

SECURITIES AND EXCHANGE COMMISSION

FORM 1-A POS

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This Post-Qualification Amendment No. 3 amends the Offering Statement of Here Collection LLC originally qualified on February 28, 2022, as previously amended and supplemented, to add, update and/or replace information contained in the Offering Statement.

AN OFFERING STATEMENT PURSUANT TO REGULATION A RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. INFORMATION CONTAINED IN THIS PRELIMINARY OFFERING CIRCULAR IS SUBJECT TO COMPLETION OR AMENDMENT. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS TO BUY BE ACCEPTED BEFORE THE OFFERING STATEMENT FILED WITH THE COMMISSION IS QUALIFIED. THIS PRELIMINARY OFFERING CIRCULAR SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR MAY THERE BE ANY SALES OF THESE SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL BEFORE REGISTRATION OR QUALIFICATION UNDER THE LAWS OF SUCH STATE. THE COMPANY MAY ELECT TO SATISFY ITS OBLIGATION TO DELIVER A FINAL OFFERING CIRCULAR BY SENDING YOU A NOTICE WITHIN TWO BUSINESS DAYS AFTER THE COMPLETION OF THE COMPANY'S SALE TO YOU THAT CONTAINS THE URL WHERE THE FINAL OFFERING CIRCULAR OR THE OFFERING STATEMENT IN WHICH SUCH FINAL OFFERING CIRCULAR WAS FILED MAY BE OBTAINED.

PRELIMINARY OFFERING CIRCULAR DATED MAY 11, 2022

here

HERE COLLECTION LLC
(A DELAWARE SERIES LIMITED LIABILITY COMPANY)
1111 Brickell Ave, 10th Floor
Miami, FL 33131

www.here.co

		Series Interests Overview			
		Price to Public	Underwriting Discounts and Commissions (1)	Proceeds to Issuer	Proceeds to Other Persons
Series #2 Interests*	Per Unit	\$ 1.00	\$ 0.01	\$ 0.99(2)	N/A
	Total Minimum	\$ 357,903.00	\$ 3,579.03	\$ 354,323.97	N/A
	Total Maximum	\$ 449,444.00	\$ 4,494.44	\$ 444,949.56	N/A
Series #3 Interests*	Per Unit	\$ 1.00	\$ 0.01	\$ 0.99(2)	N/A
	Total Minimum	\$ 312,525.00	\$ 3,125.25	\$ 309,399.75	N/A
	Total Maximum	\$ 393,939.00	\$ 3,939.39	\$ 389,999.61	N/A
Series #4 Interests*	Per Unit	\$ 1.00	\$ 0.01	\$ 0.99(2)	N/A
	Total Minimum	\$ 470,480.00	\$ 34,704.80	\$ 465,775.20	N/A
	Total Maximum	\$ 568,723.00	\$ 5,687.23	\$ 563,035.77	N/A

Series #5 Interests*	Per Unit	\$ 1.00	\$ 0.01	\$ 0.99(2)	N/A
	Total Minimum	\$ 430,000.00	\$ 4,300.00	\$ 425,700.00	N/A
	Total Maximum	\$ 545,833.00	\$ 5,458.33	\$ 540,374.67	N/A

* An asterisk (*) denote series submitted for qualification by the Commission in this Post-Qualification Amendment No. 1 to the offering statement of which this offering circular forms a part.

(1) The company has engaged Dalmore Group, LLC, member FINRA/SIPC (“Dalmore”), to perform administrative and compliance related functions in connection with this offering, but not for underwriting or placement agent services. This includes the 1% commission but it does not include the one-time expense allowance of \$5,000, or consulting fees of \$20,000 payable by the company to Dalmore. See “Plan of Distribution” for details. The company intends to distribute all offerings of Series Interests in any Series of the company principally through Here Collection LLC as described in greater detail under “Plan of Distribution.”

(2) The company anticipates incurring approximately \$126,480 of offering expenses (not including commissions or state filing fees), which it expects to allocate among all Series, including those created in the future, with commissions allocated directly to the Series Interests being sold in the offering

The minimum subscription per investor is 100 Series Interests (\$100).

This offering will terminate at the earlier of (i) the date at which the maximum offering amount of all Series Interests has been sold, (ii) the date at which the offering is earlier terminated by the company, in our Managing Member’s sole discretion or (iii) the date that is three years from this offering being qualified by the United States Securities and Exchange Commission (the “Commission” or “SEC”). At least every 12 months after this offering has been qualified by the SEC the company will file a post-qualification amendment to include the company’s recent financial statements. In addition, the company intends to periodically file a post-qualification amendment to include additional Series Interests to this offering. The company has engaged Atlantic Capital Bank, N.A. as an escrow agent (the “Escrow Agent”) to hold funds tendered by investors. The company may undertake one or more closings for each Series on a rolling basis after the minimum offering amount for that Series, if any, is reached and, after each closing, funds tendered by investors will be available to such Series.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OR GIVE ITS APPROVAL OF ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SOLICITATION MATERIALS. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED ARE EXEMPT FROM REGISTRATION.

GENERALLY NO SALE MAY BE MADE TO YOU IN THIS OFFERING IF THE AGGREGATE PURCHASE PRICE YOU PAY IS MORE THAN 10% OF THE GREATER OF YOUR ANNUAL INCOME OR NET WORTH. DIFFERENT RULES APPLY TO ACCREDITED INVESTORS AND NON-NATURAL PERSONS. BEFORE MAKING ANY REPRESENTATION THAT YOUR INVESTMENT DOES NOT EXCEED APPLICABLE THRESHOLDS, THE COMPANY ENCOURAGES YOU TO REVIEW RULE 251(d)(2)(i)(C) OF REGULATION A. FOR GENERAL INFORMATION ON INVESTING, THE COMPANY ENCOURAGES YOU TO REFER TO www.investor.gov.

This offering is inherently risky. See “Risk Factors” on page 8.

The company is following the “Offering Circular” format of disclosure under Regulation A.

In the event that the company becomes a reporting company under the Securities Exchange Act of 1934, the company intends to take advantage of the provisions that relate to “Emerging Growth Companies” under the JOBS Act of 2012. See “Summary — Implications of Being an Emerging Growth Company.”

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In this Offering Circular, the terms "Here Collection LLC" "Here Collection," "we," "us," "our," the "company" and similar terms refer to Here Collection LLC (formerly Here 001 LLC), a Delaware Series Limited Liability Company; "Here" refers to the company's parent Here Investments Inc., together with its consolidated subsidiaries unless the context indicates otherwise; "Here PM" refers to Here PM LLC, a subsidiary of Here and the Property Manager for the properties held or to be held by the Series; and "Here Acquisition" refers to Here Acquisition LLC, a subsidiary of Here and the potential seller of property to be held by a Series to the extent set forth in this Offering Circular.

THIS OFFERING CIRCULAR MAY CONTAIN FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO, AMONG OTHER THINGS, THE COMPANY, ITS BUSINESS PLAN AND STRATEGY, AND ITS INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON THE BELIEFS OF, ASSUMPTIONS MADE BY, AND INFORMATION CURRENTLY AVAILABLE TO THE COMPANY'S MANAGEMENT. WHEN USED IN THE OFFERING MATERIALS, THE WORDS "ESTIMATE," "PROJECT," "BELIEVE," "ANTICIPATE," "INTEND," "EXPECT" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH CONSTITUTE FORWARD-LOOKING STATEMENTS. THESE STATEMENTS REFLECT MANAGEMENT'S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE THE COMPANY'S ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE ON WHICH THEY ARE MADE. THE COMPANY DOES NOT UNDERTAKE ANY OBLIGATION TO REVISE OR UPDATE THESE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER SUCH DATE OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS.

Implications of Being an Emerging Growth Company

The company is not subject to the ongoing reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") because the company is not registering its securities under the Exchange Act. Rather, the company will be subject to the more limited reporting requirements under Regulation A, including the obligation to electronically file:

- annual reports (including disclosure relating to our business operations for the preceding two fiscal years, or, if in existence for less than two years, since inception, related party transactions, beneficial ownership of the issuer's securities, executive officers and directors and certain executive compensation information, management's discussion and analysis ("MD&A") of the issuer's liquidity, capital resources, and results of operations, and two years of audited financial statements),

- semiannual reports (including disclosure primarily relating to the issuer’s interim financial statements and MD&A) and
- current reports for certain material events.

In addition, at any time after completing reporting for the fiscal year in which the company’s offering statement was qualified, if the securities of each class to which this offering statement relates are held of record by fewer than 300 persons and offers or sales are not ongoing, the company may immediately suspend its ongoing reporting obligations under Regulation A.

If and when the company becomes subject to the ongoing reporting requirements of the Exchange Act, as an issuer with less than \$1.07 billion in total annual gross revenues during its last fiscal year, it will qualify as an “emerging growth company” under the Jumpstart Our Business Startups Act of 2012 (the “JOBS Act”) and this status will be significant. An emerging growth company may take advantage of certain reduced reporting requirements and is relieved of certain other significant requirements that are otherwise generally applicable to public companies. In particular, as an emerging growth company, the company:

- will not be required to obtain an auditor attestation on its internal controls over financial reporting pursuant to the Sarbanes-Oxley Act of 2002;
- will not be required to provide a detailed narrative disclosure discussing its compensation principles, objectives and elements and analyzing how those elements fit with its principles and objectives (commonly referred to as “compensation discussion and analysis”);
- will not be required to obtain a non-binding advisory vote from its unit holders on executive compensation or golden parachute arrangements (commonly referred to as the “say-on-pay,” “say-on-frequency” and “say-on-golden-parachute” votes);
- will be exempt from certain executive compensation disclosure provisions requiring a pay-for-performance graph and CEO pay ratio disclosure;
- may present only two years of audited financial statements and only two years of related Management’s Discussion and Analysis of Financial Condition and Results of Operations, or MD&A; and
- will be eligible to claim longer phase-in periods for the adoption of new or revised financial accounting standards.

The company intends to take advantage of all of these reduced reporting requirements and exemptions, including the longer phase-in periods for the adoption of new or revised financial accounting standards under Section 107 of the JOBS Act. The company’s election to use the phase-in periods may make it difficult to compare its financial statements to those of non-emerging growth companies and other emerging growth companies that have opted out of the phase-in periods under Section 107 of the JOBS Act.

Under the JOBS Act, the company may take advantage of the above-described reduced reporting requirements and exemptions for up to five years after its initial sale of common equity pursuant to a registration statement declared effective under the Securities Act of 1933, as amended, or such earlier time that the company no longer meets the definition of an emerging growth company. Note that this offering, while a public offering, is not a sale of common equity pursuant to a registration statement, since the offering is conducted pursuant to an exemption from the registration requirements. In this regard, the JOBS Act provides that the company would cease to be an “emerging growth company” if it has more than \$1.07 billion in annual revenues, have more than \$700 million in market value of its common stock held by non-affiliates, or issue more than \$1 billion in principal amount of non-convertible debt over a three-year period.

Certain of these reduced reporting requirements and exemptions are also available to us due to the fact that the company may also qualify, once listed, as a “smaller reporting company” under the Commission’s rules. For instance, smaller reporting companies are not required to obtain an auditor attestation on their assessment of internal control over financial reporting; are not required to provide a compensation discussion and analysis; are not required to provide a pay-for-performance graph or CEO pay ratio disclosure; and may present only two years of audited financial statements and related MD&A disclosure.

The table below shows key information related to the offering of each Series, as of the date of this Offering Circular. Please also refer to “The Company’s Business – Property Overview” and “Use of Proceeds” for further details.

Series Name	Underlying Asset(s)	Offering Price per Series Interest	Maximum Offering Size	Minimum / Maximum / Subscribed Series Interests(1)	Initial Qualification Date(2)	Open Date(3)	Closing Date	Status
Series #1	Residential property located at 1989 Loraine Rd., Largo, FL 33774	\$ 1.00	\$ 389,340	350,410 / 389,340 / 389,340	February 28, 2022	March 1, 2022	April 5, 2022	Closed
Series #2	Residential property located at 335 Maple Ridge Dr., Big Bear City, CA 92314	\$ 1.00	\$ 449,444	357,903 / 449,444 / 0				Pending
Series #3	Residential property located at 1182 Ski Mountain Rd., Gatlinburg, TN 37738	\$ 1.00	\$ 393,939	312,525 / 393,939 / 0				Pending
Series #4	Residential property located at 4726 Avenida La Flora Desierta, Joshua Tree, CA 92252	\$ 1.00	\$ 568,723	470,480 / 568,723 / 0				Pending
Series #5	Residential property located at 12610 Erin Lea Ln, Panama City Beach, FL 32407	\$ 1.00	\$ 545,833	430,000 / 545,833 / 0				Pending

- (1) For open offerings, each row states, with respect to the given offering, the minimum and maximum number of Series Interests offered and the number of subscriptions for Series Interests received as of the date of this offering circular, but the closing of such offering has not yet taken place. For any closed offerings, each row would state the actual number of Series Interests sold. The aggregate maximum offering amount for all Series combined is \$2,347,279.
- (2) For each offering, each row states, with respect to the given offering, the date on which the offering was initially qualified by the Commission.
- (3) For each offering, each row states, with respect to the given offering, the date on which offers and sales for such offering commenced.

SUMMARY

This summary highlights information contained elsewhere and does not contain all of the information that you should consider in making your investment decision. Before investing in the company’s Series Interests, you should carefully read this entire Offering Circular, including the company’s financial statements and related notes. You should also consider, among other information, the matters described under “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The Company

Here Collection LLC, a Delaware series limited liability company formed on June 15, 2021, is a wholly owned subsidiary of Here, a Delaware corporation. Here Collection is an investment vehicle which intends to enable investors to own fractional ownership of a specific vacation rental property. This lowers the cost-of-entry and minimizes the time commitment for real estate investing. An investment in the company entitles the investor to the potential economic and tax benefits normally associated with direct property ownership, while requiring no investor involvement in asset or property management.

The company intends to establish separate Series for the holding of vacation rental properties to be acquired by the company. Notably, the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular Series of the company will be enforceable against the assets of the applicable Series only, and not against the assets of the company. In addition, Here Collection will manage all Underlying Assets related to the various Series including the sales of property, property vacation bookings, maintenance and insurance.

It is not anticipated that any Series would own any assets other than its respective real estate property and associated assets, the reason for which the applicable Series was created (“The Underlying Asset(s)”), plus cash reserves for maintenance, storage, insurance and other expenses pertaining to such Underlying Assets and amounts earned by each Series from the monetization of the Underlying Asset. It is intended that owners of a Series Interest in a Series will only have assets, liabilities, profits and losses pertaining to the specific Underlying Assets owned by that Series, which would include the allocated portion of shared fees, costs and expenses which our managing Member has allocated to such Series as discussed under “The Company’s Business – Allocations of Expenses.”

For example, an investor who acquires Series Interests in Series #1 will only have assets, liabilities, profits and losses pertaining to the property located at 1989 Loraine Rd., Largo, FL 33774. Similarly, an investor who acquires Series Interests in Series #2 will only have assets, liabilities, profits and losses pertaining to the property located at 335 Maple Ridge Dr, Big Bear City, CA 92314.

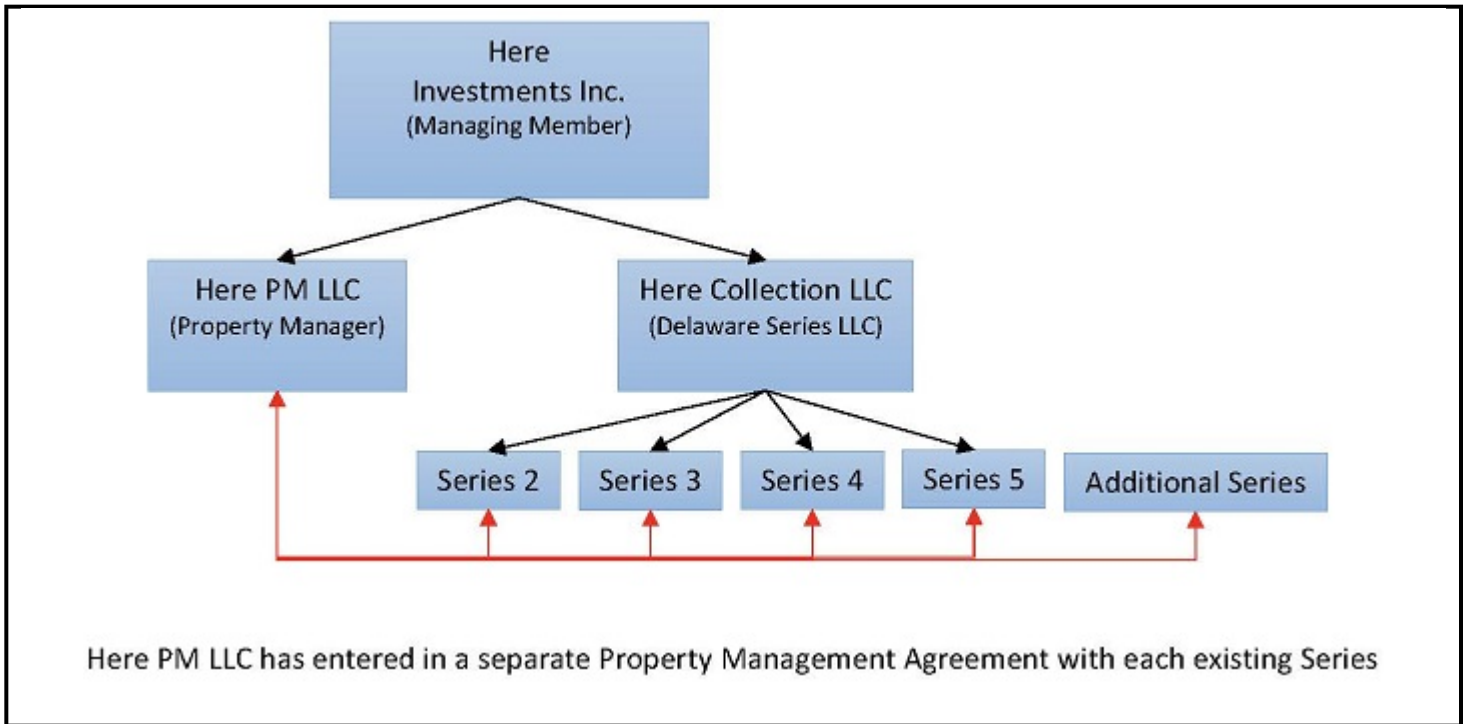
Here PM, a subsidiary of Here, will serve as the property manager responsible for managing each Series’ Underlying Assets (the “Property Manager”) as described in the Property Management Agreements between Here PM and the respective Series.

Here will serve as the managing member (the “Managing Member”) responsible for the day-to-day management of the company and each Series. Each Series may purchase the property from a third party or from Here or its subsidiary, such as is the case with Series #1.

Our Series LLC Structure

Each property that we acquire will be owned by a separate series of our company that we will establish to acquire that property. As a Delaware series limited liability company, the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series are segregated and enforceable only against the assets of such series, as provided under Delaware law. This would include contractual obligations under the Property Management Agreement that each Series will enter into with respect to the management of the specific property. This would also include the portion of any shared fees, costs or expenses that have been allocated to the Series, as discussed above and under “The Company’s Business – Allocations of Expenses.”

For ease of understanding the company’s business structure, we have included the organizational chart below:



We source properties from public listings of properties for sale in geographic areas that we determine have desirable characteristics for short-term rentals, considering factors such as the general type and configuration of existing vacation rentals, the demand for vacation rentals, median occupancy rates and growth trends in the number of active rentals.

Once Here identifies a property and agrees a price with the sellers, it or one of its controlled affiliates will enter into a purchase agreement for the property. Generally, Here expects to assign the contract to the relevant Series for the purchase of a specific residential property directly by the Series. However, there may be circumstances or timing considerations that result in Here or one of its wholly owned subsidiaries acquiring the property directly for further sale to the Series once sufficient funding has been obtained.

In cases where the Series purchases the property directly from a third party Seller, it would use the proceeds of the offering for that Series to purchase the property and may finance a portion of the purchase price with mortgage or other third party financing. If the purchase agreement for the property does not include a financing condition or the financing contingency has expired and the closing for the property occurs prior to sufficient minimum proceeds being received, Here or an affiliate may provide a loan to the Series, upon the terms described under “The Company’s Business – Intended Business Process” below, to finance all or part of the purchase price of the property that would be repaid with the proceeds of the offering. The remaining proceeds of the offering for a Series would be used by the Series first to fund any anticipated renovation costs and furnishing expenses for the property to prepare it for rent, then to pay the sourcing fee to our Managing Member and the remainder held by the Series as operating reserves, depending on the amount raised in the offering for that Series.

If the Here or one of its affiliates purchases the property directly, then, after the relevant Series has obtained sufficient financing, that Series would purchase the property for an amount equal to the original purchase price (including closing costs) plus holding costs, renovation costs and furnishing expenses actually incurred by Here prior to the sale to the Series. Any remaining proceeds from offering of such Series would be first allocated to pay the sourcing fee and the remainder held by the Series as operating reserves.

Distributions

We intend to make quarterly distributions to the extent that the Series generates sufficient cash to do so. Any Free Cash Flows of a Series, after deducting the following:

- Repayment of any amounts owed to Here PM, as Property Manager, for reimbursement of operating expenses paid by the Property Manager on behalf of the Series, including any accrued interest thereon and
- the creation of such reserves as the Managing Member deems necessary, in its sole discretion, to meet future operating expenses,

will be applied and distributed 100% to the members of such Series on a pro rata basis (which, for the avoidance of doubt, may include the Managing Member or its affiliates that hold Series Interests).

“Free Cash Flows” means any available cash for distribution generated from the net income received by a Series, as determined by the Managing Member to be in the nature of income as defined by U.S. GAAP, plus (i) any change in the net working capital (as shown on the balance sheet of such Series) (ii) any amortization of the relevant Underlying Asset (as shown on the income statement of such Series) and (iii) any depreciation of the relevant Underlying Asset (as shown on the income statement of such Series) and (iv) any other non-cash Operating Expenses less (a) any capital expenditure related to the Underlying Asset (as shown on the cash flow statement of such Series) (b) any other liabilities or obligations of the Series, including interest payments on debt obligations and tax liabilities, in each case to the extent not already paid or provided for and (c) upon the termination and winding up of a Series or the Company, all costs and expenses incidental to such termination and winding as allocated to the relevant Series in accordance with the terms of the Operating Agreement. For avoidance of doubt, net income received by a Series shall reflect the deduction of applicable Property Management Fees and Asset Management Fees as expenses of the Series, which we and Here determined internally without any independent assessment of comparable market fees, and as a result, they may be higher than those available from unaffiliated third parties.

Set forth below is a hypothetical example of a quarterly calculation of distributions for a hypothetical Series. Because Here acquired the Largo Property in July 2021 and, therefore, has historical financial information for this property for the fourth quarter of 2021, we have chosen to use these historical results of the Largo Property as a starting point for preparing the below hypothetical example, with a number of assumptions and adjustments as set forth in the footnotes. These assumptions and adjustments, which management believes are reasonable, are intended to reflect a normalized operating quarter for the Largo Property, assuming it had been owned by Series #1 during the entire quarter. We also assume, as we expect to be the case with our various Series, that any property would only be acquired once the offering of Series Interests for that property has concluded, raising at least the minimum amount of the offering for such Series, and that no new Series Interests were issued during the period.

Please note that the below example is purely hypothetical and should not be relied on as an indicator of actual results of any specific Series or level of distributions that may be generated in a quarter for any specific Series.

