CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

Yuengling's Ice Cream Corporation

(a Pennsylvania corporation)

1058 Centre Turnpike
Orwigsburg, Pennsylvania 17961
Tel: (570) 968-4352
www.yuenglingsicecream.com

Offering of up to $5,000,000 of Units consisting of Convertible Notes and Warrants

Accredited Investors Only

Placement Agent

TriPoint Global Equities, LLC
1450 Broadway, 26th Floor
New York, New York 10018
Tel: (212) 732-7184
Fax: (646) 786-3454
sales@tpglobal.com

Legal Disclaimer: ***Yuengling's Ice Cream Corporation is currently undertaking a private placement of the securities described in this Memorandum in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933 (the "Securities Act") and Rule 506(c) of Regulation D promulgated thereunder. The Company may, in the future, undertake a public offering pursuant to Regulation A+ under the Securities Act. No money or other consideration is being solicited at this time with respect to such offering, and if sent in response to these materials for such offering, it will not be accepted. No offer to buy securities can be accepted and no part of the purchase price can be received for an offering under Regulation A+ until an offering statement is qualified by the Securities and Exchange Commission, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. An indication of interest made by a prospective investor in a Regulation A+ offering is non-binding and involves no obligation or commitment of any kind.***

YUENGLING'S ICE CREAM CORPORATION

Offering of up to $5,000,000 of Units consisting of Convertible Notes and Warrants

This Confidential Private Placement Memorandum (the "Memorandum") relates to an offering (the "Offering"), on a "best efforts" basis, by Yuengling's Ice Cream Corporation, a Pennsylvania corporation (the "Company" or "Yuengling's"), to qualified institutional buyers and an unlimited number of "accredited investors," as such term is defined in Rule 501(a) of Regulation D under the Securities Act of 1933 (the "Securities Act"), of up to 500 units (the "Units"), with each Unit consisting of (i) an 8% unsecured Convertible Note (the "Notes") in the principal amount of $10,000, convertible into shares of the Company's Class A Common Stock, no par value (the "Common Stock"), at any time at the subscriber's option or automatically upon a Qualified Financing (as defined), and (ii) a warrant to purchase shares of Common Stock at an aggregate exercise price of $5,000 (the "Warrants" and, collectively with the Units, the Notes and the Common Stock, the "Securities"). The Company will not accept subscriptions from non-accredited Investors. A minimum purchase of one Unit is required from subscribers.

Upon receipt by the Company of a subscription agreement, attached hereto as Exhibit A, and corresponding payment for the Units subscribed for, all amounts paid for such Units will be deposited in an escrow account with Wilmington Trust, N.A., or an account with BANQ®, an online brokerage division of TriPoint Global Equities, LLC, which is acting as the placement agent for the Offering ("TriPoint" or the "Placement Agent"). Once subscriptions are received and accepted (the "Initial Closing"), the funds in escrow will be released and we will be able to use such investors' subscription funds immediately; no such funds will be returned before the end of the Offering term. The term of the Offering will terminate on the earliest of: (i) September 30, 2017, (ii) when all $5,000,000 in Units ("Maximum Amount") offered hereunder are sold, or (iii) at any time by the Company, at its sole discretion, without giving notice to subscribers. There is no minimum amount for Closing. The Company can hold subsequent closings for all or any portion of the remaining amount of the Offering not sold at the time of the prior closings (each, a "Closing"). Subscription agreements received by the Company are irrevocable. The Company reserves the right, in its discretion, to reject any subscription, in whole or in part, for any reason or to allot to the investor less than the number of Units for which the investor subscribed or to waive conditions to the purchase of the Units. The proceeds of such subscription payments will be returned to any subscriber if the Company does not accept the subscriber's subscription agreement.

This Offering is a continuation of an offering commenced on November 21, 2016. The terms of this Offering are identical to the terms contained in the original confidental private placement memorandum for the Offering. This Offering is subject to withdrawal, cancellation, modification, extension or increase by the Company in its sole discretion without notice to subscribers or potential investors. If the Company increases the maximum amount of the Offering, the additional Units will be offered on the same terms and conditions as set forth herein and the Company will not alter or adjust the Offering price of any additional Units to a price lower than the current price set forth herein. Further, the Company will have the right to extend the Offering period or to close this Offering at any time, any such determination will be made at the sole discretion of the Company.

The Securities offered hereby are not being registered with the Securities and Exchange Commission (the "SEC") under the Securities Act in reliance upon the exemption from registration provided by Section 4(a)(2) thereof and Rule 506(c) of Regulation D promulgated thereunder. The Securities are "restricted securities" as defined in the Securities Act and may not be resold unless the Securities are registered under the Securities Act, or an exemption from registration under the Securities Act is available.

The Securities offered hereby are speculative and involve a high degree of risk.

	Offering Price to Investors	Placement Agent's Commission (1)(2)	Proceeds to the Company (2)
Per Unit	$10,000	$800	$9,200
Maximum Offering	$5,000,000	$400,000	$4,600,000

(footnotes appear on next page)

The date of this Memorandum is March 1, 2017

(1) The Units are offered on a best-efforts basis by TriPoint. The Company has agreed to pay TriPoint an aggregate commission up to 8% of the purchase price for the Units placed by TriPoint and that number of five-year warrants up to 8% of the aggregate number of shares of Common Stock underlying the Notes issued pursuant to this Offering (the "Placement Agent Warrants"). The exercise price of the Placement Agent Warrants will be at the same price as the investor Warrants. Either the Company directly or TriPoint, through selected dealers, may compensate other broker-dealers who are members of the Financial Industry Regulatory Authority ("FINRA") in amounts equal to, but not greater than, the compensation described above. Additionally, the Company has agreed to pay or reimburse up to $15,000 to TriPoint for its legal fees. The Company will be under no obligation to pay or allocate any commissions to any party other than the Placement Agent with whom the Company has a contract.

(2) This amount reflects proceeds to the Company before deducting certain expenses, including, without limitation, legal, accounting, printing and other miscellaneous expenses. After deducting offering expenses and the Placement Agent commission, the net proceeds to the Company are estimated to be $4,500,000 if the Maximum Offering is sold.

You are urged to read this Memorandum carefully. This Memorandum is not all-inclusive and does not contain all the information that you may desire in investigating the Company. You must conduct and rely on your own evaluation of the Company and the terms of this Offering, including the merits and risks involved in making a decision to buy the Units offered hereunder. The Company will make available to you, prior to the sale of any Units described in this Memorandum, the opportunity to ask questions of, and receive answers from, management of the Company concerning the terms and conditions of this Offering and to obtain any additional information (including information made available to other investors), to the extent the Company possesses it or can acquire it without unreasonable effort or expense, which may be necessary to verify the accuracy of the information in this Memorandum. The Company may require you to sign a confidentiality agreement if you wish to receive additional information that the Company deems to be proprietary. You may mail questions, inquiries and requests for information to:

Yuengling's Ice Cream Corporation
1058 Centre Turnpike
Orwigsburg, Pennsylvania 17961
Attn.: Mr. Robert Bohorad, Chief Financial Officer

You, and your representatives, if any, will be asked to acknowledge in the Subscription Agreement that you were given the opportunity to obtain additional information and that you did so or elected to waive the opportunity.

No representations or warranties of any kind are intended, nor should any be inferred, with respect to the economic viability of this investment or with respect to any benefits, which may accrue to an investment in the Company. The Company does not, in any way, represent, guarantee or warrant an economic gain or profit with regard to its business or that favorable income tax consequences will flow therefor. Any projections or other forward-looking statements or opinions contained in this Memorandum constitute estimates by the Company, but the accuracy of this information is not guaranteed nor should you consider the information all-inclusive.

You should not consider the contents of this Memorandum as legal, business or tax advice. Prior to making a decision to purchase Units, you should carefully review and consider this Memorandum and should consult your own attorneys, business advisors and tax advisors as to legal, business and tax related matters concerning this Offering.

