

## **Offering Memorandum: Part II of Offering Document (Exhibit A to Form C)**

Swabbies Tech, Inc.  
11150 North Williams St, #8-109  
Dunnellon, FL 34432  
<https://www.thebeebo.com/pages/better-family-inc>

Up to \$1,069,998.93 in Class A Common Stock at \$1.43  
Minimum Target Amount: \$9,999.99

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.

## Company:

**Company:** Swabbies Tech, Inc.

**Address:** 11150 North Williams St, #8-109, Dunnellon, FL 34432

**State of Incorporation:** DE

**Date Incorporated:** June 15, 2010

## Terms:

### Equity

**Offering Minimum:** \$9,999.99 | 6,993 shares of Class A Common Stock

**Offering Maximum:** \$1,069,998.93 | 748,251 shares of Class A Common Stock

**Type of Security Offered:** Class A Common Stock

**Purchase Price of Security Offered:** \$1.43

**Minimum Investment Amount (per investor):** \$147.29

### COVID Relief

This offering is being conducted on an expedited basis due to circumstances relating to COVID-19 and pursuant to the SEC's temporary regulatory COVID-19 relief set out in Regulation Crowdfunding §227.201(z).

### **Expedited closing sooner than 21 days**

In reliance on Regulation Crowdfunding §227.303(g)(2) A funding portal that is an intermediary in a transaction involving the offer or sale of securities initiated between May 4, 2020, and August 31, 2020, in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) by an issuer that is conducting an offering on an expedited basis due to circumstances relating to COVID-19 shall not be required to comply with the requirement in paragraph (e)(3)(i) of this section that a funding portal not direct a transmission of funds earlier than 21 days after the date on which the intermediary makes publicly available on its platform the information required to be provided by the issuer under §§227.201 and 227.203(a).

*\*Maximum Number of Shares Offered subject to adjustment for bonus shares. See Bonus info below.*

### Time-Based:

#### **Friends and Family Bonus**

Invest within the first 72 hours and receive an additional 25% bonus shares\*

#### **Super Early Bird Bonus**

Invest within the first 10 days and receive an additional 20% bonus shares\*

#### **Early Bird Bonus**



Invest within the first 30 days and receive an additional 15% bonus shares\*

\*Investments made within the first 30 days for the “Friends and Family Bonus”, “Super Early Bird Bonus” and the “Early Bird Bonus” cannot combine perks with any other bonus share offer. If an investment is made within the first 30 days, the best, and only, the bonus offer will apply.

**Amount Based Perks:**

\$300+ 15% lifetime discount on any Better Family products ordered from company websites.

\$400+ 20% lifetime discount on any Better Family products ordered from company websites.

\$500+ 10% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$650+ 15% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$800+ 20% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$1,000+ 25% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$2,500+30% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$5,000+ 35% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

*\*All perks occur when the offering is completed.*

**The 10% Bonus for StartEngine Shareholders**

Swabbies Tech. Inc, will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Crowdfunding Inc. OWNER's bonus.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at \$1.43 / share, you will receive 110 shares of Common Stock, meaning you'll own 110 shares for \$143. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid during the investors eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest

should room in the offering become available if prior investments are cancelled or fail.

Investors will only receive a single bonus, which will be the highest bonus rate they are eligible for.

## **The Company and its Business**

### *Company Overview*

#### Corporate History

Swabbies Technologies, Inc. was first formed in Georgia in 2010 and reincorporated in Florida in 2014. As part of a strategic restructure it was merged with a new entity, Swabbies Tech, Inc. ("Swabbies" or the "Company") in 2019. In 2020, the Company acquired its now wholly-owned subsidiary, Better Family Inc., a Florida corporation doing business as Beebo.

#### Main line of Business

The company has main line of business, Swabbies and Beebo. Both companies have patents and trademarks and together offer two new baby products aimed at making parenting easier.

"Beebo", a Shark Tank Company was funded by Lori Greiner and Ashton Kutcher, focuses on the production and sale of a "free hand" bottle holder designed to enhance feeding time for babies.

"Swabbies" focuses on the production and sale of an all-natural organic diaper rash cream available in a single use pre filled patented applicator for on the go parents and more sanitary applications in pediatric offices, hospitals, and elderly care facilities. Additionally, the company offers its proprietary cream in 6 oz. jars for home use.

Better Family products are sold to recognized big-box retailers Nationwide such as Walmart and BuyBuyBaby.

Since launching, Better Family has grown to feature Four (4) products of which (2) are patented. They are available in Hundreds of Locations and multiple web platforms at the present and our list of happy parents and customers continues to grow nationally and internationally.

### *Competitors and Industry*

Swabbies Competitors; There are numerous diaper rash creams available from recognized companies like the ones listed here: Desitin, Triple Paste, Aquaphor, Organics Burt's Bees, and many more.

The Baby Bum Brush silicone spatula which requires you to carry along cream in either a jar or a tube, the spatula is similar in purpose to the Swabbies Applicator.

Snap and Swipe another new product is also similar in purpose to the Swabbies Applicator. However, both are not truly comparable due to the fact that neither is disposable as a part of their function. Therefore these competitive products may Spread Rash Infection if not sterilized properly between uses. Our applicator is the only patented disposable applicator available.

Beebo Competition; Presently there are no direct competitors for this product. The Beebo is a new and unique product and the only Hand Free Universal bottle holder available today. The Beebo is also the only device to help transition babies from natural breastfeeding to bottle acceptance.

The baby care industry and target market for both of Better Family's products the Beebo and Swabbies are nearly identical. Customer demographics include New Parents, Grand Parents, Hospitals, Daycare facilities, pediatrician offices, etc.

The global baby products market size is expected to reach USD 16.78 billion by 2025, according to a new report by Grand View Research, Inc.

The market is anticipated to register a healthy CAGR of 6.7% over the forecast period.

Increasing populations in emerging economies of the Asia Pacific region including India and China is likely to drive demand for baby products over the forecast period.

In addition, Increased spending capacity in the developed economies of North America and Europe will also augment industry growth over the next few years.

#### *Current Stage and Roadmap*

Better Family is currently made up of two separate divisions, "Beebo" and "Swabbies".

The "Beebo", is Martin Hill's free hand bottle holder protected by US patent #D782055S. Martin launched his company on ABC's Shark Tank signing a deal with Ashton and Lorie while introducing his "Beebo" invention to the market.

"Swabbies", Carman Cook-Campbell's invention of a single-use pre-filled applicator is protected by a US patent #D489373. Carman launched her product in September 2019 with the help of recognized national baby outlet BuyBuyBaby. The Swabbies Applicator is available in all BuyBuyBaby stores across the United States including their online platform and baby registry.

Both Swabbies and The Beebo are well-positioned to market there patented products nationally and globally. There is evidence of proven traction with sales to national retailers such as Buy Buy Baby, Wal-Mart, Amazon, Macy's.com, Groupon, as well as online e-commerce platforms.

Combined sales of Better Family's two divisions totaled in excess of \$1 million U.S.Dollars since the respective launches of both.

Better Family plans to increase overall sales by increasing Digital and Email marketing, Tradeshows, Mass Merchandisers, and onsite marketing.

Through the "Beebo" acquisition the company retained the right to use the "As Seen On Shark Tank" tag line and Martin Hill still holds a warm relationship with both of the sponsoring sharks that he entered into an agreement with Lori Grenier and Mr. Ashton Kutcher.

Management also believes the Start Engine capital raise under reg VF in conjunction with sponsored Facebook ads that are designed to announce the offering will increase brand awareness of the companies products and would result in an unknown benefit to the company.

## **The Team**

### **Officers and Directors**

**Name:** Carman Cook-Campbell

Carman Cook-Campbell's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** CEO

**Dates of Service:** June 23, 2010 - Present

**Responsibilities:** Carman will lead the development of the company's long-term strategy as laid out by the Board of Directors, as well as implement said plan. Carman will be responsible for all day to day operations and management decisions while implementing the companies long and short-term plans, as identified by the board. She will also act as a liaison between the Board of Directors and the advisors of the company to communicate vital information and corporate direction to them as well as shareholders, government agencies and the public. To put in place effective internal controls and management systems to grow the company while ensuring Swabbies Technologies Inc. maintains the highest standards of social responsibility where ever it does business. All Board Members will receive 100 shares of the company's common stock each year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses.

- **Position:** President

**Dates of Service:** June 23, 2010 - Present

**Responsibilities:** Carman will lead the development of the company's long-term strategy as laid out by the Board of Directors, as well as implement said plan. Carman will be responsible for all day to day operations and management decisions while implementing the companies long and short-term plans, as identified by the board. She will also act as a liaison between the Board of Directors and the advisors of the company to communicate vital information and corporate direction to them as well as shareholders, government agencies and the public. To put in place effective internal controls and management systems to grow the company while ensuring Swabbies Technologies Inc.

maintains the highest standards of social responsibility where ever it does business. As the president Carman receives a salary of \$26,000 a year.

**Name:** Sharon Franklin

Sharon Franklin's current primary role is with Franklin consulting, LLC. Sharon Franklin currently services 2 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Secretary  
**Dates of Service:** October 11, 2017 - Present  
**Responsibilities:** Sharon Franklin is responsible tasks including board, corporate governance documentation, legal filings, banking , interaction with licensing attorneys and trade show attendance. All Board Members will receive 100 shares of the company's common stock for their attendance at regularly scheduled meetings each year and would be reimbursed for any required and approved company travel expenses.

Other business experience in the past three years:

- **Employer:** Florida State University  
**Title:** Director for Early Childhood Prevention  
**Dates of Service:** September 01, 1997 - December 31, 2019  
**Responsibilities:** Recruit and organize enrollment for families in need of state resources

Other business experience in the past three years:

- **Employer:** Franklin consulting, LLC  
**Title:** Offer consulting services to non-profit 501-C's  
**Dates of Service:** October 01, 2012 - Present  
**Responsibilities:** Organizes activities and life skill training's for adults with disabilities

**Name:** Paula D'Onofrio

Paula D'Onofrio's current primary role is with Books By Paula. Paula D'Onofrio currently services 20 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** CFO  
**Dates of Service:** July 17, 2019 - Present  
**Responsibilities:** Paula D'Onofrio is responsible for corporate liquidity,

investments, risk management as well as budgets. All Board Members will receive 100 shares of the company's common stock each year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses.

Other business experience in the past three years:

- **Employer:** Books By Paula  
**Title:** Owner-Operator  
**Dates of Service:** January 02, 2017 - Present  
**Responsibilities:** Book keeping

Other business experience in the past three years:

- **Employer:** Swabbies Tech, Inc.  
**Title:** Secretary  
**Dates of Service:** October 11, 2017 - July 17, 2019  
**Responsibilities:** Paula was responsible tasks including board, governance documentation, legal filings, banking , interaction with licensing attorneys and trade show attendance.

**Name:** Tara Heath

Tara Heath's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director of Marketing  
**Dates of Service:** July 17, 2019 - Present  
**Responsibilities:** Tara is responsible for research, press releases and digital marketing. As Director of Marketing Tara receives a salary of \$17,160 per year.
- **Position:** Treasurer  
**Dates of Service:** July 17, 2019 - Present  
**Responsibilities:** Tara manages or oversees the management of the financial affairs of the organization, often including such basic tasks as selecting a bank, reconciling bank statements, and managing cash flow. All Board Members will receive 100 shares of the company's common stock each year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses.

Other business experience in the past three years:

- **Employer:** liberty llc.  
**Title:** managing partner

**Dates of Service:** June 01, 2012 - Present

**Responsibilities:** overall management of family trust

**Name:** Dr. Anthony Russell

Dr. Anthony Russell's current primary role is with Community Memorial Health System. Dr. Anthony Russell currently services 40 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Advisor and Director  
**Dates of Service:** July 17, 2019 - Present  
**Responsibilities:** Dr. Russell is a key adviser on our team as we work to strategically advance our products and engage the market. All Board Members will receive 100 shares of the company's common stock a year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses.

Other business experience in the past three years:

- **Employer:** Community Memorial Health System  
**Title:** Chief Administrative Officer  
**Dates of Service:** November 01, 2017 - Present  
**Responsibilities:** Dr. Anthony Russell, MD MBA MPH is a physician executive, pediatrician, and clinical informaticist responsible for outpatient clinical operations.

**Name:** Martin Hill

Martin Hill's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director  
**Dates of Service:** April 24, 2020 - Present  
**Responsibilities:** As the former inventor and founder of the Beebo Martin assists the CEO with transitioning post-acquisition. This includes introductions of current business partners to the company. Martin also assists the company with capital raises. All Board Members will receive 100 shares of the company's common stock each year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses.

Other business experience in the past three years:

- **Employer:** Better Family, Inc.  
**Title:** President  
**Dates of Service:** August 12, 2012 - April 24, 2020  
**Responsibilities:** Oversees the day to day operations of the company.

**Name:** Sarah Hill

Sarah Hill's current primary role is with Nice LTd. Sarah Hill currently services 40 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director  
**Dates of Service:** April 24, 2020 - Present  
**Responsibilities:** As the former co-founder of the Beebo Sarah assists the CEO with transitioning post-acquisition. This includes introductions of current business partners to the company. Sarah also assists the company with capital raises. All Board Members will receive 100 shares of the company's common stock each year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses.

Other business experience in the past three years:

- **Employer:** Better Family, Inc.  
**Title:** Secretary  
**Dates of Service:** August 10, 2012 - April 24, 2020  
**Responsibilities:** Sarah maintains the smooth running of an office through a variety of administrative and clerical duties. Sarah handles office schedules, coordinate meetings and visits, organize files, answer phones, and perform a huge array of other essential tasks.

**Name:** JoyLynn Waganer

JoyLynn Waganer's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director  
**Dates of Service:** October 30, 2020 - Present  
**Responsibilities:** As the former inventor and founder of Drop It Baby JoyLynn assists the CEO with transitioning post-acquisition. This includes introductions of current business partners to the company. JoyLynn also assists the company with capital raises. All Board Members will receive 100 shares of the company's common stock each year for their attendance at regularly scheduled meetings and would be reimbursed for any required and approved company travel expenses. Salary/Equity Compensation: 100 shares of stock each year



Other business experience in the past three years:

- **Employer:** Your Solutions  
**Title:** CEO  
**Dates of Service:** June 01, 2016 - Present  
**Responsibilities:** Responsible for the management of the day to day operations and all aspects of the company's growth and development.

Other business experience in the past three years:

- **Employer:** Drop It Baby, Inc.  
**Title:** CEO  
**Dates of Service:** July 01, 2017 - October 30, 2020  
**Responsibilities:** Responsible for the management of the day to day operations of the company.

Other business experience in the past three years:

- **Employer:** Baked!  
**Title:** CEO  
**Dates of Service:** May 17, 2019 - Present  
**Responsibilities:** Responsible for the management of the day to day operations and wholesale accounts, direct consult to COO.

