

Form C

Cover Page

Name of issuer:

Unifying Spirits LLC

Legal status of issuer:

Form: Limited Liability Company
Jurisdiction of Incorporation/Organization: PA
Date of organization: 5/07/2021

Physical address of issuer:

214 Sygan Road
Skippety Rock PA 15077

Website of issuer:

https://unispapas.com

Name of intermediary through which the offering will be conducted:

Wellstar Portal LLC

CIK number of intermediary:

000070254

SEC file number of intermediary:

077-070033

CFR number, if applicable, of intermediary:

283503

Amount of compensation to be paid to the intermediary, as either a fixed amount or a percentage of the offering amount, or a fixed amount plus a fixed amount, is not available at the time of filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

6.5% of the offering amount upon a successful fundraise, and be entitled to reimbursement for out-of-pocket third party expenses it pays or incurs on behalf of the issuer in connection with the offering.

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

No

Type of security offered:

- Common Stock
 Preferred Stock
 Debt
 Other

If other, describe the security offered:

Target number of securities to be offered:

12,500

Price:

\$4,000,000

Method for determining price:

Dividing pre-money valuation \$17700,000,000 by number of units outstanding on fully diluted basis.

Target offering amount:

\$50,000,000

Over-subscription accepted:

- Yes
 No

If yes, disclose how over-subscriptions will be allocated:

- Pro-rata basis
 First-come, first-served basis
 Other

If other, describe how over-subscriptions will be allocated:

As determined by the issuer

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

\$1,000,000,000

Deadline to reach the target offering amount:

4/30/2027

NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be canceled and committed funds will be returned.

Current number of employees:

11

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	\$7,256,035.00	\$7,427,474.00
Cash & Cash Equivalents:	\$7,272,000.00	\$6,809,940.00
Accounts Receivable:	\$2,102,725.00	\$25,176.00
Current Liabilities:	\$887,056.00	\$318,211.00
Revenue (net of sales tax):	\$15,508.00	\$320,862.00
Revenue (gross):	\$2,622,314.00	\$770,051.00
Cost of Goods Sold:	\$761,587.00	\$447,297.00
Taxes Paid:	\$0.00	\$0.00
Net Income:	\$(1,342,076.00)	\$(112,983.00)

Select the jurisdiction in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WI, WY, BS, GU, PR, VI, VU

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Unifying Spirits LLC

COMPANY ELIGIBILITY

2. Check this box to certify that all of the following statements are true for the issuer:

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia;
- Not subject to a reorganization in a reorganization pursuant to Section 13 or Section 15(b) of the Securities Exchange Act of 1934;
- Not an investment company registered or required to be registered under the Investment Company Act of 1940;
- Not ineligible to rely on this exemption under Section 4(a)(3) of the Securities Act as a result of a disqualification specified in Rule 13(d) of Regulation Crowdfunding;
- Has filed with the Commission a circular provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding, during the two years immediately preceding the filing of this offering statement for each reporting period that the issuer was required to file such reports;
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

INSTRUCTION TO QUESTION 2: If any of these statements are not true, then you are **NOT** eligible to rely on this exemption under Section 4(a)(3) of the Securities Act.

3. Has the issuer or any of its predecessors previously failed to comply with the organic recording requirements of Rule 202 of Regulation Crowdfunding?

Yes No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer:

Director	Principal Occupation	Role Employee	Year Joined as Director
Mark Andrews	Chairman	Savvy Drinks	2021
Harmon Rezycki	COO	Unifying Spirits LLC	2021
Roy Rezycki	CEO	Unifying Spirits LLC	2021

For three years of business experience, refer to: [Appendix D: Director & Officer Work History](#).

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer:

Officer	Position Held	Year Joined
Mark Andrews	President	2021
Roseann Gosse	CMO	2022
Harmon Rezycki	COO	2021
Roy Rezycki	CEO	2021

For three years of business experience, refer to: [Appendix D: Director & Officer Work History](#).

INSTRUCTION TO QUESTION 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, a controller or principal accounting officer, and any person that receives, performs, or directs the performance of similar functions.

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 10% or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	% of Voting Power Prior to Offering
No principal security holders.	

No principal security holders.

INSTRUCTION TO QUESTION 6: The above information must be provided as of a date that is no more than 150 days prior to the date of filing of this offering statement.

To calculate voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of securities, or the assignment, or transfer to an individual member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities or share in such director or control — *as, for example, an attorney* — they should be included as being "beneficially owned." You should include an explanation of these circumstances in a footnote to the "Number of and Class of Securities Now Held." To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

BUSINESS AND ANTICIPATED BUSINESS PLAN

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

For a description of our business and our business plan, please refer to the attached [Appendix A, Business Description & Plan](#).

INSTRUCTION TO QUESTION 7: We understand you will provide your company's WebFunder profile as an appendix (Appendix A) to the Form CB-FDD forms. The submission will include all WebFunder and "most recent" data in an unaltered format. All values will be unrounded.

This means that any information provided in your WebFunder profile will be provided in the SFCIS response to this question. As a result, your company will be potentially liable for misstatements and omissions in your profile under the Securities Act of 1933, which requires you to provide material information related to your business and financial condition. However, your WebFunder profile is not fully reviewed by us. It provides all material information. It is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

RISK FACTORS

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 disclosure.

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.

8. Discuss the material factors that make an investment in the issuer speculative or risky:

THIS OFFERING IS HIGHLY SPECULATIVE, INVOLVES A HIGH DEGREE OF RISK, AND IS SUITABLE ONLY IF AN INVESTOR CAN AFFORD TO LOSE THE ENTIRETY OF THE INVESTMENT.

The securities offered have not been registered with the U.S. Securities and Exchange Commission ("SEC") under the Securities Act of 1933, as amended (the "Securities Act"), or under any state securities laws or regulations, in reliance upon the exemption from registration provided by Section 4(a)(3) of the Securities Act and Regulation Crowdfunding (17 C.F.R. Part 201) promulgated thereunder. Neither the SEC nor any state securities regulator has approved or endorsed the merits of this offering or the accuracy or adequacy of the disclosures made in connection therewith. Investors should be aware that they will be subject to the transfer restrictions applicable to securities sold in reliance on Regulation Crowdfunding, including a one-year holding period before such securities may be resold, subject to limited exceptions.