The Memorandum is furnished for the sole use of the offeree, and for the sole purpose of providing information regarding the offer and sale of the Units. The Company has not authorized any other use of this information. The delivery of this Memorandum or other information does not imply that the Memorandum or other information is correct as of any time subsequent to the date appearing on the cover of this Memorandum.

NASAA UNIFORM LEGEND

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE ACT, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE MADE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IMPORTANT INVESTOR NOTICES

THE OFFER AND SALE OF THE UNITS, THE NOTES, THE WARRANTS AND THE SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES AND EXERCISE OF THE WARRANTS (COLLECTIVELY, THE "SECURITIES") ARE NOT BEING REGISTERED UNDER THE SECURITIES ACT OF 1933 (THE "SECURITIES ACT") IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED BY SECTION 4(a)(2) THEREOF AND RULE 506(c) OF REGULATION D, NOR HAVE THE SECURITIES BEEN REGISTERED OR QUALIFIED PURSUANT TO ANY SECURITIES LAWS OF ANY STATE OR IN ANY OTHER COUNTRY IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION OR QUALIFICATION PROVIDED BY CERTAIN OTHER STATE SECURITIES LAWS. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SECURITIES MAY NOT BE RESOLD IN THE ABSENCE OF REGISTRATION OR AN EXEMPTION THEREFROM UNDER THE SECURITIES ACT. THE SECURITIES ARE OFFERED ONLY TO PERSONS WHOM THE COMPANY BELIEVES HAVE THE QUALIFICATIONS NECESSARY TO PERMIT THE SECURITIES TO BE OFFERED AND SOLD IN RELIANCE UPON SUCH EXEMPTIONS.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL, OR SOLICITATION OF AN OFFER TO BUY, NOR SHALL ANY UNITS BE OFFERED OR SOLD TO ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION, PURCHASE OR SALE WOULD BE UNLAWFUL, PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF SUCH JURISDICTION.

AN INVESTMENT IN THE UNITS OFFERED HEREBY IS SPECULATIVE, INVOLVES A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT AFFORD THE LOSS OF HIS OR HER ENTIRE INVESTMENT. SEE "RISK FACTORS."

THE OFFERING IS BEING MADE TO AN UNLIMITED NUMBER OF ACCREDITED INVESTORS, AS SUCH TERM IS DEFINED IN RULE 501(a) OF REGULATION D PROMULGATED UNDER THE SECURITIES ACT. THE UNITS OFFERED HEREIN MAY BE SOLD ONLY TO ACCREDITED INVESTORS, WHICH FOR NATURAL PERSONS, ARE INVESTORS WHO MEET CERTAIN MINIMUM ANNUAL INCOME OR NET WORTH THRESHOLDS. THE COMPANY RESERVES THE RIGHT, IN ITS SOLE DISCRETION, FOR ANY REASON WHATSOEVER AND WITHOUT NOTICE, TO INCREASE, MODIFY, EXTEND, CANCEL AND/OR WITHDRAW ALL OR A PORTION OF THE OFFERING AND/OR TO ACCEPT OR REJECT IN WHOLE OR IN PART ANY PROSPECTIVE INVESTMENT IN THE UNITS OR TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE AMOUNT OF UNITS SUCH INVESTOR DESIRES TO PURCHASE; THE COMPANY SHALL HAVE NO LIABILITY WHATSOEVER TO ANY POTENTIAL INVESTOR AND/OR SUBSCRIBER IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

NO PERSON HAS BEEN AUTHORIZED IN CONNECTION WITH THE OFFER OR SALE OF THE UNITS TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS MEMORANDUM AND, IF GIVEN OR MADE, SUCH INFORMATION OR

REPRESENTATION MUST NOT BE RELIED UPON. PROSPECTIVE INVESTORS SHOULD NOT RELY UPON INFORMATION NOT CONTAINED IN THIS MEMORANDUM.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY, OR ANY SECURITIES PROFESSIONAL ASSOCIATED WITH THE OFFERING, AS LEGAL OR TAX ADVICE. THE OFFEREE AUTHORIZED TO RECEIVE THIS MEMORANDUM SHOULD CONSULT THEIR OWN COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR, AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING THEIR PURCHASE OF THE UNITS.

ALL INFORMATION CONTAINED IN THIS MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY. THIS MEMORANDUM HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES IN ORDER TO ASSIST PROSPECTIVE INVESTORS IN EVALUATING A POTENTIAL INVESTMENT IN THE COMPANY. BY ACCEPTING DELIVERY OF ANY OFFERING MATERIAL, THE OFFEREE AGREES TO KEEP CONFIDENTIAL THE CONTENTS THEREOF AND NOT TO DISCLOSE THE SAME TO ANY THIRD PARTY OR OTHERWISE USE THE SAME FOR ANY PURPOSE OTHER THAN EVALUATION BY SUCH OFFEREE OF A POTENTIAL PURCHASE OF ANY UNITS.

THE COMPANY WILL PROVIDE TO EACH PROSPECTIVE INVESTOR, PRIOR TO THE SALE OF ANY UNITS DESCRIBED HEREIN, THE OPPORTUNITY TO ASK QUESTIONS OF AND TO RECEIVE ANSWERS FROM REPRESENTATIVES OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING AND TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION, TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE.

THE UNITS DESCRIBED HEREIN MAY NOT BE SOLD NOR MAY ANY OFFERS TO PURCHASE BE ACCEPTED PRIOR TO THE DELIVERY TO PROSPECTIVE INVESTORS OF CERTAIN UNDERLYING DOCUMENTS, INCLUDING (A) THE SUBSCRIPTION AGREEMENT REFLECTING THE DEFINITIVE TERMS AND CONDITIONS OF THE OFFERING, INVESTOR QUALIFICATION QUESTIONNAIRE, INVESTOR REPRESENTATIONS ADDENDUM, PURCHASER REPRESENTATIVE QUESTIONNAIRE, REPRESENTATIONS ADDENDUM RE: NET WORTH, REPRESENTATIONS ADDENDUM RE: INCOME, (B) FORM OF NOTE AND (C) FORM OF WARRANT ARE INCLUDED HEREWITH AS EXHIBITS A, B AND C, RESPECTIVELY, AND SHOULD BE REVIEWED CAREFULLY BY EACH PROSPECTIVE INVESTOR PRIOR TO PURCHASE. IF ANY OF THE TERMS, CONDITIONS OR OTHER PROVISIONS OF THE SUBSCRIPTION AGREEMENT OR RELATED DOCUMENTATION ARE INCONSISTENT WITH OR CONTRARY TO ANY OF THE TERMS, CONDITIONS OR OTHER PROVISIONS DESCRIBED IN THIS MEMORANDUM, THE TERMS, CONDITIONS AND/OR OTHER PROVISIONS (AS THE CASE MAY BE) OF SUCH SUBSCRIPTION AGREEMENT OR RELATED DOCUMENTATION SHALL CONTROL AND SHALL BE DEEMED TO SUPERSEDE THIS MEMORANDUM ACCORDINGLY.

ANY DISTRIBUTION OF THIS MEMORANDUM TO ANY PERSON OTHER THAN THE OFFEREE SO NAMED (OR TO THOSE INDIVIDUALS RETAINED TO ADVISE THE OFFEREE WITH RESPECT THERETO) IS UNAUTHORIZED, AND ANY REPRODUCTION OF THIS MEMORANDUM IN WHOLE OR IN PART, OR THE COMMUNICATION OF ANY OF ITS CONTENTS, IS PROHIBITED.

