



Greenville Presentation 2024

Creating a profitable, innovative live entertainment brand that promotes creativity, diversity, inclusivity and fun. Bringing people together through music, art and inspiring performances.



GREENVILLE SNAPSHOT



- 1,700 capacity music venue and 400 capacity small room
- 250 capacity patio and 125 capacity VIP club
- Management team has extensive industry experience and proven record of success
- Plans approved by the city and pre-construction completed.
- 20-year lease secured
- Project eligible for abandoned building credits of 12.5%
- Prime location in the city's vibrant downtown entertainment district
- Tourism and economic impact generator, creating more than 500 direct and indirect hospitality and music industry jobs
- Venue will be independent and open to all qualified promoters



PROJECT RENDERINGS

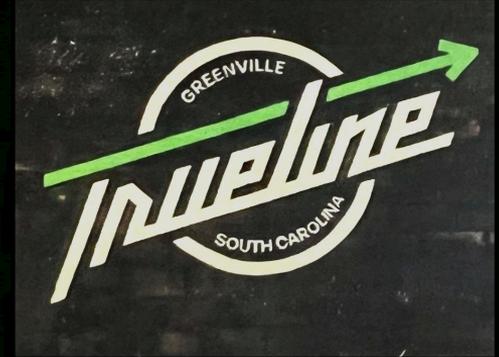


MICHAEL GROZIER

Founder & CEO

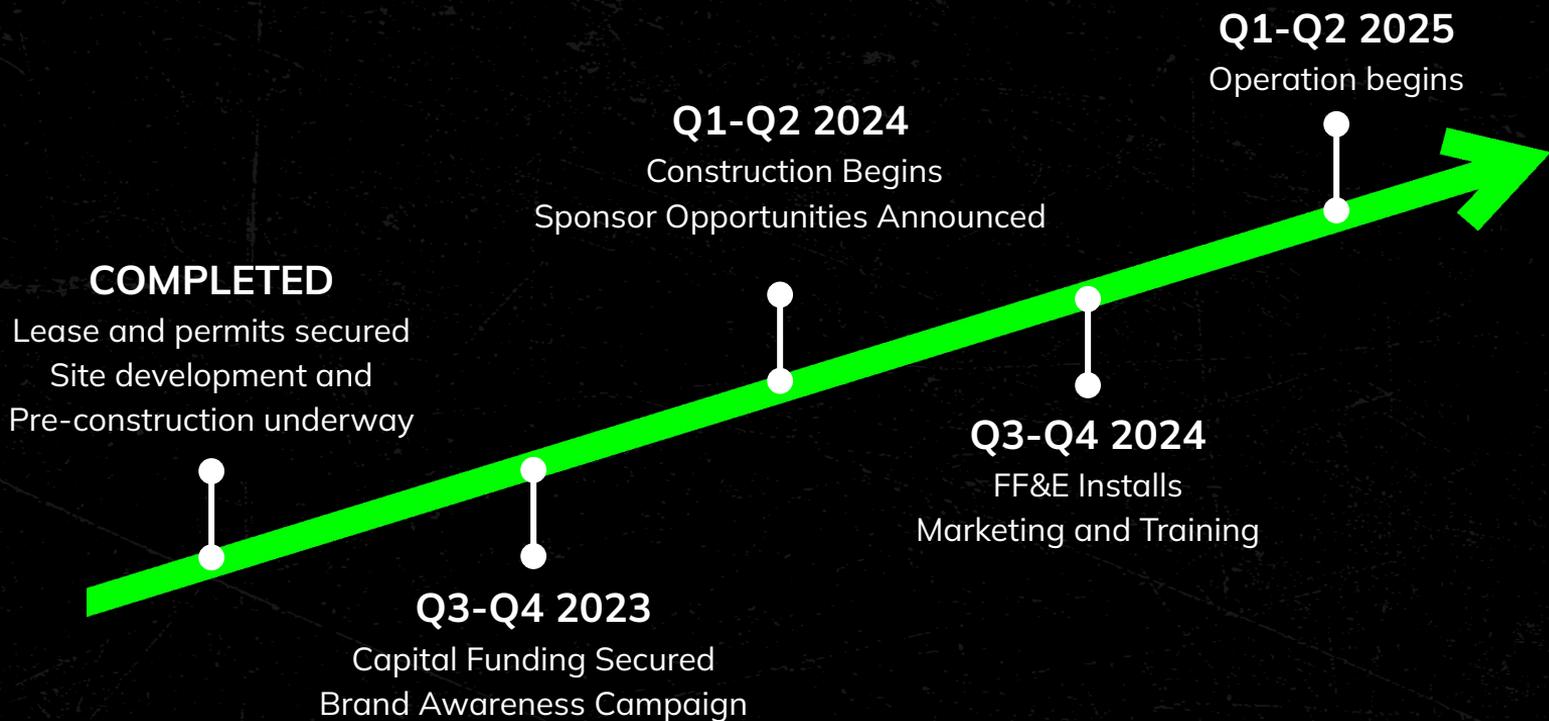
Over 30 years of experience in club and theater management, with an emphasis on brand building, culture, operational excellence, people management, and profitability. Involved in operating 100+ venues and opening more than 25 venues.