Rental Income (1)	\$ 14,801
Total Revenue	14,801
Operating Expenses (1)	
Asset management fee (2)	798
Property management fee (2)	3,700
Depreciation	2,783
Repair and maintenance (2)	4,722
Utilities	1,037
Total operating expenses	13,031
Income from operations	1,770
Net Income	\$ 1,770

Plus (1):	
(a) Change in net working capital	-
(b) Amortization	-
(c) Depreciation	2,783
(d) Other non-cash operating expenses	-
<hr/>	
Less:	
(a) Capital expenditure (1)	-
(b) Other liabilities or obligations to the extent not already paid or provided for (3):	1,237
Total adjustment to net income	\$ 1,546
<hr/>	
Free Cash Flows	\$ 3,315
<hr/>	
Less:	
(a) Reimbursement of operating expenses paid by the Property Manager (1)	-
(b) Reserves (4)	973
<hr/>	
Cash available for distribution	2,527
<hr/>	
(1)	<p>Reflects the actual amounts generated or incurred by the Largo Property during the fourth quarter of 2021, other than those items discussed in footnotes 2, 3 and 4 below. The Largo Property was only listed for rent by Here in mid-August 2021 and revenues reflect actual rental income received from September through December of 2021. We believe that it typically takes some time for a new vacation listing to obtain a sufficient number of reviews and visibility on the listing platform to reach a normalized baseline of rental activity, which would not be reflected in the above revenue. In addition, we caution that these operating results may be highly seasonal and fluctuate significantly from quarter to quarter.</p> <p>The asset management fee and property management fee were each calculated as if a Series had owned the Largo Property from September 1, 2021 through December 31, 2021. See “– Compensation Paid to our Managing Member and its Affiliates” for a discussion of these fees generally. For the asset management fee, going forward we intend to obtain an independent third-party valuation of the assets of each Series to determine “Asset Value.” In light of the recent purchase of the Largo Property by Series #1, we assumed that “Asset Value,” is equivalent to the amount actually paid by Series #1 to acquire the property from Here, or \$328,665. The property management fee set forth above was calculated as 25% of the total revenue generated by the property.</p>
(2)	<p>Property management fees vary from Series to Series because we and Here generally seek to set these fees to be comparable to prevailing market rates in the relevant geographic area. Repair and maintenance expenses reflect expenses actually incurred by the Largo property after it was placed in service. It does not include any expenses related to furnishing or otherwise preparing the property for rent.</p>
(3)	<p>Represents ¼ of the estimated annual costs of insurance premiums and property taxes. Annual insurance premiums reflect the annual cost of insurance based on the insurance invoice for the Largo Property. Annual property tax was estimated based on the current applicable property tax rate for the Largo Property applied to the amount actually paid by Series #1 to acquire the property from Here, or \$328,665.</p>
(4)	<p>Represents an estimate of reserves for potential future repairs costs, determined by Here, as Managing Member.</p>

Compensation Paid to our Managing Member and its Affiliates

Each Series will pay the following fees:

Sourcing Fee: If a Series raises the maximum offering amount for that Series, a portion of the proceeds would be paid to our Managing Member as a sourcing fee, which is set forth in the Certificate of Designation for the relevant Series and discussed under “Use of Proceeds” below. The sourcing fee represents a fee payable in connection with the search and negotiation of the property purchase and coordination of the work needed to prepare the property for rental. Our Managing Member determines this fee and sets

the amount to equal 10% of the contractual purchase price of the relevant property acquired by the Series plus 10% of the anticipated costs of repairs and furnishings (but not capital expenditures) required to prepare the property for listing and rent. To the extent that a Series raises less than the maximum offering amount resulting in insufficient funds to pay the sourcing fee, the company may choose to expense the balance of the sourcing fee, which would be deducted from revenues generated by the relevant property, or Here may increase its investment in the relevant Series Interests to cover the balance of the sourcing fee.

Asset Management Fees: On a quarterly basis beginning on the first quarter end date following the initial closing date of the issuance of Series Interests, the Series shall pay the Managing Member an asset management fee, payable quarterly in arrears, equal to 0.25% (1% annualized) of Asset Value as of the last day of the immediately preceding quarter. “Asset Value” at any date means the fair market value of assets in a Series representing the purchase price that a willing buyer having all relevant knowledge would pay a willing seller for such assets in an arm’s length transaction, determined by the Managing Member in its sole discretion. We intend to obtain a third party valuation of the assets of each Series to determine “Asset Value.”

Property Management Fees: Each Series will pay, monthly, a property management fee to the Property Manager, a controlled affiliate of our Managing Member, equal to 25% (or as otherwise specified in the relevant Property Management Agreement; see “The Company’s Business – Property Management Agreements with Here PM) of the Gross Receipts received by the Series during the immediately preceding month. “Gross Receipts” means (i) receipts from the short-term or long-term rental of the Underlying Assets; (ii) receipts from rental escalations, late charges and/or cancellation fees (iii) receipts from tenants for reimbursable operating expenses; (iv) receipts from concessions granted or goods or services provided in connection with the Underlying Assets or to the tenants or prospective tenants; (v) other miscellaneous operating receipts; and (vi) proceeds from rent or business interruption insurance, excluding (A) tenants’ security or damage deposits until the same are forfeited by the person making such deposits; (B) property damage insurance proceeds; and (C) any award or payment made by any governmental authority in connection with the exercise of any right of eminent domain.

We and Here determined these fees internally without any independent assessment of comparable market fees. As a result, they may be higher than those available from unaffiliated third parties.

Other Costs and Expenses

Each Series will bear all expenses of the applicable Underlying Asset, including fees, costs and expenses attributable to more than one Series and allocated among the relevant Series as discussed above. Currently, fees that we have identified to be allocated among the Series, once all Series have been established and funded, are the following estimated offering expenses:

- Dalmore Fees: \$20,000 consulting fees plus a \$5,000 one-time advance expense allowance to cover reasonable out-of-pocket accountable expenses actually anticipated to be incurred by Dalmore in connection with this offering.
- Audit Fees: \$6,480
- Legal Fees: \$70,000
- Escrow Agent Fees (estimated): \$25,000
- State filing fees (estimated): \$13,000

Any fees, costs or expenses that are allocated among multiple Series will be equal, in the aggregate, to the amount actually incurred, without any mark-up. Once allocated, the portion of those fees, costs and expenses will become expenses and liabilities of the relevant Series and we would generally expect them to be paid out of the cash reserves or revenues of that Series in the ordinary course. If a Series does not have sufficient cash reserves and revenues to meet its operating expenses, the Managing Member may loan funds to a Series to pay such expenses and charge a reasonable rate of interest. Under the Property Management Agreement of each Series, to the extent that the Property Manager of such Series incurs expenses on behalf of that Series, the Series will reimburse the Property Manager for any such expenses together with a reasonable rate of interest.

The Current Offering

Securities Being Offered:

We are offering the minimum and maximum number of Series Interests of each Series at a price per Series Interest set forth in the “Series Offering Table” section above. Our Managing Member will own a minimum of 1% and may own a maximum of 51% of the Series Interests of each Series at closing, although such minimum and maximum thresholds may be waived or modified by our Managing Member in its sole discretion. Our Managing Member may sell these Series Interests at any time after the applicable closing.

Each Series of Series Interests is intended to be a separate Series of our company for purposes of assets and liabilities. See “Securities Being Offered” for further details. The Series Interests will be non-voting except with respect to certain matters set forth in our Amended and Restated Series Limited Liability Company Agreement of Here Collection dated January 28, 2022, as amended from time to time (the “Operating Agreement”) including the Series Designations applicable to the Series. The purchase of Series Interests in a Series is an investment only in that Series of our company and not an investment in our company as a whole.

Minimum and maximum subscription:

The minimum subscription by an investor is 100 Series Interests and the maximum subscription by any investor is for Series Interests representing 19.9% of the total Series Interests of a particular Series, although such minimum and maximum thresholds may be waived or modified by our Managing Member in its sole discretion. See “Plan of Distribution” for additional information.

Use of Proceeds:

Net proceeds from the sale of Series Interests will be used to purchase the relevant Underlying Assets set forth in the “Series Offering Table” above, pay a sourcing fee to Here, and to create a maintenance reserve for the applicable Underlying Assets. Our Managing Member initially bears all offering expenses, other than brokerage commissions, on behalf of each Series and such expenses will be allocated among and reimbursed by all Series established by Here Collection. See “Use of Proceeds” for further details.

Selected Risks

The company’s business is subject to a number of risks and uncertainties, including those highlighted in the section titled “Risk Factors” immediately following this summary. These risks include, but are not limited to, the following:

- An investment in an offering constitutes only an investment in that Series and not in the company or any Underlying Asset.
- If the company’s series limited liability company structure is not respected, then investors may have to share any liabilities of the company with all investors and not just those who hold the same Series Interests as them.
- We and Here determined the amount of fees paid to Here and its affiliates internally without any independent assessment of comparable market fees.
- Each Series will rely on its Property Manager, Here PM, to manage each property.
- If we fail to manage our growth, we may not have access sufficient personnel and other resources to operate our business and our results, financial condition and ability to make distributions to investors may suffer.
- If Here fails to attract and retain its key personnel, the company may not be able to achieve its anticipated level of growth and its business could suffer.
- There is competition for time among the various entities sharing the same management team.
- The company has limited operating history for investors to evaluate.

- Possible changes in federal tax laws make it impossible to give certainty to the tax treatment of any Series Interests.
- The company's Managing Member can determine in its sole discretion whether to suspend the redemption provision of the company's Operating Agreement.
- The company's consolidated financial statements include a going concern opinion.

- If the company does not successfully dispose of real estate assets, you may have to hold your investment for an indefinite period.
- Competition with other parties for real estate investments may reduce the company's profitability.
- The company may not raise sufficient funds to achieve its business objectives.
- The company's management has full discretion as to the use of proceeds from the offering.
- There is currently no trading market for the company's securities.
- The purchase prices for the Series Interests have been arbitrarily determined.
- The company's real estate and real estate-related assets will be subject to the risks typically associated with real estate.

We face possible risks associated with natural disasters and the physical effects of climate change, which may include more
- frequent or severe storms, hurricanes, flooding, rising sea levels, shortages of water, droughts and wildfires, any of which could have a material adverse effect on our business, results of operations, and financial condition.
- The performance of any real estate asset is likely to fluctuate significantly due to seasonality.
- The underlying value and performance of any real estate asset will fluctuate with general and local economic conditions.
- The market in which the company participates is competitive and, if it does not compete effectively, its operating results could be harmed.
- The company will be dependent on the vacation rental platforms through which it lists its properties.
- A vacation rental property could be difficult to sell, which could diminish the return on the Underlying Assets.
- The company may decide to sell property which could conflict with an investor's interests.
- A decline in general economic conditions in the markets in which each property is located or in the United States generally could lead to a decrease in bookings, cancellations and lower rental rates in those markets.
- Lawsuits may arise between the company and its tenants resulting in lower cash distributions to investors.
- Costs imposed pursuant to governmental laws and regulations may reduce the company's net income and the cash available for distributions to its investors.

The costs of defending against claims of environmental liability, of complying with environmental regulatory requirements,
- of remediating any contaminated property or of paying personal injury or other damage claims could reduce the amounts available for distribution to the company's investors.

- Costs associated with complying with the Americans with Disabilities Act may decrease cash available for distributions.
 - Uninsured losses relating to real property or excessively expensive premiums for insurance coverage could reduce the company's cash flows and the return on investment.
 - The company's Operating Agreement and Subscription Agreement each include a forum selection provision, which could result in less favorable outcomes to the plaintiff(s) in any action against our company.
- Investors in this offering may not be entitled to a jury trial with respect to claims arising under the Subscription Agreement or Operating Agreement, which could result in less favorable outcomes to the plaintiff(s) in any action under these Agreements.
- The company's results of operations may be negatively impacted by the coronavirus outbreak.
 - Actual or threatened epidemics, pandemics, outbreaks, or other public health crises may adversely affect the company's business.

RISK FACTORS

The SEC requires the company to identify risks that are specific to its business and its financial condition. The company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as cyber-attacks and the ability to prevent those attacks). Additionally, early-stage companies are inherently more risky than more developed companies. You should consider general risks as well as specific risks when deciding whether to invest.

Risks Relating to the Structure, Operation and Performance of the Company

An investment in an offering constitutes only an investment in that Series and not in the company or any Underlying Asset. A purchase of Series Interests in a Series does not constitute an investment in either the company or an Underlying Asset directly, or in any other Series Interest. This results in limited voting rights of the investor, which are solely related to a particular Series, and are further limited by the Operating Agreement, of the company, described further herein. Investors will have limited voting rights. Thus, the Managing Member and the Property Manager retain significant control over the management of the company, each Series and the Underlying Assets.

Furthermore, because the Series Interests in a Series do not constitute an investment in the company as a whole, holders of the Series Interests in a Series are not expected to receive any economic benefit from, or be subject to the liabilities of, the assets of any other Series. In addition, the economic interest of a holder in a Series will not be identical to owning a direct undivided interest in an Underlying Asset because, among other things, a Series will be required to pay corporate taxes before distributions are made to the holders, and the Property Manager will receive a fee in respect of its management of the Underlying Asset.

Liability of investors between Series. The company is structured as a Delaware series limited liability company that issues a separate Series Interests for specific Underlying Assets. Each Series will merely be a separate Series and not a separate legal entity. Under the Delaware Limited Liability Company Act (the "LLC Act"), if certain conditions (as set forth in Section 18-215(b) of the LLC Act) are met, the liability of investors holding Series Interests in one Series is segregated from the liability of investors holding Series Interests in another Series and the assets of one Series are not available to satisfy the liabilities of other Series.

Although this limitation of liability is recognized by the courts of Delaware, there is no guarantee that if challenged in the courts of another U.S. State or a foreign jurisdiction, such courts will uphold a similar interpretation of Delaware corporation law, and in the past certain jurisdictions have not honored such interpretation.

If the company's series limited liability company structure is not respected, then investors may have to share any liabilities of the company with all investors and not just those who hold the same Series Interests as them and account for them separately and otherwise

meet the requirements of the LLC Act, it is possible a court could conclude that the methods used did not satisfy Section 18-215(b) of the LLC Act and thus potentially expose the assets of a Series to the liabilities of another Series. The consequence of this is that investors may have to bear higher than anticipated expenses which would adversely affect the value of their Series Interests or the likelihood of any distributions being made by a particular Series to its investors.

In addition, the company is not aware of any court case that has tested the limitations on inter-series liability provided by Section 18-215(b) in federal bankruptcy courts and it is possible that a bankruptcy court could determine that the assets of one Series should be applied to meet the liabilities of the other Series or the liabilities of the company generally where the assets of such other Series or of the company generally are insufficient to meet its liabilities.

If any fees, costs and expenses of the company are not allocable to a specific Series, they will be borne proportionately across all of the Series (which may include future Series to be issued). Although the Managing Member will allocate fees, costs and expenses acting reasonably and in accordance with its allocation policy (see “The Company’s Business – Allocations of Expenses” section), there may be situations where it is difficult to allocate fees, costs and expenses to a specific Series and therefore, there is a risk that a Series may bear a proportion of the fees, costs and expenses for a service or product for which another Series received a disproportionately high benefit.

We and Here determined the amount of fees paid to Here and its affiliates internally without any independent assessment of comparable market fees. We and Here determined internally the rate of property management fees that are set forth in the Property Management Agreement for each Series. While we and Here generally seek to set these fees to be comparable to prevailing market rates in the relevant geographic area, we have determined the fee rates without any independent assessment of comparable market fees. Similarly, we have determined the amount of the asset management fee, as set forth in the Operating Agreement, and the sourcing fee, each to be paid to Here by the various Series, without any independent assessment of comparable market fees. As a result, these fees may be higher than those available from unaffiliated third parties.

Each Series will rely on its Property Manager, Here PM, to manage each property. Following the acquisition of any property, the property will be managed by Here PM, a subsidiary of Here. In addition, Here PM will be entitled to certain fees in exchange for its day-to-day operations of each property. Any compensation arrangements will be determined by Here sitting on both sides of the table and will not be an arm’s length transaction.

If we fail to manage our growth, we may not have access sufficient personnel and other resources to operate our business and our results, financial condition and ability to make distributions to investors may suffer. We intend to establish additional Series and acquire additional vacation rental properties in the future. As we do so, we will be increasingly reliant on the resources of Here and Here PM to manage our properties and our company. Currently, Here operates with a small staff of 4 people and may need to hire additional staff. If its resources are not adequate to manage our properties effectively, our results, financial condition and ability to make distributions to investors may suffer.

If Here fails to attract and retain its key personnel, the company may not be able to achieve its anticipated level of growth and its business could suffer. The company’s future depends, in part, on Here’s ability to attract and retain key personnel. Its future also depends on the continued contributions of the executive officers and other key personnel of Here, each of whom would be difficult to replace.

In particular, Corey Ashton Walters, the Chief Executive Officer of Here, is critical to the management of the company’s business and operations and the development of its strategic direction. The loss of the services of Mr. Walters or other executive officers or key personnel of Here and the process to replace any of those key personnel would involve significant time and expense and may significantly delay or prevent the achievement of the company’s business objectives.

There is competition for time among the various entities sharing the same management team. Currently, Here is the Managing Member of Here Collection and each Series, and Here PM is the Property Manager for each Series. Here expects to create more Series in the future as additional attractive vacation rental properties are identified. It is foreseeable that at certain times the various Series will be competing for time from the management team.

The company has limited operating history for investors to evaluate. The company and each Series were recently formed and have not generated any revenues and have no operating history upon which prospective investors may evaluate their performance. No guarantee can be given that the company or any Series will achieve their investment objectives, the value of any Underlying Assets will increase or that any Underlying Assets will be successfully monetized.

Possible changes in federal tax laws make it impossible to give certainty to the tax treatment of any Series Interests. The Code is subject to change by Congress, and interpretations of the Code may be modified or affected by judicial decisions, by the Treasury Department through changes in regulations and by the Internal Revenue Service through its audit policy, announcements, and published and private rulings. Although significant changes to the tax laws historically have been given prospective application, no assurance can be given that any changes made in that law affecting an investment in any Series of the company would be limited to prospective effect.

For instance, prior to effectiveness of the Tax Cuts and Jobs Act of 2017, an exchange of the Series Interests of one Series for another might have been a non-taxable 'like-kind exchange' transaction, while transactions would only qualify for that treatment with respect to real property. Accordingly, the ultimate effect on an investor's tax situation may be governed by laws, regulations or interpretations of laws or regulations which have not yet been proposed, passed or made, as the case may be.

The company's Managing Member can determine in its sole discretion whether to suspend the redemption provision of the company's Operating Agreement. Under Section 7.5 of the company's Operating Agreement, the company is instituting a redemption plan for redeeming Series Interests, which are at set ratios. The ratios in the first 24 months after the acquisition of the relevant Series Interests would require redemption below the prices at which the Series Interests were issued. The company's Managing Member has the sole discretion whether to suspend redemptions, which may occur in cases of limited liquidity of the company.

The company's consolidated financial statements include a going concern opinion. Our financial statements have been prepared assuming the company will continue as a going concern. We are newly formed and have not generated revenue from operations. We will require additional capital until revenue from operations are sufficient to cover operational costs. There are no assurances that we will be able to raise capital on acceptable terms. If we are unable to obtain sufficient amounts of additional capital, we may be required to reduce the scope of our planned development and operations, which could harm our business, financial condition and operating results. Therefore, there is substantial doubt about the ability of the company to continue as a going concern.

If the company does not successfully dispose of real estate assets, you may have to hold your investment for an indefinite period. The determination of whether to dispose of the Underlying Assets associated with any Series is entirely at the discretion of the company. Even if the company decides to dispose of such Underlying Assets, the company cannot guarantee that it will be able to dispose of them at a favorable price to investors.

Competition with other parties for real estate investments may reduce the company's profitability. The company will compete with other entities engaged in real estate investment for the acquisition or sale of properties, including financial institutions, many of which have greater resources than the company does. Larger entities may enjoy significant competitive advantages that result from, among other things, a lower cost of capital. Such competition could make it more difficult for the company to obtain future funding, which could affect the company's growth as a company.

Risks Relating to the Offering

The company may not raise sufficient funds to achieve its business objectives. There is no minimum amount required to be raised before the company can accept your subscription for the Series Interests, and it can access the funds immediately. The company may not raise an amount sufficient for it to meet all of its objectives, including acquiring the Underlying Assets. Once the company accepts your investment funds, there will be no obligation to return your funds. Even if other Series Interests are sold, there may be insufficient funds raised through this offering to cover the expenses associated with the offering or complete the purchase of the Underlying Assets and the development and implementation of the company's operations. The lack of sufficient funds to pay expenses and for working capital will negatively impact the company's ability to implement and complete its planned use of proceeds.

The company's management has full discretion as to the use of proceeds from the offering. The company presently anticipates that the net proceeds from the offering will be used by us to purchase the Underlying Assets of the Series and as general working capital. The company reserves the right, however, to use the funds from the offering for other purposes not presently contemplated herein but

which are related directly to growing its current business. As a result of the foregoing, purchasers of the Series Interests hereby will be entrusting their funds to the company's management, upon whose judgment and discretion the investors must depend, with only limited information concerning management's specific intentions.

There is currently no trading market for the company's securities. There is currently no public trading market for any Series Interests, and an active market may not develop or be sustained. If an active public or private trading market for the Series Interests does not develop or is not sustained, it may be difficult or impossible for you to resell your Series Interests at any price. Even if a public or private market does develop, the market price could decline below the amount you paid for your Series Interests.

The purchase prices for the Series Interests have been arbitrarily determined. The purchase price for the Series Interests has been arbitrarily determined by the company and bears no relationship to the company's assets, book value, earnings or other generally accepted criteria of value. In determining pricing, the company considered factors such as the purchase and holding costs of the Underlying Assets, the company's limited financial resources, the nature of its assets, estimates of its business potential, the degree of equity or control desired to be retained by Managing Member and general economic conditions.

Risk Factors Related to the Real Estate Market

The company's real estate and real estate-related assets will be subject to the risks typically associated with real estate. The properties the company acquires will be subject to the risks typically associated with the travel industry and real estate, which may be adversely affected by a number of risks, including:

- natural disasters such as hurricanes, earthquakes and floods;
- pandemics, such as COVID-19;
- acts of war or terrorism, including the consequences of terrorist attacks;
- adverse changes in national and local economic and real estate conditions;
- an oversupply of (or a reduction in demand for) vacation rentals in the areas where particular properties are located and the attractiveness of particular properties to prospective travelers;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance therewith and the potential for liability under applicable laws;
- costs of remediation and liabilities associated with environmental conditions affecting properties; and
- the potential for uninsured or underinsured property losses.

In 2020, the outbreak of the COVID-19 pandemic caused drastic reductions in travel generally as countries, and many states in the United States, imposed stay at home orders and adopted social distancing measures. Through travel has since resumed, it remains subject to restrictions, including mask mandates and restrictions on international travel that time, which could continue to dampen the level of travel both within the United States and internationally. The value of each Series is also related to its ability to generate cash flow and net income, which in turn depends on the amount of booking revenue or other income that can be generated net of expenses required to be incurred with respect to the property. Many expenditures associated with properties (such as operating expenses and capital expenditures) cannot be reduced when there is a reduction in income from the properties.

We face possible risks associated with natural disasters and the physical effects of climate change, which may include more frequent or severe storms, hurricanes, flooding, rising sea levels, shortages of water, droughts and wildfires, any of which could have a material adverse effect on our business, results of operations, and financial condition. To the extent climate change causes changes in weather patterns, our coastal destinations could experience increases in storm intensity and rising sea-levels causing damage to our properties and result in reduced bookings at these properties. Climate change may also affect our business by increasing the cost of, or making unavailable, property insurance on terms we find acceptable in areas most vulnerable to such events, increasing operating costs,

including the cost of water or energy, and requiring us to expend funds to repair and protect our properties in connection with such events. Any of the foregoing could have a material adverse effect on our business, results of operations, and financial condition.

The performance of any real estate asset is likely to fluctuate significantly due to seasonality. The performance of any vacation rental property is likely to fluctuate significantly during the course of a year, reflecting periods of lower or higher demand depending on the location of the property. We may experience declines in occupancy rates and revenues during low seasons, while costs and expenses do not decline at the same rate, if at all, which could have a material adverse effect on our profitability, cash flow and ability to make distributions to investors.

The underlying value and performance of any real estate asset will fluctuate with general and local economic conditions. The successful operation of any real estate asset is significantly related to general and local economic conditions. Periods of economic slowdown or recession, significantly rising interest rates, declining employment levels, decreasing demand for vacation rentals, declining real estate values, or the public perception that any of these events may occur, can result in reductions in the underlying value of any asset and result in poor economic performance. In such cases, investors may lose the full value of their investment, or may not experience any distributions from the real estate asset.