THIS MEMORANDUM IS NOT AN OFFER TO SELL OR A SOLICITATION TO PURCHASE SECURITIES IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS NOT AUTHORIZED AND DOES NOT CONSTITUTE AN OFFER WITHIN ANY STATE TO ANY PERSON TO WHOM SUCH AN OFFER WOULD BE UNLAWFUL. THIS OFFERING IS BEING MADE IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED BY SECTION 4(a)(2) OF THE SECURITIES ACT AND RULE 506(c) OF REGULATION D PROMULGATED THEREUNDER, AND UNDER THE NATIONAL SECURITIES MARKETS IMPROVEMENT ACT OF 1996 (NSMIA). NSMIA EXEMPTS REGULATION OF A "COVERED SECURITY" FROM STATE REGULATION, AND RULE 506(c) OFFERINGS NEED NOT CONTAIN SPECIFIC STATE LEGENDS. BECAUSE WE ARE RELYING ON THE RULE 506(c) EXEMPTION, WE ARE NOT INCLUDING SPECIFIC STATE NOTICES.

Electronic Delivery Consent

In order to have received this Memorandum from an online source, you must have consented to the electronic delivery of the documents and you must have verified your status as an "Accredited Investor." Additionally, if you have accepted delivery of this Memorandum via electronic means, you understand that once we present the documents to you and, if required, you click "yes" to accept them, the terms and conditions contained in those documents will apply to you and you agree to be bound thereby. If you disagree with the foregoing statement, please close this document now and delete or otherwise remove this Memorandum from your computer or device.

OFFERING SUMMARY

The following summary is qualified in its entirety by reference to the more detailed information in this Memorandum and the Exhibits hereto. Each prospective investor is urged to read this Memorandum and the Exhibits hereto in their entirety.

The Company	Yuengling's Ice Cream Corporation (the "Company" or "Yuengling's") markets and sells super-premium ice cream through retailers, convenience stores ("C-stores"), and food-service outlets. What was originally part of America's Oldest Brewery, the ice cream brand has existed since 1920. After stopping production in 1985, the Company was re-launched in February 2014. Yuengling's sells Quarts in 20 flavors, Pints in nine flavors, and 8 oz. cups in four flavors. The Company also sells more than 25 flavors in three gallon tubs directly and through distributors to universities, dip shops and restaurants. Since re-launching in 2014, the Company has expanded to approximately 3,000 retail stores in 22 states stretching from southern Maine to northern Florida. In addition to growing its retail business, the Company is raising capital to expand its C-store business and food service business and to develop new dairy products.
Formation Date	April 25, 2013
Formation State	Pennsylvania
Entity Structure	C-Corp., Pennsylvania
Executive Team	Seasoned entrepreneurs and public and private company executives from multidisciplinary backgrounds.
Offering Amount	Up to $5,000,000 of Units consisting of two-year Convertible Notes in the principal amount of $10,000 and a warrant to purchase shares of Common Stock at an aggregate exercise price of $5,000. See "Description of Units."
Unit Price	$10,000
Minimum Investment	One Unit
Total Notes for Sale	500 Notes
Unit Composition	Each Unit consists of an 8% Convertible Note (each, a "Note" and, collectively, the "Notes") in the principal amount of $10,000 that matures two years from the date of issuance, and a warrant to purchase shares of Common Stock for an aggregate exercise price of $5,000 (the "Warrants"). The Units, the Notes, the Warrants and the shares of Common Stock issuable upon conversion of the Notes and exercise of the Warrants are collectively referred to as the "Securities." See "Description of Units."
Term of the Offering	The Offering will terminate on the earliest of: (i) September 30, 2017, (ii) when all Units offered hereunder are sold, or (iii) at any time by the Company, at its sole discretion, without giving notice to subscribers. The Company reserves the right to withdraw, cancel, modify, extend or increase the Offering without notice.

The Convertible Notes:

Automatic Conversion upon Qualified Financing	In the event the Company consummates, prior to the Maturity Date, an equity financing pursuant to which it sells its common stock, preferred stock or other equity or equity-linked securities (including in its proposed Regulation A+ Offering), with aggregate gross proceeds of at least $3.0 million, excluding any indebtedness under the Notes that is converted into securities issued in any such financing, and with the principal purpose of raising capital (a "Qualified Financing"), the Notes will be automatically converted, without any further action on the part of the holder thereof, with the number of shares of Common Stock to be issued upon such conversion equal to the quotient obtained by dividing the entire principal amount of the Note plus accrued interest by 70% of the actual or implied price per share of the Common Stock in the Qualified Financing, rounded to the nearest whole share, and the issuance of such shares upon such conversion will be upon the terms and subject to the conditions applicable to the Qualified Financing.
Prepayment	The Company may prepay this Note in whole or in part at any time; provided, that any partial payment of principal must be accompanied by payment of accrued interest to the date of prepayment. Any payment made to the holders of the Notes which is not a full payment of all principal and interest on all of the Notes will be made pro rata to the holders of the Notes based on the respective principal amounts of the Notes.
Change of Control	If the Company is acquired prior to the Qualified Financing, then the Investor will receive a cash repayment equal to the outstanding principal amount plus accrued, but unpaid interest thereon, plus an additional payment equal to 25% of the principal amount of the Note.
Security; Priority	The Notes will be unsecured obligations of the Company. The Notes will be subordinated in priority and right of payment to senior debt securities of the Company now existing or hereafter issued, including, but not limited to, commercial bank lenders and other debt lenders.

The Warrants:

Number of Shares	Each Warrant will be exercisable for a number of shares of Common Stock equal to the Warrant Value divided by the Exercise Price (as those terms are defined below). The "Warrant Value" of an investor's Warrant is equal to 50% of the principal amount of the investor's Note and the "Exercise Price" is equal to the actual or implied price per share paid by purchasers of securities in the Qualified Financing.
Vesting	The Warrants will vest and become exercisable only upon the completion of the Qualified Financing.
Exercise Price	The exercise price will be equal to the price per share paid by purchasers of securities in the Qualified Financing.
Expiration Date	Three years following the initial closing of the Qualified Financing.
Forced Exercise	The Company may force the exercise of the Warrants if, at any time following the one-year anniversary of the initial closing of the Qualified Financing, (i) the Company is listed on a national securities exchange, (ii) the Common Stock underlying the Warrants are registered for resale or the investors otherwise have the ability to trade the underlying Common Stock without restriction, (iii) the 30-day volume-weighted daily average price of the Common Stock exceeds

	200% of the exercise price of the Warrants, as equitably adjusted for any stock splits, dividends or transactions having a similar effect, and (iv) the average daily trading volume is at least 500,000 shares of Common Stock during the 30-day period prior to the forced conversion.
Regulation A+ Offering; Qualified Financing	The Company intends to launch a Regulation A+ Offering. The Company expects that the Regulation A+ Offering will be the "Qualified Financing" as contemplated in this Offering Summary and that, at the closing of the Regulation A+ Offering, the Notes will convert on the terms described above into Common Stock based on the pricing of the securities sold in the Regulation A+ Offering. The Company cannot determine how long it will take to launch such an offering and there is no assurance that the Company will be able to successfully launch or complete the Regulation A+ Offering, as planned, and the Company reserves the right to modify the terms of such an offering, in its sole discretion.
Use of Proceeds	If the Units for the Maximum Offering hereunder are sold, the net proceeds to the Company from the sale of the Units will be approximately $4,500,000. The Offering proceeds will be utilized for production, inventory, promotions, advertising, new product and business development, production plant development, working capital, general and administrative expenses, legal, accounting and consulting expenses. See "Use of Proceeds."
Risk Factors	The Units offered hereby involve a high degree of risk, and therefore, should not be purchased by anyone who cannot afford the loss of his or her entire investment. Prospective investors should carefully review and consider the factors set forth in the section of this Memorandum entitled "Risk Factors," as well as the other information set forth herein before subscribing for any of the Units offered hereby.
Restricted Securities; Lock-up Period	The Securities will be restricted securities and may be sold only when such securities are registered under the Securities Act or exempt from registration thereunder, including via Rule 144 under the Securities Act. The Company will be under no obligation to register the resale of such Securities under the Securities Act. In addition, the subscription documents for the Offering will include customary market stand-off obligations, pursuant to which the resale or other disposition of such securities will be prohibited for a period, expected to be 180 days following the closing of the Regulation A+ Offering, without the consent of the underwriters in the Regulation A+ Offering, subject to customary exceptions.
Suitability Standards	The Units offered by this Memorandum will only be sold to Qualified Institutional Buyers and Accredited Investors, as such term is defined in Rule 501(a) promulgated under Regulation D of the Securities Act. See "Investor Suitability Standards."
Placement Agent	The Company has retained TriPoint Global Equities, LLC ("TriPoint" or the "Placement Agent") to act as the placement agent for the Offering and has agreed to pay TriPoint a cash commission of up to 8% of the aggregate purchase price of the Units sold in the Offering and that number of five-year warrants up to 8% of the aggregate number of shares of Common Stock underlying the Notes issued pursuant to this Offering. The exercise price of such Placement Agent Warrants will be at the same price as the investor Warrants. TriPoint, through selected dealers, may compensate other broker-dealers who are members of FINRA in amounts equal to, but not greater than, the compensation described above.

