

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

**FORM C  
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***

YEKIM LLC

***Legal status of issuer***

***Form***

Limited Liability Company

***Jurisdiction of Incorporation/Organization***

Delaware

***Date of organization***

September 19, 2013

***Physical address of issuer***

1716 E 58th Pl., Unit 5, Los Angeles, CA 90001

***Website of issuer***

www.yekim.com

***Name of intermediary through which the Offering will be conducted***

OpenDeal Inc. dba Republic

***CIK number of intermediary***

0001672732

***SEC file number of intermediary***

007-00046

***CRD number, if applicable, of intermediary***

283874

***Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the Offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the Offering, including the amount of referral and any other fees associated with the Offering***  
5.0% of the amount raised

***Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest***

2% of the Securities being issued in this Offering

***Type of security offered***

SAFEs (Simple Agreements for Future Equity)

***Target number of Securities to be offered***

50,000

***Price (or method for determining price)***

\$1.00

***Target offering amount***

\$50,000.00

***Oversubscriptions accepted:***

☒ Yes

☐ No

***Oversubscriptions will be allocated:***

☐ Pro-rata basis

☒ First-come, first-served basis

☐ Other:

***Maximum offering amount (if different from target offering amount)***

\$107,000.00

***Deadline to reach the target offering amount***

September 9, 2017

**NOTE: 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.**

***Current number of employees***

0

	Most recent fiscal year-end	Prior fiscal year-end
<b>Total Assets</b>	\$3,000	\$10,000
<b>Cash &amp; Cash Equivalents</b>	\$0	\$10,000
<b>Accounts Receivable</b>	\$0	\$0
<b>Short-term Debt</b>	\$53,000	\$0
<b>Long-term Debt</b>	\$0	\$0
<b>Revenues/Sales</b>	\$351,000	\$374,000
<b>Cost of Goods Sold</b>	\$275,000	\$308,000
<b>Taxes Paid<sup>(1)</sup></b>	\$0	\$0
<b>Net Income</b>	(\$60,000)	\$11,000

<sup>(1)</sup> This includes income taxes only and does not take into account any sales, franchise or other taxes paid during the applicable fiscal year.

***The jurisdictions in which the issuer intends to offer the Securities:***

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, Wyoming, American Samoa, and Northern Mariana Islands

**July 11, 2017**

**FORM C**

**Up to \$107,000.00**

**YEKIM LLC**



### **SAFEs (Simple Agreements for Future Equity)**

This Form C (including the cover page and all exhibits attached hereto, the “Form C”) is being furnished by YEKIM LLC, a Delaware Limited Liability Company (the “Company,” as well as references to “we,” “us,” or “our”), to prospective investors for the sole purpose of providing certain information about a potential investment in SAFEs (Simple Agreements for Future Equity) of the Company (the “Securities”). Purchasers of Securities are sometimes referred to herein as “Purchasers.” The Company intends to raise at least \$50,000.00 and up to \$107,000.00 from Purchasers in the offering of Securities described in this Form C (this “Offering”). The minimum amount of Securities that can be purchased is \$50.00 per Purchaser (which may be waived by the Company, in its sole and absolute discretion). The offer made hereby is subject to modification, prior sale and withdrawal at any time.

The rights and obligations of the holders of Securities of the Company are set forth below in the section entitled “*The Offering and the Securities--The Securities*”. In order to purchase Securities, a prospective investor must complete and execute a Subscription Agreement. Purchases or “Subscriptions” may be accepted or rejected by the Company, in its sole and absolute discretion. The Company has the right to cancel or rescind its offer to sell the Securities at any time and for any reason.

The Offering is being made through OpenDeal Inc. dba Republic (the “Intermediary”). The Intermediary will be entitled to receive 2% of the Securities being issued in this Offering related to the purchase and sale of the Securities, as well 5% of the amount raised in the Offering as described below:

	Price to Purchasers	Service Fees and Commissions <sup>(1)</sup>	Net Proceeds
<b>Minimum Individual Purchase Amount</b>	\$50.00.00	\$2.50	\$47.50
<b>Aggregate Minimum Offering Amount</b>	\$50,000.00	\$2,500.00	\$47,500.00
<b>Aggregate Maximum Offering Amount</b>	\$107,000.00	\$5,350.00	\$101,650.00

<sup>(1)</sup> This excludes fees to Company’s advisors, such as attorneys and accountants.

**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. The 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 (the “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. The Securities are offered under an exemption from registration; however, neither the Commission nor any state securities authority has made an independent determination that the Securities are exempt from registration. The Company filing this Form C for an offering in reliance on Section 4(a)(6) of the Securities Act and pursuant to Regulation CF (§ 227.100 et seq.) must file a report with the Commission annually and post the report on its website at [www.yekim.com](http://www.yekim.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 in this Offering by the Company or another party, or 5) the liquidation or dissolution of the Company.**

The date of this Form C is July 11, 2017.

The Company has certified that all of the following statements are true for the Company in connection with this Offering:

- (1) Is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia;
- (2) Is not subject to the requirement to file reports pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d));
- (3) Is not an investment company, as defined in section 3 of the Investment Company Act of 1940 (15 U.S.C. 80a-3), or excluded from the definition of investment company by section 3(b) or section 3(c) of that Act (15 U.S.C. 80a-3(b) or 80a-3(c));
- (4) Is not ineligible to offer or sell securities in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) as a result of a disqualification as specified in § 227.503(a);
- (5) Has filed with the Commission and provided to investors, to the extent required, any ongoing annual reports required by law during the two years immediately preceding the filing of this Form C; and
- (6) Has a specific business plan, which is not to engage in a merger or acquisition with an unidentified company or companies.

THERE ARE SIGNIFICANT RISKS AND UNCERTAINTIES ASSOCIATED WITH AN INVESTMENT IN THE COMPANY AND THE SECURITIES. THE SECURITIES OFFERED HEREBY ARE NOT PUBLICLY-

TRADED AND ARE SUBJECT TO TRANSFER RESTRICTIONS. THERE IS NO PUBLIC MARKET FOR THE SECURITIES AND ONE MAY NEVER DEVELOP. AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE. THE SECURITIES SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT. SEE THE SECTION OF THIS FORM C ENTITLED "RISK FACTORS."

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK THAT MAY NOT BE APPROPRIATE FOR ALL INVESTORS.

THIS FORM C DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION IN WHICH AN OFFER IS NOT PERMITTED.

PRIOR TO CONSUMMATION OF THE PURCHASE AND SALE OF ANY SECURITY THE COMPANY WILL AFFORD PROSPECTIVE INVESTORS AN OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM THE COMPANY AND ITS MANAGEMENT CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND THE COMPANY. NO SOURCE OTHER THAN THE INTERMEDIARY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS FORM C, AND IF GIVEN OR MADE BY ANY OTHER SUCH PERSON OR ENTITY, SUCH INFORMATION MUST NOT BE RELIED ON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS FORM C AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION NECESSARILY APPLICABLE TO EACH PROSPECTIVE INVESTOR'S PARTICULAR FINANCIAL SITUATION. EACH INVESTOR SHOULD CONSULT ITS OWN FINANCIAL ADVISER, COUNSEL AND ACCOUNTANT AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING ITS INVESTMENT.

THE SECURITIES OFFERED HEREBY WILL HAVE TRANSFER RESTRICTIONS. NO SECURITIES MAY BE PLEDGED, TRANSFERRED, RESOLD OR OTHERWISE DISPOSED OF BY ANY PURCHASER EXCEPT PURSUANT TO RULE 501 OF REGULATION CF. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

#### **NASAA UNIFORM LEGEND**

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

#### **SPECIAL NOTICE TO FOREIGN INVESTORS**

IF THE PURCHASER LIVES OUTSIDE THE UNITED STATES, IT IS THE PURCHASER'S RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY PURCHASE OF THE SECURITIES, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES. THE COMPANY RESERVES THE RIGHT TO DENY THE PURCHASE OF THE SECURITIES BY ANY FOREIGN PURCHASER.

#### ***Forward Looking Statement Disclosure***

*This Form C and any documents incorporated by reference herein or therein 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 are forward-looking statements. Forward-looking statements give the Company's current reasonable expectations and projections relating to 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 and any documents incorporated by reference herein or therein 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, 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 its actual operating and financial performance and cause its 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, the Company's actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statement made by the Company in this Form C or any documents incorporated by reference herein or therein speaks only as of the date of this Form C. 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. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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## ONGOING REPORTING

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

Once posted, the annual report may be found on the Company's website at: [www.yekim.com](http://www.yekim.com)

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

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

## About this Form C

You should rely only on the information contained in this Form C. We have not authorized anyone to provide you with information different from that contained in this Form C. We are offering to sell, and seeking offers to buy the Securities only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this Form C is accurate only as of the date of this Form C, regardless of the time of delivery of this Form C or of any sale of Securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

Statements contained herein as to the content of any agreements or other document are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents. The Company will provide the opportunity to ask questions of and receive answers from the Company's management concerning terms and conditions of the Offering, the Company or any other relevant matters and any additional reasonable information to any prospective Purchaser prior to the consummation of the sale of the Securities.