## **Risk Factors**

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the 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 more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

### ***Uncertain Risk***

An investment in the Swabbies Tech., Inc. DBA Better Family Inc. (also referred to as "Company") involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the common shares should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in

the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company's Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

***Our business projections are only projections***

There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it's a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

***Any valuation at this stage is difficult to assess***

The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

***The transferability of the Securities you are buying is limited***

Any common stock purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an "accredited investor," as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

***Your investment could be illiquid for a long time***

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the baby care industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

***If the Company cannot raise sufficient funds it will not succeed***

The Company, is offering common stock in the amount of up to \$1,070,000.00 in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in "Use of Proceeds."

***We may not have enough capital as needed and may be required to raise more capital.***

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult

environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

***Terms of subsequent financings may adversely impact your investment***

We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

***Management Discretion as to Use of Proceeds***

Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

***Projections: Forward Looking Information***

Any projections or forward looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

***Minority Holder; Securities with Voting Rights***

The common stock that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and therefore

will have a limited ability to influence management's decisions on how to run the business. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

***You are trusting that management will make the best decision for the company***

You are trusting in management discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

***Insufficient Funds***

The company might not sell enough securities in this offering to meet its operating goals and fulfill its plans as outlined, in which case it will still continue operating however would adjust expenditures and desired goals to allow the funds raised as the new budget for the company's for expansion goals. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms.

***This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.***

Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amended to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

***Our new product could fail to achieve the sales projections we expected***

Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

***We face significant market competition***

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They

may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

***We have existing patents that we might not be able to protect properly***

One of the Company's most valuable assets is its intellectual property. The Company's owns IP's including trademarks, copyrights, Internet domain names, and trade secrets. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

***We have pending patent approval's that might be vulnerable***

One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

***Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective***

Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

***The cost of enforcing our trademarks and copyrights could prevent us from enforcing them***

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in

light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

***The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business***

To be successful, the Company requires capable people to run its day to day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

***Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time***

Our ability to sell product is dependent on the outside government regulation such as the FDA (Food and Drug Administration), Consumer Product Safety Improvement Act and other relevant government laws and regulations. The laws and regulations concerning the selling of product may be subject to change and if they do then the selling of product may no longer be in the best interest of the Company. At such point the Company may no longer want to sell product and therefore your investment in the Company may be affected.

***We rely on third parties to provide services essential to the success of our business***

We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

***The Company is vulnerable to hackers and cyber-attacks***

As an internet-based business, we may be vulnerable to hackers who may access the

data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on Swabbies Tech, Inc. or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-attacks either on our technology provider or on Swabbies Tech, Inc. could harm our reputation and materially negatively impact our financial condition and business.

***Determination of Offering Price***

The offering price of the Common Stock has been arbitrarily determined by the Company and is not necessarily related to the Company's asset value, net worth or other established criteria of value. In determining the offering price, the Company was influenced by the amount of money it sought to raise, the number of shares it was willing to sell and managements' opinion of market potential

***Absence of Dividends***

Company has not paid any cash dividends and does not anticipate paying any dividends in the foreseeable future. Earnings, if any, will be retained to fund development and expansion. There is no assurance that the Company will pay cash dividends at any time

***Possibility of Negotiated Transactions.***

The Company reserves the right to enter into negotiated investment transactions with institutions and other investors during the term of this offering, but on different terms from those offered hereby. It is possible that the terms of any such negotiated transactions might be preferable to those offered hereby.

## Ownership and Capital Structure; Rights of the Securities

### Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Carman Cook-Campbell	100,000	Class B Common Stock	83.0
Carman Cook-Campbell	1,100,000	Class A Common Stock	83.0

### The Company's Securities

The Company has authorized Class B Common Stock, Class A Common Stock, and Convertible Note . As part of the Regulation Crowdfunding raise, the Company will be offering up to 748,251 of Class A Common Stock.

#### *Class B Common Stock*

The amount of security authorized is 100,000 with a total of 100,000 outstanding.

#### *Voting Rights*

100 votes per share-super voting stock

#### *Material Rights*

There are no material rights associated with Class B Common Stock.

#### *Class A Common Stock*

The amount of security authorized is 20,000,000 with a total of 3,372,182 outstanding.

#### *Voting Rights*

1 vote per share

#### *Material Rights*

There are no material rights associated with Class A Common Stock.

#### *Convertible Note*

The security will convert into Class a common stock and the terms of the Convertible Note are outlined below:

Amount outstanding: \$30,000.00



**Maturity Date:** July 01, 2019  
**Interest Rate:** 9.0%  
**Discount Rate:** %  
**Valuation Cap:** None  
**Conversion Trigger:** Holders Discretion to convert

### *Material Rights*

Holder can convert the loan into Class A Common stock at \$0.30 per share. In addition, the holder may convert this note 24 months from signing date in exchange for an additional 9% of the face amount of the initial investment at the same conversion rate per share.

### **What it means to be a minority holder**

As a minority holder of Class A Common Stock of the Swabbies Tech., Inc., you will have limited rights in regards to the corporate actions of the company, including additional issuance's of securities, company repurchases of securities, a sale of the company or its significant assets, or company transactions with related parties. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

### **Dilution**

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock.

If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early-stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

In the acquisition of DropItBaby, Inc. (DIB) on October 20, 2020, Joylynn Waganer, the prior sole shareholder of DIB, has received 25,000 shares of Class A Common Stock of Swabbies Tech, Inc. This issuance will dilute all shareholders of Swabbies Tech, Inc. proportionately.

### **Transferability of securities**

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- 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.

## Recent Offerings of Securities

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

- **Type of security sold:** Convertible Note  
**Final amount sold:** \$30,000.00  
**Use of proceeds:** Operating Expenses.  
**Date:** June 23, 2018  
**Offering exemption relied upon:** Section 4(a)(2)
- **Name:** Class A Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$31,600.00  
**Number of Securities Sold:** 52,667  
**Use of proceeds:** Marketing and inventory  
**Date:** August 05, 2019  
**Offering exemption relied upon:** 506(b)
- **Name:** Class A Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$0.00  
**Number of Securities Sold:** 2,500  
**Use of proceeds:** Issued for certain individual for services provided.  
**Date:** December 20, 2019  
**Offering exemption relied upon:** Section 4(a)(2)
- **Name:** Class A Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$10,000.00  
**Number of Securities Sold:** 16,667  
**Use of proceeds:** Operations and marketing  
**Date:** February 08, 2020  
**Offering exemption relied upon:** 506(b)
- **Name:** Class A Common Stock

Type of security sold: Equity  
Final amount sold: \$0.00  
Number of Securities Sold: 833,333  
Use of proceeds: Shares issued as part of the Beebo Acquisition  
Date: April 24, 2020  
Offering exemption relied upon: 506(b)

- **Name:** Class B Common Stock  
Type of security sold: Equity  
Final amount sold: \$10.00  
Number of Securities Sold: 100,000  
Use of proceeds: Shares issued to CEO due to Corporate restructure  
Date: December 18, 2019  
Offering exemption relied upon: Rule 701
- **Name:** Class A Common Stock  
Type of security sold: Equity  
Final amount sold: \$100,000.00  
Number of Securities Sold: 333,333  
Use of proceeds: Operations and marketing.  
Date: April 23, 2020  
Offering exemption relied upon: 506(b)

## Financial Condition and Results of Operations

### Financial Condition

*You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.*

### Results of Operations

Circumstances which led to the performance of financial statements:

#### Swabbies Technologies, Inc.

#### Revenue

The company had been pre-revenues all those years. The company's revenues went from \$555 in 2018 to \$41,839 in 2019. Cost of Goods Sold (COGS) decreased from

\$42,961 in 2019 to \$27, 471 in 2019. The increase in sales was due to the company's IndieGoGo campaign. Those orders were specially priced and were not able to be delivered due to a shortage of applicator stock. These applicators have been ordered for an excess of 90 days. In other words, though the sales grew, the cost of goods sold went down in 2019 because those orders have not yet been delivered. The company expects delivery with the COVID -19 manufacturing crisis within 5 weeks.

### **Loss**

Though the company incurred a net loss of \$88,432 in 2019, it was better than the 2018 net loss of \$142,451. The company will continue to improve its operations and start generating profits in the near future.

### **Deficit**

The company had an accumulated deficit of \$325,716 and cash in the amount of \$11,184 as of December 31, 2019. The Company intends to raise additional funds through equity financing. The following summarizes selected items of the cash flow statements.

### **Operating Activities**

In 2019, cash used by operating activities was in the amount of \$86,194, a decrease from 2018 cash used in operating activities in the amount of \$143, 513. The decrease in cash used in operating activities was due to the company reducing its net loss in 2019, not purchasing additional inventories, and paying back outstanding accounts payable to vendors.

### **Investing Activities**

In 2019, cash used in investing activities was in the amount of \$1,700 compared to \$7,846 in 2018. The decrease in cash used investing activities was because the company had only one purchase in the amount of \$1,700 for a video and photo equipment in 2019.

### **Financing Activities**

Cash provided by financing activities was in the amount of \$93,715 in 2019 compared to \$121, 717 in 2018. The decrease in cash provided by financing activities in 2019 was mainly because the company had fewer contributions from investors and issued loans in smaller amounts in 2019.

### **The Better Family, Inc.**

Revenues decreased 51% from \$257,352 in 2018 to \$126,144 in 2019 and cost of goods sold went down 67% from \$132,906 in 2018 to \$43,516 in 2019 in parallel with the decrease in sales. The decline of 51% in sales was mainly due to the company's long process in meeting demand and some firm management constraints. It took a minimum of 6 months each time we brought on a significant new sales channel. For

instance, becoming a Walmart seller took months of dedicated time and all of our inventory to reserve for that rollout. Once we launched, our inventory was consistently drained and we had to wait for payment from Walmart to be able to order our next round of product to sell. And Martin was doing everything with the help of a few part-time people. Consistent sales take more than one full-time person running the business and being focused on sales in various channels. During this time, Martin also became a partner in another, completely separate company, launching 2 other products. So, the decision was to either hire staff to drive Beebo sales, or sell the company and let someone else take it to the next level. Management eventually went with the option of selling the company to Swabbies Technology, Inc.

As a result of decreased revenues, cost of goods sold, and total operating expenses, the company net loss was only \$3,760 in 2019, compared to \$40,844 in 2018. The company will continue to improve and plan to become profitable in 2020. The company's revenues are performing better in 2020 and as of today June 5, 2020, the company revenues are in the amount of \$79,859.

#### **Historical results and cash flows:**

##### **Swabbies Technologies, Inc.:**

Historical results and cash flows are not what investors should expect in the future because the company is scaling and recently purchased The Better Family, which is in alignment with the company plans to gain more market shares and generate bigger sales, contain its costs, and subsequently generate profits.

The company plans to execute aggressive marketing through strategies like email marketing (capturing email addresses from our website by offering a discount to subscribers that visit the site, giveaways at tradeshow attendees, marketing lists from mom influencers and others, digital marketing via social media ads & promotions), offer coupons & promo codes, baby Registries: MyRegistry.com & Buy Buy Baby, trade shows, onsite promotions at select mass merchandisers, mass merchandiser sales team, Swabbies commercial airing in select demographics.

##### **The Better Family, Inc.:**

The company had an accumulated deficit of \$69,365 and cash in the amount of \$19,120 as of December 31, 2019. The Company intends to raise additional funds through equity financing. The following summarizes selected items of the cash flow statements.

#### **Operating Activities**

In 2019, cash provided by operating activities was in the amount of \$14,107, in comparison, the company had cash used in operating activities in the amount of \$39,534 in 2018. The contrasting result in cash flows from operating activities for both years was primarily due to the company not having to purchase additional inventories in 2019 to meet the demand.

## **Financing Activities**

Cash used in financing activities was in the amount of \$13,993 in 2019, while in 2018, the company has cash provided by financing activities in the amount of \$3,200. The change was primarily due to the company paying back some of the loans to shareholders.

Management is hopeful that the company will turn around the decrease of revenues in 2020 and start generating product sales because the company was purchased by Swabbies Technologies Inc and will be benefiting from its new parent strong marketing campaigns. All the Beebo needs are consistent sales & marketing efforts through social media to drive more sales. The competitive advantage is the uniqueness of the product and the great stories from our customers - People with disabilities who can now feed their babies when they couldn't before, grandparents who can now feed their babies, moms, and dads who love it for many reasons. All it takes is effort and the Beebo sells itself. All these factors have helped the company improve its 2020 sales as previously discussed.

## **Liquidity and Capital Resources**

**What capital resources are currently available to the Company? (Cash on hand, existing lines of credit, shareholder loans, etc...)**

### **Swabbies Technologies, Inc.:**

As of today June 4, 2020, the company has \$6,152 cash in the bank. The company has a loan of \$10,000 from Kalubrands with an outstanding balance of \$8,100 as of today June 4, 2020, a Paypal loan in the amount of \$10,000 with an outstanding balance of \$7,745.8 as of today June 4, 2020, a Paypal line of credit from founder's mother that has a credit limit of \$4,500 and an outstanding balance of \$4,747.10 as of today, June 4, 2020.

### **The Better Family, Inc.:**

As of today May 28, 2020, the company has \$5,333 in cash in the bank. The Company intends to raise additional funds through equity financing.

The company currently holds a Capital One credit card that has a credit limit in the amount of \$20,000 and an outstanding balance of \$342.79 as of June 5, 2020.

### **Drop It Baby, Inc.**

On October 30, 2020, Swabbies Tech, Inc., acquired 100% of Drop it Baby, Inc., a Missouri corporation ("DIB"), in exchange for (a) 25,000 common shares of Swabbies Tech, Inc. and (b) the assumption of a loan with an outstanding balance of approximately \$16,700. DIB is now a wholly-owned subsidiary of Swabbies Tech, Inc., and its prior shareholder has become a director and shareholder of Swabbies Tech, Inc. This event will lead to equal dilution of all shareholders.

**How do the funds of this campaign factor into your financial resources? (Are these funds critical to your company operations? Or do you have other funds or capital resources available?)**

**Swabbies Technologies, Inc.:**

The funds from this campaign would significantly improve the company's financial resources and all funds raised are and would be critical to the company's operations, however, we do have other capital resources available if the need arises.

**The Better Family, Inc.:**

Any funds raised would significantly improve the expansion of growth, inventory needs, and reduction of corporate debt. Yes the funds are critical.

**Are the funds from this campaign necessary to the viability of the company? (Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)**

**Swabbies Technologies, Inc.:**

Yes, the company will need investment capital from outside sources as the cash position of the company is limited, approx. 90 percent of available capital would be derived from campaign funds.

**The Better Family, Inc.:**

Yes. 90% of the funds.

**How long will you be able to operate the company if you raise your minimum? What expenses is this estimate based on?**

**Swabbies Technologies, Inc.:**

Two Years. The company will bridge operations through director loans until new investor capital can be secured. However, company growth would be extremely limited if new capital is not secured during that time.