The market in which the company participates is competitive and, if it does not compete effectively, its operating results could be harmed. The company competes with many others engaged in real estate in general and vacation rental operating activities in particular, including but not limited to individuals, corporations, bank and insurance company investment accounts, real estate investment trusts, and private real estate funds. In particular, the company intends to list its vacation rental properties through established vacation rental booking platforms, such as AirBNB and Vrbo, and the company's properties will compete with all other properties listed in those sites in the vicinity of the company's property, as well as other traditional accommodations such as hotels which may have built-in client bases and significantly greater resources and the ability to withstand economic downturns or off-peak vacancies. This market is competitive and rapidly changing. Significant increases in the number of listings for short-term vacation rentals in the geographic areas where the company's properties are located, if not met by a similar increase in demand for short-term rentals, is likely to cause downward pressure on rental rates and, potentially, impact to value of the Underlying Asset. The company expects competition to persist and intensify in the future, which could harm its ability to generate sufficient rental income from its vacation properties or acquire additional properties on terms that investors find to be reasonable.

The company will be dependent on the vacation rental platforms through which it lists its properties. The company intends to promote its vacation rental properties through vacation rental booking platforms such as AirBNB and Vrbo and will rely on these platforms to facilitate bookings, communications with renters, collection of rental amounts and taxes, and to remit those payments appropriately. If these platforms were to experience disruptions or fail to meet users expectations, our business could suffer. Furthermore, if one or more of these platforms were to cease operations or to reject our listing, we may have difficulty renting our vacation property, which could have a material adverse effect on our results, profitability and the ability to make distributions to investors.

A vacation rental property could be difficult to sell, which could diminish the return on the Underlying Assets. A vacation rental property may incur losses due to extended periods of vacancy and may suffer reduced revenues resulting in less cash available for distribution to its investors. In addition, the resale value of the Underlying Assets could be diminished if the market value of the Underlying Assets declines, due to a decrease in cash flow generated by property or decline in real estate market values. Such a reduction in the resale value of a property could also reduce the value of investors Series Interests.

The company may decide to sell property which could conflict with an investor's interests. The company may determine when to sell any property at any time in accordance with the management rights afforded to the Managing Member. Investors will not have a say in this decision. The timing and decision to sell a property may conflict with investors personal interests, beliefs or theories regarding the real estate market. Further, it is possible the sale was not done at an optimal time. In any case, investors would not have any cause of action against the company or Managing Member for such sales.

A decline in general economic conditions in the markets in which each property is located or in the United States generally could lead to a decrease in bookings, cancellations and lower rental rates in those markets. As a result of these trends, the company may reduce revenue, potentially resulting in losses and lower resale value of properties, which may reduce your return.

Lawsuits may arise between the company and its tenants resulting in lower cash distributions to investors. Disputes between landlords and tenants are common. These disputes may escalate into legal action from time to time. In the event a lawsuit arises between the company and a tenant it is likely that the company will see an increase in costs. Accordingly, cash distributions to investors may be affected.

Costs imposed pursuant to governmental laws and regulations may reduce the company's net income and the cash available for distributions to its investors. Real property and the operations conducted on real property are subject to federal, state and local laws and regulations relating to protection of the environment and human health. The company could be subject to liability in the form of fines, penalties or damages for noncompliance with these laws and regulations. These laws and regulations generally govern wastewater discharges, air emissions, the operation and removal of underground and above-ground storage tanks, the use, storage, treatment, transportation and disposal of solid and hazardous materials, the remediation of contamination associated with the release or disposal of solid and hazardous materials, the presence of toxic building materials and other health and safety-related concerns. Some of these laws and regulations may impose joint and several liability on the tenants, owners or operators of real property for the costs to investigate or remediate contaminated properties, regardless of fault, whether the contamination occurred prior to purchase, or whether the acts causing the contamination were legal. Activities of the company's tenants, the condition of properties at the time the company buys them, operations in the vicinity of its properties, such as the presence of underground storage tanks, or activities of unrelated third parties may affect its properties. The presence of hazardous substances, or the failure to properly manage or remediate these substances, may hinder the company's ability to sell, rent or pledge such property as collateral for future borrowings. Any material expenditures, fines, penalties or damages the company must pay will reduce its ability to make distributions and may reduce the value of your investment.

The costs of defending against claims of environmental liability, of complying with environmental regulatory requirements, of remediating any contaminated property or of paying personal injury or other damage claims could reduce the amounts available for distribution to the company's investors. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous real property owner or operator may be liable for the cost of removing or remediating hazardous or toxic substances on, under or in such property. These costs could be substantial. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Environmental laws also may impose liens on property or restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures or prevent us booking the property. Environmental laws provide for sanctions for noncompliance and may be enforced by governmental agencies or, in certain circumstances, by private parties. Certain environmental laws and common law principles could be used to impose liability for the release of and exposure to hazardous substances, including asbestos-containing materials and lead-based paint. Third parties may seek recovery from real property owners or operators for personal injury or property damage associated with exposure to released hazardous substances and governments may seek recovery for natural resource damage. The costs of defending against claims of environmental liability, of complying with environmental regulatory requirements, of remediating any contaminated property, or of paying personal injury, property damage or natural resource damage claims could reduce or eliminate the amounts available for distribution to you.

Costs associated with complying with the Americans with Disabilities Act may decrease cash available for distributions. Each Underlying Asset may be subject to the Americans with Disabilities Act of 1990, as amended, or the ADA. Under the ADA, all places of public accommodation are required to comply with federal requirements related to access and use by disabled persons. The ADA has separate compliance requirements for "public accommodations" and "commercial facilities" that generally require that buildings and services be made accessible and available to people with disabilities. The ADA's requirements could require removal of access barriers and could result in the imposition of injunctive relief, monetary penalties or, in some cases, an award of damages. Any funds used for ADA compliance will reduce the company's net income and the amount of cash available for distributions to investors.

Uninsured losses relating to real property or excessively expensive premiums for insurance coverage could reduce the company's cash flows and the return on investment. There are types of losses, generally catastrophic in nature, such as losses due to wars, acts of terrorism, earthquakes, floods, hurricanes, pollution or environmental matters, that are uninsurable or not economically insurable, or may be insured subject to limitations, such as large deductibles or co-payments. Insurance risks associated with potential acts of terrorism could sharply increase the premiums the company pays for coverage against property and casualty claims. Additionally, to the extent the company finances the acquisition of an Underlying Asset, mortgage lenders in some cases insist that property owners purchase coverage against flooding as a condition for providing mortgage loans. Such insurance policies may not be available at reasonable costs, which could inhibit the company's ability to finance or refinance its properties if so required. In such instances, the

company may be required to provide other financial support, either through financial assurances or self-insurance, to cover potential losses. The company may not have adequate coverage for such losses. If any of the properties incur a casualty loss that is not fully insured, the value of the assets will be reduced by any such uninsured loss, which may reduce the value of investor interests. In addition, other than any working capital reserve or other reserves the company may establish, the company has no additional sources of funding to repair or reconstruct any uninsured property. Also, to the extent the company must pay unexpectedly large amounts for insurance, it could suffer reduced earnings that would result in lower distributions to investors.

Risks Related to Forum Selection and Jury Waivers

Investors will be subject to the terms of the Subscription Agreement. As part of this investment, each investor will be required to agree to the terms of the Subscription Agreement included as Exhibit 4 to the Offering Statement of which this Offering Circular is part. The Subscription Agreement requires investors to indemnify the company for any claim of brokerage commissions, finders' fees, or similar compensation. Legal conflicts relating to the Subscription Agreement will likely be heard in Delaware courts and will be governed by under Delaware law.

Investors in this offering may not be entitled to a jury trial with respect to claims arising under the Subscription Agreement or Operating Agreement, which could result in less favorable outcomes to the plaintiff(s) in any action under these Agreements. Investors in this offering will be bound by the Subscription Agreement and the Operating Agreement, both of which include a provision under which investors waive the right to a jury trial of any claim, other than claims arising under federal securities laws, that they may have against the company arising out of or relating to these agreement. By signing these agreements, the investor warrants that the investor has reviewed this waiver with his or her legal counsel, and knowingly and voluntarily waives the investor's jury trial rights following consultation with the investor's legal counsel.

If you bring a claim against the company in connection with matters arising under the Subscription Agreement or Operating Agreement, other than claims under the federal securities laws, you may not be entitled to a jury trial with respect to those claims, which may have the effect of limiting and discouraging lawsuits against the company. If a lawsuit is brought against the company under one of those agreements, it may be heard only by a judge or justice of the applicable trial court, which would be conducted according to different civil procedures and may result in different outcomes than a trial by jury would have had, including results that could be less favorable to the plaintiff(s) in such an action.

In addition, when the Series Interests are transferred, the transferee is required to agree to all the same conditions, obligations, and restrictions applicable to the Series Interests or to the transferor with regard to ownership of the Series Interests, that were in effect immediately prior to the transfer of the Series Interests, including the Subscription Agreement and the Operating Agreement.

The company's Operating Agreement and Subscription Agreement each include a forum selection provision, which could result in less favorable outcomes to the plaintiff(s) in any action against our company.

The Operating Agreement of Here Collection includes a forum selection provision that requires any suit, action, or proceeding seeking to enforce any provision of or based on any matter arising out of or in connection with the Operating Agreement, or the transactions contemplated thereby, other than matters arising under the federal securities laws, be brought in state or federal court of competent jurisdiction located within the State of Delaware. Our Subscription Agreement for each manner of investing and class of security includes a forum selection provision that requires any suit, action, or proceeding arising from the Subscription Agreement, other than matters arising under the federal securities laws, be brought in a state or federal court of competent jurisdiction located within the State of Delaware. These forum selection provisions may limit investors' ability to bring claims in judicial forums that they find favorable to such disputes and may discourage lawsuits with respect to such claims.

Risks Related to Covid-19

The company's results of operations may be negatively impacted by the coronavirus outbreak. In December 2019, a novel strain of coronavirus, or COVID-19, was reported to have surfaced in Wuhan, China. COVID-19 has spread to many countries, including the United States, and was declared to be a pandemic by the World Health Organization. Efforts to contain the spread of COVID-19 have intensified, and the U.S., Europe, and Asia have implemented severe travel restrictions and social distancing. The full impacts of the

outbreak are unknown and rapidly evolving. Reduced demand for travel, whether as a result of regulatory restrictions or the fear of risks that travel may cause, may adversely impact the company's and each Series's revenue and financial condition. A widespread health crisis has adversely affected and could continue to affect the global economy, resulting in an economic downturn that could also negatively impact the the company's and each Series's revenue and financial condition, as well as the value of the Series Interests and investor demand for the Series Interests generally.

The continued spread of COVID-19 has also led to severe disruption and volatility in the global capital markets, which could increase the company's cost of capital and adversely affect its ability to access the capital markets in the future. The continued spread of COVID-19 could cause a further economic slowdown or recession or cause other unpredictable events, each of which could adversely affect Here's business, results of operations, or financial condition.

The extent to which COVID-19 affects the company's financial results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the COVID-19 outbreak and the actions to contain the outbreak or treat its impact, among others. Moreover, the COVID-19 outbreak has had and may continue to have indeterminable adverse effects on travel, general commercial activity and the world economy, and the company's business and results of operations could be adversely affected to the extent that COVID-19 or any other pandemic harms the global economy generally.

Actual or threatened epidemics, pandemics, outbreaks, or other public health crises may adversely affect the company's business.

The company's business could be materially and adversely affected by the risks, or the public perception of the risks, related to an epidemic, pandemic, outbreak, or other public health crisis, such as the recent outbreak of novel coronavirus, or COVID-19. The risk, or public perception of the risk, of a pandemic or media coverage of infectious diseases could adversely affect the company's and each Series's business and financial condition. "Shelter-in-place" or other such orders by governmental entities would further negatively impact the company's and each Series's business and could also disrupt the company's operations if employees, who cannot perform their responsibilities from home, are not able to report to work.

DILUTION

Dilution means a reduction in value, control, or earnings of the units the investor owns.

As of the date of this Offering Circular, Here owns 100% of the company's membership interests. Those membership interests are not connected to any specific Series Interest. Investors in this offering will be acquiring Series Interests of a Series of the company, the economic rights of each Series Interest will be based on the corresponding Underlying Asset of that Series. As such, investors will not experience dilution except as a result of the sale of additional Series Interests of the Series to which they have subscribed.

PLAN OF DISTRIBUTION

We are offering, on a best efforts basis, Series Interests of each of the open Series of our company in the "Series Offering Table" herein. The offering price for each Series was determined by our Manager.

The company plans to market the securities directly on a "best efforts" basis. The company intends to use its website and an offering landing page to offer the Series Interests to eligible investors. The officers, directors, employees, and advisors of the company or its Managing Member may participate in the offering. When applicable, the company intends to prepare written materials and respond to investors after the investors initiate contact with the company, however no officers, directors, employees or advisors to the company or its Managing Member will orally solicit investors.

The Offering Circular will be furnished to prospective investors in this offering via download 24 hours a day, 7 days a week on the company's website www.here.co. Prospective investors may subscribe for the Series Interests in this offering only through the website. In order to subscribe to purchase Series Interests, a prospective investor must electronically complete, sign and deliver to us an executed

subscription agreement like the one filed as an exhibit to the Offering Statement, of which this Offering Circular is part, and provide funds for its subscription amount in accordance with the instructions provided therein.

We reserve the right to reject any investor's subscription in whole or in part for any reason. If the offering terminates or if any prospective investor's subscription is rejected, all funds received from such investors will be returned without interest or deduction.

Further, pursuant to Section 6 in the applicable Series Interest Subscription Agreement, the subscriptions are irrevocable by the investor.

After each closing, funds tendered by investors will be available to the company for its use. At the initial closing, Here, our Managing Member, must purchase a minimum of 1% and may purchase a maximum of 51% of Series Interests through the Offering, or such other minimum and maximum percentage amount as set forth in the applicable Series Certificate of Designations.

We will conduct separate closings with respect to each offering of Series Interests. The termination of an offering for a Series will occur on the earliest to occur of (i) the date subscriptions for the maximum number of Series Interests offered for a Series have been accepted or (ii) a date determined by our Managing Member in its sole discretion. The company intends to create additional Series that may be added to this offering only upon qualification of an amendment to the Offering Statement of which this Offering Circular forms a part. The offering of Series Interests pursuant to the Offering Statement shall terminate upon the earlier of (i) the date at which the maximum offering amount of all Series Interests has been sold, (ii) the date which is three years from the date such offering circular or amendment thereof, as applicable, is qualified by the Commission, or (iii) any date on which our Managing Member elects to terminate this offering in its sole discretion.

The company may, in its sole discretion, undertake one or more closings on a rolling basis, and intends to effect a close every 7 days. After each closing, funds tendered by investors will be available to the company and the company will issue the Series Interests to investors. An investor will become a member of the company, including for tax purposes, and the Series Interests will be issued, as of the date of settlement. Settlement will not occur until an investor's funds have cleared and the company accepts the investor as a member. Not all investors will receive their Series Interests on the same date.

The company has also engaged Dalmore Group, LLC ("Dalmore") a broker-dealer registered with the SEC and a member of FINRA, to perform the following administrative and compliance related functions in connection with this offering, but not for underwriting or placement agent services:

- Review investor information, including KYC ("Know Your Customer") data, perform AML ("Anti Money Laundering") and other compliance background checks, and provide a recommendation to the company whether or not to accept an investor as a customer;

- Review each investor's subscription agreement to confirm such investor's participation in the offering and provide a determination to the company whether or not to accept the use of the subscription agreement for the investor's participation;
- Contact and/or notify the company, if needed, to gather additional information or clarification on an investor;
- Not provide any investment advice nor any investment recommendations to any investor;
- Keep investor details and data confidential and not disclose to any third-party except as required by regulators or in its performance pursuant to the terms of the agreement (e.g., as needed for AML and background checks); and
- Coordinate with third party providers to ensure adequate review and compliance.

As compensation for the services listed above, the company has agreed to pay Dalmore a commission equal to 1% of the amount raised in the offering to support the offering on all newly invested funds after the issuance of a No Objection Letter by FINRA. In addition, the company has paid Dalmore a \$5,000 one-time advance expense allowance to cover reasonable out-of-pocket accountable expenses actually anticipated to be incurred by Dalmore in connection with this offering. Dalmore will refund any amount related to this expense allowance to the extent it is not used, incurred or provided to the company. The company has also agreed to pay Dalmore a one-time consulting fee of \$20,000 to provide ongoing general consulting services relating to this offering such as coordination with third party

vendors and general guidance with respect to the offering, which will be due and payable within 30 days after this offering is qualified by the SEC and the receipt of a No Objection Letter from FINRA. Assuming the offering is fully-subscribed, the company estimates that total fees due to pay Dalmore, including the one-time advance expense allowance fee of \$5,000 and consulting fee of \$20,000, would be \$25,000 plus 1% of the aggregate of offering amounts of all Series shown on the cover page of this Offering Circular.

Process of Subscribing

After the offering Statement has been qualified by the Commission, the company will accept tenders of funds to purchase the Series Interests.

Investors will be required to complete a subscription agreement in order to invest. The subscription agreement includes a representation by the investor to the effect that, if the investor is not an “accredited investor” as defined under securities law, the investor is investing an amount that does not exceed the greater of 10% of their annual income or 10% of their net worth (excluding the investor’s principal residence).

To subscribe for the Series Interests, each prospective investor must:

1. Go to <https://www.here.co>, complete user registration;
2. Complete profile setup and link a bank account;
3. Navigate to open prospective offering page, click on the “Subscribe” button; that will open the subscribe panel;
4. Complete subscribe information and review and sign the subscription agreement;
5. Based on your account status, the company may ask an Investor to provide identification or accreditation proof documents before accepting the subscription.

Any potential investor will have ample time and is advised to review the Subscription Agreement, along with their counsel, prior to making any final investment decision.

Once the minimum offering amount is reached, the company may close on investments on a “rolling” basis (so not all investors will receive their Series Interests on the same date). Investors may subscribe by tendering funds by check, wire transfer, or ACH transfer to an account maintained by the Escrow Agent until the company has accepted the investor’s subscription. Upon closing, funds tendered by investors will be made available by the Escrow Agent to the company for its use. The company has the right to refuse to sell the Series Interests to any prospective investor or for any reason in its sole discretion, including, without limitation, if such prospective investor does not promptly supply all information requested by the company in connection with such prospective investor subscription. In addition, in the company’s sole discretion, it may establish a limit on the purchase of Series Interests by particular prospective investors.

Escrow Agent

The company has entered into an Escrow Agreement with Atlantic Capital Bank, N.A. (the “Escrow Agent”). Investor funds will be held by the Escrow Agent pending closing or termination of the offering. All subscribers will be instructed by the company or its agents to transfer funds by check, wire transfer or ACH transfer directly to the escrow account established for this offering. The company may terminate the offering at any time for any reason at its sole discretion. Investors should understand that acceptance of their funds into escrow does not necessarily result in their receiving Series Interests; escrowed funds may be returned.

The Escrow Agent is not participating as an underwriter or placement agent or sales agent of this offering and will not solicit any investment in the company, recommend the company’s securities or provide investment advice to any prospective investor, and no communication through any medium, including any website, should be construed as such, or distribute this Offering Circular or other offering materials to investors. The use of the Escrow Agent’s technology should not be interpreted and is not intended as an

endorsement or recommendation by it of the company or this offering. All inquiries regarding this offering or escrow should be made directly to the company.

For its services, the Escrow Agent will receive fees of approximately \$15,000, assuming the maximum offering amount is raised in this offering.

Transfer Agent

The company has not yet engaged a transfer agent.

Selling Security holders

No securities are being sold for the account of security holders; all net proceeds of this offering will go to the company.

Forum Selection Provision

The Subscription Agreement that investors will execute in connection with the offering includes a forum selection provision that requires any claims against the company based on the Agreement to be brought in a state or federal court of competent jurisdiction in the State of Delaware for the purpose of any suit, action or other proceeding arising out of or based upon the Agreement, excluding any claims under federal securities laws. Although the company believes the provision benefits us by providing increased consistency in the application of Delaware law in the types of lawsuits to which it applies and in limiting the company's litigation costs, to the extent it is enforceable, the forum selection provision may limit investors' ability to bring claims in judicial forums that they find favorable to such disputes and may discourage lawsuits with respect to such claims. The company has adopted the provision to limit the time and expense incurred by its management to challenge any such claims. As a company with a small management team, this provision allows its officers to not lose a significant amount of time travelling to various forums so they may continue to focus on operations of the company.

Jury Trial Waiver

The Subscription Agreement that investors will execute in connection with the offering provides that subscribers waive the right to a jury trial of any claim they may have against us arising out of or relating to the Agreement, excluding any claim under federal securities laws. By signing the Subscription Agreement, an investor will warrant that the investor has reviewed this waiver with the investor's legal counsel, and knowingly and voluntarily waives his or her jury trial rights following consultation with the investor's legal counsel. If the company opposed a jury trial demand based on the waiver, a court would determine whether the waiver was enforceable given the facts and circumstances of that case in accordance with applicable case law.

USE OF PROCEEDS

Series #2

Assuming a maximum raise of \$449,444, and after deducting brokerage commissions of \$4,494.44 (representing fees to Dalmore but excluding other offering expenses that will be apportioned among all Series as discussed in footnote 3 below), the net proceeds of this offering of Series #2 Interests would be approximately \$603,548.55. The table below sets forth the uses of proceeds of the company's Series #2 Interests.

Uses	Amount Funded from the Offering	Percent of Gross Proceeds
Brokerage Commissions	\$ 4,494.44	1.0%
Net Purchase Price of Property (1)	330,264.00	73.5
Anticipated Furnishing and Repairs Costs (2)	24,060	5.4
Offering Expenses (3)	(3)	(3)

Sourcing Fee (4)	82,606.00	18.4
Operating Reserve	8,019.56	1.8
Total Proceeds	\$ 449,444.00	100.00%

(1) HCO 1 LLC, an affiliate of Here entered into the Big Bear Purchase Agreement (as defined below) to acquire the Big Bear Property and all furnishings from a third party seller on February 27, 2022, for approximately \$802,000, plus estimated closing costs of \$4,652. It intends to assign the purchase agreement to Series #2 and Series #2 is expected to finance \$481,200 of the purchase prices with a mortgage from Certain Lending, Inc., as discussed below, incurring an additional \$4,812 in loan fees and additional costs. The Net Purchase Price of Property above represents the cash funded portion of the property purchase price plus closing costs and loan costs.

(2) We expect to spend approximately \$24,060 for additional furnishings and repairs prior to the property being listed for short-term vacation rental.

(3) Offering expenses, other than brokerage commissions, will be applicable to all Series and, as such, will be allocated among all Series pro rata based on the dollar value of funds raised by each Series. Total offering, other than brokerage commissions and state filing fees, that will be allocated consist of \$25,000 in fees payable to Dalmore, \$6,480 in audit fees, \$70,000 in legal fees and an estimated \$25,000 in escrow fees related to the offering.

(4) Represents a fee payable to Here in connection with the search and negotiation of the property purchase and coordination of the work needed to prepare the property for rental, as set forth in the Certificate of Designations for the Series.

The minimum offering amount is \$357,903, resulting in \$354,324 of net proceeds after deducting brokerage commissions, which will be sufficient to cover commissions, the net property purchase price (including closing costs and loan costs) and expected repairs and furnishings. The Big Bear Purchase Agreement has no financing contingency. Therefore, if we fail to raise at least the minimum offering amount prior to the close of the property, Here may provide a loan to Series #2 to pay the net purchase price of the property and fund other expenses, which would be repaid with the proceeds from the offering, with additional proceeds applied to the sourcing fee. The company may choose to expense the balance of the sourcing fee, which would be deducted from revenues generated by the Series #2 property, or Here may increase its investment in Series #2 Interests to cover the balance of the sourcing fee.

