



**Work Force Coin LLC**  
**Real Estate Investment**  
**Security Cryptocurrency Token**  
**Funding Request**

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## **Basic Company Information:**

**Company Name\***

**Work Force Coin LLC**

**Categories\***

Real Estate Investments

**Product or Service Description\***

Real Estate Investment Company

**Internet and Company Size:**

**Website\***

<http://www.Workforcecoin.io>

**Facebook URL\***

<https://www.facebook.com/workforcecoin/>

**Twitter URL\***

<https://twitter.com/WfcCoin>

**LinkedIn URL\***

<https://www.linkedin.com/company/work-force-coin>

**Instagram URL\***

<https://www.instagram.com/workforcecoin/>

**Video URL (YouTube or Vimeo)\***

[https://www.youtube.com/watch?v=iAaWYxsPH\\_g](https://www.youtube.com/watch?v=iAaWYxsPH_g)

**Video Transcript\***

**Contact Info:**

**Name of person to contact\***

Mark Hayes

CEO

Work Force Coin LLC

**Email\***

[workforcecoin@workforcecoin.io](mailto:workforcecoin@workforcecoin.io)

## Work Force Coin



### **Work Force Coin Story:**

Work Force Coin: We Put Your Coins to Work

### **Invest In: Work Force Coin Membership Interest**

In 2016, after 25 years investing in real estate and the stock market, Mark and Ethel Hayes started mining Bitcoin and Ethereum. We watched digital currency increase from \$1K to \$20K a coin.

All the while, we listened to analysts express concerns of digital currency volatility increasing and decreasing hundreds even thousands of dollars within a short time period. So we asked, is digital currency reliable and sustainable?

Many people said, digital currency is "too ethereal" due to its lack of backing by concrete assets. Traditional experts prefer investing their money in something they can touch rather than digital currencies traded on "illusion without substance."

**So, Mark and Ethel set out to combine Crypto with tangible assets.**

### **Work Force Coin LLC Aims to Give Crypto Tangible Value in Real Estate**

Mark teamed up with his wife Ethel, and together they decided to use their real estate and business backgrounds to create a real estate investment and crypto business combination. So, why tie real estate specifically to cryptocurrency?

- Real estate is an asset you can see and touch
- Real estate does increase and decrease in value depending on market conditions.
- **Real estate maintains its value based on market supply & demand along with cash flow from rents and appreciation**
- Real estate can be appraised and valued

Real estate acquisitions can produce income and wealth through divestments, appreciations, and rents, which in turn may produce profits or earnings thereby creating the supply & demand for Work Force Coin Membership Interest.

### **CORE BUSINESS MODEL:**

#### **START-UP STAGE**

**Invest in Work Force Coin Membership Interest**

**Our plan is to purchase distressed properties valued at least 15% below market value (minus repair costs),**

**rehab them, and then flip them for profit.**

**Join us in tying real estate properties acquisitions to coalesce cryptocurrency to a real asset real estate.**

## Development Stage

### STARTUP STAGE:

#### Invest in Work Force Coin Membership Interest

Work Force Coin LLC is in the startup stage where we are looking at different real estate acquisition opportunities. Depending on areas, locations and pricing for real estate properties will vary greatly.

#### Real Estate:

We have identified several properties to purchase. However, Work Force Coin LLC does not own any real estate and has not selected any properties for acquisitions.

At this time, Work Force Coin LLC has not purchased any real estate properties, nor entered into any contract of negotiation to purchase properties.

Work Force Coin LLC is presenting potential investors an opportunity to become members with the hope WFC LLC can purchase properties below market value, and sell properties for a profit.

#### Locations, Locations, Locations:

According to Zillow.com the median home price in metro areas of California are: Orange County, \$720,000; Los Angeles County, \$613,000; Riverside County, \$374,900; San Bernardino County, \$343,300.

Potential Investment Property

Location: Orange County, CA

After Repair Value:	\$800,000
Purchase Price:	\$630,000
Down Payment 15%:	\$94,500
Closing Cost 2-3%:	\$18,360
Repairs:	\$50,000
Holding Cost 12/mo.:	<u>\$48,000</u>
Potential Profit:	\$103,640

We estimate that cash needed to complete a deal of this magnitude is approximately \$210,000 which covers down payment, closing, repair and holding cost.

Our goal is to purchase, complete renovation and divest properties within 3-6 months. An increase in mortgage interest rates may decrease our pool of potential buyers therefore extending our holding period.

### **Opportunity:**

There are many real estate opportunities for purchase, renovation and divestment throughout California and other parts of the country.

### **Real Estate Acquisitions:**

Our plan is to purchase distressed properties valued at least 15% below market value.

### **Real Estate Rehab:**

Rehab real estate properties as needed.

### **Real Estate Holding:**

Rehab/Retain

Retain certain real estate properties for rental income and market appreciation.

### **Real Estate Divestments:**

Rehab/Sell

Sell real estate properties for profit.

Real Estate acquisitions can produce income and wealth through divestments, appreciations, and rents which in turn may produce profits or earnings.

### **Selling Properties:**

List properties on MLS (Multiple Listing Service), open houses, different advertising.

### **Real Estate:**

Work Force Coin LLC does not own any real estate and has not selected any properties for acquisitions.

At this time, Work Force Coin LLC has not purchased any real estate properties, nor entered into any contract of negotiation to purchase properties. Work Force Coin LLC is presenting potential investors an opportunity to become members with the hope WFC LLC can purchase properties below market value, and sell properties for a profit.



## The Offering:

### **Investment: Class B Membership Interests, deliverable in token form ("Work Force Coin Tokens")**

\$1/Class B Membership Interest | when you invest you are betting the company's future equity value will exceed \$11.7M.

### **Work Force Coin Tokens:**

**Description:** Work Force Coin Tokens will represent a single Class B Membership Interest, with rights, preferences, privileges, and restrictions as designated in the Operating Agreement and attached as an Exhibit to the Offering Document.

Work Force Coin Tokens will be issued on Etherscan, The Ethereum Block Explorer ERC-20

The right to tokens is contingent upon the successful development of such Tokens and to the extent applicable, the blockchain upon which they function.

There is no guarantee that successful development will ever occur. If development is not completed, investors will still receive shares in book-entry form.

### **Work Force Coin, LLC:**

**Work Force Coin LLC is a real estate investment company** providing potential investors an opportunity to become members, investors and owners of the company when they invest in our Work Force Coin "Membership Interest" or "token".

Work Force Coin LLC's plan is to engage in real estate investments through acquisitions and divestments of residential and commercial properties, hotels, and resorts in California, growing areas throughout United States, Europe, Asia and North America.

Our goal, if achieved, is to purchase real estate at below market price to "Fix and Flip". Some properties may require minor repairs what we consider "cookie cutter" rehab.

Cookie cutter rehabs are properties in need of a fresh coat of paint, perhaps new flooring and updated landscaping. Other properties may require more intensive work such as updated wiring, new roofing, removal of all drywall, and kitchen and bath remodeling.

### **Buy and Hold Strategy**

There may be times while executing our business strategy of buying and selling properties that we implement a buy-and-hold strategy on a particular property.

This strategy will allow us to purchase a property, make minor repairs and hold the property while leasing to potential tenants to receive monthly income, allowing WFC's to grow over time.

### **Competition:**

The majority of our competitors are traditional run-of-the-mill real estate investors and real estate investment companies who have not integrated digital assets into their corporate structure.

## ***Work Force Coin: Cryptocurrency Directly Related To Real Assets:***

### **Cryptocurrency vs. Real Assets:**

#### **Cryptocurrency:**

Cryptocurrency is a type of digital or virtual money that has no real fiat value, unless it's tied to another real asset.

#### **Real Assets:**

Real assets are physical assets that have their own intrinsic value inherently. Real assets are gold, silver, precious metals, real estate, equipment and commodities.

