Dear Potential Founders,

The last five years have been incredible. From concept to maturity, we have poured our hearts and souls into creating and cultivating Mission Cheese and the community that supports and surrounds it. We are extremely proud of what we have accomplished. We set out to give American cheese a new image and, alongside the efforts of a vibrant and tireless cheese community, feel we have succeeded…and had a lot of fun along the way.

In our time with Mission Cheese, we've realized that this mission goes beyond our space at 736 Valencia Street and even beyond cheese. We've connected with makers of wine, beer, charcuterie, bread, pickles, and chocolate (just to name a few!), all with a common goal: to make something honest and delicious to put on our tables. Across the U.S. people are reenergized about good food and creating world-class products to prove it. Maker's Common will be a place to celebrate these producers.

It seems fitting that a place created to celebrate people would be funded by the people. This is why we're excited to raise funds via a Direct Public Offering (DPO), a fundraising tool that has been largely ignored by business since coming into existence, but we think has a strong future with mission-based businesses. We see this DPO as an exciting way to grow Maker's Common from within our community and an opportunity for you to make an investment in Main Street instead of Wall Street.

We are so grateful you are taking the time to consider investing in our next project, and hope you find this project as exciting as we do.

All our best,
Sarah, Oliver, & Eric

THIS OFFERING IS ONLY OPEN TO CALIFORNIA RESIDENTS

MAKER'S COMMON

OFFERING MEMORANDUM

Maker's Common*
A California Corporation

363 Hermann Street, San Francisco, CA 94117
oliver@makerscommon.net
415.706.4874
Contact: Oliver Dameron

Notice: Investing in the promissory notes described herein may be considered speculative and involves risk, including the risk of a substantial loss of investment. Please see "Risk Factors" starting on page 12 of this document to read about the risks you should consider before investing.

* Maker's Common is the DBA name of Mighty Truckle, Inc.

Table of Contents

OFFERING MEMORANDUM
California Qualification by Permit

$600,000
Unsecured Promissory Notes

Brief Description of Offering

Mighty Truckle, Inc. dba Maker's Common (the "Company" or "Maker's Common"), is offering up to $600,000 of promissory notes ("Securities" or "Notes") to finance capital expenditures, inventory, and working capital relating to the construction and opening of a cheese and charcuterie bar and retail marketplace. The Company is offering unsecured Notes with a term of 7 years and a rate of return of four percent (4 %). Annual interest at three percent (3%) will be paid in the form of cash and annual interest at one percent (1%) will be paid in the form of in-store credit (i.e. gift cards). Interest will be paid annually and principal may not be paid until maturity. The minimum investment for each investor ("Investor") is one thousand dollars ($1,000) and there is no maximum investment, except as described in the section on Suitability Requirements. Until the minimum offering amount ($150,000) is raised, funds will be held in an impound account. If the minimum offering amount is not raised within one year of the commencement of the offering, all funds will be returned to Investors without interest. The offering will terminate one year from the date of commencement. The offering is limited to California residents.

Disclaimer: The Company's ability to repay the Notes is uncertain which makes this a risky investment. The maximum return investor can achieve, assuming the Company is able to repay the notes, is 4% per annum, which may not compare to the risks involved with the investment. Please read this entire document to understand the risks involved with this investment.

About the Company

Maker's Common is a new business that is emerging from and building on more than three years of experience, track record, and social relations of its sister organization, Mission Cheese. Mission Cheese is a casual cafe/bar space in the Mission District of San Francisco that serves American artisan cheese, housemade charcuterie, pressed sandwiches, domestic wine and beer, and more. This new business intends to create and operate an expanded version of the Mission Cheese concept with increased offerings in all menu areas, larger seating capacity, and the addition of a small, highly-curated retail marketplace.

History

In April 2011, Sarah Dvorak and Oliver Dameron opened Mission Cheese, a mission-based business focused on building enthusiasm around and familiarity with American artisan and farmstead cheese. In Mission Cheese, its founders created a novel business model focused on casual service of cheese-centric craft goods and prepared foods, relying on responsibly sourced ingredients and the stories behind their production. Since its inception, a primary aim of this business was to create a new standard for how vibrant and robust a purely domestic artisan cheese selection could be.