RISK FACTORS

Purchase of the Units offered hereby involves a high degree of risk. Prospective investors of the Units should carefully review and consider the risk factors set forth below, as well as the other information contained herein.

Risks Relating to Our Business

The Company has a limited operating history and operating losses.

The Company was incorporated in April 2013 and commenced its first year of marketing its products in 2014 and, accordingly, its operating history provides only a limited basis upon which to evaluate its prospects. The Company's prospects must be considered in light of the risks, expenses, difficulties and problems frequently encountered in establishing a new business in an industry characterized by intense competition. During the years ended December 31, 2014 and 2015, the Company had unaudited gross revenue of $2,688,135 and $4,810,475, respectively. The Company's net operating losses (before interest, taxes, depreciation and amortization) for the years ended December 31, 2014 and 2015 were $368,680 and $1,616,044, respectively. There can be no assurance that the Company will operate profitably in the future. Inasmuch as the Company intends to incur marketing and promotional expenditures following consummation of this Offering, which will be expensed as incurred, the Company's losses may increase and the Company will continue to incur losses until such time, if ever, as product sales are sufficient to offset the Company's operating costs, including the costs of marketing and promotion. The Company believes that the generation of significant additional revenues is dependent upon, among other things, the Company's ability to market its products effectively in its existing markets and certain contiguous expansion markets. There can be no assurance that the Company will be able to implement its marketing strategy successfully to generate increased revenues or achieve profitable operations. The Company currently has limited operating assets and counts its Yuengling brand as its most valuable asset.

We have an immediate need for the proceeds of this Offering to finance our upcoming production season. Our business is capital intensive and we also intend to seek subsequent funding, which would result in dilution to then existing shareholders.

We have an immediate need for the proceeds of this Offering in order to scale up for the 2017 production season. Although we believe that the anticipated proceeds of this Offering will allow us to conduct our operations for at least 18 months if the maximum number of Units is sold, our continued operations thereafter will depend upon the availability of cash flow, if any, from our operations or our ability to raise additional funds through debt or equity financing. Our operations are capital intensive and growth will consume a substantial portion of available working capital. We intend to seek subsequent funding. We do not have any commitments for such financing, other than we expect to conduct a Regulation A+ offering in 2017, but there can be no assurance that such subsequent funding will be available or, if available, will be obtainable on terms favorable to or affordable by us. We presently do not have sufficient cash flow to qualify for conventional bank debt financing. Insufficient funds may prevent us from implementing our business strategy. In the event we raise additional funds through the issuance of equity securities, dilution to the then existing stockholders will result, and future investors may be granted rights superior to those of existing stockholders, including investors in this Offering who convert their Notes or exercise their Warrants.

The financial numbers contained in this Memorandum are unaudited and there may be substantial variations from the unaudited numbers presented.

Our gross revenue, net operating losses and other financial numbers contained in this Memorandum are unaudited and, although we believe they accurately reflect the values of each item, no assurance thereof can be given, or that our independent auditors may not adjust one or more of such values when we complete our financial statements.

We are subject to changing consumer preferences in our market segment.

As is the case with other companies marketing ice cream and related dairy products, the Company is subject to changing consumer preferences and nutritional and health-related concerns. The Company believes that minimal processing and the absence of growth hormones, steroids and antibiotics increases the attractiveness of its products to consumers. The Company has not, however, sought to certify its products as organic. The Company's business could be affected by certain consumer concerns about dairy products, such as the fat, cholesterol, calorie, sodium and lactose content of such products, as well as by a desire of certain consumers to purchase certified organic products. If dietary preferences and perceptions cause consumers to avoid our products in favor of different

foods, demand for our products may be reduced and our business could be harmed. The Company could become subject to increased competition from companies whose products or marketing strategies address these consumer concerns.

We outsource production and transportation, which create risks that are out of our control.

We currently outsource the production of our products to one or more third-party producers of ice cream. While we have a contracts quoting a specific cost per flavor, we have no control over market fluctuations in commodities such as milk and cream, which can change the final cost of our products. We also cannot control the cost of fuel, which, if it increases, may increase our cost of transporting our products to our warehouse, distributors and retailers. As such, we cannot be certain we will be able to deliver our products at a price level that is acceptable to our customers. While we are using two manufacturing facilities, an interruption in ingredient supply could also affect both facilities. We have several back-up manufacturers lined up should we need to discontinue our relationships with our current co-packers, but we do not currently have agreements with these companies to produce our products.

Additionally, there is no assurance that the Company will be able to increase its production capacity to a level sufficient to meet anticipated increased demand for its products associated with its intended marketing and promotional efforts. Although the Company expects that its current third-party facilities will be able produce its ice cream products in sufficient amounts in the near term, it is also contemplating the acquisition of its own production plant with a portion of the proceeds of this Offering or future intended financing transactions. Nonetheless, failure to meet possible increased demand for its products, on a timely basis, could have a material adverse effect on the Company's business, operations and finances.

Our business is reliant upon favorable weather conditions.

Because we offer a frozen dessert product, we are heavily reliant upon warm climates, especially in our primary markets. Should negative climatic conditions occur in these areas, we may suffer a lack of consumer demand and reduced sales figures. Moreover, our business is in large part subject to seasonality and may incur significant slow-downs over several periods within the calendar year.

There are risks associated with perishable food production like ice cream.

Dairy products like ice cream are highly perishable and must be transported timely and efficiently within a precise temperature range. As a result, the Company is always subject to risk of spoilage or contamination of its dairy products. In addition, food producers, such as the Company, may be subject to claims for damages if contaminated food causes injury to consumers. In addition, the delivery of contaminated food could adversely affect the Company's reputation and have an adverse material effect on the Company's business, operations and finances.

The Company's dairy products have a limited shelf life. Because it is not practicable to hold excess inventory of perishable products, the Company's results of operations are partly dependent on its ability to accurately forecast its near-term sales in order to adjust its supply of products accordingly. Failure to accurately forecast product demand could result in the Company either being unable to meet higher than anticipated demand or producing excess inventory that cannot be profitably sold. The inability of the Company to meet higher than anticipated demand or excess production could have a material adverse effect on the Company's business, operations and finances.

The Company currently has a limited sales force.

The Company employs three individuals full-time in its sales operations and utilizes broker representatives for major portions of its territory. The Company anticipates hiring additional direct sales personnel to sell and distribute its products in new contiguous expansion markets. There is no assurance that hiring additional sales people will result in increased sales. The Company cannot predict whether it will be able to obtain and maintain satisfactory sales and distribution arrangements and the failure to do so could have a material adverse effect on the Company's business, operations and finances.

The Company has limited delivery capacity and may experience delays in the delivery of products.