This offering does not constitute an offer of securities in any jurisdiction in which, or to any person to whom, an offer is not permitted. This offering shall not create any implication that the information contained herein is correct as of or any time after the date of this offering. Prospective investors (each an "investor") are not to conduct this offering, or any information or documentation provided by professionals engaged by the Company to render professional services in connection with this offering, as legal, accounting, tax, or investment advice. Investors should consult their own legal, accounting, tax, and financial advisors with respect to purchasing securities offered by the Company. This offering may not contain all of the information or documentation that would generally be provided to investors who are not Accredited Investors. An investment in the securities is not suitable for any investor who alone, or with the investor's advisors, is not capable of evaluating the merits and risks of any investment. This offering does not address any resale of the securities during or after completion of the offering, and no investor is authorized or entitled to resell any security purchased without the necessary corporate, regulatory, and legal approvals and authorizations.

There are substantial and significant risks associated with an investment in the Company. The following risks, among others, should be carefully and thoroughly considered by each investor with legal and tax counsel prior to investment:

- There is no assurance that the Company will be, or remain, profitable. The business of the Company and its subsidiary, specifically the manufacturing and distribution of Boba Pops, is subject to numerous inherent risks, such as fluctuations in market demand, increased operating costs and costs of goods sold, global, federal, state, and local economic conditions, competition in the market, liability to consumers in the market, lack of consumer interest, regulatory restrictions, labor issues, and production capabilities, among others. Such factors significantly impact the business, operations, and financial performance of the Company, adversely impacting revenues, profitability, and returns, and are not within the control of the Company.
- The Company's business, operations, and affairs rely heavily upon payments for products by consumers and distributors, and the Company cannot guarantee that the Company's products will be purchased by consumers or that the Company's distributors will pay for products in a timely fashion and without breach of agreements.
- The Company's business, operations, and affairs are regulated by federal and state laws and regulations and are subject to oversight by federal and state regulators and agencies. Federal, state, and local regulations and increased oversight could have an adverse impact on the business, operations, and affairs of the Company and the Company's profitability.
- The Company maintains liability insurance policies, but claims could exceed such insurance coverage.
- The Operating Agreement of the Company, as amended, addresses and manages the rights and interests of the owners and investors of the Company. Such Agreement should be carefully

reviewed and discussed with a dispersed legal and tax counsel. Each Investor must be legally bound by and to the terms and conditions of such Agreement.

F. The Company's ability to acquire and add new cash distributions to investors will be significantly impacted by the Company's assessment of capital reserves for, among other things, capital expenditures.

G. The Company is designated as a Partnership for federal income tax purposes. Thus, profits and losses incurred by the Company pass through to the Company's Members/Investors of the Company. The Members/Investors are responsible for paying taxes on the Company's taxable income, whether or not the Company realizes and approves cash distributions. An Investor purchasing securities through this offering will be allocated a share of the Company's taxable income whether or not a cash distribution is made. Each Investor is strongly encouraged, and advised to consult with a professional tax advisor regarding the tax implications of investing in the Company.

H. No public or other market for sale of the securities will likely exist. The transfer of any security is subject to the limitations and restrictions set forth in the Company's Operating Agreement, as amended. Each Investor may be unable to liquidate his or her investment or may be forced to hold the investment for an indefinite period of time.

I. All financial and operational forecasts and plans are merely speculative and may not materialize in any year.

J. Any investment in the Company is subject to dilution.

K. Each Investor may be compelled to invest through a Special Purpose Vehicle, and thus an Investor may not be individually identifiable on the Capitalization Schedule of the Company.

L. Each Investor must rely upon his or her own judgment and understanding to determine whether an investment in the Company is prudent.

M. Each Investor hereby recognizes that the totality of each investment may be consumed by the Company in the ordinary course of business, without notice to the Investor.

Boba POPS was incorporated in 2021 and has a limited operating history upon which investors can evaluate our business and prospects. We are introducing a novel product category—alcoholic popping bobo—that has not been previously tested in the market at scale. There is no assurance that consumers will accept our products or that demand will be sufficient to support our business operations. Our ability to generate a sustained revenue stream is therefore highly uncertain. Moreover, if we are unable to successfully commercialize our products and achieve market acceptance, we may never become profitable and investors could lose their entire investment.

Our success depends heavily on the continued service and performance of our founders and key management personnel who possess specialized knowledge of our products, manufacturing processes, and the alcoholic beverage industry. With only ten employees, we have limited redundancy in critical roles. The loss of one or more key team members could disrupt our operations, delay product development, and impair our ability to execute our business plan. We do not maintain key person life insurance on any of our personnel. Additionally, we may face challenges in attracting and retaining qualified employees who experience both the alcoholic beverage industry and food manufacturing, particularly given our early stage and limited resources.

A significant portion of the proceeds from this offering will be used to complete the buildout of our Pittsburgh facility and install equipment for packaging ready-to-drink beverages. Construction and equipment installation projects are subject to numerous risks, including delays, cost overruns, equipment failures, and regulatory compliance issues. We may encounter unforeseen technical challenges or discover that our facility design requires modification. Any significant delays in completing our facility buildout could postpone our ability to scale production, fulfill customer orders, and generate revenue. If construction costs exceed our budget, we may need to seek additional financing or scale back our expansion plans, either of which could harm our growth prospects.

The production of our alcoholic popping bobo products requires specialized ingredients, including the materials used to create the popping bobo spheres, flavorings, and alcohol. We rely on third-party suppliers for these materials, and we may have limited alternative sources for certain specialized components. Disruptions in our supply chain due to supplier financial difficulties, quality control issues, natural disasters, geopolitical events, or global logistics challenges could result in production delays or increased costs. If we are unable to obtain sufficient quantities of materials at competitive prices in a timely manner, we may be unable to meet customer demand, which could result in lost sales and damage to our brand reputation.