The Mission Cheese concept has been met with tremendous support from the community, with year-over-year growth of twenty and twelve percent, for 2012 and 2013 respectively. Growth in 2014 is on pace for seven percent, and after numerous menu expansions, the 650 square foot space is nearing its maximum operating capacity. It is clear that this concept has room to grow, and Maker's Common intends to further categories that have been stunted in the Mission Cheese space.

Mission: Celebrating the Best of America's Good Food
Provide the Bay Area's best assortment of American artisan cheeses, craft beer, wine, and charcuterie. Connect communities to the source of their food: the farmers that grow it and makers that produce it. Offer delicious, honest food in a casual setting.

Vision
Maker's Common will offer the best domestic artisan and farmstead cheese assortment in the Bay Area, while allowing complimentary products of domestic craft wine, beer, charcuterie, and more to blossom to their full potential. All categories will be thoughtfully curated to support our mission of providing products that are created with intent, care, and vision, and are therefore at the top of their class. The wine list will feature a robust by-the-glass offering of 15-20 limited production wines and a small, but mighty, bottle list. The beer selection will be domestically focused, and will be offered via twelve dynamic taps and a bottle list that excites and engages the highly active beer community. The charcuterie assortment will be well-rounded, highlighting products from makers across the country in addition to items made and cured in our kitchen. The market will offer patrons the capability to take home the provisions that they have discovered and enjoyed in the café, spreading the celebration, deepening the connection, and ultimately fueling growth and sustainability for the makers.

<u>Business Model</u>

The Company will generate revenue via two primary channels: restaurant service and retail grocery sales.

Revenue in the restaurant service area will stem from the sale of food and beverages for consumption on-site. The Company assumes these sales will comprise 83% of total revenue generated in year one of operations and 80% in year five. Estimated sales for this component of the Company are based on experiential knowledge of the Company's principals. The Company has calculated its potential profitability based on a cost of goods sold of 35%, and based on experiential knowledge. It is expected that May through August will be the period of peak revenue generation, due to longer daytime hours and the strong San Francisco food tourism market.

Revenue in the grocery marketplace will be generated by the sale of take-away food and beverages. The Company assumes these sales will comprise 15% of total revenue generated in year one of operations and 18% in year five, with annual percentage-based growth outpacing the service area. Estimated sales for this component of gross revenue are based on industry data pertaining to retail grocers, and more specifically, specialty food retailers. As is the standard with specialty retailers, the Company assumes that Q4 (October through December) will be the strongest period of sales, comprising 35% of annual gross revenues in year one, due to holiday-based spending. This holiday retail segment is one the Company's sister organization does not capture due to its business model and the layout of its physical space. The Company has calculated its potential profitability based on a cost of goods sold of 60%, based on industry averages. However, given that the Company intends to produce some of the retail goods in-house, cost of goods could be as low as 55%.

The Company estimates that revenues from the service area will be generated within a customer-facing area of 700-900 square feet, and revenues from the market area will be generated within a customer-facing area of 200-250 square feet.

Target Market

San Francisco is recognized as one of the most desirable eating destinations in the world, driven by its diverse, educated, and adventurous population. The focus on career has pushed the marriage and childbearing ages back, leaving a large adult population free to seek out new experiences, which has in turn, fostered a vibrant, food-obsessed culture. With a median household income of $81,000 (3rd highest in the US), and a population density of 18,000 people per square mile (2nd highest in the US), San Francisco has the appetite, composition, and disposable income to support and nourish the return to good food.

The target market of Maker's Common consists of food conscious and curious individuals between the ages of 25-44. This age group comprises 38% of the San Francisco population and also happens to be the predominant age bracket for the modern food lover, affectionately known as 'foodie'.

The term foodie was introduced in the early 1980s to describe this new type of food lover and a surrounding new culture of food. For this customer, food offers much more than nourishment. It is a part of their identity and offers a framework through which they can build relationships, make new friends, explore the world and even examine which behaviors are ethical. Foodies are a desirable demographic, as they are avid, tech-savvy consumers who embrace all sorts of trends, not just those that are food-related, and who introduce these trends to their communities and peers through their prolific use of social media.

Competition

In Mission Cheese, the founders of the Company helped pioneer a unique dining experience and format (often described as a cheese bar) that has now been imitated in multiple locations throughout the United States. We intend to maintain a competitive advantage within this dining format by improving the existing concept and adding the retail marketplace.

The Company's competition exists in three primary segments: cheese shops, specialty grocers, and beer/wine bars.