This Form C does not purport to contain all of the information that may be required to evaluate the Offering and any recipient hereof should conduct its own independent analysis. The statements of the Company contained herein are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date of this Form C. The delivery of this Form C at any time does not imply that the information contained herein is correct as of any time subsequent to the date of this Form C. This Form C is submitted in connection with the Offering described herein and may not be reproduced or used for any other purpose.

## SUMMARY

The following summary is qualified in its entirety by more detailed information that may appear elsewhere in this Form C and the Exhibits hereto. Each prospective Purchaser is urged to read this Form C and the Exhibits hereto in their entirety.



YEKIM LLC (the “Company”) is a Delaware Limited Liability Company, formed on September 19, 2013. The Company is located at 1716 E 58th Pl., Unit 5, Los Angeles, CA 90001.

The Company’s website is [www.yekim.com](http://www.yekim.com). The information available on or through the Company’s website is not a part of this Form C. In making an investment decision with respect to our Securities, you should only consider the information contained in this Form C.

### **The Business**

The Company sells high-end luxury clothing and accessories, with an emphasis on leather jackets, to men and women of all ages. The Company sources products from business partners’ factories in Los Angeles and Pakistan and curates a collection of urban luxury lifestyle goods for customers. The Company generates revenue by wholesaling items to retail stores and major distribution companies, as well as by making online sales directly to consumers through [www.yekim.com](http://www.yekim.com).

### **The Business Plan**

We seek to engage audiences that are highly desirable to advertisers with entertaining and informative lifestyle content that is produced for the Internet and any other media platforms consumers choose. We intend to expand and enhance our lifestyle brands through creating popular new programming and content, distributing on various platforms, such as mobile phones, tablets and video-on-demand, licensing of content and branded consumer products and increasing our international footprint.

### **The Offering**

<b>Minimum number of SAFEs (Simple Agreements for Future Equity) being offered</b>	50,000
<b>Total number of SAFEs outstanding after Offering (if minimum amount reached)</b>	50,000
<b>Maximum number of SAFEs being offered</b>	107,000
<b>Total number of SAFEs outstanding after Offering (if maximum amount reached)</b>	107,000
<b>Purchase price per SAFE</b>	\$1.00
<b>Minimum investment amount per investor</b>	\$50.00
<b>Offering deadline</b>	September 9, 2017
<b>Use of proceeds</b>	See the description of the use of proceeds on page 17 hereof.
<b>Voting Rights</b>	See the description of the voting rights on page 24 hereof.

The price of the Securities has been determined by the Company and does not necessarily bear any relationship to the assets, book value, or potential earnings of the Company or any other recognized criteria or value.

## **RISK FACTORS**

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

#### ***We rely on other companies to provide raw materials for the creation of, as well as finished versions of, our products.***

The Company depends on suppliers and subcontractors to meet contractual obligations to our customers and conduct our operations. The Company's ability to meet obligations to our customers may be adversely affected if suppliers or subcontractors do not provide the agreed-upon supplies or perform the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our products may be adversely impacted if companies to whom we delegate manufacture of major components or subsystems for our products, or from whom we acquire such items, do not provide raw materials or finished versions of our products, which meet required specifications and perform to our and our customers' expectations. Our suppliers may be less likely than us to be able 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 subcontractors or suppliers for a particular for finished versions of our products.

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

There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business 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.

#### ***Our operations are subject to various U.S. and foreign regulations.***

The Company intends to expand its sales presence internationally by participating in trade shows in foreign countries. To the extent our products gain traction in foreign markets, our global operations will be required to comply with the U.S. Foreign Corrupt Practices Act and similar anti-bribery laws in such markets, as well as with U.S. and foreign export control, trade embargo and customs laws. If we fail to comply with any of such laws, the Company and its officers could suffer civil and criminal sanctions.

#### ***The Company's success depends on the experience and skill of its managing member and advisors.***

In particular, the Company is dependent on Martez Malone, who is the Founder and Managing Member of the Company. The Company has informal advisory agreements with William Waller (acting-COO), Aaron Curry (acting-Business Manager), Bernard Dillard (acting-Financial Advisor), Michael Gilbert (acting-VP Licensing) and Temple Poteat (acting-CFO). The Company intends to enter into employment agreements with each of the aforementioned advisors, although there can be no assurance that it will do so or that they will continue to be employed by the Company for a particular period of time. Additionally, the Company has not purchased "key person" insurance with respect to the Managing Member or the aforementioned advisors, and will not be compensated in the event of any of their death or incapacity. The loss of the Martez Malone would, in all likelihood, cripple the Company, and the loss of any of the aforementioned advisors could harm the Company's business, financial condition, cash flow and results of operations.

#### ***We rely on third-party suppliers for the materials used in the manufacturing of our products.***

In 2016, we depended on only a few select suppliers (based in Los Angeles and Karachi, Pakistan) to provide all of the lambskin leather, color, prints and other materials needed to manufacture our jackets and other products. If any of our suppliers changed its sales strategy to reduce its reliance on distribution channels, or decided to terminate its business relationship with us, sales and earnings could be adversely affected until we are able to establish relationships with suppliers of comparable products. Any delay or interruption in manufacturing operations (or failure to locate a suitable replacement for such suppliers) could materially adversely affect our business, prospects, or results of operations. Most of our agreements with suppliers are terminable by either party on short notice for any reason. Although we believe our relationships with these key suppliers are good, they could change their strategies as a result of a change in control, expansion of their direct sales force, changes in the marketplace or other factors beyond our control, including a key supplier becoming financially distressed.

#### ***The Company intends to use the proceeds from the Offering for unspecified working capital.***

This means that the Company has ultimate discretion to use the proceeds as it sees fit and has chosen not to set forth any specific uses for you to evaluate. The net proceeds from this offering will be used for the purposes, which our management deems to be in our best interests in order to address changed circumstances or opportunities. As a result of the foregoing, our success of will be substantially dependent upon our discretion and judgment with respect to application and allocation of the net proceeds of this Offering. The Company may choose to use the proceeds in a manner that you do not agree with and you will have no recourse. A use of proceeds that does not further the Company's business and goals could harm the Company and its operations and ultimately cause a Purchaser to lose all or a portion of its investment.

***We are subject to income taxes as well as non-income based taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes.***

Significant judgment is required in determining our provision for income taxes and other tax liabilities. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe that our tax estimates are reasonable: (i) there is no assurance that the final determination of tax audits or tax disputes will not be different from what is reflected in our income tax provisions, expense amounts for non-income based taxes and accruals and (ii) any material differences could have an adverse effect on our financial position and results of operations in the period or periods for which determination is made.

***We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.***

We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

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

Various federal and state labor laws will govern our relationship with our future 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, changing regulations from the National Labor Relations Board and increased employee litigation including claims relating to the Fair Labor Standards Act.

***Maintaining, extending and expanding our reputation and brand image are essential to our business success.***

We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. Increasing attention on marketing could adversely affect our brand image. It could also lead to stricter regulations and greater scrutiny of marketing practices. Existing or increased legal or regulatory restrictions on our advertising, consumer promotions and marketing, or our response to those restrictions, could limit our efforts to maintain, extend and expand our brands. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations.

In addition, our success in maintaining, extending, and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our product sales, financial condition and results of operations could be adversely affected.

***Product quality concerns, including concerns related to perceived quality of materials, could negatively affect the Company's business.***

The Company's success depends in large part on its ability to maintain consumer confidence in the quality of all its products. The Company has rigorous quality control standards. However, if products taken to market are or become defective or adulterated, the Company may be required to conduct costly product recalls and may become subject to product liability claims and negative publicity, which would cause its business to suffer. In addition, regulatory actions, activities by nongovernmental organizations and public debate and concerns about perceived negative

quality consequences in our products may erode consumers' confidence in the safety and quality issues, whether or not justified, and could result in additional governmental regulations concerning the marketing and labeling of the Company's products, negative publicity, or actual or threatened legal actions, all of which could damage the reputation of the Company's products and may reduce demand for the Company's products.