We have not yet achieved profitability and expect to continue to incur operating losses for the foreseeable future. As an early-stage company in the alcoholic beverage industry, we face substantial costs related to product development, manufacturing, regulatory compliance, marketing, and distribution. Our expenses will likely increase as we complete our facility buildout, expand our product line to include ready-to-drink beverages, invest in brand awareness, and grow our retail distribution network. Even if we achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis. If we are unable to achieve and maintain profitability, the value of our company and your investment could decline significantly.

The funds raised in this offering may not be sufficient to fully execute our business plan and achieve our growth objectives. We will likely need to raise additional capital to complete our facility expansion, launch new products, expand our distribution network, and fund ongoing operations. We do not have any commitments for additional financing, and there can be no assurance that we will be able to obtain additional funding on acceptable terms, if at all. Our ability to raise capital may be limited by market conditions, investor appetite for early-stage alcoholic beverage companies, and our financial performance. If we are unable to obtain additional financing when needed, we may be forced to delay, reduce, or eliminate our expansion plans, which could materially harm our business and prospects.

We expect to conduct additional equity financings to fund our operations and growth initiatives. The issuance of additional equity securities will dilute the ownership percentage of existing investors, including purchases in this offering. Future investors may receive rights, preferences, or privileges that are superior to those of the securities offered in this offering. We may also issue equity securities as compensation to employees, consultants, or advisors, in connection with strategic partnerships or acquisitions, all of which would result in further dilution. The dilutive effect of future issuances could be substantial and may reduce the value of your investment.

The alcoholic beverage industry is intensely competitive and dominated by large, well-established companies with substantially greater financial resources, brand recognition, distribution networks, and marketing capabilities than we possess. These competitors could develop their own alcoholic popping bobo products or other novelty beverage products that compete directly with ours. Additionally, we face competition from traditional ready-to-drink cocktails, flavored alcoholic beverages, and other innovative alcohol products targeting similar consumer demographics. Established competitors may be able to respond more quickly to market trends, devote greater resources to marketing and promotion, and leverage existing retail relationships to gain shelf space. If we are unable to differentiate our products and compete effectively, our market share and revenues could be adversely affected.

We are introducing a novel product category that combines popping bobo—a traditionally associated with non-alcoholic bubble tea—with alcohol. There is no established market for alcoholic popping bobo products, and consumer demand is uncertain. Our success depends on our ability to educate consumers about our products, change consumption habits, and convince consumers to incorporate alcohol products into their drinking occasions. Consumer preferences in the alcoholic beverage industry are subject to rapid change and are influenced by trends, social media, and other factors that are difficult to predict. If consumer demand for our products or if the novelty appeal diminishes quickly, we may be unable to generate sufficient sales to sustain our business.

Our products are premium-priced novelty alcoholic beverages that consumers may view as discretionary purchases. During economic downturns, recessions, or periods of reduced consumer confidence, consumers typically reduce spending on non-essential items and may trade down to lower-priced alternatives. Economic factors such as inflation, unemployment, reduced disposable income, and changes in consumer sentiment could negatively impact demand for our products. Additionally, our direct-to-consumer e-commerce business model may be particularly sensitive to changes in consumer spending patterns and shipping costs. Any sustained decrease in consumer spending on premium alcoholic beverages could materially harm our sales and financial performance.

The production, distribution, marketing, and sale of alcoholic beverages are subject to extensive federal, state, and local regulations. We must comply with regulations administered by the Alcohol and Tobacco Tax and Trade Bureau (TTB), state alcoholic beverage control agencies, and local authorities. These regulations govern licensing, labeling, advertising, age verification, distribution, taxation, and shipping of alcoholic products. The laws vary significantly from state to state, and we must maintain compliance in each jurisdiction where we sell our products. Our sales and direct-to-consumer shipping of alcohol are particularly complex, with many states prohibiting or heavily restricting such sales. Failure to comply with applicable regulations could result in fines, penalties, license revocations, product recalls, or criminal prosecution. Changes to existing laws or the adoption of new regulations could increase our compliance costs, require changes to our business practices, restrict our ability to ship to certain states, or otherwise adversely affect our operations.

As a manufacturer of consumable products, we are subject to federal and state food safety regulations, including those enforced by the Food and Drug Administration (FDA) and state health departments. We must maintain sanitary manufacturing conditions, implement quality control procedures, and ensure that our products are safe for consumption. Our products contain both food ingredients and popping bobo spheres and flavorings and alcohol, which creates additional complexity in manufacturing and quality assurance. Any contamination, adulteration, or quality control failure could result in product recalls, regulatory enforcement actions, and potential liability for consumer illness or injury. A product recall or food safety incident could cause significant financial losses, damage our brand reputation, and result in loss of consumer confidence that would be difficult to recover from given our early stage and limited resources.

Our success depends in part on our ability to protect our brand, product formulations, and manufacturing processes. While we may have trademark protection for the Boba POPS name, our product concept and formulations may be difficult to protect through patents or other intellectual property rights. Competitors could develop similar alcoholic popping bobo products without infringing our intellectual property. We rely on trade secrets, proprietary know-how, and confidential information regarding our manufacturing processes and product formulations, but we cannot be certain that our efforts to protect this information will be adequate. Additionally, we could face claims from third parties alleging that our products or business practices infringe their intellectual property rights. Defending against such claims could be costly and time-consuming, and an adverse outcome could require us to pay damages, cease using certain branding or processes, or obtain expensive licenses.

Our direct-to-consumer sales are conducted through our website, which likely relies on third-party e-commerce platforms, payment processors, hosting services, and shipping logistics providers. We are vulnerable to disruptions in these services due to technical failures, cyberattacks, service outages, or changes in the terms of service or pricing by these providers. Any extended interruption in our ability to accept orders, process payments, or fulfill shipments could result in lost sales and damage to our reputation. Additionally, we depend on third-party age verification services to ensure compliance with laws prohibiting alcohol sales to minors. If these verification systems fail or are compromised, we could face regulatory penalties and liability. We have limited control over these third-party providers and may have difficulty finding suitable alternatives if our current providers become unavailable or unaffordable.

