

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM C-AR
UNDER THE SECURITIES ACT OF 1933**

(Mark one.)

- ☐ Form C: Offering Statement
☐ Form C-U: Progress Update
☐ Form C/A: Amendment to Offering Statement
☐ Check box if Amendment is material and investors must reconfirm within five business days.
☒ Form C-AR: Annual Report
☐ Form C-AR/A: Amendment to Annual Report
☐ Form C-TR: Termination of Reporting

Name of Issuer:

Brass Clothing LLC

Legal status of Issuer:

Form:

Limited Liability Company

Jurisdiction of Incorporation/Organization:

Delaware

Date of Organization:

May 16, 2018

Physical Address of Issuer:

12 Lundy Lane, Wayland MA 01778

Website of Issuer:

<https://brassclothing.com/>

Current Number of Employees:

3

	Most recent fiscal year-end (2021)	Prior fiscal year-end (2020)
Total Assets	\$377,429	\$184,090
Cash and Cash Equivalents	\$172,968	\$37,467
Accounts Receivable	\$0	\$0
Short-term Debt	\$85,064	\$316,994
Long-term Debt	\$929,250	\$733,685
Revenues/Sales	\$676,929	\$790,596
Cost of Goods Sold	\$347,632	\$505,479
Taxes Paid	\$0	\$0
Net Income	-\$108,399	-\$169,878

Annual Report for Form C-AR

of

Brass Clothing LLC

A Delaware limited liability company

April 29, 2022

BRASS CLOTHING LLC

Brass Clothing LLC, a Delaware limited liability company ("**Brass Clothing**," the "**Company**," "**we**," "**us**", or "**our**") is providing the information contained in this Form C-AR (together with all attachments and documentation incorporated herein by reference, the "**Form C-AR**") for the purpose of furnishing certain information about the Company as required under in 17 C.F.R. § 227.202.

You should rely only on the information contained in this Form C-AR, which will be filed with EDGAR and posted on the Company's website. We have not authorized anyone to provide any information or make any representations other than those contained in this Form C-AR. If anyone provides you with different or inconsistent information, you should not rely on it. This Form C-AR does not constitute an offer to sell or buy securities. The information contained in this Form C-AR and any documents incorporated by reference herein is accurate only as of the date of those respective documents, regardless of the time of delivery of this Form C-AR. Statements contained herein as to the content of any agreements or other documents are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents.

This Form C-AR may not be reproduced or used for any purpose other than the purpose stated above.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This Form C-AR contains forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C-AR are forward-looking statements. Forward-looking statements give our current reasonable expectations and projections regarding our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C-AR and any documents incorporated by reference herein are based on reasonable assumptions we have made in light of our industry experience, perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this Form C-AR, you should understand that these statements are not guarantees of performance or results. Although we believe that these forward-looking statements are based on our assumptions, based on information currently available to us, you should be aware that many factors could affect our actual operating and financial performance and cause our performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize or should any of these assumptions prove incorrect or change, our actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements made in this Form C-AR is accurate only as of the date of those respective documents and is based on information available to us on those dates. While this Form C-AR is dated as of the date set forth on the cover page of this Form C-AR, certain information is provided as of earlier dates, such as our financial statements. Except as required by law, we undertake no obligation to publicly update any forward-looking statements for any reason after the date of this Form C-AR or to conform these statements to actual results or to changes in our expectations.

YOU SHOULD NOT CONSTRUE THE CONTENTS OF THIS FORM C-AR AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION APPLICABLE TO YOUR PARTICULAR FINANCIAL OR TAX SITUATION. EACH INVESTOR SHOULD CONSULT THEIR OWN FINANCIAL ADVISER, LEGAL COUNSEL TAX ADVISOR AND ACCOUNTANT AS TO LEGAL, ACCOUNTING, TAX AND RELATED MATTERS CONCERNING YOUR INVESTMENT.

No federal or state securities regulatory authority has passed on or approved the accuracy or adequacy of this Form C-AR or any attachment hereto. The Company has prepared and filed this Form C-AR pursuant to Regulation CF and will post a copy of this document to its website at <https://brassclothing.com/> no later than 120 days following the end of its fiscal year.