***We must correctly predict, identify, and interpret changes in consumer preferences and demand, offer new products to meet those changes, and respond to competitive innovation.***

Consumer preferences in the luxury garment industry change continually. Our success depends on our ability to predict, identify, and interpret the tastes and habits of consumers and to offer products that appeal to consumer preferences. If we do not offer products that appeal to consumers, our sales and market share will decrease. We must distinguish between short-term fads, mid-term trends, and long-term changes in consumer preferences. If we do not accurately predict which shifts in consumer preferences will be long-term, or if we fail to introduce new and improved products to satisfy those preferences, our sales could decline. In addition, because of the varied customer base of our retail clients, we must offer an array of products that satisfy the broad spectrum of consumer preferences. If we fail to expand our product offerings successfully across product categories, or if we do not rapidly develop products in faster growing and more profitable categories, demand for our products could decrease, which could materially and adversely affect our product sales, financial condition, and results of operations.

In addition, achieving growth depends on our successful development, introduction, and marketing of innovative new products and line extensions. Successful innovation depends on our ability to correctly anticipate customer and consumer acceptance, to obtain, protect and maintain necessary intellectual property rights, and to avoid infringing the intellectual property rights of others and failure to do so could compromise our competitive position and adversely impact our business.

***We are vulnerable to fluctuations in the price and supply of ingredients, packaging materials, and freight.***

The prices of the raw materials, packaging materials and freight are subject to fluctuations in price attributable to, among other things, changes in supply and demand of materials such as leather and denim. The sales prices to our customers are a delivered price. Therefore, changes in our input costs could impact our gross margins. Our ability to pass along higher costs through price increases to our customers is dependent upon competitive conditions and pricing methodologies employed in the various markets in which we compete. To the extent competitors do not also increase their prices, customers and consumers may choose to purchase competing products or may shift purchases to lower-priced private label or other value offerings which may adversely affect our results of operations.

We use significant quantities of leather and denim-textile, provided by third-party suppliers. We buy from a variety of producers and manufacturers, and alternate sources of supply are generally available. However, the supply and price are subject to market conditions and are influenced by other factors beyond our control. We do not have long-term contracts with many of our suppliers, and, as a result, they could increase prices or fail to deliver. The occurrence of any of the foregoing could increase our costs and disrupt our operations.

***Substantial disruption to production at our manufacturing and distribution facilities could occur.***

A disruption in production at our third-party manufacturing facilities could have an adverse effect on our business. In addition, a disruption could occur at the facilities of our suppliers or distributors. The disruption could occur for many reasons, including fire, natural disasters, weather, water scarcity, manufacturing problems, disease, strikes, transportation or supply interruption, government regulation, cybersecurity attacks or terrorism. Alternative facilities with sufficient capacity or capabilities may not be available, may cost substantially more or may take a significant time to start production, each of which could negatively affect our business and results of operations.

***Future product recalls could adversely impact our results of operations.***

We may be required to recall certain of our products should they be mislabeled, tampered with or damaged. A product recall or an adverse result in any such litigation could have an adverse effect on our business, depending on the costs of the recall, the destruction of product inventory, competitive reaction and consumer attitudes. Even if a consumer fraud claim is unsuccessful or without merit, the negative publicity surrounding such assertions regarding our products could adversely affect our reputation and brand image. We also could be adversely affected if consumers in our principal markets lose confidence in the quality of our products.

***The consolidation of retail customers could adversely affect us.***

Retail customers such as high-end clothing outlets in our major markets may consolidate, resulting in fewer customers for our business. Consolidation also produces larger retail customers that may seek to leverage their position to improve their profitability by demanding improved efficiency, lower pricing, increased promotional programs, or specifically tailored products. In addition, larger retailers have the scale to develop supply chains that permit them to operate with reduced inventories or to develop and market their own white-label brands. Retail

consolidation and increasing retailer power could adversely affect our product sales and results of operations. Retail consolidation also increases the risk that adverse changes in our customers' business operations or financial performance will have a corresponding material and adverse effect on us. For example, if our customers cannot access sufficient funds or financing, then they may delay, decrease, or cancel purchases of our products, or delay or fail to pay us for previous purchases, which could materially and adversely affect our product sales, financial condition, and operating results.

***Evolving tax, environmental, food quality and safety or other regulations or failure to comply with existing licensing, labeling, trade, food quality and safety and other regulations and laws could have a material adverse effect on our consolidated financial condition.***

Our activities or products, both in and outside of the United States, are subject to regulation by various federal, state, provincial and local laws, regulations and government agencies, including the U.S. Federal Trade Commission, the U.S. Departments of Commerce and Labor, as well as similar and other authorities outside of the United States, International Accords and Treaties and others, including voluntary regulation by other bodies. In addition, legal and regulatory systems in emerging and developing markets may be less developed, and less certain. These laws and regulations and interpretations thereof may change, sometimes dramatically, as a result of a variety of factors, including political, economic or social events. We are also regulated with respect to matters such as licensing requirements, trade and pricing practices, tax, anticorruption standards, advertising and claims, and environmental matters. The need to comply with new, evolving or revised tax, environmental, food quality and safety, labeling or other laws or regulations, or new, or changed interpretations or enforcement of existing laws or regulations, may have an adverse effect on our business and results of operations. Further, if we are found to be out of compliance with applicable laws and regulations in these areas, we could be subject to civil remedies, including fines, injunctions, termination of necessary licenses or permits, or recalls, as well as potential criminal sanctions, any of which could have an adverse effect on our business. Even if regulatory review does not result in these types of determinations, it could potentially create negative publicity or perceptions which could harm our business or reputation.

**Risks Related to the Securities**

***The SAFEs (Simple Agreements for Future Equity) will not be freely tradable until one year from the initial purchase date. Although the SAFEs may be tradable under federal securities law, state securities regulations may apply and each Purchaser should consult with its attorney.***

You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the SAFEs (Simple Agreements for Future Equity). Because the SAFEs have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the SAFEs have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the SAFEs may also adversely affect the price that you might be able to obtain for the SAFEs in a private sale. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Securities for its own account, for investment purposes and not with a view to resale or distribution thereof.

***Neither the Offering nor the Securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.***

No governmental agency has reviewed or passed upon this Offering, the Company or any Securities of the Company. The Company also has relied on exemptions from securities registration requirements under applicable state securities laws. Investors in the Company, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this Offering on their own or in conjunction with their personal advisors.

***No Guarantee of Return on Investment***

There is no assurance that a Purchaser will realize a return on its investment or that it will not lose its entire investment. For this reason, each Purchaser should read the Form C and all Exhibits carefully and should consult with its own attorney and business advisor prior to making any investment decision.

***A majority of the Company is owned by a small number of owners.***

Prior to the Offering the Company is currently 100% owned by Martez Malone, who is also the Managing Member of the Company. Subject to any fiduciary duties owed to our owners or investors under Delaware law, Mr. Malone may be able to exercise significant influence over matters requiring owner approval, including the election of managing members and approval of significant Company transactions, and will have significant control over the Company's management and policies. Mr. Malone may have interests that are different from yours. For example, he

may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, Mr. Malone could use his voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, or support or reject other proposals that are subject to owner approval.

***The Company has the right to extend the Offering deadline.***

The Company may extend the Offering deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Minimum Amount even after the Offering deadline stated herein is reached. Your investment will not be accruing interest during this time and will simply be held until such time as the new Offering deadline is reached without the Company receiving the Minimum Amount, at which time it will be returned to you without interest or deduction, or the the Company receives the Minimum Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you.

***There is no present market for the Securities and we have arbitrarily set the price.***

We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot assure you that the Securities could be resold by you at the Offering price or at any other price.

***Purchasers will not become equity holders until the company decides to convert the Securities into CF Shadow Securities or until an IPO or sale of the Company.***

Purchasers will not have an ownership claim to the Company or to any of its assets or revenues for an indefinite amount of time, and depending on when and how the Securities are converted, Purchasers may never become equity holders of the Company. Purchasers will not become equity holders of the Company unless the Company receives a future round of financing great enough to trigger a conversion and the Company elects to convert the Securities. The Company is under no obligation to convert the Securities into CF Shadow Securities (the type of equity Securities Purchasers are entitled to receive upon such conversion). In certain instances, such as a sale of the Company, an IPO or a dissolution or bankruptcy, the Purchasers may only have a right to receive cash, to the extent available, rather than equity in the Company.

