

OFFERING STATEMENT
(EXHIBIT TO SEC FORM C)
31st January 2019

The HIEV Houston Corp

letslaunch 



Contents

Introduction	3
Summary of Offering.....	5
Investment, Escrow and Closing Process	5
Cancelation of Investment Commitment.....	6
Material Changes to the Offering	6
Restrictions on Transfer or Sale of Securities	6
Escrow Agent / Paying Agent	7
LetsLaunch Compensation	7
Perks and Rewards.....	7
Issuer Representations and Warrant	8
Business Plan.....	8
Company Overview	8
Products and Services	9
Target Market	10
Marketing Plan.....	10
Key Persons – Officers and Directors.....	10
Description of Current Capital Structure	10
Existing Securities	11
Beneficial Owners	11
Other Exempt Offerings	11
Material Terms of Indebtedness.....	12
Certain Transactions	12
Use of Funds.....	13
Risk Factors	13
Legal Matters	14
Corporate Actions of the Issuer	16
Crowdfunding Eligibility.....	17
Dilution.....	18
Governing Law	18
LetsLaunch Assessment	19
Minority Ownership Rights.....	19



Modification of Terms.....	19
Tax Considerations.....	19
Valuation.....	19
Ongoing Reporting.....	20
Financial Statements.....	21
Overview of Financials	21
Summary Financial Statements	21
Appendix A – Detailed Financial Statements.....	22



Introduction

This Offering Statement (this “**Disclosure**”) is provided solely to prospective investors through the Crowdfunding Portal provided at www.letslaunch.com and any subdomain thereof (the “**Portal**”) and operated by Pitch Venture Group LLC d/b/a LetsLaunch, a Delaware limited liability company (“**LetsLaunch**”), for the sole purpose of evaluating investments in certain securities (“**Securities**”) offered by **The HIEV Houston Corp**, a **C-Corp formed in the State of Texas** (“**The HIEV**”, “**Company**”, or the “**Issuer**”). The Securities, in the form of a Convertible Promissory Note as outlined in the Summary of Offering Section, will be governed by, a Convertible Crowd Note Purchase Agreement (the “**Crowd Note**”) between the Issuer and the purchasers of the Securities.

The Issuer is seeking to raise a target of **USD\$250,000** and a maximum of **USD\$500,000** through the offering and sale of Securities on the Portal (the “**Offering**”) in reliance on the exemption from registration pursuant to Section 4(a)(6) of the U.S. Securities Act of 1933 and the associated regulations thereto (“**Regulation Crowdfunding**”).

Investments, including crowdfunding investments, involve risk. An investor should not invest any funds in this Offering unless he or she is willing and can afford to lose his or her 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, nor have they been recommended or approved by the Portal. The U.S. Securities and Exchange Commission (the “**SEC**”) does not pass upon the merits or terms of any Securities offered, nor does it pass upon the accuracy or completeness of any offering document or literature, including this Disclosure. These Securities are exempt from registration. Prospective investors should not interpret the contents of this Disclosure or any information provided on the Portal as legal, accounting, tax, regulatory, investment or other advice. Prospective investors should consult their own advisors regarding the Securities.

The Securities may not be transferred to any investor during the one (1) year period beginning when the Securities are issued, unless the Securities are transferred: (i) to an “accredited investor” as defined in Rule 501(a) of SEC Regulation D; (ii) to the Issuer; (iii) as part of an offering registered with the SEC; or (iv) to a member of the family of the investor or the equivalent, to a trust controlled by the investor, to a trust created for the benefit of a member of the family of the investor or the equivalent, or in connection with the death or divorce of the investor or other similar circumstance. There is no available secondary market for the sale of the Securities and it may be difficult or impossible for an investor to sell or otherwise dispose of the Securities.

No other person other than the Issuer has been authorized to provide prospective investors with any information concerning the Issuer or the Offering or to make any representation not contained in the Disclosure. To invest in the Securities, each prospective investor will be required to (i) create an account with the Portal, (ii) make representations regarding the investor’s investment eligibility and understanding of the risks involved in investing in the Securities, and (iii) execute the Crowd Note.

Certain information contained in this Disclosure constitutes “forward looking statements” that can be identified by the use of certain forward-looking terminology, including “may”, “will”, “should”, “expect”,



“anticipate”, “estimate”, “intent”, “continue” or “believe” or the negatives or variations thereof. Any forecasts or other estimates in this Disclosure, including estimates of returns or performance, are “forward-looking statements” and are prospective in nature, based upon certain assumptions that may change. Due to the various risks and uncertainties, actual events or results or the actual performance of the Securities may differ materially from those contemplated in such forward-looking statements. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of the Issuer or the Portal. NEITHER THE DELIVERY OF THIS DISCLOSURE AT ANY TIME NOR ANY SALE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS CORRECT OR VERIFIED BY THE PORTAL AS OF ANY TIME AFTER THE EARLIER OF THE RELEVANT DATE SPECIFIED HEREIN OR THE DATE OF THIS DISCLOSURE OR THE DATE OF THE OFFERING.



