

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

**FORM C-AR**

**UNDER THE SECURITIES ACT OF 1933**

(Mark one.)

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

***Name of Issuer:***

TheCru II, Inc.

***Legal status of Issuer:***

***Form:***

Corporation

***Jurisdiction of Incorporation/Organization:***

Delaware

***Date of Organization:***

August 26, 2019

***Physical Address of Issuer:***

6 Mt. Morris Park W, New York, New York 10027, United States

***Website of Issuer:***

<https://www.thecru.com>

***Current Number of Employees:***

5

	<b>Most recent fiscal year-end (2022)</b>	<b>Prior fiscal year-end (2021)</b>
<b>Total Assets</b>	\$891,803	\$1,048,608
<b>Cash &amp; Cash Equivalents</b>	\$132,191	\$222,773
<b>Accounts Receivable</b>	\$148,328	\$321,048
<b>Current Liabilities</b>	\$285,217	\$656,080
<b>Long-term Debt</b>	\$2,101,337	\$190,000
<b>Revenues/Sales</b>	\$582,122	\$704,477
<b>Cost of Goods Sold*</b>	\$593,391	\$302,392
<b>Taxes Paid</b>	\$3,707	\$0
<b>Net Income/(Net Loss)</b>	\$(1,713,273)	\$(1,172,139)

\*Cost of Revenue

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April 21, 2023

TheCru II, Inc.



This Form C-AR (including the cover page and all exhibits attached hereto, the “**Form C-AR**”) is being furnished by TheCru II, Inc. (“**TheCru**,” the “**Company**,” “**we**,” “**us**,” or “**our**”) for the sole purpose of providing certain information about the Company as required by the U.S. Securities and Exchange Commission (“**SEC**” or “**Commission**”).

No federal or state securities commission or regulatory authority has passed upon the accuracy or adequacy of this document. The SEC does not pass upon the accuracy or completeness of any disclosure document or literature. The Company is filing this Form C-AR pursuant to Regulation CF (§ 227.100 et seq.) which requires that it must file a report with the Commission and annually post the report on its website at <https://www.thecru.com> no later than 120 days after the end of each fiscal year covered by the report. The Company may terminate its reporting obligations in the future in accordance with Rule 202(b) of Regulation CF (§ 227.202(b)) by (1) being required to file reports under Section 13(a) or Section 15(d) of the Exchange Act of 1934, as amended, (2) filing at least one annual report pursuant to Regulation CF and having fewer than 300 holders of record, (3) filing annual reports for three years pursuant to Regulation CF and having assets equal to or less than \$10,000,000, (4) the repurchase of all the Securities sold pursuant to Regulation CF by the Company or another party or (5) the liquidation or dissolution of the Company.

The date of this Form C-AR is April 21, 2023.

***THIS FORM C-AR DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR SELL SECURITIES.***

#### **ABOUT THIS FORM C-AR**

You should rely only on the information contained in this Form C-AR. We have not authorized anyone to provide any information different from that contained in this Form C-AR. If anyone provides you with different or inconsistent information, you should not rely on it. Statements contained herein as to the content of any agreements or other documents are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents.

You should assume that the information contained in this Form C-AR is accurate only as of the date of this Form C-AR, regardless of the time of delivery of this Form C-AR. Our business, financial condition, results of operations, and prospects may have changed since that date.

#### **FORWARD-LOOKING STATEMENTS**

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

The forward-looking statements contained in this Form C-AR and any documents incorporated by reference herein are based on reasonable assumptions the Company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. As you read and consider this Form C-AR, you should understand that these statements are not

guarantees of performance or results. They involve risks, uncertainties (many of which are beyond the Company's control) and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual operating and financial performance and cause our performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect or change, our actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statements made in this Form C-AR or any documents incorporated by reference herein or therein is accurate only as of the date of this Form C-AR. Factors or events that could cause our actual operating and financial performance to differ may emerge from time to time, and it is not possible for the Company to predict all of them. Except as required by law, the Company undertakes no obligation to publicly update any forward-looking statements for any reason after the date of this Form C-AR, whether as a result of new information, future developments or otherwise, or to conform these statements to actual results or to changes in our expectations.

## **OTHER INFORMATION**

**The Company has not failed to comply with the ongoing reporting requirements of Regulation CF § 227.202 in the past.**

### **Bad Actor Disclosure**

The Company is not subject to any Bad Actor Disqualifications under any relevant U.S. securities laws.

## SIGNATURE

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

The issuer also certifies that the attached financial statements are true and complete in all material respects.

/s/ Tiffany Dufu

(Signature)

Tiffany Dufu

(Name)

Chief Executive Officer

(Title)

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

/s/ Tiffany Dufu

(Signature)

Tiffany Dufu

(Name)

Director

(Title)

April 21, 2023

(Date)

### ***Instructions.***

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.