***Purchasers will not have voting rights, even upon conversion of the Securities into CF Shadow Securities.***

Purchasers will not have the right to vote upon matters of the Company even if and when their Securities are converted into CF Shadow Securities. Upon such conversion, CF Shadow Securities will have no voting rights and even in circumstances where a statutory right to vote is provided by state law, the CF Shadow Security holders are required to vote with the majority of the security holders in the new round of equity financing upon which the Securities were converted. For example, if the Securities are converted upon a round offering Series B Preferred Membership Units, the Series B-CF Shadow Security holders will be required to vote the same way as a majority of the holders of Series B Preferred Membership Unit vote. Thus, Purchasers will never be able to freely vote upon any director or other matters of the Company.

***Purchasers will not be entitled to any inspection or information rights other than those required by Regulation CF.***

Purchasers will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by Regulation CF. Other security holders may have such rights. Regulation CF requires only the provision of an annual report on Form C and no additional information. This lack of information could put Purchasers at a disadvantage in general and with respect to other security holders.

***In a dissolution or bankruptcy of the Company, Purchasers will be treated the same as common equity holders.***

In a dissolution or bankruptcy of the Company, Purchasers of Securities which have not been converted will be entitled to distributions as if they were common equity holders. This means that such Purchasers will be at the lowest level of priority and will only receive distributions once all creditors as well as holders of more senior securities, including any preferred equity holders, have been paid in full. If the Securities have been converted into CF Shadow Securities, the Purchasers will have the same rights and preferences (other than the ability to vote) as the holders of the Securities issued in the equity financing upon which the Securities were converted.

***Purchasers will be unable to declare the Security in "default" and demand repayment.***

Unlike convertible notes and some other securities, the Securities do not have any "default" provisions upon which the Purchasers will be able to demand repayment of their investment. The Company has ultimate discretion as to whether or not to convert the Securities upon a future equity financing and Purchasers have no right to demand such

conversion. Only in limited circumstances, such as a liquidity event, may the Purchasers demand payment and even then, such payments will be limited to the amount of cash available to the Company.

***The Company may never elect to convert the Securities or undergo a liquidity event.***

The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions.

In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Purchaser is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

THE SECURITIES OFFERED INVOLVE A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF YOUR ENTIRE INVESTMENT. ANY PERSON CONSIDERING THE PURCHASE OF THESE SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS FORM C AND SHOULD CONSULT WITH ITS LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN THE SECURITIES. THE SECURITIES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT.

## **BUSINESS**

### **Description of the Business**

We sell high-end luxury clothing and accessories for men and women of all ages. We source our products from our business partners' factories in Los Angeles and Pakistan and curate a collection of urban luxury lifestyle goods for our millennial customers. We generate revenue by wholesaling to retail stores and major distribution companies, as well as by making online sales directly to consumers.

### **Business Plan**

YEKIM is a men's and women's luxury apparel collection designed, created and distributed by celebrity designer Martez Malone, a leather and textile specialist in the fashion business. Unlike most competitors, YEKIM provides a wide apparel range from underwear to luggage. However, the Company specializes in leather goods. YEKIM designs, manufactures, and distributes high end apparel, providing quality upscale clothing for men and women of all ages. According to the results of Luxury Institute's 2015 Luxury Multichannel Engagement Index (LMEI) survey of large multi-brand retailers, wealthy consumers of luxury apparel had a minimum annual income of \$150,000, an average annual income of \$318,000 and an average net worth of \$3.1 million. Wealthy consumers spend 61% offline and 39% online according to the study. YEKIM is headquartered in Los Angeles, with showrooms in New York and Paris. The Company anticipates opening additional showrooms in Chicago and in Los Angeles to broaden our market outreach and media exposure.

### **History of the Business**

YEKIM was founded by Martez Malone on September 19, 2013.

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

Product / Service	Description	Current Market
Leather Jackets	Lambskin leather and fox fur designer jacket retailing at \$1,200	Men and women of all ages in the high-end fashion consumer market

We currently have no new products in development. We distribute directly to urban boutique retail stores, sell our products to consumers online, and are currently working with Trade Connect (a pioneering program at the Port of Los Angeles) to access their distribution companies to reach various foreign markets (up to a potential 100 countries).

**Competition**

The Company's primary competitors are Gucci, Louis Vuitton, Salvatore Ferragamo and other luxury apparel brands.

The markets for the Company's products and services are highly competitive and the Company is confronted by aggressive competition in all areas of its business. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. However, YEKIM maintains a strong competitive position because of its unique, high-end designs with high-end fabric quality and workmanship. In addition, the YEKIM brand and image has benefited from our relationships with and endorsements from various celebrities in the Los Angeles area.

**Supply Chain and Customer Base**

Our business partners' factories in Los Angeles and Pakistan are full-package manufacturers, meaning they source all raw materials and cut, sew, finish the products in-house. Finished products are shipped directly to customers from the Los Angeles factory.

The Company is dependent on the following suppliers:

Supplier or Description	Service, input or raw material provided	Percent of such service, input or raw material from such supplier
Provider of Leather Goods	Production of lambskin leather from scratch of all colors and prints	100%
Provider of Knits and Denim	Production of all of the Company's knits and denim garments	100%

The Company's customers are primarily urban boutique retail stores. We also make online sale directly to consumers.

**Intellectual Property and Research and Development**

The Company is not currently dependent on any intellectual property.

The Company's research and development costs in 2016 amounted to approximately \$75,000, consisting primarily of development of new washes for denim products, designs for a new jacket line and expenses associated with engaging an additional factory to manufacture our products.

**Real Property**

The Company owns or leases the following real property:

Property Address	Own or Lease	Description
1716 E 58th Pl., Unit 5 Los Angeles CA 90001	Lease	Company Headquarters

**Governmental/Regulatory Approval and Compliance**

The Company is subject to laws and regulations affecting its operations in the areas of labor, advertising, digital content, consumer protection, quality of products, tax, import and export requirements, anti-corruption, foreign exchange controls and cash repatriation restrictions, and data privacy requirements. Compliance with these laws, regulations and similar requirements may be onerous and expensive, and they may be inconsistent from jurisdiction to jurisdiction, further increasing the cost of compliance and doing business.

**Litigation**

None

**Other**

The Company's principal address is 7095 Hollywood Blvd, Suite 343, Los Angeles, CA 90028. The Company conducts business primarily in California, and mu internet.



Because this Form C focuses primarily on information concerning the Company rather than the industry in which the Company operates, potential Purchasers may wish to conduct their own separate investigation of the Company's industry to obtain greater insight in assessing the Company's prospects.

#### USE OF PROCEEDS

The following table lists the use of proceeds of the Offering if the Minimum Amount and Maximum Amount are raised.

Use of Proceeds	% of Minimum Proceeds Raised	Amount if Minimum Raised	% of Maximum Proceeds Raised	Amount if Maximum Raised
Intermediary Fees	5.00%	\$2,500	5.00%	\$5,350
Campaign Marketing Expenses or Related Reimbursement	6.00%	\$3,000	4.67%	\$5,000
Estimated Attorney Fees	10.00%	\$5,000	4.67%	\$5,000
Estimated Accountant/Auditor Fees	5.00%	\$2,500	2.34%	\$2,500
General Marketing	30.00%	\$15,000	19.29%	\$20,650
Research and Development	31.00%	\$15,500	2.34%	\$2,500
Purchase of Real Property	0.00%	\$0	25.00%	\$25,000
Future Wages	0.00%	\$0	4.67%	\$5,000
Accrued Wages	0.00%	\$0	4.67%	\$5,000
Accrued Expenses of Managers, Officers or Employees	0.00%	\$0	4.67%	\$5,000
General Working Capital	0.00%	\$0	24.29%	\$26,000
<b>Total</b>	<b>100.00%</b>	<b>\$50,000</b>	<b>100.00%</b>	<b>\$107,000</b>

The Company does have discretion to alter the use of proceeds as set forth above. The Company will be able to change the use of proceeds under the sole discretion of its Managing Member. These decisions will be made based on the success rate of the Company's marketing efforts and operations and will be made in an effort to maximize the Company's present and future prospects.

#### MANAGERS, OFFICERS AND EMPLOYEES

##### Managers

The managers or managing members of the Company is 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 and their educational background and qualifications.

##### *Name*

Martez Malone

***All positions and offices held with the Company and date such position(s) was held with start and ending dates***  
Managing Member (September 19, 2013 - Present)

***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

YEKIM LLC, Managing Member: responsible for the management of all aspects of the Company's business, including determining business strategy and directing operations, administration, marketing and finances (September 19, 2013 - Present)

***Education***

Kenwood Academy High School, High School Diploma

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**Officers**

The officers 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 and their educational background and qualifications.