If sales increase, there is no assurance that the Company will be able to deliver increased product volumes on a timely and efficient basis. Further, there can be no assurance that the Company will be able to deliver its products "fresh" to customers on a consistent basis, especially with increased product volumes, and a failure to do so could have a material adverse effect on the Company's business, operations and finances.

Due to the Company's geographic concentration, it may experience fluctuations in regional economic conditions.

The Company's core marketing area is defined as the area from Scranton, Pennsylvania in the north, central

Virginia in the south, Pittsburgh, Pennsylvania to the west, and the New Jersey shore to the east. Since launching, the Company has expanded its marketing area to New England in the North and Jacksonville, Florida in the south. Accordingly, the Company is susceptible to fluctuations in its business caused by adverse economic conditions in these regions. The Company's products may be priced higher than non-premium quality ice cream products. Although the Company believes that the quality, freshness, flavor and absence of artificial ingredients of the Company's products compensate for this price differential, there can be no assurance that consumers will be willing to pay more for such products in unfavorable economic conditions, or at all. Difficult economic conditions in other geographic areas into which the Company may expand may also adversely affect the Company's business, operations and finances.

The Company faces substantial competition in connection with the marketing and sale of its products.

The food business is highly competitive and, therefore, the Company faces substantial competition in connection with the marketing and sale of its products. In general, food products are price sensitive and affected by many factors beyond the control of the Company, including changes in consumer tastes, fluctuating commodity prices and changes in supply due to weather, production, feed costs and natural disasters. The Company's products compete with other premium quality dairy brands as well as less expensive, non-premium brands. The Company's ice cream faces competition from Haagen-Dazs and Ben and Jerry's, among other premium and non-premium brands. Most of the Company's competitors are well established, have substantially greater financial, marketing, personnel and other resources, have been in business for longer periods of time than the Company, and have products that have gained wide customer acceptance in the marketplace. The greater financial resources of such competitors will permit them to procure supermarket shelf space and to implement extensive marketing and promotional programs, both generally and in direct response to advertising claims by the Company. The food industry is also characterized by the frequent introduction of new products, accompanied by substantial promotional campaigns. There can be no assurance that the Company will be able to compete successfully or that competitors will not develop products which will have superior qualities or which will gain wider market acceptance than the Company's products.

The Company faces potential product liability associated with perishable food products.

The Company faces the risk of liability in connection with the sale and consumption of its products should the consumption of such products cause injury, illness or death. Such risks may be particularly great in a company undergoing rapid and significant growth. The Company currently maintains liability insurance in the amount of $1 million per occurrence and $3 million in the aggregate for any year and an umbrella policy in the amount of $7 million per occurrence There can be no assurance that such insurance will be sufficient to cover potential claims or that the present level of coverage maintained by the Company will be available in the future at a reasonable cost. A partially or completely uninsured successful claim against the Company could have a material adverse effect on the Company.

Events reported in the media, including social media, such as incidents involving food-borne illnesses or food tampering, whether or not accurate, can cause damage to our reputation and rapidly affect sales and profitability.

Reports, whether true or not, of food-borne illnesses or injuries caused by food tampering have in the past severely injured the reputations of participants in the food product industry and could affect us in the future. The potential for terrorism of our nation's food supply also exists and, if such an event occurs, it could have a negative impact on the reputation of our brands and could severely hurt sales, revenues, and profits. Our ability to operate under a trusted brand and increase sales and profits depends on our ability to manage the potential impact on such brands of food-borne illnesses or reports of food-borne illnesses. We expect to implement food safety and quality assurance programs to minimize the risk of food-borne illness. Nevertheless, these risks cannot be completely eliminated. Any outbreak of such illness attributed to our food products or within the food service industry, or any widespread negative publicity regarding the Company in general could materially harm us and our sales and profitability.

The Company is subject to extensive government regulation by the FDA and other authorities which oversee food products.

The Company is subject to extensive regulation by the United States Food and Drug Administration, the United States Department of Agriculture, and by other state and local authorities in jurisdictions in which the Company's products are processed or sold, regarding the processing, packaging, storage, distribution and labeling of the Company's products. Applicable statutes and regulations governing the Company's products include nutritional labeling and serving size requirements; and general "Good Manufacturing Practices" with respect to production processes. The Company's outsourced processing facilities and products are subject to periodic inspection by

federal, state and local authorities. The Company believes that the facilities are currently in substantial compliance with all material governmental laws and regulations and maintains all material permits and licenses relating to their operations. Nevertheless, there can be no assurance that the Company will continue to be in substantial compliance with current laws and regulations, or whether the Company will be able to comply with any future laws and regulations. To the extent that new regulations are adopted, the Company will be required to conform its activities in order to comply with such regulations. Failure by the Company to comply with applicable laws and regulations could subject the Company to civil remedies, including fines, injunctions, recalls or seizures, as well as potential criminal sanctions, which could have a material adverse effect on the Company's business, operations and finances.

Our product development activities may not result in popular ice cream products or flavors to consumers.

We plan to devote time and resources developing new ice cream products with the goal of commercializing such products into the market. The products we develop are prone to the risks of failure inherent in a developing business enterprise in the food industry. These risks include the possibility that such products would:

- be found to be unhealthy or without flavor and taste;
- be difficult or impossible to produce or distribute on a commercial scale;
- be difficult or impossible to commercialize within our timeline to market;
- be uneconomical to market or otherwise not be effectively marketed; or
- fail to be successfully marketed because they compete with similar products made by our competitors.

Due to the significant risks involved in our business segment, our product development activities may not result in commercially popular ice cream products which could cause our business to fail.

Any acquisitions may present many risks, and we may not realize the anticipated financial and strategic goals for any such transactions.

As part of the Company's business plan, we may seek to acquire other ice cream or related product companies or assets. Such activities involve a number of risks, including:

- We may find that the acquisitions do not further our business strategy, or that we overpaid for the company or assets, or that economic conditions change, all of which may generate a future impairment charge;
- If we are unsuccessful in selecting companies to acquire, we may lose investors' money;
- We will acquire intellectual property, and although we attempt to evaluate the viability of the protection available for the acquired intellectual property, we may come to later find the intellectual property is not and or cannot later be adequately protected;
- We may have difficulty integrating the operations and personnel of the acquired business, and may have difficulty retaining the key personnel required to successfully market the acquired assets;
- We may acquire only some product lines of a given company, versus acquiring the entire company;
- We may have difficulty incorporating the acquired products;
- We may encounter technical difficulties or failures with the production of the acquired products;
- We may face product liability risks associated with the sale of the acquired company's products;
- We may face the risk of product liability related lawsuits regarding products sold by us;
- Our ongoing business and management's attention may be disrupted or diverted by transition or integration issues and the complexity of managing different locations;
- We may have difficulty maintaining uniform standards, internal controls, procedures and policies across locations;
- The acquisition may result in litigation from terminated employees or third-parties; and
- We may experience significant problems or liabilities associated with product quality and legal contingencies.

These factors could have a material adverse effect on our business, results of operations and financial condition or cash flows, particularly in the case of a larger acquisition or multiple acquisitions in a short period of time. From time to time, we may enter into negotiations for acquisitions that are not ultimately consummated. Such negotiations could result in significant diversion of management time, as well as out-of-pocket costs.

The consideration paid in connection with an acquisition also affects our financial results. If we were to proceed with one or more significant acquisitions in which the consideration included cash, we could be required to

use a substantial portion of our available cash to consummate any acquisition. To the extent we issue shares of stock or other rights to purchase stock, existing stockholders' interests may be diluted and earnings per share may decrease. In addition, acquisitions may result in the incurrence of debt, large one-time write-offs (such as acquired in-process research and product development costs) and restructuring charges. They may also result in goodwill and other intangible assets that are subject to impairment tests, which could result in future impairment charges.