- Started at Hard Rock Cafe in New York City with Isaac Tigrett. Together, they created the House of Blues brand, opening 13 locations across the United States.
- Developed House of Blues Premium VIP membership club, “Foundation Room”, doubling revenue in same-venue sales from \$14M to \$28M in three years.
- Following Live Nation’s acquisition of House Of Blues, Michael was promoted to EVP of Live Nation Clubs and Theaters. In this role, he re-engineered the division and delivered more than \$250M in annual revenue, achieving EBITDA of \$35M and maintaining 10-year 19% CAGR.
- Co-founded the Music Forward Foundation which has invested more than \$42 million into local communities, impacting over one million young lives through art, music and career building in the entertainment industry.



*Painted on site by local
artist Ninja Picasso*

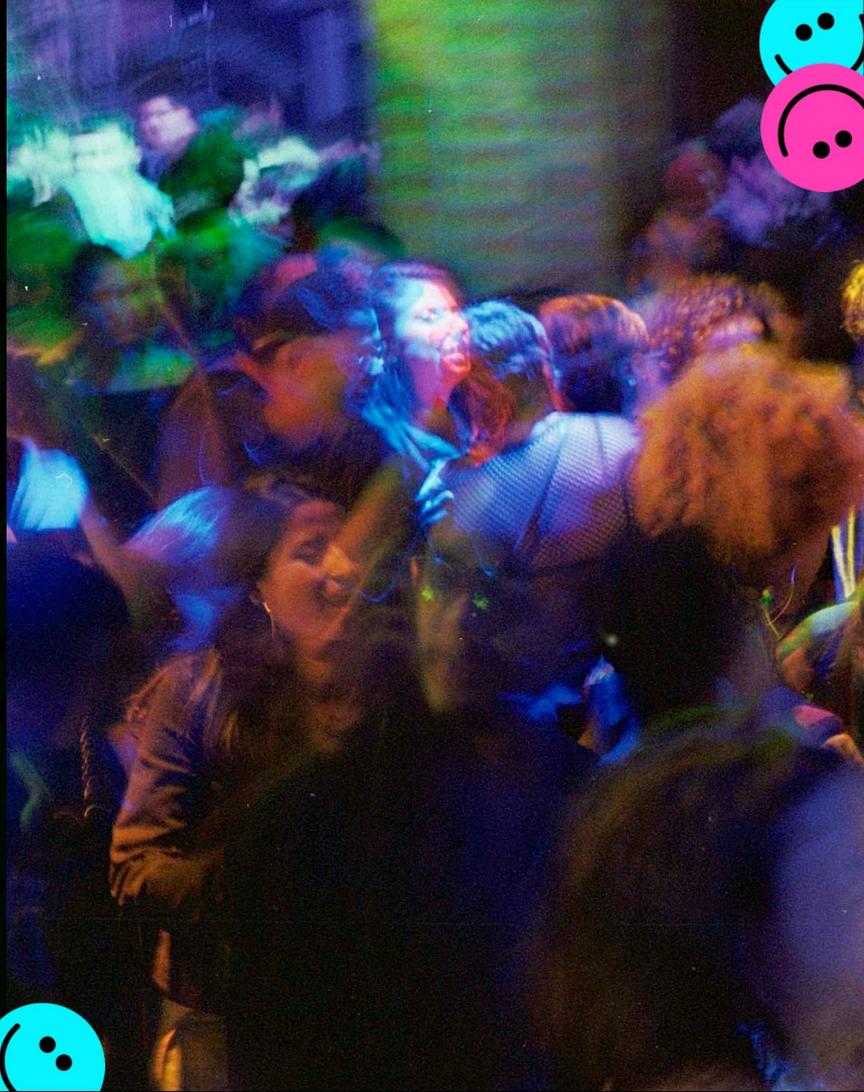


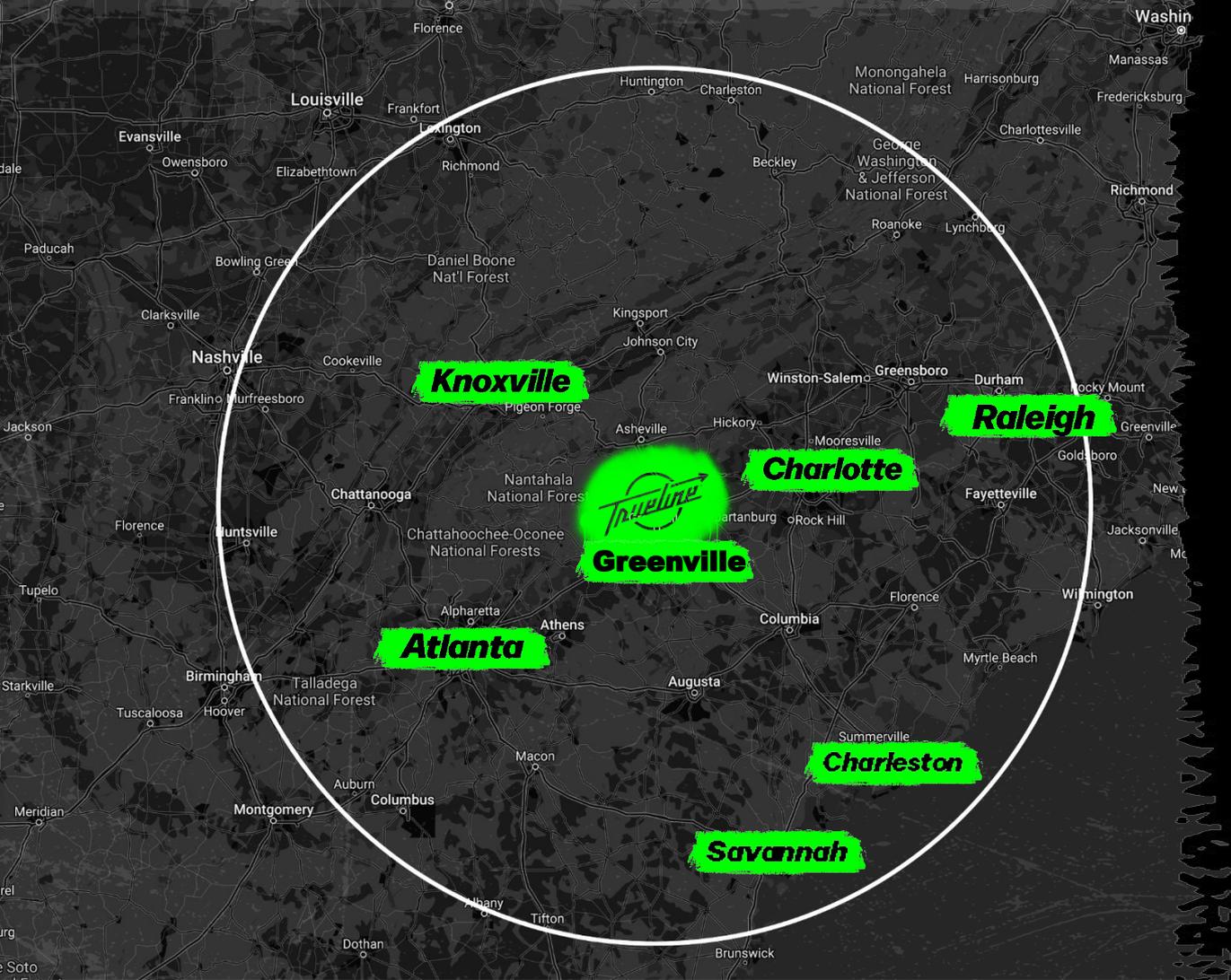


Trueline Greenville Projected **Timeline**

MULTIPLE REVENUE & PROFIT CENTERS

<u>Profit Center</u>	<u>Profit Driver</u>	<u>EBITDA Margin</u>
Programmable Nights	<ul style="list-style-type: none">o Live Events (National, Regional, Local Talent)o Private Eventso Branded Created Content	65-70%
Maximize Ticket Sales & Revenue	<ul style="list-style-type: none">o Dynamic & Flex Pricing Valueo Channel Partners	15-25%