If the company only raises the minimum it would seek additional capital for operations through other means and the expenses would be limited to 40% to our \$225,000.00 note and the balance towards the expenses associated with the preparation of the campaign which would include accounting and advertising amongst other costs which exceed the minimum if raised.

**The Better Family, Inc.:**

3 months. Overhead and burn rate.

How long will you be able to operate the company if you raise your maximum funding goal?

**Swabbies Technologies, Inc.:**

If the company raises the offering maximum it should not need additional investment capital for 3 years.

**The Better Family, Inc.:**

The company has not identified any additional capital sources other than StartEngine at this time. However, the company intends to seek additional sources of investment capital if the StartEngine Campaign is not fully funded.

Are there any additional future sources of capital available to your company?  
(Required capital contributions, lines of credit, contemplated future capital raises, etc...)

**Swabbies Technologies, Inc.:**

Kulabrands line of credit \$10,000 available now \$1,900.

**The Better Family, Inc.:**

The company has not identified any additional capital sources other than StartEngine at this time. However, the company intends to seek additional sources of investment capital if the StartEngine campaign is not fully funded.

## **Indebtedness**

- **Creditor:** Kulabrands  
**Amount Owed:** \$8,100.00  
**Interest Rate:** 2.0%  
**Maturity Date:** April 21, 2020  
On October 16, 2019, the company entered a loan agreement with Kulabrands, Inc in the amount of \$10,000. The loan carries a 2% interest and matures in 6 months. The outstanding balance of this loan as of today, June 4, 2020 is in the amount of \$8,100.
- **Creditor:** Paypal  
**Amount Owed:** \$7,745.80  
**Interest Rate:** 4.0%  
**Maturity Date:** May 15, 2022  
On May 31, 2019, the company entered a business loan agreement with Paypal in the amount of \$10,000. The loan has a total interest payment of \$1,817.4, bringing the total repayment amount of \$11,817.4. The loan is payable in 52 weeks with a weekly payment amount of \$101. As of December 31, 2019, the



outstanding balance was \$7,745.80

- **Creditor:** Paula D'Onofrio  
**Amount Owed:** \$30,000.00  
**Interest Rate:** 9.0%  
**Maturity Date:** July 18, 2020  
On June 23, 2018, the company entered a convertible promissory note agreement in the amount of \$30,000 with one of its shareholders, Paula Donofrio. The loan carries an interest rate of 9% and matures on July 1, 2019. In lieu of principal due upon this note onto the due date (12 months), the holder may convert at its sole discretion all such Principal into common shares at the conversion rate of 0.30 cents per share. The holder may at its sole discretion exercise its right to convert this note 24 months from signing date in exchange for an additional 9% of the face amount of the initial investment at the same conversion rate per share. The note has not yet converted to equity and the outstanding balance of the loan is in the amount of \$31,350 including accrued interest in the amount of \$1,350 as of today, June 4, 2020.
- **Creditor:** Paula D'Onofrio  
**Amount Owed:** \$30,000.00  
**Interest Rate:** 2.0%  
**Maturity Date:** July 20, 2021  
This is a combination of two "Loans From Officer" \$16,500 in 2019 and another for \$13,500 in 2020 with the same terms.
- **Creditor:** SBA  
**Amount Owed:** \$13,000.00  
**Interest Rate:** 3.75%  
**Maturity Date:** May 24, 2050  
On May 24, 2020, the company received an Economic Injury Disaster Loan (EIDL) in the amount of \$13,000 from the U.S Small Business Administration (SBA). The loan carries an interest rate of 3.75% and matures after 30 years from the date of the promissory Note. Installment payments, including principal and interest, of \$64 monthly, will begin 12 months from the date of the promissory Note.
- **Creditor:** Greater Nevada Credit Union  
**Amount Owed:** \$10,000.00  
**Interest Rate:** 1.0%  
**Maturity Date:** April 29, 2022  
The term of the loan shall be two (2) years and interest shall accrue from the date of the On April 29, 2020, the company entered a Paycheck Protection Program (PPP) promissory note agreement with Greater Nevada Credit Union in the amount of \$10,000. The loan carries an interest rate of 1% and matures after 24 months from the date of disbursement of the loan. Loan payments will be deferred for the first six (6) months. Subject to any Loan forgiveness granted by the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), Borrower

will subsequently pay eighteen (18) fully amortized monthly consecutive principal and interest payments with the first Loan payment due on the date that is seven months after the date of this Note. Pursuant to the CARES Act, the loan may be forgiven by the SBA. The amount of loan forgiveness is determined by and is subject to the sole approval of the SBA. The amount of loan forgiveness may be reduced if loan proceeds are spent inappropriately. To receive loan forgiveness, the borrower must apply for loan forgiveness and provide documentation as requested by the SBA. There will be no loan forgiveness without Borrower's submission of the proper application and documentation to Lender to include all SBA requirements. Not more than 25% of the amount forgiven can be attributable to non-payroll costs. If Borrower has received an EIDL advance, the amount of the EIDL advance shall be subtracted from the loan forgiveness amount.

- **Creditor:** Paypal

**Amount Owed:** \$4,747.10

**Interest Rate:** 0.0%

The company also uses a Paypal line of credit from the founder's mother that has a credit limit of \$4,500 and an outstanding balance of \$4,747.1 as of today June 4, 2020.

## **Related Party Transactions**

- **Name of Entity:** Paula D'Onofrio

**Relationship to Company:** Officer

**Nature / amount of interest in the transaction:** On June 23, 2018, the company entered a convertible promissory note agreement in the amount of \$30,000 with one of its shareholders, Paula Donofrio.

**Material Terms:** The loan carries an interest rate of 9% and matures on July 1, 2019. In lieu of principal due upon this note onto the due date (12 months), the holder may convert at its sole discretion all such Principal into common shares at the conversion rate of 0.30 cents per share. Holder may at its sole discretion exercise its right to convert this note 24 months from signing date in exchange for an additional 9% of the face amount of the initial investment at the same conversion rate per share. The note has not yet converted to equity and the outstanding balance of the loan is in the amount of \$31,350 including accrued interest in the amount of \$1,350 as of today, June 4, 2020.

- **Name of Entity:** Paula D'Onofrio

**Relationship to Company:** Officer

**Nature / amount of interest in the transaction:** On January 03, 2019, the company entered a loan agreement with Paula D'Onofrio, Inc in the amount of \$16,500.

**Material Terms:** The loan carries a 2% interest and matures in 24 months. As of today June 4, the outstanding balance is about \$16,995 including accrued interest in the amount of \$495.

- Name of Entity:** Paula D'Onofrio  
**Relationship to Company:** Officer  
**Nature / amount of interest in the transaction:** During 2020, the company entered a second loan agreement with Paula D'Onofrio, Inc in the amount of \$13,500.  
**Material Terms:** The loan carries a 2% interest and matures in 24 months.
- Name of Entity:** PayPal  
**Names of 20% owners:**  
**Relationship to Company:** Line of credit under the founder's mother's name.  
**Nature / amount of interest in the transaction:** The company also uses a Paypal line of credit from the founder's mother that has a credit limit of \$4,500 and an outstanding balance of \$4,747.1 as of today June 4, 2020.  
**Material Terms:**

## Valuation

**Pre-Money Valuation:** \$4,965,220.26

### Valuation Details:

The Company believes that \$4,965,220.26 is a fair pre offering valuation based on a number of factors. Company set its valuation internally, without a formal-third party independent appraisal.

### Asset Consideration

We, DBA as Better family, have two businesses; Beebo and Swabbies. Both companies have patents and trademarks and offer two new baby products aimed at making parenting easier.

The companies would have combined pre-acquisition assets of \$60,000 with inventory of approx. \$50,000 and two separate patents on the products.

### Product Consideration

Our wholly-owned subsidiary focuses on the production and sale of the "free hand" bottle holder, the Beebo, designed to enhance feeding time for babies. This new and unique product is the only Hand Free Universal bottle holder available today. The Beebo is also the only device that helps transition babies from natural breastfeeding to bottle acceptance.

We focus on the production and sale of an all-natural organic diaper rash cream available in a single-use prefilled applicator for on the go parents. The company also offers its proprietary cream in 6 oz. jars for home use. Swabbies applicator is the only patented disposable applicator available today.

### Prior Financial Transactions Consideration

Swabbies Tech., Inc. has completed previous rounds of funding at .30 per share (\$153,602.30) and .60 per share (\$143,100.00). In September of 2019 Swabbies Tech. completed an Indiegogo Campaign raising \$31,053.00 and Launching Swabbies Applicator and cream.

On April 24, 2020, Swabbies Tech. acquired Better Family Inc. (DBA as Beebo) whereby the shares of the company that were issued to the owner Martin Hill for all assets in Beebo including the Patent, all of which were valued at .60 cents per share for a total exchange price of \$500,000 USD in stock.

### Current and Future Vendor Relations Consideration

Better Family products are sold to Nationwide such as Walmart and BuyBuyBaby.

Buy Buy Baby Vendor Numbers include, SWABBIES TECHNOLOGIES, INC. (5200)., SWABBIES TECHNOLOGIES, INC. (70111), SWABBIES TECHNOLOGIES, INC. (906648).

The company has initiated its search of Qualified applicants for International distributors for the Beebo. This area of business will have decreased margins however should increase sales while aiding the company's global recognition and branding.

### Growing Market Consideration

The global baby products market size is expected to reach USD 16.78 billion by 2025, according to a new report by Grand View Research, Inc. The market is anticipated to register a healthy CAGR of 6.7% over the forecast period.

We believe that Increasing populations in emerging economies of the Asia Pacific region including India and China are likely to drive demand for baby products over the forecast period.

In addition, Increased spending capacity in the developed economies of North America and Europe will augment industry growth over the next few years.

### **Use of Proceeds**

If we raise the Target Offering Amount of \$9,999.99 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
3.5%

- *Marketing*  
56.5%

The company's marketing and branding will utilize Emails, Social Media Ads, Co-op and sponsorship's with March of Dimes and other non profits to further Brand

Recognition of all of the Products offered. The company will cross market to its data bases to achieve the best possible results

- *Promissory Note*

40.0%

Swabbies Tech. Inc. DBA Better Family Inc., closed the acquisition of its patented universal free hand bottle holder The "Beebo". Per the Stock Purchase Agreement the sellers received \$750,000 dollars in a combination of stock, cash, and a 2 year Promissory Note in the amount of \$225,000. Please see "acquisition agreement".

If we raise the over allotment amount of \$1,069,998.93, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*

3.5%

- *Marketing*

9.0%

The company's marketing and branding will utilize Emails, Amazon SEO, Social Media Ads, Co-op and sponsorship's with March of Dimes and other non-profits to further Brand Recognition of all the Products offered. The company will cross market the different divisions using our growing data base of customers to cost effectively drive new business to our national retailers as well as the company's numerous web platform's.

- *Research & Development*

2.0%

The company anticipates updates to its Swabbies applicator in the future. An upgrade of Swabbies mold from 4 to 8 cavity's would reduce cost and increase production times. New Patent applications and filings would lengthen the life of the patent while making minor improvements in its design.

- *Company Employment*

13.0%

Present office personnel has been working longer hours post acquisition. It is anticipated that post funding there will be need for additional office personnel, sales team, and IT personnel. The company plans to expand its national and international footprint. All expenditures the Board will monitor to achieve the best results.

- *Operations*

8.5%

Office expenses including rent and utilities will increase as the company grows. Maintenance of certain software platforms, shipping, legal and professional fees, are also likely to increase as the company grows. The company may need additional office space as it achieves its growth objectives. New Office equipment to modernize operations would also be needed to maintain efficient

standards. All equipment expenditures would be approved by the board prior to purchase.

- *Working Capital*

7.0%

Working capital will assist the company's service of accounts payable, interest charges, credit lines, service fees, etc. The additional working capital will be utilized for company expenses that are difficult to categorize. Normal accounts payable, interest service, service fees, and petty cash, would be among the list.

- *Inventory*

17.0%

Additional inventory will be required to fill the increased demand for our products. Both divisions need to assure their big box retailers that all our products are available, in stock and that the suggested inventories do not fall below safe levels. Some inventory will also be used for sampling to further brand awareness of the company's innovative products.

- *Promissory Note*

40.0%

Swabbies Tech. Inc. DBA Better Family Inc. closed the acquisition of its patented universal free hand bottle holder The "Beebo". Per the Stock Purchase Agreement, the sellers received \$750,000 dollars in a combination of stock, cash, and a 2-year Promissory Note in the amount of \$225,000. Please see "acquisition agreement".

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

## Regulatory Information

### Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

### Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

### Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website no later than April 30 (120 days after Fiscal Year End). Once posted, the annual report may be found on the Company's website at <https://www.thebeebo.com/pages/better-family-inc>

([www.swabbiescream.com/investors/](http://www.swabbiescream.com/investors/)).

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

- (1) it is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) it has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record and has total assets that do not exceed \$10,000,000;
- (3) it has filed at least three (3) annual reports pursuant to Regulation Crowdfunding;
- (4) it 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) it liquidates or dissolves its business in accordance with state law.

