

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

Greenberry's Coffee Roasters, Inc.  
1610 Quail Run  
Charlottesville, VA 22911  
<https://greenberrys.com/>

Up to \$335,786.00 in Series I Common Stock at \$11.00  
Minimum Target Amount: \$9,999.00

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

## Company:

**Company:** Greenberry's Coffee Roasters, Inc.  
**Address:** 1610 Quail Run, Charlottesville, VA 22911  
**State of Incorporation:** DE  
**Date Incorporated:** February 05, 2021

## Terms:

### Equity

**Offering Minimum:** \$9,999.00 | 909 shares of Series I Common Stock  
**Offering Maximum:** \$335,786.00 | 30,526 shares of Series I Common Stock  
**Type of Security Offered:** Series I Common Stock  
**Purchase Price of Security Offered:** \$11.00  
**Minimum Investment Amount (per investor):** \$242.00

*\*Maximum number of shares offered subject to adjustment for bonus shares. See bonus info below.*

## Company Perks \*

### Time-Based Perks

#### **Friends and Family Early Bird Bonus**

Invest within the first 7 days and receive 15% bonus shares

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

Invest in days 7-14 days and receive 10% bonus shares

#### **Early Bird Bonus**

Invest within days 14-21 of the campaign and receive 5% bonus shares

### Amount-Based Perks

#### **Tier 1 – \$242**

Greenberry's Owner's Certificate

5% off all online purchases for 1 year / 15% off swag purchases for 1 year

#### **Tier 2 – \$495**

Greenberry's Owner's Certificate

1 Exclusive Greenberry's Owner's Sticker

10% off all online purchases for 1 year / 25% off swag purchases for 1 year

**Tier 3 – \$990**

2% Bonus Shares

Greenberry's Owner's Certificate & Greenberry's Founders Club Lifetime Status

2 Exclusive Greenberry's Owner's Stickers

2 Exclusive Greenberry's Coasters

2 Exclusive Greenberry's Nitro Pint Glasses

\$25 Online Gift Card

15% off all online purchases for 1 year / 50% off swag purchases for 1 year

**Tier 4 – \$2,992**

5% Bonus Shares

Greenberry's Owner's Certificate & Greenberry's Founders Club Lifetime Status

2 Exclusive Greenberry's Owner's Stickers

2 Exclusive Greenberry's Coasters

2 Exclusive Greenberry's Nitro Pint Glasses

\$35 Online Gift Card

20% off all online purchases for 1 year / 50% off swag purchases for 1 year

**Tier 5 – \$4,994**

10% Bonus Shares

Greenberry's Owner's Certificate & Greenberry's Founders Club Lifetime Status

4 Exclusive Greenberry's Owner's Stickers

4 Exclusive Greenberry's Coasters

4 Exclusive Greenberry's Nitro Pint Glasses

\$50 Online Gift Card

25% off all online purchases for 1 year / 50% off swag purchases for 1 year

Invitation to a Private Tour of New Facility with the Founders

**Tier 6 – \$9,999**

15% Bonus Shares

Greenberry's Owner's Certificate & Greenberry's Founders Club Lifetime Status

4 Exclusive Greenberry's Owner's Stickers

4 Exclusive Greenberry's Coasters

4 Exclusive Greenberry's Nitro Pint Glasses

\$100 Online Gift Card

25% off all online purchases for 1 year / 50% off swag purchases for 1 year

Roaster and Brewer for a Day Experience

**Tier 7 – \$19,998**

20% Bonus Shares

Greenberry's Owner's Certificate & Greenberry's Founders Club Lifetime Status

4 Exclusive Greenberry's Owner's Stickers

4 Exclusive Greenberry's Coasters

4 Exclusive Greenberry's Nitro Pint Glasses

\$200 Online Gift Card

25% off all online purchases for 1 year / 50% off swag purchases for 1 year

Greenberry's Experience in the restaurant, winery, and brewery capital of the US – 2-night stay in Charlottesville, Roast and Brew for a Day with the owners followed by local food, wine, and brewery excursions.

**Founders Club Benefits:**

Annual invitation to the Founders Party – connect with other founders in our tasting room, share new flavors, and strategize with the owners

A gift each year on your birthday

10% discount on online orders of merch/swag for life

5% off online orders of Nitro products for life

Exclusive opportunities to earn and win free Greenberry's

Name listed on the website as founder (optional)

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

## **StartEngine 10% Owners' Bonus**

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

This means eligible StartEngine shareholders will receive a 10% bonus for any shares they purchase in this offering. For example, if you buy 100 shares of Series I Common Stock at \$11.00 / share, you will receive 10 additional Series I Common Stock shares, meaning you'll own 110 shares for \$1,100. Fractional shares will not be distributed and share bonuses will be determined by rounding down to the nearest whole share.

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

*Investors will only receive a single bonus, which will be the highest bonus rate they are eligible for, with the exception of "audience-based" bonuses.*

*If a company offers an "audience-based" bonus, this bonus only will stack with any other bonus you are eligible for. An "audience-based" bonus is a bonus that is available to a qualified group of investors based on campaign-specific criteria - such as previous investors, existing customers, or Testing-the-Waters (TTW) reservation holders. An issuer can only offer a single audience-based bonus.*

*For example, a 10% audience-based bonus (i.e. prior investors) + a 10% OWNER's bonus would receive an aggregate of 20% bonus shares.*

## **The Company and its Business**

### *Company Overview*

Greenberry's Coffee Roasters, Inc. ("Greenberry's" or the "Company") is divided into four lines of business: Coffee Roasting and Packaging, Nitro Coffee Beverage Production, Wholesale Distribution, and Online Sales Channels. The fifth line of business will be added in 2022 to include cafe operations.