An investment in our securities is highly speculative and involves a high degree of risk. You should invest only if you can afford to lose your entire investment. There is no public market for our securities, and none is expected to develop in the foreseeable future. The securities have not been

registered under the Securities Act of 1933 and are subject to transfer restrictions. You will be required to hold these securities for an indefinite period of time and may never be able to sell them. Even if you are successful, it may be many years before you see any return on your investment, if at all. Liquidity events such as an acquisition or public offering are uncertain and may never occur. You should be prepared to hold these securities indefinitely and bear the economic risk of this investment for an extended period.

Purchasers of securities in this offering will hold a minority interest in the company and will have limited ability to influence corporate decisions or the direction of the business. Our founders and existing unitholders will retain control over major decisions, including the election of directors, approval of significant transactions, and decisions regarding future financing. As a minority investor, you will have limited voting rights and will not be able to control the outcome of matters submitted to unitholders for approval. Additionally, as a private company that has conducted a Regulation Crowdfunding offering, we have limited ongoing reporting obligations compared to public companies. You will receive less information about our business and financial performance than you would as an investor in a publicly traded company, which may make it difficult to evaluate the progress and value of your investment.

Our future success depends on the efforts of a small management team. The loss of services of one or more of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel to replace those who leave our business.

DISCLOSURE TO INVESTORS: A risk general statement and disclosure that the issuer does not intend to list its securities. Disclosure should be tailored to the issuer's business and the offering and should not repeat the factors addressed in the legends set forth above. No specific number of risk factors is required or identified.

The Offering

USE OF FUNDS

9. What is the purpose of this offering?

The Company intends to use the net proceeds of this offering for working capital and general corporate purposes, which includes, but is not limited to, the specific items listed in Item 10 below. While the Company expects to use the net proceeds from the Offering in the manner described above, it cannot specify with certainty the particular uses of the net proceeds that it will receive from this Offering. Accordingly, the Company will have broad discretion in using these proceeds.

10. How does the issuer intend to use the proceeds of this offering?

Item 10a: **\$50,000**

Use of: If only the minimum target amount is raised, expected use of proceeds is approximately: 42% prod. & development, 23% hiring and payroll, 14% sales and marketing, 14.5% working capital and general corporate purposes, 6.5% Wafunder fee and related offering expenses. The issuer intends to prioritize essential operating execution and near-term milestones, and management may reallocate among categories based on hiring pace, customer demand, market conditions, and timing of expenditures.

Item 10b: **\$1,000,000**

Use of: At the higher funding level, expected use of proceeds is approximately 39% product development and technology, 20% hiring and payroll, 20% sales and marketing, 22.5% working capital, operating reserves, and strategic initiatives, 6.5% Wafunder fee and related offering expenses. Additional proceeds are expected to support broader growth and revenue in Dallas, and management may reallocate among categories, including in operations and sales, based on strategic priorities, business conditions, and timing of capital allocations.

DISCLOSURE TO INVESTORS: An issuer must provide reasonably detailed disclosure of any intended use of proceeds and that investors are provided with an adequate amount of information to understand how the offering proceeds will be used. If an issuer has identified a range of possible uses, the issuer should identify and describe each possible use and the factors the issuer may consider in allocating proceeds among the potential uses. If the issuer will accept proceeds in excess of the target offering amount, the issuer must describe the purpose, method for allocating excess proceeds, and intended use of the excess proceeds with similar specificity. The use includes all potential uses of the proceeds of the offering, including any that may apply only in the case of over-subscriptions. If you do not do so, you may later be required to amend your Form C. You will be held responsible for any failure by you to describe a potential use of offering proceeds.

DELIVERY & CANCELLATIONS

11. How will the issuer complete the transaction and deliver securities to the investors?

Block Entry and Investment in the Co-Issuer: Investors will make their investments by investing in interests issued by one or more co-issuers, each of which is a special purpose vehicle ("SPV"). The SPV will invest all amounts it receives from investors in securities issued by the Company, interests issued to investors by the SPV will be in book entry form. This means that the investor will not receive a certificate representing his or her investment. Each investment will be recorded in the books and records of the SPV. In addition, investor's interests in the investments will be recorded in each investor's "Portfolio" page on the Wafunder platform. All references in this Form C to an investor's investment in the Company (or similar phrases) should be interpreted to include investments in a SPV.

12. How can an investor cancel an investment commitment?

NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.

The intermediary will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be canceled and the committed funds will be returned.

An Investor's right to cancel. An investor may cancel his or her investment commitment at any time until 48 hours prior to the offering deadline.

If there is a material change to the terms of the offering or the information provided to the investor about the offering and/or the Company, the investor will be provided notice of the change and must re-confirm his or her investment commitment within five business days of receipt of the notice. If the investor does not reconfirm, he or she will receive notification disclosing that the commitment was cancelled, the reason for the cancellation, and the refund amount that the investor is required to receive. If a material change occurs within five business days of the maximum number of days the offering is to remain open, the offering will be extended to allow for a period of five business days for the investor to reconfirm.

If the investor cancels his or her investment commitment during the period when cancellation is permissible, or does not reconfirm a commitment in the case of a material change to the investment, or the offering does not close, all of the investor's funds will be returned within five business days.

Within five business days of cancellation of an offering by the Company, the Company will give each investor notification of the cancellation, disclose the reason for the cancellation, identify the refund amount the investor will receive, and refund the investor's funds.

The Company's right to cancel. The Investment Agreement you will execute with us provides the Company the right to cancel for any reason before the offering deadline.

If the sum of the investment commitments from all investors does not equal or exceed the target offering amount at the time of the offering deadline, no securities will be sold in the offering. Investment commitments will be cancelled and committed funds will be returned.

Ownership and Capital Structure

THE OFFERING

13. Describe the terms of the securities being offered.

See exact security attached as Appendix B, Investor Contracts.

Priced Round: \$100,000,000 pre-money valuation

Uniting Spirits LLC is offering up to 250,000 units of Series A Investor Units, at a price per unit of \$4.00.