## **Updates**

Updates on the status of this Offering may be found at: [www.startengine.com/better-family](http://www.startengine.com/better-family)

## **Investing Process**

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Swabbies Tech,  
Inc.**

*[See attached]*



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# **SWABBIES TECHNOLOGY INC**

## **FINANCIAL STATEMENTS** **YEAR ENDED DECEMBER 31, 2019 AND 2018** *(Unaudited)*

*(Expressed in United States Dollars)*

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**INDEX TO FINANCIAL STATEMENTS**

(UNAUDITED)

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## **INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

To the Board of Directors of  
Swabbies Technology, Inc.  
Dunnellon, Florida

We have reviewed the accompanying financial statements of Swabbies Technology, Inc. (the "Company,"), which comprise the balance sheet as of December 31, 2019 and December 31, 2018, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the year ending December 31, 2019 and December 31, 2018, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Accountant's Responsibility**

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### **Accountant's Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

As discussed in Note 13, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Set Apart FS

June 01, 2020  
Los Angeles, California

**SWABBIES TECHNOLOGY, INC.**  
**BALANCE SHEET**  
**(UNAUDITED)**

<b>As of December 31,</b>	<b>2019</b>	<b>2018</b>
(USD \$ in Dollars)		
<b>ASSETS</b>		
Current Assets:		
Cash & cash equivalents	\$ 11,184	\$ 5,363
Accounts receivable—net	38	114
Inventories	31,979	31,979
Prepays and other current assets	3,103	600
<b>Total current assets</b>	<b>46,305</b>	<b>38,057</b>
Property and equipment, net	14,699	18,232
Intangible assets, net	41,370	46,844
<b>Total assets</b>	<b>\$ 102,374</b>	<b>\$ 103,133</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 8,078	\$ 18,754
Loan	35,617	1,000
Credit Card	5,729	1,095
Note payable-current	32,700	31,350
<b>Total current liabilities</b>	<b>82,124</b>	<b>52,199</b>
<b>Total liabilities</b>	<b>82,124</b>	<b>52,199</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock	\$ 100,118	\$ 100,102
Additional paid in capital	247,198	189,466
Retained earnings/(Accumulated Deficit)	(327,066)	(238,634)
<b>Total stockholders' equity</b>	<b>20,250</b>	<b>50,934</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 102,374</b>	<b>\$ 103,133</b>

*See accompanying notes to financial statements.*

**SWABBIES TECHNOLOGY, INC.**  
**STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

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<b>For Fiscal Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
(USD \$ in Dollars)		
Net revenue	\$ 41,839	\$ 555
Cost of goods sold	27,471	42,961
Gross profit	14,368	(42,406)
Operating expenses		
General and administrative	66,427	47,334
Sales and marketing	33,136	51,361
Total operating expenses	99,563	98,695
Operating income/(loss)	(85,194)	(141,101)
Interest expense	3,237	1,350
Other Loss/(Income)	-	-
Income/(Loss) before provision for income taxes	(88,432)	(142,451)
Provision/(Benefit) for income taxes	-	-
<b>Net income/(Net Loss)</b>	<b>\$ (88,432)</b>	<b>\$ (142,451)</b>

*See accompanying notes to financial statements.*

**SWABBIES TECHNOLOGY, INC.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**

For Fiscal Year Ended December 31, 2019 and 2018

(in thousands, \$US)	Common Stock Class A		Common Stock Class B		Additional Paid in Capital	Accumulated Deficit	Total Members' Equity
	Shares	Amount	Shares	Amount			
Balance—December 31, 2017	2,133,682	\$ 75,102	-	\$ -	\$ 124,098	\$ (96,183)	\$ 103,017
Net income/(loss)	-	-	-	-	-	(142,451)	(142,451)
Contribution	-	25,000	-	-	65,367	-	90,367
Balance—December 31, 2018	2,133,682	\$ 100,102	0	\$ -	\$ 189,465	\$ (238,634)	\$ 50,934
Net income/(loss)	-	-	-	-	-	(88,432)	(88,432)
Issuance of shares	55,167	6	100,000	10	57,732	-	57,748
Balance—December 31, 2019	2,188,849	\$ 100,108	100,000	\$ 10	\$ 247,198	\$ (327,066)	\$ 20,250

See accompanying notes to financial statements.

**SWABBIES TECHNOLOGY, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

For Fiscal Year Ended December 31,	2019	2018
(USD \$ in Dollars)		
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income/(loss)	\$ (88,432)	\$ (142,451)
<i>Adjustments to reconcile net income/(loss) to net cash provided/(used) by operating activities:</i>		
Depreciation of property	5,233	4,708
Amortization of intangibles	5,474	5,474
Changes in operating assets and liabilities:		
Accounts receivable	76	(114)
Inventory	-	(31,979)
Other current assets	(2,503)	-
Accounts payable	(10,676)	18,754
Credit Cards	4,634	1,095
<b>Net cash provided/(used) by operating activities</b>	<b>(86,194)</b>	<b>(144,513)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	(1,700)	(7,846)
Intangible assets	-	-
<b>Net cash provided/(used) in investing activities</b>	<b>(1,700)</b>	<b>(7,846)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings on Notes	1,350	31,350
Loan	34,617	1,000
Issuance of Common Shares	14	25,000
Additional paid in capital	57,734	65,367
<b>Net cash provided/(used) by financing activities</b>	<b>93,715</b>	<b>122,717</b>
Change in cash	5,821	(29,642)
Cash—beginning of year	5,363	35,005
<b>Cash—end of year</b>	<b>\$ 11,184</b>	<b>\$ 5,363</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	\$ -	\$ -
Cash paid during the year for income taxes	\$ -	\$ -
<b>OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES</b>		
Purchase of property and equipment not yet paid for	\$ -	\$ -
Conversion of debt into equity	\$ -	\$ -

*See accompanying notes to financial statements.*

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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*All amounts in these Notes are expressed in thousands of United States dollars ("\$" or "US\$"), unless otherwise indicated.*

## **1. SUMMARY**

Swabbies Technology, Inc. was previously formed as Swabbies Technologies Incorporated on June 15, 2010 in the state of Georgia then subsequently incorporated as Swabbies Technologies, Inc on August 20, 2014 in the state of Florida, and reincorporated as Swabbies Tech, Incorporated on October 29, 2018, in the state of Florida. The financial statements of Swabbies Technology, Inc., (which may be referred to as the "Company", "we", "us", or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in the Dunnellon, Florida.

Swabbies is the first pre-filled sanitary solution to applying diaper rash cream. For busy parents with squirmy babies, the swab applicator is great for on the go or for just a fast and mess-free application. The cream is uniquely formulated using pure, natural and organically based ingredients including 40 zinc oxide for rapid results. It has a creamy smooth texture with a fresh herbal scent. Each applicator is filled with 8.5 grams of cream.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **Use of Estimates**

The preparation of financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

Cash and cash equivalents include all cash in banks. The Company's cash are deposited in demand accounts at financial institutions that management believes are creditworthy.

### **Accounts Receivable**

Accounts receivable are recorded at net realizable value or the amount that the Company expects to collect on gross customer trade receivables. We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that all contractual payments due will not be collected in accordance with the terms of the agreement. As of December 31, 2019, and December 31, 2018, the Company determined that no reserve was necessary.

### **Inventories**

Inventories are valued at the lower of cost and net realizable value. Costs related to raw materials and finished goods are determined on the First in, First out (FIFO) method.



**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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**Property and Equipment**

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment is as follows:

<b>Category</b>	<b>Useful Life</b>
Furniture & Fixtures	7-10 years
Mold	5-7 years
Packaging Hardware	5-7 years
Photo/Video	5-7 years

**Intangible Assets**

The company capitalizes its patent filing fees and legal patent prosecution fees in connection with internally developed pending patents. When pending patents are issued, patents will be amortized over the expected period to be benefited, not to exceed the patent lives, which may be as long as 17 years.

Other intangibles include trademark filing and related attorney fees, company logo and proprietary cream formula. Trademarks are amortized over 10 years. Company logo and proprietary cream formula are indefinite-lived.

**Impairment of Long-lived Assets**

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

**Income Taxes**

Swabbies Technology Inc. is a C corporation for income tax purposes. The Company accounts for income taxes under the liability method, and deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying values of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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temporary differences are expected to be recovered or settled. A valuation allowance is provided on deferred tax assets if it is determined that it is more likely than not that the deferred tax asset will not be realized. The Company records interest, net of any applicable related income tax benefit, on potential income tax contingencies as a component of income tax expense. The Company records tax positions taken or expected to be taken in a tax return based upon the amount that is more likely than not to be realized or paid, including in connection with the resolution of any related appeals or other legal processes. Accordingly, the Company recognizes liabilities for certain unrecognized tax benefits based on the amounts that are more likely than not to be settled with the relevant taxing authority. The Company recognizes interest and/or penalties related to unrecognized tax benefits as a component of income tax expense.

**Revenue Recognition**

The Company recognizes revenue upon delivery of goods to customers since at this time performance obligations are satisfied.

**Fair Value of Financial Instruments**

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value due to the short-term nature of such instruments.

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

**Level 1**—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

**Level 2**—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

**Level 3**—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

**Subsequent Events**

The Company considers events or transactions that occur after the balance sheets date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through June 01, 2020, which is the date the financial statements were issued.

**Recently Issued and Adopted Accounting Pronouncements**

In February 2019, FASB issued ASU No. 2019-02, Leases, that requires organizations that lease assets, referred to as "lessees", to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with lease terms of more than 12 months. ASU 2019-02 will also require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases and will include qualitative and quantitative requirements. The new standard for nonpublic entities will be effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020,

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

In June 2019, FASB amended ASU No. 2019-07, Compensation – Stock Compensation, to expand the scope of Topic 718, Compensation – Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. The new standard for nonpublic entities will be effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

In August 2019, amendments to existing accounting guidance were issued through Accounting Standards Update 2019-15 to clarify the accounting for implementation costs for cloud computing arrangements. The amendments specify that existing guidance for capitalizing implementation costs incurred to develop or obtain internal-use software also applies to implementation costs incurred in a hosting arrangement that is a service contract. The guidance is effective for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021, and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact on our financial statements.

### **3. INVENTORY**

Inventory was comprised of the following items:

<b>As of Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
Raw Materials	\$ 31,979	\$ 31,979
<b>Total Inventories</b>	<b>\$ 31,979</b>	<b>\$ 31,979</b>

### **4. DETAILS OF CERTAIN ASSETS AND LIABILITIES**

Accounts receivable consist primarily of trade receivables. Accounts payable consist primarily of trade payables. Prepaids and other current assets, other current liabilities, and other long-term liabilities consist of the following items:

**SWABBIES TECHNOLOGY, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

<b>As of Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
<b>Prepaid Expenses and Other Current Assets consist of:</b>		
Loans to Others	\$ 600	\$ 600
Funds advanced by Carman	955	-
Other Current Assets	1,548	-
<b>Total Prepaids Expenses and Other Current Assets</b>	<b>\$ 3,103</b>	<b>\$ 600</b>

**5. PROPERTY AND EQUIPMENT**

As of December 31, 2019, property and equipment consists of:

<b>As of Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
Furniture & Fixtures	\$ 11,320	\$ 11,320
Mold	17,496	17,496
Packaging Hardware	172	172
Photo/Video	1,700	-
<b>Property and Equipment, at Cost</b>	<b>30,688</b>	<b>28,988</b>
Accumulated depreciation	(15,989)	(10,756)
<b>Property and Equipment, Net</b>	<b>\$ 14,699</b>	<b>\$ 18,232</b>

Depreciation expense for property and equipment for the fiscal year ended December 31, 2019 and December 31, 2018 totaled \$5,233 and \$4,708 respectively.

**6. INTANGIBLE ASSET**

As of December 31, 2019, intangible asset consists of:

<b>As of Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
<b>Intangible assets</b>	<b>\$ 68,741</b>	<b>\$ 68,741</b>
Applicator Patent	\$ 4,322	\$ 4,322
Company Logo	1,275	1,275
Issued Patent	50,000	50,000
Proprietary Cream Formula	12,724	12,724
Trade Mark	420	420
Accumulated amortization	(27,371)	(21,897)
<b>Intangible assets, Net</b>	<b>\$ 41,370</b>	<b>\$ 46,844</b>

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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<b>Period</b>	<b>Amortization expense</b>
2020	5,474
2021	5,474
2022	5,474
2023	5,474
Thereafter	19,473
<b>Total</b>	<b>\$ 41,370</b>

Amortization expense for intangible asset for the fiscal year ended December 31, 2019 and December 31, 2018 totaled \$5,474 and \$5,474 respectively.

## **7. CAPITALIZATION AND EQUITY TRANSACTIONS**

### **Common Stock**

On December 18, 2019, the Company's amended its articles of incorporation to authorize the issuance of 20,100,000 shares of Common Stock, at \$0.0001 par value per share, of which 20,000,000 shares shall be designated "Class A Common Stock" and 100,000 shares shall be designated Class B Common Stock.

As of December 31, 2019 and December 31, 2018, 2,188,849 and 2,133,682 shares of Class A Common Stock were issued and outstanding respectively. As of December 31, 2019, 100,000 shares of Class B Common Stock were issued and outstanding.

As a result of a clerical error, outstanding Class A shares as of December 31, 2018 and December 31, 2017 were misstated. We restated the outstanding shares from 2,229,514 to 2,133,682 as of December 31, 2018 and 2,146,182 to 2,133,682 as of December 31, 2017.

## **8. DEBT**

### **Convertible Promissory Note**

On June 23, 2018, the company entered a convertible promissory note agreement in the amount of \$30,000 with one of its shareholders, Paula Donofrio. The loan carries an interest rate of 9% and matures on July 1, 2019. In lieu of principal due upon this note onto the due date (12 months), the holder may convert at its sole discretion all such Principal into common shares at the conversion rate of 0.30 cents per share. Holder may at its sole discretion exercise its right to convert this note 24 months from signing date in exchange for an additional 9% of the face amount of the initial investment at the same conversion rate per share.



**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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As of December 31, 2019, the note has not been converted to equity. The outstanding balance of the loan was in the amount of \$31,350 and \$30,000 as of December 31, 2019 and 2018 respectively. Accrued interest was in the amount of \$1,350 in 2019. The Loan has been classified as Note Payable-Current.

**PayPal Loan**

On May 31, 2019, the company entered a business loan agreement with Paypal in the amount of \$10,000. The loan has a total interest payment of \$1,817.4, bringing the total repayment amount of \$11,817.4. The loan is payable in 52 weeks with a weekly payment amount of \$227.26.

As of December 31, 2019, the outstanding balance was \$8,836. The Loan has been classified as Loan in current liabilities.

**Kulabrand's Loan**

On October 16, 2019, the company entered a loan agreement with Kulabrand's, Inc in the amount of \$10,000. The loan carries a 2% interest and matures in 6 months.

As of December 31, 2019, the outstanding balance was \$9,700. The Loan has been classified as Loan in current liabilities.

**Loan from officer**

On January 03, 2019, the company entered a loan agreement with Paula D'Onofrio, Inc in the amount of \$16,500. The loan carries a 2% interest and matures in 24 months.

As of December 31, 2019, the outstanding balance was \$16,750 including accrued interest in the amount of \$250. The Loan has been classified as Loan in current liabilities.

**9. INCOME TAXES**

The provision for income taxes for the year ended December 31, 2019 and December 31, 2018 consists of the following:

<b>As of Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
Net Operating Loss	\$ (23,854)	\$(38,462)
Valuation Allowance	23,854	38,462
<b>Net Provision for income tax</b>	<b>\$ -</b>	<b>\$ -</b>

Significant components of the Company's deferred tax assets and liabilities at December 31, 2019, and December 31, 2018 are as follows:

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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<b>As of Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
Net Operating Loss	\$ (67,795)	\$(43,941)
Valuation Allowance	67,795	43,941
<b>Total Deferred Tax Asset</b>	<b>\$ -</b>	<b>\$ -</b>

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. On the basis of this evaluation, the Company has determined that it is more likely than not that the Company will not recognize the benefits of the federal and state net deferred tax assets, and, as a result, full valuation allowance has been set against its net deferred tax assets as of December 31, 2019. The amount of the deferred tax asset to be realized could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased.