Food & Beverage	<ul style="list-style-type: none">o In-House Concessionso Local Food Truckso Local Chef Highlights	60%
VIP Products	<ul style="list-style-type: none">o VIP Seatso Premium Parking Earlyo Entry Programso Private Lounge Access	85-90%
Sponsorships	<ul style="list-style-type: none">o Great Opportunities Inside Venue & Communityo High Frequency of Promotion Offers Dynamic Visibility	85%
Merchandise	<ul style="list-style-type: none">o Trueline Productso Artist Products	10-50%



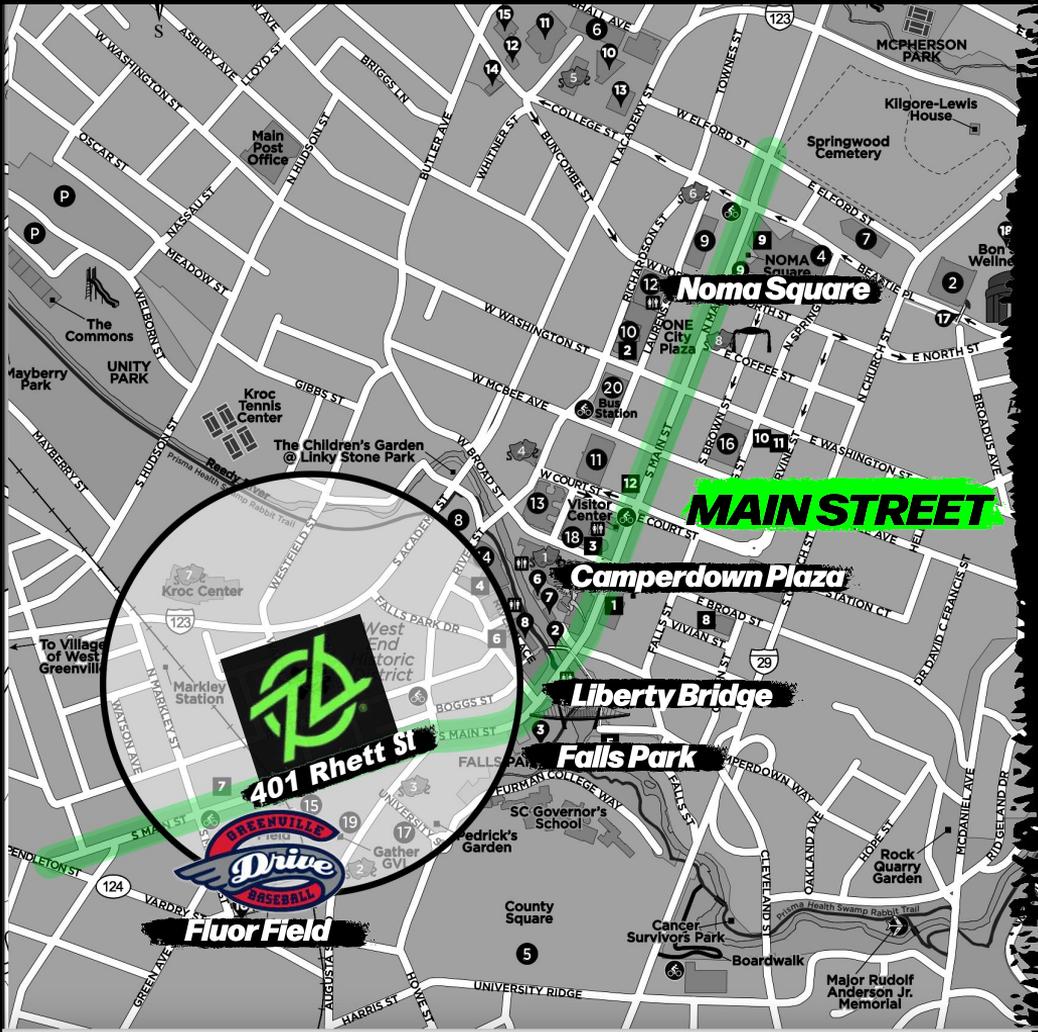


Population within 200 miles:
22,345,425

Greenville:
A routable city for tours.
A driveable city for fans.