The campaign maximum is \$10,000,000 and the campaign minimum is \$500,000.

Securities issued by the SPV

Instead of issuing its securities directly to investors, the Company has decided to issue its securities to the SPV, which will then issue interests in the SPV to investors. The SPV is formed concurrently with the filing of the Form C. Given this, the SPV does not have any financials to report. The SPV is managed by Wafunder Admin, LLC and is a co-issuer with the Company of the securities being offered in this offering. The Company's use of the SPV is intended to allow investors in the SPV to achieve the same economic exposure, voting power, and ability to assert State and Federal law rights, and receive the same disclosures, as if they had invested directly in the Company. While the issuer may be required to pay an annual administration fee for the maintenance of the SPV, investors should note the Company's use of the SPV will not result in any additional fees being charged to investors.

The SPV has been organized and will be operated for the sole purpose of directly acquiring

holding and disposing of the Company's securities, will not borrow money and will use all of the proceeds from the sale of its securities solely to purchase a single class of securities of the Company. As a result, an investor investing in the Company through the SPV will have the same relationship to the Company's securities, in terms of number, denomination, type and rights, as if the investor invested directly in the Company.

Voting Rights

If the securities offered by the Company and those offered by the SPV have voting rights, those voting rights may be exercised by the investor or his or her proxy. The applicable proxy is the Lead Investor. If the Proxy (described below) is in effect:

Proxy to the Lead Investor

The SPV securities have voting rights. With respect to those voting rights, the investor and his/her, or its transferee, or assignee, (collectively, the "Investor") through a power of attorney granted by Investor in the Investor Agreement, has appointed or will appoint the Lead Investor as the Investor's true and lawful proxy and attorney (the "Proxy"), with the power to act alone and with full power of substitution, on behalf of the Investor to: (i) vote all securities related to the Company purchased in an offering hosted by Wellunder Portal; and (ii) execute, in connection with such voting power, any instrument or document that the Lead Investor determine is necessary and appropriate in the exercise of his or her authority. Such Proxy will be irrevocable by the Investor unless and until a successor lead investor ("Replacement Lead Investor") takes the place of the Lead Investor. Upon notice that a Replacement Lead Investor has taken the place of the Lead Investor, the Investor will have the 10 calendar days to revoke the Proxy. If the Proxy is not revoked within the 6-day time period, it shall remain in effect.

Restriction on Transferability

The SPV securities are subject to restrictions on transfer, as set forth in the Subscription Agreement and the Limited Liability Company Agreement of Wellunder SPV, LLC, and may not be transferred without the prior approval of the Company, or behalf of the SPV.

14. Do the securities offered have voting rights?

Yes
 No

15. Are there any limitations on any voting or other rights identified above?

See the above description of the Proxy to the Lead Investor.

16. How may the terms of the securities being offered be modified?

This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only by a writing executed by all parties. Pursuant to paragraph 10 in the Investor Agreement between each investor and Wellunder Portal, Wellunder Portal and investor shall take the following actions with respect to the investment carried out between the Company and an investor:

- A. Wellunder Portal may amend the terms of an investment contract, provided that the amended terms are more favorable to the investor than the original terms; and
- B. Wellunder Portal may reduce the amount of an investor's investment if the reason for the reduction is that the Company's offering is oversubscribed.

RESTRICTIONS ON TRANSFER OF THE SECURITIES BEING OFFERED:

The securities being offered may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued, unless such securities are transferred:

1. to the issuer;
2. to an accredited investor;
3. as part of an offering registered with the U.S. Securities and Exchange Commission; or
4. to a member of the family of the purchaser or the equivalent, or 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.

NOTE: The term "accredited investor" means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term "member of the family of the purchaser or the equivalent" includes a child, stepchild, grandchild, parent, stepparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

DESCRIPTION OF ISSUER'S SECURITIES

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Series A Investor Units	4500000	3446655	Yes
Series B Management Units	460000	460000	Yes

Securities Reserved for Issuance upon Exercise or Conversion

Class of Security	Warrants	Options
	Total Paid	Issued

Describe any other rights:

The Series B management units can only be held by managers of the company, and have certain anti-dilution rights, as more fully described in the Operating Agreement. All investments in Series A Investor Units.

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of securities identified above?

The holders of a majority in interest of voting rights in the Company could limit the investor's rights in a material way. For example, those interest holders could vote to change the terms of the agreements governing the Company's operations or cause the Company to engage in additional offerings (including potentially a public offering). These changes could result in further limitations on the voting rights the investor will have as an owner of equity in the Company, for example by diluting those rights or limiting them to certain types of events or occasions. To the extent applicable, in cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the investor's securities will decrease, which could also diminish the investor's voting and/or economic rights. In addition, as discussed above, if a majority in interest of holders of securities with voting rights cause the Company to issue additional equity, an investor's interest will typically also be diluted. Based on the risk that an investor's rights could be limited, diluted or otherwise qualified, the investor could lose all or part of his or her investment in the securities in the offering, and may never see positive returns. Additional risks related to the rights of other security to discuss discussed below, in Question 20.

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

No.

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

As holders of a majority in interest of voting rights in the Company, the **unitholders** may make decisions with which the investor disagrees, or that negatively affect the value of the investor's securities in the Company, and the investor will have no recourse to change these decisions. The investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the investor.

For example, the **unitholders** may change the terms of the operating agreement for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minor holders of securities. The **unitholders** may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings under to register certain of the Company's securities in a way that negatively affects the value of the securities the investor owns. Other holders of securities of the Company may also have access to more information than the investor, leaving the investor at a disadvantage with respect to any decisions regarding the securities he or she owns.

In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the investor's securities will decrease, which could also diminish the investor's voting and/or economic rights. In addition, as discussed above, if a majority in interest of holders of securities with voting rights cause the Company to issue additional units, an investor's interest will typically also be diluted.