Cheese Shops
San Francisco, given its population size and food-focused culture, possesses very few cheese shops. The handful that do exist are spread widely across the urban landscape, leaving most neighborhoods without a walkable/bikeable option to purchase quality product. Further, very few San Francisco cheese shops provide a diverse assortment of domestic cheeses that can be tasted and cut-to-order. The Company's marketplace intends to provide this experience to a neighborhood in need.

Specialty Grocers

Demand for specialty foods is growing rapidly in San Francisco, and specialty markets are on the rise to keep up with that demand. Bi-Rite Market, Whole Foods Market, Rainbow Grocery, Real Food Co., and more have established a presence in many of San Francisco's neighborhoods. While these stores do provide quality groceries, there is still room in almost every neighborhood for a tightly-curated, upscale corner store, where every item feels special, and patrons get a European-style shopping experience without being overwhelmed by options. Further, none of the existing specialty grocers offers the experience that the Company intends to offer, where customers can purchase items on premise after enjoying them in the restaurant.

Wine & Beer Bars

Wine and beer bars have become increasingly popular as social gathering places in San Francisco, and a select segment of these offer quality fare. These locations generally compete with the Company's intended offering, however, few of these venues provide the offerings of housemade cuisine, domestic cheese and charcuterie plates, wine and beer pairing, and a casual atmosphere, all of which the Company intends to provide. It is notable that many of these venues are frequented primarily by patrons that live in the proximate neighborhood, which makes location selection important to minimize direct competition.

Use of Offering Proceeds

Maker's Common is seeking a 1,800-2,500 square foot location in a highly-trafficked neighborhood of San Francisco. Ideal San Francisco neighborhoods include the Inner Sunset, Upper Haight, the Lower Haight, Mid Market, Upper Market, and SOMA. These markets offer the desired combination of high population density, above average disposable income, and robust foot traffic. Each of these markets is also underserviced in the category of high quality, artisan food products.

The Company intends to use the proceeds from the sale and issuance of its Securities for the following purposes:

Source of Funds	**Minimum Financing**		**Threshold Financing**		**Target Financing**	
Direct Public Offering	$	150,000	$	400,000	$	600,000
Total Funds	$	150,000	$	400,000	$	600,000
Use of Funds						
Restaurant Space Design & Buildout	$	-	$	200,000	$	280,000
Marketplace Design & Buildout	$	80,000	$	60,000	$	80,000
Furniture, Fixtures & Equipment	$	30,000	$	80,000	$	150,000
Opening Inventory	$	20,000	$	30,000	$	40,000
Pre-Launch Operating Expenses	$	20,000	$	30,000	$	50,000
Total Uses of Funds	$	150,000	$	400,000	$	600,000
Use of Funds Description	**Marketplace only**		**Service Area + Marketplace (basic)**		**Service Area + Marketplace (optimal)**	

Target Financing
This budget scenario assumes that the Company completes in full its desired funds via the direct public offering. In this scenario, the Company would proceed with its current project plan, without revision, including the proposed site specifications, planned design and tenant improvements, inventory, and pre-launch expenses.

Threshold Financing
This budget scenario assumes that the Company is only able to secure $400,000 in financing via the direct public offering. In this scenario the Company would make significant revisions to the project plan in order to reduce the project's cost. The primary revisions would result in a reduced allowance for design and buildout of both the restaurant and marketplace spaces, a simplified kitchen equipment set, and reduced pre-launch operating expenses.

Minimum Financing
This scenario assumes that the Company is only able to secure $150,000 in financing, the minimum required in order to release funds from impound. In this scenario, the Company would revise the project so as to eliminate the restaurant space and focus exclusively on the design, buildout, and launch of the retail marketplace. The minimum financing scenario would result in a smaller physical footprint and reduced project scope, reducing the requirements for design and buildout, equipment, inventory, and pre-launch expenses.

Pre-Launch Operating Expenses
In each scenario, pre-launch operating expenses may include expenses related to permitting, menu development, office supplies, advertising and promotion, transportation, insurance expense, postage, restaurant supplies, security, training, and other general and administrative expenses. The Company intends to hire and train 20-25 people in the month prior to opening. Funds from this offering may be used for pre-launch training of personnel.

No third party was used in the projection amount of funds required to build out the three different concept scenarios above. Projected expenses are based on the founders' industry knowledge and previous experience.