2. The name of each person signing the form shall be typed or printed beneath the signature. Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

**EXHIBIT A**  
**ANNUAL REPORT**  
**(EXHIBIT A TO FORM C-AR)**  
**April 21, 2023**

**TheCru II, Inc.**



**SUMMARY**

*The following summary is qualified in its entirety by more detailed information that may appear elsewhere in the Form C-AR and the Exhibits hereto. This summary may not contain all of the information that may be important to you. You should read the entire Form C-AR carefully, including this Exhibit A and Exhibit B therein.*

**Description of the Business**

TheCru II, Inc., doing business as The Cru, is a community-led digital company that helps women meet their life goals and helps companies retain them. The Company offers an enterprise solution that helps executive teams and human resources/DEI leaders support, advance and retain the mid-career women in their organizations. The Company achieves this by supporting women's intentions and surfacing unique insights into how to better serve and better leverage this core demographic.

The Company was originally formed as a limited liability company on July 13, 2018 and was named TheCru II LLC. The Company converted to a New York corporation on July 5, 2019 and was named TheCru II, Inc., which was subsequently changed to TheCru, Inc. Thereafter, a Delaware corporation, named TheCru II, Inc. was formed on August 26, 2019 and was merged into TheCru, Inc., the New York corporation, with TheCru II, Inc. the Delaware corporation, becoming the surviving entity.

The Company is headquartered in New York and qualified to conduct business in New York and Delaware. The Company sells its products and services through the internet throughout the United States.

The Company, having sold securities pursuant to Regulation Crowdfunding under the Securities Act of 1933, is filing this annual report pursuant to Rule 202 of Regulation Crowdfunding for the fiscal year ended December 31, 2022. We have filed this report as of the filing date above, and the report may be found on the Company's website.

The information on the Company available on or through our website is not a part of this Form C-AR.

## RISK FACTORS

*The SEC requires the Company to identify risks that are specific to its business and 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 riskier than more developed companies. You should consider general risks as well as specific risks, including, but not limited to, those noted herein.*

### **Risks Related to the Company's Business and Industry**

***We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.***

The Company is still in an early phase and we are just beginning to implement our business plan. There can be no assurance that we will ever operate profitably. The likelihood of our success should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by early-stage companies. The Company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

***Global crises and geopolitical events, including without limitation, COVID-19 can have a significant effect on our business operations and revenue projections.***

A significant outbreak of contagious diseases, such as COVID-19, in the human population could result in a widespread health crisis. Additionally, geopolitical events, such as wars or conflicts, could result in global disruptions to supplies, political uncertainty and displacement. Each of these crises could adversely affect the economies and financial markets of many countries, including the United States where we principally operate, resulting in an economic downturn that could reduce the demand for our products and services and impair our business prospects, including as a result of being unable to raise additional capital on acceptable terms, if at all.

***The amount of capital the Company has on hand may not be enough to sustain the Company's current business plan.***

In order to achieve the Company's near and long-term goals, the Company may need to procure additional funds. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of their investment.

***We may face potential difficulties in obtaining capital.***

We may have difficulty raising needed capital in the future as a result of, among other factors, a lack of revenues from sales, as well as the inherent business risks associated with our Company and present and future market conditions. Our business currently has limited sales and future sources of revenue may not be sufficient to meet our future capital requirements. We may require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

***We may not have enough authorized capital stock to issue shares of common stock to investors upon the conversion of any security convertible into shares of our common stock, including the Securities.***

Unless we increase our authorized capital stock, we may not have enough authorized common stock to be able to obtain funding by issuing shares of our common stock or securities convertible into shares of our common stock. We may also not have enough authorized capital stock to issue shares of common stock to investors upon the conversion of any security convertible into shares of our common stock, including the Securities.

***We may implement new lines of business or offer new products and services within existing lines of business.***

As an early-stage company, we may implement new lines of business at any time. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In



developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

***We rely on other companies to provide services.***

We depend on third party vendors to meet our contractual obligations to our customers and conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if vendors do not provide the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our services may be adversely impacted if companies to whom we delegate certain services do not perform to our, and our customers', expectations. Our vendors may also be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two vendors for a particular service.

***We rely on various intellectual property rights in order to operate our business.***

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

***The Company's success depends on the experience and skill of its executive officers and key personnel.***

We are dependent on our executive officers and key personnel. These persons may not devote their full time and attention to the matters of the Company. The loss of all or any of our executive officers and key personnel could harm the Company's business, financial condition, cash flow and results of operations.

***Although dependent on certain key personnel, the Company does not have any key person life insurance policies on any such people.***

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

***In order for the Company to compete and grow, it must attract, recruit, retain and develop the necessary personnel who have the needed experience.***

Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and will require our existing management and other personnel to develop additional expertise. We face intense competition for personnel, making recruitment time-consuming and expensive. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our product candidates. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in product development, loss of customers and sales and diversion of management resources, which could adversely affect operating results. Our consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts with third parties that may limit their availability to us, which could further delay or disrupt our product development and growth plans.