## **Solving the Pushback on Cryptocurrencies:**

**Work Force Coin Membership Interests are planned to be distributed in token form and backed by real estate owned by the LLC.**

### **Work Force Coin Ownership Interest Tokens:**

Work Force Coin Ownership Interest Tokens are just like owning stock in any corporation that is trading on the New York Stock Exchange. The difference is that cryptocurrency coins or tokens trade on a cryptocurrency exchange.

Owning Work Force Coin Ownership Interest Tokens, you are entitled to a proportional ownership of Work Force Coin LLC, voting rights, and dividends if the company chooses to issue.

Example: Invest \$100,000 dollars = 100,000 coins or tokens Ownership Interest in Work Force Coin.

If WFC coin or token trade for \$1.00 dollar/coin or token = \$100,000 dollar interest in Work Force Coin Ownership Interest. Ownership varies depending on WFC's trading price on a cryptocurrency trading exchange.

### **The Problem with Crypto**

Some investors could be drawn to crypto because it's believed to be secure due to the block chain. Many believe the block chain cannot be broken or penetrated. There are skeptics who question the way crypto is valued. These individuals push back on the belief that crypto has any real or intrinsic value to be considered a true currency or security.

### **Work Force Coin's Solution**

Money raised during WFC LLC crowd funding will be used to acquire real estate (residential, commercial, hotels and resorts) throughout the US, Europe, Asia and North America.

If and when Work Force Coin Membership Interests trade on crypto exchanges, token holders may be able to sell their tokens directly to potential worldwide investors (some restrictions may apply).



### **How Work Force Coin Works**

*Our plan is to purchase distressed properties valued at least 15% below market value (minus repair costs), rehabbing them, and flipping them for profit.*

#### **Real Estate Acquisitions:**

Our plan is to purchase distressed properties valued at least 15% below market value.

#### **Real Estate Rehab:**

Rehab real estate properties as needed.

#### **Real Estate Holding:**

Rehab/Retain

Retain certain real estate properties for rental income and market appreciation.

#### **Real Estate Divestments:**

Rehab/Sell

Sell real estate properties for profits.

Real Estate acquisitions can produce income and wealth, through divestments, appreciations, and rents which in turn may produce profits or earnings.

### **Real Estate:**

Work Force Coin LLC does not own any real estate and has not selected any properties for acquisitions. At this time, Work Force Coin LLC has not purchased any real estate properties, nor entered into any contract of negotiation to purchase properties.

Work Force Coin LLC is presenting potential investors an opportunity to become members with the hope WFC LLC can purchase properties below market value, and sell properties for a profit.

### **Real Estate Purchase:**

We're presenting an opportunity for potential investors to purchase Work Force Coin membership interest with the hope that we can acquire properties at least 15% below market value.

### **We intend to evaluate each property in the following manner:**

- Obtain property information on its condition, estimate costs for rehabilitation and feasibility of possible improvements;
- Use historical rental rates and vacancy rates if such information is available and useful;
- Obtain similar availability information of comparable properties in the area including recent sales price; analyzing rental values, vacancy rates and operating expenses; review crime statistics for the area; review school information; review any other relevant market information;
- Use the above criteria to analyze potential profit.

There are no guarantees that we will be successful in our endeavor of acquisitions and or divestments of any real estate properties.

### **Work Force Coin Membership Interest Tokens**

We're offering 1.07M Class B Membership Interest. One Token is the same as one Membership Interest.

The Real Estate Market Is Booming

At times there is an upward trend in the current real estate market (see sources below) which can mean there are possibilities we'll be able to buy depreciated real estate for discounted prices and flip it for profit.

5.51M existing homes were sold in 2017

-[National Association of REALTORS®](#)

In 2012, it was found that there are 5.6M Commercial in the US

[According to the Commercial Buildings Energy Consumption Survey \(CBECS\)](#)

In 2016, real estate prices rose 5.61% nationally

**Error! Hyperlink reference not valid.**

## Invest In Work Force Coin

With a combined 60 years of expertise in the Real Estate Investment industry, Work Force Coin believes we can deliver value to our business. We're offering 1.07 million Class B Membership Interests in this Offering. We believe the money raised will give us a good foundation to acquire more and more real estate in California and throughout growing areas of United States, Europe, Asia and North America.

***Work Force Coin's goal is to achieve value by investing in and reselling real estate, an external, tradable asset.***

Work Force Coin Team:

Founders and Team Members

*Show investors the people behind the business*

Founders:

***Mark Hayes***

***CEO, Co-Founder and Manager***

***With over 30 years in the real estate business, Mark Hayes is a Business Owner and an independent Real Estate Investor. He's negotiated acquisitions and handled divestments of business and real estate projects. Past 3 yrs Real Estate***

*Investor: Private Account: 01/15 to 01/18. Currently works full-time with WFC since March 2018. No others positions held.*

*LinkedIn: <https://www.linkedin.com/in/mark-hayes-364a05/>*

*Ethel Hayes*

*President Acquisitions & Divestment, Co-Founder and Manager*

*Ethel Hayes has over 20 years in the real estate and investment business. She's negotiated acquisitions, handled divestments of businesses, and negotiated real estate contracts. Currently works part-time at WFC - 36hrs/wk since March 2018. Her primary job is at Auto Club of Southern California where she currently works full time as an Auditor, Dates: 07/1997 to present.*

*LinkedIn: <https://www.linkedin.com/in/ethel-hayes-61489472/>*

## Work Force Coin Timeline

### Your Journey

*List your past achievements and future goals*

## Terms:

### Offering Type\*

Equity

### Security Name\*

Class B Membership Interests

### Offering Terms\*

### *Offering Summary*

Work Force Coin is offering a maximum 2,000,000,000 Class B Membership Interest deliverable in the form of tokens ("Work Force Coin Tokens") (\$2,000,000,000)

*\*Maximum subject to adjustment for bonus interests. See 10% Bonus below*

Work Force Coin is also, offering a minimum 1,000,000,000 Class B Membership Interest deliverable in the form of tokens ("Work Force Coin Tokens") (\$1,000,000,000)

**Company** Work Force Coin, LLC

**Corporate Address** 1187 North 1200 West STE 300, Orem, UT. 84057

**Description of Business** Real Estate Investment Company

**Type of Security Offered** Class B Membership Interests, deliverable in token form ("Work Force Coin Tokens") (the "Securities")

**Purchase Price of Security Offered** \$1.00

**Minimum Investment Amount (per investor)** \$100.00

### Terms of Tokens

#### Work Force Coin Tokens

**Description:** Work Force Coin Tokens will represent a single Class B Membership Interest of the company, with rights and preferences as designated in the Operating Agreement and summarized in the Offering Document.

- **Block chain:** Work Force Coin Membership Interest is on Etherscan The Ethereum Block Explorer ERC-20
- **Exchanges:** We intend to list tokens on a crypto-exchange, but this may change, pending approval to list on such exchanges, changes to the regulatory landscape, or any other reason. Security Tokens may be eligible for trading on SEC approved alternate trading platforms as they become available. There is no guarantee that such a trading platform will be available at that time.

#### Material Terms:



- **Voting Rights:** 1 vote per Membership Interest
- **Restrictions on Transfer:** 1 year from closing of this Offering
- **Dividends/Distributions:** Available Funds. The Company may, in the sole discretion of the Managers, distribute to the Members, at annual intervals, any Available Funds remaining after the reservation of a reasonable fund to cover the operation of the Company.  
Allocation. The Company will make all Distributions to the Members in proportion to their Membership Interests. (See Operating Agreement attached as an Exhibit to the Offering Memorandum for a complete set of terms.
- **Other:** see Operating Agreement for a complete set of terms.

Please see Offering Document for complete set of rights and preferences.