***Name***

Damilola Bajomo

***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Creative Director: responsible for digital and product concept design (June 7, 2017 - Present)

***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

YEKIM LLC, Creative Director: responsible for digital and product concept design (June 7, 2017 - Present)

LA XCHANGE, Chief Executive Officer, Creative Director and Brand Strategist: oversee all accounts and client relations, profitability, deliverables, timelines and budgets, develop marketing strategies, evaluate and recommend changes to art, copy writing and production departments (November 2016 - Present)

Innovative PR, Account Executive: led account team in developing client proposals, conceptualized targeted media and marketing strategies, designed creative media campaign, manage press conferences and promotional events (September 2016 - July 2017)

Topco Sales, Marketing and Social Media Director: design and implement digital influencer campaigns, calendar creation and management, direct executive online media partnerships and programs (March 2015 - May 2016)

***Education***

University of California Riverside, Bachelor of Arts in Sociology, Media and Cultural Studies

Santa Barbara City College, Associate Degree in Communication Science and Social and Behavioral Science

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***Name***

Darren Moulden

***All positions and offices held with the Company and date such position(s) was held with start and ending dates***

Creative Director: responsible for digital and product concept design (June 7, 2017 - Present)

***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

YEKIM LLC, Creative Director: responsible for digital and product concept design (June 7, 2017 - Present)

LA XCHANGE: provider of digital, lifestyle and consulting services (November 2016 - Present)

Optum, Inc. (dba EGS/OptumRx Integrated Health Services), Staff Pharmacist (October 2015 - March 2017)

Los Robles Hospital and Medical Center, Staff Pharmacist (February 2015 - October 2015)

AlixRx, Staff Pharmacist (January 2014 - February 2015)

***Education***

Hampton University, Doctorate of Pharmacy

Pharmacist License in California, Georgia, and Maryland

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**Name**

Ishmael Mahew

**All positions and offices held with the Company and date such position(s) was held with start and ending dates**

Creative Director: responsible for digital and product concept design (June 7, 2017 - Present)

**Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates**

YEKIM LLC, Creative Director: responsible for digital and product concept design (June 7, 2017 - Present)

Lineage Interactive LLC, Project Manager: oversee the daily operations of graphic design, motion graphic design and content production at a digital creative agency (June 6 2016 - Present)

UltraTec, Inc. (dba CapTel), Caption Associate: typist for the deaf and hard of hearing (April 2014 - December 2015)

**Education**

Full Sail University, Bachelor of Science in Media Communications

**Name**

Martez Malone

**All positions and offices held with the Company and date such position(s) was held with start and ending dates**

Managing Member (September 19, 2013 - Present)

**Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates**

YEKIM LLC, Managing Member: responsible for the management of all aspects of the Company's business, including determining business strategy and directing operations, administration, marketing and finances (September 19, 2013 - Present)

**Education**

Kenwood Academy High School, High School Diploma

**Control/Major Decisions**

The table below sets forth who can make the following major decisions with respect to the Company on behalf of the Company:

Decision	Person/Entity
Issuance of additional Securities	Managing Member
Incurrence of indebtedness	Managing Member
Sale of property, interests or assets of the Company	Managing Member
Determination of the budget	Managing Member
Determination of business strategy	Managing Member
Dissolution of liquidation of the Company	Members

**Indemnification**

Indemnification is authorized by the Company to managers, 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.

**Employees**

The Company currently has no employees.

**CAPITALIZATION AND OWNERSHIP****Capitalization**

The Company has issued the following outstanding Securities:

<b>Type of security</b>	Membership Interests
<b>Amount outstanding</b>	100%
<b>Voting Rights</b>	Each member of record has voting rights based on its percentage ownership of the Company, unless otherwise specified in the certificate of formation or operating agreement of the Company.
<b>Anti-Dilution Rights</b>	None
<b>How this Security may limit, dilute or qualify the Notes/Bonds issued pursuant to Regulation CF</b>	The SAFEs are convertible into nonvoting membership interests in the Company. The voting membership interests issued and outstanding may be dilutive and could adversely affect the value of the Securities offered hereunder.
<b>Percentage ownership of the company by the holders of such Securities (assuming conversion prior to the Offering if convertible securities).</b>	100%

The Company has the following debt outstanding:

<b>Type of debt</b>	Consignment Agreement
<b>Name of creditor</b>	Quiby, Inc. dba Kickfurther
<b>Amount outstanding</b>	\$560,000
<b>Interest rate and payment schedule</b>	The interest rate of the Consignment Agreement is approximately 16%, assuming each purchase order subject to the Consignment Agreement is paid for at full value by the Company's customers. Payment will be made in three monthly installments in each of November 2017, December 2017 and January 2018.
<b>Describe any collateral or security</b>	The Company's jackets and other current inventory

**Valuation**

The Company has not conducted any third-party valuation or appraisal and has conducted only (i) "sweat equity" sales of its securities to its founder, and (ii) consignments of inventory to Kickfurther investors, no valuation of the Company or its securities is currently available. Purchasers are encouraged to determine your own independent value of the Company prior to investing.

**Ownership**

Below the beneficial owners of 20% percent 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>Percentage Owned Prior to Offering</b>
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Martez Malone	100%
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Following the Offering, the Purchasers will own 0% of the Company if the Minimum Amount is raised and 0% if the Maximum Amount is raised.

## **FINANCIAL INFORMATION**

**Please see the financial information listed on the cover page of this Form C and attached hereto in addition to the following information. Financial statements are attached hereto as Exhibit A.**

### **Operations**

We believe that our prior earnings and cash flows are not indicative of future earnings and cash flows because further recognition of the high quality of the Company's brands and increased marketing efforts are expected to result in greater sales volume over the next 12 months.

Within the next 12 months, the Company will execute a strong marketing campaign focusing on major influencers on social media platforms to bring up online and retail sales. The Company will also participate in trade shows in other countries to boost international sales.

The Company currently requires \$10,000 a month to sustain operations.

### **Liquidity and Capital Resources**

The Offering proceeds are important to our operations. While not dependent on the Offering proceeds, the influx of capital will assist in the achievement of our next milestones and expedite the realization of our business plan, specifically our targeted marketing efforts. Because we have already allocated the proceeds to a specific use dependent on the completion of this Offering, and because the Company is expected to pursue additional sources of capital, the proceeds will not have a material effect on our liquidity.

The Company will require additional financing in excess of the proceeds from the Offering in order to sustain operations for the next 12 months.

In 2016, the Company received a \$700,000 monthly credit line with BayView Funding. In February 2017, the Company conducted several sales of inventory on consignment (secured by a number of purchase orders from retail stores) on Kickfurther for approximately \$200,000, repaying the principal amounts in full plus 9% interest by June 2017. The Company recently raised an additional \$560,000 from Kickfurther, with repayment of approximately \$653,000 due in three monthly installments (November 2017 - January 2018). The Company anticipates seeking additional lines of credit and business loans over the next 12 months. Such additional sources of capital are necessary to the operations of the Company.

Given the irregular timing of payments of purchase orders, consignments, lines of credit and business loans are necessary to the Company's liquidity, providing capital for rent, production and marketing costs and other regular expenses.

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

The Company has not made any material capital expenditures in the past two years and does not intend to make any material capital expenditures in the future.

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

None

### **Trends and Uncertainties**

The Company does not currently believe it is subject to any trends or uncertainties.

After reviewing the above discussion of the steps the Company intends to take, potential Purchasers should consider whether achievement of each step within the estimated time frame is realistic in their judgment. Potential Purchasers 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 and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

## **THE OFFERING AND THE SECURITIES**

**The Offering**

The Company is offering up to 107,000 of SAFEs (Simple Agreements for Future Equity) for up to \$107,000. The Company is attempting to raise a minimum amount of \$50,000 in this Offering (the "Minimum Amount"). The Company must receive commitments from investors in an amount totaling the Minimum Amount by September 9, 2017 (the "Offering Deadline") in order to receive any funds. If the sum of the investment commitments does not equal or exceed the Minimum Amount by the Offering Deadline, no Securities will be sold in the Offering, investment commitments will be cancelled and committed funds will be returned to potential investors without interest or deductions. The Company has the right to extend the Offering Deadline at its discretion. The Company will accept investments in excess of the Minimum Amount up to \$107,000 (the "Maximum Amount") and the additional Securities will be allocated on a First-come, first-served basis.

The price of the Securities does not necessarily bear any relationship to the Company's asset value, net worth, revenues or other established criteria of value, and should not be considered indicative of the actual value of the Securities. A third-party valuation or appraisal has not been prepared for the business.