Trueline fills a gap in the market for an intentionally designed live music venue, positioning Greenville to be a must-play city.





**TRUeline IS WITHIN
WALKING DISTANCE OF**

**20+ HOTELS
10K+ ROOMS**

**110
RESTAURANTS**

**8,000+
PUBLIC PARKING SPOTS**

Greenville is a strong base for special events, corporate entertainment, VIP membership, and sponsorships

Top 10 Fastest Growing U.S. Cities
– *CNN Money*

Top 10 Underrated Cities for Art Lovers
– *US News*

#3 Top New Foodie Cities in America
– *People*

52 Places to Go (IN THE WORLD)
– *New York Times*



LOCKHEED MARTIN



Greenville's top employers include globally recognized brands – many of which have their North American headquarters here.



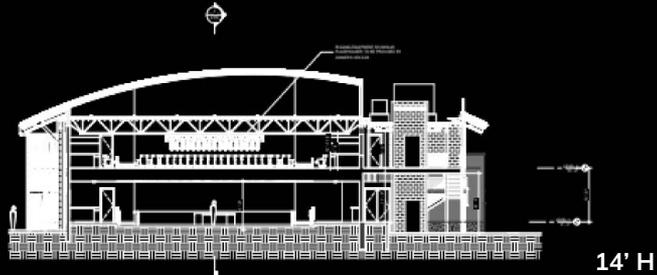
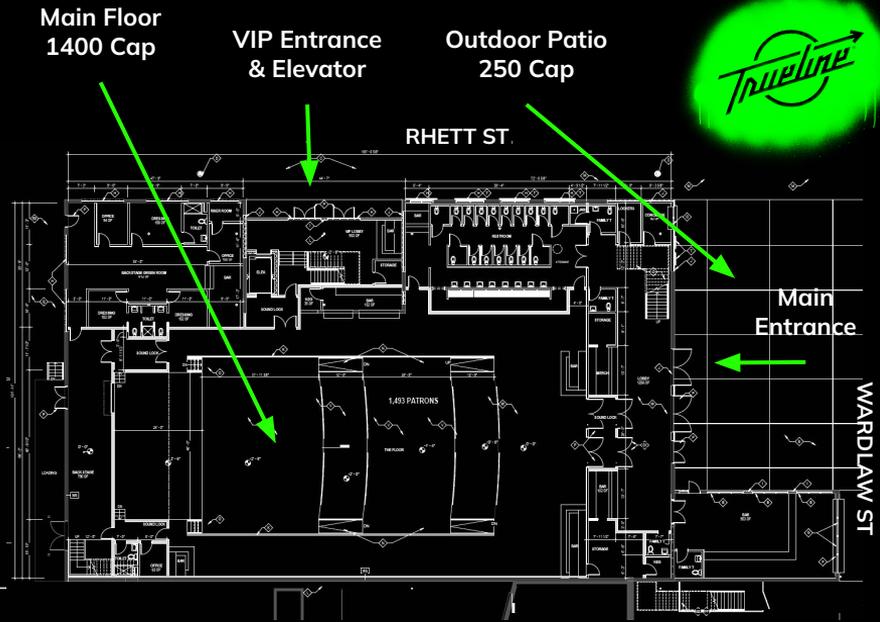
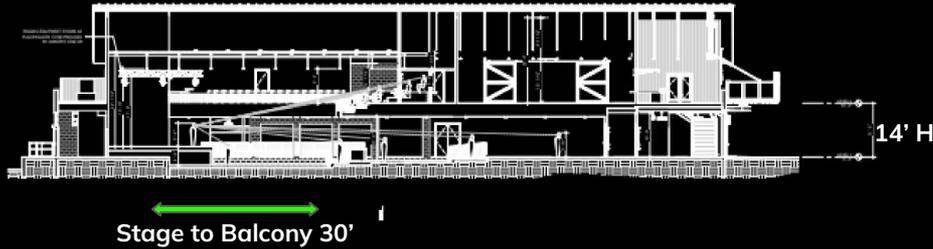
CLEMSON
UNIVERSITY