The Company currently does not have a functional distributed ledger based business model nor a block chain based token and there is no guarantee that such will be developed in the future.

The promise of future tokens is contingent upon the successful development of such items. There is no guarantee that successful development will ever occur. The right to receive future tokens and the offering of future tokens is being offered as part of this offering exempt from registration under Regulation CF.

### *Irregular Use of Proceeds*

Work Force Coin LLC will not incur any irregular use of proceeds.

**Most recent fiscal year-end:**

**Prior fiscal year-end:**

**Price Per Unit\***

\$1.00

**Minimum Investor Purchase\***

\$100.00

**Maximum Investor Purchase\***

\$1,500,000.00

**Minimum Raise Amount\***

\$1,000,000,000.00

**Maximum Raise Amount\***

\$2,000,000,000.00

**Length of Campaign\***

90 Days

**Pre-Money Valuation\***

\$800,000,000.00

**Valuation Details\***

Work Force Coin LLC evaluation is based on Tulsa Real Estate Fund LLC which is a similar investment campaign. Tulsa Real Estate Fund completed a \$50 Million dollar crowd funding raise in May 2018. During their first week of crowd funding, Tulsa raised approximately \$10 million at \$50 per certificate.

Work Force Coin LLC and Tulsa Real Estate Fund are both new companies. Tulsa Real Estate LLC Financials for 2016 (audited) and 2017 (unaudited) are similar to Work Force Coin LLC 2018 (unaudited) financials.

Work Force Coin LLC pre-valuation is less than half of Tulsa evaluation. Tulsa Real Estate Fund completed an A+ Tier 2 fund raised which provided an opportunity to raise up to \$50,000,000.

## **Work Force Coin Legal**

**Company Type\***

Limited Liability Company (LLC)

**Country Where Incorporated\***

USA

**Legal Company Name\***

Work Force Coin LLC

**Employer ID Number\***

82-4635548

**State Where Incorporated\***

Utah

**Main Office Location\***

Utah

**Date Company was Formed\***

03/02/2018

**State Filing Number\***

10736570-0160

## **Work Force Coin Business Description**

**Full Description of Business\***

*Description of Business*

Our plan is to purchase distressed properties valued at least 15% below market value (minus repair costs), rehabbing them, and flipping them for profit.

**Work Force Coin LLC**

Work Force Coin LLC is a real estate investment company providing potential investors an opportunity to become members, investors and owners of the company when they invest in our cryptocurrency Work Force Coin “Membership Interest” or “token”.

Work Force Coin LLC engages in real estate investments through acquisitions and divestments of residential, commercial, hotels, and resorts in California, growing areas throughout United States, Europe, Asia and North America.

### **INTRINSIC VALUE**

Intrinsic value of real estate is its inherent value of worth such as; cost, and market approach, along with income approach (generating income: rents, leases), acquisitions, divestments, and appreciation.

- Cost approach (how much does it cost to build a particular piece of property) or (replacement cost)

- Market approach (selling price of similar properties)
- Income Capitalization approach ( net income/market value)
- (a) rents or leases
- Real Estate Appreciation Value (value increases over time, improvements, other home prices in your particular area, (purchase price – debt= appreciation over time))

Our goal if achieved is to purchase real estate at below market price to "Fix and Flip". Some properties may require minor repairs what we consider "cookie cutter" rehab. Cookie cutter rehabs are properties in need of a fresh coat of paint, perhaps new flooring and updating landscaping. Other properties may require more intensive work such as updating wiring, new roofing, and removal of all drywall, kitchen and bath remodeling.

### **Buy and Hold Strategy**

There maybe times while executing our business strategy of buying and selling properties, that we implement a buy and hold strategy on a particular property. This strategy will allow us to purchase a property, make minor repairs and hold the property while leasing to potential tenants to receive monthly income, allowing WFC's to benefit from value appreciation over time.

### **Description of Token:**

One Token is the same as one Membership Interest

“Token” means a Work Force Coin Cryptocurrency Tokens. Tokens shall be the measure by which each holder’s Percentage Membership Interest is determined, even though such ownership may be different from (more or less than) the holder’s proportionate Capital Account. The Company is not obligated to issue certificates to represent any Tokens.

### **Current development stage of the Work Force Coin Membership Interest or Token:**

Work Force Coin LLC is at the start-up stage of development which consists of our Work Force Coin Membership Interest.

Work Force Coin Membership Interest is completed and is currently on Etherscan (Ethereum Block Explorer) ERC20 block chain. As of today, WFC LLC does not have any plans to transfer Work Force Coin Membership Interest to any other block chain or Ethereum Block Chain.

At this time Work Force Coin Membership Interest is neither currently live nor trading on any crypto-currency trading exchanges. As of now we anticipate going live after a successful crowd funding offering campaign to trade on one of the many crypto-currency trading exchanges. There is no guarantee that a successful trading option for Work Force Coin Membership Interest to ever be admitted on any cryptocurrency exchange now or in the future.

### **Real Estate Acquisitions/Divestment**

Work Force Coin LLC does not own any real estate and has not selected any properties for acquisitions. At this time, Work Force Coin LLC has not purchased any real estate properties, nor entered into any contract or negotiation to purchase properties. Work Force Coin LLC is presenting potential investors an opportunity to become members with the hope WFC LLC can purchase properties below market value, sell properties for a profit and participate in WFC cryptocurrency tokens.

Acquisition of properties along with profits, rents, divestments, appreciation may provide the intrinsic value in Work Force Coin Membership Interest. Also the trading of our Work Force Coin Membership Interest on crypto-exchanges there is a possibility that there will be an increase for supply and demand thereby increasing Work Force Coin Membership Interest trading price.

There are no guarantees that we will be successful in our endeavor of acquisitions and or divestments of any real estate properties.

### **Sales, Supply Chain and Customer Base**

We are a start-up stage company. We currently do not have any real properties for divestments at this time. We do not lease or own any real property. We currently have a website [www.workforcecoin.com](http://www.workforcecoin.com). We do not pay rent for our corporate headquarters.

WFC LLC is a start-up stage company. Our supply chain has yet to be developed. Our goal is to purchase 1-3 properties within every three months.

Our potential customer base target market will be distress homeowners, absentee owners, bank repos, auction properties, hotels, resorts and tax sales. We will look for these properties in growing areas throughout California, United States, Europe, Asia and North America.

### ***Competition***

The majority of our competitors are traditional run of the mill realty investors, and realty investment companies.

### ***Liabilities and Litigation***

Work Force Coin LLC at this point doesn't have any liabilities and never has or been involved in any judicial proceeding.

### **Proof of Company Bank Account\***

DSC03543.JPG

### **Ownership & Capital Structures\***

Mark Hayes 64.5% Class A Membership Interests

### **Class(es) of Securities Outstanding\***

Class A Membership Interest 10694000

### **Managers**

“Manager” means a Person, who is a Class A Member, who is vested with authority to manage the Company in accordance with Article 5 and as set forth in a properly executed a Statement of Authority.

### **Voting Rights**

Class A Membership Interest will be entitled to Vote on all matters presented to the Company’s Members for approval.

### **Distributions Rights**

(a) Available Funds. The Company may, in the sole discretion of the Managers, distribute to the Members, at annual intervals, any Available Funds remaining after the reservation of a reasonable fund to cover the operation of the Company.

(b) Allocation. The Company will make all Distributions to the Members in proportion to their Membership Interests.

(c) Prohibited Distributions. The Company may not make a Distribution if, after giving effect to the Distribution, (1) the Company would not be able to pay its debts as they become due in the usual and regular course of its business or (2) the fair market value of the Company’s total assets would be less than the sum of its total liabilities. The Company’s determination of its capacity to make a Distribution under this Article 4.4(c) will be made as of the date and in accordance with a method authorized by section 48-3a-405 of the Act.