Summary of Offering

The following is a summary of the terms of the Offering. This summary does not purport to be complete and is qualified in its entirety by reference for the remainder of this Disclosure, information provided on the Portal and the Crowd Note.

The Securities offered for sale by the Issuer on the Portal are governed by the Crowd Note, which is an agreement between an investor and the Issuer, under which the investor agrees to invest in the Issuer pursuant to the terms therein. **By investing in the Securities, investors do not have any voting or management rights with respect to the Issuer.**

Target Offering Amount	The minimum amount that must be raised for the Offering to close and for Securities to be issued is USD\$250,000
Maximum Offering Amount	USD\$500,000
Offering Period	The Offering will close at 11:59 PM on 1st July 2019 . In certain cases, the Issuer may choose to accelerate the end of the Offering Period, as discussed in this Disclosure.
Maturity Date	01/01/2023
Discount	0%
Interest Rate	12%
Valuation Cap	USD\$3,000,000
Voting Rights	These Securities are non-voting Securities, meaning investors will have no financial or operational control of the business.
Minimum Investment	\$250

Investment, Escrow and Closing Process

Investors seeking to make an investment in Securities offered by the Issuer will:

1. Create an account on the LetsLaunch Portal
2. Click “Invest” on the Offering made available on the Portal
3. Be asked to enter certain required information, including the investor’s annual income and net worth, which will be used to determine an investment limit for each investor
4. Make certain representations regarding the investor’s understanding of the Offering and the risks associated with crowdfunding
5. Input the amount the investor wishes to invest in Securities offered by the Issuer
6. Execute the Crowd Note and upload the signed document to the Portal.

When the issuer confirms their investment amount, the investor will contribute their committed investment amount into a designated escrow account for the Offering.

Once the Target Offering Amount has been raised and the Offering Period has ended, the committed investment amounts will be released from escrow upon the Issuer’s satisfaction with the terms and conditions set forth in the Crowd Note. At this point, the Offering will be deemed to have been successfully closed (the “Closing”) and the executed Crowd Note and any other applicable documents



will be provided to the investor and the Issuer. The Issuer will grant the promised Securities to the investor, as stated in the Crowd Note.

Cancellation of Investment Commitment

Investors may cancel an investment commitment until forty-eight (48) hours prior to the end of the Offering Period identified in this Disclosure. If an investor does not cancel an investment commitment before the forty-eight (48) hour period prior to the end of the Offering Period and the target Offering Amount has been met, the funds will be released to the Issuer upon Closing and the investor will receive Securities in exchange for his or her investment, as specified in the Crowd Note. LetsLaunch will notify investors when the Target Offering Amount has been met. If the Issuer reaches the Target Offering Amount prior to the end of the Offering Period identified in this Disclosure, the Issuer may close the offering early if it provides notice about the new offering deadline at least five (5) business days prior to such new offering deadline (absent a Material Change, as defined in the next section, that would require an extension of the offering and reconfirmation of the investment commitment). If the Issuer does not raise at least the Target Offering Amount through this Offering on the Portal, no Securities will be sold in this Offering. In this case, investment commitments will be canceled, and funds will be returned to the investors.

Material Changes to the Offering

If the Issuer makes a material change (“Material Change”) to the Offering, investors will be notified of such a change by the Portal. In the event of a Material Change, investment commitments will be canceled unless the investor reconfirms the investment commitment within five (5) business days of the notification. Investment commitments can be reconfirmed on the Investor Dashboard provided by the Portal. If the investor does not reconfirm the investment commitment, the investment commitment will be canceled, the investor will receive a notice of cancellation from the Portal and funds will be returned.

Restrictions on Transfer or Sale of Securities

The Securities may not be transferred to any investor during the one (1) year period beginning when the Securities are issued, unless the Securities are transferred: (i) to an “accredited investor” as defined in Rule 501(a) of SEC Regulation D; (ii) to the Issuer; (iii) as part of an offering registered with the SEC; or (iv) to a member of the family of the investor or the equivalent, to a trust controlled by the investor, to a trust created for the benefit of a member of the family of the investor or the equivalent, or in connection with the death or divorce of the investor or other similar circumstance. There is no available secondary market for the sale of the Securities and it may be difficult or impossible for an investor to sell or otherwise dispose of the Securities.