***We need to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment.***

To succeed in our intensely competitive industry, we must continually improve, refresh and expand our product and service offerings to include newer features, functionality or solutions, and keep pace with changes in the industry. Shortened product life cycles due to changing customer demands and competitive pressures may impact the pace at which we must introduce new products or implement new functions or solutions. In addition, bringing new products or solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate changing customer needs and trends. We must continue to respond to changing market demands and trends or our business operations may be adversely affected.

***The development and commercialization of our products is highly competitive.***

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing approved products and thus may be better equipped than us to develop and commercialize products. These competitors also compete with us in recruiting and retaining qualified personnel and acquiring technologies. Smaller or early stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. Accordingly, our competitors may commercialize products more rapidly or effectively than we are able to, which would adversely affect our competitive position, the likelihood that our products will achieve initial market acceptance, and our ability to generate meaningful additional revenues from our products.

***If we fail to retain existing corporate clients or add new corporate clients, or if our users decrease their level of engagement with our platform, our revenue, financial results, and business may be significantly harmed.***

The size of our corporate client base and our users' level of engagement are critical to our success. Our financial performance will be significantly determined by our success in adding, retaining, and engaging active users of our platform. If people do not perceive our platform and products to be useful, reliable, and trustworthy, we may not be able to attract or retain users or otherwise maintain or increase the frequency and duration of their engagement. There is no guarantee that we will not experience an erosion of our active user base or engagement levels. User engagement patterns may change over time, and user engagement can be difficult to measure, particularly as we introduce new and different products and services.

***Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.***

Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult

for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

***Damage to our reputation could negatively impact our business, financial condition and results of operations.***

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

***Our business could be negatively impacted by cyber security threats, attacks and other disruptions.***

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

***Security breaches of confidential customer information, in connection with our electronic processing of credit and debit card transactions, or confidential employee information may adversely affect our business.***

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

***The use of individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels.***

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

effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

***The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies.***

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

***Changes in federal, state or local laws and government regulation could adversely impact our business.***

The Company is subject to legislation and regulation at the federal and local levels and, in some instances, at the state level. New laws and regulations may impose new and significant disclosure obligations and other operational, marketing and compliance-related obligations and requirements, which may lead to additional costs, risks of non-compliance, and diversion of our management's time and attention from strategic initiatives. Additionally, federal, state and local legislators or regulators may change current laws or regulations which could adversely impact our business. Further, court actions or regulatory proceedings could also change our rights and obligations under applicable federal, state and local laws, which cannot be predicted. Modifications to existing requirements or imposition of new requirements or limitations could have an adverse impact on our business.

***We operate in a highly regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer.***

We are also subject to a wide range of federal, state, and local laws and regulations. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we may incur capital and operating expenditures and other costs to comply with these requirements and laws and regulations.

***Changes in employment laws or regulation could harm our performance.***

Various federal and state labor laws govern our relationship with our employees and affect operating costs. These laws include minimum wage requirements, overtime pay, healthcare reform and the implementation of the Patient Protection and Affordable Care Act, unemployment tax rates, workers' compensation rates, citizenship requirements, union membership and sales taxes. A number of factors could adversely affect our operating results, including additional government- imposed increases in minimum wages, overtime pay, paid leaves of absence and mandated health benefits, mandated training for employees, increased tax reporting and tax payment requirements for employees who receive tips, a reduction in the number of states that allow tips to be credited toward minimum wage requirements, changing regulations from the National Labor Relations Board and increased employee litigation including claims relating to the Fair Labor Standards Act.

## BUSINESS

### Description of the Business

TheCru II, Inc., doing business as The Cru, is a community-led digital company that helps women meet their life goals and helps companies retain them. The Company offers an enterprise solution that helps executive teams and human resources/DEI leaders support, advance and retain the mid-career women in their organizations. The Company achieves this by supporting women's intentions and surfacing unique insights into how to better serve and better leverage this core demographic.

The Company was originally formed as a limited liability company on July 13, 2018 and was named TheCru II LLC. The Company converted to a New York corporation on July 5, 2019 and was named TheCru II, Inc., which was subsequently changed to TheCru, Inc. Thereafter, a Delaware corporation, named TheCru II, Inc. was formed on August 26, 2019 and was merged into TheCru, Inc., the New York corporation, with TheCru II, Inc, the Delaware corporation, becoming the surviving entity.

The Company is headquartered in New York and qualified to conduct business in New York and Delaware. The Company sells its products and services through the internet throughout the United States.

### Business Plan

The Company plans to significantly expand its business by increasing sales and marketing and investing in technology and product development. Any capital we raise in the future will empower us to expand our product development, increase sales and marketing efforts and grow out our customer service as we continue to aggressively grow and expand our business.

### The Company's Products and/or Services

Product / Service	Description	Current Market
<b>B2B Partnerships</b>	Year-long membership for selected number of women from a participating company. Includes a kick-off event and ongoing data insights.	Medium to large businesses who are looking to develop and retain their women in middle management

### Competition

The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors.