(d) Negation of Right to Distribution in Kind. Except as provided in Article 7.2, a Member has no right to demand and receive a Distribution in a form other than cash.

(e) **Obligation to Return Wrongful Distribution.** If for any reason a Member receives a Distribution to which the Member is not legally entitled, the Member will return the Distribution to the Company within 30 days after receiving notice of the wrongful Distribution.

(f) **Waiver of Obligation to Return Rightful Distribution.** Except to the extent required by section 48-3a-403 of the Act, a Member has no liability to return to the Company a Distribution to which the Member is legally entitled, regardless of the Company's inability to discharge its obligations to its Creditors.

## **Liquidation Rights in Dissolution**

**Final Distribution.** The liquidator will distribute any assets remaining after the discharge or accommodation of the Company's debts, obligations, and liabilities to the Members of all classes in proportion to their Capital Accounts. The liquidator will distribute any assets distributable in kind to the Members in undivided interests as tenants in common. A Member whose Capital Account is negative will have no liability to the Company, the Company's creditors, or any other Member with respect to the negative balance.

## **Rights and Preferences**

The rights, preferences and privileges of the holders of the Company's Class B Membership Interests are subject to and may be adversely affected by, the rights of the holders of any then outstanding classes of membership interests which may have preference.

## **Transfer of Membership Interest**

(a) **Transfers Prohibited.** A Member may not Transfer, directly or indirectly, any portion or all of a Membership Interest without the Company's prior written consent. With respect to a Member that is an Entity, a change in the control of the Member is an indirect Transfer for purposes of this Article 3.11.

(b) **Right of First Refusal.** Upon the approval of any Transfer as set forth above, the Member desiring to transfer or sell a Membership Interest must then offer the Membership Interest to the other Members on the same terms as any offered by a non-member third party. Said other Members shall have thirty (30) days in which to match the specific terms of any non-Member third party, in which case the

Membership Interest shall be sold to the offering Member. If multiple Members desire to purchase the Membership Interest from the selling Member, then the purchasing Members shall be entitled to purchase the Membership Interest according to their existing Membership Interest in the Company immediately prior to the sale. In the event that no other Member opts to purchase the Membership Interest, then the selling Member may proceed with the sale, so long as said sale closes within sixty (60) days. If it does not close within said time period, then the selling Member must repeat the process set forth above.

(c) Prohibited Transfers Void. If a Member attempts to Transfer any portion or all of a Membership Interest in contravention of the provisions of this Article 3.11, the purported Transfer will be null and void.

(d) Transferor's Membership Status. If a Member Transfers less than all of the Membership Interest, the Member's rights with respect to the transferred portion, including the right to vote or otherwise participate in the Company's governance and the right to receive Distributions, will terminate as of the effective date of the Transfer. However, the Member will remain liable for any obligation with respect to the transferred portion that existed prior to the effective date of the Transfer, including any costs or damages resulting from the Member's breach of this Agreement. If the Member Transfers all of the Membership Interest, the Transfer will constitute an event of Dissociation for purposes of Article 3.12.

(e) Transferee's Status.

(1) Admission as a Member. A Member who Transfers a Membership Interest has no power to confer on the Transferee the status of a Member. A Transferee may be admitted as a Member only in accordance with the provisions of Article 3.11. A Transferee who is not admitted as a Member has only the rights described in this Article 3.11

(2) Rights of Non-Member Transferee. A Transferee who is not admitted as a Member in accordance with the provisions of Article 3.11, (i) has no right to vote or otherwise participate in the Company's governance, (ii) is not entitled to receive information concerning the Company's affairs or inspect the Company's books and records, (iii) with respect to the transferred Membership Interest, is entitled to receive the Distributions to which the Member would have been entitled had the Transfer not occurred and (iv) is subject to the restrictions imposed by this Article 3.11 to the same extent as a Member.

**K-1**



The Company will distribute K-1s to all members in accordance with the terms of the Operating Agreement and as required by law.

### **Class(es) of Securities Outstanding\***

Class B Membership Interest      0%

### **Initial Capital Membership Contributions**

Class B Members are the subsequently admitted members whose initial Membership contribution equals \$1.00 more. There are no initial Class B Members.

### **Voting Rights**

Class B Members will be entitled to Vote on all matters presented to the Members for approval.

### **Distributions Rights**

(a) Available Funds. The Company may, in the sole discretion of the Managers, distribute to the Members, at annual intervals, any Available Funds remaining after the reservation of a reasonable fund to cover the operation of the Company.

(b) Allocation. The Company will make all Distributions to the Members in proportion to their Membership Interests.

(c) Prohibited Distributions. The Company may not make a Distribution if, after giving effect to the Distribution, (1) the Company would not be able to pay its debts as they become due in the usual and regular course of its business or (2) the fair market value of the Company's total assets would be less than the sum of its total liabilities. The Company's determination of its capacity to make a Distribution under this Article 4.4(c) will be made as of the date and in accordance with a method authorized by section 48-3a-405 of the Act.

(d) Negation of Right to Distribution in Kind. Except as provided in Article 7.2, a Member has no right to demand and receive a Distribution in a form other than cash.

(e) Obligation to Return Wrongful Distribution. If for any reason a Member receives a Distribution to which the Member is not legally entitled, the Member will return the Distribution to the Company within 30 days after receiving notice of the wrongful Distribution.

(f) Waiver of Obligation to Return Rightful Distribution. Except to the extent required by section 48-3a-403 of the Act, a Member has no liability to return to the Company a Distribution to which the Member is legally entitled, regardless of the Company's inability to discharge its obligations to its Creditors.

## **Liquidation Rights in Dissolution**

**Final Distribution.** The liquidator will distribute any assets remaining after the discharge or accommodation of the Company's debts, obligations, and liabilities to the Members of all classes in proportion to their Capital Accounts. The liquidator will distribute any assets distributable in kind to the Members in undivided interests as tenants in common. A Member whose Capital Account is negative will have no liability to the Company, the Company's creditors, or any other Member with respect to the negative balance.

## **Rights and Preferences**

The rights, preferences and privileges of the holders of the Company's Class A Membership Interests are subject to and may be adversely affected by, the rights of the holders of any then outstanding classes of membership interests which may have preference.

## **Transfer of Membership Interest**

(a) **Transfers Prohibited.** A Member may not Transfer, directly or indirectly, any portion or all of a Membership Interest without the Company's prior written consent. With respect to a Member that is an Entity, a change in the control of the Member is an indirect Transfer for purposes of this Article 3.11.

(b) **Right of First Refusal.** Upon the approval of any Transfer as set forth above, the Member desiring to transfer or sell a Membership Interest must then offer the Membership Interest to the other Members on the same terms as any offered by a non-member third party. Said other Members shall have thirty (30) days in which to match the specific terms of any non-Member third party, in which case the Membership Interest shall be sold to the offering Member. If multiple Members desire to purchase the Membership Interest from the selling Member, then the purchasing Members shall be entitled to purchase the Membership Interest according to their existing Membership Interest in the Company immediately prior to the sale. In the event that no other Member opts to purchase the Membership Interest, then the selling Member may proceed with the sale, so long as said sale closes within sixty (60) days. If it does not close within said time period, then the selling Member must repeat the process set forth above.

(c) **Prohibited Transfers Void.** If a Member attempts to Transfer any portion or all of a Membership Interest in contravention of the provisions of this Article 3.11, the purported Transfer will be null and void.

(d) **Transferor's Membership Status.** If a Member Transfers less than all of the Membership Interest, the Member's rights with respect to the transferred portion, including the right to vote or otherwise participate in the Company's governance and

the right to receive Distributions, will terminate as of the effective date of the Transfer. However, the Member will remain liable for any obligation with respect to the transferred portion that existed prior to the effective date of the Transfer, including any costs or damages resulting from the Member's breach of this Agreement. If the Member Transfers all of the Membership Interest, the Transfer will constitute an event of Dissociation for purposes of Article 3.12.