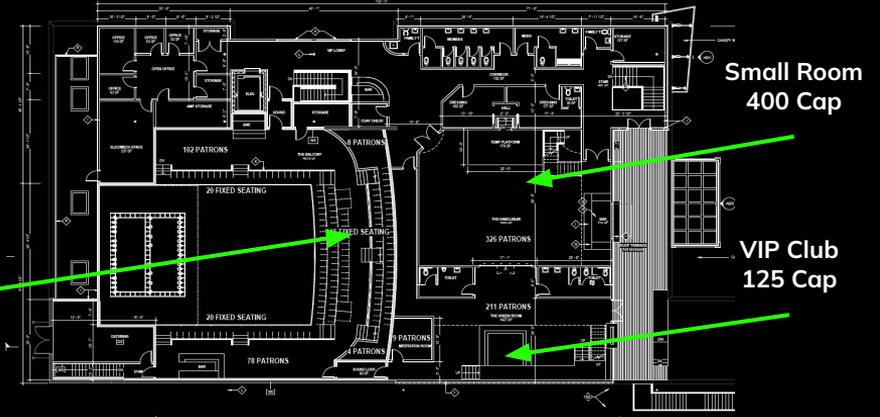
UNIVERSITY OF
SOUTH CAROLINA

11 colleges & universities are located within 35 miles of the city.