Our primary competitors are Kahilla, Chief, Bonfire, The Forem, The Grand, the Wie Suite, BetterUp, Bravely, Medley Lean In, Ellevest, Tone Networks, and Franklin Covey.

### Customer Base

Medium to large businesses who are looking to develop and retain their women in middle management.

### Supply Chain

Although the Company is dependent upon certain third party vendors, the Company has access to alternate service providers in the event its current third-party vendors are unable to provide services or any issues arise with its current vendors where a change is required to be made. The Company does not believe the loss of a current third-party vendor or service provider would cause a major disruption to its business, although it could cause short-term limitations or disruptions.

**Intellectual Property**

The Company currently does not have any registered patents or trademarks.

All intellectual property is in the form of trade secrets, business methods and know-how and is protected through intellectual assignment and confidentiality agreements with Company employees, advisors and consultants.

**Governmental/Regulatory Approval and Compliance**

The Company is subject to and affected by the laws and regulations of U.S. federal, state and local governmental authorities. These laws and regulations are subject to change.

**Litigation**

The Company is not subject to any current litigation or threatened litigation.

## DIRECTORS, OFFICERS, MANAGERS AND KEY PERSONS

The directors, officers, managers and key persons of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years.

Name	Positions and Offices Held at the Company	Principal Occupation and Employment Responsibilities for the Last Three (3) Years	Education
Tiffany Dufu	CEO, Founder and Director	<p>CEO, Founder and Director of TheCru II, Inc., 2018 – Present</p> <p>Responsible for strategy and general CEO responsibilities</p> <p>Board Memberships: Simmons University, 2017 - Present</p> <p>Girls Who Code, 2016 - 2022</p> <p>Responsible for Board oversight</p>	<p>University of Washington, Bachelor of Arts, English, 1996; Master of Arts, English, 1999</p>
Cindy Sperling	CFO	<p>CFO of TheCru II, Inc., 2021 – Present</p> <p>Responsible for overseeing Finance and Accounting. Human Resources and Legal functions.</p> <p>Founder and CEO of All in COO, LLC, 2020 – Present</p> <p>Consulting business for start-ups.</p> <p>Contracted Part-Time COO for The American Electrogram Company, Inc., 2021 – Present</p> <p>Responsible for providing COO services</p> <p>COO for TheCru II, Inc., 2019 – 2020</p> <p>Responsible for COO duties</p>	<p>University of Michigan, Ann Arbor, Bachelor of Business Administration, 1993</p>

### Biographical Information

Tiffany Dufu: Tiffany is the CEO, Founder and Director of the Company. She’s also the author of the bestselling book “Drop the Ball: Achieving More by Doing Less”. Named to Entrepreneur's 100 Powerful Women and Fast Company’s League of Extraordinary Women, Tiffany has raised nearly \$20 million toward the cause of women and girls. She was a launch team member to Lean In and was Chief Leadership Officer to Levo, one of the fastest growing millennial professional networks. Prior to that, Tiffany served as President of The White House Project, as a Major Gifts Officer at Simmons University, and as Associate Director of Development at Seattle Girls’ School. Tiffany is a member of Women’s Forum New York, Delta Sigma Theta, Sorority, Inc. and is a Lifetime Girl Scout.

Cindy Sperling: Cindy is the CFO of the Company. She has nearly 30 years of experience in Executive Management, Strategic Planning, Operations and Financial Analysis within the digital media, technology, SAS and consumer products industries. She has most recently served as the COO/CFO of several start-ups in hyper-growth mode, helping those businesses scale, set up all departments, create their long-term strategies, shape company culture and raise funds. Previously, Cindy was at Softbank Capital for ten years, involved in all aspects of venture investing. Cindy began her

career at Arthur Andersen LLP in accounting. She achieved CPA certification in 1996. Cindy received a Bachelor of Business Administration from the University of Michigan, Ann Arbor.

### **Indemnification**

Indemnification is authorized by the Company to directors, officers or controlling persons acting in their professional capacity pursuant to Delaware law. Indemnification includes expenses such as attorney's fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.



## CAPITALIZATION, DEBT AND OWNERSHIP

### Capitalization

The Company's authorized capital stock consists of 22,948,613 shares of common stock, par value \$0.000001 per share (the "**Common Stock**") and 10,448,613 shares of preferred stock, par value \$0.000001 per share (the "**Preferred Stock**"), of which 5,943,731 shares of the Preferred Stock are designated as "**Series Seed Preferred Stock**" and 4,504,882 shares of the Preferred Stock are designated as "**Series Seed-1 Preferred Stock**". Additionally, the Company has established the 2019 Equity Incentive Plan for which 2,500,000 shares are authorized for issuance thereunder. As of the date of this Form C-AR, 10,331,330 shares of Common Stock, 5,943,729 shares of Series Seed Preferred Stock and 4,504,882 shares of Series Seed-1 Preferred Stock are issued and outstanding. Additionally, the Company has 1,331,168 options to purchase Common Stock issued and outstanding and an additional 837,502 options available for issuance under the 2019 Equity Incentive Plan.