Certain Lending, Inc. has provided HCO 1 LLC a non-binding financing offer of \$481,200 for the purchase of the Big Bear Property, which we expect to be available to Series #2 once HCO 1 LLC assigns the Big Bear Purchase Agreement to Series #2. In the event that this financing is not available to Series #2, Here or an affiliate of Here may fund the balance of the purchase prices, as described under “The Company’s Business – Intended Business Process” below.

Series #3

Assuming a maximum raise of \$393,939, and after deducting brokerage commissions of \$3,939.39 (representing fees to Dalmore but excluding other offering expenses that will be apportioned among all Series as discussed in footnote 3 to “Use of Proceeds – Series #2” above), the net proceeds of this offering of Series #3 Interests would be \$389,999.61. The table below sets forth the uses of proceeds of the company’s Series #3 Interests.

Uses	Amount Funded from the Offering	Percent of Gross Proceeds
Brokerage Commissions	\$ 3,939.39	1.0%
Net Purchase Price of Property (1)	283,400.00	71.9
Anticipated Furnishing and Repairs Costs (2)	26,000.00	6.6
Offering Expenses (3)	(3)	(3)
Sourcing Fee (4)	67,600.00	17.2
Operating Reserve	12,999.61	3.3

Total Proceeds	\$ 392,680.00	100.00%
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- HCO 1 LLC, an affiliate of Here entered into the Gatlinburg Purchase Agreement (as defined below) to acquire the Gatlinburg Property from a third party seller on March 10, 2022, for \$650,000, plus estimated closing costs of \$19,500. It intends to assign the
- (1) purchase agreement to Series #3 and Series #3 is expected to finance \$390,000 of the purchase prices with a mortgage from Certain Lending, Inc., as discussed below, incurring an additional \$3,900 in loan fees and additional costs. The Net Purchase Price of Property above represents the cash funded portion of the property purchase price plus closing costs and loan costs.
 - (2) We expect to spend approximately \$26,000 for additional furnishings and repairs prior to the property being listed for short-term vacation rental.
 - (3) See footnote 2 to “Use of Proceeds – Series #2” above.
 - (4) Represents a fee payable to Here in connection with the search and negotiation of the property purchase and coordination of the work needed to prepare the property for rental, as set forth in the Certificate of Designations for the Series.

The minimum offering amount is \$312,525, resulting in \$309,400 of net proceeds after deducting brokerage commissions, which will be sufficient to cover commissions, the net property purchase price (including closing costs and loan costs) and expected repairs and furnishings. The Gatlinburg Purchase Agreement has no financing contingency. Therefore, if we fail to raise at least the minimum offering amount prior to the close of the property, Here may provide a loan to Series #3 to pay the net purchase price of the property and fund other expenses, which would be repaid with the proceeds from the offering, with additional proceeds applied to the sourcing fee. The company may choose to expense the balance of the sourcing fee, which would be deducted from revenues generated by the Series #3 property, or Here may increase its investment in Series #3 Interests to cover the balance of the sourcing fee.

HCO 1 LLC has applied to Certain Lending, Inc. for a non-binding financing offer in the amount of \$390,000 for the purchase of the Gatlinburg Property, which we expect to be available to Series #3 once HCO 1 LLC assigns the Gatlinburg Purchase Agreement to Series #3. In the event that this financing is not available to Series #3, Here or an affiliate of Here may fund the balance of the purchase prices, as described under “The Company’s Business – Intended Business Process” below.

Series #4

Assuming a maximum raise of \$568,723, and after deducting brokerage commissions of \$5,687.23 (representing fees to Dalmore but excluding other offering expenses that will be apportioned among all Series as discussed in footnote 3 to “Use of Proceeds – Series #2” above), the net proceeds of this offering of Series #4 Interests would be approximately \$563,035.77. The table below sets forth the uses of proceeds of the company’s Series #4 Interests.

Uses	Amount Funded from the Offering	Percent of Gross Proceeds
Brokerage Commissions	\$ 5,687.23	1.0%
Net Purchase Price of Property (1)	355,776.00	62.6
Anticipated Furnishing and Repairs Costs (2)	75,000.00	13.2
Anticipated Capital Expenditures (3)	35,000.00	6.2
Offering Expenses (4)	(4)	(4)
Sourcing Fee (5)	89,100.00	15.7
Operating Reserve	8,159.77	1.4
Total Proceeds	\$ 568,723.00	100.00%

- HCO 1 LLC, an affiliate of Here entered into the Joshua Tree Purchase Agreement (as defined below) to acquire the Joshua Tree
- (1) Property from a third party seller on April 4, 2022, for \$816,000, plus estimated closing costs of \$24,480. It intends to assign the purchase agreement to Series #4 and Series #4 is expected to finance \$489,600 of the purchase prices with a mortgage from Certain

Lending, Inc., as discussed below, incurring an additional \$4,896 in loan fees and additional costs. The Net Purchase Price of Property above represents the cash funded portion of the property purchase price plus closing costs and loan costs.

- (2) We expect to spend approximately \$75,000 for additional furnishings and repairs prior to the property being listed for short-term vacation rental.
- (3) We expect to spend approximately \$35,000 to install a swimming pool on the property.
- (4) See footnote 3 to “Use of Proceeds – Series #2” above.
- (5) Represents a fee payable to Here in connection with the search and negotiation of the property purchase and coordination of the work needed to prepare the property for rental, as set forth in the Certificate of Designations for the Series.

The minimum offering amount is \$470,480, resulting in \$465,775 of net proceeds after deducting brokerage commissions, which will be sufficient to cover commissions, the net property purchase price (including closing costs and loan costs) and expected capital expenditures, repairs and furnishings. The Joshua Tree Purchase Agreement has no financing contingency. Therefore, if we fail to raise at least the minimum offering amount prior to the close of the property, Here may provide a loan to Series #4 to pay the net purchase price of the property and fund other expenses, which would be repaid with the proceeds from the offering, with additional proceeds applied to the sourcing fee. The company may choose to expense the balance of the sourcing fee, which would be deducted from revenues generated by the Series #4 property, or Here may increase its investment in Series #4 Interests to cover the balance of the sourcing fee.

HCO 1 LLC has applied to Certain Lending, Inc. for a non-binding financing offer in the amount of \$489,600 for the purchase of the Joshua Tree Property, which we expect to be available to Series #4 once HCO 1 LLC assigns the Joshua Tree Purchase Agreement to Series #4. In the event that this financing is not available to Series #4, Here or an affiliate of Here may fund the balance of the purchase prices, as described under “The Company’s Business – Intended Business Process” below.

Series #5

Assuming a maximum raise of \$545,833, and after deducting brokerage commissions of \$5,458.33 (representing fees to Dalmore but excluding other offering expenses that will be apportioned among all Series as discussed in footnote 3 to “Use of Proceeds – Series #2” above), the net proceeds of this offering of Series #5 Interests would be approximately \$540,374.67. The table below sets forth the uses of proceeds of the company’s Series #5 Interests.

Uses	Amount Funded from the Offering	Percent of Gross Proceeds
Brokerage Commissions	\$ 5,458.33	1.0%
Net Purchase Price of Property (1)	351,450.00	64.4
Anticipated Furnishing and Repairs Costs (2)	74,250.00	13.6
Offering Expenses (3)	(3)	(3)
Sourcing Fee (4)	89,925.00	16.5
Operating Reserve	24,749.67	4.5
Total Proceeds	\$ 545,833.00	100.00%

- (1) HCO 1 LLC, an affiliate of Here entered into the Panama City Beach Purchase Agreement (as defined below) to acquire the Panama City Beach Property from a third party seller in April 2022, for \$825,000, plus estimated closing costs of \$16,500. It intends to assign the purchase agreement to Series #5 and Series #5 is expected to finance \$495,000 of the purchase prices with a mortgage from Certain Lending, Inc., as discussed below, incurring an additional \$4,950 in loan fees and additional costs. The Net Purchase Price of Property above represents the cash funded portion of the property purchase price plus closing costs and loan costs.

- (2) We expect to spend approximately \$74,250 for additional furnishings and repairs prior to the property being listed for short-term vacation rental.
- (3) See footnote 3 to “Use of Proceeds – Series #2” above.
- (4) Represents a fee payable to Here in connection with the search and negotiation of the property purchase and coordination of the work needed to prepare the property for rental, as set forth in the Certificate of Designations for the Series.

The minimum offering amount is \$430,000, resulting in \$425,700 of net proceeds after deducting brokerage commissions, which will be sufficient to cover commissions, the net property purchase price (including closing costs and loan costs) and expected capital expenditures, repairs and furnishings. The Panama City Beach Purchase Agreement has no financing contingency. Therefore, if we fail to raise at least the minimum offering amount prior to the close of the property, Here may provide a loan to Series #5 to pay the net purchase price of the property and fund other expenses, which would be repaid with the proceeds from the offering, with additional proceeds applied to the sourcing fee. The company may choose to expense the balance of the sourcing fee, which would be deducted from revenues generated by the Series #5 property, or Here may increase its investment in Series #5 Interests to cover the balance of the sourcing fee.

HCO 1 LLC has applied to Certain Lending, Inc. for a non-binding financing offer in the amount of \$495,000 for the purchase of the Panama City Beach Property, which we expect to be available to Series #5 once HCO 1 LLC assigns the Panama City Beach Purchase Agreement to Series #5. In the event that this financing is not available to Series #5, Here or an affiliate of Here may fund the balance of the purchase prices, as described under “The Company’s Business – Intended Business Process” below.

General

The company reserves the right to change the above use of proceeds for any Series if management believes it is in the best interests of the company.

THE COMPANY’S BUSINESS

Overview

Here Collection was incorporated in the State of Delaware on June 15, 2021. Here Collection is an investment vehicle which intends to enable investors to own fractional ownership of a specific vacation rental property. This lowers the cost-of-entry and minimizes the time commitment for real estate investing. An investment in the company entitles the investor to the potential economic and tax benefits normally associated with direct property ownership, while requiring no investor involvement in asset or property management.

The company intends to establish separate Series for the holding of vacation rental properties to be acquired by the company. Notably, the debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular Series of the company will be enforceable against the assets of the applicable Series only, and not against the assets of the company. In addition, Here Collection will manage all Underlying Assets related to the various Series including the sales of property, property vacation bookings, maintenance and insurance.

Here Collection is a wholly owned subsidiary of Here. As discussed in further in the Operating Agreement of Here Collection, Here is the Managing Member of Here Collection. Here was incorporated in the State of Delaware on February 22, 2021. Here is a real estate investment platform that allows individual investors to have direct access to quality vacation rental estate investment opportunities and invest in individual vacation rental properties.

Intended Business Process

Generally, the company and Here intends to arrange for the purchase of a specific residential property either directly by the Series or by Here or one of its wholly owned subsidiaries, as described below:

If the Here or one of its subsidiaries purchased the property directly, then, after the relevant Series has obtained sufficient financing, it would sell the property to that Series for an amount equal to the original purchase price (including closing costs) plus holding costs, renovation costs and furnishing expenses incurred by Here prior to the sale to the Series.

In cases where Here identifies and intends to have the Series purchase that property directly from a third party Seller, it would use the proceeds of the offering for that Series to purchase the property and may finance a portion of the purchase price with mortgage or other third party financing. The company generally expects to set a minimum offering amount for each Series such that the net proceeds would be sufficient to finance the net purchase of the Underlying Assets (less third party financing), plus closing and any loan costs and expected repairs, renovations or furnishings. If the purchase agreement for the property does not include a financing condition or the financing contingency has expired and the closing for the property occurs prior to sufficient minimum proceeds being received, Here or an affiliate may provide a loan to the Series to finance all or part of the purchase price of the property that would be repaid with the proceeds of the offering.

Intercompany loans between Here or an affiliate of Here, on the one hand, and a Series, on the other hand, would generally have the following terms:

- Interest: Interest will accrue on amounts outstanding under the loan at an annual fixed rate, simple interest, and would be payable upon maturity or upon full prepayment of the loan. The interest rate is expected to be equal to 2.5% above the existing prime rate at the time the loan is made.
- Security: The loan would be unsecured.
- Default: Notwithstanding anything to the contrary in the agreement, if the borrower defaults in the performance of any obligation under the agreement, then the lender may declare the principal amount owing and interest due under the agreement at that time to be immediately due and payable.
- No prepayment penalty

Property Overview

Series #2

On March 11, 2022, Here Collection established Series #2 for the purpose of acquiring the property at 335 Maple Ridge Dr, Big Bear City, CA 92314 (“Big Bear Property”) pursuant to a California Residential Purchase Agreement (the “Big Bear Purchase Agreement”) that will be assigned to Series #2 by HCO 1 LLC, an affiliate of Here, the company’s Managing Member, subject to the property sellers’ consent. The Big Bear Purchase Agreement is contingent on completion of a property investigation by the Buyer within 7 days, which has been completed. The sellers of the property are unaffiliated third parties and the property was used as their residence, not a rental property.

HCO 1 LLC has also received a non-binding letter of proposed financing from Certain Lending, Inc. for the purchase of the property in the amount of \$481,200 and secured by the property. The loan would have a term of 2 years and bear interest at a fixed rate of 6%, with monthly interest-only payments of \$2,245. Total loan fees are expected to be \$4,812. We expect that Series #2 will be the borrower under this loan when the property is purchased and the loan would be secured only by the Big Bear Property. In the event that the loan cannot be incurred by Series #2, Here or an affiliate may extend a loan to the Series (on the terms described under “The Company’s Business – Intended Business Process” above) to cover any difference between the amount raised in the offering and the purchase price of the Big Bear Property plus closing costs.

Series #2

Address of Property

335 Maple Ridge Dr, Big Bear City, CA 92314

Type of Property

Single-family detached home

Square foot	2,525 square feet of interior livable areas
Acreage	Approximately 0.25
Number of Units	1
Configuration	4 bedroom, 3 bath
Capital improvements expected to be made	None
Total expected to be spent on capital improvements	\$0
Total expected to be spent on furnishings and other expenses to prepare the property for booking	\$32,080
Debt expected to be on property	\$481,200.

Monthly interest expense on expected debt	\$2,245
Property listing	The property will be managed as a short-term rental and will be listed on the following vacation rental sites: AirBNB Vrbo
Sale of Property	In the event the company decides to sell the property, approval from the Series #2 holders will be sought.

Series #3

Here Collection established Series #3 for the purpose of acquiring the property at 1182 Ski Mountain Rd., Gatlinburg, TN 37738 (“Gatlinburg Property”) pursuant to a Purchase and Sale Agreement (the “Gatlinburg Purchase Agreement”) that will be assigned to Series #3 by HCO 1 LLC, an affiliate of Here, the company’s Managing Member, subject to the property sellers’ consent. The Gatlinburg Purchase Agreement is contingent on completion of a property investigation by the Buyer within 7 days, which has been completed. The sellers of the property are unaffiliated third parties and the property was used as a private residence, not a rental property.

HCO 1 LLC has also applied for financing from Certain Lending, Inc. for the purchase of the property in the amount of \$390,000, to be secured by the property. The loan would have a term of 2 years and bear interest at a fixed rate of 6.5%, with monthly interest-only payments of \$2,112.50. Total loan fees would be \$3,900. We expect that Series #3 will be the borrower under this loan when the property is purchased and the loan would be secured only by the Gatlinburg Property. In the event that the loan cannot be incurred by Series #3, Here or an affiliate may extend a loan to the Series (on the terms described under “The Company’s Business – Intended Business Process” above) to cover any difference between the amount raised in the offering and the purchase price of the Gatlinburg Property plus closing costs.

Series #3

Address of Property	1182 Ski Mountain Rd., Gatlinburg, TN 37738
Type of Property	Single-family detached home
Square foot	936 square feet of interior livable areas
Acreage	Approximately 0.34

Number of Units	1
Configuration	2 bedroom, 1 bath
Capital improvements expected to be made	None
Total expected to be spent on capital improvements	\$0
Total expected to be spent on furnishings and other expenses to prepare the property for booking	\$26,000
Debt expected to be on property	\$390,000
Monthly interest expense on expected debt	\$2,112.50
Property listing	The property will be managed as a short-term rental and will be listed on the following vacation rental sites: AirBNB Vrbo
Sale of Property	In the event the company decides to sell the property, approval from the Series #3 holders will be sought.

Series #4

Here Collection established Series #4 for the purpose of acquiring the property at 4726 Avenida La Flora Desierta, Joshua Tree, CA 92252 (“Joshua Tree Property”) pursuant to a California Residential Purchase Agreement (the “Joshua Tree Purchase Agreement”) that will be assigned to Series #4 by HCO 1 LLC, an affiliate of Here, the company’s Managing Member, subject to the property sellers’ consent. The Joshua Tree Purchase Agreement is contingent on completion of a property investigation by the Buyer within 10 days of the date of the Joshua Tree Purchase Agreement, or April 14, 2022. The sellers of the property are unaffiliated third parties and the property was used as a private residence, not a rental property.

HCO 1 LLC also intends to secure financing from Certain Lending, Inc. for the purchase of the property in the amount of \$489,600, to be secured by the property. The loan is expected to have a term of 2 years and bear interest at a fixed rate of 6.5%, with monthly interest-only payments of \$2,652.00. Total loan fees are expected to be approximately \$4,896. We expect that Series #4 will be the borrower under this loan when the property is purchased and the loan would be secured only by the Joshua Tree Property. In the event that the loan cannot be incurred by Series #4, Here or an affiliate may extend a loan to the Series (on the terms described under “The Company’s Business – Intended Business Process” above) to cover any difference between the amount raised in the offering and the purchase price of the Joshua Tree Property plus closing costs.

Series #4

Address of Property	4726 Avenida La Flora Desierta, Joshua Tree, CA 92252
Type of Property	Single-family detached home
Square foot	1,120 square feet of interior livable areas
Acreage	Approximately 0.45
Number of Units	1

Configuration	3 bedroom, 2 bath
Capital improvements expected to be made	Installation of a swimming pool
Total expected to be spent on capital improvements	\$35,000
Total expected to be spent on furnishings and other expenses to prepare the property for booking	\$75,000
Debt expected to be on property	\$489,600
Monthly interest expense on expected debt	\$2,652.00
Property listing	The property will be managed as a short-term rental and will be listed on the following vacation rental sites: AirBNB Vrbo
Sale of Property	In the event the company decides to sell the property, approval from the Series #4 holders will be sought.

Series #5

Here Collection established Series #5 for the purpose of acquiring the property at 12610 Erin Lea Ln, Panama City Beach, FL 32407 (“Panama City Beach Property”) pursuant to a Residential Contract for Sale and Purchase (the “Panama City Beach Purchase Agreement”) that will be assigned to Series #5 by HCO 1 LLC, an affiliate of Here, the company’s Managing Member. The Panama City Beach Purchase Agreement is contingent on completion of a property investigation by the Buyer within 15 days of the date of the Joshua Tree Purchase Agreement, or April 23, 2022. The sellers of the property are unaffiliated third parties and the property was used as a private residence, not a rental property.

HCO 1 LLC also intends to secure financing from Certain Lending, Inc. for the purchase of the property in the amount of \$495,000, to be secured by the property. The loan is expected to have a term of 2 years and bear interest at a fixed rate of 6.5%, with monthly interest-only payments of \$2,681.25. Total loan fees are expected to be approximately \$4,950. We expect that Series #5 will be the borrower under this loan when the property is purchased and the loan would be secured only by the Panama City Beach Property. In the event that the loan cannot be incurred by Series #5, Here or an affiliate may extend a loan to the Series (on the terms described under “The Company’s Business – Intended Business Process” above) to cover any difference between the amount raised in the offering and the purchase price of the Panama City Beach Property plus closing costs.

Series #5

Address of Property	12610 Erin Lea Ln, Panama City Beach, FL 32407
Type of Property	Two-family detached home, “duplex”
Square foot	3,000 square feet of interior livable areas
Acreage	Approximately 0.14
Number of Units	1
Configuration	6 bedroom, 4 bath
Capital improvements expected to be made	None

Total expected to be spent on capital improvements	\$0
Total expected to be spent on furnishings and other expenses to prepare the property for booking	\$74,250
Debt expected to be on property	\$495,000
Monthly interest expense on expected debt	\$2,681.25

Property listing The property will be managed as a short-term rental and will be listed on the following vacation rental sites:
AirBNB
Vrbo

Sale of Property In the event the company decides to sell the property, approval from the Series #4 holders will be sought.

Property Management Agreements with Here PM

Here PM is expected to serve as the Property Manager responsible for managing each Series' Underlying Asset (the "Property Manager") as described in the relevant Property Management Agreement for the Series. The terms of each Property Management Agreement are as set forth below.

Authority: The Property Manager shall have sole authority and complete discretion over the care, custody, maintenance and management of the applicable Underlying Asset for each Series and may take any action that it deems necessary or desirable in connection with each Underlying Asset, subject to the limits set for in the Agreement (generally acquisition of any asset or service for an amount equal to or greater than 1% of the value of the relevant Underlying Assets individually, or 3% of such value in the aggregate requires approval of the Managing Member).

Delegation: The Property Manager may delegate all or any of its duties. The Property Manager shall not have the authority to sell, transfer, encumber or convey any Underlying Asset.

Performance of Underling Assets: The Property Manager gives no warranty as to the performance or profitability of the Underlying Assets or as to the performance of any third party engaged by the Property Manager hereunder.

Assignment: No Property Management Agreement may be assigned by either party without the consent of the other party.

Compensation and Expenses: Each Series will pay, monthly, a property management fee to the Property Manager, equal to a percentage (as set forth below) of the Gross Receipts received by the Series during the immediately preceding month.

- Series #2: 25%
- Series #3: 25%
- Series #4: 30%
- Series #5: 30%

"Gross Receipts" means (i) receipts from the short-term or long-term rental of the Underlying Assets; (ii) receipts from rental escalations, late charges and/or cancellation fees (iii) receipts from tenants for reimbursable operating expenses; (iv) receipts from concessions granted or goods or services provided in connection with the Underlying Assets or to the tenants or prospective tenants; (v) other miscellaneous operating receipts; and (vi) proceeds from rent or business interruption insurance, excluding (A) tenants' security or damage deposits until the same are forfeited by the person making such deposits; (B) property damage insurance proceeds; and (C) any award or payment made by any governmental authority in connection with the exercise of any right of eminent domain.

Each Series will bear all expenses of the applicable Underlying Asset and shall reimburse the Property Manager for any such expenses paid by the Property Manager on behalf of the applicable Series together with a reasonable rate of interest.

Duration and Termination: Each Property Management Agreement shall expire one year after the date on which the applicable Underlying Asset has been liquidated and the obligations connected to such Underlying Assets (including, without limitation, contingent obligations) have terminated.

Allocations of Expenses

If any fees, costs and expenses of the company are not related solely to a specific Series, they will be allocated by the Managing Member among all Series (or in cases where such fees, costs or expenses relate to several Series but not all Series, among the relevant Series) generally in proportion to the Asset Value of the various Series. "Asset Value" at any date means the fair market value of assets in a Series representing the purchase price that a willing buyer having all relevant knowledge would pay a willing seller for such assets in an arm's length transaction, determined by the Managing Member in its sole discretion.

Once such fees, costs or expenses have been allocated in accordance with the Manager's allocation policy, each relevant Series would record their allocated portion and become liable for payment or for reimbursing the Managing Member for its pre-allocation payment of such expenses. For example, generally, we expect that the costs of repairs, furnishings and capital expenditures for a particular property will be applicable to and incurred solely by the relevant Series which owns such property. Similarly, property management fees and other contractual obligations under the Property Management Agreement for a specific Series, and the asset management fees charged by our Managing Member will be obligations solely of the relevant Series. In contrast and for example, our Managing Member initially bears all offering expenses, other than brokerage commissions, on behalf of each Series. Such expenses will be allocated among and reimbursed by all Series established by Here Collection once those Series have all been established and funded. There may be situations where it is difficult to allocate fees, costs and expenses among specific Series and, therefore, there is a risk that a Series may bear a proportion of the fees, costs and expenses for a service or product for which another Series received a disproportionately high benefit. See "Risk Factors – Liability of investors between Series."