Plan Of Distribution

The Notes are being offered with a maximum aggregate amount of $600,000, and on the condition that, until the minimum offering amount ($150,000) is raised, funds will be held in an impound account. The offering will terminate one year from the date of commencement.

No selling agent has been engaged to assist with the offering; the Company directors and officers will conduct the offering. They will not receive any commission or other compensation for their distribution efforts. The Company will not use any broker-dealers or any other agents in connection with this offering. We will advertise the offering in our Company newsletter, on our web site, and in presentations. All communications will direct Investors to our offering memorandum. The Company will offer and sell the Securities only to California residents.

Investment Instrument Details

The Company is offering unsecured Notes with an annual interest rate of 3% in the form of cash plus an additional 1% in the form of in-store credit (i.e. gift cards).

Simple interest shall accrue annually, with annual interest payments made within 75 days of the end of the calendar year. In the first and last year of the investment period, interest payments for cash and gift cards shall be calculated on a pro-rated basis based on a 365 day year. Cash payments will be in the form of checks and will be sent via post. Gift certificates for redemption of goods will be either mailed or emailed to Investors, and shall be redeemable for goods at the physical location or for goods sold through the Company's website.

Interest shall begin accruing upon the date that funds transfer from the Investor to the Company, including during the period of impound, but will not be paid until the minimum offering amount ($150,000) is reached, at which time Investors will be notified via mail or email. If the minimum offering amount is not raised within one year of the commencement of the offering, all funds will be returned to Investors, without interest. In the case that the minimum offering amount is raised, and the 75th day of the year has passed, accrued interest payments shall be made within 30 days of the release of funds from impound account.

The Notes have a term of seven (7) years. Principal shall be repaid upon maturity but the Company shall have the right to prepay any loans in whole or in part, at any time, without penalty. Requests by Investors to withdraw principal early can be made after three (3) years, and will be granted, up to $50,000 per year, and as long as withdrawal does not impair the Company's ability to operate effectively which decision is within the sole discretion of the Company.

Investors are not purchasing any part of the Company. The only return on investment is the annual interest payment plus repayment of principal at maturity (or earlier as permitted by the terms of the note).

Noteholders will also receive additional benefits of:

1) Public recognition of support via their name on the Founders Wall;
2) Invitations to Founders-only events; and
3) Annual investor letter providing updates on the Company's status and future plans.

Financial Matters

The Company was founded in 2014 but has not yet begun operations. Initial revenues are projected to begin in 2015 following the securement and buildout of a physical space.

The Company is currently building the foundation for its business using paid in capital from the founding team. Financial statements and projections can be found in Exhibit E.

Prior to filing for this offering, the Company considered multiple sources of financing including traditional bank loans, private placement offerings, and crowdfunding campaigns, but deemed a direct public offering to be superior for multiple reasons. A direct public offering provides several unique benefits, such as, but not limited to, the following:

1) Allows for lower interest rates than bank financing, which decreases debt service, therefore increasing the chance of financial success.
2) Builds a community of patrons, vendors, and supporters that are financially and emotionally invested in the business, increasing the chance of financial success.
3) Shows that the Company is passionate about small business innovation, which may garner attention from the press and small business community, potentially increasing patronage and business-to-business loyalty.

Litigation and Legal Matters

The Company is not presently party to any litigation, nor to the knowledge of management is any litigation threatened against the Company, any of its management, or any affiliate, which may materially affect operations or projected goals.

Management

Sarah Dvorak
Strategic Direction, Marketing, Cheese & Wine
After years of dreaming about opening her own cheese shop, Sarah opened Mission Cheese in 2011, where she built a trained team of cheesemongers, served as general manager, curated the menu and retail cheese selection, and provided strategic direction and brand identity. Since opening its doors, Sarah's brainchild has been highlighted in the New York Times, Food & Wine, Fortune, the Travel Channel, San Francisco Magazine, 7x7, and more. Sarah currently serves on the Board of Directors for the California Artisan Cheese Guild, where she is constantly pushing the industry to strengthen the relationships between producers, cheesemongers, and consumers. She draws on ten years in corporate retail for her skills in merchandising, inventory management, and marketing.