Ongoing Reporting

The Company will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than 120 days after the end of the Company's fiscal year until it is no longer required to do so as provided below. Once posted, the annual report may be found on the Company's website at <https://brassclothing.com/>.

The Company must continue to comply with the ongoing reporting requirements until:

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record;
- (4) the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the Company liquidates or dissolves its business in accordance with applicable state law.

Brass Clothing LLC

FINANCIAL CONDITION OF BRASS CLOTHING LLC

Please see the financial information listed on the cover page of Form C-AR and attached hereto as Exhibit A. Additionally, reference to the financial condition of Brass Clothing LLC is referenced throughout this Form C-AR.

The following summary highlights information contained elsewhere or incorporated by reference in this Form C-AR. This summary may not contain all of the information that may be important to you.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of 90 days or less to be cash equivalents.

As of December 31, 2021, the Company had an aggregate of \$50,018 in cash and cash equivalents, leaving the Company with approximately 12 months of runway.

Capital Expenditures and Other Obligations

The Company does not intend to make any material capital expenditures in the near future

COMPANY INFORMATION

Issuer Legal Name: Brass Clothing LLC

Form of Organization: Limited Liability Company

Jurisdiction in Which Issuer is Formed: Delaware

Date of Organization: May 16, 2018

Physical Address: 12 Lundy Lane, Wayland MA 01778, USA

Web Site: <https://brassclothing.com/>

Locations in Which the Company Conducts Business: All 50 U.S. states, but we're currently operational in only New York.

OFFICERS AND DIRECTORS

The names of the directors and officers (and any persons occupying a similar status or performing a similar function, including a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer and any person routinely performing similar functions) of the Company, all positions and offices with the Company held by such persons, the period of time in which such persons served in the position or office and their business experience during the past three years is included as follows:

Name	Positions and Offices Held at the Company	Principal Occupation and Employment Responsibilities	Education
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		for the Last Three (3) Years	
Katelyn Demo	President	Brass Clothing - Co-Founder. 2015 - Present	MBA - University of Massachusetts, Boston Bachelor's in Marketing - Providence College

CERTAIN BENEFICIAL OWNERSHIP OF THE COMPANY

The table below lists the beneficial owners of twenty percent (20%) or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own.

Name	Amount and Type or Class Held	Percentage Ownership
Katelyn Demo	1,833,969/Common Units	29.15%
Genevieve Rudin	1,291,373/Common Units	20.53%

DESCRIPTION OF THE BUSINESS & BUSINESS PLAN

Brass Clothing is a womenswear brand and multi-faceted digital platform connecting women taking on the workplace. Brass Clothing provides customers incredible product, service, content and opportunities to connect. We sell our products in the Direct-to-Consumer marketplace. We plan to drive traffic to our products through online marketing campaigns.

The Company's Products and/or Services

Product / Service	Description	Current Market
Womenswear	Professional, polished and confidence-boosting clothing for women both in and out of the workplace.	Direct-to-Consumer; Millennials, younger Gen X.
Community-leg Styling, Fit-Advice, Networking	The Brass Clothing Facebook group, The Brass Guild, is our online community. It is a digital rallying place and virtual fitting room for our most engaged customers. It is a space where product releases are announced, fit and styling tips are shared and customer-to-customer interactions on all things Brass and	DirectTo-Consumer; Millennials, younger Gen X.

	beyond take place.	
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Competition

The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. Product quality, performance, value and packaging are also important differentiating factors. Our competitors include M.M.Lafleur, ADAY, Modern Citizen, Ann Taylor.

Customer Base

We sell our products in the Direct-to-Consumer marketplace. Our customer base includes Millennials and younger Gen Xers. Women between the ages of 28 and 45. We focus attention on consumers across the entire country, serving working women both within and between the coastal urban centers of New York, Washington D.C. and San Francisco.

Supply Chain

We source our products through different high-quality third-party providers none of which we are dependent upon. We also hire our software engineers through different third-party providers, none of which we are dependent upon. We have spent much time researching our supply chain and are prepared for any shortages or forcible changes should any provider become unavailable.

EMPLOYEES

The Company currently has 3 employees.

