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Hinoya Curry SF

Japanese Restaurant

3347 Fillmore St.

San Francisco, CA 94123

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Closed. Open 5:00 PM

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Early Investor Bonus: The investment multiple is increased to 1.7× for the next \$20,000 invested.

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THE PITCH

Hinoya Curry SF is seeking investment to accelerate growth, open new locations, buy supplies.

THIS OFFERING IS BEING CONDUCTED ON AN EXPEDITED BASIS PURSUANT TO THE SEC'S TEMPORARY REGULATORY COVID 19 RELIEF. REVIEW SPECIFICS

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INTENDED USE OF FUNDS

With your investment, we can secure our supplies from Japan to ensure we have a sustainable business as we expand our footprint across the USA. Join us in our quest to bring our legendary Japanese curry closer to you, beginning in the San Francisco Bay Area!

[Purchase of a curry spice supply](#)

[Buildout of our second location](#)

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PRESS

[A Prominent Japanese Curry Brand's First U.S. Location Will Debut in San Francisco](#)

[Hinoya Curry wants to make Japanese curry as popular as ramen in SF](#)

[15 New Restaurants to Try in San Francisco](#)

[A curated list of San Francisco's newest and buzziest restaurants to try](#)

[The 5 Best New Restaurants That Opened in the Bay Area This Spring](#)

[Bayview Creole, Japanese whiskeys, and endless #gratitude for all the new things](#)

[Here's some of San Francisco's exciting new restaurants to try](#)

[Looking for a place to eat? Head to one of these new spots.](#)

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THE TEAM

Thomas Uehara
CEO

Thomas is from San Francisco and went to Japan in 1990 after graduating from University of California, Berkeley. What was supposed to be a one year trip turned into 30+ years. During his time in Japan, he mastered the language and the culture.

Thomas held leadership roles throughout his career and brought solutions to bridge gaps that exist especially in organizations working in a diverse global environment. By possessing a bi-cultural perspective, Thomas excelled at identifying gaps or "opportunities".

Japanese food has seen a wide acceptance around the world in the past few decades with ramen being the recent craze in the U.S. Thomas realized that most popular dishes in Japan were available in the U.S.; however, Japanese curry was not widely known by most people. When people think of curry, they associate it to Indian or Thai, but not Japanese. This "gap" was the starting point of the journey to bring an authentic Japanese curry to the U.S.

Barry Louie
COO

Barry spent his childhood in Hawaii and his formative years in Sacramento. After graduating from University of California, Davis, he moved to Japan in 1994 and spent the next 26 years streamlining operations for Japanese and international organizations in hospitality and travel tech. Barry brings relevant experience from travel tech and online sales to scale an organization for rapid growth.

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OUR OFFERINGS

Hinoya Curry holds the Grand Prix title for best curry in Japan, which makes it the best Japanese curry in the world! We are on a mission to introduce this award-winning curry to the U.S. starting with San Francisco.

Winner of Kanda Curry Grand Prix

Inducted into Curry Hall of Fame

Over 80 locations worldwide

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OUR MISSION

Hinoya Curry USA was created to introduce an authentic Japanese curry culture to mainstream America. Curry is the most widely consumed food in Japan - more plates of curry are eaten annually than even sushi and ramen. We focus on the following core values to ensure we bring exceptional experience in Japanese hospitality - "Omotenashi".

Authenticity

Quality

Service

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Data Room

Intended Use of Funds

Target Raise

Maximum Raise

Second location buildout \$47,000

Mainvest Compensation \$3,000

Total \$50,000

Financial Forecasts

Year 1 Year 2 Year 3 Year 4 Year 5

Gross Sales \$1,200,000 \$1,380,000 \$1,545,600 \$1,700,160 \$1,819,172

Cost of Goods Sold \$300,000 \$345,000 \$386,400 \$425,040 \$454,793

Gross Profit \$900,000 \$1,035,000 \$1,159,200 \$1,275,120 \$1,364,379

EXPENSES

Rent \$72,000 \$84,000 \$96,000 \$108,000 \$108,000

Utilities \$10,000 \$11,500 \$12,880 \$14,160 \$15,160

Operating Profit \$818,000 \$939,500 \$1,050,320 \$1,152,960 \$1,241,219

This information is provided by Hinoya Curry SF. Mainvest never predicts or projects performance, and has not reviewed or audited this financial forecast. Please see below for additional risk disclosures.