BLUEPRINTS



Balcony
300 Cap



ARTISTS PERFORMING AT VENUES OF SIMILAR SIZE

Country

Cole Swindell
Lainey Wilson
Orville Peck
Brett Young

Rock

Coheed & Cambria
Cake
Yellowcard
The Struts

Indie

Lake Street Dive
Noah Kahan
First Aid Kit
Boygenius

Urban/ R&B

H.E.R.
Lil Wayne
Ice Spice
Run the Jewels

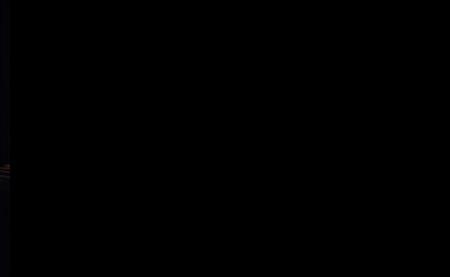
Top 40/ Pop

Charli XCX
Lil Nas X
Kesha
Bebe Rexha

Comedy Variety

Dita Von Teese
Ali Wong
Dr. Neil deGrasse Tyson
David Sedaris

Inspiration



Inspiration



10-YEAR PRO FORMA

Accounts	Yr 1	Yr 2	Yr 3	Yr 4	Yr 5	Yr 6	Yr 7	Yr 8	Yr 9	Yr 10
Music Hall (1,700 cap)	130	145	152	155	158	161	164	167	170	173
Small Room (400 cap)	180	200	200	200	200	200	200	200	200	200
Private Events / Rentals	42	52	62	64	66	68	70	72	74	76
Events	352	397	414	419	424	429	434	439	444	449
Paid Fans	184,440	217,485	226,126	230,385	234,682	238,979	243,276	247,573	251,869	256,166
Total Fans	230,550	260,982	271,351	276,462	281,618	286,775	291,931	297,087	302,243	307,400
Ticket Revenue	\$2,646k	\$3,457k	\$3,707k	\$3,845k	\$3,986k	\$4,127k	\$4,269k	\$4,410k	\$4,552k	\$4,693k
Food & Beverage	\$2,870k	\$3,276k	\$3,435k	\$3,529k	\$3,626k	\$3,722k	\$3,818k	\$3,914k	\$4,010k	\$4,106k
Ticketing Fees	\$763k	\$1,012k	\$1,086k	\$1,125k	\$1,165k	\$1,205k	\$1,245k	\$1,284k	\$1,324k	\$1,364k
Upsells / VIP	\$963k	\$1,095k	\$1,178k	\$1,245k	\$1,313k	\$1,382k	\$1,450k	\$1,519k	\$1,588k	\$1,656k
Private / Rentals	\$630k	\$1,122k	\$1,500k	\$1,672k	\$1,862k	\$2,052k	\$2,242k	\$2,433k	\$2,623k	\$2,813k
Sponsorship / Merch / Other	\$406k	\$621k	\$721k	\$785k	\$853k	\$921k	\$988k	\$1,056k	\$1,124k	\$1,191k
TOTAL REVENUE	\$8,278k	\$10,584k	\$11,627k	\$12,201k	\$12,805k	\$13,409k	\$14,013k	\$14,616k	\$15,220k	\$15,824k
Talent	\$1,693k	\$2,351k	\$2,521k	\$2,614k	\$2,711k	\$2,807k	\$2,903k	\$2,999k	\$3,095k	\$3,191k
F&B COGS	\$1,148k	\$1,311k	\$1,374k	\$1,412k	\$1,450k	\$1,489k	\$1,527k	\$1,566k	\$1,604k	\$1,643k
Event Labor	\$984k	\$1,149k	\$1,274k	\$1,329k	\$1,387k	\$1,444k	\$1,502k	\$1,560k	\$1,617k	\$1,675k
Marketing	\$461k	\$544k	\$565k	\$576k	\$587k	\$597k	\$608k	\$619k	\$630k	\$640k
Private / Rental Expenses	\$180k	\$291k	\$406k	\$430k	\$454k	\$478k	\$502k	\$526k	\$551k	\$575k
Other Variable Exp	\$720k	\$740k	\$746k	\$806k	\$868k	\$930k	\$992k	\$1,054k	\$1,117k	\$1,179k
TOTAL VARIABLE EXP	\$5,187k	\$6,386k	\$6,886k	\$7,167k	\$7,456k	\$7,745k	\$8,035k	\$8,324k	\$8,613k	\$8,902k
TOTAL CM	\$3,091k	\$4,198k	\$4,742k	\$5,034k	\$5,349k	\$5,663k	\$5,978k	\$6,293k	\$6,607k	\$6,922k
Salary & benefits	\$979k	\$1,014k	\$1,064k	\$1,110k	\$1,158k	\$1,204k	\$1,252k	\$1,302k	\$1,354k	\$1,409k
Rent	\$277k	\$281k	\$286k	\$291k	\$296k	\$302k	\$307k	\$312k	\$318k	\$323k
Occupancy (CAM, Utilities, R&M)	\$219k	\$227k	\$234k	\$242k	\$251k	\$259k	\$267k	\$276k	\$284k	\$292k
SG&A (Insurance, Software)	\$520k	\$595k	\$636k	\$661k	\$688k	\$714k	\$740k	\$766k	\$792k	\$818k
Total Fixed	\$1,995k	\$2,118k	\$2,221k	\$2,305k	\$2,393k	\$2,479k	\$2,566k	\$2,656k	\$2,748k	\$2,843k
EBITDA	\$1,096k	\$2,081k	\$2,520k	\$2,729k	\$2,956k	\$3,185k	\$3,412k	\$3,636k	\$3,859k	\$4,079k
Bank Debt*	\$0k	\$0k	\$0k	\$0k	\$0k	\$0k	\$0k	\$0k	\$0k	\$0k
Working Capital Reserve**	\$0k	(\$75k)								
Distributable Cash Flow	\$1,096k	\$2,006k	\$2,445k	\$2,654k	\$2,881k	\$3,110k	\$3,337k	\$3,561k	\$3,784k	\$4,004k

* Assumes the company is successful in securing \$3.5M debt with favorable payment terms

**Assumes there is sufficient working capital remaining from initial debt and investment. \$75k annual to cover any capex requirements.

INVESTMENT TIERS

3 TIERS OF OPPORTUNITY

\$10M in equity financing with a projected IRR of 21+%. Combined, the investors will own 30% of the equity in the company. Investors will receive pro-rata equity based on their total investment.

Rockstar Investor- Minimum investment of \$1M

- 15% “Main Event” preferred return, 7.5% “Pre-Show” preferred return*
- Pro-rata shares of equity in the company
- Opportunities for naming rights and sponsorship
- Club Premium Membership for 10 people in perpetuity
- Permanent and unique recognition in the venue (TBA)
- Entourage Privileges
- Ticket concierge services
- One seat on the Advisory Board of Directors

In the Band Investor - Minimum investment of \$250K

- 13.5% “Main Event” preferred return, 6.75% “Pre-Show” preferred return*
- Pro-rata shares of equity in the company
- Club Premium Membership for 6 people for 3 years
- Investments over \$500,000 will also include permanent recognition in the venue

Rising Star Investor - Minimum investment of \$25k

- 12% “Main Event” preferred return, 6% “Pre-Show” preferred return*
- Pro-rata shares of equity in the company
- Investments over \$50,000 will include Club Membership for 1 person for 1 year

* “Pre-Show” preferred return is accrued during the construction period, with the “Main Event” preferred return starting to accrue/be paid earlier of: the company opening or 18 months.