As of December 31, 2019, the Company had net operating loss ("NOL") carryforwards of approximately \$86,997. Utilization of some of the federal and state NOL carryforwards to reduce future income taxes will depend on the Company's ability to generate sufficient taxable income prior to the expiration of the carryforwards. Under the provisions of the Internal Revenue Code, the NOLs and tax credit carryforwards are subject to review and possible adjustment by the IRS and state tax authorities. NOLs and tax credit carryforwards may become subject to an annual limitation in the event of certain cumulative changes in the ownership interest of significant stockholders over a three-year period in excess of 50%, as defined under Sections 382 and 383 of the Internal Revenue Code, as well as similar state provisions. This could limit the amount of tax attributes that can be utilized annually to offset future taxable income or tax liabilities. The amount of the annual limitation is determined based on the value of the Company immediately prior to the ownership change. The Company has not performed a comprehensive Section 382 study to determine any potential loss limitation with regard to the NOL carryforwards and tax credits.

The Company recognizes the impact of a tax position in the financial statements if that position is more likely than not of being sustained on a tax return upon examination by the relevant taxing authority, based on the technical merits of the position. As of December 31, 2019, and December 31, 2018, the Company had no unrecognized tax benefits.

The Company recognizes interest and penalties related to income tax matters in income tax expense. As of December 31, 2019, and December 31, 2018, the Company had no accrued interest and penalties related to uncertain tax positions.

The Company is subject to examination for its US federal and California jurisdictions for each year in which a tax return was filed.

## **10. RELATED PARTY**

### **Convertible Promissory Note**

On June 23, 2018, the company entered a convertible promissory note agreement in the amount of \$30,000 with one of its shareholders, Paula Donofrio. The loan carries an interest rate of 9% and matures on July 1, 2019. In lieu of principal due upon this note onto the due date (12 months), the holder may convert at its sole discretion all such Principal into common shares at the conversion rate of 0.30 cents per share. Holder may at its sole discretion exercise its right to convert this note 24 months from signing date in exchange for an additional 9% of the face amount of the initial investment at the same conversion rate per share. The note has yet to convert to equity in 2019.

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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The outstanding balance of the loans was in the amount of \$31,500 and \$30,000 as of December 31, 2019 and 2018 respectively. Accrued interest was in the amount of \$1,350 in 2019. The Loan has been classified as Note payable-current.

**Paypal Loan**

In 2019, the company also used a PayPal line of credit from founder's mother that has a credit limit of \$4,500 and an outstanding balance of \$330 as of December 31, 2019.

**Loan from officer**

On January 03, 2019, the company entered a loan agreement with Paula D'Onofrio, Inc in the amount of \$16,500. The loan carries a 2% interest and matures in 24 months. As of December 31, 2019, the outstanding balance was \$16,750 including accrued interest in the amount of \$250. The Loan has been classified as Loan in current liabilities.

During 2020, the company entered a second loan agreement with Paula D'Onofrio, Inc in the amount of \$13,500. The loan carries a 2% interest and matures in 24 months.

## **11. COMMITMENTS AND CONTINGENCIES**

**Operating Leases**

The Company leases a facility under operating lease arrangements expiring in 2020. The aggregate minimum annual lease payments under operating leases in effect on December 31, 2019, are as follows:

<b>As of Year Ended December 31, 2019</b>		
2020	\$	550
2021		-
2022		-
2023		-
2024		-
Thereafter		-
<b>Total future minimum operating lease payments</b>	<b>\$</b>	<b>550</b>

Rent expense for the fiscal years 2019 and 2018 was \$2,406 and \$0, respectively.

**Contingencies**

The Company's operations are subject to a variety of local and state regulation. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

**Litigation and Claims**



**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2019, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

## **12. SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through June 01, 2020, the date the financial statements were available to be issued.

During 2020, the company entered a second loan agreement with Paula D'Onofrio, Inc in the amount of \$13,500. The loan carries a 2% interest and matures in 24 months.

As of April 24, 2020, the SWABBIES TECH, INC., a Delaware corporation bought the Better Family, Inc. in the amount of \$225,000, together with interest accrued on the unpaid principal amount of this Secured Promissory Note plus all fees, expenses and other costs as provided for in this Note.

Interest on the principal amount of this Note shall accrue from the date hereof at the rate of three percent (3%) per annum, computed on the basis of a 360 day year. Principal and accrued but unpaid interest hereunder shall be due and payable in cash as follows: The Note shall be paid from any and all capital raised by Borrower and Better Family, Inc., a Florida corporation including but not limited to outside venture capital sources, individual/group investors or otherwise, and from capital raising sites such as Start Engine. Upon Borrower and/or Better Family, Inc's receipt of any Capital Funds, 40% of the amount of said Capital Funds shall be immediately paid to Lender which shall be credited against the principal amount due under this Note. From and after the date of this Note, for a period of 24 consecutive months, Borrower shall pay to Lender, on a quarterly basis, 10% of the combined gross sales of Borrower and Better Family, Inc. and said amount shall be credited against the principal amount due under this Note. Such 10% payments shall begin to accrue immediately on and after the date this Note is executed.

On April 29, 2020, the company entered a Paycheck Protection Program (PPP) promissory note agreement with Greater Nevada Credit Union in the amount of \$10,000. The loan carries an interest rate of 1% and matures after 24 months from the date of disbursement of the loan. Loan payments will be deferred for the first six (6) months. Subject to any Loan forgiveness granted by the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), Borrower will subsequently pay eighteen (18) fully amortized monthly consecutive principal and interest payments with the first Loan payment due on the date that is seven months after the date of this Note. Pursuant to the CARES Act, the loan may be forgiven by the SBA. The amount of loan forgiveness is determined by and is subject to the sole approval of the SBA. The amount of loan forgiveness may be reduced if loan proceeds are spent inappropriately. To receive loan forgiveness, borrower must apply for loan forgiveness and provide documentation as requested by the SBA. There will be no loan forgiveness without Borrower's submission of the proper application and documentation to Lender to include all SBA requirements. Not more than 25% of the amount forgiven can be attributable to non-payroll costs. If Borrower has received an EIDL advance, the amount of the EIDL advance shall be subtracted from the loan forgiveness amount.

On May 24, 2020, the company received an Economic Injury Disaster Loan (EIDL) in the amount of \$13,000 from the U.S Small Business Administration (SBA). The loan carries an interest rate of 3.75% and matures after 30 years from the date of the promissory Note. Installment payments, including principal and interest, of \$64 monthly, will begin 12 months from the date of the promissory Note.

**SWABBIES TECHNOLOGY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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There have been no other events or transactions during this time which would have a material effect on these financial statements.

**13. GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred losses from operations and has accumulated deficit of \$327,066 as of December 31, 2019.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

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**THE BETTER FAMILY INC**

**FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2019 AND 2018**  
*(Unaudited)*

*(Expressed in United States Dollars)*

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**INDEX TO FINANCIAL STATEMENTS**

(UNAUDITED)

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## **INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

To the Board of Directors of  
The Better Family Inc  
Wellington, Florida

We have reviewed the accompanying financial statements of The Better Family, Inc (the "Company,"), which comprise the balance sheet as of December 31, 2019 and December 31, 2018, and the related statement of operations, statement of shareholders' equity (deficit), and cash flows for the year ending December 31, 2019 and December 31, 2018, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Accountant's Responsibility**

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### **Accountant's Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

### **Going Concern**

As discussed in Note 11, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Set Apart FS

May 14, 2020  
Los Angeles, California

**THE BETTER FAMILY, INC.**  
**BALANCE SHEET**  
**(UNAUDITED)**

<b>As of December 31,</b>	<b>2019</b>	<b>2018</b>
(USD \$ in Dollars)		
<b>ASSETS</b>		
Current Assets:		
Cash & cash equivalents	\$ 19,120	\$ 19,007
Inventories	18,869	35,204
Prepays and other current assets	2,000	8,990
<b>Total current assets</b>	<b>39,988</b>	<b>63,201</b>
Property and equipment, net	(0)	1,135
<b>Total assets</b>	<b>\$ 39,988</b>	<b>\$ 64,336</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Credit Card	\$ 615	\$ 7,205
Shareholders' Loan	108,607	122,600
Other current liabilities	24	27
<b>Total current liabilities</b>	<b>109,245</b>	<b>129,832</b>
<b>Total liabilities</b>	<b>109,245</b>	<b>129,832</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock	108	108
Retained earnings/(Accumulated Deficit)	(69,365)	(65,605)
<b>Total stockholders' equity</b>	<b>(69,257)</b>	<b>(65,497)</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 39,988</b>	<b>\$ 64,335</b>

*See accompanying notes to financial statements.*

**THE BETTER FAMILY, INC.**  
**STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

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<b>For Fiscal Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
(USD \$ in Dollars)		
Net revenue	\$ 126,144	\$ 257,352
Cost of goods sold	43,516	132,906
Gross profit	82,628	124,445
Operating expenses		
General and administrative	77,538	132,940
Sales and marketing	8,850	32,349
Total operating expenses	86,388	165,290
Operating income/(loss)	(3,760)	(40,844)
Interest expense	-	-
Other Loss/(Income)	-	-
Income/(Loss) before provision for income taxes	(3,760)	(40,844)
Provision/(Benefit) for income taxes	-	-
<b>Net income/(Net Loss)</b>	<b>\$ (3,760)</b>	<b>\$ (40,844)</b>

*See accompanying notes to financial statements.*

**THE BETTER FAMILY, INC.**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**(UNAUDITED)**

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For Fiscal Year Ended December 31, 2019 and 2018

(in thousands, \$US)	Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Members' Equity
	Shares	Amount			
Balance—December 31, 2017	1,000	\$ 108	\$ -	\$ (24,760)	\$ (24,652)
Net income/(loss)	-	-	-	(40,844)	(40,844)
Balance—December 31, 2018	1,000	\$ 108	\$ -	\$ (65,605)	\$ (65,497)
Net income/(loss)	-	-	-	(3,760)	(3,760)
Balance—December 31, 2019	1,000	\$ 108	-	\$ (69,365)	\$ (69,257)

See accompanying notes to financial statements.



**THE BETTER FAMILY, INC.**  
**STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

<b>For Fiscal Year Ended December 31,</b>	<b>2019</b>	<b>2018</b>
(USD \$ in Dollars)		
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net income/(loss)	\$ (3,760)	\$ (40,844)
<i>Adjustments to reconcile net income/(loss) to net cash provided/(used) by operating activities:</i>		
Depreciation of property	1,135	3,144
Amortization of intangibles	-	-
Changes in operating assets and liabilities:		
Inventories	16,335	(15,408)
Prepays and other current assets	6,991	12,031
Credit Cards	(6,591)	1,620
Other current liabilities	(3)	(74)
<b>Net cash provided/(used) by operating activities</b>	<b>14,107</b>	<b>(39,534)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Shareholders loan borrowings	(13,993)	3,200
<b>Net cash provided/(used) by financing activities</b>	<b>(13,993)</b>	<b>3,200</b>
Change in cash	113	(36,334)
Cash—beginning of year	19,007	55,340
<b>Cash—end of year</b>	<b>\$ 19,120</b>	<b>\$ 19,007</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	\$ -	\$ -
Cash paid during the year for income taxes	\$ -	\$ -
<b>OTHER NONCASH INVESTING AND FINANCING ACTIVITIES AND SUPPLEMENTAL DISCLOSURES</b>		
Purchase of property and equipment not yet paid for	\$ -	\$ -
Conversion of debt into equity	\$ -	\$ -

*See accompanying notes to financial statements.*

**THE BETTER FAMILY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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*All amounts in these Notes are expressed in thousands of United States dollars (" \$" or "US\$"), unless otherwise indicated.*

## **1. SUMMARY**

The Better Family, Inc. was previously formed as Beebo Baby, Inc. on August 10, 2012 ("Inception") in the State of Florida. The financial statements of The Better Family, Inc. (which may be referred to as the "Company", "we," "us," or "our") are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's headquarters are located in Wellington, Florida.

The Better Family, Inc is engaged in production of Beebo. The Beebo is a free hand bottle holder designed to enhance the feeding time for you, your baby and your family. The Beebo frees up a hand during these precious moments, giving you the ability to read a book to your baby, massage and caress your baby, or even enjoy family meals together. Perfect for parents who bottle feed with pumped breast milk or formula. Nursing moms have a free hand; now bottle feeding parents can too.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **Use of Estimates**

The preparation of financial statements in conformity with United States GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

Cash and cash equivalents include all cash in banks. The Company's cash are deposited in demand accounts at financial institutions that management believes are creditworthy.

### **Inventories**

Inventories are valued at the lower of cost and net realizable value. Costs related to raw materials and finished goods are determined on the first-in, and first-out method (FIFO).

### **Property and Equipment**

Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of and the related depreciation are eliminated from the accounts in the period of disposal and the resulting gain or loss is credited or charged to earnings.

**THE BETTER FAMILY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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Depreciation is computed over the estimated useful lives of the related asset type or term of the operating lease using the straight-line method for financial statement purposes. The estimated service lives for property and equipment is as follows:

<u>Category</u>	<u>Useful Life</u>
Equipment	5 years

**Impairment of Long-lived Assets**

Long-lived assets, such as property and equipment and identifiable intangibles with finite useful lives, are periodically evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We look for indicators of a trigger event for asset impairment and pay special attention to any adverse change in the extent or manner in which the asset is being used or in its physical condition. Assets are grouped and evaluated for impairment at the lowest level of which there are identifiable cash flows, which is generally at a location level. Assets are reviewed using factors including, but not limited to, our future operating plans and projected cash flows. The determination of whether impairment has occurred is based on an estimate of undiscounted future cash flows directly related to the assets, compared to the carrying value of the assets. If the sum of the undiscounted future cash flows of the assets does not exceed the carrying value of the assets, full or partial impairment may exist. If the asset carrying amount exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined using an income approach, which requires discounting the estimated future cash flows associated with the asset.

**Income Taxes**

The Better Family, Inc. is a S corporation for income tax purposes. Under these provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the shareholders are liable for individual federal and state income taxes on their respective shares of the Company's taxable income. The Company has filed tax returns from inception in through 2018 and is not subject to tax examination by the Internal Revenue Service or state regulatory agencies.

**Revenue Recognition**

The Company will recognize revenues from the sale of Beebo when (a) persuasive evidence that an agreement exists; (b) the service has been performed; (c) the prices are fixed and determinable and not subject to refund or adjustment; and (d) collection of the amounts due is reasonably assured. The company is pre-revenue and did not recognized any revenues as of December 31, 2019 and 2018.

**Fair Value of Financial Instruments**

The carrying value of the Company's financial instruments included in current assets and current liabilities (such as cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value due to the short-term nature of such instruments.

The inputs used to measure fair value are based on a hierarchy that prioritizes observable and unobservable inputs used in valuation techniques. These levels, in order of highest to lowest priority, are described below:

**Level 1**—Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.

**THE BETTER FAMILY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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**Level 2**—Observable prices that are based on inputs not quoted on active markets but corroborated by market data.