Market Outlook

Short-term Rental Market

General

Following the emergence of the COVID-19 pandemic, demand for short-term rentals declined significantly initially, but was followed by a partial recovery in 2020 and a marked shift toward small cities/rural markets and destination/resort locations (mountain/lake and coastal) and away from large city/urban markets.

In 2020, short-term rental demand contracted by 16.1% for the year, a significant portion of which was related to private and shared rooms or 1- or 2-bedroom apartments listed on Airbnb and primarily located in large metropolitan areas. In the first quarter of 2021, the United States hit a new bookings record each month leading up to April 2021 when demand (nights) surpassed 2019 levels for the first time since February 2020. Looking at changes in occupancy rates in April 2019 versus April 2021, the US short-term rental market shows the following:

- 67% increase in small cities/rural markets
- 25% increase in destination/resort locations (mountain/lake and coastal)
- 8% increase mid-size cities
- 13% decline in suburban markets
- 41% decline in the 50 largest U.S. cities based on population

Occupancy Rates: April 2021 Compared to April 2019



Source: Outlook Report published by AirDNA, an intelligence platform for short-term rental hosts and investors.

Trends in the supply of short-term also indicate this movement towards small cities and rural areas and away from urban areas. Historically, according to the AirDNA Outlook Report, owners add units during high-demand periods and remove them when demand dissipates; and this trend generally held over the past year, with 40% fewer available nights in urban areas compared to 25% more nights available in small city/rural locations. Destination/resort areas have somewhat bucked this trend, per the Report, with destination markets near major cities seeing increased demand for single-family housing but many owners removing properties, preferring to use second homes themselves.

AirDNA projects that, with demand having shifted to larger homes in destination markets, with higher average daily rates in 2020/21:

- High levels of demand and a delayed expansion of available supply of new short-term rental units will mean at least two years of elevated occupancy levels for U.S. properties
- This same factor, but now in reverse, will cause average daily rates to decline in 2022 as demand returns to the cities and smaller properties, with 2022 average rates being 7.5% higher than in 2019
- Total revenues will increase by 42% over the four-year period from 2019 through 2022, despite a decline in revenue per unit (RevPAR) in 2022.

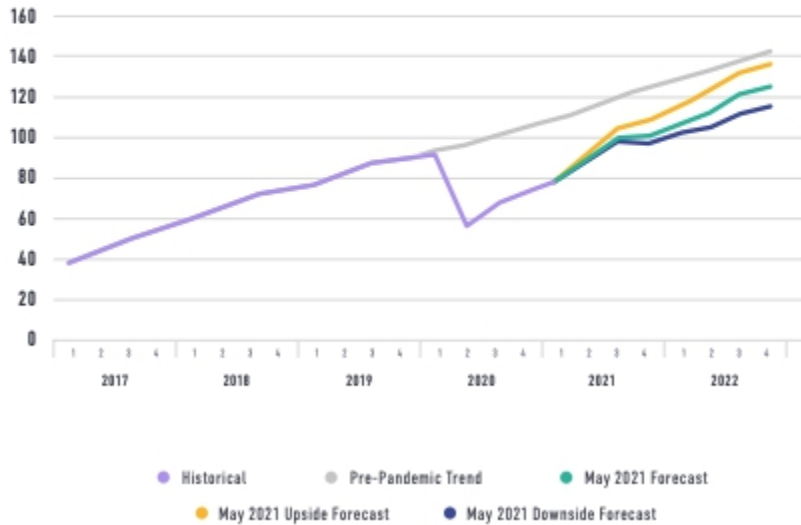
U.S. Short-term Rental Forecast (2019-2022)

Metric	2019	2020	2021 F	2022 F
Available Listings	1,175,437	1,039,948	1,138,111	1,370,903
Listings, % Change	11.0%	-11.5%	9.4%	20.5%
Demand, % Change	20.9%	-16.1%	27.5%	23.4%
Occupancy	53.5%	53.2%	58.9%	57.9%
Average Daily Rate	\$214.30	\$233.84	\$248.06	\$230.33
ADR, % Change	1.3%	9.1%	6.1%	-7.1%
RevPAR	\$114.59	\$124.50	\$146.22	\$133.40
RevPAR, % Change	3.8%	8.6%	17.4%	-8.8%

Source: Outlook Report published by AirDNA.

The following shows AirDNA's projected market trajectory under its downside, mid-level and upside assumption, compared to the 2019 pre-pandemic trajectory:

Projecting Vacation Rentals' Trajectory: Three Possible Scenarios



Source: Outlook Report published by AirDNA.

The Property is located in Big Bear, CA and according to AirDNA, as of March 7, 2022, the Big Bear vacation rental market shows:

- primarily entire home rentals with an average of 2.7 bedrooms and accommodating an average of 7.5 guests
- rental demand for a seasonal destination of 49 points out of 100
- a median occupancy rate of 52% over the past 12 months
- an average rating on AirBNB of 4.65 (out of 5)
- a 16% quarterly growth on average in the number of active rentals since Q3 2018.

Series #3 – Gatlinburg Property

This property is located in Gatlinburg, TN and according to AirDNA, as of March 17, 2022, the Gatlinburg vacation rental market shows:

- Primarily entire home rentals (98%) with an average of 2.5 bedrooms and accommodating an average of 7.5 guests
- Strong rental demand for a seasonal destination (83 points out of 100)
- A median occupancy rate of 77% over the past 12 months
- An average daily rate of \$276, over the last year
- An average rating on Airbnb of 4.54 (out of 5)
- An 11% quarterly growth on average in the number of active rentals since Q4 2018

Series #4 – Joshua Tree Property

This property is located in Joshua Tree, CA and according to AirDNA, as of March 17, 2022, the Joshua Tree vacation rental market shows:

- Primarily entire home rentals (98%) with an average of 2.1 bedrooms and accommodating an average of 5.3 guests
- Strong rental demand for a seasonal destination (89 points out of 100)
- A median occupancy rate of 71% over the past 12 months
- An average daily rate of \$259, over the last year
- An average rating on Airbnb of 4.84 (out of 5)
- A 4% quarterly growth on average in the number of active rentals since Q4 2018)

Series #5 –Panama City Beach Property

This property is located in Panama City Beach, FL and according to AirDNA, as of April 9, 2022, the Panama City Beach vacation rental market shows:

- Primarily entire home rentals (99%) with an average of 2.1 bedrooms and accommodating an average of 7.1 guests

- Strong rental demand for a seasonal destination (75 points out of 100)
- A median occupancy rate of 71% over the past 12 months
- An average daily rate of \$251, over the last year
- An average rating on Airbnb of 4.16 (out of 5)
- An 11% quarterly growth on average in the number of active rentals since Q4 2018

Real Estate Market

According to the National Association of Realtors®’ recent research of December 2020, nationwide existing-home sales median price went up 14.9% year-over-year. Meanwhile, the total number of home sales dropped 1.5%, and the average days on market rose slightly from 17 days to 22 days.

Sales of new single-family houses in August 2021 were at a seasonally adjusted annual rate of 740,000, according to estimates released jointly today by the U.S. Census Bureau and the Department of Housing and Urban Development. This is 24.3 percent below the August 2020 estimate of 977,000. The median sales price of new houses sold in August 2021 was \$390,900. The seasonally-adjusted estimate of new houses for sale at the end of August 2021 was 378,000. This represents a supply of 6.1 months at the current sales rate.

According to the U.S. Census Bureau, approximately 11.0% of the housing units in the United States in the second quarter of 2021 were vacant. Purchasing a home is often one of the largest investments that individuals make. Home ownership accounts for a significant portion of households’ net worth in the United States. Owner-occupied housing units made up about 58.2% of total households, while renter-occupied units made up around 30.8% of the inventory in the second quarter of 2021.

CBRE, the world’s largest commercial real estate services and investment firm, forecasts a return to pre-COVID vacancy levels and a 6% increase in net effective rents in 2021, with a full market recovery occurring in early 2022. The economic rebound will lead to rising multi-family demand, largely from “unbundling”—certain renters moving out of their parents’ homes or those of friends as job opportunities provide more financial flexibility to live independently.

Looking at the professional publication “Emerging Trends in Real Estate® 2021”, undertaken jointly by PwC and the Urban Land Institute, the marketplace will continue to see home price and sales growth in 2021 even though U.S. gross domestic product is down as a result of the COVID-19 outbreak. At the same time, new constructions are also projected to develop at a smooth pace.

Marketing/Distribution Channels

We market our properties primarily through the following vacation rental platforms:

- AirBNB
- Vrbo
- Expedia (which integrates Vrbo listing)

Each of these platforms enables travelers to search for available lodgings in a particular city or geographic area for the duration of their intended stay. The platforms facilitate travelers bookings by reserving the days booked at a particular property, accepting traveler payments, including security deposits, remitting payments to us and refunding, as needed, security deposits and payments related to cancellations.

We pay these platforms the following fees in connection each property that we list on the site:

Platform	Service Fee (% of total booking amount)	Other Fees
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AirBNB	3% of total booking amount	n/a
VRBO (including Expedia)	5% of total booking amount	3% credit card processing fee

Competition

The company competes with many others engaged in real estate in general and vacation rental operating activities in particular, including but not limited to individuals, corporations, bank and insurance company investment accounts, real estate investment trusts, and private real estate funds. In particular, the company intends to list its vacation rental properties through established vacation rental booking platforms, such as AirBNB and Vrbo, and the company's properties will compete with all other properties listed in those sites in the vicinity of the company's property, as well as other traditional accommodations such as hotels which may have built-in client bases and significantly greater resources and the ability to withstand economic downturns or off-peak vacancies. This market is competitive and rapidly changing. Significant increases in the number of listings for short-term vacation rentals in the geographic areas where the company's properties are located, if not met by a similar increase in demand for short-term rentals, is likely to cause downward pressure on rental rates and, potentially, impact to value of the Underlying Asset. The company expects competition to persist and intensify in the future, which could harm its ability to generate sufficient rental income from its vacation properties or acquire additional properties on terms that investors find to be reasonable.

Plan of Operations

The company intends to focus on acquiring properties located in the United States, that are expected to include:

- Single family homes,
- Condos and
- Small multi-family properties.

The company may borrow funds to purchase its properties and, if it does, would expect to have a 30-90% loan to value ratio.

The company chooses properties based on large-scale historical and marketing data and rich real-estate experiences from our team's real-estate experts. Some factors we look to include:

- Properties located in vacation destinations
- Above local average market cap rate for all types of real estate properties, such as multi-families, single-families, commercial buildings, etc.
- Located in a geographic region where there is room for appreciation.
- Well-maintained structures to avoid future risks.
- Well-organized existing lease agreements to minimize legal risks.

As part of our plan of operations, we intend to execute the following milestones over the course of the next 12 months:

- Build, develop and grow an efficient property management relationships across multiple locations/ states.
- Close 10 additional Underlying Assets.
- Reach 20,000 users/investors.

Employees

Here Collection currently has 0 full-time employees and 0 part-time employees.

Here, as the Managing Member of the company and the Managing Member of the Property Manager and of each of the Series, currently has 4 full-time employees, including its CEO Corey Walters, all of whom work remotely.

Intellectual Property

Here has applied for the trademark protection for “Here.”

Regulation

As an owner/operator of vacation rental properties, we are subject to federal, state and local regulations governing short-term rental operations, most notably tax regulations and licensing requirements that differ from state to state and city to city. For example, Florida’s 6.0% state sales tax, plus any applicable discretionary sales surtax, applies to rental charges paid to occupy living quarters or sleeping or housekeeping accommodations for rental periods of six months or less. Such accommodations include hotel and motel rooms, condominium units, timeshare resort units, single-family homes, apartments or units in multiple unit structures, mobile homes, beach or vacation houses, campground sites, and trailer or RV parks. An operator must obtain a certificate of registration from Florida’s department of revenue for each place of business before collecting any taxes. Individual Florida counties may impose a local tax on transient rental accommodations, such as the tourist development tax, convention development tax, tourist impact tax, or municipal resort tax. Currently our properties are subject to state taxes but not any additional county taxes. We are also not currently subject to any licensing requirements.

We are also subject to federal state and local laws that affect property ownership generally, including environmental laws, certificates of occupancy limitations, and laws related to accommodations for persons with disabilities. See the discussion in “Risk Factors” regarding some of these regulations and the risks they pose for our business.

The company believes it is in compliance with all necessary federal, state, and local regulations involved in its business.

Litigation

The company is not a party to any current litigation.

THE COMPANY’S PROPERTY

Here Collection owns the following properties which were acquired by the below Series following the completion of the offering the respective Series Interests under this Offering Circular:

Series #1: a residential property located at 1989 Loraine Rd., Largo, FL 33774. There is no debt associated with this property.

Here Collection currently does not own or lease any other property. Here, the company’s Managing Member lease a virtual address in Miami for mailing purposes for monthly rent of \$210.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of the financial statements and financial condition of Here Collection (formerly Here 001 LLC) and results of its operations together with the financial statements and related notes appearing at the end of this Offering Circular. This discussion contains forward-looking statements reflecting the company’s current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled “Risk Factors” and elsewhere in this Offering Circular.

Overview

Arrive Collection LLC was formed on June 15, 2021 (“Inception”) in the State of Delaware. On July 6, 2021, an amendment to the Certificate of Formation was filed to change the name of the entity to Here 001 LLC and, on January 11, 2022, a second amendment to the Certificate of Formation was filed to change the name of the entity to Here Collection LLC. Here Collection is an investment vehicle which intends to enable investors to own fractional ownership of a specific vacation rental property. This lowers the cost-of-entry and minimizes the time commitment for real estate investing. An investment in the company entitles the investor to the potential economic and tax benefits normally associated with direct property ownership, while requiring no investor involvement in asset or property management.

Here is the company’s Managing Member. As the company’s Managing Member, it will manage the company’s day-to-day operations. Here is also the Managing Member of each Series and Here PM, a wholly owned subsidiary of Here, is the Property Manager of each Series and will manage each property that a Series acquires.

Going Concern

The company’s financial statements have been prepared assuming the company will continue as a going concern. The company is newly formed and has not generated revenue from operations. The company will require additional capital until revenue from operations are sufficient to cover operational costs. These matters raise substantial doubt about the company’s ability to continue as a going concern.

During the next 12 months, the company intends to fund operations through member advances and debt and/or equity financing. There are no assurances that management will be able to raise capital on terms acceptable to the company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development and operations, which could harm its business, financial condition and operating results. The company’s accompanying financial statements do not include any adjustments that might result from these uncertainties.

Results of Operations

The company was formed on June 15, 2021 and has had no significant operations and no revenues since that date. During the period ended December 31, 2021, the company’s member advanced the company \$230 to pay for initial formation costs, resulting in total expenses of \$230 and a net loss of \$230.

Liquidity and Capital Resources

Due to its recent formation, the company has no cash, assets or liabilities reflected on its balance sheet. The company’s capital resources would be derived from operating cash flow, once it has raise sufficient funds through the offering of Series Interests to acquire vacation rental properties. The Series will be dependent on the net proceeds from this offering for funding to acquire these properties For information regarding the anticipated use of proceeds from this offering, see “Use of Proceeds.”

The company may secure mortgage financing that is expected to be incurred by the relevant Series. For a description of the terms of this financing for a particular Series, please see the description of that Series under “The Company’s Business – Property Overview.”

Property Acquired

As of December 31, 2021, Series #1 had entered into an agreement to purchase the Largo Property from an affiliate of Here, which in turn acquired the property from an unaffiliated third party seller on July 29, 2021. After renovating and making repairs to the property to prepare it for rent, such affiliate listed the property for short-term rent on August 12. As a result, we are presenting a discussions of financial results of the Largo Property. The following discussion should be read together with the financial statements of 1989 Loraine Road as of December 31, 2021 and for the period from July 9, 2021 through December 31, 2021 and related notes appearing at the end of this Offering Circular.

Through December 31, 2021, the Largo Property generated \$15,110 in rental revenues and recorded \$43,875 of expenses, including \$4,638 of non-cash depreciation expense and approximately \$24,000 related to expenses for repairs and furnishings. As a result, the Largo property recorded a net loss of \$28,765 for the period from Inception to December 31, 2021. As of December 31, 2021, the Largo

Property had cash on hand of \$715. As of December 31, 2021, \$330,970 was advanced by an affiliate of Here, which covered the purchase price of the Largo Property, improvements and operating expenses of the largo property. This amount is recorded as a liability, is non-interest bearing and is payable on demand.

The above information is preliminary and reflects upfront costs for improvements, repairs and furnishings that are not expected to be repeated at similar levels of spending. This information also does not reflect any fees that would be payable by Series #1 to Here or its affiliates under our Operating Agreement or the relevant property management agreement for the property, respectively, following Series #1's acquisition of the property. It should not be considered indicative of future performance, especially given the high level of seasonality for vacation rentals in Largo, Florida. See "Risk Factors – The performance of any real estate asset is likely to fluctuate significantly due to seasonality."

Subsequent Events

Series #1

On April 5, 2022, we issued 389,340 Series #1 Interests at a price of \$1.00 per Interest, the maximum offering amount for Series #1, and thereafter purchased the Largo Property from Here Acquisitions for a cash purchase price of \$328,665 and paid the Managing Member a sourcing fee of \$34,417.

Additional Series

As of April 15, 2022, we have established Series #2, Series #3, Series #4 and Series #5 for the purpose of purchasing the respective properties set forth in this Offering Circular.

Please see the unaudited proforma combined financial statements of Here Collection LLC as of and for the period ended December 31, 2021. The unaudited pro forma combined financial information is provided for informational purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the transactions had been completed as of the dates set forth above, nor is it indicative of the future results or financial position of the combined company.

Trend Information

The company has a limited operating history and has not generated revenue from intended operations. The company's business and operations are sensitive to general business and economic conditions in the U.S. and worldwide along with local, state, and federal governmental policy decisions. A host of factors beyond the company's control could cause fluctuations in these conditions, including but not limited to: recession, downturn or otherwise; government policies surrounding tenant rights; local ordinances where properties reside as a result of the coronavirus pandemic; travel restrictions; changes in the real estate market; and interest-rate fluctuations. Adverse developments in these general business and economic conditions could have a material adverse effect on the company's financial condition and the results of its operations.

On January 20, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, and quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economic and financial markets of many countries, including the geographical area in which the company operates. Measures taken by various governments to contain the virus have affected economic activity. Due to our recent formation, the impact on our business and results has not been significant. We will continue to follow the various government policies and advice, and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardizing the health or our stakeholders.

Long-term decreased demand in the travel and rental housing industry would adversely affect our business model. Demand for rental and vacation housing is tied to the broader economy and factors outside the company's control. Should factors such as COVID-19 pandemic result in continued loss of general economic activity, we would experience a slower growth rate in demand for our products and services.

DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

In accordance with the Operating Agreement and the Series Designation for Series #1, Here Investments Inc. is the initial member of the Series #1. Here Investments Inc. is also the Managing Member of Here Collection. Finally, Here PM LLC, a wholly owned subsidiary of Here Investments Inc., is the Property Manager of Series #1. The sole member of Here PM is Here Investments Inc. and its Manager is Corey Ashton Walters.

HERE INVESTMENTS INC.

Chief Executive Officer	Chief Financial Officer	Director
Corey Ashton Walters	Corey Ashton Walters	Corey Ashton Walters

HERE COLLECTION LLC

(Wholly owned subsidiary of Here Investments Inc.)

Managing Member: Here Investments Inc.

Here Collection LLC - Series #1	Issuer	Managing Member	Property Manager
Here Collection LLC - Series #1	Here Collection LLC - Series #1	Here Investments Inc.	Here PM LLC

Here Collection is managed by its Managing Member, Here. Here is operated by the following executives and directors all work for the company on a full time basis.

Name	Position	Age	Term of Office (if indefinite, give date appointed)	Full Time/ Part Time
Corey Ashton Walters	Chief Executive Officer	30	February 23, 2021	Full Time
Corey Ashton Walters	Chief Financial Officer	30	February 23, 2021	Full Time
Corey Ashton Walters	Director	30	February 23, 2021	Full Time

Corey Ashton Walters, Chief Executive Officer, Chief Financial Officer and Director

Prior to founding Here in 2021, Corey Walters co-founded Homeworthy in 2017, a technology enabled cloud real estate brokerage that served homeowners located in over 900 cities across the Pacific Northwest. As of 2021, Homeworthy is no longer in operation.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

For the fiscal year ended December 31, 2020, the company did not compensate any director or executive officer of Here for their services to Here Collection. Rather, Here will receive asset management fees from Here Collection as described under “Securities Being Offered – Asset Management Fees” and Here PM, a wholly owned subsidiary of Here, will receive property management fees as discussed in “The Company’s Business – Property Management Agreement with Here PM.”

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITYHOLDERS

At the closing of each offering, Here, our Managing Member, must purchase a minimum of 1% and may purchase a maximum of 51% of Series Interests through the Offering, or such other minimum and maximum percentage amount as set forth in the applicable Series Certificate of Designations for the relevant Series, for the same price as all other investors.

The address for Here, our Managing Manager, is set forth on the cover page of this Offering Circular. The table below shows the Series Interests owned by our Managing Member as of March 31, 2022. No other person holds 10% or more of any Series.

Title of Class	Number of Shares Owned	Percent of Outstanding Shares Owned
Series #1	3,894	1.0%

Corey Ashton Walters owns all of outstanding common shares of Here and owns over 90% of Here on a fully diluted basis (including unexercised options).

INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

Existing Transactions

Property Management Agreement

Each Series has entered into, or is expected to enter into, an Amended and Restated Property Management Agreement with Here PM, a wholly owned subsidiary of Here. See “The Company’s Business – Property Management Agreement with Here PM” for a description of this agreement.

Real Estate Purchase

Here Collection has entered into a Real Estate Purchase Agreement with Here Acquisitions (formerly Arrive 1 LLC) a wholly owned subsidiary of Here, dated November 29, 2021. The Agreement provides for Here Collection’s purchase of the Largo property, plus all furniture, fixtures and linens, at a purchase price of \$344,716 plus closing costs; and is subject to an inspection condition.

HCO 1 LLC intends to assign the Big Bear Purchase Agreement to Series #2, as described under “The Company’s Business – Property Overview – Series #2”

Advances

During the period ended June 15, 2021, the company’s member advanced the company \$230 to pay for initial formation costs.

Conflicts of Interest

The company is subject to various conflicts of interest arising out of its relationship with Here, the company’s Managing Member, and its affiliates. These conflicts are discussed below.

General

The officer and director of Here is also the key professional of Here Collection and has legal obligations with respect to those entities that are similar to their obligations to the company. In addition, in the future, any officers or directors of Here and other affiliates of Here may organize other real estate-related entities.

Allocation of Acquisition Opportunities

From time to time, Here may create new entities that will acquire real estate assets and make offers of securities to accredited investors, foreign investors and under Regulation D or Regulation A or otherwise. Here will, in its sole discretion determine which entity will be responsible for acquiring a specific asset.

Allocation of the Company’s Affiliates’ Time

The company relies on Here’s real estate professionals and other staff, who act on behalf of Here and the company for the day-to-day operation of their respective businesses. Mr. Walters is the Chief Executive Officer and Chief Financial Officer and sole director of

Here, the Managing Member of the company, as well as the Manager of Here PM and the other subsidiaries of Here. As a result of his interests in other Here entities, his obligations to other investors and the fact that he engages in and will continue to engage in other business activities on behalf of himself and others, Mr. Walters will face conflicts of interest in allocating his time among the company, Here, other related entities and other business activities in which he is involved. However, the company believes that Here and its affiliates have sufficient real estate professionals to fully discharge their responsibilities to the Here entities for which they work.

SECURITIES BEING OFFERED

The following descriptions of the company's Series Interests, certain provisions of Delaware law, the Series Designation for each Series and the Operating Agreement are summaries and are qualified by reference to Delaware law, the Series Designation of the relevant Series and the Operating Agreement.

General

Title to each Underlying Asset

Title to the property comprising an Underlying Asset of a Series will be held by such Series.

Managing Member, Here

Here is the Managing Member of each Series.

Here PM, a wholly-owned subsidiary of Here, is the Property Manager of each Series.

