Risks & Disclosures

Competition. Craft breweries are competitive. The market is dominated by larger and established brewers. Many are well established and have far greater financial resources than the Company. Although many similar start-up craft breweries have succeeded in recent years, many have failed. The Company will regularly see new competition. There is no assurance that the Company can successfully compete in its chosen market areas. There is no assurance that other entities with significantly greater name recognition and financial resources will not enter the Company's markets, develop services to compete with the Company, and secure for themselves the customer and strategic partner relationships sought by the Company. Larger capitalized beer companies could attempt to squeeze smaller brewers out of the market. There is no assurance that larger brewers will not use their competitive advantages to disrupt the Company's growth plans which could dampen the Company's business operations and financial condition.

Building and Location. The Company is leasing the space at 900 E. McMillan, Cincinnati, Ohio to build the brewery and taproom (the "Building"). The Building appears to be in acceptable condition, but the Company has not yet completed a thorough inspection of the property. Renovation to the Building and surrounding lot is planned, and unknown or unanticipated defects or deficiencies in the Building or lot could materially increase the costs. There can be no assurance that the cost of construction and improvements will not exceed the Company's anticipated budget.

Attracting Target Consumers. There can be no assurance the Company can successfully attract consumers to the taproom or to purchase its beer per our projected financials. It is possible that location may be challenged by another brewery located 1 mile to the Northeast

Early-Stage Company; No Assurance of Profitability. The Company will not open the business until after the Company is sufficiently capitalized through offers of equity and bank financing. There can be no assurance that the Company will be ever be profitable in the future, or will ever have positive operating results or cash flow. The Company has no financial history because it is not yet up and running. The Company expects to experience fluctuations in its future operating results due to a variety of factors, many of which are outside the control of the Company. Factors that may adversely affect the Company's operating results include, without limitation, the Company's ability to attract and retain business customers at an increasing rate while maintaining customer satisfaction, the amount and timing of capital expenditures and other costs relating to the expansion of the Company's operations and infrastructure, and the introduction of new or enhanced products and services by competitors. The Company intends to expend significant financial and management resources on the roll-out of its products and services and invest necessary equipment and operating infrastructure. The Company's ability to generate revenue is uncertain, and accordingly the Company may never achieve profitability. Any financial projections contained in the Company's business plan or other offering materials are based on expectations concerning future revenue, which is difficult to forecast based on the Company's current stage of development (see Forward-Looking Statements). The Company may be unable to adjust spending in a timely manner to compensate for any unexpected shortfall in revenue. Potential investors should evaluate the Company in light of the expenses, delays, uncertainties, and complications typically encountered with development-stage breweries.

No Assurance of Sufficient Capitalization. The Company requires working capital to fund its business and expects to use a significant portion of the net proceeds from this offering to fund its operating losses, reimburse for professional services related to this offering, install a brewery, and renovate a taproom. The Company believes that the proceeds from this offering, other equity investments, and bank financing will be sufficient, but the proceeds will not provide operating capital for an extended period of time. The funds raised pursuant to this offering may not be sufficient to satisfy the capital needs of the Company necessary to enable the Company to successfully execute its business plan. There can be no assurance that additional financing will be available when needed, or that if available, such financing will include terms favorable to the Company or its equity holders. There is always the risk that additional capital may be prohibitively expensive. Further, the cost of such capital may result in substantial dilution to the Company's members. The Company has the right to issue equity or debt securities senior to equity or debt securities issued in this offering. Such issuance may dilute the investors' share of the Company. Failure to secure additional financing as and when needed by the Company could have a material adverse effect on the business. There can be no assurance that the Company will be able to generate the cash flow needed to service the debts it intends to incur. A failure to service its debts in a timely manner could have a material adverse effect on the Company's business and its equity holders.

Limited Experience. Though Brian Jackson has worked as a brewer in a large brewery for 3 years, and Marvin Abrinica is an experienced corporate executive, neither initial member, has ever run a full-scale brewery and taproom before.