Oliver Dameron
Finance, Operations, Beer
Oliver has followed an interesting path to the good food industry. This path has included years as a coral reef scientist, where he managed multi-million dollar budgets and large teams of scientists, and work as a responsible investment analyst, vetting public companies for their social and environmental performance. After receiving his MBA from the Presidio Graduate School, Oliver joined a startup solar technology company, where he engaged in financial planning, fundraising, budget management, and business development. In 2011, Oliver co-founded Mission Cheese, creating operational and financial tools critical to profitability. He currently operates as its chief financial officer and beer director, having earned his Certified Cicerone (equivalent to a beer sommelier) certification in 2013.

Eric Miller
General Manager, Menu Development, Charcuterie
Eric discovered his passion for all things meat-and-cheese in the classroom of Murray's Cheese, where he immersed himself in the culture of fermentation. After years managing an international sales team in New York's photo industry, he realized it was time to trade sales calls for slow food, business

development for menu development, and marketing plans for charcuterie production. When he left New York for San Francisco, he vowed to never work in a cubicle again. Today, he's the Manager and Head Charcutier at Mission Cheese, managing a team of cheesemongers and creating new and delicious menu items that support local producers and farmers. Eric also teaches classes at the Cheese School of San Francisco, and serves as the Charcuterie Chairperson for the Good Food Awards, where he manages the selection and judging of domestic charcuterie entries.

Management Ownership and Compensation

Owner of Record	Amount	% Ownership	Projected Salary
Oliver Dameron	1,500,000 shares common stock	37.04%	$50,000
Sarah Dvorak	1,500,000 shares common stock	37.04%	$50,000
Eric Miller	1,050,000 shares common stock (subject to a 4 year vesting schedule)	25.93%	$50,000

Managing officers have not yet received any compensation for their services in forming the Company or in developing this offering.

Funds raised in this offering may be used to compensate officers of the Company in the period prior to opening, on an as needed basis, but not at a rate greater than the monthly pro rata of the projected salaries.

Investor Suitability Requirements

General

Investment in the Securities is highly speculative, involves significant risks, and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment. This offering is made in reliance on the small offering exemption safe harbor of Rule 504 promulgated under the 1933 Securities Act ("the Securities Act") and the public offering qualification under section 25113(b)(1) of the California Corporate Securities Law ("California Securities Laws") and other applicable laws or regulations.

The suitability standards discussed below represent minimum suitability standards for prospective investors. The satisfaction of such standards by a prospective investor does not necessarily mean that the Securities are a suitable investment for such prospective investor. Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Interests is appropriate. The Company may reject subscriptions, in whole or in part, in its absolute discretion. The factors the Company may consider in determining whether to accept or reject an offer of investment include but are not limited to whether the investor responds to the Company's suitability questions in a manner that demonstrates the Investor meets the minimum suitability requirements described herein, whether the Investor is a California resident, whether the Investor is primarily purchasing for investment or some other reason, whether the Investor is in competition with the Company and whether Investor has interests adverse or potentially adverse to the Company.

Suitability Requirements
The suitability standards for the offering require that the Investor:

1) have a minimum net worth of at least $150,000 and minimum gross income of $65,000 AND the investment not exceeding 10 percent of that net worth; OR

2) have a minimum net worth of $250,000 AND the investment not exceeding 10 percent of the net worth; OR

3) invest less than $1,000 total in the company, including any investments made during the prior 12 months, AND the investment does not exceed 10 percent of the investor's net worth.

Net worth shall be determined exclusive of homes, home furnishings, and automobiles.

Other Requirements

All Investor Agreements will be reviewed by the Company and subscriptions will not be accepted from prospective Investors whom the Company has reason to believe may not meet the requirements described in the Investor Agreement. Investment offers will be reviewed, and potential Investors will be notified of acceptance or rejection of offer, within 15 days of receipt.

Each Investor will be required to make certain representations and warranties to the Company and to agree to indemnify, hold harmless, and pay all fees and expenses that are incurred by, and all judgments and claims made against the Company, its affiliates and counsel, for any liability that is incurred as a result of any misrepresentation made by Investor.

No Revocation
Once a person has executed a Subscription Agreement and submitted funds, such subscription may not be revoked without the consent of the Company.

How to Purchase the Notes

1) Review this Offering Memorandum, the Subscription Agreement, and all related documents, exhibits and attachments.

2) Complete the blanks on the Signature Page of the Subscription Agreement. The Subscription Agreement must be executed by an individual authorized to bind the Investor (if an entity).