### *Outstanding Capital Stock*

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

Type	Common Stock*
Amount Outstanding	10,331,330
Par Value Per Share	\$0.000001
Voting Rights	1 vote per share
Anti-Dilution Rights	None
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional shares of Common Stock which may dilute the Security.

\*The Common Stock shall be entitled to elect one board of director. Any additional directors shall be elected by a majority of the Preferred Stock and Common Stock, voting together as a single class on an as-converted basis.

<b>Type</b>	Series Seed Preferred Stock
<b>Amount Outstanding</b>	5,943,729
<b>Par Value Per Share</b>	\$0.000001
<b>Voting Rights</b>	1 vote per share
<b>Anti-Dilution Rights</b>	None
<b>Other Rights</b>	<ul style="list-style-type: none"> <li>(a) Original Issue Price shall mean \$0.2940 per share for the Series Seed Preferred Stock;</li> <li>(b) The Common Stock shall be entitled to elect one board of director. Any additional directors shall be elected by a majority of the Preferred Stock and Common Stock, voting together as a single class on an as-converted basis.</li> <li>(c) Right to receive dividends on a pari passu basis with the Common Stock and Preferred Stock;</li> <li>(d) Liquidation Preference equal to greater of Original Issue Price, plus any dividends declared but unpaid, or such amount per share as would have been payable had all shares been converted into Common Stock;</li> <li>(e) Right to convert into Common Stock at any time at Original Issue Price, subject to adjustment;</li> <li>(f) Automatic conversion into Common Stock upon either (i) the closing by the Company of the sale of shares in a firm commitment public offering or (ii) the consent of the Requisite Holders; and</li> <li>(g) Protective provisions so long as 25% of the Preferred Stock are outstanding</li> </ul>
<b>How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF</b>	The Company may issue additional shares of Series Seed Preferred Stock which may dilute the Security.

<b>Type</b>	Series Seed-1 Preferred Stock
<b>Amount Outstanding</b>	4,504,882
<b>Par Value Per Share</b>	\$0.000001
<b>Voting Rights</b>	1 vote per share
<b>Anti-Dilution Rights</b>	None
<b>Other Rights</b>	<ul style="list-style-type: none"> <li>(a) Original Issue Price shall mean \$0.2353 per share for the Series Seed Preferred Stock;</li> <li>(b) The Common Stock shall be entitled to elect one board of director. Any additional directors shall be elected by a majority of the Preferred Stock and Common Stock, voting together as a single class on an as-converted basis.</li> <li>(c) Right to receive dividends on a pari passu basis with the Common Stock and Preferred Stock;</li> <li>(d) Liquidation Preference equal to greater of Original Issue Price, plus any dividends declared but unpaid, or such amount per share as would have been payable had all shares been converted into Common Stock;</li> <li>(e) Right to convert into Common Stock at any time at Original Issue Price, subject to adjustment;</li> <li>(f) Automatic conversion into Common Stock upon either (i) the closing by the Company of the sale of shares in a firm commitment public offering or (ii) the consent of the Requisite Holders; and</li> <li>(g) Protective provisions so long as 25% of the Preferred Stock are outstanding</li> </ul>
<b>How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF</b>	The Company may issue additional shares of Series Seed-1 Preferred Stock which may dilute the Security.

**Outstanding Options, Safes, Convertible Notes, Warrants**

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

Type	Option to Purchase Common Stock
Shares Issuable Upon Exercise	1,331,168
Voting Rights	The holders of Options to purchase Common Stock are not entitled to vote.
Anti-Dilution Rights	None
Material Terms	Each Option, upon exercise, grants the holder of such Option, the right to purchase shares of Common Stock at a pre-determined price.
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional Options to purchase Common Stock which may dilute the Security.

Type	SAFEs (Simple Agreements for Future Equity)
Principal Amount Outstanding	\$1,126,337
Voting Rights	The holders of SAFEs are not entitled to vote.
Anti-Dilution Rights	None
Material Terms	Valuation cap of \$6,800,000; Discount of 20%
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional SAFEs which may dilute the Security.

Type	SAFEs (Simple Agreements for Future Equity)
Principal Amount Outstanding	\$975,000
Voting Rights	The holders of SAFEs are not entitled to vote.
Anti-Dilution Rights	None
Material Terms	Valuation cap of \$8,800,000; Discount of 20%
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional SAFEs which may dilute the Security.

<b>Type</b>	Crowd SAFE Reg CF Offering (Simple Agreement for Future Equity)
<b>Face Value</b>	\$109,306*
<b>Voting Rights</b>	The holders of SAFEs are not entitled to vote.
<b>Anti-Dilution Rights</b>	None
<b>Material Terms</b>	Valuation cap of \$8,750,000
<b>How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF</b>	The Company may issue additional SAFEs which may dilute the Security.

\*Includes \$2,143 in SAFEs issued to the intermediary.