The Managing Member may amend any of the terms of the Operating Agreement of Here Collection or any Series Designation as it determines in its sole discretion. However, no amendment to the Operating Agreement may be made without the consent of the holders holding a majority of the outstanding Series Interests, that: (i) decreases the percentage of outstanding Series Interests required to take any action under the Agreement; (ii) materially adversely affects the rights of any of the members holding Series Interests (including adversely affecting the holders of any particular Series Interests as compared to holders of other Series Interests); (iii) modifies Section 11.1(a) of the Operating Agreement or gives any person the right to dissolve the company; or (iv) modifies the term of the company.

Distributions

Subject to Section 7.3 and Article XI of the Operating Agreement, as described in the Operating Agreement, and any Series Designation, any Free Cash Flows of each Series after the following:

- Repayment of any amounts owed to Here PM, as Property Manager, for reimbursement of operating expenses paid by the Property Manager on behalf of the Series of the Series, including any accrued interest thereon and
- the creation of such reserves as the Managing Member deems necessary, in its sole discretion, to meet future operating expenses,

will be applied and distributed 100% to the members of such Series on a pro rata basis (which, for the avoidance of doubt, may include the Managing Member or its affiliates that hold Series Interests). We intend to make quarterly distributions of Free Cash Flow to the extent that the Series generates sufficient cash to do so.

“Free Cash Flows” means any available cash for distribution generated from the net income received by a Series, as determined by the Managing Member to be in the nature of income as defined by U.S. GAAP, plus (i) any change in the net working capital (as shown on the balance sheet of such Series) (ii) any amortization of the relevant Underlying Asset (as shown on the income statement of such Series) and (iii) any depreciation of the relevant Underlying Asset (as shown on the income statement of such Series) and (iv) any other non-cash Operating Expenses less (a) any capital expenditure related to the Underlying Asset (as shown on the cash flow statement of such Series) (b) any other liabilities or obligations of the Series, including interest payments on debt obligations and tax liabilities, in each case to the extent not already paid or provided for and (c) upon the termination and winding up of a Series or the Company, all

costs and expenses incidental to such termination and winding as allocated to the relevant Series in accordance with the terms of the Operating Agreement.

For avoidance of doubt, net income received by a Series shall reflect the deduction of applicable Property Management Fees and Asset Management Fees as expenses of the Series. We and Here determined these fees internally without any independent assessment of comparable market fees, and as a result, they may be higher than those available from unaffiliated third parties.

Set forth below is a hypothetical example of a quarterly calculation of distributions for a hypothetical Series. Because Here acquired the Largo Property in July 2021 and, therefore, has historical financial information for this property for the fourth quarter of 2021, we have chosen to use these historical results of the Largo Property as a starting point for preparing the below hypothetical example, with a number of assumptions and adjustments as set forth in the footnotes. These assumptions and adjustments, which management believes are reasonable, are intended to reflect a normalized operating quarter for the Largo Property, assuming it had been owned by Series #1 during the entire quarter. We also assume, as we expect to be the case with our various Series, that any property would only be acquired once the offering of Series Interests for that property has concluded, raising at least the minimum amount of the offering for such Series, and that no new Series Interests were issued during the period.

Please note that the below example is purely hypothetical and should not be relied on as an indicator of actual results of any specific Series or level of distributions that may be generated in a quarter for any specific Series.

Rental Income (1)	\$ 14,801
Total Revenue	14,801
Operating Expenses (1)	
Asset management fee (2)	798
Property management fee (2)	3,700
Depreciation	2,783
Repair and maintenance (2)	4,722
Utilities	1,037
Total operating expenses	13,031
Income from operations	1,770
Net Income	\$ 1,770
Plus (1):	
(a) Change in net working capital	-
(b) Amortization	-
(c) Depreciation	2,783
(d) Other non-cash operating expenses	-
Less:	
(a) Capital expenditure (1)	-
(b) Other liabilities or obligations to the extent not already paid or provided for (3):	1,237
Total adjustment to net income	\$ 1,546
Free Cash Flows	\$ 3,315
Less:	
(c) Reimbursement of operating expenses paid by the Property Manager (1)	-
(d) Reserves (4)	973

- Reflects the actual amounts generated or incurred by the Largo Property during the fourth quarter of 2021, other than those items discussed in footnotes 2, 3 and 4 below. The Largo Property was only listed for rent by Here in mid-August 2021 and revenues reflect actual rental income received from September through December of 2021. We believe that it typically takes some time for a new vacation listing to obtain a sufficient number of reviews and visibility on the listing platform to reach a normalized baseline of rental activity, which would not be reflected in the above revenue. In addition, we caution that these operating results may be highly seasonal and fluctuate significantly from quarter to quarter.
- (1) The asset management fee and property management fee were each calculated as if a Series had owned the Largo Property from September 1, 2021 through December 31, 2021. See “ – Compensation Paid to our Managing Member and its Affiliates” for a discussion of these fees generally. For the asset management fee, going forward we intend to obtain an independent third-party valuation of the assets of each Series to determine “Asset Value.” In light of the recent purchase of the Largo Property by Series #1, we assumed that “Asset Value,” is equivalent to the amount actually paid by Series #1 to acquire the property from Here, or \$328,665. The property management fee set forth above was calculated as 25% of the total revenue generated by the property. Property management fees vary from Series to Series because we and Here generally seek to set these fees to be comparable to prevailing market rates in the relevant geographic area. Repair and maintenance expenses reflect expenses actually incurred by the Largo property after it was placed in service. It does not include any expenses related to furnishing or otherwise preparing the property for rent.
- (2) Represents ¼ of the estimated annual costs of insurance premiums and property taxes. Annual insurance premiums reflect the annual cost of insurance based on the insurance invoice for the Largo Property. Annual property tax was estimated based on the current applicable property tax rate for the Largo Property applied to the amount actually paid by Series #1 to acquire the property from Here, or \$328,665.
- (3) Represents an estimate of reserves for potential future repairs costs, determined by Here, as Managing Member.
- (4)

Asset Management Fees

On a quarterly basis beginning on the first quarter end date following the initial closing date of the issuance of Series Interests, the Series shall pay the Managing Member an asset management fee, payable quarterly in arrears, equal to 0.25% (1% annualized) of Asset Value as of the last day of the immediately preceding quarter.

“Asset Value” at any date means the fair market value of assets in a Series representing the purchase price that a willing buyer having all relevant knowledge would pay a willing seller for such assets in an arm’s length transaction, determined by the Managing Member in its sole discretion.

We intend to obtain a third party valuation of the assets of each Series to determine “Asset Value”

Restrictions on Transfer

No Transfer of any Series Interest, whether voluntary or involuntary, will be valid or effective, and no transferee will become a substituted Member, unless the written consent of the Managing Member has been obtained, which consent may be withheld in its sole and absolute discretion. Furthermore, no transfer of any Series Interests, whether voluntary or involuntary, will be valid or effective unless the Managing Member determines, after consultation with legal counsel acting for the company that such transfer will not, unless waived by the Managing Member:

- result in the transferee directly or indirectly owning in excess of 19.9% of the aggregate outstanding Series Interests;
- result in there being 2,000 or more beneficial owners (as such term is used under the Exchange Act) or 500 or more beneficial owners that are not accredited investors (as defined under the Securities Act) of any Series, as specified in Section 12(g)(1)(A)(ii) of the Exchange Act, unless the Series Interests have been registered under the Exchange Act or the company is otherwise an Exchange Act reporting company;
- cause all or any portion of the assets of the Company or any Series to constitute plan assets for purposes of the Employee Retirement Income Security Act of 1974;

- adversely affect the company or such Series, or subject the company, the Series, the Managing Member or any of their respective affiliates to any additional regulatory or governmental requirements or cause the company to be disqualified as a limited liability company or subject the company, any Series, the Managing Member or any of their respective affiliates to any tax to which it would not otherwise be subject;
- require registration of the company, any Series or any Series Interests under any securities laws of the United States of America, any state thereof or any other jurisdiction; or
- violate or be inconsistent with any representation or warranty made by the transferring Member.

Redemption

In order to provide an opportunity to investors who need to establish liquidity after acquiring Series Interests, the company is providing a limited redemption right to investors. Unless stated otherwise in the respective Series Designation and Subject to Section 7.5 of the Operating Agreement, a Member associated with one or more Series may request the redemption of his, her, or its Series Interests as follows:

- For redemption requests made in the first twelve (12) months following the acquisition of Series Interests in an offering, the redemption price will be equal to eighty percent (80%) of the purchase price of the Series Interests being redeemed reduced by (i) the aggregate sum of distributions already paid to the Member with respect to such Series Interests, rounded down to the nearest cent, and (ii) the aggregate sum of distributions, if any, that are declared but unpaid with respect to such Series Interests subject to the redemption request.
- For redemption requests made in the second twelve (12) months following the acquisition of Series Interests in an offering, the redemption price will be equal to ninety percent (90%) of the purchase price of the Series Interests being redeemed, which will not be reduced by the aggregate sum of distributions, if any, that have been paid with respect to such Series Interests prior to the date of the redemption request or have been declared by the Managing Member but are unpaid with record dates during the period between the redemption request date and the redemption date.
- For redemption requests made thereafter, the redemption price will be equal to one-hundred percent (100%) of the purchase price of the Series Interests being redeemed and will similarly not be reduced by paid or declare but unpaid distributions.

The Managing Member may in its sole discretion, amend, suspend, or terminate the redemption plan at any time without prior notice, including to protect the Series' operations and non-redeemed Members, to prevent an undue burden on the Series' liquidity, to maintain the Company's tax status, to comply with federal securities laws and regulations, or for any other reason.

Voting Rights

Investors have limited voting rights, and substantial powers are delegated to our Managing Member under Section 5.1 of the company's Operating Agreement for which a vote of the Series Interest holders is not required.

When submitting a matter of vote, a holder of a Series Interest, is entitled to one vote per Series Interest on any and all matters submitted for the consent or approval of members generally. No separate vote or consent of the holders of Series Interests of a specific Series shall be required for the approval of any matter, except for matters specified in the Series Designation of such Series.

For each existing Series, the affirmative vote of the holders of not less than a majority of the Series Interests of the Series then outstanding shall be required for: (a) any amendment to the Operating Agreement (including the Series Designation) that would adversely change the rights of such Series Interests; (b) mergers, consolidations or conversions of such Series or the company; and (c) all such other matters as the Managing Member, in its sole discretion, determines shall require the approval of the holders of the outstanding Series Interests of such Series voting as a separate class.

The affirmative vote of at least two thirds of the total votes that may be cast by all outstanding Series Interests, voting together as a class, may elect to remove the Managing Member at any time if the Managing Member is found by a non-appealable judgment of a court of competent jurisdiction to have committed fraud in connection with a Series or the company and which has a material adverse effect the company. If the Managing Member is so removed, the members, by a plurality vote, may appoint a replacement managing member or approve the liquidation and termination of the company and each Series in accordance with the provisions of Article XI of the Operating Agreement. In the event of the resignation of the Managing Member, the Managing Member shall nominate a successor Managing Member and the vote of a majority of the outstanding Series Interests shall be required to elect such successor Managing Member. The Managing Member shall continue to serve as the Managing Member of the company until such date as a successor Managing Member is so elected.

Confidential Information

The purpose of Article XIV of the Operating Agreement is to protect confidential information of the company that would be available to Series Interest holders but not subject to disclosure under federal securities laws or otherwise publicly available. Such information would include personal information of other investors held by the company, personal information provided in connection with bookings, and other information in the books and records of the company that is not public and to which a Series Interest holder requests and receives access. Note, this confidentiality obligation does not extend to disclosures which are required by law or to which the Managing Member consents.

Reports to Members

The Managing Member must keep appropriate books and records with respect to the business of the company and each Series business. The books of the company shall be maintained, for tax and financial reporting purposes, on an accrual basis in accordance with U.S. GAAP, unless otherwise required by applicable law or other regulatory disclosure requirement. For financial reporting purposes and tax purposes, the fiscal year and the tax year are the calendar year, unless otherwise determined by our Managing Member in accordance with the Internal Revenue Code.

Except as otherwise set forth in the applicable Series Designation, within 120 calendar days after the end of the fiscal year and 90 calendar days after the end of the semi-annual reporting date, the Managing Member must use its commercially reasonable efforts to circulate to each Member electronically by e-mail or made available via an online platform:

- a financial statement of each Series prepared in accordance with U.S. GAAP, which includes a balance sheet, profit and loss statement and a cash flow statement; and
- confirmation of the number of Series Interests in each Series outstanding as of the end of the most recent fiscal year;

provided, that notwithstanding the foregoing, if the company or any Series is required to disclose financial information pursuant to the Securities Act or the Exchange Act (including without limitations periodic reports under the Exchange Act or under Rule 257 under Regulation A of the Securities Act), then compliance with such provisions shall be deemed compliance with the above requirements and no further or earlier financial reports shall be required to be provided to the Economic Members of the applicable Series with such reporting requirement.

Our Managing Member intends to file with the Commission periodic reports as required by applicable securities laws.

Under the Securities Act, the company must update this Offering Circular upon the occurrence of certain events, such as asset acquisitions. The company will file updated offering circulars and offering circular supplements with the Commission. The company is also subject to the informational reporting requirements of the Exchange Act that are applicable to Tier 2 companies whose securities are qualified pursuant to Regulation A, and accordingly, the company will file annual reports, semiannual reports and other information with the Commission. In addition, the company plans to provide Series Interest holders with periodic updates, including offering circulars, offering circular supplements, pricing supplements, information statements and other information.

The company will provide such documents and periodic updates electronically by email or made available through the company's platform.

Distribution Upon Liquidation of a Series

Subject to the terms of Article XI of the Operating Agreement and any specific Series Designation, any amounts available for distribution following the liquidation of a Series, net of any fees, costs and liabilities (as determined by the Managing Member in its sole discretion), will be applied and distributed 100% to the members on a pro rata basis (which, for the avoidance of doubt, may include the Managing Member and its Affiliates if they hold Series Interests).

Other Rights

Holders of Series Interests shall have no conversion, exchange, sinking fund, appraisal rights, no preemptive rights to subscribe for any securities of the company and no preferential rights to distributions of Series Interests.

Forum Selection Provisions

The company's Operating Agreement includes a forum selection provision that requires any suit, action, or proceeding seeking to enforce any provision of or based on any matter arising out of or in connection with the Operating Agreement or the transactions contemplated thereby, excluding matters arising under the federal securities laws, be brought in state or federal court of competent jurisdiction located within the State of California.

This forum selection provision may limit investors' ability to bring claims in judicial forums that they find favorable to such disputes and may discourage lawsuits with respect to such claims.

ONGOING REPORTING AND SUPPLEMENTS TO THIS OFFERING CIRCULAR

The company will be required to make annual and semi-annual filings with the SEC. The company will make annual filings on Form 1-K, which will be due by the end of April each year and will include audited financial statements for the previous fiscal year. The company will make semi-annual filings on Form 1-SA, which will be due by September 28 each year, which will include unaudited financial statements for the six months to June 30. The company will also file a Form 1-U to announce important events such as the loss of a senior officer, a change in auditors, or certain types of capital-raising. The company will be required to keep making these reports unless it files a Form 1-Z to exit the reporting system, which it will only be able to do if it has less than 300 unitholders of record and have filed at least one Form 1-K.

At least every 12 months, the company will file a post-qualification amendment to the offering Statement of which this Offering Circular forms a part, to include the company's recent financial statements.

The company may supplement the information in this Offering Circular by filing a Supplement with the SEC.

All these filings will be available on the SEC's EDGAR filing system. You should read all the available information before investing.

Relaxed Ongoing Reporting Requirements

If the company becomes a public reporting company in the future, it will be required to publicly report on an ongoing basis as an "emerging growth company" (as defined in the Jumpstart Our Business Startups Act of 2012, which the company refers to as the JOBS Act) under the reporting rules set forth under the Exchange Act. For so long as the company remains an "emerging growth company," the company may take advantage of certain exemptions from various reporting requirements that are applicable to other Exchange Act reporting companies that are not "emerging growth companies," including but not limited to:

- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act;
- taking advantage of extensions of time to comply with certain new or revised financial accounting standards;

- being permitted to comply with reduced disclosure obligations regarding executive compensation in the company’s periodic reports and proxy statements; and
- being exempt from the requirement to hold a non-binding advisory vote on executive compensation and unit holder approval of any golden parachute payments not previously approved.

If the company becomes a public reporting company in the future, the company expects to take advantage of these reporting exemptions until it is no longer an emerging growth company. The company would remain an “emerging growth company” for up to five years, although if the market value of its Common Stock that is held by non-affiliates exceeds \$700 million as of any June 30 before that time, the company would cease to be an “emerging growth company” as of the following December 31.

If the company does not become a public reporting company under the Exchange Act for any reason, the company will be required to publicly report on an ongoing basis under the reporting rules set forth in Regulation A for Tier 2 issuers. The ongoing reporting requirements under Regulation A are more relaxed than for “emerging growth companies” under the Exchange Act. The differences include, but are not limited to, being required to file only annual and semi-annual reports, rather than annual and quarterly reports. Annual reports are due within 120 calendar days after the end of the issuer’s fiscal year, and semi-annual reports are due within 90 calendar days after the end of the first six months of the issuer’s fiscal year.

In either case, the company will be subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not “emerging growth companies,” and its unitholders could receive less information than they might expect to receive from more mature public companies.

HERE COLLECTION LLC

FINANCIAL STATEMENTS

AS OF

DECEMBER 31, 2021

Together with

Independent Auditor’s Report

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Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of Here 001 LLC

Opinion on the Financial Statements

We have audited the accompanying balance sheet of Here 001 LLC (the "Company") as of December 31, 2021, the related statement of operations, stockholders' equity (deficit), and cash flows for the period June 15, 2021 (Inception) through December 31, 2021 and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows for the period June 15, 2021 (Inception) through December 31, 2021, in conformity with accounting principles generally accepted in the United States.

Substantial Doubt about the Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/S/ BF Borgers CPA PC
BF Borgers CPA PC

We have served as the Company's auditor since 2021
Lakewood, CO
April 21, 2022

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**HERE COLLECTION LLC
BALANCE SHEET**

	<u>December 31, 2021</u>
Assets	
Current assets:	
Cash	\$ -
Total current assets	-
Total assets	<u>\$ -</u>
Liabilities and Member's Deficit	
Current liabilities:	
Related party advances	\$ 230
Total current liabilities	230
Commitments and contingencies (Note 3)	
Member's deficit	(230)
Total member's deficit	(230)
Total liabilities and member's deficit	<u>\$ -</u>

See accompanying notes to financial statements.

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**HERE COLLECTION LLC
STATEMENT OF OPERATIONS**

	<u>For the Period from Inception (June 15, 2021) to December 31, 2021</u>
Revenues	\$ -
Operating Expenses:	

General and administrative	230
Total operating expenses	<u>230</u>
Net loss	<u>\$ (230)</u>

See accompanying notes to financial statements.

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**HERE COLLECTION LLC
STATEMENT OF MEMBER'S DEFICIT**

	Total Member's Deficit
Balance at June 15, 2021 (Inception)	\$ -
Net loss	(230)
December 31, 2021	<u>\$ (230)</u>

See accompanying notes to financial statements.

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**HERE COLLECTION LLC
STATEMENT OF CASH FLOWS**

	For the Period from Inception (June 15, 2021) to December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	\$ (230)
Net cash used in operating activities	<u>(230)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Net cash used in investing activities	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from related party advances	230
Net cash provided by financing activities	<u>230</u>
Change in cash	-
Cash, beginning of period	-
Cash, end of period	<u>\$ -</u>

Supplemental disclosures of cash flow information:

Cash paid for interest	\$ -
Cash paid for income taxes	\$ -

See accompanying notes to financial statements.

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HERE COLLECTION LLC
NOTES TO FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

Arrive Collection LLC was formed on June 15, 2021 (“Inception”) in the State of Delaware. On July 6, 2021, an amendment to the Certificate of Formation was filed to change the name of the entity to Here 001 LLC. On January 11, 2022, another amendment was filed to change the name of the entity to Here Collection LLC. The financial statements of Here Collection LLC (which may be referred to as the “Company”, “we,” “us,” or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Company’s headquarters are located in Miami, Florida.

Here Collection LLC is an investment vehicle which intends to enable investors to own fractional ownership of a specific vacation rental property. This lowers the cost-of-entry and minimizes the time commitment for real estate investing. An investment in the Company entitles the investor to the potential economic and tax benefits normally associated with direct property ownership, while requiring no investor involvement in asset or property management.

Going Concern and Management’s Plans

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company is newly formed and has not generated revenue from operations. The Company will require additional capital until revenue from operations are sufficient to cover operational costs. These matters raise substantial doubt about the Company’s ability to continue as a going concern.

During the next 12 months, the Company intends to fund operations through member advances and debt and/or equity financing. There are no assurances that management will be able to raise capital on terms acceptable to the Company. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development and operations, which could harm its business, financial condition and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (“US GAAP”).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of revenues and expenses during the reporting period. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

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HERE COLLECTION LLC
NOTES TO FINANCIAL STATEMENTS

Fair Value of Financial Instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to their short-term nature.

Risks and Uncertainties

The Company has a limited operating history and has not generated revenue from intended operations. The Company's business and operations are sensitive to general business and economic conditions in the U.S. and worldwide along with local, state, and federal governmental policy decisions. A host of factors beyond the Company's control could cause fluctuations in these conditions, including but not limited to: recession, downturn or otherwise; government policies surrounding tenant rights; local ordinances where properties reside as a result of the coronavirus pandemic; travel restrictions; changes in the real estate market; and interest-rate fluctuations. Adverse developments in these general business and economic conditions could have a material adverse effect on the Company's financial condition and the results of its operations.

On January 20, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, and quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economic and financial markets of many countries, including the geographical area in which the Company operates. Measures taken by various governments to contain the virus have affected economic activity. Due to the Company's recent formation, the impact on our business and results has not been significant. We will continue to follow the various government policies and advice, and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardizing the health or our stakeholders.

Long-term decreased demand in the travel and rental housing industry would adversely affect our business model. Demand for rental and vacation housing is tied to the broader economy and factors outside the Company's control. Should factors such as COVID-19 pandemic result in continued loss of general economic activity, we would experience a slower growth rate in demand for our products and services.

Cash and Cash Equivalents

For purpose of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

HERE COLLECTION LLC
NOTES TO FINANCIAL STATEMENTS

Revenue Recognition

The Company will recognize revenue in accordance with Accounting Standards Codification (“ASC”) 606 Revenue from Contracts with Customers. The Company will determine revenue recognition through the following steps:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. No revenue has been generated to date.

Income Taxes

The Company is taxed as a Limited Liability Company (LLC). Under these provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the shareholders are liable for individual federal and state income taxes on their respective shares of the Company’s taxable income. The Company will pay state income taxes at reduced rates.

Concentration of Credit Risk

The Company maintains its cash with a major financial institution located in the United States of America which it believes to be credit worthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, Leases (Topic 842). This ASU requires a lessee to recognize a right-of-use asset and a lease liability under most operating leases in its balance sheet. The ASU is effective for annual and interim periods beginning after December 15, 2021. Early adoption is permitted. The Company is currently evaluating the impact on its financial statements.

The Financial Accounting Standards Board (“FASB”) issues Accounting Standard Updates (“ASU”) to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC. The Company believes those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to the Company or (iv) are not expected to have a significant impact on the Company.

NOTE 3 – COMMITMENTS AND CONTINGENCIES

The Company is not currently involved with and does not know of any pending or threatening litigation against the Company.

NOTE 4 – RELATED PARTY TRANSACTIONS

During the period ended December 31, 2021, the Company’s member advanced \$230 to pay for initial formation costs. These advances are non-interest bearing and are due on demand.

HERE COLLECTION LLC
NOTES TO FINANCIAL STATEMENTS

NOTE 5 – MEMBER’S DEFICIT

The Company accounts for membership units as a percentage. As of December 31, 2021, the Company only has one member, its Managing Member. Allocation of income, losses, and voting is based on the percentages held by holder.