We roast and sell dark roast gourmet coffees in 28 varieties and brew 12 flavors of Nitro Cold Brew Coffee in non-alcohol and alcohol varieties. We sell our products at wholesale, retail, online, and thru third-party distributors. Our sales reach is national in the USA as well as Asia and the Middle East global regions. Our new nitro beverages are regional in the Mid Atlantic and moving to Phase Two expansion towards the South.

We are a standalone C corporation with two stand-alone affiliates: Greenberry's Franchising Corp. and Greenberry's Coffee & Tea Co. Greenberry's Franchising Corp handles all our domestic and international store franchise relationships. Greenberry's Coffee & Tea Co. is our original founding company and currently operates three

company-owned stores domestically.

### *Competitors and Industry*

The U.S. market for coffee production is valued at \$11.4B in 2021 (IBISWorld). The global nitro coffee market size was valued at \$9.8M in 2018 (Grandview Research). Online coffee sales through Amazon reached \$140M in 2018.

We are in multiple highly competitive industries including packaged gourmet coffee, nitro/cold brew, and alcoholic beverages. In the coffee industry, the biggest competitors are Starbucks and Peet's Coffee. Our non-alcohol lineup has regional competitors including Starbucks, Snowing in Space, Blue Bottle and Stumptown. In the alcoholic coffee space, our biggest competitors include Rebel, Pabst, La Colombe, and Brown Bomber. Pabst and La Colombe are both large company ventures, and Rebel and Brown are of a similar size to Greenberry's.

We believe our Nitro products are unique in that we use a dark roast blend of coffee and a proprietary production process to produce a very flavorful product. We are currently one of very few companies offering alcoholic coffee utilizing spirits-based alcohol and feel this is a quality advantage. Of note, the Cutwater brand is selling a vodka-infused coffee. We feel that Vodka is too harsh in its flavor characteristics for coffee. We utilize neutral spirits due to their lack of flavor.

### *Current Stage and Roadmap*

#### **Current Stage**

Greenberry's Coffee Roasters, Inc. is an established successful company with a 30-year history. We've run a profitable business for 30 years, our management team is very experienced in our industry with the founders still managing all activities. Our product lines are fully developed and are in the marketplace. Our nitro cold brew lineup is currently in Phase 1 growth within Virginia and Washington DC.

#### **Future Roadmap**

Phase 2 expansion will begin with expansion into Florida, Georgia, and North & South Carolina. This will be in two steps as we onboard with Break Thru beverage as our distributor. The second step is to begin the sales submissions to existing and new retailers in the region. Florida will be the focus at first.

Additionally, we will add cafe operations to our growth strategy under Greenberry's Coffee Roasters. We anticipate opening two new units in the Washington DC market in 2022.

## **The Team**

### **Officers and Directors**

**Name:** Michael Sean Simmons

Michael Sean Simmons's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director & CEO  
**Dates of Service:** December 29, 2000 - Present  
**Responsibilities:** Highest level management of the company activities. Simmons receives an annual salary of \$100K and owns 2.5M shares of Preferred Stock.

Other business experience in the past three years:

- **Employer:** Greenberry's Franchising Corp.  
**Title:** Director & CEO  
**Dates of Service:** November 01, 2000 - Present  
**Responsibilities:** Highest level management and strategy development

Other business experience in the past three years:

- **Employer:** Greenberry's Coffee & Tea Co.  
**Title:** Director & CEO  
**Dates of Service:** July 01, 1992 - Present  
**Responsibilities:** Highest level management & strategic vision

**Name:** Oksana Simmons

Oksana Simmons's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

- **Position:** Director and CFO  
**Dates of Service:** December 29, 2000 - Present  
**Responsibilities:** Management & operations. Simmons receives an annual salary of \$100K and owns 2.5M shares of Preferred Stock.

Other business experience in the past three years:

- **Employer:** Greenberry's Franchising Corp.  
**Title:** Director and CFO  
**Dates of Service:** November 01, 2000 - Present  
**Responsibilities:** Management & operations

Other business experience in the past three years:

- **Employer:** Greenberry's Coffee & Tea Co.  
**Title:** Director and CFO

**Dates of Service:** July 01, 1992 - Present

**Responsibilities:** Management & operations

## **Risk Factors**

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

These are the risks that relate to the Company:

### ***Uncertain Risk***

An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Common Stock should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company’s Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

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

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

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

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

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

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

benefit of your family, or in connection with your death or divorce.

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

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

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

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

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

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

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

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

discretion in doing so.

***Projections: Forward Looking Information***

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

***Developing new products and technologies entails significant risks and uncertainties***

We are currently in the research and development stage and have only manufactured a prototype for our product. Delays or cost overruns in the development of our products and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

***Minority Holder; Securities with No Voting Rights***

The Common Stock that an investor is buying has no voting rights attached to them. This means that you will have no rights in dictating on how the Company will be run. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

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

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

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

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

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

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

***We face significant market competition***

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

***We are competing against other recreational activities***

Although we are a unique company that caters to a select market, we do compete against other recreational activities. Our business growth depends on the market interest in the Company over other activities.