Note: the term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any such categories, at the time of the sale of the Securities to that person. The term “member of the family of the investor or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the investor, and includes adoptive relationships. The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.



Escrow Agent / Paying Agent

The Portal's Escrow and Paying Agent is North Capital Private Securities Corporation (the "Agent"), a registered broker-dealer, member of FINRA and SIPC, located at 623 E Fort Union Blvd, Suite 101, Midvale, UT 84047. All funds transacted on the Portal are controlled and transacted by the Agent.

LetsLaunch Compensation

LetsLaunch charges zero fees to open an account on the Portal or to make an investment in Securities offered on the Portal. Issuers that conduct an Offering on the Portal are charged a fee of 3% of the total Offering Amount, provided that the Target Offering Amount is raised prior to the end date of the Offering Period. Issuers are also charged fees for Bad Actor checks and Escrow account set up by third party companies. These fees are not considered as compensation to LetsLaunch.

Perks and Rewards

The Issuer is offering certain perks and rewards associated with the Offering. Notably, the Issuer will provide perks and rewards as follows:

Friends and Family Bees: Invest \$500.00 or more

- Two (2) tickets to the Pre-Opening VIP Party
- Private Mailing List for Early Bird Access to all shows
- 25.00 Gift Card

Worker Bee Reward: Invest \$1,000.00 or more

- Four (4) tickets to the Pre-Opening VIP Party
- \$50.00 Gift Certificate to The HIEV
- Private Mailing List for Early Bird Access to all shows
- *****First 100** : T-Shirt and Glass + Free Premium Bottle on your birthday (within the first year of opening and used during your birthday month)

Honey Bees: Invest \$2500.00 or more

- Six (6) tickets to the Pre-Opening VIP Party
- \$100.00 Gift Certificate to The HIEV
- Private Mailing List for Early Bird Access to all shows
- The Honey Bee Card : 10% Discount every visit

Bumble Bees: Invest \$5000.00 or more

- Eight (8) tickets to the Pre-Opening VIP Party
- \$200.00 Gift Certificate to The HIEV
- Private Mailing List for Early Bird Access to all shows
- The Bumble Bee Card : 15% Discount every visit
- Exclusive T-Shirt and Glass



Queen Bees: Invest \$10,000.00 or more

- 16 (16) tickets to the Pre-Opening VIP Party
- \$500.00 Gift Certificate to The HIEV
- Private Mailing List for Early Bird Access to all shows
- The Queen Bee Card : 20% Discount every visit, One (1) Free beer per day in perpetuity
- Exclusive T-Shirt and Glass

The Beekeeper : Invest \$25,000.00 or more

- Twenty (20) tickets to the Pre-Opening VIP Party
- \$1000.00 Gift Certificate to The HIEV
- Private Mailing List for Early Bird Access to all shows
- The Beekeeper Card : 25% Discount every visit, One (1) Free beer per day in perpetuity, skip the line, free valet parking
- Exclusive T-Shirt and Glass
- Free Premium Bottle on your birthday (within the first year of opening and used during your birthday month)

Issuer Representations and Warrant

The Issuer certifies that all of the following statements are true for the Issuer:

1. It is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
2. It is not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
3. It is not an investment company registered or required to be registered under the Investment Company Act of 1940.
4. It is not ineligible to rely on this exemption under Regulation Crowdfunding as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding.
5. It and its predecessors have filed with the SEC and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two (2) years immediately preceding the filing of this Disclosure.
6. It is not a development state company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

Business Plan

Company Overview

Coming in 2020, The HIEV is a *Highly Immersive Experience Venue* opening its flagship theatre and bar in Houston, TX. With the promise to truly erase the line between artist and audience, The HIEV is going to



change the way you see live music. We are focused on bringing immersive shows and events to Houston, while running one of the most enticing bars in the city. Open six (6) nights a week, The HIEV is going to be a destination that will command the attention of the media, your social feeds, and artists' show schedules for years to come.

With help from the brilliant and creative minds behind Houston's most talked about office space (Headquarters) and one of Denver's favorite bars and restaurants (Cart Driver), The HIEV has the team and vision to rival House of Blues in revenue and excitement. See examples below:

- Headquarters (<https://www.headquartershtx.com>)
- Cart Driver (<https://cart-driver.com>)

Our artistic, yet cutting-edge, facility will not only host the best bands and bartenders in town, but be available for corporate and private events as well. This pairing will truly bring innovation and excitement to the bar and live music space that has not been seen before.

Products and Services

The HIEV (Highly Immersive Experience Venue) is an innovative, "purpose built" bar and live music venue that will blur the lines between live performance and deeply immersive artistic experiences - experiences never seen before in Houston.