RISKS & DISCLOSURES



The material contained in this Investment Summary (this “Summary”) is being furnished on a highly confidential basis to select qualified investors for their consideration in connection with an investment in Trueline - Greenville L.L.C. (the “Company”) or, for investors through the crowdfunding raise, the Trueline-Greenville SPV, LLC (the “Crowdfunding SPV”). This Summary is for the confidential and exclusive use of the persons to whom it has been delivered by Trueline Greenville Manager, LLC (the “Manager”). It may not be reproduced, provided, or disclosed to others without the prior written authorization of the Manager and must be returned to the Manager upon request.

This Summary does not constitute an offer to sell or the solicitation of an offer to purchase an interest in the Company or the Crowdfunding SPV, as applicable, or any other securities. Any offer to sell or solicitation of an offer to purchase an interest in the Company, if made, shall only be made by delivery of the operating agreement and other governing documents of the Company.

This Summary is intended only as a summary of selected information about the Company for discussion purposes, is not to be used for any other purpose, and does not purport to be a complete description of the terms or risks of the investment in the Company. The views expressed herein are those of the Manager as of June 30th, 2023, and not any later date. An investor should conduct an independent investigation and assessment of an investment in the Company and make additional inquiries as it deems necessary or appropriate. They should not rely solely on the information contained in this Summary.

No representation of assurance is being made that the Company will be able to achieve its targeted returns, results, or asset allocation or that the Company will be able to implement its investment strategy or achieve its investment objectives.

Statements in this Summary that are not historical facts are based on the Manager's current expectations, estimates, projections, and opinions and include “forward-thinking” statements. Such statements involve assumptions and known and unknown risks and uncertainties, and such statements are not necessarily indicative of future performance or results of the Company. Actual events, performance, or results may differ materially from those reflected or contemplated in this Summary.

Additionally, this Summary contains statements about the past performance of investments by the principals of the Manager. Such past performance is not necessarily indicative of future performance or results of the Company either.

Certain economic, market, and other information contained herein has been obtained from published sources prepared by third parties. While such sources are believed to be reliable, the Manager does not assume any responsibility for the accuracy or completeness of such information.

RISKS & DISCLOSURES CONT.



Investment in the Company is subject to significant risks due to, among other things, the nature of the Company's investments. The Company's operating agreement and other governing documents will outline these risks in greater detail. There will be no public market for investments in the Company, and investments in the Company will be subject to limitations on transfer. Investors should regard their investments as illiquid and not invest in the Company unless they are prepared to lose all or a substantial portion of their investment. All prior investment results are approximated and have been internally prepared in good faith by affiliates of the Manager and are not audited. Past performance is no guarantee of future results.

This Summary does not constitute an offer to sell any security or the solicitation of an offer to purchase any security or other jurisdiction. Based on our prior relationship with you, the Summary is furnished to you and should not be forwarded or displayed to anyone else. While the information provided in this Summary is believed to be accurate and reliable, no representation or warranty, express or implied, is being made as to the accuracy or completeness of the information contained in this Summary, and nothing in this Summary is or shall be relied upon as a promise or representation or warranty whether as to the past or the future. The final terms of any investment will be disclosed in the applicable investment documents that will be provided to you, and you must not make any investment decision before receiving the required disclosure documents. You should investigate and analyze the financing transactions described in this Summary and the information contained in this Summary.

Transactions described in this Summary are speculative and involve a significant degree of risk. Prospective investors should have the financial ability, willingness to accept such risks, and lack of liquidity characteristic of the investment transactions described. You should not construe the contents of this Summary as legal, tax, investment, or other advice. You must inquire and consult your advisors regarding the appropriateness and desirability of provisioning the financing described in this Summary and as to legal, tax, and related matters concerning the extension of such financing.

Investors have a unique opportunity to shape the future of Greenville by participating in the development of a vibrant entertainment, arts and music scene. With our vision, we aim to create a bustling hub of cultural events, world-class performances, and a lively nightlife that will attract tourists and foster a sense of community pride and economic growth. Please join us on this exciting adventure.