Dependence on Key Personnel; Lack of Key-Person Insurance. The Company has a relatively small number of key management personnel, and is reliant upon those people to fulfill its business plan. In particular, the Company is substantially dependent on the continuing services of Brian Jackson and Marvin Abrinica. The loss of any or the inability of the Company to attract and retain other experienced brewers and technical experts could have a material adverse effect on the Company's business. The Company must compete for such personnel against numerous companies, including larger, more established businesses with significantly greater financial resources than the Company. The ability to hire and retain even entry-level employees is difficult in today's business environment. Further, the Company has no key-person life or disability insurance on any of its employees at this time. There are no non-compete agreements or any other similar restrictive covenants currently in place with any of the Company's officers.

Government Regulation. The brewing industry is regulated at the local, state and national levels. There is no assurance that the Company will be able to obtain the necessary licenses and permits it needs to successfully implement its business plan. Any delay in obtaining such licenses and permits could have a material adverse impact on the Company's financial condition. Noncompliance with applicable laws and regulations could have material, negative consequences to the Company. Due to intense competition among breweries, it can be difficult to distinguish between legal marketing tactics and those that are not legal. If the Company's licenses were suspended or revoked, it would have a material, negative consequence to the Company. The Company may be required to sell products to third party distributors who are protected under federal and state laws that can make it difficult for brewers to change distributors without distributors' consent. There is no assurance that the Company will be able to reach satisfactory agreements with distributors.

Excise Taxes. The federal and state governments could significantly increase taxes on beer (and other alcoholic beverages) to raise additional revenue for governmental programs. Increased taxes could negatively impact sales of beer in favor of other alcoholic or non-alcoholic beverages.

Legal Risks. The State of Ohio could change its microbrewery law and increase restrictions on retail sales in taprooms. Ohio law now permits microbreweries to sell directly to consumers, bypassing wholesale distributors and other licensed retailers. If this law is ever repealed, the Company's business model could be damaged. Wholesale distributors and/or retailers possess the motivation and resources to lobby for legislative changes which are detrimental to the Company.

Business Interruption. The Company's ability to operate is vulnerable to fire, earthquake, power loss, telecommunications failure, acts of war and terror, and other similar events. The occurrence of any of these events could materially harm the Company. The Company does not carry financial reserves and insurance levels may not be adequate against such events and interruptions of this nature could negatively impact the Company and its ability to continue as a going-concern.

Insurance. The Company does not currently carry any property or casualty insurance. The Company plans to use a portion of the proceeds from this offering to secure extensive general commercial liability insurance and property-casualty insurance.

Speculative Investment. An investment here is speculative and involves certain risks. Investors may lose their entire investment and should only invest if they can afford to lose their entire investment. Prospective investors should give careful consideration to the risks associated with the offering.

Initial Investors Capital Contributions. Three investors have received Units at a price of $91 to $92 dollars per Unit. Allyn Kaufman, Taylor Shockey, and James J. Joyce have purchased Units pursuant to this offering at prices of approximately $91.57 for Allyn Kaufmann and approximately $91.95 for Taylor Shockey and James Joyce. It is unlikely that any other investors will receive a discount on the price of $100 per Unit in the course of this offering.

Company's Drag-Along Rights. If the members owning a majority of issued and outstanding units decide to sell a majority of the total, outstanding units, the Company has the right to force the other Unit-holders to sell their respective Membership Interests at the same price and on the same terms as the other members.

Absence of Liquidity and Restricted Transferability. The units will not be a liquid investment. The units will not be registered with the U.S. Securities and Exchange Commission under the Securities Act of 1933 (the "Securities Act"), but will be sold pursuant to an exemption from registration. Moreover, the units will not be registered with the securities regulatory authority of any state under state securities laws, but will be sold in reliance on exemptions from registration provided in those laws. An investor may not resell or otherwise dispose of the units unless they are registered under the Securities Act and applicable state security laws, or their offer and resale are exempted from such registration and the Company receives an opinion of counsel acceptable to the Company to that effect prior to any offer or resale. There presently is no public market for the units and none is expected to develop following this offering. The Company will be under no obligation to register the units under the Securities Act or with the securities authority of any state to permit any sale of the units by investors. The Company is not a reporting company under the Exchange Act. Therefore, there is no public information available concerning the Company. Even if the Company is able to operate profitably in the future, the units may never be listed for trading on a stock exchange or on the National Association of Securities Dealers, stock market, or registered in any capacity. There is no active public market for the units and no established fair market price. In addition, the Operating Agreement contains transfer restrictions. The units are offered only as a long-term investment for those who can afford the risk of loss on their entire investment and who can foresee no need to liquidate their investment in the foreseeable future. Moreover, the Operating Agreement provides the Company, the investing members, and the initial members a right of first refusal if any Member attempts to transfer any units.