3) Follow the directions in the Subscription Agreement to send payment to the Company and to submit a signed Subscription Agreement to the Company.

4) Once the investment is accepted, the Company will send you a note and a copy of the signed Subscription Agreement. **Important: Your investment has not been accepted by the Company until you receive a countersigned Subscription Agreement from the Company. The Company reserves the right to reject any prospective investment for any reason.**

The Investor, not the Company, bears the risk of delivery of the Subscription Agreement, payment, and any other documents that the investor must deliver to participate in the offering. If you choose to deliver your documents and payment by mail, the Company recommends that you use insured and registered mail. The Company also recommends that you allow for a sufficient number of mailing days to ensure that the Company receives your documents and payments before the applicable expiration date.

Interpretation; Termination of Offering
All questions as to the validity, form, eligibility, including time of receipt, and acceptance of any subscription will be determined by the Company, in its sole discretion, which determination shall be final and binding.

The Company reserves the absolute right to reject any subscription if it is not in proper form or if the acceptance thereof or the issuance of notes pursuant thereto could be deemed unlawful. The Company also reserves the right to waive any defect with regard to any particular subscription. The Company shall not be under any duty to give notification of any defect or irregularity in a subscription, nor shall it incur any liability for failure to give such notification.

Investments will not be deemed to have been made until any such defect or irregularity has been cured or waived within such time as the Company shall determine. Investments with defects or irregularities that have not been cured or waived will be returned to the appropriate Investor as soon as possible.

The Company further reserves the right to terminate this offering prior to acceptance of subscriptions by the Company; however, in the absence of a material adverse change in its business, financial condition or results of operations, the Company expects to consummate this offering.

RISK FACTORS GENERALLY

EACH INVESTOR IS AWARE THAT AN INVESTMENT IN THE COMPANY IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF THE ENTIRE INVESTMENT, AND SUCH INVESTOR HAS CAREFULLY READ AND CONSIDERED THE FOLLOWING RISK FACTORS AND ALL MATTERS SPECIFIED IN THESE SUBSCRIPTION DOCUMENTS IN DETERMINING WHETHER OR NOT TO INVEST IN THE COMPANY AS SPECIFIED HEREIN. EACH INVESTOR UNDERSTANDS THAT THE FOLLOWING FACTORS ARE NOT AN ALL-INCLUSIVE LIST OF POSSIBLE RISKS INHERENT IN THE OFFERING.

Risks Related to an Investment in our Company

The Notes Do Not Have Protective Provisions Described in Title 10 of the California Code of Regulations section 260.140.4. The Notes do not include provisions such as a sinking fund provision whereby all or a reasonable portion of the issue is to be retired in installments prior to maturity, a negative pledge or equal protection clause restricting the creation of liens on the property of the issuer; a restriction on the creation of other funded debt or a restriction on the payment of dividends upon the stock of the issuer.

The Notes Are Not Issued Under A Trust Indenture as Described in Title 10 of the California Code of Regulations 260.140.5. The Notes are not being issued under a trust indenture and there is no bank or trust company acting as a trustee.

Debt To Equity Ratio. Should the Company raise the entire amount of the offering, the debt to equity ratio of the Company would be greater than ten (10) which may increase the risk of this investment.

Certain Factors May Affect Future Success. Any continued future success that the Company might enjoy will depend upon many factors, including factors beyond the control of the Company and/or which cannot be predicted at this time. These factors may include but are not limited to cost overruns in construction; the Company's ability to secure a lease; changes in or increased levels of competition, including the entry of additional competitors and increased success by existing competitors; changes in general economic conditions; increases in labor and/or operating costs; the Company's ability to expand its customer base and retain key customers; and reduced margins caused by increases in costs of goods and/or competitive pressures. These conditions may have a material adverse effect upon the Company's business, operating results, and financial condition.

Dependence on Key Personnel. Much of the Company's success depends on the skills, experience, and performance of its key persons. The Company currently does not have a firm plan fully detailing how to replace any of these persons in the case of death or disability. The Company's success also depends on the Company's ability to recruit, train, and retain qualified personnel. The loss of the services of any of the key members of senior management, other key personnel, or the Company's inability to recruit, train, and retain senior management or key personnel may have a material adverse effect on the Company's business, operating results, and financial condition.