In order to purchase the Securities, you must make a commitment to purchase on [www.republic.co](http://www.republic.co), the platform (the "Platform") owned and operated by OpenDeal Inc. dba Republic (the "Intermediary"). Purchaser funds will be held in escrow with PrimeTrust, LLC until the Minimum Amount of investments is reached. Purchasers may cancel an investment commitment until 48 hours prior to the Offering Deadline or the Closing, whichever comes first using the cancellation mechanism provided on the Platform by the Intermediary. The Company will notify Purchasers when the Minimum Amount has been reached. If the Company reaches the Minimum Amount prior to the Offering Deadline, it may close the Offering at least five (5) days after reaching the Minimum Amount and providing notice to the Purchasers. If any material change (other than reaching the Minimum Amount) occurs related to the Offering prior to the Offering Deadline, the Company will provide notice to Purchasers and receive reconfirmations from Purchasers who have already made commitments. If a Purchaser does not reconfirm its investment commitment after a material change is made to the terms of the Offering, the Purchaser's investment commitment will be cancelled and the committed funds will be returned without interest or deductions. If a Purchaser does not cancel an investment commitment before the Minimum Amount is reached, the funds will be released to the Company upon closing of the Offering and the Purchaser will receive the Securities in exchange for its investment. Any Purchaser funds received after the initial closing will be released to the Company upon a subsequent closing and the Purchaser will receive Securities via Electronic Certificate/PDF in exchange for its investment as soon as practicable thereafter.

Subscription Agreements are not binding on the Company until accepted by the Company, which reserves the right to reject, in whole or in part, in its sole and absolute discretion, any subscription. If the Company rejects all or a portion of any subscription, the applicable prospective Purchaser's funds will be returned without interest or deduction.

The price of the Securities was determined arbitrarily. The minimum amount that a Purchaser may invest in the Offering is \$50.00.

The Offering is being made through the Intermediary. The following two fields below sets forth the compensation being paid to the Intermediary in connection with the Offering.

***Commission/Fees***

5.0% of the amount raised

***Stock, Warrants and Other Compensation***

2% of the Securities being issued in this Offering.

***Transfer Agent and Registrar***

The transfer agent and registrar for the Securities is FundAmerica, LLC.

**The Securities**

We request that you please review our organizational documents and the Crowd Safe instrument in conjunction with the following summary information.

**Authorized Capitalization**

At the initial closing of this Offering (if the minimum amount is sold), each of our authorized and outstanding capital will consist solely of common membership interests.

**Not Currently Equity Interests**

The Securities are not currently equity interests in the Company and can be thought of as the right to receive equity at some point in the future upon the occurrence of certain events.

**Dividends**

The Securities do not entitle the Purchasers to any dividends.

**Conversion**

Upon each future equity financing of greater than \$1,000,000 (an “Equity Financing”), the Securities are convertible at the option of the Company, into CF Shadow Series Securities, which are securities identical to those issued in such future Equity Financing except 1) they do not have the right to vote on any matters except as required by law, 2) they must vote in accordance with the majority of the investors in such future Equity Financing with respect to any such required vote and 3) they are not entitled to any inspection or information rights (other than those contemplated by Regulation CF). The Company has no obligation to convert the Securities in any future financing.

***Conversion Upon the First Equity Financing***

If the Company elects to convert the Securities upon the first Equity Financing following the issuance of the Securities, the Purchaser will receive the number of CF Shadow Series Securities equal to the greater of the quotient obtained by dividing the amount the Purchaser paid for the Securities (the “Purchase Amount”) by:

(a) the quotient of \$10,000,000 divided by the aggregate number of issued and outstanding shares of capital stock, assuming full conversion or exercise of all convertible and exercisable Securities then outstanding, including shares of convertible preferred stock and all outstanding vested or unvested options or warrants to purchase capital stock, but excluding (i) the issuance of all shares of capital stock reserved and available for future issuance under any of the Company’s existing equity incentive plans, (ii) convertible promissory notes issued by the Company, (iii) any Simple Agreements for Future Equity, including the Securities (collectively, “Safes”), and (iv) any equity Securities that are issuable upon conversion of any outstanding convertible promissory notes or Safes,

OR

(b) the lowest price per share of the Securities sold in such Equity Financing multiplied by 80%.

The price (either (a) or (b)) determined immediately above shall be deemed the “First Financing Price” and may be used to establish the conversion price of the Securities at a later date, even if the Company does not choose to convert the Securities upon the first Equity Financing following the issuance of the Securities.

***Conversion After the First Equity Financing***

If the Company elects to convert the Securities upon an Equity Financing after the first Equity Financing following the issuance of the Securities, the Purchaser will receive the number of CF Shadow Series Securities equal to the quotient obtained by dividing (a) the Purchase Amount by (b) the First Financing Price.

***Conversion Upon a Liquidity Event Prior to an Equity Financing***

In the case of an initial public offering of the Company (“IPO”) or Change of Control (see below) (either of these events, a “Liquidity Event”) of the Company prior to any Equity Financing, the Purchaser will receive, at the option of the Purchaser, either (i) a cash payment equal to the Purchase Amount (subject to the following paragraph) or (ii) a number of shares of common stock of the Company equal to the Purchase Amount divided by the quotient of (a) \$10,000,000 divided by (b) the number, as of immediately prior to the Liquidity Event, of shares of the Company’s capital stock (on an as-converted basis) outstanding, assuming exercise or conversion of all outstanding vested and unvested options, warrants and other convertible securities, but excluding: (i) shares of common stock reserved and available for future grant under any equity incentive or similar plan; (ii) any Safes; and (iii) convertible promissory notes.

In connection with a cash payment described in the preceding paragraph, the Purchase Amount will be due and payable by the Company to the Purchaser immediately prior to, or concurrent with, the consummation of the Liquidity Event. If there are not enough funds to pay the Purchasers and holders of other SAFEs (collectively, the “Cash-Out Investors”) in full, then all of the Company’s available funds will be distributed with equal priority and pro rata among the Cash-Out Investors in proportion to their Purchase Amounts.

“Change of Control” as used above and throughout this section, means (i) a transaction or transactions in which any person or group becomes the beneficial owner of more than 50% of the outstanding voting securities entitled to elect

the Company's board of directors, (ii) any reorganization, merger or consolidation of the Company, in which the outstanding voting security holders of the Company fail to retain at least a majority of such voting securities following such transaction(s) or (iii) a sale, lease or other disposition of all or substantially all of the assets of the Company.

#### ***Conversion Upon a Liquidity Event Following an Equity Financing***

In the case of a Liquidity Event following any Equity Financing, the Purchaser will receive, at the option of the Purchaser, either (i) a cash payment equal to the Purchase Amount (as described above) or (ii) a number of shares of the most recently issued preferred stock equal to the Purchase Amount divided by the First Financing Price. Shares of preferred stock granted in connection therewith shall have the same liquidation rights and preferences as the shares of preferred stock issued in connection with the Company's most recent Equity Financing.

#### **Dissolution**

If there is a Dissolution Event (see below) before the Securities terminate, the Company will distribute, subject to the preferences applicable to any series of preferred stock then outstanding, all of its assets legally available for distribution with equal priority among the Purchasers, all holders of other Safes (on an as converted basis based on a valuation of common stock as determined in good faith by the Company's board of directors at the time of the Dissolution Event) and all holders of common stock.

A "Dissolution Event" means (i) a voluntary termination of operations by the Company, (ii) a general assignment for the benefit of the Company's creditors or (iii) any other liquidation, dissolution or winding up of the Company (excluding a Liquidity Event), whether voluntary or involuntary.

#### **Termination**

The Securities terminate upon (without relieving the Company of any obligations arising from a prior breach of or non-compliance with the Securities) upon the earlier to occur: (i) the issuance of shares in the CF Shadow Series to the Purchaser pursuant to the conversion provisions or (ii) the payment, or setting aside for payment, of amounts due to the Purchaser pursuant to a Liquidity Event or a Dissolution Event.

#### **Voting and Control**

The Securities have no voting rights at present or when converted.

The following table sets forth who has the authority to make the certain Company appointments:

<b>Appointment of the Managers of the Company</b>	Members
<b>Appointment of the Officers of the Company</b>	Managing Member

The Company does not have any voting agreements or equity holder agreements in place.

#### **Anti-Dilution Rights**

The Securities do not have anti-dilution rights, which means that future equity financings will dilute the ownership percentage that the Purchaser may eventually have in the Company.

#### **Restrictions on Transfer**

Any Securities sold pursuant to Regulation CF being offered may not be transferred by any Purchaser 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 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 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. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

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



In addition, the Purchaser may not transfer the Securities or any Securities 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 sold for up to 180 days following such IPO.

#### **Other Material Terms**

- The Company does not have the right to repurchase the Securities.
- The Securities do not have a stated return or liquidation preference.
- The Company cannot determine if it currently has enough capital stock authorized to issue upon the conversion of the Securities, because the amount of capital stock to be issued is based on the occurrence of future events.