**Level 3**—Unobservable inputs reflecting the Company's assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

**Subsequent Events**

The Company considers events or transactions that occur after the balance sheets date, but prior to the issuance of the financial statements to provide additional evidence relative to certain estimates or to identify matters that require additional disclosure. Subsequent events have been evaluated through May 14, 2020, which is the date the financial statements were issued.

**Recently Issued and Adopted Accounting Pronouncements**

In February 2019, FASB issued ASU No. 2019-02, Leases, that requires organizations that lease assets, referred to as "lessees", to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases with lease terms of more than 12 months. ASU 2019-02 will also require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases and will include qualitative and quantitative requirements. The new standard for nonpublic entities will be effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

In June 2019, FASB amended ASU No. 2019-07, Compensation – Stock Compensation, to expand the scope of Topic 718, Compensation – Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. The new standard for nonpublic entities will be effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, and early application is permitted.

We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

In August 2019, amendments to existing accounting guidance were issued through Accounting Standards Update 2019-15 to clarify the accounting for implementation costs for cloud computing arrangements. The amendments specify that existing guidance for capitalizing implementation costs incurred to develop or obtain internal-use software also applies to implementation costs incurred in a hosting arrangement that is a service contract. The guidance is effective for fiscal years beginning after December 15, 2020, and interim periods within fiscal years beginning after December 15, 2021, and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

The FASB issues ASUs to amend the authoritative literature in ASC. There have been a number of ASUs to date, including those above, that amend the original text of ASC. Management believes that those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to us or (iv) are not expected to have a significant impact our financial statements.

THE BETTER FAMILY, INC.  
NOTES TO FINANCIAL STATEMENTS  
FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018

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### 3. INVENTORY

Inventory was comprised of the following items:

As of Year Ended December 31,	2019	2018
Finished goods	\$ 18,869	\$ 35,204
<b>Total Inventories</b>	<b>\$ 18,869</b>	<b>\$ 35,204</b>

### 4. DETAILS OF CERTAIN ASSETS AND LIABILITIES

Accounts receivable consists primarily of trade receivables. Accounts payable consist primarily of trade payables. Prepaids and other current assets, other current liabilities, and other long-term liabilities consist of the following items:

As of Year Ended December 31,	2019	2018
<b>Prepaid Expenses and Other Current Assets consist of:</b>		
Amazon.com Reserves	\$ 2,000	\$ 3,554
Prepaid Beebo Inventory:Prepaid Beebo US	-	5,436
<b>Total Prepaids Expenses and Other Current Assets</b>	<b>\$ 2,000</b>	<b>\$ 8,990</b>

As of Year Ended December 31,	2019	2018
<b>Other Current Liabilities consist of:</b>		
Sales Tax Payable	\$ 24	\$ 27
<b>Total Other Current Liabilities</b>	<b>\$ 24</b>	<b>\$ 27</b>

### 5. PROPERTY AND EQUIPMENT

As of December 31, 2019, and December 31, 2018, property and equipment consists of:

As of Year Ended December 31,	2019	2018
Computers & Equipment	\$ 15,718	\$ 15,718
<b>Property and Equipment, at Cost</b>	<b>15,718</b>	<b>15,718</b>
Accumulated depreciation	(15,718)	(14,583)
<b>Property and Equipment, Net</b>	<b>\$ (0)</b>	<b>\$ 1,135</b>

Depreciation expense for property and equipment for the fiscal year ended December 31, 2019 and December 31, 2018 totaled \$1,135 and \$3,144 respectively.



**THE BETTER FAMILY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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## **6. CAPITALIZATION AND EQUITY TRANSACTIONS**

### **Common Stock**

The Company's authorized the issuance of 1,000 shares of our common stock. During 2012 the Company were issued 1,000 shares of common stock at no par value.

As of December 31, 2019, and 2018, total numbers of common stock were 1,000 and 1,000 respectively.

## **7. DEBT**

### **Shareholders Loan**

The company also has an outstanding debt to one of its existing shareholders Martin Hill. The loan bears no interest and had an outstanding balance in the amount of \$94,108 and \$114,400 in fiscal year end December 31, 2019 and December 31, 2018 respectively. The Loan has been classified as short-term loan.

During 2018, the Company received a loan of \$8,200 from its shareholders Sarah Hill. No agreement was put in place and there is no interest and maturity date. As of December, 2019, and 2018 the outstanding balances were \$8,200 and \$8,000 respectively. The Loan has been classified as short term loan

## **8. RELATED PARTY**

The Company received a loan from its shareholder, Martin Hill. No agreement was put in place and there is no interest and maturity date. As of December 31, 2019, and December 31, 2018 the outstanding balances were \$94,108 and \$114,400 respectively.

The Company received a loan from its shareholder, Sarah Hill. No agreement was put in place and there is no interest and maturity date. As of December 31, 2019, and December 31, 2018 the outstanding balances were \$8,200 and \$8,200 respectively.

## **9. COMMITMENTS AND CONTINGENCIES**

### **Contingencies**

The Company's operations are subject to a variety of local and state regulation. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations.

### **Litigation and Claims**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of December 31, 2019, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations.

**THE BETTER FAMILY, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR YEAR ENDED TO DECEMBER 31, 2019 AND DECEMBER 31, 2018**

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**10. SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through May 14, 2020, the date the financial statements were available to be issued.

As of April 24, 2020, the SWABBIES TECH, INC., a Delaware corporation bought the Better Family, Inc. in the amount of \$225,000, together with interest accrued on the unpaid principal amount of this Secured Promissory Note plus all fees, expenses and other costs as provided for in this Note.

Interest on the principal amount of this Note shall accrue from the date hereof at the rate of three percent (3%) per annum, computed on the basis of a 360 day year. Principal and accrued but unpaid interest hereunder shall be due and payable in cash as follows: The Note shall be paid from any and all capital raised by Borrower and Better Family, Inc., a Florida corporation including but not limited to outside venture capital sources, individual/group investors or otherwise, and from capital raising sites such as Start Engine. Upon Borrower and/or Better Family, Inc.'s receipt of any Capital Funds, 40% of the amount of said Capital Funds shall be immediately paid to Lender which shall be credited against the principal amount due under this Note. From and after the date of this Note, for a period of 24 consecutive months, Borrower shall pay to Lender, on a quarterly basis, 10% of the combined gross sales of Borrower and Better Family, Inc. and said amount shall be credited against the principal amount due under this Note. Such 10% payments shall begin to accrue immediately on and after the date this Note is executed.

There have been no other events or transactions during this time which would have a material effect on these financial statements.

**11. GOING CONCERN**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company incurred losses from operations and has accumulated deficit of \$69,365 as of December 31, 2019.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results.

Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. During the next twelve months, the Company intends to fund its operations through debt and/or equity financing.

There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development, which could harm its business, financial condition, and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

**EXHIBIT C TO FORM C**

**PROFILE SCREENSHOTS**

*[See attached]*





## Better Family

Making Parenting Easier



[Website](#) [Dunnellon, FL](#)

CONSUMER PRODUCTS

MANUFACTURING

Swabbies Tech, Inc. dba Better Family offers two patented products that make the lives of parents and babies better, by enhancing feeding and changing time. With Swabbies, a no-mess, organic diaper cream, and Beebo, the one-handed baby feeder, on-the-go parents can use these products to improve their time spent with their kids.

**\$406,612** raised [i](#)

**1,210**  
Investors

**\$4.97M**  
Valuation

**\$1.43**  
Price per Share

**\$147.29**  
Min. Investment

**Common**  
Shares Offered

**Equity**  
Offering Type

**\$1.07M**  
Offering Max

**13**  
Days Left

INVEST NOW



This Offering is eligible  
for the [StartEngine  
Owner's 10% Bonus](#)

*This Reg CF offering is made available  
through StartEngine Capital, LLC.*

Overview

Team

Terms

Updates <sup>11</sup>

Comments

[Follow](#)

## Reasons to Invest

- Beebo impressed the Sharks on Shark Tank so much that they made a deal with Lori Greiner & Ashton Kutcher
- 50% of babies will experience diaper rash at some point this 1.4 Billion dollar cream market creates a huge market for Swabbies cream products
- Better Families products are sold in Walmart, BuyBuyBaby and Amazon with international distribution plans for "The Beebo" underway

## Bonus Rewards

Get rewarded for investing  
more into Better Family

**\$147+**

Investment

**StartEngine  
Owner's Bonus**

This offering is eligible for the  
StartEngine Owner's 10% Bonus  
program. For details on this program  
please see the Offering Summary

“Make every moment with your baby the best it can be”

SMARTER PARENTING SOLUTIONS

Better Family opens up a world of possibilities for parents with two patented products



The Beebo is a free-hand bottle holder that gives parents a free hand, all the while enhancing feeding time. This newfound flexibility makes way for parents to integrate storytime into these intimate moments, enjoy family meals, or simply an extra hand to massage and caress their baby.



section below.

**\$300+**

Investment

**15% Product Discount**

Receive 15% lifetime discount on all Better Family products ordered from company websites.

**\$400+**

Investment

**20% Product Discount**

Receive 20% lifetime discount on all Better Family products ordered from company websites.

**\$500+**

Investment

**10% Bonus Shares and 20% Product Discount**

Receive 10% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

**\$650+**

Investment

**15% Bonus Shares and 20% Product Discount**

Receive 15% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

**\$800+**

Investment

**20% Bonus Shares**



Swabbies is an all-natural diaper cream — we know how important it is to know exactly what goes into your baby's products, so we took the mystery out of diaper cream. Swabbies is totally organic and works instantly to provide soothing relief for your little one.



## THE MARKET

### Millions of babies get diaper rash each year

The market for baby care products is worth almost \$74B worldwide, with \$1.4B being made up by the diaper rash cream segment.

This market's sustained growth has been characterized in recent years by a shift away from the global behemoths like Johnson & Johnson, toward smaller health-conscious brands with fewer chemicals.

Our Beebo product is especially appealing to stay-at-home Dads, who make up 24% of our Millennial target market.



#### and 20% Product Discount

Receive 20% bonus shares and 20 lifetime discount on any Better Far products ordered from company websites.

#### \$1,000+

Investment

#### 25% Bonus Shares and 20% Product Discount

Receive 25% bonus shares and 20 lifetime discount on any Better Far products ordered from company websites.

#### \$2,500+

Investment

#### 30% Bonus Shares and 20% Product Discount

Receive 30% bonus shares and 20 lifetime discount on any Better Far products ordered from company websites.

#### \$5,000+

Investment

#### 35% Bonus Shares and 20% Product Discount

Receive 35% bonus shares and 20 lifetime discount on any Better Far products ordered from company websites.





## OUR TRACTION

### Two patented products, from Shark Tank to Walmart

Our proprietary products have been met with massive enthusiasm in the marketplace. We've landed deals with huge retailers like Walmart and Buy Buy Baby, and even appeared on Shark Tank — where Sharks Lori Greiner and Ashton Kutcher made a deal with Martin Hill and his product "The Beebo".



Better Family's products The Beebo and Swabbies are trademarked and patented with Swabbies recently completing a successful crowdfunding campaign on Indiegogo.





## WHAT WE DO

# Parenting is hard enough — Better Family is here to give you a helping hand

Our flagship products are designed with both parents and children in mind — making better parenting solutions for Mom & Dad while giving babies the best care possible.

Beebo gives parents a free hand during feeding time thanks to a unique rotating bottle holder. The design holds the bottle at the perfect angle for your baby while resting on either shoulder. This way holding a book for story-time is no longer such a struggle.



Swabbies take the mess out of diaper changing. Our patented applicators are pre-filled with Swabbies Supreme Diaper Cream, perfect for single-handed, mess-free

lined with Swabbies Supreme Diaper Cream, perfect for single-handed, mess-free application. Parents these days don't have a minute to spare, so finding a product that cuts down on time while ensuring the safety and health of their babies is a no-brainer.



## THE BUSINESS MODEL

### Up to 243% Markup in Retail

We employ a multi-pronged system to distribute our products through retailers, email & digital marketing, baby registries, trade shows, and onsite promotions.

The Beebo has a 243% markup on retail sales and 105% markup on wholesale sales with an average wholesale order of \$179.00.

Swabbies has a 148% markup on retail sales and 75% markup on wholesale sales with an average wholesale order value of \$176.00.

# Product Markup



**243%**

Retail sales

**105%**

Wholesale



**148%**

Retail sales

**75%**

Wholesale

## HOW WE ARE DIFFERENT

### Our unique designs are patent-protected

While there's no shortage of options for today's busy parents of baby care products to choose from we believe our focus of Making Parenting Easier with healthy values and natural products that add value to the lives of parents, grandparents, and children, sets us apart.

Beebo is specially designed to allow for free-hand bottle-feeding, allowing parents to use that extra hand for any number of things to enhance their feed experience.



## Designed for free-hand bottle-feeding



Unlike our competitors, who sell creams in messy tubes, jars, and sprays, Swabbies comes pre-filled in a mess-free disposable applicator — perfect for on-the-go diaper changes.



THE VISION

**We want to be recognized as the go-to**



## partner for parents looking for Better Products for their kids

Using our considerable exposure from appearances on Shark Tank and similar shows, as well as partnerships with key players like Walmart and Buy Buy Baby, we intend to grow our brand to be recognized in the baby care market as a premier premium brand.

**We're on the move  
towards becoming  
the forefront of the  
baby care market!**



### OUR TEAM

---

## Solid founding team advised by industry insiders

Solid founding team advised by industry insiders:

President and CEO Carman Cook-Campbell has almost three decades of experience as an entrepreneur, as well as in sales and marketing.

Joining Carman on the Board is CFO Paula D'Onofrio, Secretary Sharon Franklin, Marketing Director Tara Heath, Directors Martin, and Sarah Hill, and Medical Advisor Dr. Anthony Russel.

Our advising team is a stellar group of industry insiders and established names with excellent track records. This includes Mindee Hardin, founder, and inventor

of Boogie Wipes, which was sold to Proctor & Gamble.



Carman Cook- Campbell  
CEO



Martin Hill  
Director & Board Member



Sarah Hill  
Director & Board Member



Paula D'Onofrio  
CFO



Tara Heath  
Director of Marketing



Sharon Franklin  
Secretary



Dr. Anthony Russel  
Medical Adviser & Investor

## WHY INVEST

**Today's Parents are busier and they need time-saving smart products for their babies every day.**

The trend toward organic, natural alternatives for baby products is just getting started.

Today's modern parent needs to know the ingredients going into all of their baby products, they want more from their bottle-feeding experience. Freeing up a hand during feeding time or while changing a diaper truly changes the game for millions of parents and their babies, allowing them to focus on the things that matter.

# Better Family

**We're destined  
to change the baby  
care industrv. butt**



we can't do it  
without you!