(e) Transferee's Status.

(1) Admission as a Member. A Member who Transfers a Membership Interest has no power to confer on the Transferee the status of a Member. A Transferee may be admitted as a Member only in accordance with the provisions of Article 3.11. A Transferee who is not admitted as a Member has only the rights described in this Article 3.11

(2) Rights of Non-Member Transferee. A Transferee who is not admitted as a Member in accordance with the provisions of Article 3.11, (i) has no right to vote or otherwise participate in the Company's governance, (ii) is not entitled to receive information concerning the Company's affairs or inspect the Company's books and records, (iii) with respect to the transferred Membership Interest, is entitled to receive the Distributions to which the Member would have been entitled had the Transfer not occurred and (iv) is subject to the restrictions imposed by this Article 3.11 to the same extent as a Member.

## **K-1**

The Company will distribute K-1s to all members in accordance with the terms of the Operating Agreement and as required by law.

## **Recent Securities Offerings**

**I have conducted previous securities offerings**

2018-6-9 4(a) (2)

Class A Membership Interest 8,000,000,000.00

Paid attorney fees, accounting fees and marketing expenses.

## **What it Means to be a Minority Holder\***

Limitation on Individual Authority. A Member who is not also a Manager has no authority to bind the Company. A Member whose unauthorized act obligates the Company to a third party will indemnify the Company for any costs or damages the

Company incurs as a result of the unauthorized act. As a holder of Class C Membership Interest you will not have any voting right and will therefore have very limited power of the management of the company, if any.

**Managers:**

Mark Hayes, Ethel Hayes, Ashley Hayes and Britney Hayes

**Class B Membership Interest:**

Class B Members are the subsequently admitted members whose initial Membership contribution equals \$1.00 or more.

Voting. Class B Members will be entitled to Vote on all matters presented to the Members for approval, including naming the Managers. There are no initial Class B Members.

Even as a voting member, as a minority holder of Class B Membership Interests, you will have limited ability, if all, to influence our policies or any other corporate matter, including the election of directors, changes to the Company's governance documents, additional issuances of securities, company repurchases of securities, a sale of the Company or of assets of the Company, or transactions with related parties.

**Dilution\***

The investor's stake in a company could be diluted due to the company issuing additional Membership Interest. In other words, when the company issues more Membership Interest, the percentage of the company that you own will go down, even though the value of the company may go up. You will own a smaller piece of a larger company. This increase in number of membership Interests outstanding could result from a stock offering (such as an initial public offering, another crowd funding round, a venture capital round or angel investment), employees exercising stock options, or by conversion of certain instruments, such as convertible bonds, preferred units or warrants, into stock.

If the company decides to issue more Membership Interest, an investor could experience value dilution, with each Membership Interest percentage being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per Membership Interest (though this typically occurs only if the company offers distribution, and most early stage companies are unlikely to offer distributions, preferring to invest any earnings into the company).

The type of dilution that hurts early-stage investors most occurs when the company sells more interest in a "down round," meaning at a lower valuation than in earlier

offerings. An example of how this might occur is as follows (numbers are for illustrative purposes only, and are not based on this offering):

- In June 2014 Jane invests \$20,000 for units that represent 2% of a company valued at \$1 million.
- In December the company is doing very well and sells \$5 million in units to venture capitalists on a valuation (before the new investment) of \$10 million. Jane now owns only 1.3% of the company but her stake is worth \$200,000.
- In June 2015 the company has run into serious problems and in order to stay afloat it raises \$1 million at a valuation of only \$2 million (the “down round”). Jane now owns only 0.89% of the company and her stake is worth \$26,660.

If you are making an investment expecting to own a certain membership percentage of the Company or expecting each unit to hold a certain amount of value, it’s important to realize how the value of those units can decrease by actions taken by the Company. Dilution can make drastic changes to the value of each unit, ownership percentage, voting control, and earnings per unit.

### **Annual Reports\***

The company will make annual reports available at <http://workforcecoin.com/annualreport> in the tab labeled annual report. The annual reports will be available within 120 days of the end of the issuer's most recent fiscal year.

### **Risks\***

We are an emerging growth company organized in 03/02/2018 and have recently commenced operations, which makes an evaluation of us extremely difficult. At this stage of our business operations, even with our good faith efforts, we may never become profitable or generate any significant amount of revenues, thus potential investors have a high probability of losing their investment.

We were organized in early 2018 and have not yet started operations. As a result of our start-up operations we (i) have generated no revenues, (ii) will accumulate deficits due to organizational and start-up activities, business plan development, and professional fees since we organized. There is nothing at this time on which to base an assumption that our business operations will prove to be successful or that we will ever be able to operate profitably. Our future operating results will depend on many factors, including our ability to raise adequate working capital, availability of properties for purchase, the level of our competition and our ability to attract and maintain key management and employees.

The company has not yet identified any specific real estate to purchase and, therefore, Members will not have the opportunity to evaluate some of our investments before we make them, which makes investments more speculative.

We will seek to invest substantially all of the net offering proceeds from this Offering, after the payment of fees and expenses, in the acquisition of or investment in interests in assets. However, because, as of the date of this Offering Circular, we have not identified the assets we expect to acquire and because our Members will be unable to evaluate the economic merit of assets before we invest in them, they will have to rely on the ability of our Manager to select suitable and successful investment opportunities. These factors increase the risk that our Members' investment may not generate returns comparable to our competitors.

Our Manager will have complete control over the Company and will therefore make all decisions of which Members will have no control.

Our Manager shall make certain decisions without input by the Members. Such decisions may pertain to employment decisions, including our Manager's compensation arrangements, the appointment of other officers and managers, and whether to enter into material transactions with related parties.

An investment in the Interests is highly illiquid. You may never be able to sell or otherwise dispose of your Interests

Since there is no public trading market for our Interests, you may never be able to liquidate your investment or otherwise dispose of your Interests. The Company does currently have a redemption program, but there is no guarantee that the Company will ever redeem or "buy back" your Interests. Further, no one is allowed to redeem their Interests until twelve (12) months after the Interests were purchased.

In a given calendar year if members would like to redeem some or all of their interests Work Force Coin LLC will only redeem up to 5.0% of all total members Interests as calculated on December 31 of the prior year.

The 5% redemption means that the company will only redeem up to 5% of the total Interest investments in one calendar year. This is to make sure Work Force Coin LLC, will be able to meet any and all of its obligations and or liabilities in a calendar year and be able to access all risks to continue as an ongoing concern.

The profitability of attempted acquisitions is uncertain.

We intend to acquire properties selectively. Acquisition of properties entails risks that investments will fail to perform in accordance with expectations. In undertaking these acquisitions, we will incur certain risks, including the expenditure of funds on, and the devotion of management's time to, transactions that may not come to fruition.

Additional risks inherent in acquisitions include risks that the properties will not achieve anticipated sales price or occupancy levels and that estimates of the costs of improvements to bring an acquired property up to standards established for the market position intended for that property may prove inaccurate. Expenses may be greater than anticipated.

Rising expenses could reduce cash flow and funds available for future acquisitions.

Our properties will be subject to increases in tax rates, utility costs, operating expenses, insurance costs, repairs and maintenance, administrative and other expenses. If we are unable to lease properties on a basis requiring the tenants to pay all or some of the expenses, we would be required to pay those costs, which could adversely affect funds available for future acquisitions or cash available for distributions.

If we purchase assets at a time when the single family, multifamily, or commercial real estate market is experiencing substantial influxes of capital investment and competition for properties, the real estate we purchase may not appreciate or may decrease in value.