The Managing Member of the Company may, at any time and from time to time cause the Company to establish in writing (each, a “Series Designation”) one or more series as such term is used under Section 18-215 of the Delaware Act (each a “Series”). The Series Designation shall relate solely to the Series established thereby and shall not be construed: (i) to affect the terms and conditions of any other Series, or (ii) to designate, fix or determine the rights, powers, authority, privileges, preferences, duties, responsibilities, liabilities and obligations in respect of Shares associated with any other Series, or the Members associated therewith. The terms and conditions for each Series shall be as set forth in the operating agreement and the Series Designation, as applicable, for the Series.

On August 1, 2021, the Company established Series #1 for the purpose of acquiring the property at 1989 Loraine Rd., Largo, FL 33774 from Here Acquisitions, a related party. Concurrently, the Company has entered into a Property Management Agreement with Here PM, another related party, to manage the property under Series #1. Under the agreement, the Company will pay Here PM a monthly fee equal to 10% of the gross receipts for the rental of the property. As of December 31, 2021, the property had not been acquired from Here Acquisitions as the purchase is contingent upon the closing of an initial offering of the Company’s membership interests. See Note 6.

NOTE 6 – SUBSEQUENT EVENTS

On March 11, 2022, the company established Here Collection LLC – Series #2, a Series of Here Collection LLC. The Series seeks to invest in the Series #2 Asset in accordance with the terms and conditions of the Amended and Restated Operating Agreement, dated January 28, 2022, of Here Collection LLC. The Series Assets of Series #2 shall compromise a residential property located at 335 Maple Ridge Dr, Big Bear, CA 92314, which will be acquired by Series #2 upon the close of the Initial Offering and any assets and liabilities associated with such asset and such other assets and liabilities acquired by Series #2. The maximum number of Series #2 Interests the Company can issue is 449,444. Concurrently, the company has entered into a Property Management Agreement with Here PM, another related party, to manage the property under Series #2. Under the agreement, the company will pay Here PM a monthly fee equal to 25% of the gross receipts for the rental of the property. Financial information for this entity is not currently available.

On March 28, 2022, Here Collection LLC – Series #1 closed its offering and issued 389,340 in interests, 3,894 of which were acquired by Here Investments LLC. See Note 5.

On March 30, 2022, the company established Here Collection LLC – Series #3, a Series of Here Collection LLC. The Series seeks to invest in the Series #3 Asset in accordance with the terms and conditions of the Amended and Restated Operating Agreement, dated January 28, 2022, of Here Collection LLC. The Series Assets of Series #3 shall compromise a residential property located at 1182 Ski Mountain Rd., Gatlinburg, TN 37738, which will be acquired by Series #3 upon the close of the Initial Offering and any assets and liabilities associated with such asset and such other assets and liabilities acquired by Series #3. The maximum number of Series #3 Interests the Company can issue is 393,939. Concurrently, the company has entered into a Property Management Agreement with Here PM, another related party, to manage the property under Series #3. Under the agreement, the company will pay Here PM a monthly fee equal to 25% of the gross receipts for the rental of the property. Financial information for this entity is not currently available.

On April 4, 2022, the property located 1989 Loraine Rd., Largo, FL 33774, see Note 5, was sold to Here Collection – Series #1 for \$328,665, which represents repayment by the property of amounts due to Here Investments Inc, a related party, and Series #1 paid \$34,417 to Here Investments LLC as a sourcing fee.

On April 6, 2022, the company established Here Collection LLC – Series #4, a Series of Here Collection LLC. The Series seeks to invest in the Series #4 Asset in accordance with the terms and conditions of the Amended and Restated Operating Agreement, dated January 28, 2022, of Here Collection LLC. The Series Assets of Series #4 shall compromise a residential property located at 4726 Avenida La Flora Desierta, Joshua Tree, CA 92252, which will be acquired by Series #4 upon the close of the Initial Offering and any assets and liabilities associated with such asset and such other assets and liabilities acquired by Series #4. The maximum number of Series #4 Interests the Company can issue is 568,723. Concurrently, the company has entered into a Property Management Agreement with Here PM, another related party, to manage the property under Series #4. Under the agreement, the company will pay Here PM a monthly fee equal to 30% of the gross receipts for the rental of the property. Financial information for this entity is not currently available.

On April 15, 2022, the company established Here Collection LLC – Series #5, a Series of Here Collection LLC. The Series seeks to invest in the Series #5 Asset in accordance with the terms and conditions of the Amended and Restated Operating Agreement, dated January 28, 2022, of Here Collection LLC. The Series Assets of Series #5 shall comprise a residential property located at 12610 Erin Lea Ln, Panama City Beach, FL 32407, which will be acquired by Series #5 upon the close of the Initial Offering and any assets and liabilities associated with such asset and such other assets and liabilities acquired by Series #5. The maximum number of Series #5 Interests the Company can issue is 545,833. Concurrently, the company has entered into a Property Management Agreement with Here PM, another related party, to manage the property under Series #5. Under the agreement, the company will pay Here PM a monthly fee equal to 25% of the gross receipts for the rental of the property. Financial information for this entity is not currently available.

The Company has evaluated subsequent events that occurred after December 31, 2021 through April 21, 2022, the date the financial statements were available to be issued. There have been no other events or transactions during this time which require adjustment or disclosure in these financial statements.

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1989 LORAIN ROAD
FINANCIAL STATEMENTS
AS OF
DECEMBER 31, 2021
Together with
Independent Auditor's Report

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1989 LORAIN ROAD
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Report of Independent Registered Public Accounting Firm

To the shareholders and the board of directors of 1989 Loraine Road

Opinion on the Financial Statements

We have audited the accompanying balance sheet of 1989 Loraine Road (the “Company”) as of December 31, 2021, the related statement of operations, stockholders’ equity (deficit), and cash flows for the period July 9, 2021 (Inception) through December 31, 2021 and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows for the period July 9, 2021 (Inception) through December 31, 2021, in conformity with accounting principles generally accepted in the United States.

Substantial Doubt about the Company’s Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company’s significant operating losses raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/S/ BF Borgers CPA PC

BF Borgers CPA PC

We have served as the Company’s auditor since 2022

Lakewood, CO

April 14, 2022

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1989 LORAIN ROAD BALANCE SHEET

December 31,
2021

Assets:

Current assets

Cash and cash equivalents	\$ 715
Total current assets	<u>715</u>
Property, net	301,490
Total assets	<u>\$ 302,205</u>
Liabilities and Member's Deficit:	
Current liabilities	
Due to related parties	<u>330,970</u>
Total current liabilities	<u>330,970</u>
Commitments and contingencies (Note 4)	-
Member's deficit	<u>(28,765)</u>
Total member's deficit	<u>(28,765)</u>
Total liabilities and member's deficit	<u>\$ 302,205</u>

See accompanying notes to financial statements.

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**1989 LORAIN ROAD
STATEMENT OF OPERATIONS**

	For the Period from Inception (July 9, 2021) to December 31, 2021
Revenues:	
Rental income	<u>\$ 15,110</u>
Total net revenues	<u>15,110</u>
Operating expenses:	
General and administrative	2,330
Property expenses	<u>41,545</u>
Total operating expenses	<u>43,875</u>
Net loss	<u>\$ (28,765)</u>

See accompanying notes to financial statements.

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**1989 LORAIN ROAD
STATEMENT OF MEMBER'S DEFICIT**

	Total Member's Deficit
Balance, July 9, 2021	\$ -
Net loss	(28,765)
Balance, December 31, 2021	<u>\$ (28,765)</u>

See accompanying notes to financial statements.

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**1989 LORAIN ROAD
STATEMENT OF CASH FLOWS**

	For the Period from Inception (July 9, 2021) to December 31, 2021
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	\$ (28,765)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	4,638
Net cash used in operating activities	<u>(24,127)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Proceeds from related party advances	24,842
Net cash provided by financing activities	<u>24,842</u>
Increase in cash and cash equivalents	715
Cash and cash equivalents, beginning of period	-
Cash and cash equivalents, end of period	<u>\$ 715</u>
Supplemental disclosures of cash flow information:	
Cash paid for interest	\$ -
Cash paid for income taxes	\$ -
Non cash investing and financing activities:	
Purchase of property and improvements by a related party	<u>\$ 306,128</u>

See accompanying notes to financial statements.

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1989 LORAIN ROAD

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND NATURE OF OPERATIONS

1989 Loraine Road is a property that was acquired by Here Investments Inc. on July 9, 2021 (“Inception”). Prior to its acquisition, the property was owner-occupied with no significant business operations. The financial statements of 1989 Loraine Road (which may be referred to as the “Company”, the “Property”, “we,” “us,” or “our”) are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Property is located in Largo, Florida.

The Property was acquired by Here Investments Inc. with the intention that it will be a “Series Asset”. As a Series Asset, the Property will be opened to investors to invest in and own a fractional ownership of the Property which will generate revenue as a vacation rental. This lowers the cost-of-entry and minimizes the time commitment for real estate investing. An investment in the Property entitles the investor to the potential economic and tax benefits normally associated with direct property ownership, while requiring no investor involvement in asset or property management.

Going Concern and Management’s Plans

The accompanying financial statements have been prepared assuming the Property will continue as a going concern. The Property has been newly acquired and has generated limited revenue from operations. The Property will require additional capital until revenue from operations are sufficient to cover operational costs. These matters raise substantial doubt about the Property’s ability to continue as a going concern.

During the next 12 months, the Property intends to fund operations through member and related party advances and debt and/or equity financing. There are no assurances that management will be able to raise capital on terms acceptable to the Property. If it is unable to obtain sufficient amounts of additional capital, it may be required to reduce the scope of its planned development and operations, which could harm its business, financial condition and operating results. The accompanying financial statements do not include any adjustments that might result from these uncertainties.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Property conform to accounting principles generally accepted in the United States of America (“US GAAP”).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amount of revenues and expenses during the reporting period. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term.

1989 LORAIN ROAD NOTES TO FINANCIAL STATEMENTS

Fair Value of Financial Instruments

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date. Applicable accounting guidance provides an established hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Property. Unobservable inputs are inputs that reflect the Property’s

assumptions about the factors that market participants would use in valuing the asset or liability. There are three levels of inputs that may be used to measure fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

Fair-value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2021. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to their short-term nature.

Risks and Uncertainties

The Property has a limited operating history and has not generated revenue from intended operations. The Property's business and operations are sensitive to general business and economic conditions in the U.S. and worldwide along with local, state, and federal governmental policy decisions. A host of factors beyond the Property's control could cause fluctuations in these conditions, including but not limited to: recession, downturn or otherwise; government policies surrounding tenant rights; local ordinances where properties reside as a result of the coronavirus pandemic; travel restrictions; changes in the real estate market; and interest-rate fluctuations. Adverse developments in these general business and economic conditions could have a material adverse effect on the Property's financial condition and the results of its operations.

On January 20, 2020, the World Health Organization declared the coronavirus outbreak a "Public Health Emergency of International Concern" and on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of the coronavirus include restrictions on travel, and quarantines in certain areas, and forced closures for certain types of public places and businesses. The coronavirus and actions taken to mitigate it have had and are expected to continue to have an adverse impact on the economic and financial markets of many countries, including the geographical area in which the Property operates. Measures taken by various governments to contain the virus have affected economic activity. Due to the Property's recent acquisition, the impact on our business and results has not been significant. We will continue to follow the various government policies and advice, and, in parallel, we will do our utmost to continue our operations in the best and safest way possible without jeopardizing the health or our stakeholders.

Long-term decreased demand in the travel and rental housing industry would adversely affect our business model. Demand for rental and vacation housing is tied to the broader economy and factors outside the Property's control. Should factors such as COVID-19 pandemic result in continued loss of general economic activity, we would experience a slower growth rate in demand for our products and services.

Cash and Cash Equivalents

For purpose of the statement of cash flows, the Property considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Property

Property is recorded at cost, less accumulated depreciation. Expenditures for major additions and improvements are capitalized and minor replacements, maintenance, and repairs are charged to expense as incurred. When property is sold, retired, or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is included in the results of operations for the respective period. Depreciation is provided over the estimated useful lives of the related assets using the straight-line method for financial statement purposes, which is 27.5 years for the current property. Depreciation expense for the period from Inception to December 31, 2021 was \$4,638. Accumulated depreciation as of December 31, 2021 was \$4,638.

Revenue Recognition

The Property recognizes revenue in accordance with Accounting Standards Codification (“ASC”) 606 Revenue from Contracts with Customers. The Property determines revenue recognition through the following steps:

- Identification of a contract with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the performance obligations are satisfied.

Revenue is recognized when control of the promised goods or services is transferred to customers, in an amount that reflects the consideration the Property expects to be entitled to in exchange for those goods or services. For rental income, this generally occurs monthly as the rents become due.

Income Taxes

The Property is taxed as a Limited Liability Company (LLC). Under these provisions, the Property does not pay federal corporate income taxes on its taxable income. Instead, the shareholders are liable for individual federal and state income taxes on their respective shares of the Property’s taxable income. The Property will pay state income taxes at reduced rates.

Concentration of Credit Risk

The Property maintains its cash with a major financial institution located in the United States of America which it believes to be credit worthy. Balances are insured by the Federal Deposit Insurance Corporation up to \$250,000. At times, the Property may maintain balances in excess of the federally insured limits.

Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, Leases (Topic 842). This ASU requires a lessee to recognize a right-of-use asset and a lease liability under most operating leases in its balance sheet. The ASU is effective for annual and interim periods beginning after December 15, 2021. Early adoption is permitted. The property is currently evaluating the impact on its financial statements.

The Financial Accounting Standards Board (“FASB”) issues Accounting Standard Updates (“ASU”) to amend the authoritative literature in ASC. There have been a number of ASUs to date that amend the original text of ASC. The Property believes those issued to date either (i) provide supplemental guidance, (ii) are technical corrections, (iii) are not applicable to the property or (iv) are not expected to have a significant impact on the property.

NOTE 3 – RELATED PARTY TRANSACTIONS

During the period ended December 31, 2021, a related party paid \$299,780 for the purchase of the Property and \$6,348 for building improvements on behalf of the Company. In addition, the related party advanced an additional \$24,842 to the Company to fund operations. These amounts due to the related party are non-interest bearing and are due on demand.

NOTE 4 – COMMITMENTS AND CONTINGENCIES

The Property is not currently involved with and does not know of any pending or threatening litigation against the Property.

NOTE 5 – MEMBER’S DEFICIT

The Company accounts for membership units as a percentage. As of December 31, 2021, the Company only has one member, its Managing Member. Allocation of income, losses, and voting is based on the percentages held by holder.

NOTE 6 – SUBSEQUENT EVENTS

On April 4, 2022, the property located at 1989 Loraine Rd., Largo, FL 33774, was sold to Here Collection – Series #1 for \$328,665, which represents repayment by the property amounts due to Here Investments Inc, a related party.

The Property has evaluated subsequent events that occurred after December 31, 2021 through April 14, 2022, the date the financial statements were available to be issued. There have been no other events or transactions during this time which require adjustment or disclosure in these financial statements.

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HERE COLLECTION LLC
UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS
AS OF
DECEMBER 31, 2021

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Here Collection LLC
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HERE COLLECTION LLC
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

The following unaudited pro forma combined financial information presents the unaudited pro forma combined balance sheet and statement of operations based upon the combined historical financial statements of Here Collection, LLC (the “Company” or “Here Collection”), and all subsequent Series, after giving effect to the business combination between Here Collection, and all subsequent Series, and adjustments described in the accompany notes.

The unaudited pro forma combined balance sheets of Here Collection, LLC and all subsequent Series as of December 31, 2021, has been prepared to reflect the effects of the subsequent Series acquisitions as if each occurred on December 31, 2021. The unaudited pro forma consolidated statements of operations for period from June 15, 2021, the inception date of Here Collection, to December 31, 2021, combine the historical results and operations of all subsequent Series and the Company giving effect to the transaction as if it occurred on June 15, 2021.

The unaudited pro forma combined financial information should be read in conjunction with the audited financial statements of Here Collection LLC and the notes thereto. Additional information about the basis of presentation of this information is provided in Note 2 hereto.

The unaudited pro forma combined financial information was prepared in accordance with Article 11 of Regulation S-X. The unaudited pro forma adjustments reflecting the transaction have been prepared in accordance with business combination accounting guidance as provided in Accounting Standards Codification Topic 805, Business Combinations and reflect the preliminary allocation of the purchase price to the acquired assets and liabilities based upon the preliminary estimate of fair values, using the assumptions set forth in the notes to the unaudited pro forma combined financial information.

The unaudited pro forma combined financial information is provided for informational purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the transaction had been completed as of the dates set forth above, nor is it indicative of the future results or financial position of the combined company. The unaudited pro forma combined financial information also does not give effect to the potential impact of current financial conditions, any anticipated synergies, operating efficiencies or cost savings that may result from the transaction or any integration costs. Furthermore, the unaudited pro forma combined statements of operations do not include certain nonrecurring charges and the related tax effects which result directly from the transaction as described in the notes to the unaudited pro forma combined financial information.

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**HERE COLLECTION LLC
UNAUDITED COMBINED PRO FORMA BALANCE SHEET
DECEMBER 31, 2021**

	Here Collection, LLC	Series #1	Series #2	Series #3	Series #4	Series #5	Pro Forma Combined
Assets							
Current assets:							
Cash	\$ -	\$ 715	\$ -	\$ -	\$ -	\$ -	\$ 715
Total current assets	-	715	-	-	-	-	715
Property, net	-	301,490	806,652	669,500	840,480	841,500	3,459,622
Intangible assets, net	-	-	4,812	3,900	4,896	4,950	18,558
Total assets	<u>\$ -</u>	<u>\$302,205</u>	<u>\$811,464</u>	<u>\$673,400</u>	<u>\$845,376</u>	<u>\$846,450</u>	<u>\$3,478,895</u>
Liabilities and Member's Deficit							
Current liabilities:							
Due to related parties	-	330,970	360,915	308,965	388,655	385,713	1,775,218
Related party advances	230	-	-	-	-	-	\$ 230
Total current liabilities	230	330,970	360,915	308,965	388,655	385,713	1,775,448
Loan payable, net	-	-	481,200	390,000	489,600	495,000	1,855,800
Total liabilities	230	330,970	842,115	698,965	878,255	880,713	3,631,248
Members' equity:							
Member Contributions	\$ -	-	-	-	-	-	-
Member's equity	\$ (230)	\$ (28,765)	\$ (30,651)	\$ (25,565)	\$ (32,879)	\$ (34,264)	\$ (152,354)
Total member's equity	(230)	(28,765)	(30,651)	(25,565)	(32,879)	(34,264)	(152,354)
Total liabilities and member's equity	<u>\$ -</u>	<u>\$302,205</u>	<u>\$811,464</u>	<u>\$673,400</u>	<u>\$845,376</u>	<u>\$846,450</u>	<u>\$3,478,895</u>

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HERE COLLECTION LLC
UNAUDITED COMBINED PRO FORMA STATEMENT OF OPERATIONS
FOR THE PERIOD FROM INCEPTION (JUNE 15 TO DECEMBER 31, 2021)

	Here Collection, LLC	Series #1	Series #2	Series #3	Series #4	Series #5	Pro Forma Combined
Rental Income	\$ -	\$ 15,110	\$ -	\$ -	\$ -	\$ -	\$ 15,110
Total Revenue		15,110					15,110
Operating Expenses:							
General and administrative	230	3,188					3,418
Depreciation		4,638	11,733	9,678	12,150	12,166	50,365
HOA	-			223			223
Insurance			1,020	715	645	1,965	4,344
Property taxes		1,180	3,225	1,300	3,509	2,808	12,022
Repair and maintenance		34,869					34,869
Utilities		859					859
Total operating expenses	230	43,875	15,978	11,915	16,304	16,939	101,823
Loss from operations	(230)	(28,765)	(15,978)	(11,915)	(16,304)	(16,939)	(90,131)
Other income							
Interest expense			13,470	12,675	15,912	16,088	58,145
Amortization			1,203	975	663	1,238	4,079
Total other income (expense), net	-	-	(14,673)	(13,650)	(16,575)	(17,325)	(62,223)
Net loss	\$ (230)	\$ (28,765)	\$ (30,651)	\$ (25,565)	\$ (32,879)	\$ (34,264)	\$ (152,354)

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NOTE 1 – BASIS OF PRESENTATION

The historical financial information has been adjusted to give pro forma effect to events that are (i) directly attributable to the transaction, (ii) transactions with supportable evidence, and (iii) with respect to the unaudited pro forma combined balance sheets and unaudited pro forma combined statements of operations, expected to have a continuing impact on the combined results.

The balance sheet as of December 31, 2021 and statements of operations for period from inception, June 15, 2021 to December 31, 2021 of Series #1 noted above as presented in the unaudited pro forma financial statements above, represents the historical amounts of the property acquired by Series #1 subsequent to December 31, 2021, 1989 Loraine Rd. Series #1 was owned by a related party and amounts above reflect the financial statements of 1989 Loraine. Each of the other Series properties are currently owner-occupied properties and there is no historical rental or operating history to form a basis of inclusion in the above proforma combined statements. Amounts set forth above for these other properties are based on operating quotes and historical property tax values presented at the time of these financials. Furthermore, the company has assumed that the property was acquired by the relevant Series prior to the close of the initial offerings for such Series and that the purchase price of each such property was funded in part with third-party financing described in Note 2 and the balance with related party financing on the terms described in Note 3. The properties and the associated loan fees for the building financing are listed at cost on the balance sheet as of Dec 31, 2021. Depreciation and amortization expense is recognized using the straight-line method over the estimated useful life of each asset on the statement of operations for the period from inception June 15, 2021 to December 31, 2021. The property buildings are depreciated over 27.5 year and the loan fees are amortized over 2 years.

NOTE 2 – DESCRIPTION OF TRANSACTIONS

On August 1, 2021, the company established Here Collection LLC – Series #1, a Series of Here Collection LLC. The Series Assets of Series #1 shall compromise a residential property located at 1989 Loraine Rd., Largo, FL 33774, which, as of and for the period presented in the unaudited pro forma financial statements, would be acquired by Series #1 upon the close of the initial offering by Series #1. On April 4, 2022, the property located 1989 Loraine Rd., Largo, FL 33774, was sold to Here Collection – Series #1 for \$328,665, which represents repayment by the property of amounts due to Here Investments Inc., a related party, including the original purchase price that Here Investments Inc. paid to acquire the property, and Series #1 paid \$34,417 to Here Investments LLC as a sourcing fee.

On March 11, 2022, the company established Here Collection LLC – Series #2, a Series of Here Collection LLC. The Series Assets of Series #2 shall compromise a residential property located at 335 Maple Ridge Dr, Big Bear, CA 92314, which, as of and for the period presented in the unaudited pro forma financial statements, would be acquired by Series #2 upon the close of the initial offering by Series #2.. HCO 1 LLC, an affiliate of Here entered into the Big Bear Purchase Agreement to acquire the Big Bear Property and all furnishings from a third party seller on February 27, 2022, for approximately \$802,000, plus estimated closing costs of \$4,652. It intends to assign the purchase agreement to Series #2 and Series #2 is expected to finance \$481,200 of the purchase prices with a mortgage from Certain Lending, Inc, incurring an additional \$4,812 in loan fees and additional costs.

On March 30, 2022, the company established Here Collection LLC – Series #3, a Series of Here Collection LLC. The Series Assets of Series #3 shall compromise a residential property located at 1182 Ski Mountain Rd., Gatlinburg, TN 37738, which, as of and for the period presented in the unaudited pro forma financial statements, would be acquired by Series #3 upon the close of the initial offering by Series #3. HCO 1 LLC, an affiliate of Here entered into the Gatlinburg Purchase Agreement to acquire the Gatlinburg Property from a third party seller on March 10, 2022, for \$650,000, plus estimated closing costs of \$19,500. It intends to assign the purchase agreement to Series #3 and Series #3 is expected to finance \$390,000 of the purchase prices with a mortgage from Certain Lending, Inc., incurring an additional \$3,900 in loan fees and additional costs.