## In the Press



[SHOW MORE](#)

## Meet Our Team



### **Carman Cook- Campbell**

CEO-Chief Swabber

*Carman Cook-Campbell, founder and CEO has 28 years of sales experience with Verizon, T-Mobile & Sprint and owned and operated several successful marketing firms. She responsible for the day-to-day activities and charged with the growth of the Swabbies.*





**Sharon Franklin**  
Secretary

*Sharon Franklin, mother and grandmother past instructor with Florida State University, an early advocate for Head Start and teaching children with disabilities. Sharon is responsible for tasks including board, governance documentation, legal filings, banking, interaction with licensed attorneys, trade show attendance, and contributes 10 hours a week to the company.*



**Paula D'Onofrio**  
CFO

*Paula D'Onofrio, a mother of 2, has a broad experience in investing, management, accounting, and finance. Ms. D'Onofrio is responsible for corporate liquidity, investments, risk management as well as budgets, and contributes 20 hours per week to the company.*



**Dr. Anthony Russell**  
MD, MBA, MPH

*Medical Adviser & Investor Dr. Russell, a father of two, a double-boarded pediatrician and clinical informaticist, an entrepreneur, an investor, and a healthcare physician executive. Dr. Russell is a key advisor to our team as we work to strategically advance our products, engage the market, and contributes 10 hours per week to the company.*



**Tara Heath**  
Director Marketing

*Tara Heath, mother of 2. Tara has experience in investing, managing accounts and corporate sales. Mrs. Heath is responsible for research, press releases and digital marketing.*



**Sarah Hill**

**Director & Board Member**  
*Sarah Hill is the proud mother of two incredible kids, married to Martin Hill, devoted husband, and father. She's best known for juggling daily life between working hard at home, and for her work and travel for corporate America where she's spent the last 15 years in technology and data sales. Sarah is proud to make a difference in her client's business. Sarah is a key member of the Better Family board, where she contributes 20 hours per week to the Company to ensure success and growth.*



**Martin Hill**

**Director & Board Member**  
*Martin is an Engineer, father of 2, a devoted husband, and a successful Shark Tank entrepreneur. He owns multiple patents, and has many years of experience in running/growing businesses, including selling products in multiple large retailers, and has vast knowledge and connections on a global scale. He was successfully funded on Shark Tank Season 7, Episode #1 when pitching his invention the Beebo, where he closed a deal with both Lori Greiner and Ashton Kutcher! Martin is a key member of the Better Family board, where he contributes 20 hours per week to the Company to ensure success and growth.*



**JoyLynn Waganer**

**Director**  
*JoyLynn is a 41 yr old mother of four with a set of twins. She is the inventor/creator of Drop it Baby Inc., and CEO of C.M. Products, partner in Baked. She lives in St. Louis with husband Brian where she has had a successful career as a licensed clinical social worker and behavior analyst. After receiving her MBA she was able to create and grow an autism program nationwide for a large insurance company. JoyLynn has always been an entrepreneur at heart, she has a passion for individuals with special needs and likes supporting others to reach their goals.*





## Offering Summary

**Company** : Swabbies Tech, Inc.

**Corporate Address** : 11150 North Williams St, #8-109,  
Dunnellon, FL 34432

**Offering Minimum** : \$9,999.99

**Offering Maximum** : \$1,069,998.93

**Minimum Investment Amount** : \$147.29  
**(per investor)**

## Terms

**Offering Type** : Equity

**Security Name** : Class A Common Stock

**Minimum Number of Shares  
Offered** : 6,993

**Maximum Number of Shares  
Offered** : 748,251

**Price per Share** : \$1.43

**Pre-Money Valuation** : \$4,965,220.26

### COVID Relief

This offering is being conducted on an expedited basis due to circumstances relating to COVID-19 and pursuant to the SEC's temporary regulatory COVID-19 relief set out in Regulation Crowdfunding §227.201(z).

### **Expedited closing sooner than 21 days**

In reliance on Regulation Crowdfunding §227.303(g)(2) A funding portal that is an intermediary in a transaction involving the offer or sale of securities initiated between May 4, 2020, and August 31, 2020, in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) by an issuer that is conducting an offering on an expedited basis due to circumstances relating to COVID-19 shall not be required to comply with the requirement in paragraph (e)(3)(i) of this section that a funding portal not direct a transmission of funds earlier than 21 days after the date on which the intermediary makes publicly available on its platform the information required to be provided by the issuer under §§227.201 and 227.203(a).

*\*Maximum Number of Shares Offered subject to adjustment for bonus shares. See Bonus info below.*

### Time-Based:

#### **Friends and Family Bonus**

Invest within the first 72 hours and receive an additional 25% bonus shares\*

#### **Super Early Bird Bonus**

Invest within the first 10 days and receive an additional 20% bonus shares\*

#### **Early Bird Bonus**

Invest within the first 30 days and receive an additional 15% bonus shares\*

\*Investments made within the first 30 days for the "Friends and Family Bonus", "Super Early Bird Bonus" and the "Early Bird Bonus" cannot combine perks with any other bonus share offer. If an investment is made within the first 30 days, the best, and only, the bonus offer will apply.

**Amount Based Perks:**

\$300+ 15% lifetime discount on any Better Family products ordered from company websites.

\$400+ 20% lifetime discount on any Better Family products ordered from company websites.

\$500+ 10% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$650+ 15% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$800+ 20% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$1,000+ 25% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$2,500+30% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

\$5,000+ 35% bonus shares and 20% lifetime discount on any Better Family products ordered from company websites.

*\*All perks occur when the offering is completed.*

**The 10% Bonus for StartEngine Shareholders**

Swabbies Tech. Inc. will offer 10% additional bonus shares for all investments that are committed by investors that are eligible for the StartEngine Crowdfunding Inc. OWNeR's bonus.

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Common Stock at \$1.43 / share, you will receive 110 shares of Common Stock, meaning you'll own 110 shares for \$143. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

This 10% Bonus is only valid during the investors eligibility period. Investors eligible for this bonus will also have priority if they are on a waitlist to invest and the company surpasses its maximum funding goal. They will have the first opportunity to invest should room in the offering become available if prior investments are cancelled or fail.

Investors will only receive a single bonus, which will be the highest bonus rate they are eligible for.

## Irregular Use of Proceeds

The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over \$10,000: Inter company debt or back payments. Vendor payments.

[Offering Details](#)

[Form C Filings](#)

[SHOW MORE](#)

## Risks

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.

## Updates

### Better Family Signs a Deal with a Large E-Commerce Distributor for their Entire Product Line

18 days ago



Hot off the press!

Better Family just signed a deal with [VIR Ventures](#) to merchandise our complete product line!

This is very exciting news for us at Better Family considering VIR has multiple Amazon retail platforms that will market better family products with complete expertise!

For those unaware, VIR Ventures is a Texas company established in 2013. Their company is an online retailer catering to all kinds of online shopping needs. Their products range from electronics, furniture, fashion, toys, automotive products, and finally, baby products!

They source directly from manufacturers and distributors. VIR Ventures currently works with over 1000 brands offering half a million products to their customer base. They have a 100% satisfaction rate, and continue working towards her goal to make customer shopping quick, easy, and affordable. They are proud that they have managed to keep feedback ratings at 100% for more than two years in a row, and they continue to provide excellent customer service and have been a top seller on Amazon over the last three years. With revenues topping \$65,000,000 in 2019 according to Dunn and Bradstreet.

VIR Ventures is known as bulk by team. They have sellers on Amazon and various other vendors!

We are proud to announce that Better Family products are now a part of this distribution chain!

For more news and company updates, be sure to follow Better Family on our social media platforms: [Instagram](#), [Facebook](#), and [LinkedIn](#) along with checking in on our [website](#) for more information!

### ABC Virtual Event Was a Huge Success for Better Family, Inc. and their Products.

20 days ago





Great News!

On October 13-16th the team at [Better Family](#) was presented the opportunity to showcase our products, The Beebo and Swabbies Diaper Cream along with Drop It Baby at the ABC ([All Baby and Child](#)) Expo!

The event was a huge success for Better Family.

After the show we received several orders and even gained a new distributor in the Dominican republic for The Beebo!

One inquiry we are extremely excited about is from [koalabear.com](#) for a potential Koala Kare licensing deal for Swabbies applicators.

Our current plans include discussing with the board; benefits and needs from branding for this type of royalty opportunity.

At Better Family we are a huge supporter of this Koala Kare opportunity because it is a well known brand in the market place. Because Swabbies is already a sponsor of "Squat For Change" a viral movement that pushes the need for changing tables in men's public restrooms.

<https://www.news4jax.com/positively-jax/2019/06/17/squat-for-change-founder-partners-with-pampers/>

For more news and company updates, be sure to follow Better Family on our social media platforms: [Instagram](#), [Facebook](#), and [LinkedIn](#) along with checking in on our [website](#) for more information!

Sincerely yours,

Carman Campbell

### Notice of Funds Disbursement

about 1 month ago

[The following is an automated notice from the StartEngine team].

Hello!

As you might know, Better Family has exceeded its minimum funding goal. When a company reaches its minimum on StartEngine, it's about to begin withdrawing funds. If you invested in Better Family be on the lookout for an email that describes more about the disbursement process.

This campaign will continue to accept investments until its indicated closing date.

Thanks for funding the future



Thanks for turning the future.

-StartEngine

## **Better Family leases new headquarters to accommodate the company's recent growth. Better Family attends All Baby & Child ABC event ABC Creates Virtual Tradeshow Platform (VIP) live event tradeshow**

about 1 month ago

October 6, 2020 Better Family Dunnellon Florida, announced today that they secured new office space that will accommodate the company's recent growth allowing the company to better service the needs of customer's.

The new facility has enough room to segregate operations and allows for a new media room, sample & storage room, mail room and separate offices for all Better Family personnel.

Carman Cook-Campbell President stated "One of the most exciting things about our new location is our NEW Media room. The media room will be used for virtual trade shows done in a live video format for the first time. Our beautiful 10 x 20 trade booth is now set up inside our facility. And we will be able to present both our product lines the Beebo and Swabbies.

With video presentations and zoom meetings on the rise, while reduced personal contact is encouraged and recommended, the Media room is an important addition to Better Family's structure and management believes it will be extremely valuable to the company's future growth.

### **ABC's Virtual Tradeshow Platform (VIP)**

Our first online trade show with ABC is scheduled for October 13<sup>th</sup> to the 15<sup>th</sup> 2020, and we will be live on the VIP demonstrating to wholesalers the benefits of Better Family's products and how they're "making parenting easier" potential wholesale buyer's will be attending the presentation on the 15<sup>th</sup> during our 20 minute time slot.

This is the first time we will present the Beebo with all four colors, at a wholesalers trade show alongside Swabbies at the same event.

### **Virtual ABC**

"The ABC Event is especially important annual event to move our business forward, the event allows buyers to learn about new products first-hand, and gather to meet new people, renew friendships, and conduct profitable business" Stated Campbell.

"While we strongly believe in the power of personal connection to discover, educate, and motivate our industry, we are also committed to creating a safe space for our community. This is why we will showcase our products this year in a brand new live virtual format developed by ABC so we can have the opportunity to present our products, answer questions and meet our buyers on a somewhat personal level. This is going to be exciting and I encourage all to attend or watch on us on the 15<sup>th</sup> of October"

### **ABC Fall 2020 notice**

**Jul 27, 2020**

Aaron Pederson **ABC Board Chairman**

ABC was prepared to follow all safety measures and protocols in the production of ABC 2020 to help ensure the safety of all of our industry partners and team members. However, due to the increase in virus cases throughout much of the nation including Las Vegas, we have made the difficult decision not to move forward with the event this September.

We will stay in contact with you, and only together will we determine when it is safe and appropriate to convene once again as an industry for the next ABC Kids Expo.

### Virtual Tradeshow Platform (VIP) creation

ABC realized that many Businesses and Buyers are anxious to get back to business and we are excited to work with you on our *Virtual Tradeshow Platform*! The new platform has the following features.

- VTP enables buyers and sellers to connect year-round
- VTP Will feature a searchable, easy to navigate directory
- VTP Brand information and new product listings, imagery, and video
- Presentations, webcasts, live chats as well as pertinent educational content.

### More about ABC all baby & child

ABC Kids Expo (All Baby & Child), founded in March 2003, is a non-profit organization, dedicated to producing events on behalf of the juvenile products industry. Witness the "Power of Partnership" and develop long-lasting profitable relationships by attending the annual ABC Kids Expo.

### ABC Corp. Goal

The main objective and purpose of ABC is to act as a business league that helps organize and put on trade shows to be held for the benefit of juvenile products manufacturers, specialty store retailers, distributors and manufacturers' representatives of juvenile products.

Better Family is dedicated to making the lives of parents easier

## Notice of Material Change in Offering

about 2 months ago

[The following is an automated notice from the StartEngine team].

Hello! Recently, a change was made to the Better Family offering. Here's an excerpt describing the specifics of the change:

*Extended length of campaign.*

When live offerings undergo changes like these on StartEngine, the SEC requires that certain investments be reconfirmed. If your investment requires reconfirmation, you will be contacted by StartEngine via email with further instructions.

## Notice of Funds Disbursement

2 months ago

[The following is an automated notice from the StartEngine team].

Hello!

As you might know, Better Family has exceeded its minimum funding goal. When a company reaches its minimum on StartEngine, it's about to begin withdrawing funds. If you invested in Better Family be on the lookout for an email that describes more about the disbursement process.

This campaign will continue to accept investments until its indicated closing date.

Thanks for funding the future.

-StartEngine

**Better Family, Inc.'s "Shark Tank" Featured Product announces the signing of multiple distribution agreements for "The Beebo" Company receives order for small 20' container of all 4 Beebo colors since the launch of Better Family's distributor program**

## **SINCE THE LAUNCH OF BETTER FAMILY'S DISTRIBUTOR PROGRAM**

2 months ago

Carman Cook-Campbell, President of Better Family, Inc. stated, "we are happy to announce today that Better Family Inc. has signed several new distributors for The Beebo it is starting to bear fruit internationally."

"Our newest distributors The Selling Bros and SoftCoffee have now received all samples and authorizations to begin marketing the Beebo and we're excited to have these recognized distributors for the Beebo in growing regions." Mrs. Campbell stated.

Better Family is looking forward to this opportunity as we are extremely pleased to welcome the Selling Bros. and SoftCoffee as our newest distributor's in Costa Rica, Panama, South Africa, and Sub Saharan Africa.

Selling Bros. assisted Monster Energy with an introduction into their region and SoftCoffee is well known with many distribution channels throughout South Africa that will certainly enhance Better Family's branding and recognition of all our products worldwide.

## **Better Family's Beebo receives first order from Burlington for their Baby Depot Outlets-Better Family introduces new Beebo commemorative purple edition commemorative purple edition**

3 months ago

Better Family Inc. announced today that they received an initial order for 600 units of the Teal Beebo's from Burlington stores, Inc. for their Baby Depot Departments. NYSE symbol "BURL"

Carman Cook-Campbell said "we are excited about our first order with Burlington for their Baby Depot's. The Baby Depot is a department within the respected Burlington retailer of popular quality baby products at reasonable prices. They have 727 stores in the USA, and we have just received our first PO for the Beebo, and product will be available in select Burlington locations within the next few weeks.