21. How are the securities being offered being issued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering

price, the necessary details, company information, offering terms, or other data or organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

In the future, we will perform valuations of our common unit that take into account factors such as the following:

1. unrelated third party valuations of our common unit;
2. the prices at which we sell other securities, such as convertible debt or preferred units, in light of the rights, preferences and privileges of our those securities relative to those of our common unit;
3. our results of operations, financial position and capital resources;
4. current business conditions and projections;
5. the lack of marketability of our common unit;
6. the timing of key personnel and the experience of our management;
7. the introduction of new products;
8. the risk of investment in the development and expansion of our products;
9. our stage of development and overall risks related to our business;
10. the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
11. industry trends and competitive environment;
12. trends in consumer spending, including consumer confidence;
13. overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
14. the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

An investor in the Company will hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the investor's interest in the Company will depend upon many factors outside the control of the investor. The Company will be managed by its officers and managers and will be governed in accordance with the strategic direction and decision-making of its Management, and the investor will have no independent right to name or remove an officer or member of the Management of the Company.

Following the investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the investor in the Company. The investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the investor to make a follow-on investment, or the loss of an opportunity to make such a follow-on investment, may result in substantial dilution of the investor's interest in the Company.

23. What are the risks to purchasers associated with corporate actions, including all financial and asset securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties?

Additional issuances of securities. Following the investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the investor in the Company. The investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the investor to make a follow-on investment, or the loss of an opportunity to make such a follow-on investment, may result in substantial dilution of the investor's interest in the Company.

Issuer repurchases of securities. The Company may have the ability to repurchase its securities from unitholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the investor, and create pressure on the investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the investor will rely upon the executive management of the Company and its managers to manage the Company so as to maximize value for unitholders. Accordingly, the success of the issuer's management in the Company will depend in large part upon the skill and expertise of the executive management and managers of the Company. If the Management of the Company so chooses, a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the investor's initial investment in the Company.

Transactions with related parties. The investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management of the Company will be guided by their good faith judgment as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its unitholders. By acquiring an interest in the Company, the investor will be deemed to have acknowledged the existence of any such relationship and will not be entitled to demand or to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

24. Describe the material terms of any indebtedness of the issuer:

Loan

Amount \$70,975.00
Interest rate 4.99% per annum
Maturity date 08/01/27

Monthly payment of \$5000.00.

Loan

Lender Ray Rozycki
Amount \$116,398.00
Interest rate 10.0% per annum
Maturity date 12/31/27

5 year term. Monthly payments \$581.75

Loan

Lender Ray Rozycki
Amount \$31,250.00
Interest rate 5.0% per annum
Deferred Comp at 5%

Loan

Lender Harmon Rozycki
Amount \$34,414.00
Interest rate 5.0% per annum
Deferred Comp at 5%

Loan

Amount \$26,965.00
Interest rate 5.0% per annum
Deferred Comp 5%

Convertible Note

Issue date 06/01/25
Amount \$150,000.00
Outstanding principal plus interest \$150,000.00 as of 04/30/26
Interest rate 12.0% per annum
Maturity date 06/02/26

Convertible Note

Issue date 06/01/25
Amount \$50,000.00
Outstanding principal plus interest \$50,000.00 as of 04/30/26
Interest rate 12.0% per annum
Maturity date 06/02/26

Convertible Note

Issue date 06/01/25
Amount \$50,000.00
Outstanding principal plus interest \$50,000.00 as of 04/30/26
Interest rate 12.0% per annum
Maturity date 06/02/26

Convertible Note

Issue date 06/01/25

Amount	\$500,000.00
Outstanding principal plus interest	\$500,000.00 as of 04/30/26
Interest rate	12.0% per annum
Maturity date	06/02/26

DISCUSSION TO QUESTION 24: Name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other recent offerings has the issuer conducted within the past three years?

Offering Date	Exemption	Security Type	Amount Sold	Use of Proceeds
3/2/24	Regulation D	Priced Round	\$370,000	General operations
3/2/25	Regulation D	Priced Round	\$178,150	General operations
8/2/25		Convertible Note	\$150,000	General operations
9/2/25		Convertible Note	\$50,000	General operations
9/2/25		Convertible Note	\$50,000	General operations
10/2/25		Convertible Note	\$20,000	General operations
2/2/26	Regulation D	Priced Round	\$1,225,980	General operations
4/2/26	Regulation D, 509(a)	Priced Round	\$2,720,000	General operations

26. Were or is the issuer or any of its affiliates controlled by or under common control with the issuer or a party to any transaction since the beginning of the issuer's last fiscal year, or a currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 504(b) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in this or next offering, in which any of the following persons had or is to have a direct or indirect material interest?

- any director or officer of the issuer;
- any person who, as of the end of the applicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
- if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
- or any immediate family member of any of the foregoing persons.

Yes
 No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

Name Ray Rzycki
Amount Invested \$100,000.00
Transaction type Loan
Interest rate 12.0% per annum
Maturity date 12/31/27
Outstanding Yes
Relationship CEO

Name Ray Rzycki
Amount Invested \$61,250.04
Transaction type Loan
Interest rate 5.0% per annum
Outstanding Yes
Relationship CFO

Name Harmon Rzycki
Amount Invested \$34,414.12
Transaction type Loan
Interest rate 5.0% per annum
Outstanding Yes
Relationship COO

Name Frost Gamma Investment Trust
Amount Invested \$150,000.00
Transaction type Convertible note
Issue date 06/01/23
Outstanding principal plus interest \$150,000.00 as of
Interest rate 12.0% per annum
Maturity date 06/02/26
Relationship Existing Investor

Name Mark Andrews III
Amount Invested \$500,000.00
Transaction type Convertible note
Issue date 06/01/23
Outstanding principal plus interest \$500,000.00 as of
Interest rate 12.0% per annum
Maturity date 06/02/26
Relationship Manager and President

Name Mark Andrews IV
Amount Invested \$500,000.00
Transaction type Convertible note
Issue date 06/01/23
Outstanding principal plus interest \$500,000.00 as of
Interest rate 12.0% per annum
Maturity date 06/02/26
Relationship Son of Mark Andrews

Name Elizabeth Dufort
Amount Invested \$500,000.00
Transaction type Convertible note
Issue date 06/01/23
Outstanding principal plus interest \$500,000.00 as of
Interest rate 12.0% per annum
Maturity date 06/02/26
Relationship Daughter of Mark Andrews

INSTRUCTIONS TO QUESTION 26: The term transaction includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

Beneficial ownership for purposes of paragraph (2) shall be determined as if a date that is no more than 120 days prior to the date of filing of this offering statement and using the same calculation described in Question 4 of this Question and Answer Form.