Control of the Company. Control of the Company and all of its operations are solely with its board of directors and will remain with them. Investors must rely upon the judgment and skills of the board and staff.

Company May Require Additional Funds. The Company currently anticipates that the net proceeds of this offering will be sufficient to meet its anticipated needs for working capital and other cash requirements for the foreseeable future. However, the Company may need to raise additional funds in order to fund more rapid expansion, to respond to competitive pressures or to acquire complementary products or businesses, particularly if less than the maximum offering is borrowed by the Company. There can be no assurance that additional financing will be available on terms favorable to the Company, or at all. If adequate funds are not available or are not available on acceptable terms, the Company's ability to fund its expansion, take advantage of potential acquisition opportunities, develop or enhance services or products or respond to competitive pressures would be significantly limited. Such limitation may have a material adverse effect on the Company's business, operating results and financial condition.

Early Repayment May Not Be Possible. Dependent upon current cash flows at any given time, if a significant number of Lenders request repayment of their Loans simultaneously, or in a short period of time, there is a risk that the Company may not have adequate cash available to repay all of the Lenders requesting repayment.

No Guarantee of Return. No assurance can be given that an Investor will realize a substantial return on investment, or any return at all, or that an Investor will not lose a substantial portion or all of the investment. For this reason, each prospective investor should carefully read this memorandum and all exhibits attached hereto and should consult with an attorney, accountant, and/or business advisor prior to making any investment decision.

Tax Risks. No representation or warranty of any kind is made by the Company, the officers, directors, counsel to the Company, or any other professional advisors thereto with respect to any tax consequences of any investment in the Company. EACH PROSPECTIVE INVESTOR SHOULD SEEK THE INVESTOR'S OWN TAX ADVICE CONCERNING THE TAX CONSEQUENCES OF AN INVESTMENT IN THE COMPANY.

Revisions to Use of Proceeds. It is possible that the use of the proceeds will be revised by management. Management will have significant flexibility in applying the net proceeds of this offering within the parameters that the proceeds be used to start up or run a restaurant and/or food marketplace in the San Francisco Bay Area. The failure of management to apply such funds effectively could have a material adverse effect on the Company's business, prospects, financial condition, and results of operations.

Site Lease. The Company has identified general locations in which it would like to locate but does not presently control a lease for a property. The Company has made its plans based on the assumption that the Company will secure a lease upon sufficient financing. It is a risk that property owners of desirable locations may demand lease terms that may be beyond the Company's financial ability to pay, potentially causing the Company to experience substantial delays in opening for business.

Development Costs. The Company has developed a plan and forecast based on certain assumptions about the architectural and construction costs to design and develop a property. While cost estimates are based on known assumptions and factors affecting construction costs, such as the cost of materials and the timetable for construction, there is a risk that any one or more base assumptions affecting the cost estimates may be incorrect and/or may change in the future in a manner that the Company cannot anticipate. Such changes may cause an increase to the costs of construction in excess of the Company's finances, thus requiring additional capital or revision to the business plan.

Cost of Goods, Labor & Operations. The Company has developed a business plan and forecast based on certain assumptions about the costs of goods, labor, and operations such as food and beverage costs, wages, benefits, utilities, taxes, and other overhead costs. While cost estimates are based on known assumptions and factors affecting labor and operating costs, there is a risk that one or more of the base assumptions affecting the cost estimates may be incorrect and/or may change in the future in a manner that the Company cannot anticipate.

Operating Margins. The Company has developed a business plan and forecast based on certain targets and base assumptions about the operating margins that the Company must achieve in order to remain financially solvent, and produce sufficient profits to make interest and principal payments as planned. There is a risk that one or more of the base assumptions used to determine the target operating margins may be incorrect and/or may change in the future in a manner that the Company cannot anticipate. Such changes may cause the Company to not achieve its annual targets for operating margins, which may jeopardize the Company's financial solvency and/or its ability to pay its employees, vendors, and/or other parties.

Transfer Restrictions. An investment in the Company should be considered only as a long-term investment due to transfer restrictions imposed by California regulation. IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THIS SECURITY, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR, WITHOUT THE PRIOR WRITTEN CONSENT OF THE CALIFORNIA CORPORATIONS COMMISSIONER OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES. SEE 10 CALIFORNIA CODE OF REGULATIONS 260.141.11.