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

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

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

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

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

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

***Interruption of our supply chain could affect our ability to produce or deliver our products and could negatively impact our business and profitability.***

Any material interruption in our supply chain, such as material interruption of roasted coffee supply due to the casualty loss of our third party roaster, interruptions in service by our third party logistic service providers or common carriers that ship goods within our distribution channels, trade restrictions, such as increased tariffs or quotas, embargoes or customs restrictions, natural disasters or political disputes and military conflicts that cause a material disruption in our supply chain could have a negative material impact on our business and our profitability. Additionally, our food, beverage and other products are sourced from a wide variety of domestic and international business partners in our supply chain operations. We rely on these suppliers to provide high quality products and to comply with applicable laws. Our ability to find qualified suppliers who meet our standards and supply products in a timely and efficient manner is a significant challenge, especially with respect to goods sourced from outside the U.S., especially countries or regions with diminished infrastructure, developing or failing economies or experiencing political instability or social unrest, and as we increase our fresh and prepared food offerings. For certain products, we may rely on one or very few suppliers. A supplier's failure to meet our standards, provide products in a timely and efficient manner, or comply with applicable laws is beyond our control. These issues, especially for those products for which we rely on one or few suppliers, could have a material negative impact on our business and profitability.

***Increases in the cost of high-quality arabica coffee beans or other commodities or decreases in the availability of high-quality arabica coffee beans or other commodities could have an adverse impact on our business and financial results.***

We purchase high-quality whole bean arabica coffee and related coffee products. The price of coffee is subject to significant volatility and has and may again increase significantly due to one or more of the factors described below. The high-quality arabica coffee of the quality we seek tends to trade on a negotiated basis at a premium above the "C" price. This premium depends upon the supply and demand at the time of purchase and the amount of the premium can vary significantly. Increases in the "C" coffee commodity price do increase the price of high-quality arabica coffee and also impact our ability to enter into fixed-price purchase commitments. We frequently enter into supply contracts whereby the quality, quantity, delivery period, and other

negotiated terms are agreed upon, but the date, and therefore price, at which the base “C” coffee commodity price component will be fixed has not yet been established. These are known as price-to-be-fixed contracts. The supply and price of coffee we purchase can also be affected by multiple factors in the producing countries, such as weather (including the potential effects of climate change), natural disasters, crop disease, general increase in farm inputs and costs of production, inventory levels and political and economic conditions, as well as the actions of certain organizations and associations that have historically attempted to influence prices of green coffee through agreements establishing export quotas or by restricting coffee supplies. Speculative trading in coffee commodities can also influence coffee prices. Because of the significance of coffee beans to our operations, combined with our ability to only partially mitigate future price risk through purchasing practices and hedging activities, increases in the cost of high-quality arabica coffee beans could have a material adverse impact on our profitability. In addition, if we are not able to purchase sufficient quantities of green coffee due to any of the above factors or to a worldwide or regional shortage, we may not be able to fulfill the demand for our coffee, which could have a material adverse impact on our profitability.

***Changes in consumer preferences or public attitudes about caffeine could decrease demand for the Company's products.***

If consumers are unwilling to accept the Company's products or if general consumer trends cause a decrease in the demand for caffeinated beverages, including cold brew, it would adversely impact the Company's sales and results of operations. There is no assurance that the RTD Coffee segment will experience growth in future periods. The possibility exists that advertising by caffeinated beverage producers could be restricted, that additional cautionary labeling or packaging requirements may be imposed or that there may be renewed efforts to impose, at either the federal or state level, increased excise or other taxes on caffeinated beverages sold in the United States. If caffeinated beverages in general were to fall out of favor among domestic consumers, or if the domestic RTD Coffee industry were subjected to significant additional governmental regulation, it would likely have a significant adverse impact on the Company's financial condition, operating results, and cash flows.

***The amount raised in this offering may include investments from company insiders or immediate family members.***

Officers, directors, executives, and existing owners with a controlling stake in the company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

## Ownership and Capital Structure; Rights of the Securities

### Ownership

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

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Oksana (Roxanne) Simmons	2,500,000	Preferred Stock	50.0%
Michael Sean Simmons	2,500,000	Preferred Stock	50.0%

### The Company's Securities

The Company has authorized Series I Common Stock, and Preferred Stock. As part of the Regulation Crowdfunding raise, the Company will be offering up to 30,526 of Series I Common Stock.

#### *Series I Common Stock*

The amount of security authorized is 10,000,000 with a total of 18,938 outstanding.

#### *Voting Rights*

There are no voting rights associated with Series I Common Stock.

#### *Material Rights*

*The total number of shares outstanding on a fully diluted basis, 5,018,938 shares, includes 18,938 shares of Series I Common Stock and 5,000,000 shares of Preferred Stock. The Company does not have outstanding options, warrants, and other securities with a right to acquire shares, and no shares are reserved for issuance.*

#### *Preferred Stock*

The amount of security authorized is 5,000,000 with a total of 5,000,000 outstanding.

#### *Voting Rights*

1 vote per 1 share

#### *Material Rights*

**Liquidation rights.** Holders of Preferred Stock are entitled to preferential liquidation dividends.

**Dividend rights.** Holders of Preferred Stock are entitled to preferential dividend payments.

**Conversion rights.** Each share of Preferred Stock is convertible into 1 share of Series II Common Stock.

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

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

## **Dilution**

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the company decides to issue more shares, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

## **Transferability of securities**

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

## **Recent Offerings of Securities**

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

- **Name:** Common Stock  
**Type of security sold:** Equity  
**Final amount sold:** \$199,203.98  
**Number of Securities Sold:** 18,938  
**Use of proceeds:** Operations, Increased management team, Production enhancements  
**Date:** November 24, 2021  
**Offering exemption relied upon:** Regulation CF

## Financial Condition and Results of Operations

### Financial Condition

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

### Results of Operations

#### Circumstances which led to the performance of financial statements:

Company operations from 2019 to 2021 were impacted by the Covid-19 pandemic. Our customer base is comprised of online retailers, fulfillment of our website, restaurants, and large wholesalers. The restaurant sector was down significantly and caused the overall decline in top-line revenue. Our wholesaler revenues and our own website revenues were up significantly but not enough to overcome the restaurant sectors. Our own cafe network both domestic and international was also down earlier in the year but have recovered by about 70% and continue to improve. We expect continued improvement, especially in the second quarter of 2022 in all sectors. The restaurant sector will be most impacted long term as many small restaurants may not survive.