In addition to our existing strategic relationships, the Company has initiated discussions with various potential partners, joint ventures and collaboration partners, however, these transactions may ever be finalized.

In order to execute our business, it is necessary for the Company to continue to engage in discussions with various potential partners, joint ventures and collaboration partners such as dairy coops and owners of production plants, in addition to our existing strategic relationships. However, the Company cautions that these discussions and any resulting negotiations may not lead to substantive agreements or relationships between the Company and any third party, or that any such agreements reached may be substantively different than currently contemplated or discussed herein or elsewhere.

The continued protection of our intellectual property is important to the success of our business.

The intellectual property we own, acquire or develop, including all trademarks and applications, is important to our success and competitive position, and the loss of or inability to enforce our intellectual property rights could harm our business. We have devoted and will continue to devote resources to the establishment and protection of our intellectual property. Despite any precautions we may take to protect our intellectual property rights, policing unauthorized use of them is difficult, expensive and time-consuming, and we may be unable to adequately protect our intellectual property or determine the extent of any unauthorized use, particularly in those foreign countries where the laws do not protect proprietary rights as fully as in the United States. Our efforts to establish and protect our intellectual property may not be adequate to prevent imitation or counterfeiting of our products by others or to prevent others from seeking to block sales of our products for violating their intellectual property rights. Unauthorized copying of our products or unauthorized use of our trademarks may decrease sales of our products and cause significant damage to our brand name and our ability to effectively represent ourselves to consumers. Further, we could incur substantial costs in legal actions relating to our use of our trademarks or the use of our trademarks by others. Even if we are successful in these actions, the costs we incur could have a material adverse effect on us.

We may be subject to claims that we or our intellectual property infringes upon the intellectual property or other proprietary rights of a third party. Any such claims may require us to incur significant costs, enter into royalty or licensing agreements or develop substitute intellectual property, which may harm our business.

We may in the future be subject to claims that our intellectual property or intellectual property we acquire may infringe upon the intellectual property or other proprietary rights of third parties. While we believe that our current intellectual property do not infringe upon the proprietary rights of third parties, we cannot guarantee that third parties will not assert infringement claims against us in the future, particularly with respect to intellectual property that we acquire through acquisitions of other companies. We might not prevail in any intellectual property infringement litigation, given the complex technical issues and inherent uncertainties in such litigation. Defending such claims, regardless of their merit, could be time-consuming and distracting to management, result in costly litigation or settlement, cause development delays, or require us to enter into royalty or licensing agreements.

The Company's important trademarks could be viewed as having limited protection.

The Company has obtained trademark registrations for the use of Yuengling's Ice Cream and Black & Tan. The Company believes these trademarks are important to the establishment of consumer recognition of its products. However, there can be no assurance as to the breadth or degree of protection that the trademarks may offer the Company, that the Company will have the financial resources to defend the trademarks against any infringement, or that such defense will be successful. Moreover, any events or conditions that negatively impact the Company's trademarks could have a material adverse effect on the Company's business, operations and finances.

The Company has proprietary knowledge but no patent protection.

The Company has no patents covering its products or production processes and expects to rely principally on know-how and the confidentiality of its formulae and production processes for its products and its flavoring formulae in producing a competitive product line. There is no assurance that any of these factors can be maintained or that they will afford the Company a meaningful competitive advantage.

Our Articles of Incorporation exculpate our officers and directors from certain liability to our stockholders.

Our Articles of Incorporation provide that we shall indemnify our directors and officers to the fullest extent permitted by Pennsylvania law and limit the liability of our officers and directors for monetary damages for breach of fiduciary duty as a director or officer, except for acts or omissions involving intentional misconduct, fraud or a knowing violation of law. We also enter into separate indemnification agreements with each of our officers that provides additional individual indemnification. This limitation on liability may reduce the likelihood of derivative litigation against our officers and directors and may discourage or deter our stockholders from suing our officers and directors based upon breaches of their duties to the Company.

The loss of our executive officers would have an adverse impact on our future development and could impair our ability to succeed.

The Company is highly dependent on the services of David C. Yuengling and Robert C. Bohorad, and the loss of their services would have a material adverse impact on the operations of the Company. These executive officers and directors have been responsible for the development of the Company and the development and marketing of its products. Given the Company is still in its early stages, success is also dependent on its ability to attract, maintain and motivate additional high quality personnel. The Company believes it will be able to procure such personnel; however, an inability to do so could materially adversely affect the Company's ability to further execute its business.

Risks Relating to our Securities and this Offering

The Units will be offered on a "best efforts basis," and we may not raise the Maximum Offering amount.

We are offering the Units through the Placement Agent on a "best efforts" basis. In a best efforts offering such as the one described in this Memorandum, there is no assurance that we will sell the Maximum Offering amount of securities. Accordingly, we may close upon amounts less than the Maximum Offering, which will likely not provide us with sufficient funds to fully implement our operating, development and growth strategies. See "Use of Proceeds."

Management may invest or spend the proceeds of this Offering in ways with which you may not agree and in ways which may not yield favorable returns.

Our management will exert control over the proceeds from this Offering, which may not yield a significant return or any return at all. Because of the number and variability of factors that determine the use of the net proceeds of this Offering, we cannot provide assurance that these uses will not vary substantially from our current planned uses.

Investing in the Company is a highly speculative investment and could result in the loss of your entire investment.

A purchase of the Units is significantly speculative and involves significant risks. The Units should not be purchased by any person who cannot afford the loss of his or her entire purchase price. The business objectives of the Company are also speculative, and we may be unable to satisfy those objectives. For these reasons, each prospective investor of the Units should read this Memorandum and all of its exhibits carefully and consult with their attorney, business advisor and/or investment advisor.

Holders of the Company's Class A Common Stock (including investors in this Offering upon Note conversion and/or Warrant exercise) will have limited voting rights.

As a result of the disproportionate voting rights between Class A Common Stock and Class B Common Stock (ten votes for each share of Class B Common Stock versus one vote for each share of Class A Common Stock), the Company's founders and various members of their respective families, who own all of the outstanding shares of Class B Common Stock, will be in a position to control the election of a majority of the directors, the business policies of the Company and certain significant corporate transactions for the foreseeable future.

If and when the Company's Common Stock is publicly traded, its stock price may be volatile.

There is no established market for the Company's Common Stock and there may not be any market for these securities in the future. The market price of the Company's Common Stock is likely to be highly volatile and could fluctuate widely in price in response to various potential factors, many of which will be beyond the Company's control, including the following:

- competition;
- additions or departures of key personnel;

- the Company's ability to execute its business plan;
- operating results that fall below expectations;
- loss of any strategic relationship;
- industry developments;
- economic and other external factors; and
- period-to-period fluctuations in the Company's financial results.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of the Company's Common Stock.

We do not expect to pay dividends in the foreseeable future.

We do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest any future earnings in the development and growth of our business. Therefore, investors will not receive any funds unless they sell their Common Stock, and stockholders may be unable to sell their shares on favorable terms or at all. We cannot assure you of a positive return on investment or that you will not lose the entire amount of your investment in our Common Stock. See "Dividend Policy."

We may in the future issue additional shares of Common Stock or securities convertible or exercisable into such shares, any of which would reduce investors' ownership interests in the Company and which may dilute share value.

Our Articles of Incorporation authorize the issuance of 10,000,000 shares of Class A Common Stock, no par value, 2,000,000 shares of Class B Common Stock, no par value, and 300,000 shares of Preferred Stock, no par value. The future issuance of all or part of our remaining authorized Common Stock or the issuance of shares pursuant to our proposed Regulation A+ Offering, may result in substantial dilution in the percentage of our Common Stock held by our then existing stockholders. We may value any Common Stock issued in the future on an arbitrary basis. The issuance of Common Stock for future services or acquisitions or other corporate actions may have the effect of diluting the value of the shares held by our investors, and might have an adverse effect on any trading market for our Common Stock.

