THE FUNDING PORTAL**

The Company is offering its securities through MainVest, Inc., which is a "Funding Portal" licensed by the Securities and Exchange Commission and FINRA. MainVest Inc.'s Central Index Key (CIK) number is 0001746059, their SEC File number is 007-00162, and their Central Registration Depository (CRD) number is 298384.

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## **(O) COMPENSATION OF THE FUNDING PORTAL**

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 to acquire an interest.

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## **(P) INDEBTEDNESS OF THE COMPANY**

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

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**(Q) OTHER OFFERINGS OF SECURITIES WITHIN THE LAST THREE YEARS**

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

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**(R) TRANSACTIONS BETWEEN THE COMPANY AND “INSIDERS”**

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

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**(S) THE COMPANY’S FINANCIAL CONDITION**

The Company was established in August 2019. As such, there are limited financial statements and information for the investor to review.

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 may 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.

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**(T) THE COMPANY’S FINANCIAL STATEMENTS**

**Please see Appendix B for historical financial statements.**

**Pro Forma Income Statement**

In order to illustrate its future earning potential, the Company has provided a summary of its 3-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 (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.

REVENUE		Year 1		Year 2		Year 3	
Line of Business			% of Revenue				
Dine-in Service		\$186,160.00	44.43%	\$204,776.00	40.70%	\$307,164.00	40.70%
Counter Service		\$187,200.00	44.68%	\$205,920.00	40.93%	\$319,176.00	42.29%
Special Events in Diner		\$14,400.00	3.44%	\$14,400.00	2.86%	\$19,200.00	2.54%
Subscription Meal Service		\$31,200.00	7.45%	\$78,000.00	15.50%	\$109,200.00	14.47%
<b>Total Revenue</b>		<b>\$418,960.00</b>		<b>\$503,096.00</b>		<b>\$754,740.00</b>	
EXPENSES							
Dine-in Service		\$65,000.00		\$71,500.00		\$92,950.00	
Counter Service		\$39,000.00		\$42,900.00		\$55,770.00	
Special Events in Diner		\$3,240.00		\$3,564.00		\$4,633.20	
Subscription Meal Service		\$10,400.00		\$11,440.00		\$14,872.00	
<b>Total Direct Expenses</b>		<b>\$117,640.00</b>	<b>28.08%</b>	<b>\$129,404.00</b>	<b>25.72%</b>	<b>\$168,225.20</b>	<b>22.29%</b>
DIRECT LABOR							
Hourly Wages – Waitstaff		\$16,660.80		\$18,326.88		\$23,824.94	
Hourly Wages – Kitchen		\$13,312.00		\$14,643.20		\$19,036.16	
Hourly Wages – Management		\$83,200.00		\$91,520.00		\$118,976.00	
Payroll Taxes and Fees		\$23,766.29		\$26,142.92		\$33,985.79	
<b>Total Direct Labor</b>		<b>\$136,939.09</b>	<b>32.69%</b>	<b>\$150,633.00</b>	<b>29.94%</b>	<b>\$195,822.90</b>	<b>25.95%</b>
SALES EXPENSES							
Telephone/Internet		\$1,740.00		\$2,088.00		\$2,714.40	
Guest/Promotion Comps		\$1,800.00		\$2,160.00		\$2,808.00	
Office Supplies and Admin.		\$3,600.00		\$4,320.00		\$5,616.00	
Sales/Marketing		\$4,500.00		\$5,400.00		\$7,020.00	
Printing		\$1,700.00		\$2,040.00		\$2,652.00	
<b>Total Sales Expenses</b>		<b>\$13,340.00</b>	<b>3.18%</b>	<b>\$16,008.00</b>	<b>3.18%</b>	<b>\$20,810.40</b>	<b>2.76%</b>
OVERHEADS							
Automobile Expenses		\$1,300.00		\$1,690.00		\$2,535.00	
Business Liability Insurance		\$3,500.00		\$4,550.00		\$5,005.00	
Workman's Compensation Insurance		\$1,500.00		\$1,950.00		\$2,145.00	
Operating Fees, Permits and Licenses		\$1,800.00		\$2,340.00		\$2,574.00	
Rent		\$21,600.00		\$23,760.00		\$26,136.00	
Utilities		\$6,000.00		\$7,800.00		\$10,140.00	
<b>Total Overhead Expenses</b>		<b>\$35,700.00</b>	<b>8.52%</b>	<b>\$42,090.00</b>	<b>8.37%</b>	<b>\$48,535.00</b>	<b>6.43%</b>
<b>Total Costs of Operation</b>		<b>\$303,619.09</b>		<b>\$338,135.00</b>		<b>\$433,393.50</b>	
<b>EBTIDA</b>		<b>\$115,340.91</b>		<b>\$164,961.00</b>		<b>\$321,346.50</b>	

## (U) DISQUALIFICATION EVENTS

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

### 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 these rules in the [Educational Materials](#).) This item requires a company to disclose whether any of those designated people committed any of those prohibited acts before May 16, 2016.

## (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](#).

## (W) ANNUAL REPORTS FOR THE COMPANY

The Company will file a report with the Securities and Exchange Commission annually and post the report on our website no later than 120 days after the end of each fiscal year.

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

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**(X) OUR COMPLIANCE WITH REPORTING OBLIGATIONS**

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

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**(Y) OTHER 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".

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**ADDITIONAL INFORMATION INCLUDED IN THE FORM C**

	<i>Most recent fiscal year-end (tax returns)</i>	<i>Prior fiscal year-end (tax returns)</i>
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