We expect growth in our other sectors to ultimately overcome this decline and return us to growth. Our new nitro cold brew products were just launched late in the 4th quarter of 2020 and do not have a significant impact on revenues yet. We expect significant growth in this sector in 2022 beginning in the second quarter as well. We also expect new revenue from cafe openings which will begin in the 4th quarter of 2022.

### Revenue

Revenue for fiscal year 2020 was \$1,785,849, down as compared to fiscal year 2019

revenue of \$2,385,652. First-quarter of 2020 sales were quite strong as we introduced new Nitro RTD products into the domestic marketplace. Then COVID hit in late March and all of our business lines suffered substantial declines. Consumers stopped most retail and restaurant visits. We immediately pivoted our focus to online sales and our key customers that were experiencing sales gains due to COVID. This included our Costco account. Sales to Costco increased by 30%.

### **Cost of sales**

The cost of sales in 2020 was \$1,232,785, a decrease of approximately \$329,620, from costs of \$1,562,405 in fiscal year 2019. The reduction was largely due to a decrease in overall revenues due to COVID.

### **Gross margins**

2020 gross profit decreased by \$261,399 over 2019 gross profit and gross margins as a percentage of revenues decreased from 34.27% in 2019 to 31% in 2020. This reduced performance was caused by a decrease in overall revenues and the higher labor cost. We maintained our staffing levels to qualify for PPP funding from the Government.

### **Expenses**

The Company's expenses consist of, among other things, compensation and benefits, marketing and sales expenses, fees for professional services, utilities, supplies research and development expenses. Expenses in 2020 declined by \$40,557 from 2019. This was due to cost-cutting measures during the COVID pandemic and the shift of our production priorities.

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

Forward-looking company results show growth in our coffee roasting sector thru the wholesaler, web sales, and other online relationships. We expect a leveling out of the restaurant sector with a slower recovery. We believe 2020 is an anomaly year due to Covid-19, and while 2021 will continue to show impacts, we expect to see improvements by the second quarter.

Cash flows were impacted in 2020 by reduced overall revenues and higher fixed costs when compared to revenues. We also made significant investments in the Nitro Cold Brew plant equipment as the decision to produce in the company instead of a co-packer relationship was made by management. This decision was made due to Covid-19 impacts but will ultimately yield better product margins in exchange for the Cap-Ex expenditures. Cash expenditures have historically been funded thru past retained earnings and contributions by the founders. Future cash requirements will be supplemented by crowdfunding.

### **Liquidity and Capital Resources**

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

The Company has a revolving line of credit for \$200K with Suntrust bank and currently has a balance of \$195K. Cash on hand, PPP round one and the EIDL loan also contribute to our capital resources. Additional funds are available from the Founders as needed.

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

The campaign funds are specifically useful for the launch and growth of our Nitro Cold Brew beverages line. The crowdfunding offering is currently planned as the primary source of funding for this activity. If we raise the minimum funds, we expect to utilize them immediately. If we raise the maximum funds, we expect those funds to be utilized over an 18-month period.

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

The Company is a successful, profitable company with a 29-year history. The crowdfunding campaign is not necessary for the viability of the Company and its future success.

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

The Company can continue to operate indefinitely as it is a profitable entity. The company has been in business for three (3) decades and continues to generate revenue, therefore we can count on that revenue to continue to operate the company moving forward.

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

The Company can continue to operate indefinitely as it is a profitable entity. The company has been in business for three (3) decades and continues to generate revenue, therefore we can count on that revenue to continue to operate the company moving forward.

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

Additional future sources of capital is available from the Founders.

## Indebtedness

- **Creditor:** Inventory Credit  
**Amount Owed:** \$200,000.00  
**Interest Rate:** 2.494%  
The Company has a line of credit secured by its inventory that has an interest rate of 2.494 percent per annum and does not have a fixed maturity date.
- **Creditor:** SBA Loan  
**Amount Owed:** \$159,900.00  
**Interest Rate:** 3.75%  
Economic Injury Disaster Loan
- **Creditor:** SBA Loan  
**Amount Owed:** \$99,800.00  
**Interest Rate:** 0.0%  
Paycheck Protection Program

## Related Party Transactions

- **Name of Entity:** Management and Founders  
**Relationship to Company:** Related party  
**Nature / amount of interest in the transaction:** Compensation  
**Material Terms:** The Company compensates management, including its founders, according to their stated compensation plan.
- **Name of Entity:** Greenberry's Franchising Corp, Greenberry's Coffee & Tea Co.  
**Names of 20% owners:** Sean Simmons  
**Relationship to Company:** Both affiliates do not have any interest in the Company.  
**Nature / amount of interest in the transaction:** Both affiliates do not have any interest in the Company.  
**Material Terms:** The Company has received certain funds from affiliates totaling \$15,875.

## Valuation

**Pre-Money Valuation:** \$55,208,318.00

### Valuation Details:

The valuation was determined by using two valuation methodologies: the discounted cash flow model and the market approach model.

Under the discounted cash flow model, the Company's intent was to measure the intrinsic value of the business based on the expected future cash flows, while under the market approach the Company's intent was to measure the value of the business based on the value of guideline public companies and recent merger and acquisition in the marketplace.

Based on these two approaches, the Company determined that approximately \$55,000,000 is a reasonable pre-money valuation of the Company based on expected sales growth in 2021 and 2022, given the launch of our new Nitro Cold Brew product lines and cafe unit growth. While success cannot be guaranteed, the Company is confident in the execution of its growth plan with these very unique new ready-to-drink beverages and the growth of this industry. The expected revenue and profit growth thru new cafe units will further bolster our models of valuation. The Company will be valued using similar methods in the future, including in any circumstances involving a corporate transaction.