Offering Price. The purchase price for the units has been determined by the Company without arms' length bargaining, without reference to the Company's assets, earnings, book value, or any other established criteria of value, and without reliance upon an independent third-party valuation, investment professional, or underwriter. The purchase price of the units is not to be assumed to be an indication of their value or the value of the Company either before or after the offering. The Company makes no express or implied representations as to the value of the units.

Dilution; Limited Rights. There will be an immediate dilution of an investor's ownership interest in the Company because the book value of total tangible assets (plus cash) less total liabilities, divided by the number of Company units outstanding is less than the offering price per unit. Due to the fact that the Company's net tangible book value per unit is less than the offering price hereunder, an investor will suffer an immediate and substantial dilution of net tangible book value per unit purchased. If the Company issues compensatory equity, which is common for development stage companies of this nature, and which the Company intends to do, an investor might be further diluted. An investor in this offering shall possess no anti-dilution, redemption, or conversion rights.

Limited Voting Rights and Control of the Company. The investors are acquiring limited voting rights, except those limited rights set forth in the Operating Agreement or required by applicable law under this Offering. Before and after the offering, Brian Jackson, as manager and majority owner, will be in control of the Company and will have the ability to direct the affairs of the Company, including the prospect of any sale of all or substantially all of the Company's assets or other material liquidity event. To remove Brian Jackson as manager will require a vote of both a majority of voting units and Brian Jackson, himself. It will be all but impossible to remove Brian Jackson from control without his consent.

SBA Loan. The Company intends to take out an SBA Loan between $500,000 to $700,000 to be used to get the brewery and tap room up and running. That SBA Loan will need to be repaid with interest before the Company can make any distributions to the investing members.

Lack of Dividends and Distributions. The Company anticipates that a portion of its earnings will be retained to expand its capital base to further support the growth and development of the Company. Cash available for distribution shall be distributed at such time or times as the Manager determines, in his discretion, first to the Series A and Series B members in accordance with that member's capital contributions minus distributions received, up to and until such capital contribution is repaid. The investing members will have limited voting rights concerning distributions, but these rights will likely not be impactful considering Brian Jackson and Marvin Abrinica will have the ownership interest necessary to make the decision without investing member input. After that capital contribution is repaid, distributions will be paid out in accordance with each member's economic percentage interest. The Manager may determine to re-invest significant amounts of profits into the Company prior to making any distribution to any Member.

Tax Status. The Company is taxed as a partnership for federal and state income tax purposes. As a result, the members report and pay tax on their allocable share of Company income at the federal and state level. The members may be required to file income tax returns and pay state income tax in Ohio, in other states in which the Company conducts business or in the state that the member resides. Although the Company intends to make distributions to the Members to cover the tax liability associated with any undistributed income, such distributions will only be made if the Company has the funds necessary to make those tax distributions without adversely affecting the Company or its ability to repay the SBA Loan. Therefore, the investing member may be taxed on allocated income that is not distributed to the investing member. Moreover, due to various requirements, including the at-risk, basis and passive-loss limitations, any losses allocated to the members may not be deductible and the Company makes no representation as to the deductibility of any losses. Further, if the Company were to "convert" to a C corporation for income tax purposes, the Company's income, if any, distributed in the form of dividends would be subject to double taxation.

Risks Inherent in Self-Underwriting. Since there are no underwriters involved in this offering, the Company will not have the benefit of the independent due diligence examination performed by an underwriter to ensure that the disclosures are accurate. Further, the Company may, because it is not employing the services of a securities broker, have difficulty selling the units.

Lack of Tangible Assets. The Company has little in the way of tangible assets that could be liquidated for cash that could be used to satisfy the claims of creditors or for distribution to members.