### Outstanding Debt

The Company has the following debt outstanding:

<b>Type</b>	Unsecured Promissory Note with Company CEO and Founder
<b>Amount Outstanding</b>	\$124,000
<b>Interest Rate and Amortization Schedule</b>	0%
<b>Description of Collateral</b>	Unsecured
<b>Maturity Date</b>	June 15, 2023

## Previous Offerings of Securities

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

Security Type	Principal Amount of Securities Sold	Amount of Securities Issued/Holder s	Use of Proceeds	Issue Date	Exemption from Registration Used or Public Offering
Series Seed Preferred Stock	\$1,707,456	5,943,729	General Working Capital	August 25, 2020	Section 4(a)(2)
Series Seed-1 Preferred Stock	\$0*	4,504,882	N/A	July 2, 2020	Section 4(a)(2)
SAFE (Simple Agreement for Future Equity)	\$1,126,337	13	General Working Capital	December 14, 2021 December 17, 2021 December 21, 2021 January 11, 2022 January 12, 2022 January 26, 2022 February 23, 2022 March 17, 2022 April 7, 2022 April 14, 2022 April 28, 2022 May 5, 2022	Section 4(a)(2)
SAFE (Simple Agreement for Future Equity)	\$975,000	2	General Working Capital	February 16, 2022 March 8, 2022	Section 4(a)(2)
Option to Purchase Common Stock	\$0	2,515,156**	N/A	Various dates between January 1, 2020 and September 19, 2022	Rule 701
Crowd SAFE (Simple Agreement for Future Equity)	\$109,306***	325	Product Development and General Working Capital	April 19, 2023	Reg. CF

\*Represents the conversion of \$1,060,000 in previously issued SAFEs.

\*\*Such grants were offset by 1,175,072 forfeited or cancelled options and 8,916 options that were exercised during this same period.

\*\*\*Includes \$2,143 in SAFEs issued to the intermediary.

See the section titled “*Capitalization, Debt and Ownership*” for more information regarding the securities issued in our previous offerings of securities.

## Ownership

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

<b>Name</b>	<b>Amount and Type or Class Held</b>	<b>Percentage Ownership (in terms of voting power)</b>
Tiffany Dufu	10,000,000 shares of Common Stock	48.12%

## FINANCIAL INFORMATION

Please see the financial information listed on the cover page of this Form C-AR and in the financial statements attached hereto as Exhibit B, in addition to the following information.

### **Cash and Cash Equivalents**

As of March 31, 2023, the Company had an aggregate of approximately \$50,555 in cash and cash equivalents, leaving the Company with approximately 1 month of runway. Runway is calculated by dividing cash-on-hand by average monthly net loss (if any).

### **Liquidity and Capital Resources**

In April 2023, the Company completed an offering pursuant to Regulation CF and raised \$107,163.

### **Capital Expenditures and Other Obligations**

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

### **Valuation**

The Company has ascribed no valuation to the Company; the securities are priced arbitrarily.

### **Material Changes and Other Information**

#### ***Trends and Uncertainties***

After reviewing the above discussion of the steps the Company intends to take, potential Investors should consider whether achievement of each step within the estimated time frame will be realistic in their judgment. Potential Investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C-AR and should be reviewed in their entirety. Please see the financial statements attached as Exhibit B.

#### ***Restrictions on Transfer***

Any Securities sold pursuant to Regulation CF being offered may not be transferred by any Investor of such Securities during the one-year holding period beginning when the Securities were issued, unless such Securities are transferred: (1) to the Company; (2) to an accredited investor, as defined by Rule 501(d) of Regulation D promulgated under the Securities Act; (3) as part of an IPO; or (4) to a member of the family of the Investor or the equivalent, to a trust controlled by the Investor, to a trust created for the benefit of a member of the family of the Investor or the equivalent, or in connection with the death or divorce of the Investor or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Each Investor should be aware that although the Securities may legally be able to be transferred, there is no guarantee that another party will be willing to purchase them.

In addition to the foregoing restrictions, prior to making any transfer of the Securities or any capital stock into which they are convertible, such transferring Investor must either make such transfer pursuant to an effective registration statement filed with the SEC or provide the Company with an opinion of counsel reasonably satisfactory to the Company stating that a registration statement is not necessary to effect such transfer.

In addition, the Investor may not transfer the Securities or any capital stock into which they are convertible to any of the Company's competitors, as determined by the Company in good faith.

Furthermore, upon the event of an IPO, the capital stock into which the Securities are converted will be subject to a lock-up period and may not be lent, offered, pledged, or sold for up to 180 days following such IPO.



## TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of twenty percent (20%) or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons.

The Company has conducted the following transactions with related persons:

- (a) On December 15, 2022, the Company issued a promissory note to Tiffany Dufu, the CEO and Founder of the Company, in exchange for the receipt of \$100,000. The promissory note does not carry an interest rate, is unsecured and has a maturity date of June 15, 2023. Further, on March 10, 2023, the promissory note was increased to \$124,000, after Tiffany Dufu provided an additional \$24,000 loan to the Company. See the section titled "*Outstanding Debt*" for more information regarding the promissory note.