RISK FACTORS

Investing in the Securities involves a high degree of risk and may result in the loss of your entire investment. In addition to the risks specified below, the Company is subject to same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently riskier than more developed companies. Prospective Investors should consult with their legal, tax and financial advisors prior to making an investment in the Securities. The Securities should only be purchased by persons who can afford to lose all of their investment.

Risks Related to the Company's Business and Industry

We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters. The Company is still working on implementing its business plan and its business plan may not be successful. There can be no assurance that we will ever operate profitably or that if profitability is achieved, we will be able to maintain profits regularly. While many companies successfully return capital to investors without achieving substantial profits, there is no guarantee that such an exit will occur or be available to the Company. The likelihood of our success should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by non-mature companies. The Company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

Global crises such as COVID-19 can have a significant effect on our business operations and revenue projections. The World Health Organization declared a global emergency on January 30, 2020, with respect to the outbreak then characterized it as a pandemic on March 11, 2020. The outbreak has spread throughout Europe and the Middle East and there have been cases of COVID-19 in Canada and the United States, causing companies and various international jurisdictions to impose restrictions, such as quarantines, closures, cancellations and travel restrictions. While these restrictions have largely been lifted, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time. Similarly, we cannot estimate whether or to what extent this outbreak and potential financial impact may extend to countries outside of those currently impacted. New waves or different variants of the virus could result in additional unforeseeable business disruptions. Additionally, the world or particular regions could experience pandemics related to other types of viruses, disease or similar, which could have substantial impacts on our business.

We may face potential difficulties in obtaining capital. We may have difficulty raising needed capital in the future as a result of, among other factors, our lack of revenues from sales, as well as the inherent business risks associated with our Company and present and future market conditions. We will likely require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

We may implement new lines of business or offer new products and services within existing lines of business. We may implement new lines of business at any time. Our business model is subject to significant risk and may not be thoroughly tested in the market. Therefore, we may have need to modify or completely change our business model. The failure to foresee market changes and reactions in which we operate could adversely impact our business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

We rely on other companies to provide components and services for our products. We depend on suppliers and contractors to meet our contractual obligations to our customers and conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if suppliers or contractors do not provide the agreed-upon supplies or perform the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our products may be adversely impacted if companies to whom we delegate manufacture of major components or subsystems for our products, or from whom we acquire such items, do not provide components which meet required specifications and perform to our and our customers' expectations. Our suppliers may be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two contractors or suppliers for a particular component. Our products may utilize custom components available from only one source. Continued availability of those components at acceptable prices, or at all, may be affected for any number of reasons, including if those suppliers decide to concentrate on the production of common components instead of components customized to meet our requirements. The supply of components for a new or existing product could be delayed or constrained, or a key manufacturing vendor could delay shipments of completed products to us adversely affecting our business and results of operations.

We rely on various intellectual property rights, including trademarks, in order to operate our business. The Company relies on certain intellectual property rights to operate its business. The Company's intellectual property rights may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our patent rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which we operate is still evolving and, consequently, intellectual property positions in our industry are generally uncertain. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

Although dependent on certain key personnel, the Company does not have any key person life insurance policies on any such people. We are dependent on certain key personnel in order to conduct our operations and execute our business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of these personnel die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and our operations. We have no way to guarantee key personnel will stay with the Company, as many states do not enforce non-competition agreements, and therefore acquiring key man insurance will not ameliorate all of the risk of relying on key personnel.

Damage to our reputation could negatively impact our business, financial condition and results of operations. Our reputation and the quality of our brand are critical to our business and success in existing markets, and will be critical to our success as we enter new markets. Any incident that erodes consumer loyalty for our brand could significantly reduce its value and damage our business. We may be adversely affected by any negative publicity, regardless of its accuracy. Also, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correction.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions. We continue to face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third-parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third-parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

Security breaches of confidential customer information, in connection with our electronic processing of credit and debit card transactions, or confidential employee information may adversely affect our business. Our business requires the collection, transmission and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations, or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant theft, loss or misappropriation of, or access to, customers' or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

The use of individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels. The regulation of individual data is changing rapidly, and in unpredictable ways. A change in regulation could adversely affect our business, including causing our business model to no longer be viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially. Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks, including the use of cashless payments. The intentional or negligent actions of employees, business associates or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities

and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies. The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately-held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

We operate in a highly regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer. We are also subject to a wide range of federal, state, and local laws and regulations, such as local licensing requirements, and retail financing, debt collection, consumer protection, environmental, health and safety, creditor, wage-hour, anti-discrimination, whistleblower and other employment practices laws and regulations and we expect these costs to increase going forward. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we have incurred and will continue to incur capital and operating expenditures and other costs to comply with these requirements and laws and regulations.