From the minute you walk in to the minute you leave **The HIEV** will engage you directly on multiple levels whether it be thru the latest in projection technology that connects you directly to the live music and interactive artistic installations that respond to your body's movement. A typical evening of live music would see two to three bands playing in front of responsive projections that thematically takes the audience on a ride from start to finish leaving the audience to feel more engaged and awed than they have been before. For those that can't attend an evening, fans of **The HIEV** will be able to tune in to live streams shared across social accounts.

On nights with no live music scheduled **The HIEV** will be a fun and unique watering hole offering local art installations and technically innovative takes on karaoke and trivia night experiences. **The HIEV** will work hard to engage its fans, generating sincere connectivity thru their social accounts, inspiring lasting fellowship thru unique content and connectivity.

Cutting edge technologies coupled with efficient and repeatable production design methods allow us to improve with every week of live music. Additionally, **The HIEV** will be available for touring musicians to practice in front of virtual audiences - be it Wembley Stadium or The Fillmore projected on its walls, no problem - or to corporations looking for a unique event space for a completely custom/orchestrated experience they are willing to pay top dollar for.



Target Market

People who love music and technology will feel right at home at **The HIEV**. We are an evolution of the traditional bar and live music venue. Our connectivity to the local music scene will yield amazing bands dying to play in front of amazing, innovative and responsive projections - experience our market searches for.

Marketing Plan

With our deep bench of bar/restaurant and venue developers, we will hit the market with one of the most impressive venues in all of Houston. Local and national media outlets and influencers will want first looks inside this new venue and bar, while our connectivity to some of the most impressive brand and marketing agencies will make sure our brand sings throughout the country.

Key Persons – Officers and Directors

The following individuals are Officers of the Issuer. For the purposes of this section of the Disclosure, the term “Officer” includes the positions of president, vice president, secretary, treasurer, chief financial officer, comptroller, or chief accounting officer, as well as any person routinely performing similar functions.

Name: Librado Cerda

Position: FOUNDER AND CEO, August 21, 2018 - Current

Responsibilities: Cashflow, Product Vision, Team Building, Investor Management, Brand Management, Corporate Development

Experience & Bio:

Librado Cerda is the Founder and Executive Producer for DARBLY, an entertainment company that partners with creators to deliver highly immersive experiences. The HIEV - HTX is DARBLY's flagship venue.

Librado has a demonstrated history of working successfully as a consultant across multiple industries including O&G, Utilities, Distribution, Healthcare and Retail. His broad skill set across business and technology have allowed him to lead design and delivery efforts of solutions for many Fortune 500 clients across a variety of business units. A proven technologist with a passion for music and the arts, Lee is set on changing the way we all experience live entertainment at the local independent level.

The following individuals are members of the Issuer's Board of Directors.

Name: Kitric Kerns

Dates of Board Service: August 21, 2018 - Current

Principal Occupation: Co-founder

Employer: Madhatter Coalition, November 2017 - Current



Experience & Bio:

Kitric Kerns is Co-Founder of Madhatter Coalition, a Venture Studio that identifies and develops high-impact, early stage investment opportunities (MadhatterCoalition.com). The HIEV is one of Madhatter Coalition’s premiere startups seeking capital.

Kitric is an accomplished digital leader and business strategist focused primarily on consumer innovation and digital transformation. A 25 year digital veteran, Kitric formerly led Digital Product Development and Operations at CNN overseeing all domestic and international web domains, video, social and mobile product lines. Before CNN Kitric worked in senior positions at Cartoon Network and ABC / Disney.

Name: Tyler Gillespie

Dates of Board Service: August 21,2018 - Current

Principal Occupation: Co-founder

Employer: Madhatter Coalition, June 2017 - Current

Experience & Bio:

Tyler Gillespie is Co-Founder of Madhatter Coalition, a Venture Studio that identifies and develops high-impact, early stage investment opportunities (MadhatterCoalition.com). The HIEV is one of Madhatter Coalition’s premiere startups seeking capital.

Tyler is an accomplished Branding and Marketing focused creative leader that has worked on multiple business and product launches in the startup/venture space. His background in marketing has allowed him to work on campaigns and brands like Microsoft, NorthFace, CBRE, and extensive startups ventures around the globe.

Description of Current Capital Structure

DARBLY ENTERTAINMENT, INC owns 100% of The HIEV HOUSTON CORP. Through the LetsLaunch campaign, the issuer is seeking to raise a USD\$250,000-USD\$500,000 through a Convertible Note.

Existing Securities

The Issuer has the following existing Securities authorized and/or outstanding. Existing Securities may include preferred stock, common stock, debt securities, warrants, options or other types noted below:

Security Class	Securities Authorized	Securities Outstanding	Voting Rights
Common Stock	10,000,000	6,000,000	

Existing securities do not materially limit, dilute or qualify the Securities issued in this offering. Securities reserved for issuance upon exercise or conversion (i.e. securities that have been authorized but are not outstanding), as well as convertible promissory notes, will dilute existing shareholders, including those that participate in this Offering, should they be exercised or converted.