*The pre-money valuation has been calculated on a fully diluted basis. In making this calculation, we have assumed all preferred stock has converted into common stock. The Company does not have outstanding options, warrants, and other securities with a right to acquire shares, and no shares are reserved for issuance.*

*The Company set its valuation internally, without a formal-third party independent evaluation.*

*The total number of shares outstanding on a fully diluted basis, 5,018,938 shares, includes 18,938 shares of Series I Common Stock and 5,000,000 shares of Preferred Stock. The Company does not have outstanding options, warrants, and other securities with a right to acquire shares, and no shares are reserved for issuance.*

## **Use of Proceeds**

If we raise the Target Offering Amount of \$9,999.00 we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
5.5%

- *Marketing*  
94.5%

When we raise the minimum amount, these funds will be used to market our product lines thru existing channels.

If we raise the over allotment amount of \$335,786.00, we plan to use these proceeds as follows:

- *StartEngine Platform Fees*  
5.5%

- *Marketing*

30.0%

Maximum funding will contribute to marketing with enhanced online and Phase 2 regional distribution support.

- *Company Employment*

20.0%

Greenberry's will utilize funds to hire an experienced Director of Sales for our Nitro Coffee Line to continue our national rollout. Further funds will be used to hire sales associates to support the Director's rollout plans.

- *Operations*

20.0%

Maximum funding will go towards generally supporting operations as we scale up our distribution and sales efforts.

- *Capitol Expansion of Plant equipment*

23.0%

Maximum funding will provide the ability for the company to purchase our own canning line, which can significantly improve product margins. We currently outsource this service.

- *Working Capital*

1.5%

General use of proceeds to support working capital needs as we grow. We are a profitable company with positive margins.

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

## **Regulatory Information**

### **Disqualification**

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

### **Compliance Failure**

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

### **Ongoing Reporting**

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

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

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

## **Updates**

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

## **Investing Process**

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

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND INDEPENDENT ACCOUNTANT'S REVIEW FOR Greenberry's  
Coffee Roasters, Inc.**

*[See attached]*

**GREENBERRY'S COFFEE ROASTERS, INC.**

*(a Delaware corporation)*

Unaudited Financial Statements

For the calendar years ended December 31, 2020 and 2019



IndigoSpire

CPAs & ADVISORS

**INDEPENDENT ACCOUNTANT'S REVIEW REPORT**

February 9, 2021

To: Board of Directors  
GREENBERRY'S COFFEE ROASTERS, INC.

Re: 2020-2019 Financial Statement Review

We have reviewed the accompanying financial statements of GREENBERRY'S COFFEE ROASTERS, INC. (the "Company"), which comprise the balance sheet(s) as of December 31, 2020 and 2019, and the related statements of income, members' equity/deficit and cash flows for the calendar year periods ended December 31, 2020 and 2019, and the related notes to the financial statements.

A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially limited in scope compared to an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

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

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

**Accountant's Responsibility**

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

**Accountant's Conclusion**

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

**Going Concern**

The accompanying restated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in the Notes to the financial statements, the Company has raised substantial doubt about its ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in the Notes to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Sincerely,



IndigoSpire CPA Group

IndigoSpire CPA Group, LLC  
Aurora, CO

**GREENBERRY'S COFFEE ROASTERS, INC.**  
**BALANCE SHEETS**  
**As of December 31, 2020 and 2019**  
**(Unaudited)**

<b>ASSETS</b>	<b>2020</b>	<b>2019</b>
Current Assets		
Cash and cash equivalents	\$ 24,635	\$ 30,488
Inventory	289,805	214,423
Accounts receivable, net	80,824	134,305
Other current assets	635	2,161
Total current assets	<u>395,898</u>	<u>381,377</u>
Fixed assets, net of accumulated depreciation	121,528	37,805
Other assets	30,670	7,563
Total Assets	<u>\$ 548,096</u>	<u>\$ 426,745</u>
 <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts and credit cards payable	\$ 20,760	\$ 122,649
Due to affiliates	15,875	15,875
Inventory line of credit	196,775	196,775
PPP loan	99,800	--
Other accrued liabilities	17,790	54,727
Total Current Liabilities	<u>351,100</u>	<u>390,026</u>
EIDL loan	159,900	--
Total Liabilities	<u>511,000</u>	<u>390,026</u>
 <b>SHAREHOLDERS' EQUITY</b>		
Common stock (25,000 shares authorized, 555 shares outstanding as of December 31, 2020 and 2019)	10,000	10,000
Retained earnings, net of shareholder distributions	27,096	26,719
Total Shareholders' Equity	<u>37,096</u>	<u>36,719</u>
Total Liabilities and Shareholders' Equity	<u>\$ 548,096</u>	<u>\$ 426,745</u>

**See Accountant's Review Report and Notes to the Financial Statements**

**GREENBERRY'S COFFEE ROASTERS, INC.**  
**STATEMENT OF OPERATIONS**  
**For calendar years ended December 31, 2020 and 2019**  
**(Unaudited)**

	2020	2019
Revenues, net	\$ 1,785,849	\$ 2,376,867
Less: cost of goods sold	1,232,785	1,562,405
Gross profit	553,064	814,463
Operating expenses		
General and administrative	126,027	286,744
Freight	158,976	130,475
Rent	39,873	39,200
Professional fees	51,081	40,396
Marketing and advertising	83,014	2,713
Total operating expenses	458,971	499,528
Net Operating Income (Loss)	94,093	314,935
Depreciation and amortization (expense)	(19,627)	(171,385)
Interest (expense)	—	(17,018)
Other income (expense), net	75,392	14,596
Income tax (provision) benefit	—	—
Net Income (Loss)	\$ 149,828	\$ 141,128