IN ADDITION TO THE RISKS LISTED ABOVE, RISKS AND UNCERTAINTIES NOT PRESENTLY KNOWN, OR WHICH WE CONSIDER IMMATERIAL AS OF THE DATE OF THIS FORM C-AR, MAY ALSO HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND RESULT IN THE TOTAL LOSS OF YOUR INVESTMENT.

CAPITALIZATION, DEBT AND OWNERSHIP

The following is a discussion of certain rights the outstanding securities related to the Company's capitalization, including a brief discussion of: (a) the voting rights, (b) anti-dilution rights, (c) how the securities sold in reliance on Regulation CF may be limited or diluted by such class of security, and (d) additional material rights, in each case, of such class of security.

Equity

As of the date of this Form C-AR, the Company's outstanding equity securities consists of:

Type	Common Units
Number of membership units Authorized	8,201,004
Number of membership units Outstanding	5,202,756
Par Value Per Membership Unit	\$NA
Voting Rights	One vote per share
Anti-Dilution Rights	None
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional Common Units, which would dilute the Securities.
Percentage ownership of the Company by the holders of such security.*	61.7%

*The percentage interest here assumes: (1) exercise of all outstanding options; and (2) conversion of all convertible securities. For purposes of determining the percentage interest of any convertible securities, a priced round of is used as a hypothetical example. It should be noted that the interests acquired in any such priced round would further dilute ownership overall and would be likely to impact the actual percentages.

Type	Preferred Units
Number of membership units Authorized	781,866
Number of membership units Outstanding	781,866
Par Value Per Membership Unit	\$N/A
Voting Rights	One vote per share (on an as converted basis)
Anti-Dilution Rights	Preferred Units have anti-dilution rights with respect to recapitalization of the Company's securities. In addition, preferred holders have a right of first offer for any sale of securities.
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may authorize and issue additional Preferred Units, which would dilute the Securities. Additionally, the preferred holders may convert their securities, which would dilute the Common Unit holders. For purposes of calculating the percentage below, an estimated on-conversion basis has been used.
Percentage ownership of the Company by the holders of such security.*	9.3%

*The percentage interest here assumes: (1) exercise of all outstanding options; and (2) conversion of all convertible securities. For purposes of determining the percentage interest of any convertible securities, a priced round of is used as a hypothetical example. It should be noted that the interests acquired in any such priced round would further dilute ownership overall and would be likely to impact the actual percentages.

Outstanding Employee Pool

As of the date of this Form C-AR, the Company has the following options outstanding:

Type	Employee Pool (Profits Interest)
Number of membership units Authorized / Outstanding	650,000 / 306,000
Voting Rights	None
Anti-Dilution Rights	None
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The employee pool is being shown here as if all units reserved for issuance or actually issued had been issued. The Company could expand the pool or issue additional units, which would dilute the Securities.
Percentage ownership of the Company by the holders of such security*	7.7%

*The percentage interest here assumes: (1) exercise of all outstanding options; and (2) conversion of all convertible securities. For purposes of determining the percentage interest of any convertible securities, a priced round of is used as a hypothetical example. It should be noted that the interests acquired in any such priced round would further dilute ownership overall and would be likely to impact the actual percentages.

Safes, Convertible Notes, & Other Convertible Securities

As of the date of this Form C-AR, the Company has the following additional securities outstanding:

Type	Convertible Note
Face Value	\$551,077.65
Voting Rights	None but will receive them upon conversion.
Anti-Dilution Rights	None
Other Material Terms	The total face value of all convertible securities is \$216,222 with 2 SAFEs at \$50,000 each and one convertible note at \$116,222. Interest on the note has been calculated as of June 12, 2020 but it will continue to accrue interest which will further dilute the Securities.
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The outstanding convertible securities may convert to units in the future, which would dilute the Securities
Percentage ownership of the Company by the holders of such security (assuming conversion prior to the Offering if convertible securities)*	17.3%
Interest Rate	8%*
Valuation Cap	\$2,500,000

*For purposes of calculating the percentage ownership of the Company by holders of this security, no interest has been included in such calculation.