Beneficial Owners

Below is the list of beneficial owners of 20% or more of the Issuer’s outstanding equity securities, calculated on the basis of voting power, along with the percentage interest owned by each beneficial owner:

Name	Number and Class of Securities Held	Percentage Interest
DARBLY ENTERTAINMENT, INC	6,000,000 Common Stock	100%

Voting power is calculated such that it includes all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within sixty (60) days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control – as, for example, a co-trustee) they are included as being “beneficially owned”.

Other Exempt Offerings

Offering Date	Exemption Type	Securities Offered	Proceeds

Proceeds from these offerings were used for N/A. Other than as described herein, the Issuer has not conducted any other exempt offerings conducted within the past three (3) years.

Material Terms of Indebtedness

Creditor(s)	Amount Outstanding	Interest Rate	Maturity Date	Other Material Terms

Certain Transactions

Unless otherwise noted in the table below, the Issuer or any entities controlled by or under common control with the Issuer have not been a party to any transaction since the beginning of the Issuer’s last fiscal year, or any currently proposed transaction, where the amount involved exceeds five (5.0%) percent of the aggregate amount of capital raised by the Issuer in reliance on Regulation Crowdfunding during the preceding twelve (12) month period, including the amount the Issuer seeks to raise in the current Offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. Any director or officer of the Issuer;



2. Any person who is, as of the most recent practicable date, the beneficial owner of twenty (20.0%) percent of more of the Issuer’s outstanding voting equity securities, calculated on the basis of voting power;
3. If the Issuer was incorporated or organized within the past three years, any promoter of the Issuer; or
4. Any immediate family member of any of the foregoing persons

Specified Person	Relationship to Issuer	Nature of Interest in Transaction	Amount of Interest

Use of Funds

	If Target Offering Amount Raised	If Maximum Offering Amount Raised
Gross Proceeds	USD\$250,000	USD\$500,000
Offering Expenses	0 (LetsLaunch has waived its standard 3% fee for The HIEV, as the Company participated in LetsLaunch’s beta test of its platform)	0 (LetsLaunch has waived its standard 3% fee for The HIEV, as the Company participated in LetsLaunch’s beta test of its platform)
Net Proceeds	USD\$250,000	USD\$500,000
Use of Net Proceeds	Build out of location, build up marketing presence and launch of venue.	Build out of location, build up marketing presence and launch of venue.

Risk Factors

Crowdfunding investments involve risk. Investors should not invest any funds in this Offering unless he or she are willing and can afford to lose his or her entire investment. In making an investment decision, investors must rely on their own examination of the Issuer and the terms of this Offering, including the merits and risks involved.

These Securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the



accuracy or adequacy of this document. The SEC 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, including this Disclosure.

The securities are offered under an exemption from registration; however, the SEC has not made an independent determination that these securities are exempt from registration.

The list of material industry, company and investment risk factors contained herein is not intended to be exhaustive. These risk factors may make an investment in the Securities speculative and/or risky.

EXAMPLES INCLUDE:

General Economic Conditions Risks

The success of a business depends in part on the economic conditions of the global economy, as well as of the country, state, city and area in which it operates. This poses a likely risk that can impact the business by placing additional strains on incoming revenue or other areas of operations. Additionally, our success depends to a significant degree on a combination of consumer spending, business spending, consumer confidence and business confidence. Any decline in general economic conditions could negatively impact financial performance.

Competition Risks

The market for bars, restaurants and live music entertainment is competitive. Our Company will compete with other established competitors. We compete with other businesses on the basis of quality and price of our products and services, as well as a number of other factors, including the technology we offer. Some competitors have greater brand recognition, experience and/or resources. Any inability to compete successfully with established competitors could negatively impact financial performance. Our markets may be in an ever-constant state of change and development, requiring our business to keep up with changes in the market. Failure to do so can create risk for our Company because competing businesses may capitalize on the changing market and take customers. Additionally, the entrance of new competitors into the space could negatively impact financial performance.

Legal Risks

Our Company may face additional costs and challenges if presented with future legal complaints from customers, governmental authorities, regulatory bodies or agencies. Not only are there the direct costs of litigation resulting from any lawsuits or legal proceedings, but there are also risks of negative publicity and impacts to our business's image that may result in additional unanticipated costs and negative impacts to the operations and performance of the business.