Documents
Investor Agreement
2020 Balance Sheet
2020 Income Statement
Investment Round Status

\$50,000

TARGET

\$150,000

MAXIMUM

This investment round closes on August 20, 2021. 0 people have invested so far.

Summary of Terms

Legal Business Name Zash Valencia, LLC
Investment Structure Revenue Sharing Note
Early Investor Bonus
Investment multiple for the first \$20,000 invested
1.7x
Investment Multiple 1.5x
Business's Revenue Share 1%-3%
Minimum Investment Amount \$100
Repayment Schedule Quarterly
Securitization None
Maturity Date April 1, 2027
Financial Condition
No other outstanding debt or equity

The capital raised through Mainvest will make up the entirety of the Hinoya Curry SF's fundraising. However, Hinoya Curry SF may require additional funds from alternate sources at a later date.

Other challenges

Hinoya Curry SF has had the following other challenges that are not otherwise captured in the Financial Condition Section, the Risks Section, or the Financial Statements:

Supply Chain - shipment of curry spices and roux from Japan

Increase in shipping fee due to COVID-19

Risk Factors

You Might Lose Your Money

When you buy a certificate of deposit from a bank, the Federal government (through the FDIC) guarantees you will get your money back. Buying a Note is not like that at all. The ability of Hinoya Curry SF to make the payments you expect, and ultimately to give you your money back, depends on a number of factors, including many beyond our control.

Limited Services

Hinoya Curry SF operates with a very limited scope, offering only particular services to potential clients, making them vulnerable to changes in customer preferences.

Lack of Accounting Controls

Larger companies typically have in place strict accounting controls. Smaller companies typically lack these controls, exposing themselves to additional risk.

Competition

The market in which we operate is highly competitive and could become increasingly competitive with new entrants in the market. Hinoya

Curry SF competes with many other businesses, both large and small, on the basis of quality, price, location, and customer experience. Changes in customer preference away from Hinoya Curry SF's core business or the inability to compete successfully against the with other competitors could negatively affect Hinoya Curry SF's financial performance.

Reliance on Management

As a securities holder, you will not be able to participate in Hinoya Curry SF's management or vote on and/or influence any managerial decisions regarding Hinoya Curry SF. Furthermore, if the founders or other key personnel of Hinoya Curry SF were to leave Hinoya Curry SF or become unable to work, Hinoya Curry SF (and your investment) could suffer substantially.

Financial Forecasts Risks

The financial forecasts provided by us herein are reasonable forecasts by us based upon assumption of stable economic conditions and other various assumptions regarding operations. The validity and accuracy of these assumptions will depend in large part on future events over which Hinoya Curry SF and the key persons will have no control. Changes in assumptions or their underlying facts could significantly affect the forecasts. To the extent that the assumed events do not occur, the outcome may vary significantly from the projected outcomes. Consequently, there can be no assurance that the actual operating results will correspond to the forecasts provided herein. Additionally, Hinoya Curry SF is a newly established entity and therefore has no operating history from which forecasts could be projected with.

Inability to Sell Your Investment

The law prohibits you from selling your securities (except in certain very limited circumstances) for 12 months after you acquire them. Even after that one-year period, a host of Federal and State securities laws may limit or restrict your ability to sell your securities. Even if you are permitted to sell, you will likely have difficulty finding a buyer because there will be no established market. Given these factors, you should be prepared to hold your investment for its full term.

The Company Might Need More Capital

Hinoya Curry SF might need to raise more capital in the future to fund/expand operations, buy property and equipment, hire new team members, market its services, pay overhead and general administrative expenses, or a variety of other reasons. There is no assurance that additional capital will be available when needed, or that it will be available on terms that are not adverse to your interests as an investor. If Hinoya Curry SF is unable to obtain additional funding when needed, it could be forced to delay its business plan or even cease operations altogether.

Changes in Economic Conditions Could Hurt Hinoya Curry SF

Factors like global or national economic recessions, changes in interest rates, changes in credit markets, changes in capital market conditions, declining employment, changes in real estate values, changes in tax policy, changes in political conditions, and wars and other crises, among other factors are unpredictable and could negatively affect Hinoya Curry SF's financial performance or ability to continue to operate. In the event Hinoya Curry SF ceases operations due to the foregoing factors, it can not guarantee that it will be able to resume operations or generate revenue in the future.