Type	SAFES
Face Value	\$179,917
Voting Rights	None (certain SAFEs receive voting rights upon conversion but Crowd SAFEholders will not)
Anti-Dilution Rights	None
Percentage ownership of the Company by the holders of such security (assuming conversion prior to the Offering if convertible securities)*	4%

Valuation Cap	\$3,500,000
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*The percentage interest here assumes: (1) exercise of all outstanding options; and (2) conversion of all convertible securities. For purposes of determining the percentage interest of any convertible securities, a priced round of \$3,500,000 is used as a hypothetical example. It should be noted that the interests acquired in any such priced round would further dilute ownership overall and would be likely to impact the actual percentages.

Outstanding Debt

The Company has the following debt outstanding:

Creditor	SBA Loan
Amount Outstanding	\$156,565
Interest Rate and Amortization Schedule	3.75%
Maturity Date	February 16, 2051

Restrictions on Transfer of Securities Sold in Reliance on Regulation CF

All securities sold in reliance on regulation CF may only be transferred or sold in accordance with the following:

(a) Securities issued in a transaction exempt from registration pursuant to section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) and in accordance with section 4A of the Securities Act (15 U.S.C. 77d-1) may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued in a transaction exempt from registration pursuant to section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)), unless such securities are transferred:

- (1) To the issuer of the securities;
 - (2) To an accredited investor;
 - (3) As part of an offering registered with the Commission; or
 - (4) 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.
- (b) The term accredited investor means any person who comes within any of the categories set forth in 17 C.F.R. 230.501(a), or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.
- (c) The term member of the family of the purchaser or the equivalent includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and shall include adoptive relationships. The term spousal equivalent means a cohabitant occupying a relationship generally equivalent to that of a spouse.

PRIOR OFFERINGS

We have made the following issuances of securities within the last three years:

Security Type	Principal Amount of Securities Sold	Number of Securities Issued	Use of Proceeds	Issue Date	Offering Exemption Relied Upon
Crowd SAFE	\$179,917	1	Working Capital	December 8, 2020	Regulation Crowdfunding
Convertible Note	\$551,077.65	1	Working Capital	2020-12-18	Section 4(a)(2)
SAFE	\$50,000	1	Working Capital	2020-06-12	Section 4(a)(2)
SAFE	\$50,000	1	Working Capital	2020-06-30	Section 4(a)(2)
Common Units	\$0	1,291,373	N/A	2020-07-08	Section 4(a)(2)
Profits Interests	\$0	38,710	N/A	2021-02-09	Section 4(a)(2)
Profits Interests	\$0	81,274	N/A	2020-04-01	Section 4(a)(2)
Profits Interests	\$0	150,938	N/A	2020-04-01	Section 4(a)(2)
Profits Interests	\$0	36,000	N/A	2021-10-28	Section 4(a)(2)

TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of twenty percent (20%) or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons. Additionally, the Company will disclose here any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, to which the issuer was or is to be a party and the amount involved exceeds five percent (5%) of the aggregate amount of capital raised by the issuer in reliance on section 4(a)(6), including the Target Offering Amount of this Offering, and the counter party is either (i) any director or officer of the issuer; (ii) any person who is, as of the most recent practicable date but no earlier than 120 days prior to the date the offering statement or report is filed, the beneficial owner of twenty percent (20%) or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power; (iii) if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or (iv) any member of the family of any of the foregoing persons, which includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and shall include adoptive relationships. The term *spousal equivalent* means a cohabitant occupying a relationship generally equivalent to that of a spouse.

The Company has conducted the following transactions with related persons: None

PRIOR COMPLIANCE WITH ONGOING REPORTING REQUIREMENTS

This is the Company's initial Form C-AR.

SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C-AR and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

/s/Katie Demo

(Signature)

Katie Demo

(Name)

President

(Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C-AR has been signed by the following persons in the capacities and on the dates indicated.