Regulatory and Compliance Risks

Our Company is subject to regulatory oversight by certain governing and regulatory bodies. Restaurant and bar businesses can be adversely affected by litigation and complaints from suppliers, customers or these governing and oversight bodies. Due to the uncertainties of litigation and regulatory proceedings, we cannot accurately predict the outcome or timeline of such proceedings. A negative outcome of such proceedings, including fines or other regulatory action, could negatively impact financial performance. Furthermore, negative publicity about



these allegations, whether true or untrue, may negatively affect us by harming customer perceptions of our business, products or services. Because new regulations cannot always be anticipated, the additional cost of compliance with new, unforeseen regulations may also impact the future financial health of the Company.

Financing Risks

In order to not only begin and continue business operations, but also grow and develop the business, several expenses must be incurred, which may require additional capital or financing. If the Company is unable to obtain the additional financing it needs, there is a risk that the Company could fail. Additionally, if the Company obtains such financing using debt instruments, there is a risk that the Company is unable to repay the loans under the terms of the agreements, resulting in further interest, fines, or costs that affect the Company's financial condition.

Management Risks

For effective and sustainable growth, our Company relies on proper management of finances, operations, development plans and resources. There is a risk that failure to effectively manage key areas of the business can slow or prevent growth, or even ultimately lead to poor financial performance and business failure.

Supply and Delivery Risks

Our Company relies on products or goods that go through a variety of stages, many of which involve the product being under the control of a third-party, such as vendors, suppliers, manufacturers, and distributors. For the final product to arrive at our Company, the product goes through various hands and factors, some of which are outside of our control. Weather, agriculture, regulations, foreign policy, economics, and other factors can influence the price, quality, and availability of these goods during different seasons. As a result, our Company could face risks of higher costs, supply shortages, or service disruptions, including delays in delivery.

Accounting and Tax Risks

Our Company relies on current accounting rules and regulations to create financial statements that provide insight into our business' financial history. Accounting rules and regulations are also used in financial statements to develop financial projections into the future. Changes to these rules or regulations can result in the Company's financial health appearing differently, and negatively impacting the public perception of the Company. In addition, our Company is subject to various taxes, which can include local, state, or federal taxes. There is a risk that the Company could miscalculate or fail to pay the correct amounts, as required by the appropriate governmental authority, or be subjected to an increased tax burden due to changes in laws or regulations. This could result in fines, interest, or additional unanticipated costs that could negatively impact the Company's financial health.

Risks from Work Stoppages, Terrorism or Natural Disasters

Due to a variety of factors, such as work stoppages, terrorism, or natural disasters (many of which are outside of the control of the Company), there are risks that operations may be disrupted. These risk factors can result in physical property damage, loss of product, power loss,



inability to access customers, or various other issues. All of these disruptions to operations can become very costly to our business and seriously impact operational and financial performance.

Legal Matters

Conversion to Equity

As governed by the terms of the Crowd Note, the Crowd Note(s) will automatically convert to common stock in the event certain qualified conversion events occur:

1. **Qualified Equity Financing:** upon the occurrence of a Qualified Equity Financing, the Crowd Note shall automatically convert without any further action on the part of either the Issuer or the investor, whereupon the Crowd Note shall be deemed canceled, into the number of Conversion Shares equal to the quotient obtained by dividing the Outstanding Loan Balance by the Conversion Price prior to the closing of the Qualified Equity Financing.
2. **Corporate Transaction:** in the event of a Corporate Transaction prior to a Qualified Equity Financing, the Company shall notify the Investor in writing of the terms of the Corporate Transaction and the investor shall receive the higher value received by either: (i) obtaining that number of Conversion Shares equal to the quotient obtained by dividing the Outstanding Loan Balance by the Conversion Price; or (ii) obtaining the Corporate Transaction Payment.
3. **At or After Maturity:** commencing on the Maturity Date, the Crowd Note holders (by a decision of those Crowd Note holders holding a majority of the principal amount of the outstanding Crowd Notes) have the option to: (i) require the Company to pay the Outstanding Loan Balances, or (ii) convert the Crowd Notes into a number of Conversion Shares equal to the quotient obtained by dividing the Outstanding Loan Balance by the Conversion Price. Upon the conversion of this Note into Conversion Shares, in lieu of any fractional shares to which the holder would otherwise be entitled, the Company must pay the holder cash equal to such fraction multiplied by such price per share.
4. **Mechanics of Conversion:** as promptly as practicable after the conversion of this Crowd Note, the Company at its expense will issue and deliver to the Investor, upon surrender of this Crowd Note, the respective number of Conversion Shares.
5. **Note Completion.** This Crowd Note will terminate upon the earlier of: (i) a conversion of the entire Purchase Price under this Crowd Note into Conversion Shares; or (ii) the payment of amounts due to the investor pursuant to the Crowd Note.