**See Accountant's Review Report and Notes to the Financial Statements**

**GREENBERRY'S COFFEE ROASTERS, INC.**  
**STATEMENT OF MEMBERS' EQUITY (DEFICIT)**  
For calendar years ended December 31, 2020 and 2019  
(Unaudited)

	Common Units		Retained Earnings/(Deficit)	Total Members' Equity (Deficit)
	# Shares	\$		
<b>Balance as of January 1, 2019</b>	555	\$ 10,000	\$ 20,303	\$ 30,303
Distributions to shareholder			(134,712)	(134,712)
Net income			141,128	141,128
<b>Balance as of December 31, 2019</b>	555	\$ 10,000	\$ 26,719	\$ 36,719
Distributions to shareholder			(149,451)	(149,451)
Net income			149,828	149,828
<b>Balance as of December 31, 2020</b>	555	\$ 10,000	\$ 27,096	\$ 37,086

See Accountant's Review Report and Notes to the Financial Statements

**GREENBERRY'S COFFEE ROASTERS, INC.**  
**STATEMENT OF CASH FLOWS**  
**For calendar years ended December 31, 2020 and 2019**  
**(Unaudited)**

	<b>2020</b>	<b>2019</b>
<b>Operating Activities</b>		
Net Income (Loss)	\$ 149,828	\$ 141,128
Adjustments to reconcile net income (loss) to net cash provided by operations:		
Add: Depreciation and amortization	19,627	171,385
Changes in operating asset and liabilities:		
Decrease (Increase) in inventory	(75,382)	10,142
Decrease (Increase) in accounts receivable	53,481	(58,789)
Decrease (Increase) in other current assets	1,526	806
Increase (Decrease) in accounts and credit cards payable	(101,889)	(36,118)
Increase (Decrease) in accrued liabilities	(36,836)	9,389
	10,355	237,943
<b>Investing Activities</b>		
Purchases of fixed assets net of any proceeds from disposals	(103,350)	(186,338)
Purchase of other assets	(23,107)	(2,655)
	(126,457)	(188,993)
<b>Financing Activities</b>		
Proceeds from government-backed loans	259,700	—
(Distributions) to shareholder	(149,451)	(134,712)
Draws/(repayment) of inventory line of credit	—	(279)
	110,249	(134,712)
Net change in cash and cash equivalents	(5,853)	(86,041)
Cash and cash equivalents at beginning of period	30,488	116,529
Cash and cash equivalents at end of period	\$ 24,635	\$ 30,488

**See Accountant's Review Report and Notes to the Financial Statements**

**GREENBERRY'S COFFEE ROASTERS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**For calendar years ended 2020 and 2019**  
**(UNAUDITED)**

**NOTE 1 – NATURE OF OPERATIONS**

GREENBERRY'S COFFEE ROASTERS, INC. (the "Company"), was originally organized in Virginia on December 29, 2000. On February 4, 2021, the Company re-domiciled under the laws of Delaware. The Company operates and distributes roasted coffee products and Nitro Cold Brew RTD beverages in 12 unique flavors.

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

*Basis of Presentation*

These unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). In the opinion of management, these unaudited financial statements include all adjustments (consisting of normal and recurring accruals) considered necessary to present fairly the Company's financial position as of December 31, 2020 and 2019, and the results of the Company's operations and cash flows for the twelve months ended December 31, 2019 and 2020. The Company has no items of other comprehensive income (loss); therefore, net income (loss) is equal to comprehensive income (loss).

*Use of Estimates*

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

*Risks and Uncertainties*

The Company's business and operations are sensitive to general business and economic conditions in the United States and other countries that the Company operates in. 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.

*Concentration of Credit and Customer Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents, short term investments and accounts receivable. Cash and cash equivalents are deposited in demand with two financial institution in the United States. Cash and cash equivalents deposited at time may be in excess of the federally insured limits. Management believes that the Company's investments in cash and cash equivalents have minimal risk. The Company has not experienced any losses on its deposits of cash and cash equivalents.

The Company does not require collateral from its customers. Revenue from form its many customers are not concentrated with any one customer.

**See Accountant's Review Report**

#### *Cash and Cash Equivalents*

The Company considers short-term, highly liquid investment 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. As of December 31, 2020 and 2019, the Company had \$24,635 and \$30,488 of cash on hand, respectively.

#### *Accounts Receivable*

Customers of the Company pay at the time of ordering or purchasing so there are generally no accounts receivable. If the Company ever sells on account, trade receivables due from customers would be uncollateralized customer obligations due under normal trade terms requiring payment within 30 days from the invoice date.

The Company would estimate an allowance for doubtful accounts based upon an evaluation of the current status of receivables, historical experience, and other factors as necessary. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change.

#### *Inventory*

Inventories are stated at the lower of cost (weighted average method) or market. Provisions, when required, are made to reduce excess and obsolete inventories to their estimated net realizable values. If actual future demand or market conditions are less favorable than those projected by management, inventory write-downs may be required. As of December 31, 2020, there is no provision for obsolete inventory.

#### *Fixed Assets*

Fixed assets, such as restaurant equipment, computer equipment and capitalized software, are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally between three and five years, or the lease term of the respective assets whichever is shorter. Maintenance and repairs are charged to expense as incurred, and improvements and betterments with a life expectancy greater than a year and costing at least \$1,500 are capitalized.

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.

#### *Fair Value Measurements*

Generally accepted accounting principles define fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price) and such principles also establish a fair value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 – Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means.