The multifamily real estate markets are currently experiencing a substantial influx of capital from investors worldwide. This substantial flow of capital, combined with significant competition for real estate, may result in inflated purchase prices for such assets. To the extent we purchase real estate in such an environment, we are subject to the risk that if the real estate market ceases to attract the same level of capital investment in the future as it is currently attracting, or if the number of companies seeking to acquire such assets decreases, our returns will be lower and the value of our assets may not appreciate or may decrease significantly below the amount we paid for such assets.

A single family, multifamily, or commercial property's income and value may be adversely affected by national and regional economic conditions, local real estate conditions such as an oversupply of properties or a reduction in demand for properties, availability of "for sale" properties, competition from other similar properties, our ability to provide adequate maintenance, insurance and management services, increased operating costs (including real estate taxes), the attractiveness and location of the property and changes in market rental rates. Our income will be adversely affected if a significant number of tenants are unable to pay rent or if our properties cannot be rented on favorable terms. Our performance is linked to economic conditions in the regions where our properties will be located and in the market for multifamily space generally. Therefore, to the extent that there are adverse economic conditions in those regions and in these markets generally, that impact the applicable market rents, such conditions could result in a reduction of our income and

cash available for distributions and thus affect the amount of distributions we can make to you.

We may not make a profit if we sell a property.

The prices that we can obtain when we determine to sell a property will depend on many factors that are presently unknown, including the operating history, tax treatment of real estate investments, demographic trends in the area and available financing. There is a risk that we will not realize any significant appreciation on our investment in a property. Accordingly, your ability to recover all or any portion of your investment under such circumstances will depend on the amount of funds so realized and claims to be satisfied there from.

We may depend on tenants for some of our revenue and therefore our revenue may depend on the economic viability of our tenants.

We will be highly dependent on income from tenants or the sale of properties. Our financial results will depend in part on leasing space in the properties or the full properties we acquire to tenants on economically favorable terms.

In the event of a tenant default prior to stabilization, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-letting our property. A default, of a substantial tenant or number of tenants at any one time, on lease payments to us would cause us to lose the revenue associated with such lease(s) and cause us to have to find an alternative source of revenue to meet mortgage payments and prevent a foreclosure if the property is subject to a mortgage. Therefore, lease payment defaults by tenant(s) could cause us to lose our investment or reduce the amount of distributions to Members.

Competition with third parties in acquiring and operating properties may reduce our profitability and the return on your investment.

We compete with many other entities engaged in real estate investment activities, many of which have greater resources than we do. Specifically, there are numerous commercial developers, real estate companies, and foreign investors that operate in the markets in which we may operate, that will compete against us in acquiring residential, commercial, and other properties that will be seeking investments and tenants for these properties.

Competitors with substantially greater financial resources than us may generally be able to accept more risk than we can prudently manage, including risks with respect to the creditworthiness of entities in which investments may be made or risks attendant to a geographic concentration of investments. Demand from third parties for properties that meet our investment objectives could result in an increase of the price of such properties. If we pay higher prices for properties, our profitability may be



reduced and you may experience a lower return on your investment. In addition, our properties may be located in close proximity to other properties that will compete against our properties for tenants.

Many of these competing properties may be better located and/or appointed than the properties that we will acquire, giving these properties a competitive advantage over our properties, and we may, in the future, face additional competition from properties not yet constructed or even planned. This competition could adversely affect our business. The number of competitive properties could have a material effect on our ability to rent space at our properties and the amount of rents charged. We could be adversely affected if additional competitive properties are built in locations competitive with our properties, causing increased competition for residential renters. In addition, our ability to charge premium rental rates to tenants may be negatively impacted. This increased competition may increase our costs of acquisitions or lower the occupancy and the rent we may charge tenants. This could result in decreased cash flow from tenants and may require us to make capital improvements to properties which we would not have otherwise made, thus affecting cash available for distributions to you.

We may not have control over costs arising from rehabilitation or ground up construction of properties.

We may elect to acquire properties which may require rehabilitation or even be from the “ground up,” meaning that we purchase the land and implement a plan to construct a multifamily building, single family residence or commercial building on the land. In particular, we may acquire affordable properties that we will rehabilitate and convert to market rate properties. We may also purchase land, entitle the land for a multifamily building, single family residence or commercial building (if that is not already provided), architect a multifamily building, single family residence, or commercial building and build a brand new multifamily building, single family residence, or commercial building. Consequently, we intend to retain independent general contractors to perform the actual physical rehabilitation and/or construction work and will be subject to risks in connection with a contractor's ability to control rehabilitation and/or construction costs, the timing of completion of rehabilitation and/or construction, and a contractor's ability to build in conformity with plans and specification.

Inventory or available properties might not be sufficient to realize our investment goals.

We may not be successful in identifying suitable real estate properties or other assets that meet our acquisition criteria, or consummating acquisitions or investments on satisfactory terms. Failures in identifying or consummating acquisitions would impair

the pursuit of our business plan. Members ultimately may not like the location, lease terms or other relevant economic and financial data of any real properties, other assets or other companies that we may acquire in the future. Moreover, our acquisition strategy could involve significant risks that could inhibit our growth and negatively impact our operating results, including the following: increases in asking prices by acquisition candidates to levels beyond our financial capability or to levels that would not result in the returns required by our acquisition criteria; diversion of management's attention to expansion efforts; unanticipated costs and contingent or undisclosed liabilities associated with acquisitions; failure of acquired businesses to achieve expected results; and difficulties entering markets in which we have no or limited experience.

The consideration paid for our target acquisition may exceed fair market value, which may harm our financial condition and operating results.

The consideration that we pay will be based upon numerous factors, and the target acquisition may be purchased in a negotiated transaction rather than through a competitive bidding process. We cannot assure anyone that the purchase price that we pay for a target acquisition or its appraised value will be a fair price, that we will be able to generate an acceptable return on such target acquisition, or that the location, lease terms or other relevant economic and financial data of any properties that we acquire will meet acceptable risk profiles. We may also be unable to lease vacant space or renegotiate existing leases at market rates, which would adversely affect our returns on a target acquisition. As a result, our investments in our target acquisition may fail to perform in accordance with our expectations, which may substantially harm our operating results and financial condition.

The failure of our properties to generate positive cash flow or to appreciate in value would most likely preclude our Members from realizing a return on their Interest ownership.

There is no assurance that our real estate investments will appreciate in value or will ever be sold at a profit. The marketability and value of the properties will depend upon many factors beyond the control of our management. There is no assurance that there will be a ready market for the properties, since investments in real property are generally non-liquid. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms set by it, or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property. Moreover, we may be required to expend funds to correct defects or to make improvements before a property can be

sold. We cannot assure any person that we will have funds available to correct those defects or to make those improvements. In acquiring a property, we may agree to lockout provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. These lockout provisions would restrict our ability to sell a property. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could significantly harm our financial condition and operating results.

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties or investments in our portfolio in response to changing economic, financial and investment conditions may be limited. In particular, these risks could arise from weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located. We may be unable to realize our investment objectives by sale, other disposition or refinance at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy. An exit event is not guaranteed and is subject to the Manager's discretion.

We might obtain lines of credit and other borrowings, which increases our risk of loss due to potential foreclosure.

We may obtain lines of credit and long-term financing that may be secured by our assets. As with any liability, there is a risk that we may be unable to repay our obligations from the cash flow of our assets. Therefore, when borrowing and securing such borrowing with our assets, we risk losing such assets in the event we are unable to repay such obligations or meet such demands.

We do not set aside funds in a sinking fund to pay distributions or redeem the Interests, so you must rely on our revenues from operations and other sources of funding for distributions and withdrawal requests. These sources may not be sufficient to meet these obligations.