/s/Katelyn Demo

(Signature)

Katelyn Demo

(Name)

President

(Title)

April 29, 2022

(Date)

Instructions.

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
2. The name of each person signing the form shall be typed or printed beneath the signature. Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

Self-Certification of Financials

I, Katie Demo, being the President of Brass Clothing LLC, hereby certify as of the date of this Form C-AR that the financial statements of Brass Clothing LLC included in this Form are true and complete in all material respects.

/s/ Katie Demo

(Signature)

Katie Demo

(Name)

President

(Title)

April 29, 2022

(Date)

EXHIBIT A

Financial Statements

Brass Clothing LLC
Balance Sheet
As of December 31, 2021

	<u>Total</u>
ASSETS	
Current Assets	
Bank Accounts	
Amazon - Bank account	0.00
Bank of America-Checking	22,038.56
Bank of America-Savings	150,053.71
Cash-In-transit	0.00
Eastern Bank	19.81
PayPal - Bank account	856.08
Total Bank Accounts	<u>\$ 172,968.16</u>
Accounts Receivable	
Accounts Receivable	0.00
Total Accounts Receivable	<u>\$ 0.00</u>
Other Current Assets	
Inventory	0.00
Inventory Asset	169,066.79
Prepurchased Fabric	0.00
Total Inventory	<u>\$ 169,066.79</u>
Inventory Asset-1	0.00
Inventory-In-Transit	0.00
Prepaid Expenses	2,500.00
Prepayment for Inventory	18,466.25
Uncategorized Asset	0.00
Undeposited Funds	0.00
Total Other Current Assets	<u>\$ 190,033.04</u>
Total Current Assets	<u>\$ 363,001.20</u>
Fixed Assets	
Accumulated Depreciation	-1,748.00
Furniture and Equipment	6,429.45
Total Fixed Assets	<u>\$ 4,681.45</u>
Other Assets	
Advances	0.00
Security Deposits	9,746.00
Total Other Assets	<u>\$ 9,746.00</u>
TOTAL ASSETS	<u>\$ 377,428.65</u>
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	0.00
Total Accounts Payable	<u>\$ 0.00</u>
Credit Cards	
Amex Credit Card	0.00

Capital One - 1304	0.00
Chase Credit Card	0.00
CitiCard	0.00
Eastern Bank Line of Credit	0.00
Total Credit Cards	\$ 0.00
Other Current Liabilities	
Accrued Expenses	41,716.30
Circle Up Loan	0.00
Clearbanc Working Capital Loan	0.00
Gift Cards	43,348.00
Kickstarter funds received	0.00
Loan	0.00
Loan	0.00
Loan	0.00
Reliant Funding Loan	0.00
Shopify Capital	0.00
The Edit - Black Friday 2016	0.00
Total Other Current Liabilities	\$ 85,064.30
Total Current Liabilities	\$ 85,064.30
Long-Term Liabilities	
SAFEs	100,000.00
Balloon Loan	0.00
Balloon Loan	0.00
Convertible Note - Republic	79,917.00
Convertible Note - Saylak/Rudin	599,433.32
Promissory Note	0.00
Loan - Small Business Administration	149,900.00
Total Long-Term Liabilities	\$ 929,250.32
Total Liabilities	\$ 1,014,314.62
Equity	
Equity - Note Conversion	338,101.62
Investment	500,000.00
Member 1 Equity	2,500.00
Member 2 Equity	2,500.00
Member 3 Equity	2,500.00
Opening Balance Equity	0.00
Retained Earnings	-1,374,088.23
Net Income	-108,399.36
Total Equity	-\$ 636,885.97
TOTAL LIABILITIES AND EQUITY	\$ 377,428.65