**See Accountant's Review Report**

- Level 3 – Prices or valuation techniques requiring inputs that are both significant to the fair value measurement and unobservable.

#### *Revenue Recognition*

The Company recognizes revenue in accordance with ASC 606 when it has satisfied the performance obligations under an arrangement with the customer reflecting the terms and conditions under which products or services will be provided, the fee is fixed or determinable, and collection of any related receivable is probable. ASC Topic 606, “Revenue from Contracts with Customers” establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity’s contracts to provide goods or services to customers.

Revenues are recognized when control of the promised goods or services are transferred to a customer, in an amount that reflects the consideration that the Company expects to receive in exchange for those goods or services. The Company applies the following five steps in order to determine the appropriate amount of revenue to be recognized as it fulfills its obligations under each of its agreements: 1) identify the contract with a customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to performance obligations in the contract; and 5) recognize revenue as the performance obligation is satisfied.

The Company earns revenue from the sale of its prepared food and drink items to customers and records revenue at the time of sale.

#### *Advertising*

The Company expenses advertising costs as they are incurred and such amounts totaled \$83,014 and \$2,713 for the calendar years ending 2020 and 2019, respectively.

#### *Income Taxes*

Income taxes are provided for the tax effects of transactions reporting 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, cryptocurrency valuation 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 the deferred tax assets will not be realized.

The Company is taxed as a S corporation for federal and state income tax purposes. The Company’s items of income, deductions, credits, etc. are passed on to the owners of the Company under the Internal Revenue Code. As the Company has recently been formed, no material tax provision exists as of the balance sheet date.

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, 2020 and 2019, the unrecognized tax benefits accrual was zero.

The Company is current with its foreign, US federal and state income tax filing obligations and is not currently under examination from any taxing authority.

#### *Recent Accounting Pronouncements*

In June 2019, FASB amended ASU No. 2019-07, Compensation – Stock Compensation, to expand the scope of Topic 718, Compensation – Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. The new standard for nonpublic entities will be effective

**See Accountant’s Review Report**

for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020, and early application is permitted. We are currently evaluating the effect that the updated standard will have on the financial statements and related disclosures.

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

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Update 2016-02, Leases (“Topic 842”). This guidance requires the recognition of liabilities for lease obligations and corresponding right-of-use assets on the balance sheet and disclosure of key information about leasing arrangements. This guidance is effective for fiscal years of private companies beginning after December 15, 2021, and interim reporting periods within fiscal years beginning after December 15, 2022 using a modified retrospective adoption method. Early adoption is permitted. The Company expects to adopt this guidance beginning with its first quarter of fiscal year 2022. We expect adoption of Topic 842 will result in a significant increase in the assets and liabilities on our balance sheets.

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

### NOTE 3 – FIXED ASSETS

The balances of inventory and estimated useful lives held by the Company as of December 31 consists of a food truck, furniture and equipment, leasehold improvements, software, vehicles and other long-lived tangible assets:

	<b>2020</b>	<b>2019</b>
Beginning balance, net	\$ 37,805	\$ 52,758
Add: asset additions	103,350	186,338
Less: depreciation expense	(19,627)	(171,385)
<b>Ending balance of Property and equipment, net</b>	<b>\$ 121,528</b>	<b>\$ 37,805</b>

### NOTE 4 – INCOME TAX PROVISION

The Company will be treated as a S corporation for US and state income tax purposes. The deadline for filing a tax return has not yet been reached for the Company. Once filed, the tax returns 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.

**See Accountant’s Review Report**

## **NOTE 5 – COMMITMENTS AND CONTINGENCIES**

### *Contingencies*

The Company is not currently involved with and does not know of any pending or threatening litigation.

## **NOTE 6 – EQUITY AND DEBT**

Upon redomiciling to Delaware in February 2021, the Company grew its authorized share capital from 25,000 shares to 10,000,000 shares and the ownership between the only two shareholders was rebalanced such that each owned 250 shares.

The Company has a line of credit secured by its inventory that has an interest rate of 2.494 percent per annum and does not have a fixed maturity date.

In 2020 the Company procured a \$99,800 Small Business Administration Loan under the Paycheck Protection Program (“PPP”) as authorized by the CARES Act of 2020. This law was passed in response to the COVID-19 pandemic. The loan is forgivable if the proceeds are used within 24 weeks for payroll costs and certain other allowable uses. The Company expects that this loan will be totally forgiven.

Additionally, the Company borrowed \$159,900 from the Small Business Administration as an Economic Injury Disaster Loan (“EIDL”). The loan matures in 30 years and bears interest at a rate of 3.75 percent.

## **NOTE 7 – RELATED PARTY TRANSACTIONS**

The Company compensates management, including its founders, according to their stated compensation plan.

Additionally, the Company has received certain funds from affiliates totaling \$15,875.

As these transactions are between related parties, there is no guarantee that the terms, pricing and conditions of the transactions are comparable to market rates.

## **NOTE 8 – SUBSEQUENT EVENTS**

### *Anticipated Crowdfunded Offering*

The Company plans to offer up to \$2,000,000 in a securities offering exempt from registration under Regulation CF (the “Crowdfunded Offering”). The Company intends to offer non-voting common stock in this issuance as discussed below. The securities offering is anticipated to be listed with StartEngine.

As part of the Crowdfunded Offering, the Company intends to revoke its current election under subchapter S of the Internal Revenue Code and become taxed as a C corporation. This revocation would be accomplished by the creation of three classes of stock: common, non-voting common, and preferred. The current shareholders of the Company would convert their 250 shares of stock into 2,500,000 shares of preferred stock. The Company would offer non-voting common stock as part of the Crowdfunded Offering.

**See Accountant’s Review Report**

*Management's Evaluation*

Management has evaluated subsequent events through February 9, 2021, 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.