We do not contribute funds on a regular basis to a separate account, commonly known as a sinking fund, to pay distributions on or redeem the Interests at the end of the applicable non-withdrawal period. Accordingly, you will have to rely on our cash from operations and other sources of liquidity, such as borrowed funds and proceeds from future offerings of securities, for distributions payments and payments upon

withdrawal. Our ability to generate revenues from operations in the future is subject to general economic, financial, competitive, legislative, statutory and other factors that are beyond our control. Moreover, we cannot assure you that we will have access to additional sources of liquidity if our cash from operations are not sufficient to fund distributions to you. Our need for such additional sources may come at undesirable times, such as during poor market or credit conditions when the costs of funds are high and/or other terms are not as favorable as they would be during good market or credit conditions. The cost of financing will directly impact our results of operations, and financing on less than favorable terms may hinder our ability to make a profit. Your right to receive distributions on your Interests is junior to the right of our general creditors to receive payments from us. If we do not have sufficient funds to meet our anticipated future operating expenditures and debt repayment obligations as they become due, then you could lose all or part of your investment. We currently do not have any revenues

You will have limited control over changes in our policies and an operation, which increases the uncertainty and risks you face as a Member.

Our Manager determines our major policies, including our policies regarding financing, growth and debt capitalization. Our Manager may amend or revise these and other policies without a vote of the Members. Our Manager's broad discretion in setting policies and our Members' inability to exert control over those policies increases the uncertainty and risks you face as a Member. In addition, our Manager may change our investment objectives without seeking Member approval. Although our Manager has fiduciary duties to our Members and intends only to change our investment objectives when the board determines that a change is in the best interests of our Members, a change in our investment objectives could cause a decline in the value of your investment in our company.

We may suffer losses that are not covered by insurance.

The geographic areas in which we invest may be at risk for damage to property due to certain weather-related and environmental events, including such things as severe thunderstorms, hurricanes, flooding, tornadoes, snowstorm, sinkholes, and earthquakes. To the extent possible, the Manager may but is not required to attempt to acquire insurance against fire or environmental hazards. However, such insurance may not be available in all areas, nor are all hazards insurable as some may be deemed acts of God or be subject to other policy exclusions.

Furthermore, an insurance company may deny coverage for certain claims, and/or determine that the value of the claim is less than the cost to restore the property, and a lawsuit could have to be initiated to force them to provide coverage, resulting in further losses in income to the Company.

You may realize taxable income without cash distributions, and you may have to use funds from other sources to fund tax liabilities

As a Member of the Company, you will be required to report your allocable share of our taxable income on your personal income tax return regardless of whether you have received any cash distributions from us. It is possible that your Interests will be allocated taxable income in excess of your cash distributions. We cannot assure you that cash flow will be available for distribution in any year. As a result, you may have to use funds from other sources to pay your tax liability.

State and local taxes and a requirement to withhold state taxes may apply, and if so, the amount of net cash from open payable to you would be reduced

The state in which you reside may impose an income tax upon your share of our taxable income. Many states have implemented or are implementing programs to require companies to withhold and pay state income taxes owed by non-resident Members relating to income-producing properties located in their states, and we may be required to withhold state taxes from cash distributions otherwise payable to you. You may also be required to file income tax returns in some states and report your share of income attributable to ownership and operation by the Company of properties in those states. In the event we are required to withhold state taxes from your cash distributions, the amount of the net cash from operations otherwise payable to you would be reduced. In addition, such collection and filing requirements at the state level may result in increases in our administrative expenses that would have the effect of reducing cash available for distribution to you. You are urged to consult with your own tax advisors with respect to the impact of applicable state and local taxes and state tax withholding requirements on an investment in our Interests.

### Block chain technology

One of the biggest risks for deploying block chain systems in a live production environment is the fact it doesn't really work with other existing systems. Block chain is not design to integrate with other computer systems. The block chain systems can be vulnerable to fraud if a significant minority of participates conclude to defraud the rest.

### **Cyptocurrency**

Cyptocurrency technology is still in its infancy stage. Cyptocurrency investor must secure a private key at all times. If the private key is lost, destroyed or otherwise compromised, investors are unable to access their digital wallet. If a third party gain access to your private key, they gain access to your currency.

### **Cyber risk**

Vulnerable to hacking to your computer systems that could have access to your financial information regarding all of your clients and business interests, causing problems to your organizations reputation and major damage to your computer programs and computer systems. Most companies having placed all or most of their companies' important information online.

#### Cryptocurrency Potential for Fraud

Some have made inaccurate and in some cases fraudulent claims in an attempt to raise funds. Over the past year, the SEC implemented security laws to protect investors from fraud.

Is offering involves “rolling closings,” which may mean that earlier investors may not have the benefit of information that later investors have.

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

#### **Compliance Failure\***

The company has not previously failed to comply with Regulation CF.

#### **Disqualifying Events\***

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

#### **Articles of Organization\***

[Work\\_Force\\_Coin\\_\\_LLC\\_Articles\\_of\\_Organization.pdf](#)

#### **Articles of Organization Amendment\***

No

#### **Operating Agreement\***

[WFC\\_Operating\\_Agreement\\_Today\\_MBH\\_12142018.pdf](#)

#### **Operating Agreement Amendment\***

[op\\_mbh\\_a.pdf](#)

**Board Resolution to Authorize Reg CF Offering\***

[mbh\\_board\\_consent\\_work\\_force\\_coin\\_1234\\_signed\\_\\_1\\_-converted.pdf](#)

**Certificate of Good Standing\***

[certificate\\_of\\_good\\_standing\\_untitled.pdf](#)

Previous Entity

**My company has a previous entity**

Funding Goals and Details

Work Force Coin Financials

**Financial Statements or Review\***

[Work\\_Force\\_Coin\\_Financial\\_Statements\\_7262018-\\_Reviewed\\_v2.pdf](#)

**End Date of Financial Review\***

06/30/2018

Most recent fiscal year-end:

Prior fiscal year-end:

Total Assets\*

0

0

Cash & Cash Equivalents\*

0

0

Accounts Receivable\*

0

0

Short-term Debt\*

0

0

Long-term Debt\*

0 0

Revenues / Sales\*

0 0

Costs of Goods Sold\*

0 0

Taxes Paid\*

0 0

Net Income\*

0 0

### **Results of Operation\***

As of date, Work Force Coin LLC has not created any business activity for this current year. Therefore, Work Force Coin LLC has not experience any profits or losses. Work Force Coin LLC is not currently under contract for any acquisition.

After the first crowd funding campaign, we anticipate purchasing 1-3 properties within 3 months. Work Force Coin LLC potential projected expenses will consist of fixed costs/overhead, and variable costs which you see below.

### **Fixed Costs/Overhead**

- Rent \$2,500.00/mo
- Utility bills \$350.00/mo
- Phone bills/communication costs \$450.00/mo
- Accounting/bookkeeping \$250.00/mo
- Legal/insurance/licensing fees \$150.00/mo
- Postage \$25.00 stamps/mo
- mailings \$20.00 envelopes/mo
- Technology \$0.00



· Advertising & marketing	\$150.00 branding/ads
· Salaries	<u>\$25,800.00</u>
• Total Costs	\$29,695.00

### Variable Costs

· Direct marketing	
Postage	\$980.00 stamps/2000/mo
Mailings	\$580.00 envelopes/2000/mo
Online marketing	\$640.00 Facebook/Google ads
Offline marketing 1k door hanger's	<u>\$600.00</u> /mo door to door
Total Costs/month	\$2,800.00

Based on these numbers, the minimum raise of \$10,000 will allow WFC LLC to operate between 4-5 months without revenues. The minimum raise of \$10,000 less Start Engine 6-12% fees will net approximately \$8,800. Using the net amount, WFC will forgo salaries and conserve funds by using a real estate office as a work location.

If a successful campaign is accomplished, WFC LLC maximum raise of \$1,070,000 less Start Engine 6-12% fees will net approximate \$1,005,800.00. Using the net amount, WFC can operate for approximate 28-29 months without revenues.

