

# Temple Rose Holding Company Inc.

## Business Overview

We are a Black-owned and controlled holding company whose **mission** is to support the Black community to become self-sufficient, self-reliant, and self-determinant, with a **vision** of becoming the Black version of [BlackRock Inc.](#) (world's largest asset manager) by coordinating the investment of the Black dollar back into the Black community. This will be accomplished by strategically investing in and owning operating companies that generate both free cash flow and increased value to the holding company, with each business becoming a piece of a 1,000-piece ecosystem puzzle to support the Black community. We will use the free cash flow and leverage the increased value of operating companies we invest in or own to invest in more Black-owned operating companies that synchronize with our mission and vision. We value Black Unity (economics), Black Value of Life (political/leadership), and Black Love (social). We are focusing first on three vertical industries:

1. Crowdfunding
2. Real Estate
3. Blockchain-based software development

### The Business Model

As a holding company, [Temple Rose Holding Company Inc.](#) generates its source of income and profit from its direct investments and its wholly owned subsidiary, [The BNIC Network LLC](#), which is its primary operating company. The BNIC Network LLC is a series LLC formed in Wyoming with the ability to create an unlimited number of subsidiary LLCs. Each operating company under The BNIC Network LLC will respectively generate enough operating revenue to cover their operating costs and generate an operating profit that will be shared with their respective equity owners. The BNIC Network LLC is at least a minority equity owner in every subsidiary LLC and the holding company may be a direct investor in any of the subsidiary LLCs.

Temple Rose Holding Company Inc. creates value for its shareholders through the reinvestment of profits it makes from its direct investments and The BNIC Network LLC. Profits are strategically invested in Black companies that are positioned to dominate specific industries, such as crowdfunding, real estate, and technology.

#### Crowdfunding

The BNIC Network LLC and its subsidiaries will create different investment opportunities for members of the Black community to invest in. Unlike traditional fund managers, Temple Rose Holding Company Inc. operates from a [Black Nationalist philosophy](#) rather than a Capitalist philosophy. This means we operate as capitalists when we are facing outwards from our community, but we practice cooperative group economics when we are facing inwards to our community to support it.

Most of our investment dollars will come through a new type of legal structure we are creating called a [Closed Private Crowdfunding Network \(CPCN\)](#) that will allow likeminded people to practice cooperative group economics (aka crowdfunding) with little if any oversight by the SEC.

The CPCN will be a network of investment clubs (Series Investment Clubs) formed by our **Parent Investment Club (PIC) company**. The PIC will present investment opportunities to its network of investment clubs for them to invest in. The PIC manages each investment opportunity via a Special Purpose Vehicle (SPV) legal entity and receives a management fee equal to 10% of the profit generated by each investment opportunity, versus the standard 2% management fee of the assets under management. The company also receives 50% of any profit achieved beyond the preferred profit rate projected by each investment opportunity.

By operating a CPCN, the PIC behaves like an angel investment network. The PIC screens each investment opportunity, negotiates the investment terms, and selects the investment opportunities to present to its network of investment clubs. Each investment club and its individual members are given the opportunity to invest via a Private Placement Memorandum (PPM) offered by the SPV. We are able to reduce, if not eliminate, any oversight of the investment by the SEC or any other government oversight entity through the practice of “self-dealing” between legal entities who have common owners and officers along with full disclosure between all parties involved.

### **Real Estate**

Help Keep My Money LLC (a sister company of the holding company) developed and licenses its [Real Estate Deal Management System \(REDMS\)](#) to [The BNIC Network LLC’s primary real estate investment management company: The BNIC Network LLC - Real Estate Investments 1 - Series 2](#). The REDMS is a proprietary “closed sales system” that manages and shifts risk while using leverage to produce returns between 6% - 25% for investors on EVERY DEAL. There are four investment opportunities for each real estate property:

1. **Short-term Equity Investor (flipper):** Provides funding towards the equity position in the flip portion of the “flip and hold” investment strategy to earn a preferred cash on cash return on investment ROI of 25% typically over a 3–6-month period. Profits beyond 25% are split 50/50 between the investor and the real estate investment management company.
2. **Long-term Equity Investor (holder):** Provides funding towards the equity position in the hold portion of the “flip and hold” investment strategy to earn a preferred cash on cash annual ROI of 10% after taxes. Profits beyond 10% are split 50/50 between the investor and the real estate investment management company.
3. **1<sup>st</sup> position Debt Holder:** Provides funding towards the 1<sup>st</sup> mortgage that is used by the Short-term Equity Investor in the flip portion of the “flip and hold” investment strategy to earn a 6% annual ROI. The debt is secured by the 1<sup>st</sup> mortgage.
4. **2<sup>nd</sup> position Debt Holder:** Provides funding towards the 2<sup>nd</sup> mortgage that is used by the Short-term Equity Investor in the flip portion of the “flip and hold” investment strategy to earn an 8% annual ROI. The debt is secured by the 2<sup>nd</sup> mortgage.