Such terms as Conversion Shares, Conversion Price, Corporate Transaction, Corporate Transaction Payment, Outstanding Loan Balance, and Qualified Equity Financing are defined in the Crowd Note.

Corporate Actions of the Issuer

The Issuer may take corporate actions that impact investors in this Offering. These corporate actions may include (i) additional issuances of securities, (ii) Issuer repurchases of securities, (iii) a sale of the Issuer or assets of the Issuer, or (iv) transactions with related parties. These corporate actions may result in dilution or exit from the investment. In the case of The HIEV, the corporate actions are expected: additional issuances of securities, a sale of issuer or assets of the issuer, and/ or transactions with related parties.



Crowdfunding Eligibility

The Issuer, as well as any predecessor of the Issuer, any affiliated Issuer, any director, officer, general partner or managing member of the Issuer, any beneficial owner of twenty (20.0%) percent or more of the Issuer's outstanding voting equity securities, any promoter connected with the Issuer in any capacity at the time of the Offering, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of investors in connection with such a sale of Securities, or any general partner, director, officer or managing member of any such solicitor represent the following statements as true and accurate:

1. No such person has been convicted, within ten (10) years (or five (5) years, in the case of Issuers, their predecessors and affiliated issuers) before the filing of this Disclosure, of any felony or misdemeanor: (i) in the connection with the purchase or sale of any security; (ii) involving the making of any false filing with the SEC; or, (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities.
2. No such person is or has been subject to any order, judgement or decree of any court of competent jurisdiction, entered within five (5) years before the filing of the information required by Section 4A(b) of the Securities Act of 1933 that, at the time of filing of this Disclosure, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice: (i) in connection with the purchase or sale of any security; (ii) involving the making of any false filing with the SEC; or, (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities.
3. No such person is or has been subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:
 - a. At the time of the filing of this Disclosure bars the person from: (i) association with an entity regulated by such commission, authority, agency or officer; (ii) engaging in the business of securities, insurance or banking; or, (iii) engaging in savings association or credit union activities.
 - b. Constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the ten (10) year period ending on the date of the filing of this Disclosure.
4. No such person is or has been subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this Disclosure: (i) suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal; (ii) places limitations on the activities, functions or operations of such person; or, (iii) bars such person from being associated with any entity or from participating in the offering of any penny stock.
5. No such person is or has been subject to any order of the SEC entered within five (5) years before the filing of this Disclosure that, at the time of the filing of this Disclosure, orders the



person to cease and desist from committing or causing a violation or future violation of: (i) any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act of 1933, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any rule of regulation thereunder; or, (ii) Section 5 of the Securities Act of 1933.

6. No such person has been suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade.
7. No such person filed (as a registrant of Issuer) or was named as an underwriter in any registration statement or Regulation A offering statement filed with the SEC that, within five (5) years before the filing of this Disclosure, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, and no such person, at the time of such filing, has been the subject of an investigation or proceeding to determine whether a stop order or suspension should be issued.
8. No such person is or has been subject to a United States Postal Service false representation order entered within five (5) years before the filing of the information required by Section 4A(b) of the Securities Act, and no such person at the time of filing this offering statement, has been subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representation.

These statements must be true and accurate to be eligible to raise funds under Rule 503 of Regulation Crowdfunding or to rely on the Regulation Crowdfunding exemption under Regulation Crowdfunding.

Dilution

The Crowd Notes will initially be treated as a debt security. Should certain conversion events take place, the Crowd Notes will convert to common stock, per the Crowd Note agreement. An investor's ownership resulting from the purchase of the Securities described in this Disclosure, if converted to common stock, could be diluted should the Issuer issue additional shares. In other words, when the Issuer issues more shares (or additional equity interests), the percentage of the Company that you would own will go down, even though the value of the Company may go up. In this scenario, you will own a smaller piece of a larger company. This increase in the number of shares outstanding could result from a stock offering, employees exercising stock options or by the conversion of certain securities, including other convertible promissory notes, convertible bonds, preferred shares or warrants, into common stock. If the Issuer decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before.

Governing Law

Each Crowd Note and the Securities will be governed by the laws of the State of Texas.



LetsLaunch Assessment

LetsLaunch conducts a “bad actor check” on officers, directors and beneficial owners of twenty (20.0%) percent or more of the voting securities in the Issuer. LetsLaunch does not otherwise pass upon the terms, including the merits and risks, of any Offering or Issuer of Securities on the Portal. In making an investment decision, prospective investors must rely on their own examination of the Issuer and the terms of the Offering, including the merits and risks. An investor should not invest any funds in this Offering unless he or she is willing and can afford to lose his or her entire investment.