**See Accountant's Review Report**

**EXHIBIT C TO FORM C**

**PROFILE SCREENSHOTS**

*[See attached]*



**Oops!**

Looks like something went wrong. Please refresh in a few moments.

## EXHIBIT D TO FORM C

### VIDEO TRANSCRIPT

We invented Coffee: The World's Most Popular Energy Drink.

Ok... we didn't invent coffee. ☒

But we did come up with that sweet tagline for our Nitro Coffee...

so... we kind of invented it (the phrase)

Anyways...

We believe good coffee brings people together

(And we can all agree that the world needs more of that!)

But there are far less places like us in a post-COVID world:

7.1% of all coffee shops closed in 2020

About 60% of Starbucks are now drive-thru-focused

As big chains shutter their cafes for drive thrus

We believe that is a big opportunity for us ... and YOU!

We all know that coffee lovers are still looking for a place to meet friends / work remotely / enjoy a coffee/ grab a bite to eat

And that's where Greenberry's comes in...

We are one of Central Virginia's Original Coffee Roasters

We've been roasting and brewing right here in the heart of the Blue Ridge Mountains for 30 years

And we've run a profitable business for 30 years 1992 - 2022

We are vertically integrated (we do it all but grow the beans!)

We've kept debt low

And not taken on any large outside investors

We are proudly owned by people like you

And while others are closing or retreating, we have been able to grow

We've been expanding internationally

To the Middle East / throughout Japan / And coming soon to an EU country near you

And our coffee is carried all over

In restaurants / At Whole Foods / And Costco / In convenience stores / Delivered to your door

And enjoyed with the people you care about the most

We were trained by the best

We carry all of your favorite coffee products

Whole Bean / Single Serve / K-Cups

And some new ones

Cold Brew / Nitro Cold Brew/ Nitro Cold Brew with Spirits or Bourbon

And we want you to own a share of every cup of coffee we serve

And every bean we roast and ship

Your investment brings people together around good coffee

Now, that's something you can feel good about!

Join us in reaching our #2022goals

New Cafes

New Franchises

European Distribution

YOU join US on STARTENGINE

And WE go to the MOON!!

Or even Mars?

Ok, maybe not the moon.

And we photoshopped Elon.

But we are going places –

And we want you to come with us!

Invest in Quality coffee / Good people / R-T-D Growth / International expansion / Community / Friendship / Greenberry's

Invest in Greenberry's

Learn more at [StartEngine.com/Greenberrys](https://StartEngine.com/Greenberrys)

(OUR RECORD, Founders' Video)

Sean Simmons:

I've been in the coffee business for almost 30 years. When I came out of school back in about '90, '89, the economy wasn't very good so there weren't many jobs out there but I put a suit in tie on, went to work for a large computer company. Didn't think I'd ever like it but thought I should try it. Tried it, didn't like it, decided to jump headfirst into being an entrepreneur after that. There's nothing better than working for yourself and carrying the responsibility and leading the group to success.

Roxanne Simmons:

I worked for a big company and I really didn't like it and we wanted to have our own business.

Sean Simmons:

It started in our kitchen when we were living in Pennsylvania and we decided we wanted to be entrepreneurs and we came up with the idea of going into the coffee business. We went out and bought some gourmet coffee and brewed a really strong cup, lied to each other that we thought it was the greatest thing ever. From then, the story continues. Early on, when Roxanne and I were thinking about Greenberry's and how it would come to be, we needed help.

Roxanne Simmons:

There were not very many coffee shops in the country. Starbucks was unheard of. At that point, my husband's father introduced us to a guy named Jamie who ran a small coffee shop in Austin, Texas, who was friends with Alfred Peet.

Sean Simmons:

I really consider Alfred to be the original specialty coffee guy in America. He really was the impetus for Starbucks and that came about by three of his employees actually wanting to bring Peet's coffee to Seattle that Alfred wanted to stay in the Bay area so his three employees left and went on to start Starbucks as a different venture. I feel very privileged that we're able to spend time and learn the craft and learn the trade from Alfred Peet.

Roxanne Simmons:

We visited Alfred Peet through connection. Went to see him in San Francisco, showing us his shops and then showing us how he roasts. And he agreed to be our mentor and he was just wonderful. We thought it was the best thing ever. We brought it to Virginia. At that point, there was no coffee shops out here literally and roasting itself was unheard of. I remember when first customers would just come and check out the store, there were very few of them in the beginning, would come in and didn't know, "What do you mean? You're just going to sell coffee by itself? And what is this latte and crescents?" And it was just different back then.

Sean Simmons:

Greenberry's Coffee Roasters is based on the idea or the principle of a dark roast coffee, which is

kind of a West Coast, California idea. Also an Italian idea as well, where it really began. That's our beginnings, that's what we were taught and that's what we've continued in our lineage over all these 30 years. It produces a coffee that really tastes, in my mind, much better. It has chocolatey tones to it, smokiness, and that's really the hallmark of Greenberry's coffee. And that's what really comes through in the Nitro Cold Brews that we make as well.

## STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

### Platform Compensation

- As compensation for the services provided by StartEngine Capital, the issuer is required to pay to StartEngine Capital a fee consisting of a 5.5-13% (five and one-half to thirteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to StartEngine Capital, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the issuer on StartEngine Capital's website.
- As compensation for the services provided by StartEngine Capital, investors are also required to pay StartEngine Capital a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

### Information Regarding Length of Time of Offering

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

### Hitting The Target Goal Early & Oversubscriptions

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

investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

#### Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non- personal information including information related to income, net worth, and other investments.
- Investor Limitations: There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$107,000, then during any 12-month period, they can invest either \$2,200 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than \$107,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed \$107,000.