The real estate investment management company locates, screens, and manages all aspect of each real estate deal. It receives a management fee of 2% on the purchase of the property, 2% on the rehab of the property, 2% on the sale of the property, and 1% on the renting of the property. The real estate investment management company will expand into providing the full spectrum of real

estate services for each real estate deal (realtor, escrow, insurance, general contractor, and property management).

### **Blockchain software development**

The BNIC Network LLC has formed a wholly owned software development subsidiary to develop blockchain software: **The BNIC Network LLC - Crypto Investments 1 - Series 1**. This company has created scopes of work for four initial blockchain-based software platforms (projects) to support the back-office operations of The BNIC Network LLC's operating companies.

#### **1. Membership Management System: MMS**

- a. The MMS is a back-office support software platform for running the PIC's network of investment clubs (CPCN). It manages the onboarding of new members, updating of information pertaining to members, as well as linking to other back-office support systems pertaining to the investment clubs and its members.

#### **2. Investment Opportunities Management System: IOMS**

- a. The IOMS is a software platform for offering investment opportunities by the PIC to the CPCN. It manages the onboarding and review of investment opportunities by the PIC support staff, the presentation of investment opportunities to investment clubs and their members using a simple, easy to use interface with some gamification features, the tracking of member investments in the different investment opportunities, as well as linking to other back-office support systems pertaining to the investment clubs and its members.

#### **3. Knowledge Center System: KCS**

- a. The KCS is a content management system that provides educational material from the PIC to its CPCN. It manages the onboarding and review of educational content by the PIC support staff, the presentation of educational content to investment clubs and their members using a simple, easy to use interface with some gamification features, the tracking of a member's understanding of the educational material through testing or other means of verification, as well as linking to other back-office support systems pertaining to the investment clubs and its members.

#### **4. Special Purpose Vehicle Management System: SPVMS**

- a. The SPVMS is a back-office support software platform for running The BNIC Network LLC's Special Purpose Vehicle (SPV) investments that are managed by a General Partner (GP). It manages the connection of Investment Opportunities to SPVs once an Investment Opportunity is funded. It manages the onboarding of Limited Partners (LP) generated by the Investment Opportunities Management System (IOMS) as well as the return of capital and distribution of gains through the IOMS ultimately to the Membership Management System (MMS). It allows the GP to easily manage its interactions with LPs to document legal requirements properly and adequately.

Each project is created under a separate legal entity that is managed by the software development subsidiary who is responsible for generating revenue through licensing and transactions fees to cover development and operating expenses, as well as generating profits that are distributed to the following equity owners:

- Investors (50% equity)
- The BNIC Network LLC - Crypto Investments 1 - Series 1 (20% equity)
- Project Manager (15% equity)
- Developer (15% equity)

The software development subsidiary works with The BNIC Network LLC and Temple Rose Holding Company Inc. to secure adequate equity funding for each project.

## **Management**

[Michael Evans](#) is the founder of the holding company, as well as the Chairman of the Board. He has more than 25 years of developing and managing complex operational and financial systems, including developing and managing Santa Barbara County's Mental Health Department's annual operating budget of more than \$106 million as its Chief Financial Officer for more than three years. He was also a contract CFO for a nonprofit in Santa Barbara where he was responsible for the management of an \$11.5 million endowment fund. He has a degree in Economics from Loyola Marymount University with an emphasis in econometrics. He has spent his entire career building complex financial and operational systems by learning how an industry works, then taking the best parts of different systems and putting them together in a new unique way to create a more efficient system the drives the bottom line.

Michael is assembling a team to assist him in the development of an ecosystem to support the Black community.

- He has retained [Perkins Coie LLP](#) as the General Counsel for the holding company that will also create the new legal structure for the Closed Private Crowdfunding Network.
- He has developed a real estate team on the ground in Detroit consisting of real estate agents, property management companies, home inspectors, and rehabbers to assist the real estate investment management company to identify distressed properties, assist in managing the rehabilitation of the properties, and the ultimate sale or rental of the properties. The team on the ground is anchored by [Clarence Archibald III](#), president of [Great Lakes Property Mangement Group LLC](#). Michael is working with [Malcolm Turner](#) of [Castle Commercial Capital](#) on the establishment of the internal lending company.
- He has entered discussions with several individuals who are interested in being the Project Manager for the software development subsidiary.
- He has received several proposals from blockchain developers to develop the Minimum Viable Product (MVP) for the Special Purpose Vehicle Management System project.

The next step is to identify and develop the community that will support our ecosystem-building effort and present them with our initial investment opportunities in crowdfunding, real estate, and blockchain software development. From this community we will identify people who share the company's mission, vision, and values and have the skill set to assist in the management of the various operating companies we have created and will continue to create.