The term "member of the family" includes any child, stepchild, grandchild, parent, step-parent, grandparent, spouse or spouse equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of the person, and includes any individual who, at the time of the offering, was a cohabitant occupying a relationship generally equivalent to that of a spouse.

Consistent with the amount of a related party's interest in any transaction, values regard to the amount of the interest or has interest in the transaction, where it is not practicable to state the approximate amount of the interest, disclose the approximate amount involved in the transaction.

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

Yes
 No

28. Describe the financial condition of the issuer, including to the extent material, liquidity, capital resources and historical results of operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview of the Business and Financial Condition

The Company's primary business is the development and manufacturing of Bebo POPs, an innovative alcoholic beverage enhancer. The Company conducts business and extends credit to customers in multiple states throughout the United States. KenRay Industries LLC is a PA Limited Liability company, a S-corp importer and manufacturer of Popping Bebo, the precursor of Bebo that contains ethyl alcohol and is created as Bebo POPs, which industries LLC is located in Slippery Rock, Pennsylvania and is also FDA approved food manufacturer.

Technically, and initially, the assets of the company resulted from the acquisition of subeta x ally all

- in any conduct or practice:
- i. in connection with the purchase or sale of any security? Yes No;
 - ii. involving the making of any false filing with the Commission? Yes No;
- iii. asking out of the conduct of the business of an underwriter, broker, dealer, issuer or securities dealer, investment adviser, funding provider or paid solicitor of purchases of securities? Yes No
- (6) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions), a state authority that supervises or oversees banks, savings associations or credit unions, a state or federal commission for an agency or officer of a state performing like functions or an administrative body to which agency, the U.S. Commodity Futures Trading Commission, or the National Credit Union Administration trust:
- i. at the time of the filing of this offering statement bars the person from:
 - A. association with an entity, regulated by such commission, authority, agency or officer? Yes No;
 - B. engaging in the business of securities, insurance or banking? Yes No;
 - C. engaging in the business of association or credit union activities? Yes No;
 - ii. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? Yes No;
- (6) Is any such person subject to an order of the Commission entered pursuant to section 10(b) or based on the Exchange Act or Section 203(a) or (f) of the Investment Advisers Act of 1940 that, at the time of this filing of this offering statement:
- i. suspends or restricts such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding provider? Yes No;
 - ii. poses limitations on the activities, functions or operations of such person? Yes No;
 - iii. bars such person from being associated with any entity or from participating in the offering of a penny stock? Yes No;
- (7) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease or desist from committing or causing a violation or failure to comply with:
- i. any order or cease-and-desist provision of the federal securities laws, including without limitation Section 10(b) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(b) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? Yes No;
 - ii. Section 5 of the Securities Act? Yes No;
- (8) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, or registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade? Yes No;
- (9) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a withdrawal, a cease-and-desist order, or order suspending the Registrant as a registrant, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued? Yes No;
- (10) Is any such person subject to a United States Postal Service cease-and-desist order entered within the five-year period before the filing of this offering statement required by section 1025 of the Investment Advisers Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

Yes No

If you would have answered "Yes" to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(3) or the Securities Act.

DISCLOSURES TO OFFERS: (b) (5) - This order prevents a written directive (disclosure statement) issued by a fund manager or general counsel to the (b) (5) of Regulation Crowdfunding, a state applicable statutory authority that instructs or directs an opportunity provider, which exercises a final disposition or action by that provider, or state agency.

No matters are required to be disclosed with respect to events relating to any affiliated issuer that occurred before the effective date of the offering materials or (i) the time of the issuer or (f) under circumstances named with the issuer by a third party that was in control of the affected issuer at the time of such event.

OTHER MATERIAL INFORMATION

- (1) In addition to the information expressly required to be included in this form, include:
- (i) any other material information presented to investors; and
 - (ii) such further material information, if any, so far as may be necessary to make the required statements in this light of the circumstances under which they are made, not misleading.

The Lead Investor. As described above, each investor that has entered into the Investor Agreement will grant a power of attorney to make voting decisions on behalf of that investor to the Lead Investor (the "Proxy"). The Proxy is irrevocable unless and until a Successor Lead Investor takes the place of the Lead Investor, in which case, the investor has a five (5) calendar day period to make the Proxy irrevocable to the Proxy. The Lead Investor or his or her successor will make voting decisions and take any other actions in connection with the voting on investors' behalf.

The Lead Investor is an individual that is chosen to act in the role of Lead Investor in behalf of investors that have a Proxy on file. The Lead Investor will be chosen by the Company and approved by Wellunder Inc. and the identity of the initial Lead Investor will be disclosed to investors before investors make a final investment decision to purchase the securities related to the Company.

The Lead Investor can only be removed by Wellunder Inc. for cause or pursuant to a vote of investors as detailed in the Lead Investor Agreement. In the event the Lead Investor quits or is removed, the Company will choose a Successor Lead Investor who must be approved by Wellunder Inc. The identity of the Successor Lead Investor will be disclosed to investors, and those that have a Proxy on file can choose to either leave such Proxy in place or revoke such Proxy during a 5-day period, beginning with notice of the replacement of the Lead Investor.

The Lead Investor will not receive any compensation for his or her services to the SPV. The Lead Investor may receive compensation in the future. Wellunder Advisors LLC (or its fund "Fund") for accredited investors for the purpose of providing a non-Regulation Crowdfunding offering of the Company. In such circumstances, the Lead Investor may act as a portfolio manager for that Fund (and as a supervised person of Wellunder Advisors) and may be compensated through that role.