No Registration Under Securities Laws

The Notes will not be registered with the SEC or the securities regulator of any State. Hence, neither Hinoya Curry SF nor the Notes will be subject to the same degree of regulation and scrutiny as if they were registered.

Incomplete Offering Information

Title III does not require us to provide you with all the information that would be required in some other kinds of securities offerings, such as a public offering of shares (for example, publicly-traded firms must generally provide investors with quarterly and annual financial statements that have been audited by an independent accounting firm). Although Title III does require extensive information, it is possible that you would make a different decision if you had more information.

Lack of Ongoing Information

Hinoya Curry SF will be required to provide some information to investors for at least 12 months following the offering. However, this information is far more limited than the information that would be required of a publicly-reporting company; and Hinoya Curry SF is allowed to stop providing annual information in certain circumstances.

Uninsured Losses

Although Hinoya Curry SF will carry some insurance, Hinoya Curry SF may not carry enough insurance to protect against all risks to the business. Additionally, there are some kinds of risks that are very difficult or impossible to insure against, at least at a reasonable cost. Therefore, Hinoya Curry SF could incur an uninsured loss that could damage its business.

Changes in Laws

Changes in laws or regulations, including but not limited to zoning laws, environmental laws, tax laws, consumer protection laws, securities laws, antitrust laws, and health care laws, could negatively affect Hinoya Curry SF's financial performance or ability to continue to operate. Specifically, any additional regulation on the industry could significantly negatively affect the business.

Conflict of Interest With Companies and Their Management

In many ways, your interests and the interests of Hinoya Curry SF's management will coincide: you both want Hinoya Curry SF to be as successful as possible. However, your interests might be in conflict in other important areas, including these: You might want Hinoya Curry SF to act conservative to make sure they are best equipped to repay the Note obligations, while Hinoya Curry SF might prefer to spend aggressively to invest in the business. You would like to keep the compensation of managers low, while managers want to make as much as they can.

Future Investors Might Have Superior Rights

If Hinoya Curry SF needs more capital in the future and takes on additional debt or other sources of financing, the new investors might have rights superior to yours. For example, they might have the right to be paid before you are, to receive larger distributions, to have a greater voice in management, or otherwise.

The Company is Not Subject to the Corporate Governance Requirements of the National Securities Exchanges

Any company whose securities are listed on a national stock exchange (for example, the New York Stock Exchange) is subject to a number of rules about corporate governance that are intended to protect investors. For example, the major U.S. stock exchanges require listed companies to have an audit committee made up entirely of independent members of the board of directors (i.e., directors with no material outside relationships with Hinoya Curry SF or management), which is responsible for monitoring Hinoya Curry SF's compliance with the law. Hinoya Curry SF will not be required to implement these and other investor protections.

You Have a Limited Upside

Notes include a maximum amount you can receive. You cannot receive more than that even if Hinoya Curry SF is significantly more successful than your initial expectations.

You Do Have a Downside

Conversely, if Hinoya Curry SF fails to generate enough revenue, you could lose some or all of your money.

Payments and Return Are Unpredictable

Because your payments are based on the revenue of Hinoya Curry SF, and the revenue of Hinoya Curry SF can go up or down (or even disappear altogether) unpredictably, it is impossible to predict how much you will receive and when. And because the payments are unpredictable, so is your ultimate return.

The Notes Are Unsecured and Uninsured

The Notes are not secured by any collateral, nor are they guaranteed or insured by the FDIC or any other entity.

Subordination

The Notes shall be subordinated to all indebtedness of Hinoya Curry SF to banks, commercial finance lenders, leasing and equipment financing institutions, and/or other institutions regularly engaged in the business of lending money.

Lack of Guaranty

The Notes are not personally guaranteed by any of the founders or any other person.

Limitation of Individual Rights in Event of Default

In the event of a default under the Notes, you will not be able to enforce your rights individually (for example, by bringing a lawsuit).

Instead, a representative will be appointed according to the procedures set forth in the Note Indenture. It's possible that you will not like the representative, or that the representative will do things you believe are wrong or misguided. If an event of default has occurred and a representative has been appointed, all of the representative's reasonable expenses must be paid before any further payments are made with respect to the Notes.

COVID-19 Impact

The ongoing COVID-19 pandemic may impact the Company's ability to generate revenue and/or continue operations. If operations are ceased due to COVID-19 restrictions, the Company can not guarantee that it will resume operations in the future.

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