**EXHIBIT B**  
**FINANCIALS (UNAUDITED)**  
**(EXHIBIT B TO FORM C-AR)**  
**April 21, 2023**

**TheCru II, Inc.**



# The Cru II Inc.

## Balance Sheet

As of December 31, 2022

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
10100 Silicon Valley Bank (1895)	130,928.32
10200 Bank of America	89.62
10300 Silicon Valley Bank (5862)	356.64
10500 Stripe Holding	816.44
10605 Bill.com Money Out Clearing	0.00
<b>Total Bank Accounts</b>	<b>\$132,191.02</b>
Accounts Receivable	
11000 Accounts Receivable (A/R)	148,328.49
<b>Total Accounts Receivable</b>	<b>\$148,328.49</b>
Other Current Assets	
11005 Unbilled Revenue	0.00
12000 Deferred Acquisition Costs	210,737.95
12100 Accumulated Amortization	-203,425.70
<b>Total 12000 Deferred Acquisition Costs</b>	<b>7,312.25</b>
13000 Prepaid Expenses	18,510.85
14000 Deferred COGS	14,672.83
Undeposited Funds	0.00
<b>Total Other Current Assets</b>	<b>\$40,495.93</b>
<b>Total Current Assets</b>	<b>\$321,015.44</b>
Fixed Assets	
15000 Fixed Assets	
15100 Fixed Asset Computers & Equipment	11,219.68
15105 Accumulated Depreciation - Computers & Equipment	-5,493.83
<b>Total 15100 Fixed Asset Computers &amp; Equipment</b>	<b>5,725.85</b>
15150 Construction In-Process	5,293.18
15170 Software Development	715,057.43
15175 Accumulated Amortization of Software Development	-173,084.54
<b>Total 15170 Software Development</b>	<b>541,972.89</b>
15180 Intangible Assets	8,000.00
15185 Accumulated Amortization of Intangible Assets	-1,777.60
<b>Total 15180 Intangible Assets</b>	<b>6,222.40</b>
15190 Website Development	20,360.00
15195 Accumulated Amortization of Website Development	-8,786.30
<b>Total 15190 Website Development</b>	<b>11,573.70</b>
<b>Total 15000 Fixed Assets</b>	<b>570,788.02</b>
<b>Total Fixed Assets</b>	<b>\$570,788.02</b>

# The Cru II Inc.

## Balance Sheet

As of December 31, 2022

	TOTAL
Other Assets	
18000 Security Deposit	0.00
<b>Total Other Assets</b>	<b>\$0.00</b>
<b>TOTAL ASSETS</b>	<b>\$891,803.46</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 Accounts Payable (A/P)	44,730.79
<b>Total Accounts Payable</b>	<b>\$44,730.79</b>
Credit Cards	
21000 Bank of America Visa	0.00
22000 SVB Credit Card	-646,790.49
22001 Cindy S. x3074	108,723.48
22002 Kaitlyn R. x8822	410,781.86
22003 Tiffany D. x3033	118,179.41
<b>Total 22000 SVB Credit Card</b>	<b>-9,105.74</b>
<b>Total Credit Cards</b>	<b>\$ -9,105.74</b>
Other Current Liabilities	
23000 Accrued Expenses	4,000.00
23100 Cru Member Funds	1,498.16
24000 Notes Payable	100,000.00
24050 Accrued Interest	0.00
<b>Total 24000 Notes Payable</b>	<b>100,000.00</b>
25000 Deferred Revenue	94,694.06
25005 Deferred Revenue Not Yet Launched	49,400.00
<b>Total 25000 Deferred Revenue</b>	<b>144,094.06</b>
26100 Florida Sales Tax Payable	0.00
26200 New York Sales Tax Payable	0.00
Due to/from Tiffany Dufu LLC	0.00
Tiffany Dufu LLC Credit Card	0.00
<b>Total Other Current Liabilities</b>	<b>\$249,592.22</b>
<b>Total Current Liabilities</b>	<b>\$285,217.27</b>
Long-Term Liabilities	
28000 SAFE Notes	2,101,337.00
<b>Total Long-Term Liabilities</b>	<b>\$2,101,337.00</b>
<b>Total Liabilities</b>	<b>\$2,386,554.27</b>

# The Cru II Inc.

## Balance Sheet

As of December 31, 2022

	TOTAL
Equity	
31000 Retained Earnings	-2,556,760.34
32000 Owner's Investment	0.00
32100 Owner's Pay & Personal Expenses	0.00
33000 Additional Paid In Capital	356.63
33100 Common Stock	10.69
33105 Treasury Stock	-0.35
33200 Issuance Costs	-32,540.00
33300 Preferred Stock	2,807,456.40
Net Income	-1,713,273.84
<b>Total Equity</b>	<b>\$ -1,494,750.81</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$891,803.46</b>