The Company may issue additional options, warrants and/or other restricted stock grants to its officers, directors, employees and other such consultants and advisors to the Company in the ordinary course of business. Such securities, when exercised, will increase the number of issued and outstanding common shares. Additionally, the sale, or even the possibility of sale, of the shares underlying the grants could have an adverse effect on the market price for our securities or on our ability to obtain future financing. If and to the extent these securities are exercised, you may experience dilution to your then existing holdings.

If a market for the Common Stock does not develop, shareholders may be unable to sell their shares.

A market for our Common Stock may never develop. We intend to list our Common Stock on a national securities exchange or quotation system at such time as we meet the initial listing criteria, however, there is no guarantee that our shares will be traded or, if traded, a public market may not materialize. If our Common Stock is not traded on a national securities exchange or quotation system or if a public market for our Common Stock does not develop, investors may not be able to re-sell their shares of Common Stock and may lose all of their investment.

There is currently no public market for the Company's securities and no assurance that one will develop in the future, and therefore resales may not be available.

There has never been any established "public market" for shares of Common Stock of the Company, and no assurance can be given that any market for the Company's Common Stock will develop or be maintained. If a public market ever develops in the future, the sale of "unregistered" and "restricted" shares of Common Stock pursuant to Rule 144 of the Securities Act, if available, may adversely affect the market price, if any, for the Company's shares and could impair the Company's ability to raise capital through the sale of its equity securities. In order to qualify for the resale of Common Stock under Rule 144, certain holding periods must be met and current public information must be available and either legal opinions setting forth exemptions from the Securities Act must be provided or registration statements must be in effect relating to such Common Stock. Further, there is no assurance that Rule 144 will be applicable to the Company and investors may not be able to rely on its provisions now or in the future.

FINRA sales practice requirements may limit a stockholder's ability to buy and sell the Common Stock.

The Financial Industry Regulatory Authority ("FINRA") has adopted rules that relate to the application of the SEC's penny stock rules in trading our securities and require that a broker/dealer have reasonable grounds for believing that the investment is suitable for that customer, prior to recommending the investment. Prior to recommending speculative, low priced securities to their non-institutional customers, broker/dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative, low priced securities will not be suitable for at least some customers. The FINRA requirements may make it more difficult for broker/dealers to recommend that their customers buy our Common Stock, which may have the effect of reducing the level of trading activity and liquidity of our Common Stock. Further, many brokers charge higher transactional fees for penny stock transactions. As a result, fewer broker/dealers may be willing to make a market in our Common Stock, reducing a shareholder's ability to resell shares of our Common Stock.

SEC Rule 506(c) requires that the Company verify each purchaser's status as an "Accredited Investor."

We are conducting this Offering in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act and Rule 506(c) of Regulation D promulgated thereunder. Although Rule 506(c) permits us to engage in general solicitation and advertising, we are only permitted to sell the Units to a potential purchaser after we have taken objectively "reasonable" steps to verify such purchaser's status as an "Accredited Investor" given the context of the Offering and each particular purchaser. Among the factors that we may consider in making this determination are: (i) the nature of the purchaser and the type of accredited investor that the purchaser claims to be; (ii) the amount and type of information that we have regarding the purchaser; and (iii) the nature of the Offering, such as the manner in which the purchaser was solicited to participate in the Offering, and the terms of the Offering, such as a minimum investment amount.

Alternatively, we may request documentation from a potential purchaser in order to verify such purchaser's status as an accredited investor. Such documentation could include: (i) verification based on income, by reviewing copies of any Internal Revenue Service form that reports income, such as Form W-2, Form 1099, Schedule K-1 of Form 1065, and a filed Form 1040; (ii) verification on net worth, by reviewing specific types of documentation dated within the prior three months, such as bank statements, brokerage statements, certificates of deposit, tax assessments and a credit report from at least one of the nationwide consumer reporting agencies, and obtaining a written representation from the investor; or (iii) a written confirmation from a registered broker-dealer, an SEC-registered investment adviser, a licensed attorney or a certified public accountant stating that such person or entity has taken reasonable steps to verify that the purchaser is an accredited investor within the last three months and has determined that such purchaser is an accredited investor.

If we fail to comply with the requirements of Rule 506(c), including but not limited to the verification of each purchaser's status as an accredited investor, we could lose our ability to rely on the exemption from registration that the rule provides. If we were to lose our ability to rely on the exemption, we could become subject to claims for rescission by purchasers seeking to get their money back. Additionally, it could potentially result in violations of the Securities Act, which could impede our ability to raise capital in future offerings and/or result in the imposition of fines or penalties against us from the SEC and/or state securities regulators. As a result, if we fail to qualify for the exemption provided by Rule 506(c) it could have a material adverse effect on our future prospects.

You may be liable for damages if you breach the Subscription Agreement.

The Subscription Agreement in this Offering requires the investors to represent, among other things, that they meet certain suitability requirements and understand the risks associated with an investment in the Units and an investment in our Company, and that they can afford to lose all of the money they invest in us. Anyone who later makes a claim against us that is inconsistent with the representations in the Subscription Agreement will be in breach of the Subscription Agreement and will be liable for any damages we, our affiliates and agents suffer as a result of such breach, including the cost of a successful defense against a lawsuit of the kind discussed above. Accordingly, investors should take the representations in the Subscription Agreement seriously and not invest in us if they are not comfortable with the investment in us or will suffer financially or emotionally if they lose their investment.

Note on Forward-Looking Statements

When used in this Memorandum, the words or phrases "will likely result", "are expected to", "plan", "believe", "will continue", "is anticipated", "estimate", "projected", "intends to" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties, including, but not limited to, lack of a public market for the Company's Common Stock, competition, factors affecting the Company's ability to implement its

growth strategy, contingent risks, state and federal regulation and licensing requirements, and environmental concerns that could cause the Company's actual results to differ materially from historical earnings and those presently anticipated or projected. Such factors, which are discussed herein, could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in this Memorandum. As a result, potential investors are cautioned not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Independent accountants have not examined or compiled the accompanying forward-looking statements and accordingly do not provide any assurance with respect to such statements.

OUR COMPANY

Corporate Overview

Yuengling's Ice Cream ("Yuengling's") sells a super-premium ice cream through retailers, convenience stores and food-service outlets. What was originally part of America's Oldest Brewery, the ice cream brand has existed since 1920. After stopping production in 1985, the Company was re-launched in February 2014. Yuengling's sells 20 flavors of Quarts, Pints and 8 oz. cups in retail and convenience stores. The Company also sells more than 25 flavors in three gallon tubs directly and through distributors to universities, dip shops and restaurants.

History

In 1920, Frank D. Yuengling, President of D.G. Yuengling & Sons Brewery ("Yuengling Brewery"), started a company, Yuengling's Ice Cream, to generate revenue due to the start of Prohibition. In 1935, after Prohibition ended, the ice cream company's ownership was transferred to Frank's oldest son, Frederick G. Yuengling. It was operated by Frederick G. Yuengling until 1963 when his son, Frederick G. Yuengling Jr. took over. For several reasons, including the lack of an identified successor, the family decided to discontinue production in 1985. In 2013, David C. Yuengling (the son of Frederick G. Yuengling Jr.) and Rob Bohorad re-launched the brand. The Company's first production run was in January 2014 and ice cream was on the shelves in stores in February 2014.

Brand Strengths

Due to the Yuengling Brewery's tremendous success, Yuengling's Ice Cream shares incredible brand recognition. In order to attract and keep a loyal customer base, the Company focuses on the following five brand strengths:

- American and family owned
- Super premium ice cream
- All natural (exceeds Whole Foods Market® ingredient quality standards)
- Kosher
- No added growth hormones, steroids or antibiotics

Marketing Area

The Company's core marketing area is defined as the area from Scranton, Pennsylvania in the north, central Virginia in the south, Pittsburgh, Pennsylvania to the west, and the New Jersey shore to the east. Since launching, the Company has expanded its marketing area to New England in the North and Jacksonville, Florida in the south.