#### **TAX MATTERS**

**EACH PROSPECTIVE PURCHASER SHOULD CONSULT WITH ITS OWN TAX AND ERISA ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO THE PURCHASER OF THE PURCHASE, OWNERSHIP AND SALE OF THE PURCHASER'S SECURITIES, AS WELL AS POSSIBLE CHANGES IN THE TAX LAWS.**

**TO INSURE COMPLIANCE WITH THE REQUIREMENTS IMPOSED BY THE INTERNAL REVENUE SERVICE, WE INFORM YOU THAT ANY TAX STATEMENT IN THIS FORM C CONCERNING UNITED STATES FEDERAL TAXES IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING ANY TAX-RELATED PENALTIES UNDER THE UNITED STATES INTERNAL REVENUE CODE. ANY TAX STATEMENT HEREIN CONCERNING UNITED STATES FEDERAL TAXES WAS WRITTEN IN CONNECTION WITH THE MARKETING OR PROMOTION OF THE TRANSACTIONS OR MATTERS TO WHICH THE STATEMENT RELATES. EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.**

**Potential Purchasers who are not United States residents are urged to consult their tax advisors regarding the United States federal income tax implications of any investment in the Company, as well as the taxation of such investment by their country of residence. Furthermore, it should be anticipated that distributions from the Company to such foreign investors may be subject to UNITED STATES withholding tax.**

**EACH POTENTIAL PURCHASER SHOULD CONSULT ITS OWN TAX ADVISOR CONCERNING THE POSSIBLE IMPACT OF STATE TAXES. TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST**

#### **Related Person Transactions**

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 10 percent 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:

#### **Conflicts of Interest**

The Company has not engaged in any transactions or relationships, which may give rise to a conflict of interest with the Company, its operations and its equity holders.

#### **OTHER INFORMATION**

In 2003, at the age of 19, while a student at Parkland College in Champaign, Illinois, the Managing Member of the Company, Martez Malone, engaged in a check cashing/debit card scheme with two other individuals. In 2005, he was charged with and pled guilty to conspiracy to commit banking fraud and was sentenced to 24 months in prison. He began his sentence at the United States Penitentiary, Leavenworth on October 20, 2006 and was released on probation on November 7, 2007. Several years after completing his probation, Mr. Malone founded the Company, dedicating himself to become an upstanding and successful entrepreneur in the luxury clothing industry.

A transcript of the Company's promotional video uploaded on the Intermediary's website is attached hereto as Exhibit B.

**Bad Actor Disclosure**

None

## 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 and has duly caused this Form 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.



(Signature)

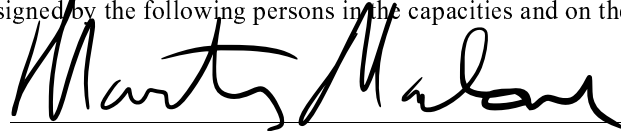
Martez Malone

(Name)

Managing Member

(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 has been signed by the following persons in the capacities and on the dates indicated.



(Signature)

Martez Malone

(Name)

Managing Member

(Title)

July 11, 2017

(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      Financial Statements  
Exhibit B      Video Transcript

## **EXHIBITS**

**EXHIBIT A**  
*Financial Statements*

### **CERTIFICATION OF FINANCIAL STATEMENTS**

I, Martez Malone, being the founder and managing member of YEKIM LLC, a Delaware limited liability company (the “Company”), hereby certify as of this 10<sup>th</sup> day of July 2017 that:

(i) the accompanying unaudited financial statements of the Company, which comprise the balance sheets as of December 31, 2016 and December 31, 2015, and the related statements of income (deficit), stockholder’s equity and cash flows for each of the years ended December 31, 2016 and December 31, 2015, and the related notes to said financial statements (collectively, the “Financial Statements”), are true and complete in all material respects; and

(ii) while the Company has not yet filed tax returns for the year ending December 31, 2016, any tax return information in the Financial Statements reflects accurately the information that would be reported in such tax returns.

A handwritten signature in black ink, appearing to read "Martezy Malone", is written over a horizontal line.

Martezy Malone

**YEKIM LLC**

**Unaudited Financial Statements for the Years Ended  
December 31, 2016 and 2015**

**YEKIM LLC**  
**BALANCE SHEET**  
**As of December 31, 2016 and 2015**  
**(Unaudited)**

	<u>2016</u>	<u>2015</u>
<b>TOTAL ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 0	\$ 10,000
Accounts receivable	<u>-</u>	<u>0</u>
Total Current Assets	<u>0</u>	<u>10,000</u>
Non-Current Assets:		
Property and equipment, net	<u>3,000</u>	<u>0</u>
Total Non-Current Assets	<u>3,000</u>	<u>10,000</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 3,000</u></u>	<u><u>\$ 10,000</u></u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Liabilities:		
Current Liabilities:		
Accounts payable	\$ 53,000	\$ 0
Accrued liabilities	<u>0</u>	<u>0</u>
Total Liabilities	<u>53,000</u>	<u>0</u>
<b>TOTAL LIABILITIES</b>	53,000	0
<b>STOCKHOLDER'S QUITTY</b>		
Common shares	\$ 0	\$ 0
Accumulated deficit	<u>(50,000)</u>	<u>10,000</u>
Total Stockholder's Equity	<u>(50,000)</u>	<u>10,000</u>
<b>TOTAL LIABILITIES AND PARTNER'S CAPITAL</b>	<u><u>\$ 3,000</u></u>	<u><u>\$ 10,000</u></u>

The accompanying notes are an integral part of these unaudited financial statements.



**YEKIM LLC**  
**INCOME STATEMENT**  
**For the Years Ended December 31, 2016 and 2015**  
**(Unaudited)**

	<u>2016</u>	<u>2015</u>
Revenues, net	\$ 351,000	\$ 374,000
Cost of goods sold	<u>275,000</u>	<u>308,000</u>
Gross Profit	<u>76,000</u>	<u>66,000</u>
Operating Expenses:		
General and administrative	130,000	55,000
Sales and marketing	<u>6,000</u>	<u>0</u>
Total Operating Expenses	<u>136,000</u>	<u>55,000</u>
Net Income (Loss)	<u><u>\$ (60,000)</u></u>	<u><u>\$ 11,000</u></u>

The accompanying notes are an integral part of these unaudited financial statements.

**YEKIM LLC**  
**STATEMENT OF MEMBERS' EQUITY**  
**As of December 31, 2016 and 2015**  
**(Unaudited)**

	<u>Common Stock</u>			
	<u>Number of Units</u>	<u>Amount</u>	<u>Accumulated Deficit</u>	<u>Total Stockholder's Equity</u>
Balance as of January 1, 2014	0	\$ 0	\$(1,000)	\$(1,000)
Net Income	<u>-</u>	<u>0</u>	<u>11,000</u>	<u>11,000</u>
Balance as of December 31, 2015	0	0	10,000	10,000
Net Loss	<u>0</u>	<u>0</u>	<u>(60,000)</u>	<u>(60,000)</u>
Balance as of December 31, 2016	<u>0</u>	<u>\$ 0</u>	<u>\$(50,000)</u>	<u>\$(50,000)</u>

The accompanying notes are an integral part of these unaudited financial statements.

**YEKIM LLC**  
**STATEMENT OF CASH FLOWS**  
**For the Years Ended December 31, 2016 and 2015**  
**(Unaudited)**

	<u><b>2016</b></u>	<u><b>2015</b></u>
<b>Cash Flows From Operating Activities</b>		
Net Income (Loss)	\$(60,000)	\$11,000
Adjustments to reconcile net loss to net cash used in operating activities:		
Increase (decrease) in accounts payable	<u>53,000</u>	<u>0</u>
Net Cash Used In Operating Activities	<u>(7,000)</u>	<u>()</u>
<b>Cash Flows From Investing Activities</b>		
Purchase of property and equipment	<u>(3,000)</u>	<u>0</u>
Net Cash Used In Investing Activities	<u>(3,000)</u>	<u>0</u>
<b>Cash Flows From Financing Activities</b>		
Issuance of common stock	<u>0</u>	<u>0</u>
Net Cash Provided By Financing Activities	<u>0</u>	<u>0</u>
Net Change In Cash	(10,000)	10,000
Cash at Beginning of Period	<u>10,000</u>	<u>(1,000)</u>
Cash at End of Period	<u><u>\$ 0</u></u>	<u><u>\$ 10,000</u></u>
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash paid for interest	\$ 0	\$ 0

The accompanying notes are an integral part of these unaudited financial statements.