Brass Clothing LLC
Profit and Loss
January - December 2021

	<u>Total</u>
Income	
Merchandise Sales	947,072.64
Other Income	-3,438.70
Refunds & Credits	-185,180.73
Sales Discounts	-96,197.68
Sales of Product Income	0.00
Shipping Revenue	14,673.75
Total Income	\$ 676,929.28
Cost of Goods Sold	
Product Costs	286,867.89
Shipping	
Outbound Shipping	43,886.72
Return Shipping	16,877.56
Total Shipping	\$ 60,764.28
Total Cost of Goods Sold	\$ 347,632.17
Gross Profit	\$ 329,297.11
Expenses	
Business Licenses and Permits	300.00
Charitable Contributions	19,703.60
Computer and Internet Expenses	19,782.44
Shopify Monthly Charge	19,415.85
Total Computer and Internet Expenses	\$ 39,198.29
Dues and Subscriptions	1,891.00
Marketing	
Acquisition Marketing	500.00
Facebook Advertising	101,484.13
Google Adwords	5,396.07
Online Advertising	1,099.00
Total Acquisition Marketing	\$ 108,479.20
Branding	
Digital	726.24
Photo/Video	37,001.26
Total Branding	\$ 37,727.50
Total Marketing	\$ 146,206.70
Merchandising	
Product Research	15,179.47
Total Merchandising	\$ 15,179.47
Office expenses	
Business Insurance Expense	6,148.20
Employee Health Insurance Expense	5,413.87
Expenses	726.88
Office Meals	2,432.63
Postage and Delivery	25.00

Rent Expense	9,000.00
Supplies	3,473.07
Utilities	564.10
Total Office expenses	\$ 27,783.75
Payroll Expenses	
Payroll service fees	998.06
Payroll Taxes	34,944.55
Salaries	116,354.18
Total Payroll Expenses	\$ 152,296.79
Professional Fees	
Bookkeeping fees	52.50
Contractor fees	1,250.00
CPA fees	1,275.00
Legal	5,731.23
Recurring Contractors	37,447.93
Website	2,266.00
Total Professional Fees	\$ 48,022.66
Transactional	
Bank Service Charges	4,296.90
PayPal	5,030.88
Shipping Supplies	1,991.10
Total Transactional	\$ 11,318.88
Travel expenses	
Airfare	1,458.81
Other Travel	434.87
Parking, car rental, etc	658.86
Travel Meals and Entertainment	488.99
Total Travel expenses	\$ 3,041.53
Total Expenses	\$ 464,942.67
Net Operating Income	-\$ 135,645.56
Other Expenses	
Gain or Loss	-158,273.72
Interest Expense	48,410.38
Other Expense	82,617.14
Total Other Expenses	-\$ 27,246.20
Net Other Income	\$ 27,246.20
Net Income	-\$ 108,399.36

Brass Clothing LLC
Balance Sheet
As of December 31, 2020

	<u>Total</u>
ASSETS	
Current Assets	
Bank Accounts	
Amazon - Bank account	0.00
Bank of America Checking	36,451.15
Bank of America-Savings	0.00
Cash-In-transit	0.00
Eastern Bank	343.15
PayPal - Bank account	672.69
Total Bank Accounts	<u>\$ 37,466.99</u>
Accounts Receivable	
Accounts Receivable	0.00
Total Accounts Receivable	<u>\$ 0.00</u>
Other Current Assets	
Inventory	0.00
Inventory Asset	132,195.81
Prepurchased Fabric	0.00
Total Inventory	<u>\$ 132,195.81</u>
Inventory Asset-1	0.00
Inventory-In-Transit	0.00
Prepaid Expenses	0.00
Prepayment for Inventory	0.00
Uncategorized Asset	0.00
Undeposited Funds	0.00
Total Other Current Assets	<u>\$ 132,195.81</u>
Total Current Assets	<u>\$ 169,662.80</u>
Fixed Assets	
Accumulated Depreciation	-1,748.00
Furniture and Equipment	6,429.45
Total Fixed Assets	<u>\$ 4,681.45</u>
Other Assets	
Advances	0.00
Security Deposits	9,746.00
Total Other Assets	<u>\$ 9,746.00</u>
TOTAL ASSETS	<u>\$ 184,090.25</u>
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	0.00
Total Accounts Payable	<u>\$ 0.00</u>
Credit Cards	
Amex Credit Card	2,838.16