Although the Lead Investor may act in multiple roles with respect to the Company's offerings and may potentially be compensated for some of its services, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of securities issued by or related to the Company. As a result, the Lead Investor's interests should always be aligned with those of investors. It is, however, possible that in some limited circumstances the Lead Investor's interests could diverge from the interests of investors, as discussed in section 8 above.

Investors that wish to purchase securities related to the Company through Wellunder Portal must agree to give the Proxy described above to the Lead Investor, provided that if the Lead Investor is replaced, the investor will have a 5-day period during which he or she may revoke the Proxy. If the Proxy is not revoked during this 5-day period, it will remain in effect.

Tax Filings. In order to complete necessary tax filings, the SPV is required to include information about each investor who holds an interest in the SPV, including each investor's taxpayer identification number ("TIN") (e.g., social security number or employer identification number). To the extent they have not already done so, each investor will be required to provide their TIN within 60 calendar (60) days of making their investment or (i) twenty (20) days prior to the date of any distribution from the SPV. If an investor does not provide their TIN within this time, the SPV reserves the right to withhold from any proceeds otherwise payable to the investor an amount necessary for the SPV to satisfy its tax withholding obligations as well as the SPV's reasonable estimation of any penalties that may be charged by the IRS or other relevant authority as a result of the investor's failure to provide their TIN. If applicable, the Company may also be required to pay Wellunder certain fees for the preparation of tax filings. Such fees and the Company's obligation to deliver required tax documents are further specified in the related Tax Services Agreement ("TSA").

Investors should carefully review the terms of the SPV Subscription Agreement for additional information about tax filings.

Potential Dissolution of the SPV. The Company has agreed that it will pay an administrative fee and / or certain tax fees to Wellunder, in addition to delivering required tax information in the manner prescribed by the TSA, where applicable. Failure to pay such fees or violate Wellunder will require tax information could result in the dissolution of the SPV (see "SPV Dissolution Event"). Subsequent to an SPV Dissolution Event, the securities held by the SPV would be distributed directly and proportionately to the individual investors. This could raise administrative and compliance issues as investors would need to manage the securities themselves rather than having them held and administered by the SPV. Additionally, the unplanned distribution of securities may not align with investors' intended investment strategy or asset allocation.

Upon an SPV Dissolution Event, the investor hereby consents to and agrees to accept direct assignment of the SPV's rights and obligations under any investment agreements between the SPV and the Company that is located in the Term Sheet or SPA offering materials. The investor acknowledges they will be bound by all terms and conditions of such agreements as if they were an original party thereto.

DISCLOSURES TO OFFERS: (b) (5) - Information is preserved to investors in a format, media or other means not otherwise reflected in the offering materials. Investors should include: (a) a description of the material content of such information; (b) a description of the format in which such disclosure is provided; and (c) in the case of disclosure in audio or other dynamic media or format, a transcript or description of such disclosure.

ONGOING REPORTING

22. The issuer will file a report electronically with the securities & exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

23. Once posted, the annual report may be found on the issuer's website at:

<https://obopopa.com/invest>

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

1. the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
2. the issuer has filed at least one annual report and has fewer than 500 holders of record;
3. the issuer has filed at least three annual reports and has total assets that do not exceed \$111 million;
4. the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(6), including any payment in full of debt securities or any complete redemption of redeemable securities; or the issuer liquidates or dissolves in accordance with state law.

APPENDICES

[Appendix A: Business Description & Plan](#)

[Appendix B: Investor Contracts](#)

[SPV Subscription Agreement](#)
[Unifying Spirits Subscription Agreement](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)

[Appendix D: Director & Officer Work History](#)

[Harmon Rozycki](#)

[Mark Andrews](#)

[Ray Rozycki](#)

[Roseann Sasse](#)

[Appendix E: Supporting Documents](#)

[tw_communications_193670_192647.pdf](#)

[Ray_Rozycki_Fifth_Amended_and_Res_11_2_2.pdf](#)

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the intermediary platform.

The following documents will be filed with the SEC:

[Cover Page XML](#)

[Offering Statement \(this page\)](#)

[Appendix A: Business Description & Plan](#)

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[Appendix C: Financial Statements](#)

[Financials 1](#)

[Appendix D: Director & Officer Work History](#)

[Harmon Rozycki](#)

[Mark Andrews](#)

[Ray Rozycki](#)

[Roseann Sasse](#)

[Appendix E: Supporting Documents](#)

[tw_communications_193670_192647.pdf](#)
[Ray_Rozycki_Fifth_Amended_and_Res_11_2_2.pdf](#)

Wefunder Portal will review the information you provide before we agree to submit a Form C to the SEC. Our review is designed to assess whether the information you have provided is complete and not inaccurate, misleading or otherwise fraudulent. Despite our review, the company submitting this Form C may be held responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading. By submitting your Form C to us, you acknowledge this. You also agree to provide any additional information or clarifications we may request from you so that the Form C we submit on your behalf, in our reasonable good faith review, does not contain incorrect information. Wefunder Portal will not submit a Form C that we believe, in our sole discretion, omits material information or contains false or misleading information. As a result, there is no guarantee that we will submit a Form C on your behalf.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The issuer certifies that it has established means to keep accurate records of the holders of the securities it would offer and sell through the Form C.

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

I authorize Wefunder Portal to submit a Form C to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign, acknowledge, swear to and file a Form C, any future non-material Form C's, any future Form C's, and any future Form C's. When the company's behalf, this power of attorney is complete with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.

Before you click on the button below, please review the information you have provided carefully.

We strongly recommend you have your company's lawyer review the information as well. The company submitting this Form C is responsible for all information provided through it, and for ensuring that the information it submits is not false or misleading in any material way and does not omit any information that would cause the information included to be false or misleading.

- I verify the Form C is 100% accurate
- I agree to the Wefunder Listing Agreement
- I agree to the Wefunder Tax Service Agreement
- I agree to the Lead Investor Agreement
- I agree to the Rule 3a-9 Undertakings Agreement

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

Ray Rozycki
CEO

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

Ray Rozycki
CEO
4/22/2026

Harmon Rozycki
COO
4/22/2026

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