Minority Ownership Rights

By purchasing the Securities, investors will hold convertible notes that may convert to common stock if qualified conversion events occur. In the event of conversion, investors in this Offering will become holders of minority ownership in the Issuer. Rights of minority holders will be more limited than the rights of the holders of common stock who control the Company in regards to the corporate actions of the Issuer, including additional issuance of securities, Issuer repurchases of securities, a sale of the Company or its significant assets, or Company transactions with related parties. Minority holders will have no influence on the corporate actions or operations of the Issuer. With any minority investment in a private company, an investor should be able to bear a complete loss of their investment.

Modification of Terms

Investors may not modify the terms of the investment set forth in the Crowd Note. The Crowd Note may only be modified with the consent of all investors and the Issuer.

Tax Considerations

The Issuer intends to treat the Securities as equity instruments for U.S. Federal income tax purposes. The Issuer is responsible for timely preparation and distribution of tax documents to investors (e.g. Schedule K-1), if required. Investors should seek advice from a tax professional to understand the tax implications of an investment in the Securities offered and sold in this Offering.

Valuation

Convertible notes allow the Issuer to delay establishing a valuation. Before making an investment decision, an investor should carefully consider the valuation cap and discount contained in the terms of this Offering. Such valuation caps and discounts may not be appropriate, and investors should conduct their own independent assessment of the Issuer prior to investing. There are several ways to value a company. None of them are perfect and all involve certain assumptions, especially for early-stage companies with little operational or financial history. While not an exhaustive list, valuation methodologies include:

1. **Book Value** – investors can determine a book value of the Issuer using the company’s financial statements, usually by looking at the company’s balance sheet. However, the balance sheet generally records assets at cost (the price paid for the asset) and may not take into account whether the assets have increased or decreased in value over time. Some intangible assets such as intellectual property or patents may not appear on the balance sheet, despite their value.



2. Discounted Cash Flows – the Issuer expects to generate positive cash flows (earnings) at some point in the future. This earnings stream can be valued, in present value terms (i.e. the value of those cash flows in today’s dollars), by discounting the cash flows by an assumed rate of return.
3. Liquidation Value – this is the amount for which the company or the assets of the company can be sold, minus any debts and liabilities owed.

Different valuation methods will produce a different answer as to what a given investment is worth. Investors may also utilize different assumptions about the company’s business and its market. When the Issuer raises additional, future capital in the form of a priced round, meaning a valuation will be established at that point, future investors may value the company or its assets differently than current or prospective investors, including those that participate in this Offering.

Ongoing Reporting

Companies that have raised money via Regulation Crowdfunding must provide certain information to both the SEC and its investors. Receiving regular company updates is an important part of being an investor and monitoring the progress of the company and your investment. The Issuer will file a report electronically with the SEC annually, as well as post the report on its website or otherwise distribute the report to its investors, no later than one hundred twenty (120) days after the end of each fiscal year covered by the report.

Once posted, the annual report will be sent via email.

The Issuer will 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 (3) annual reports pursuant to Regulation Crowdfunding and has total assets that do not exceed ten million dollars (\$10,000,000.00);
3. The Company has filed at least one (1) annual report pursuant to Regulation Crowdfunding and has fewer than three hundred (300) holders of record;
4. The Company or another party repurchases all of the Securities issued in reliance on Regulation Crowdfunding, 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.

Neither the Company nor any of its predecessors (if any) previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding. Regardless of ongoing reporting requirements per SEC rules, LetsLaunch encourages Issuers on the Portal to provide quarterly updates to investors.



Financial Statements

Overview of Financials

Because the Issuer was formed recently, the Issuer's current financial statements only reflect the startup costs incurred thus far. Please see Appendix A for the financial statements as well as the full review report by the Issuer's accountant.

Summary Financial Statements

PROFIT AND LOSS (INCOME STATEMENT):

	PRIOR FISCAL YEAR-END	MOST RECENT FISCAL YEAR-END
TOTAL REVENUE / GROSS SALES	\$ 0	\$ 0
COST OF GOODS SOLD	\$ 0	\$ 0
EBITDA	\$ 0	\$ 0
TAXES PAID	\$ 0	\$ 0
NET INCOME	\$ 0	\$ 0

BALANCE SHEET INFORMATION:

	PRIOR FISCAL YEAR-END	MOST RECENT FISCAL YEAR-END
CASH & CASH EQUIVALENTS	\$ 0	\$ 1,500
ACCOUNTS RECEIVABLE	\$ 0	\$ 0
TOTALS ASSETS	\$ 0	\$ 1,500
SHORT-TERM DEBT	\$ 0	\$ 0
LONG TERM DEBT	\$ 0	\$ 0



Appendix A – Detailed Financial Statements