**YEKIM LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(unaudited)**

**NOTE 1 - NATURE OF OPERATIONS**

YEKIM LLC (the "Company") was organized on September 19, 2013 ("Inception") in the state of Delaware. The Company is headquartered in Los Angeles, California. The Company designs, manufactures high-end clothing for men and women of all ages.

Since Inception, the Company has relied on securing payment in advance to fund its operations. As of December 31, 2016, and 2015, the Company had low or negative working capital and will likely incur additional losses prior to generating positive working capital. These matters raise substantial concern about the Company's ability to continue as a going concern. During the next 12 months, the Company intends to fund its operations with funding from a crowdfunding campaign and crowdfinancing campaigns (see Note 7) and funds from revenue producing activities, if and when such can be realized. If the Company cannot secure additional short-term capital, it may cease operations. These financial statements and related notes thereto do not include any adjustments that might result from these uncertainties.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP"). The accompanying unaudited financial statements do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for the fair presentation of the unaudited financial statements for the years presented have been included.

**Use of Estimates**

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the footnotes thereto. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Company has a limited operating history. The Company's business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include: recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions could affect the Company's financial condition and the results of its operations.

**Cash and Cash Equivalents**

The Company considers short-term, highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents. Cash consists of funds held in the Company's checking account. The Company maintains its cash with a major financial institution located in the United States of America, which it believes to be credit worthy. The Federal Deposit Insurance Corporation insures balances up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits. As of December 31, 2016, and 2015, the Company had \$0 and \$10,000 of cash on hand, respectively.

**Receivables and Credit Policy**

Trade receivables from customers are uncollateralized customer obligations due under normal trade terms, primarily requiring payment before services are rendered. Trade receivables are stated at the amount billed to the customer. Payments of trade receivables are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoice. The Company, by policy, routinely assesses the financial strength of its customers. As a result, the Company believes that its accounts receivable credit risk exposure is limited

and it has not experienced significant write-downs in its accounts receivable balances. As of December 31, 2016, and 2015, the Company did not have any outstanding accounts receivable.

#### Property and Equipment

Property and equipment are recorded at cost. Expenditures for renewals and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Expenditures for maintenance and repairs are expensed as incurred. When equipment is retired or sold, the cost and related accumulated depreciation are eliminated from the balance sheet accounts and the resultant gain or loss is reflected in income.

Depreciation is provided using the straight-line method, based on useful lives of the assets which range from three to five years.

The Company reviews the carrying value of property and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors. Based on this assessment, no impairment was recorded for the years ended December 31, 2016 and 2015.

As of January 1, 2016, the Company adopted Financial Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2014-02, Intangibles- Goodwill and Other: Accounting for Goodwill. This accounting alternative allows management to elect to amortize goodwill over a 10-year life. In accordance with the adoption of this accounting alternative for goodwill, the Company has also elected to test goodwill for impairment, upon the occurrence of one or more triggering events, at the company level. The Company has adopted this standard as management believes the amortization of goodwill more accurately reflects financial statement information significant to the users of the financial statements. The adoption of ASU 2014-02 did not have any effect on the financial statements of the Company.

Effective January 1, 2016, goodwill is amortized on the straight-line method over a period of 10 years. Goodwill will be tested for impairment upon the occurrence of an event that would indicate that the fair value of the Company is below its carrying value. Prior to January 1, 2016, the Company had no recorded goodwill. As of December 31, 2016, the carrying value of the Company's goodwill was not considered impaired.

#### Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the basis of receivables, inventory, property and equipment, intangible assets, and accrued expenses for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

There is no income tax provision for the Company for the period from Inception through December 31, 2016 as the Company incurred a taxable loss. In addition, there is a 100% valuation allowance against the net operating loss generated by the Company as of December 31, 2016. The Company is taxed as a "C" Corporation.

The Company evaluates its tax positions that have been taken or are expected to be taken on income tax returns to determine if an accrual is necessary for uncertain tax positions. As of December 31, 2016, the unrecognized tax benefits accrual was zero.

#### Revenue Recognition

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the fee for the arrangement is fixed or determinable and collectability is reasonably assured.

#### Sales and Marketing Expenses

The Company expenses advertising costs as they are incurred.

#### Recent Accounting Pronouncements

In May 2014, FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." ASU No. 2014-09 contains a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. Under this guidance, revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration expected to be received for those goods or services. The updated standard permits the use of either the retrospective or cumulative effect transition method. Early adoption is permitted for reporting periods beginning after December 15, 2016. The updated standard for nonpublic entities will be effective after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. The Company is currently evaluating the effect that the updated standard will have on its financial statements and related disclosures.

In February 2016, FASB issued ASU No. 2016-02, "Leases (Topic 842)," 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 2016-02 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. The Company is currently evaluating the effect that the updated standard will have on its financial statements and related disclosures.

In August 2016, FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230)." ASU 2016-15 provides classification guidance for certain cash receipts and cash payments including payment of debt extinguishment costs, settlement of zero-coupon debt instruments, insurance claim payments and distributions from equity method investees. The standard is effective on January 1, 2018, with early adoption permitted. The Company is currently in the process of evaluating the impact the adoption will have on its 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 the Company, or (iv) are not expected to have a material impact the Company's financial statements.

#### NOTE 3 – PROPERTY AND EQUIPEMNT

Property and Equipment as of December 31, 2016 and 2015 consists of the following:

	December 31,	
	2016	2015
Computer Equipment	\$ 3,000	\$ 0
	3,000	0
Less accumulated depreciation	0	0
	<u>\$ 3,000</u>	<u>\$ 0</u>

Depreciation expense totaled \$0 and \$0 for the years ended December 31, 2016 and 2015, respectively.

#### NOTE 4 – INCOME TAX PROVISION

The Company has not filed tax returns for the years ending December 31, 2013, 2014, 2015 and 2016. Once filed, the return will remain subject to examination by the Internal Revenue Service under the statute of limitations for a period of three years from the date it is filed. The Company may be subject to penalties, interest and late fees for the late filings. Any net operating loss generated during any of the fiscal years will expire twenty years after the fiscal year-end which incurred the loss.

#### NOTE 5– STOCKHOLDER'S EQUITY

The Company is currently 100% owned by one individual.

## NOTE 6 – COMMITMENTS AND CONTINGENCIES

### *Legal Matters*

The Company is not currently involved with, and does not know of any, pending or threatening litigation against the Company or its founder.

## NOTE 7 – SUBSEQUENT EVENTS

### Anticipated Crowdfunded Offering

The Company is offering (the “Crowdfunded Offering”) up to 107,000 SAFEs (“Simple Agreement for Future Equity”) for up to \$107,000. The Company is attempting to raise a minimum amount of \$50,000 in this offering and up to \$107,000 maximum. The Company must receive commitments from investors totaling the minimum amount by September 9, 2017 (the “Offering Deadline”) in order to receive any funds.

The Crowdfunded Offering is being made through OpenDeal Inc., (the “Intermediary” aka “Republic” or “Republic.co”). The Intermediary will be entitled to receive a 5% commission fee and 2% of the securities issued in this offering.

### Crowdfinancing

Subsequent to December 31, 2016, the Company entered into various crowdfinancing arrangements to provide funds to finance future purchase orders through Kickfurther. The Company financed \$560,000 of purchase orders which will be payable in three monthly installments between November 2017 and January 2018. The individuals who financed the purchase orders will earn a share of their profit. The total amount to be paid to investors is expected to be \$653,000.

### Management’s Evaluation

Management has evaluated subsequent events through July 6, 2017, the date the financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in the financial statements.

**EXHIBIT B**  
*Video Transcript*



## **YEKIM LLC VIDEO TRANSCRIPT**

Martez Malone: "I'm from the south side of Chicago, Illinois. YEKIM is defined by quality, luxury and hustle. The name YEKIM actually came from my son's name, my son's name backwards, which is Mikey. YEKIM basically started because I was in the music industry. I started to see that you had to be in a certain circle... in certain circles to make things happen. So I just woke up one day and I was like, "man, I'm just going to start making clothes and making custom pieces." Man, there's been so many celebrities that's been in my clothes, from Chief Keef, Lil Durk, Nick Cannon, Nicki Minaj, Meek Mill, DJ Kelly. It's definitely very important being here in LA, building relationships face to face with the factories. Being in the field every day, it's not even so much it being important. It's like... you have to do it. There's no way I would be able to be at the level I'm in. We're going to be doing major trade shows in all of these countries through the LA Trade Connect. I've done a lot and accomplished a lot in three and a half years that I know that brands can't even compare to, and just, business is period and it's just the truth, you know... It is what it is.