### **More about Burlington**

Burlington is headquartered in New Jersey, a nationally recognized off-price retailer with Fiscal 2019 revenues of \$7.3 billion. The Company is a Fortune 500 company and its common stock is traded on the New York Stock Exchange under the ticker symbol "BURL." The Company operated 727 stores as of the end of the fourth quarter of Fiscal 2019 in 45 states and Puerto Rico, principally under the name Burlington Stores. That number has grown from 567 in 2016. The Company's stores offer an extensive selection of in-season, fashion-focused merchandise at up to 60% off other retailers' prices every day, including women's ready-to-wear apparel, menswear, youth apparel, baby, beauty, footwear, accessories, home, toys and coats. Baby depot specializes in fairly priced popular baby merchandise as an in-store department of Burlington stores Inc.

### **New Inventory of Beebo's is now on its way.**

The new purple Beebo with our other popular colors charcoal, raspberry, and teal will be available soon in all our online locations.

Mrs.Campbell stated "we are pleased to again be able to offer our three most popular colors for the Beebo.

We are also proud to be offering our brand-new color to commemorate our sister company Swabbies said Campbell. This gives us four different colors for the Beebo to be offered on all company websites, and Amazon.

All of this we feel will position the company better in preparation for the upcoming buying season towards the end of 2020".

## **Notice of Funds Disbursement**

3 months ago

[The following is an automated notice from the StartEngine team].

Hello!

As you might know, Better Family has exceeded its minimum funding goal. When a company reaches its minimum on StartEngine, it's about to begin withdrawing funds. If you invested in Better

Family be on the lookout for an email that describes more about the disbursement process.

This campaign will continue to accept investments until its indicated closing date.

Thanks for funding the future.

-StartEngine

### Notice of Material Change in Offering

4 months ago

[The following is an automated notice from the StartEngine team].

Hello! Recently, a change was made to the Better Family offering. Here's an excerpt describing the specifics of the change:

*Better Family provided updated financials that include a subsidiary's review.*

When live offerings undergo changes like these on StartEngine, the SEC requires that certain investments be reconfirmed. If your investment requires reconfirmation, you will be contacted by StartEngine via email with further instructions.

[SHOW MORE UPDATES](#)

### Comments (53 total)

Add a public comment...

0/2500



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Post

Please [sign in](#) to post a comment.

**John Bruso** [SE OWNER](#) [9 INVESTMENTS](#) [INVESTED](#) 18 days ago

WOW! Looks like we are on a roll. Nice job. Hope Better Family can keep this up and even bring on board another company that deals with Baby products. With this lock down I expect 2021 to be a huge baby birth year.

**Carman Cook-Campbell** - [Better Family](#) 14 days ago

Hi John, Thank you for your comment and support. We do have plans on adding more branded products in the very near future. These times are challenging and we will be prepared for a baby boom in 202.

**Tracy Menke** [1 INVESTMENT](#) [INVESTED](#) 20 days ago

Hello Ms. Campbell. I invested a while back and have been getting occasional emails from you, but have not received any official documents or paperwork to show the official shares investment I purchased. Will this be something I should be expecting in the mail, or email? Thank you, Tracy

Menke

**Carman Cook-Campbell** - Better Family 19 days ago

Hi Tracy! Welcome to the Family! Thank you for your support and investment! You will receive an electronic certificate once we reach our goal and the offering is completed.

---

**Stanley Reedus** 17 INVESTMENTS 24 days ago

Ms Campbell,

I'm considering investing in your company. I have a few questions I would like to ask.

1. Do you have other products you will be adding to the brand in the future?
2. How long will this crowdfunding raise last? Days, Date, or, until you raise the max.
3. What's your projection on sales for this year & 2021?

Your response is appreciated.

**Carman Cook-Campbell** - Better Family 22 days ago

Hi Stanley, thank you for your interest in Better Family and for the great questions!

1. Do you have other products you will be adding to the brand in the future?  
Yes we are currently working on adding other products during this campaign and in the future.
2. How long will this crowdfunding raise last? Days, Date, or, until you raise the max.  
Until we raise the Max is our plan.
3. What's your projection on sales for this year & 2021?  
At this time Better Family's board has decided not to provide any projections for year end, 2020. We will also not be providing projections for 2021.  
When, the COVID affects and long term impacts are better understood, we will do our best to provide the projections. We can share at this time, that our manufacturing difficulties due to COVID have been remedied. Please visit our website at [www.betterfamilyinc.com](http://www.betterfamilyinc.com) to stay updated.

---

**Sylvester Robinson** SE OWNER 13 INVESTMENTS INVESTED a month ago

This growth is wonderful and the fact you are getting bigger space to accommodate the people is even better.

At what point do us investors start to see a return on our investments?

**Carman Cook-Campbell** - Better Family a month ago

Hi Sylvester, Thank you for your investment and support. We believe that we will be able to pay out dividends in the near future. At this point we can not give a definitive answer.

---

**Quentin Bauer** 3 INVESTMENTS INVESTED a month ago

1.) What date does your extended length of campaign end?

2.) Do you guy/girls plan on extending the back end of the beebo so it's longer so there is not alot of weight in the front?

Also keep up the AMAZING WORK!! my gf sister recently had a baby I bought her a beebo she hasn't tried it yet she has been busy, she told me that she has always wanted something like this! I dont understand why people give the beebo so much hate it's super easy and simple and there is no way you baby could choke.

**Carman Cook-Campbell** - Better Family a month ago

Hello Quentin,

Welcome to the family and thank you for your support! Great questions!

1. The extension was for 60 Days from September 25th. So, November 25th.
2. Yes we have experimented with different designs and this has been the best so far. We have found that if you position the front of the bottle holder higher up towards your shoulder the weight is more displaced.

Thank you for your kind words! You are correct those who have commented concerns or given their opinions have NOT actually used the product. Please encourage her to use it and then give us a review.

---

**James Madden** 1 INVESTMENT INVESTED 2 months ago

Good day everyone. Just a fast and easy question. I've invested 150.00 dollars which lets me hold a few shares . Now, will there be a time when dividends will be paid and can u possible give an approx. figure

**Carman Cook-Campbell** - **Better Family** 2 months ago

Hi James, Thank you for your investment and support! Our goal is to pay dividends in the future and they will be based off the company's profits at that time. Unfortunately, we can not give a date on when that will be yet,

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**christopher ward** SE OWNER 3 INVESTMENTS INVESTED 2 months ago

Confused, I did see the \$147+ investment did qualify for the 10% start engine bonus. Unless I am mistaken? or the notation is incorrect on the offering?

**Carman Cook-Campbell** - **Better Family** 2 months ago

Hi Christopher, Thank you for your support and investment! You would need to contact Start Engine support with any questions about their 10% bonus offering.

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#### Important Message

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. INVESTMENTS ON STARTENGINE ARE SPECULATIVE, ILLIQUID, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF YOUR ENTIRE INVESTMENT.

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## EXHIBIT D TO FORM C

### VIDEO TRANSCRIPT

Carman- Hi my name is Carman Cook Campbell the inventor and founder of “Swabbies”.

Martin- Hello my name is Martin the inventor and founder of the “Beebo”.

Carman- As a mom I hated trying to deal with diaper cream. It was so messy and just got everywhere! So, I designed Swabbies for the “parent on the go.”

Swabbies is an organic diaper cream that comes prefilled in a disposable applicator. The applicator is unique and patented, and makes it easy for busy moms with scornful babies to securely hold your baby with one hand while you apply the cream with the other. Swabbies is currently sold online at Swabbiescream.com, Amazon, Macy’s.com, and available in all Buy Buy Baby stores.

Martin- As an engineer and father, I created the Beebo. It’s a baby bottle holder which gives you a free hand to read to your baby, more easily enjoy family meals together, or snuggle your baby with both hands during feeding. The Beebo can be used by moms, dads, grandparents, or virtually any family member.

Since our launch, the product has gained amazing traction, and was even successfully funded on Shark Tank by Ashton Kutcher and Lori Greiner!

The Beebo is sold chainwide in Buybuy Baby, on our website, the beebo.com, on Amazon, and in hundreds of Walmart stores nationwide.

Carman:

Martin and I met through mutual connections and began talking about the similarities and shared consumer base of our products. We decided we had a lot of synergy and a lot to offer each other.

I’m so happy to say we recently merged the two companies to become one incredible business, called Better Family. We’re now pooling our resources and contacts, including Martin’s Shark Tank network and relationships with major retailers so we can cross-sell each product to our existing customer base and have more to offer new customers.

Martin – In terms of our combined addressable market, we have two consumer groups that both products appeal to. The Beebo has been historically purchased by new moms and dads, but it’s also been purchased by grandparents who love it for the extra support it gives when they’re feeding their grandchild.

This is a picture sent to us recently with a really awesome comment from one of our customers.

Carman: And Swabbies is currently purchased for babies by moms, dads, and grandparents. However, the adult care market is untapped for Swabbies. Home health care workers and nursing homes need Swabbies for their elderly patients and this represents a diaper cream market of a total of \$1.4 Billion. We’re so super excited to begin to sell into that market.



Martin – With our Better Family team in place, we are now not only in an excellent position to market the Beebo and Swabbies to our existing and new customers, but we're better positioned to market both products internationally and expand our global market presence.

Carman – Yes, Martin and I want to use funds from this campaign to drive advertising and marketing campaigns on Amazon and through social media to fulfill our various sales targets. We'll target new consumers, new markets and new geographies as well as cross-sell into existing ones. We've seen direct return on investment both in-store and online with these campaigns and I'm really excited to have our team keep that momentum going for Beebo and Swabbies.

Martin – We appreciate your support and we are so excited about the future growth of our sales and our company.

Carman- So Check out our perks and details below on our campaign and we hope to see you on our growing list of shareholders.

Graphic: Better Family Inc. Making parenting Easier, the Beebo, a better way to bottle feed, swabbies supreme diaper cream.

## STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

### Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 6-8% (six to eight percent) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.

### Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

### Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$1.07M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its

target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

#### Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest up to the greater of either \$2,200 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed \$107,000.

**EXHIBIT F TO FORM C**

**ADDITIONAL CORPORATE DOCUMENTS**

*[See attached]*

# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SWABBIES TECH, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2019, AT 3:16 O'CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.*



7517735 8100  
SR# 20195996702

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203233483  
Date: 07-17-19

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:16 PM 07/16/2019  
FILED 03:16 PM 07/16/2019  
SR 20195996702 - File Number 7517735

**CERTIFICATE OF INCORPORATION  
OF  
SWABBIES TECH, INC.**

(Pursuant to the General Corporation Law of the State of Delaware)

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”),

**DO HEREBY CERTIFY:**

**FIRST:** The name of this corporation is SWABBIES TECH, INC. (the “**Corporation**”).

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, in the City of Dover, County of Kent, zip code 19904. The name of its registered agent at such address is Cogency Global Inc.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 5,000,000 shares of Common Stock, \$0.0001 par value per share (“**Common Stock**”).

**FIFTH:** Subject to any additional vote required by this Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** Subject to any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation. Each director shall be entitled to one vote on each matter presented to the Board of Directors.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a

director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification of Directors and Officers. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an **"Indemnified Person"**) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a **"Proceeding"**), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Indemnified Person in such Proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article Tenth the Corporation shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board of Directors.

2. Prepayment of Expenses of Directors and Officers. The Corporation shall pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article Tenth or otherwise.

3. Claims by Directors and Officers. If a claim for indemnification or advancement of expenses under this Article Tenth is not paid in full within thirty (30) days after a written claim therefor by the Indemnified Person has been received by the Corporation, the Indemnified Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

4. Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any Proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an

employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, limited liability company, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in connection with such Proceeding. The ultimate determination of entitlement to indemnification of persons who are non-director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a Proceeding initiated by such person if the Proceeding was not authorized in advance by the Board of Directors.

5. Advancement of Expenses of Employees and Agents. The Corporation may pay the expenses (including attorneys' fees) incurred by an employee or agent in defending any Proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

6. Non-Exclusivity of Rights. The rights conferred on any person by this Article Tenth shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Bylaws of the Corporation, or any agreement, or pursuant to any vote of stockholders or disinterested directors or otherwise.

7. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, limited liability company, joint venture, trust, organization or other enterprise.

8. Insurance. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation's expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article Tenth; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article Tenth.

9. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Indemnified Person and such person's heirs, executors and administrators.

**ELEVENTH:** The Corporation renounces, to the fullest extent permitted by law, any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "**Excluded Opportunity**" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director of the Corporation (a "**Covered Person**"), unless such matter,

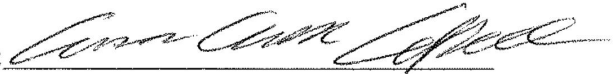


transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation while such Covered Person is performing services in such capacity. Any repeal or modification of this Article Eleventh will only be prospective and will not affect the rights under this Article Eleventh in effect at the time of the occurrence of any actions or omissions to act giving rise to liability.

**TWELFTH:** Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article Twelfth shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article Twelfth (including, without limitation, each portion of any sentence of this Article Twelfth containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

**THIRTEENTH:** The name and mailing address of the incorporator are Carman Cook-Campbell, 11150 North Williams Street, No. 8-109, Dunnellon, FL 34432. The following persons are hereby appointed as the initial directors of the Corporation, effective immediately, until the first annual meeting of the stockholders or until their successors have been duly elected and qualified: (1) Carman Cook-Campbell, (2) Paula D'Onofrio, (3) Sharon Franklin, and (4) Tara Heath. The mailing address of each of the initial directors of the Corporation is 11150 North Williams Street, No. 8-109, Dunnellon, FL 34432. The undersigned incorporator hereby resigns in her capacity as incorporator, effective immediately upon the filing of this Certificate of Incorporation with the Delaware Secretary of State.

INCORPORATOR:

By:   
Carman Cook-Campbell

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:01 PM 12/18/2019  
FILED 03:01 PM 12/18/2019  
SR 20198728218 - FileNumber 7517735

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That the Board of Directors of Swabbies Tech, Inc., duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:


**RESOLVED,** that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE FOURTH" so that, as amended, said Article shall be and read as follows:

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 20,100,000 shares of Common Stock, \$0.0001 par value per share, of which 20,000,000 shares shall be designated "Class A Common Stock" which such Class A Common Stock shall be vested with 1 vote per share, and 100,000 shares shall be designated "Class B Common Stock" and which such Class B Common Stock shall be vested with 100 votes per share.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said corporation has caused this certificate to be signed this 19th day of November, 2019.

By:   
Title: President  
Name: Carman Cook-Campbell