# The Cru II Inc.

## Profit and Loss

January - December 2022

	TOTAL
Income	
40000 Sales	
41100 Coaching Fees	1,099.78
<b>Total 40000 Sales</b>	<b>1,099.78</b>
41200 Subscriptions	334,520.33
41205 Subscription Refunds	-50,046.01
41210 Scholarships	-44,826.45
<b>Total 41200 Subscriptions</b>	<b>239,647.87</b>
41300 Cru Summit	0.00
41500 B2B Sales	
40505 Subscriptions	242,720.09
41510 Corporate Facilitation Fee	98,655.00
<b>Total 41500 B2B Sales</b>	<b>341,375.09</b>
<b>Total Income</b>	<b>\$582,122.74</b>
Cost of Goods Sold	
52100 Membership Experience	
52105 Coaching Fees	4,250.00
52115 Cru Guide	256,944.06
52125 Member Onboarding	13,260.11
52130 Shipping & Postage	3,351.74
52135 Cru Launch Costs	26,802.53
52140 QA & Maintenance	164,965.95
<b>Total 52100 Membership Experience</b>	<b>469,574.39</b>
53100 Summit Expenses	-23,955.70
53105 Summit Consultant	105,621.73
53115 Summit Supplies	6,171.51
53120 Summit Travel and Entertainment	29,093.83
<b>Total 53100 Summit Expenses</b>	<b>116,931.37</b>
55000 Merchant Fees	8,886.09
<b>Total Cost of Goods Sold</b>	<b>\$595,391.85</b>
<b>GROSS PROFIT</b>	<b>\$ -13,269.11</b>
Expenses	
60000 General & Administrative	
60020 Rent & Lease	7,938.00
60100 Office Supplies	839.71
60220 Software/SaaS	119,069.21
60340 Employee Education & Coaching	1,600.00
60400 Company Events	1,922.97

# The Cru II Inc.

## Profit and Loss

January - December 2022

	TOTAL
60420 Mailing & Courier Services	1,215.08
60440 Bank Charges and Fees	672.92
60500 Insurance	1,138.68
60600 Vendor Gifts	153.23
60610 Employee Gifts	532.69
<b>Total 60000 General &amp; Administrative</b>	<b>135,082.49</b>
61000 Payroll Expenses	
61100 Salaries & Wages	1,107,541.94
61200 Employee Benefits	132,974.10
61205 401K Match	16,314.82
61300 Payroll Taxes	95,164.99
61400 Payroll Processing Fees	26,022.36
61500 Worker's Compensation	3,525.46
61900 Payroll Allocation	-449,271.01
<b>Total 61000 Payroll Expenses</b>	<b>932,272.66</b>
65000 Sales & Marketing	
65100 Digital Marketing	30,386.35
65200 Marketing Consultant	86,332.00
65400 Photography & Videography	208.60
<b>Total 65000 Sales &amp; Marketing</b>	<b>116,926.95</b>
65700 Cru Member Gifts	6,641.61
65900 Customer Acquisition Expense	78,272.88
67000 Travel	
67100 Airfare	3,656.39
67200 Hotel & Lodging	3,823.88
67320 Working Meals	1,279.27
67400 Ride Share, Taxis, Car Service (Non-Commuting)	386.07
67500 Parking (Not Office)	62.49
67900 Travel, Meals and Entertainment	77.76
67905 Travel	483.65
<b>Total 67900 Travel, Meals and Entertainment</b>	<b>561.41</b>
<b>Total 67000 Travel</b>	<b>9,769.51</b>
72000 Taxes & Licenses	3,707.28
73000 Charitable Contributions	25.00
80200 Interest Expense	-648.46
Operations	
63000 Legal & Professional Services	
63100 Accounting	27,100.00
63200 Legal	67,599.00
<b>Total 63000 Legal &amp; Professional Services</b>	<b>94,699.00</b>

# The Cru II Inc.

## Profit and Loss

January - December 2022

	TOTAL
64000 Consultant	
64200 Design	12,475.00
64300 Technologist	247,003.75
64305 Development Allocation	-231,412.29
64400 Operations	135,439.04
64500 Newsletter	4,375.00
64600 Social Media	0.00
64605 Recruiting	249.98
64705 Product	27,626.30
64900 Sales	42,000.00
<b>Total 64000 Consultant</b>	<b>237,756.78</b>
<b>Total Operations</b>	<b>332,455.78</b>
<b>Total Expenses</b>	<b>\$1,614,505.70</b>
NET OPERATING INCOME	<b>\$ -1,627,774.81</b>
Other Income	
70000 Other Income	38,920.00
<b>Total Other Income</b>	<b>\$38,920.00</b>
Other Expenses	
80000 Depreciation Expense	124,419.03
<b>Total Other Expenses</b>	<b>\$124,419.03</b>
NET OTHER INCOME	<b>\$ -85,499.03</b>
NET INCOME	<b>\$ -1,713,273.84</b>