RESTRICTIONS

Other Information Is Not Authorized

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION WITH RESPECT TO THE COMPANY OR THIS OFFERING EXCEPT SUCH INFORMATION AS IS CONTAINED IN THIS MEMORANDUM. ONLY INFORMATION OR REPRESENTATIONS CONTAINED HEREIN MAY BE RELIED UPON AS HAVING BEEN AUTHORIZED.

THE INFORMATION IN THIS MEMORANDUM SUPERSEDES AND REPLACES IN ITS ENTIRETY ANY INFORMATION PREVIOUSLY DISTRIBUTED TO, PROVIDED TO, OR VIEWED BY ANY INVESTOR.

Withdrawal, Cancellation or Modification

THIS OFFERING IS MADE SUBJECT TO WITHDRAWAL, CANCELLATION, OR MODIFICATION BY THE COMPANY WITHOUT NOTICE. OFFERS TO PURCHASE THESE SECURITIES MAY BE REJECTED IN WHOLE OR IN PART BY THE COMPANY AND NEED NOT BE ACCEPTED IN THE ORDER RECEIVED. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE AMOUNT OF THE SECURITIES SUCH INVESTOR DESIRES TO PURCHASE. THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

THE STATEMENTS IN THIS MEMORANDUM ARE MADE AS OF THE EFFECTIVE DATE UNLESS OTHERWISE SPECIFIED.

No Warranty of Projections or Assumptions

Projections concerning the business or financial affairs of the Company that may be provided to prospective investors, including without limitation those set forth in this Memorandum and its exhibits, are for illustrative purposes only. These projections are based upon assumptions that management of the Company believes to be reasonable. However, there can be no assurance that actual events will correspond to the assumptions, and the projections should be viewed merely as financial possibilities based on the assumptions stated and not as a prediction or guarantee of future performance. The assumptions upon which these projections are based should be carefully reviewed by each prospective investor. Projections or conclusions regarding the financial condition of the Company, including projections regarding the profitability of the Company, may be substantially adversely affected by variances from the assumptions made by the Company.

Forward-Looking Statements

This statement is being included in connection with the safe harbor provision of the Private Securities Litigation Reform Act. THIS MEMORANDUM CONTAINS FORWARD LOOKING STATEMENTS. FROM TIME TO TIME, ADDITIONAL WRITTEN FORWARD LOOKING STATEMENTS MAY BE MADE BY THE COMPANY. SUCH FORWARD LOOKING STATEMENTS ARE WITHIN THE MEANING OF THAT TERM IN SECTION 27A OF THE SECURITIES ACT AND MAY INCLUDE PROJECTIONS OF REVENUES, INCOME OR LOSS, CAPITAL EXPENDITURES, BUSINESS RELATIONSHIPS, FINANCINGS, PROPOSED FINANCINGS OR INVESTMENTS BY THIRD PARTIES, PRODUCT DEVELOPMENT, PLANS FOR FUTURE OPERATIONS, PLANS RELATING TO PRODUCTS OF THE COMPANY, AS WELL AS ASSUMPTIONS RELATING TO THE FOREGOING. SUCH STATEMENTS ARE BASED UPON MANAGEMENT'S CURRENT EXPECTATIONS, BELIEFS, AND ASSUMPTIONS ABOUT FUTURE EVENTS, AND ARE OTHER THAN STATEMENTS OF HISTORICAL FACT AND INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES.

THE WORDS "BELIEVE," "EXPECT," "INTEND," "ANTICIPATE," "ESTIMATE," "PROJECT," AND SIMILAR EXPRESSIONS IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE THE STATEMENT WAS MADE, BUT ARE NOT THE EXCLUSIVE MEANS OF IDENTIFYING SUCH STATEMENTS. FORWARD-LOOKING STATEMENTS ARE INHERENTLY SUBJECT TO RISKS AND UNCERTAINTIES, SOME OF WHICH CANNOT BE PREDICTED OR QUANTIFIED. FUTURE EVENTS AND ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN, CONTEMPLATED BY, OR UNDERLYING THE FORWARD-LOOKING STATEMENTS. STATEMENTS IN THIS MEMORANDUM -- INCLUDING THOSE CONTAINED IN THE SECTION ENTITLED "RISK FACTORS" -- DESCRIBE FACTORS, AMONG OTHERS, THAT COULD CONTRIBUTE TO OR CAUSE SUCH DIFFERENCES.