Debt Risks. The Company may issue debt securities in addition to this offering. All debt incurred by the company will need to be regularly serviced and up to date prior to any distributions being made to the members.

Use of Proceeds. The Company intends to use the net proceeds from this offering to install a brewery, build a taproom and to pay for professional services associated with this offering. The Company may use these proceeds as soon as you have invested them. There is no minimum amount that must be raised before the Company can use the proceeds. The Company's management will at all times have broad discretion with respect to the actual application of the proceeds from this offering. The actual use of the net proceeds from this offering will depend on a number of factors, including ability to raise capital and take on debt, future sales growth, future profitability, development costs, and the success of the Company's marketing strategies.

Limited Liability for Managers and Officers; Management Indemnification. The Company's governing instruments eliminate the personal liability of a Company manager or officer to the Company or its members for monetary damages, except in narrow circumstances. Accordingly, except in limited circumstances, the Company's managers and officers will not be liable to the Company or its members for breach of their required standard of care. The Company's Operating Agreement requires the Company to indemnify its management and officers against expenses and certain other liabilities arising out of their conduct on behalf of the Company, provided that such person acted in good faith, and in a manner honestly believed to be in, or not opposed to, the best interests of the Company, and provided that their conduct has not been found to constitute fraud or willful misconduct.

Forward-Looking Statements. The offering materials presented to a potential investor may contain certain forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995, including or related to the Company's future results (including certain projections and business trends). These and other statements, which are not historical facts, are based largely on current expectations and assumptions of management and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by such forward-looking statements.

Assumptions relating to forward-looking statements involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. The words "estimate," "believe," "project," "intend," "expect," "contemplates," "may," "will," "should," "would," or "anticipates," or the negative thereof or other variations thereon, or comparable terminology, or discussions of strategy and similar expressions, are intended to identify forward-looking statements. Although the Company believes that the assumptions are reasonable, any of the assumptions could prove incorrect and, therefore, there can be no assurance that the results contemplated in the forward-looking statement information will be realized. The Company's business decisions are subjective in many respects and susceptible to interpretations and periodic revisions based on actual experiences and business developments, the impact of which may cause the Company to alter its business strategy, and may, in turn, affect the Company's results of operations. In light of the significant uncertainties inherent in forward-looking statements, the inclusion of such information should not be regarded as a representation that any strategy, objectives, or other plans will be achieved. The forward-looking statements speak only as of the initial offering date of this offering. The Company disclaims any obligation to update or revise these forward-looking statements.

THE PURCHASE PRICE OF THE UNITS HAS BEEN ARBITRARILY DETERMINED BY THE COMPANY AND DOES NOT NECESSARILY BEAR ANY RELATIONSHIP TO THE ASSETS, BOOK VALUE, OR POTENTIAL EARNINGS OF THE COMPANY, IF ANY, OR ANY OTHER RECOGNIZED CRITERIA OF VALUE.

THE UNITS ARE OFFERED IN RELIANCE UPON SEC REGULATION A+

THE UNITS ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE, AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE "EXCHANGE ACT"), AND APPLICABLE STATE SECURITIES LAWS. FURTHER THE UNITS ARE SUBJECT TO THE TRANSFER AND RESALE RESTRICTIONS CONTAINED IN THE COMPANY'S OPERATING AGREEMENT. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD OF TIME

THE STATEMENTS CONTAINED HEREIN ARE BASED ON INFORMATION BELIEVED BY THE COMPANY TO BE RELIABLE. NO WARRANTY IS MADE AS TO THE ACCURACY OF SUCH INFORMATION OR THAT CIRCUMSTANCES HAVE NOT CHANGED SINCE THE DATE SUCH INFORMATION WAS SUPPLIED.

THIS DISCLOSURE CONTAINS SUMMARIES OF CERTAIN PROVISIONS OF DOCUMENTS RELATING TO THE PURCHASE OF THE UNITS AS WELL AS SUMMARIES OF RELEVANT STATUTES AND REGULATIONS. SUCH SUMMARIES DO NOT PURPORT TO BE COMPLETE AND ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO THE TEXTS OF THE ORIGINAL DOCUMENTS, STATUTES AND REGULATIONS.