Capital One - 1304	17,864.25
Chase Credit Card	0.00
CitiCard	10,604.14
Eastern Bank Line of Credit	32,275.82
Total Credit Cards	\$ 63,582.37
Other Current Liabilities	
Accrued Expenses	108,599.62
Circle Up Loan	0.00
Clearbanc Working Capital Loan	20,859.77
Gift Cards	39,797.42
Kickstarter funds received	0.00
Loan	15,192.29
Loan	65,962.22
Loan	3,000.00
Reliant Funding Loan	0.00
Shopify Capital	0.00
The Edit - Black Friday 2016	0.00
Total Other Current Liabilities	\$ 253,411.32
Total Current Liabilities	\$ 316,993.69
Long-Term Liabilities	
Agada Nolan SAFEs	100,000.00
Balloon Loan	46,936.48
Balloon Loan	0.00
Convertible Note	79,917.00
Convertible Note	229,337.90
Promissory Note	207,278.41
Loan - Small Business Administration	70,215.00
Total Long-Term Liabilities	\$ 733,684.79
Total Liabilities	\$ 1,050,678.48
Equity	
Investment	500,000.00
Member 1 Equity	2,500.00
Member 2 Equity	2,500.00
Member 3 Equity	2,500.00
Opening Balance Equity	0.00
Retained Earnings	-1,204,210.69
Net Income	-169,877.54
Total Equity	-\$ 866,588.23
TOTAL LIABILITIES AND EQUITY	\$ 184,090.25

Brass Clothing LLC
Profit and Loss
January - December 2020

	<u>Total</u>
Income	
Merchandise Sales	1,041,152.53
Other Income	23,437.60
Refunds & Credits	-145,028.70
Sales Discounts	-146,982.93
Shipping Revenue	18,017.70
Total Income	\$ 790,596.20
Cost of Goods Sold	
Product Costs	392,683.29
Shipping	
Outbound Shipping	95,047.78
Return Shipping	17,748.25
Total Shipping	\$ 112,796.03
Total Cost of Goods Sold	\$ 505,479.32
Gross Profit	\$ 285,116.88
Expenses	
Business Licenses and Permits	570.00
Computer and Internet Expenses	21,068.89
Shopify Monthly Charge	8,514.01
Total Computer and Internet Expenses	\$ 29,582.90
Dues and Subscriptions	539.05
Marketing	
Acquisition Marketing	3,562.22
Facebook Advertising	71,225.67
Google Adwords	2,877.29
Online Advertising	2,947.70
Total Acquisition Marketing	\$ 80,612.88
Branding	
Digital	1,500.00
Photo/Video	13,230.00
Total Branding	\$ 14,730.00
Misc Marketing	
Gift with purchase/Samples	892.14
Total Misc Marketing	\$ 892.14
Total Marketing	\$ 96,235.02
Merchandising	
Product Research	7,755.33
Total Merchandising	\$ 7,755.33
Office expenses	345.73
Business Insurance Expense	15,649.17
Expenses	4,189.55
Office Meals	766.95
Postage and Delivery	910.40

Rent Expense	65,769.18
Repairs and Maintenance	269.00
Supplies	2,380.93
Utilities	6,881.76
Total Office expenses	\$ 97,162.67
Payroll Expenses	
Payroll service fees	1,040.24
Payroll Taxes	50,861.15
Salaries	135,981.25
Total Payroll Expenses	\$ 187,882.64
Professional Fees	
Bookkeeping fees	5,757.50
Cleaning Fees	1,690.00
Contractor fees	5,000.00
CPA fees	500.00
Legal	25.00
Recurring Contractors	35,795.10
Website	164.80
Total Professional Fees	\$ 48,932.40
Purchases	0.00
Retail Store	
Rent	7,500.00
Total Retail Store	\$ 7,500.00
Transactional	
Amazon	745.62
Bank Service Charges	10,680.30
Logistics	71,641.40
PayPal	5,565.92
Shipping Supplies	3,325.56
Shopify	20,294.54
Total Transactional	\$ 112,273.34
Travel expenses	
Parking, car rental, etc	295.34
Travel Meals and Entertainment	57.62
Total Travel expenses	\$ 352.96
Total Expenses	\$ 588,786.31
Net Operating Income	-\$ 303,669.43
Other Expenses	
Gain or Loss	-390,169.31
Interest Expense	240,518.18
Other Expense	15,859.24
Total Other Expenses	-\$ 133,791.89
Net Other Income	\$ 133,791.89
Net Income	-\$ 169,877.54