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On April 6, 2022, the company established Here Collection LLC – Series #4, a Series of Here Collection LLC. The Series Assets of Series #4 shall compromise a residential property located at 4726 Avenida La Flora Desierta, Joshua Tree, CA 92252, which, as of and for the period presented in the unaudited pro forma financial statements, would be acquired by Series #4 upon the close of the initial offering by Series #4. HCO 1 LLC, an affiliate of Here entered into the Joshua Tree Purchase Agreement (as defined below) to acquire the Joshua Tree Property from a third party seller on April 4, 2022, for \$816,000, plus estimated closing costs of \$24,480. It intends to assign the purchase agreement to Series #4 and Series #4 is expected to finance \$489,600 of the purchase prices with a mortgage from Certain Lending, Inc., as discussed below, incurring an additional \$4,896 in loan fees and additional costs.

On April 15, 2022, the company established Here Collection LLC – Series #5, a Series of Here Collection LLC. The Series Assets of Series #5 shall compromise a residential property located at 12610 Erin Lea Ln, Panama City Beach, FL 32407, which, as of and for the period presented in the unaudited pro forma financial statements, would be acquired by Series #5 upon the close of the initial offering by Series #5. HCO 1 LLC, an affiliate of Here entered into the Panama City Beach Purchase Agreement (as defined below) to acquire the Panama City Beach Property from a third party seller in April 2022, for \$825,000, plus estimated closing costs of \$16,500. It intends to assign the purchase agreement to Series #5 and Series #5 is expected to finance \$495,000 of the purchase prices with a mortgage from Certain Lending, Inc., as discussed below, incurring an additional \$4,950 in loan fees and additional costs..

For Series property acquisitions, it is intended that the company will follow the acquisition mechanics outlined below and in the Offering Circular.

NOTE 3 – ACQUISITION MECHANICS

Generally, the company and Here intends to arrange for the purchase of a specific residential property either directly by the Series or by Here or one of its wholly owned subsidiaries, as described below:

If the Here or one of its subsidiaries purchased the property directly, then, after the relevant Series has obtained sufficient financing, it would sell the property to that Series for an amount equal to the original purchase price (including closing costs) plus holding costs, renovation costs and furnishing expenses incurred by Here prior to the sale to the Series.

In cases where Here identifies and intends to have the Series purchase that property directly from a third party Seller, it would use the proceeds of the offering for that Series to purchase the property and may finance a portion of the purchase price with mortgage or other

third party financing. The company generally expects to set a minimum offering amount for each Series such that the net proceeds would be sufficient to finance the net purchase of the Underlying Assets (less third party financing), plus closing and any loan costs and expected repairs, renovations or furnishings. If the purchase agreement for the property does not include a financing condition or the financing contingency has expired and the closing for the property occurs prior to sufficient minimum proceeds being received, Here or an affiliate may provide a loan to the Series to finance all or part of the purchase price of the property that would be repaid with the proceeds of the offering.

Intercompany loans between Here or an affiliate of Here, on the one hand, and a Series, on the other hand, would generally have the following terms:

Interest: Interest will accrue on amounts outstanding under the loan at an annual fixed rate, simple interest, and would be payable upon maturity or upon full prepayment of the loan. The interest rate is expected to be equal to 2.5% above the existing prime rate at the time the loan is made.

Security: The loan would be unsecured.

Default: Notwithstanding anything to the contrary in the agreement, if the borrower defaults in the performance of any obligation under the agreement, then the lender may declare the principal amount owing and interest due under the agreement at that time to be immediately due and payable.

Prepayment penalty: None

The company and Here reserves the right to adjust the acquisition mechanics described above at its discretion.

PART III

INDEX TO EXHIBITS

The documents listed in the Exhibit Index of this report are incorporated by reference or are filed with this report, in each case as indicated below.

1.1	Dalmore Agreement **
2.1	Certificate of Formation of Here Collection LLC, as amended **
2.2	Second Amended and Restated Limited Liability Company Agreement of Here Collection LLC **
2.3	Series #1 Second Amended and Restated Series Designation **
2.4	Series #2 Amended and Restated Series Designation**
2.5	Series #3 Series Designation**
2.6	Series #4 Series Designation**
2.7	Series #5 Amended and Restated Series Designation
4.1	Form of Subscription Agreement **
6.1	Real Estate Purchase Agreement dated November 29, 2021, between Here Collection LLC (formerly Here 001 LLC) and Here Acquisitions LLC (formerly Arrive 1 LLC) **
6.2	Amended and Restated Property Management Agreement between Here PM LLC and Series #1 **
6.3	California Residential Purchase Agreement and Addendum thereto, each dated February 27, 2022, among the sellers named therein and HCO 1 LLC **
6.4	Non-Binding Financing Offer from Certain Lending, Inc to HCO 1 LLC **
6.5	Amended and Restated Property Management Agreement between Here PM LLC and Series #2**
6.6	Purchase and Sale Agreement and Addendum thereto, dated March 10, 2022, among the sellers named therein and HCO 1 LLC**
6.7	Property Management Agreement between Here PM LLC and Series #3**
6.8	California Residential Purchase Agreement, dated April 4, 2022, among the sellers named therein and HCO 1 LLC**
6.9	Property Management Agreement between Here PM LLC and Series #4**
6.10	Residential Contract for Sale and Purchase, dated April 8, 2022, among the sellers named therein and HCO 1 LLC**

6.11	Amended and Restated Property Management Agreement between Here PM LLC and Series #5
8.1	Escrow Agreement **
11	Auditor's Consent
12	Opinion of CrowdCheck Law, LLP**
13	Testing the waters materials **

** Previously filed

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A and has duly caused this Offering Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in State of Florida, on May 11, 2022.

Here Collection LLC **a Delaware limited liability company**

By *HERE Investments Inc., a Delaware corporation*
Its: Managing Member

By: /s/ Corey Ashton Walters
Name: Corey Ashton Walters
Title: Chief Executive Officer

This Offering Statement has been signed by the following persons in the capacities and on the dates indicated.

Here Collection LLC **a Delaware limited liability company**

By *HERE Investments Inc., a Delaware corporation*
Its: Managing Member

By: /s/ Corey Ashton Walters
Name: Corey Ashton Walters
Chief Executive Officer, Principal
Executive Officer, Chief Financial Officer
Title: and Principal Accounting Officer of Here
Investments Inc.,

Date: May 11, 2022

AMENDED AND RESTATED SERIES DESIGNATION

In accordance with the Second Amended and Restated Limited Liability Company Agreement of Here Collection LLC (the “Company”) dated April 15, 2022 (the “Agreement”) and upon the execution of this series designation by the Company and Here Investments Inc. in its capacity as Managing Member of the Company and Initial Member of Here Collection LLC – Series #5, a series of Here Collection LLC (“SERIES #5”), this exhibit shall be attached to, and deemed incorporated in its entirety into, the Agreement shall replace in its entirety the previously executed designation and amended and restated designation with respect to SERIES #5.

References to Sections and ARTICLES set forth herein are references to Sections and ARTICLES of the Agreement, as in effect as of the effective date of establishment set forth below.

Name of Series	Here Collection LLC – Series #5, a series of Here Collection LLC
Effective date of establishment	April 15, 2022
Managing Member	Here Investments Inc. was appointed as the Managing Member of SERIES #5 with effect from the date of the Agreement and shall continue to act as the Managing Member of SERIES #5 until dissolution of SERIES #5 pursuant to Section 11.1(b) or its removal and replacement pursuant to Section 4.3 or ARTICLE X
Initial Member	Here Investments Inc.
Series Asset	The Series Assets of SERIES #5 shall comprise a residential property located at 12610 Erin Lea Ln, Panama City Beach, FL 32407, which will be acquired by SERIES #5 upon the close of the Initial Offering and any assets and liabilities associated with such asset and such other assets and liabilities acquired by SERIES #5 from time to time, as determined by the Managing Member in its sole discretion
Asset Management Fee	As stated in Section 6.3
Property Manager	Here PM LLC
Property Management Fee	30% of Gross Receipts, and as otherwise stated in Section 5.10
Purpose	As stated in Section 2.4
Issuance	Subject to Section 6.3(a)(i), the maximum number of SERIES #5 Interests the Company can issue is 545,833
Number of SERIES #5 Interests held by the Managing Member and its Affiliates	The Managing Member must purchase a minimum of 1% and may purchase a maximum of 51% of SERIES #5 Interests through the Offering
Broker	Dalmore Group, LLC
Brokerage Fee	Up to 1.00 % of the purchase price of the Interests from SERIES #5 sold in the Offering of the SERIES #5 Interests (excluding the SERIES #5 Interests acquired by any Person other than Investor Members)
<hr/>	
Interest Designation	No Interest Designation shall be required in connection with the issuance of SERIES #5 Interests

Subject to Section 3.5, the SERIES #5 Interests shall entitle the Record Holders thereof to one vote per Interest on any and all matters submitted to the consent or approval of Members generally. No separate vote or consent of the Record Holders of SERIES #5 Interests shall be required for the approval of any matter, except as required by the Delaware Act or except as provided elsewhere in the Agreement.

The affirmative vote of the holders of not less than a majority of the SERIES #5 Interests then Outstanding shall be required for:

Voting

(a) any amendment to this Agreement (including this Series Designation) that would adversely change the rights of the SERIES #5 Interests;

(b) mergers, consolidations or conversions of SERIES #5 or the Company; and

(c) all such other matters as the Managing Member, in its sole discretion, determines shall require the approval of the holders of the Outstanding SERIES #5 Interests voting as a separate class.

Notwithstanding the foregoing, the separate approval of the holders of SERIES #5 Interests shall not be required for any of the other matters specified under Section 12.1

Splits

There shall be no subdivision of the SERIES #5 Interests other than in accordance with Section 3.7

Sourcing Fee

No greater than \$89,925, which may be waived by the Managing Member in its sole discretion

Other rights

Holders of SERIES #5 Interests shall have no conversion, exchange, sinking fund, appraisal rights, no preemptive rights to subscribe for any securities of the Company and no preferential rights to distributions of SERIES #5 Interests

Officers

There shall initially be no specific officers associated with SERIES #5, although, the Managing Member may appoint Officers of SERIES #5 from time to time, in its sole discretion

Aggregate Ownership Limit

As stated in Section 1.1

Minimum Interests

100 Interests per Member

Fiscal Year

As stated in Section 8.2

Information Reporting

As stated in Section 8.1(c)

Termination

As stated in Section 11.1(b)

Liquidation

As stated in Section 11.3

Amendments to this Exhibit

As stated in ARTICLE XII

IN WITNESS WHEREOF, this Series Designation Agreement has been duly executed as of the 10th day of May, 2022.

COMPANY

HERE COLLECTION LLC - SERIES #5, A SERIES OF HERE COLLECTION LLC

By: HERE INVESTMENTS INC., as managing member

By: /s/ Corey Ashton Walters

Name: Corey Ashton Walters

Title: Chief Executive Officer &
President

INITIAL MEMBER

HERE INVESTMENTS INC.

By: /s/ Corey Ashton Walters

Name: Corey Ashton Walters

Title: Chief Executive Officer &
President

AMENDED AND RESTATED PROPERTY MANAGEMENT AGREEMENT

BETWEEN

HERE PM LLC

AND

HERE COLLECTION LLC - SERIES #5, A SERIES OF HERE COLLECTION LLC

This AMENDED AND RESTATED PROPERTY MANAGEMENT AGREEMENT (this “Agreement”) dated as of May 10, 2022, is entered into between Here PM LLC, a limited liability company formed under the laws of the State of Florida (the “Property Manager”), and Here Collection LLC – Series #5, a Series of Here Collection LLC (the “Series”) and replaces in its entirety the Property Management Agreement, dated as of April 15, 2022, between the Property Manager and the Series;

WHEREAS, the Series seeks to invest in the Series #5 Asset (as defined in the Appendix hereto) in accordance with the terms and conditions of the Second Amended and Restated Operating Agreement, dated April 15, 2022, of Here Collection LLC, a series limited liability company organized under the laws of the State of Delaware (the “Company”) together with the Series Designation setting forth the terms of the Series, in each case as amended and restated from time to time (the “Operating Agreement”);

WHEREAS, pursuant to the Operating Agreement, the managing member of the Series shall be responsible for the acquisition, management and disposition of the Series #5 Asset as well as the business of the Series;

WHEREAS, the Series desires to avail itself of the advice and assistance of the Property Manager and to appoint and retain the Property Manager as the property manager to the Series with respect to the Series #5 Assets;

WHEREAS, the Property Manager wishes to accept such appointment; and

NOW THEREFORE, in consideration of the mutual agreements herein contained, the parties hereby covenant and agree as follows:

1. Appointment of Property Manager; Acceptance of Appointment. The Series hereby appoints the Property Manager as property manager to the Series for the purpose of managing the Series #5 Asset. The Property Manager hereby accepts such appointment.
2. Authority of the Property Manager.

Except as set forth in Section 2(e) below and any guidance as may be established from time to time by the Managing Member

- (a) of the Series, the Property Manager shall have sole authority and complete discretion over the care, custody, maintenance and management of the Series #5 Asset and to take any action that it deems necessary or desirable in connection therewith.

The Property Manager shall devote such time to its duties under this Agreement as may be deemed reasonably necessary by the

- (b) Property Manager in light of the understanding that such duties are expected to be performed only at occasional or irregular intervals.

- (c) The Property Manager may delegate all or any of its duties under this Agreement to any Person who shall perform such delegated duties under the supervision of the Property Manager on such terms as the Property Manager shall determine.

(d) Notwithstanding any other provision of this Agreement to the contrary, the Property Manager shall not have the authority to:

- acquire any asset or service for an amount equal to or greater than 1% of the value of the Series #5 Asset as of such date, individually, or 3% of the value of the Series #5 Asset as of such date, in the aggregate without the prior consent of the Managing Member of the Series;

- sell, transfer, encumber or convey the Series #5 Asset, provided, however, that the Property Manager may deliver to the Managing Member of the Company any offers received by the Property Manager to purchase
- (ii) the Series #5 Asset and any research or analysis prepared by the Property Manager regarding the potential sale of the Series #5 Asset, including market analysis, survey results or information regarding any inquiries received and information regarding potential purchasers.

3. Cooperation. The Property Manager agrees to use reasonable efforts to make appropriate personnel available for consultation with the Series on matters pertaining to the Series #5 Asset and to consult with the Managing Member of the Series regarding property management decisions with respect to the Series #5 Asset prior to execution. The Managing Member of the Series may make any reasonable request for the provision of information or for other cooperation from the Property Manager with respect to its duties under this Agreement, and the Property Manager shall use reasonable efforts to comply with such request, including without limitation, furnishing the Series with such documents, reports, data and other information as the Managing Member of the Series may reasonably request regarding the Series #5 Asset and the Property Manager's performance hereunder or compliance with the terms hereof.

4. Representations and Warranties. Each party hereto represents and warrants that this Agreement has been duly authorized, executed and delivered by such party and constitutes the legal, valid and binding obligation of such party.

5. Limitation of Liability; Indemnification.

- None of the Property Manager, its affiliates, or any of their respective directors, members, stockholders, partners, officers, employees or controlling persons (collectively, "Managing Parties") shall be liable to the Series or the Company for (i) any act or omission performed or failed to be performed by any Managing Party (other than any criminal wrongdoing) arising from the
- (a) exercise of such Managing Party's rights or obligations hereunder, or for any losses, claims, costs, damages, or liabilities arising therefrom, in the absence of criminal wrongdoing, willful misfeasance or gross negligence on the part of such Managing Party, (ii) any tax liability imposed on the Series or the Series #5 Asset, or (iii) any losses due to the actions or omissions of the Series or any brokers or other current or former agents or advisers of the Series.

- To the fullest extent permitted by applicable law, the Series will indemnify the Property Manager and its Managing Parties against any and all losses, damages, liabilities, judgments, costs and expenses (including, without limitation, reasonable attorneys' fees and disbursements) and amounts paid in settlement (collectively, "Losses") to which such person may become subject in connection with any matter arising out of or in connection with this Agreement, except to the extent that any such
- (b) Loss results solely from the acts or omissions of a Managing Party that have been determined in a final, non-appealable decision of a court, arbitrator or other tribunal of competent jurisdiction to have resulted primarily from such Managing Party's fraud, willful misconduct or gross negligence. If this Section 5 or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, the Series shall nevertheless indemnify the Managing Party for any Losses incurred to the full extent permitted by any applicable portion of this Section that shall not have been invalidated.

- (c) The Property Manager gives no warranty as to the performance or profitability of the Series #5 Asset or as to the performance of any third party engaged by the Property Manager hereunder.

- The Property Manager may rely upon and shall be protected in acting or refraining from action upon any instruction from, or
- (d) document signed by, any authorized person of the Series or other person reasonably believed by the Property Manager to be authorized to give or sign the same whether or not the authority of such person is then effective.

6. Assignments. This Agreement may not be assigned by either party without the consent of the other party. In performing its obligations under this Agreement, the Property Manager may, at its discretion, delegate any or all of its rights, powers and functions under this Agreement to any Person in accordance with section 2(d) without the need for the consent of the Series, provided that the Property Manager's liability to the Series for all matters so delegated shall not be affected by such delegation.

7. Compensation and Expenses.

As compensation for services performed by the Property Manager under this Agreement, and in consideration therefor, the Series will pay, monthly, a property management fee (the "Property Management Fee") to the Property Manager, equal to 30% of the Gross Receipts received by the Series during the immediately preceding month. "Gross Receipts" means (i) receipts from the short-term or long-term rental of the Series #5 Asset; (ii) receipts from rental escalations, late charges and/or cancellation fees; (iii) receipts from tenants for reimbursable operating expenses; (iv) receipts from concessions granted or goods or services provided in connection with the Series #5 Asset or to the tenants or prospective tenants thereof; (v) other miscellaneous operating receipts; and (vi) proceeds from rent or business interruption insurance applicable to the Series #5 Asset; but excludes (A) tenants' security or damage deposits until the same are forfeited by the person making such deposits; (B) property damage insurance proceeds; and (C) any award or payment made by any governmental authority in connection with the exercise of any right of eminent domain.

(a)

Except as set forth in Section 5, the Series will bear all expenses of the Series #5 Asset and shall reimburse the Property Manager for any such expenses paid by the Property Manager on behalf of the Series together with a reasonable rate of interest (a rate no less than the Applicable Federal Rate (as defined in the Internal Revenue Code)) as may be imposed by the Property Manager in its sole discretion ("Operating Expenses Reimbursement Obligation"); *provided, however*, that the Series shall not

(b)

pay or reimburse the Property Manager for the ordinary overhead and administrative expenses of the Property Manager including, without limitation, all costs and expenses on account of rent, utilities, insurance, office supplies, office equipment, secretarial expenses, stationery, charges for furniture, fixtures and equipment, payroll taxes, travel, entertainment, salaries and bonuses, as well as costs related to ongoing property inspections, guest relations services, cleaning scheduling, inventory management, and vendor and repair scheduling, which in each case shall be borne by the Property Manager.

(c) Each party will bear its own costs relating to the negotiation, preparation, execution and implementation of this Agreement.

8. Services to Other Clients; Certain Affiliated Activities.

The relationship between the Property Manager and the Series is as described in this Agreement and nothing in this Agreement,

(a)

none of the services to be provided pursuant to this Agreement, nor any other matter, shall oblige the Property Manager to accept responsibilities that are more extensive than those set forth in this Agreement.

The Property Manager's services to the Series are not exclusive. The Property Manager may engage in other activities on behalf of itself, any other Managing Party and other clients (which, for the avoidance of doubt, may include other series of the Company). The Series acknowledges and agrees that the Property Manager may, without prior notice to the Series, give advice to such other clients. The Property Manager shall not be liable to account to the Series for any profits, commission or remuneration made or received in respect of transactions effected pursuant to the Property Manager's advice to another client and nor will the Property Manager's fees be abated as a result.

(b)

Duration and Termination. Unless terminated as set forth below, this Agreement shall continue in full force and effect until one year after the date on which the Series #5 Asset has been liquidated and the obligations connected to such Series #5 Asset (including, without limitation, contingent obligations) have terminated or, if earlier, the removal of Here Investments Inc. as Managing Member of the Series. Either party may terminate this Agreement immediately upon a material breach of the Agreement

9.

by the other party, without penalty or other additional payment, except that the Series shall pay the Property Management Fee of the Property Manager referred to in section 7, pro-rated to the date of termination, together with all amounts outstanding under any Operating Expenses Reimbursement Obligation. Termination shall not affect accrued rights, and the provisions of Sections 4, 5, 7 (with respect to any accrued but unpaid fees and expenses), 8, 9, 11, 14 and 16 hereof shall survive the termination of this Agreement.

Power of Attorney. For so long as this Agreement is in effect, the Series constitutes and appoints the Property Manager, with full

10.

power of substitution, its true and lawful attorney-in-fact and in its name, place and stead to carry out the Property Manager's obligations and responsibilities to the Series under this Agreement, solely with respect to the Series #5 Asset.

Notices. Except as otherwise specifically provided herein, all notices shall be deemed duly given when sent in writing by registered mail, overnight courier or email to the appropriate party at the following addresses, or to such other address as shall be notified in writing by that party to the other party from time to time:

If to the Series: Here Collection LLC – Series #5
1111 Brickell Ave.
Miami, FL 3313

If to the Property Manager: Here PM LLC
1111 Brickell Ave.
Miami, FL 3313

Independent Contractor. For all purposes of this Agreement, the Property Manager shall be an independent contractor and not an employee or dependent agent of the Series nor shall anything herein be construed as making the Series a partner or co-venturer with the Property Manager, any other Managing Party or any of its other clients. Except as expressly provided in this Agreement or as otherwise authorized in writing by the Series, the Property Manager shall have no authority to bind, obligate or represent the Series.

Entire Agreement; Amendment; Severability. This Agreement states the entire agreement of the parties with respect to the subject matter hereof and supersedes any prior agreements relating to the subject matter hereof, and may not be supplemented or amended except in writing signed by the parties. If any provision or any part of a provision of this Agreement shall be found to be void or unenforceable, it shall not affect the remaining part, which shall remain in full force and effect.

Confidentiality. All information furnished or made available by the Series or the Company to the Property Manager hereunder, or by the Property Manager to the Series or the Company hereunder, shall be treated as confidential by the Property Manager, or the Series and the Company, as applicable, and shall not be disclosed to third parties except as required by law or as required in connection with the execution of transactions with respect to the Series #5 Asset and except for disclosure to counsel, accountants and other advisors.

Definitions. Words and expressions which are used but not defined in this Agreement shall have the meanings given to them in the Operating Agreement.

Governing Law; Jurisdiction.

(a) This Agreement and the rights of the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

The parties irrevocably agree that the Court of Chancery of the State of Delaware is to have the exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Agreement and accordingly any suit, action or proceeding arising out of or in connection with this Agreement shall be brought in such courts.

Counterparts. This Agreement may be executed in one or more counterparts with the same force and effect as if each of the signatories had executed the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly appointed agents so as to be effective on the day, month and year first above written.

PROPERTY MANAGER

HERE PM LLC

By: /s/ Corey Ashton Walters
Name: Corey Ashton Walters

Title: Chief Executive Manager

HERE COLLECTION LLC - Series #5, A SERIES OF HERE COLLECTION LLC

By: HERE INVESTMENTS INC., as managing member

By: /s/ Corey Ashton Walters

Name: Corey Ashton Walters

Title: Chief Executive Officer & President

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APPENDIX

THE SERIES #5 ASSET

A residential property located at 12610 Erin Lea Ln, Panama City Beach, FL 32407

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation in this Post-Qualification Amendment No. 3 to the Offering Statement on Form 1-A of our report dated April 21, 2022, relating to the financial statements of Here Collection LLC (formerly Here 001 LLC), as of December 31, 2021 and to all references to our firm included in this Offering Statement.

We hereby consent to the incorporation in this Post-Qualification Amendment No. 3 to the Offering Statement on Form 1-A of our report dated April 14, 2022, relating to the financial statements of 1989 Loraine Road, as of December 31, 2021 and to all references to our firm included in this Offering Statement.

/s/ BF Borgers CPA PC
BF Borgers CPA PC

Certified Public Accountants
Lakewood, CO
May 11, 2022