In both cases, the main objective is to brand WFC LLC advising to the public that we're open for business with the ability to purchase properties

Work Force Coin LLC has not yet generated any revenues and do not anticipate doing so until we have completed an acquisition of revenue generating residential, commercial, an or divestment of such properties or businesses.

## Financial Milestones\*

### Work Force Coin LLC Milestones objective:

Work Force Coin LLC milestones objective is to try and complete an acquisition of real estate properties every three months.

Work Force Coin business model of acquisitions and divestments of real estate properties and coalesce with Work Force Coin Membership Interest, will be instrumental in communicating our plans, strategies, and tactics to investors and or lenders. Our goal is to launch and build and manage Work Force Coin Membership Interest and real estate investments together over the next 2 to 5 years creating additional income through real estate acquisitions and divestments and building wealth while Work Force Coin Membership Interest increases in value because of the intrinsic value of the real estate acquired appreciates in value and positive cash flow the real estate properties generate.

### Potential Investment Property

Location: Orange County, Ca

After Repair Value:	\$800,000
Purchase Price:	630,000
Down Payment:	94,500
Closing Cost:	18,360
Repairs:	50,000
Holding Cost 12/mo.:	48,000
Potential Profit:	\$103,640

Cash needed to complete a deal of this magnitude is approximately \$210,000 which covers down payment, closing, repair and holding cost.

Our goal is to purchase renovation and divest properties within 3-6 months. An increase in mortgage interest rates may decrease our pool of potential buyers therefore extending our holding period.

The following are **challenges** WFC LLC may encounter;

***The profitability of attempted acquisitions is uncertain.***

Work Force Coin LLC we intend to acquire properties selectively. Acquisition of properties entails risks that investments will fail to perform in accordance with expectations. In undertaking these acquisitions, we will incur certain risks, including the expenditure of funds on, and the devotion of management's time to, transactions that may not come to fruition.

***Rising expenses could reduce cash flow and funds available for future acquisitions.***

Work Force Coin LLC our properties will be subject to increases in tax rates, utility costs, operating expenses, insurance costs, repairs and maintenance, administrative and other expenses. If we are unable to lease properties on a basis requiring the tenants to pay all or some of the expenses, we would be required to pay those costs, which could adversely affect funds available for future acquisitions or cash available for distributions.

***If Work Force Coin LLC purchase assets at a time when the single family, multifamily, or commercial real estate market is experiencing substantial influxes of capital investment and competition for properties, the real estate we purchase may not appreciate or may decrease in value.***

The multifamily real estate markets are currently experiencing a substantial influx of capital from investors worldwide. This substantial flow of capital, combined with significant competition for real estate, may result in inflated purchase prices for such assets. To the extent we purchase real estate in such an environment, we are subject to the risk that if the real estate market ceases to attract the same level of capital investment in the future as it is currently attracting, or if the number of companies seeking to acquire such assets decreases, our returns will be lower and the value of our assets may not appreciate or may decrease significantly below the amount we paid for such assets.

A single family, multifamily, or commercial property's income and value may be adversely affected by national and regional economic conditions, local real estate conditions such as an oversupply of properties or a reduction in demand for properties, availability of "for sale" properties, competition from other similar properties, our ability to provide adequate maintenance, insurance and management services, increased operating costs (including real estate taxes), the attractiveness and location of the property and changes in market rental rates.

Our income will be adversely affected if a significant number of tenants are unable to pay rent or if our properties cannot be rented on favorable terms. Our performance is linked to economic conditions in the regions where our properties will be located and in the market for multifamily space generally. Therefore, to the extent that there are adverse economic conditions in those regions and in these markets generally, that impact the applicable market rents, such conditions could result in a reduction of our income and cash available for distributions and thus affect the amount of distributions we can make to you.

Project cost of Revenue		
		1,500,000
Acquisition cost	-4%	-60,000
Rehab cost	-10%	-150,000
Holding cost	-5%	-75,000
Resale cost	-10%	-150,000
Projected profit		1,065,000

**Required Funding:**

These are required funds that we need to do acquisitions and divestments of properties, renovate and list those properties for resale. If we are successful in raising the maximum amount of \$1,070,000 this will provide a very solid foundation for Work Force Coin LLC.

Milestone	Property	Work Force Real Estate Plan
Milestone #1	Property #1	Acquire undervalue real estate
Jan - 19		properties every 3 months /rehab
Milestone #2	Property #2	Renovate or rehabilitate as necessary
Apr - 19		for immediate re-sale if necessary
Milestone #3	Property #3	Take equity proceeds from sale of Property
Jul - 19		possible use for down payment for next project
Milestone #4	Property #4	Renovate or rehabilitate as necessary, but instead of putting on the market for re-sale, the property will be rented to generate monthly cash income and value Appreciation.
Milestone #5	Property #5	Repeat steps in Work Force Real Estate Plan
Jan - 20		1, 2 , 3, 4
Milestone #6	Property #6	Repeat steps in Work Force Real Estate Plan
Feb-20		1, 2, 3, 4

## **Liquidity and Capital Resources\***

If Work Force Coin LLC is successful with raising \$10,000, WFC will more than likely seek and file for additional funding raise under a different crowd funding program, that we could possibly offer debt and or equity that would be available to Work Force Coin. If the minimum is not achieve it will greatly affect the viability of WFC LLC as an ongoing concerns. In the event WFC is successful at raising their maximum goal of \$1,070,000, WFC LLC would be a relevant company able to acquire and rehab properties immediately.

In the event WFC LLC successfully raise \$1,070,000, then that \$1,070,000 will be available to purchase properties. WFC LLC will purchase properties with an aggregate value up to \$3,290,000. This price point will allow more opportunities to purchase properties in multiple fast growing real estate markets. The company anticipates this offering will hopefully fund operations through December 2021 (28-29 months).

Work Force Coin LLC currently has no lines of credit available for the company's benefit. WFC LLC co-founders may use their personal line of credit to purchase properties in the event WFC LLC experience challenges obtain credit to purchase and or repair properties. However, WFC LLC will seek short term, (12-24) month financing from banks and private lenders.

### **Liquidity Challenges:**

Because Work Force Coin LLC is a new seed stage company with no operational history there maybe some challenges if we cannot raise the \$1,070,000 maximum amount of funding through this regulation Crowd funding. Banks or creditors may be skeptical in providing us the needed financing should we seek investment financing in the near future until Work Force Coin LLC builds a track record with such financial institutions.

## Related Party Transactions\*

Work Force Coin LLC has not conducted any related party transactions.

## Indebtedness\*

Work Force Coin LLC does not have any indebtedness.

## Use of Proceeds\*

	<b>Offering Amount Sold</b>	<b>Offering Amount Sold</b>
<b>Total Proceeds:</b>	\$10,000	\$1,070,000.00
Less: Offering Expenses		
Any-Company Fees (6% total fee)	\$600	\$64,200.00
<b>Net Proceeds</b>	\$9,400	\$1,005,800.00
<b>Use of Net Proceeds:</b>		
Real Estate Investments	\$6,580	\$704,060.00
WFC Platform administration	\$1,880	\$201,160.00
Marketing	\$752	\$80,464.00
Miscellaneous	\$188	\$20,116.00
<b>Total Use of Net Proceeds</b>	\$9,400	\$1,005,800.00

## Proceeds will be divided approximately as such:

### **Real Estate Investments:** 70% of Proceeds

Fund will be used to acquire investment property for Work Force Coin LLC portfolio.

### **WFC Platform:** 20% of Proceeds

Funds will be allocated to personnel and operating cost needed to run the company.

### **Marketing:** 8% of Proceeds

Funds will be allocated for advertising on social media, US mail and sponsorship for branding recognition.

**Miscellaneous:** 2%

Funds set aside as a cushion for unexpected events.

**Irregular Use of Proceeds\***

Work Force Coin LLC will not incur any irregular use of proceeds.