Operating Strategy

The Company follows the following four-phase operating strategy:

Phase I centered on development and utilization of key industry contacts. The initial platform development and flavor testing used unique ingredients and obtained a manufacturing agreement with a reputable packer while

securing ongoing relationships with regional and national retailers.

Phase II was the development and acceptance in a defined core area. The Company established critical mass distribution as well as specific consumer acceptance in the defined core marketing area. This was accomplished through brand promotion at store level and top of mind focused marketing programs, including large and small-scale direct consumer product samplings in the store and in the field.

Phase III, in which the Company currently operates, expanded distribution outward once specific volume and retailer measured metrics were attained in the core area. The Company measured retailer success, further embedded the brand at each retailer in core marketing area, expanded per store SKU count and drove promotions for profitability and IRI industry data measured success. The Company also continued innovation and new flavor development as well as preliminary line extension development. The Company was able to expand beyond the initial marketing area, while supporting the initial launch area, through advertising and large-scale field sampling

Phase IV will increase shelf space in the Company's expanded marketing area**.** The Company will then repeat Phase III and add SKUs to existing retailers and expand its marketing area.

Development Strategy

The Company's development strategy began with market entry in February 2014. Its goal was to establish distribution in retail grocery stores within the core marketing area with six quart flavors of ice cream per store. Quarts were the best way to gain access to shelf space without displacing existing 48 oz. and 16 oz. products distributed by Unilever (Ben & Jerry's) and Nestle (Haagen-Dazs). The brand is a slight bargain compared to other super-premium brands such as Ben & Jerry's and Haagen-Dazs and on par with brands such as Gifford's (Maine) and Graeter's (Ohio). The promotional pricing strategy depends upon the retailer with the brand positioned as a super-premium offering. The Company sometimes engages in short-term promotional pricing programs in an effort to undermine the existing premium and super-premium players. Distribution is warehouse based as opposed to Direct Store Delivery (DSD).

Ice Cream Market

The total packaged premium and super-premium ice cream retail market in the Company's core target area is approximately $500 million. In 2014, with the Company's approximately $2.7 million in revenue, that accounted for only 0.52% of the market. In 2015, with approximately $4.8 million in revenue, or 85% revenue growth from 2014, the Company's share accounts for 0.96% of the total core market.

Another growth area for the Company is convenience stores (C-stores), which generate approximately $1.25 billion in revenue in ice cream pint sales nationwide. Starting in 2017, the Company plans to start penetrating a small percentage of this business.

Product History

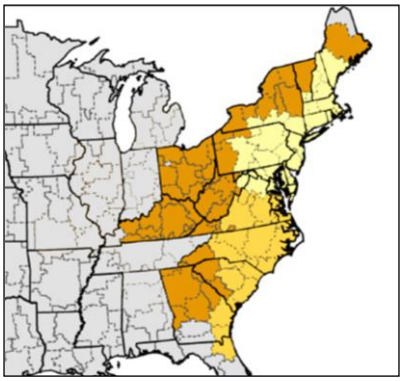
- February 2014 - The Yuengling's brand was launched in quart containers in ten flavors
- October 2014 – Launched two seasonal flavors
- February 2015 – Added four new flavors
- July 2015 – Launched six pint flavors in 800 Ahold stores
- July 2015 – Began sales of 3 gallon tubs to food service customers
- June 2016 – Launched four 8 oz. cup flavors
- October 2016 – Launched three additional Pint flavors, for a total of nine

Business Growth History and Strategy

Year One (2014)

- Solidify distribution in Eastern Pennsylvania core
- The Company finished the year in approximately 1,200 retail locations in core market

Year Two (2015)



- Significant increase in New England and the South, as illustrated below
- Added new territory in New York and the South
- Increased the number of participating stores, especially in Atlanta, Georgia and the Carolinas
- The Company finished 2015 in approximately 2,700 retail locations

Year Three (2016)

- Minimal geographic expansion
- Added second shelves in core market retailers
- Focused on capital raise, improving production and distribution
- The Company expects to finish 2016 in approximately 3,000 retail locations

Anticipated Strategy for Year Four (2017)

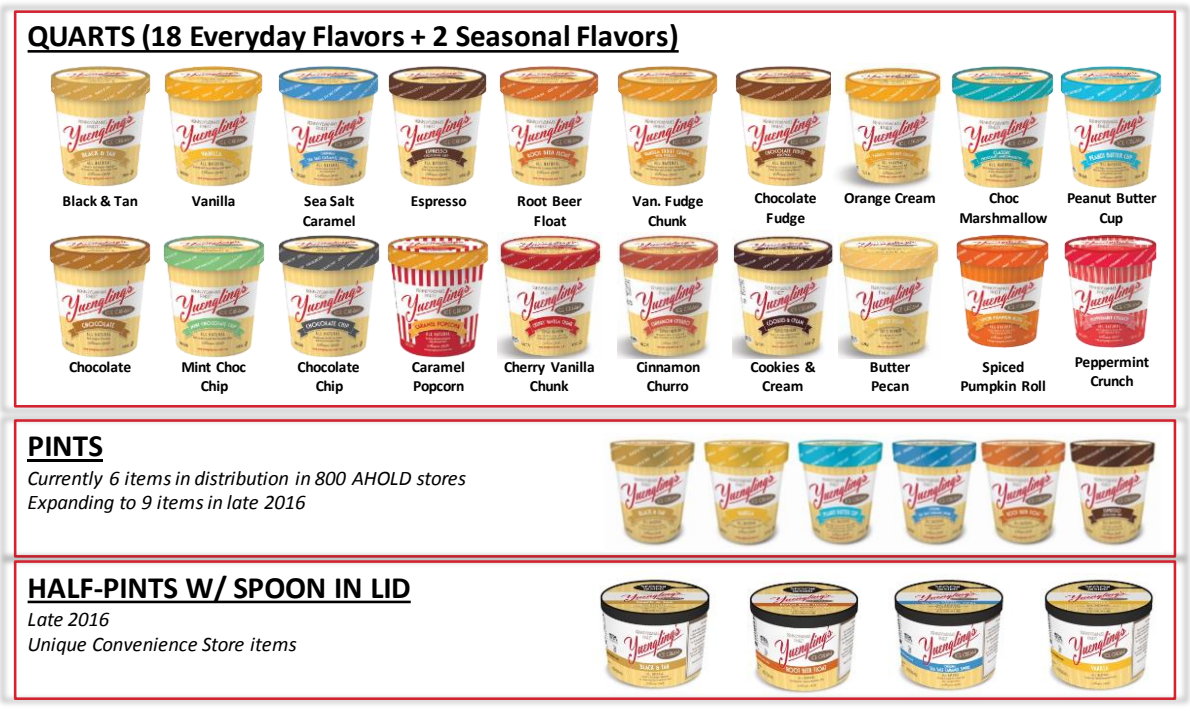
- Continue adding retail stores in existing geographic areas
- Expand geographically
- Add convenience stores
- Expand Food Service sales
- The Company expects to finish 2017 in approximately 4,000 retail locations

Product Specifications

- Retail packaging consists of six quarts to a case, eight pints to a case, and 16 8 oz. cups to a case.
- Super-premium butterfat (14%) basis with super premium flavorings and super premium ingredients.
- High solids and mid-range weight (50% over-run/air) for super-premium mouth feel.
- All natural with no added hormones, steroids or antibiotics.
- Kosher certifications.

Flavors

The Company currently produces 18 full-time flavors and two seasonal flavors in Quarts, nine flavors in Pints, four flavors in 8 oz. cups, and more than 25 flavors in three gallon tubs. The list of flavors includes:



Production

The Company currently utilizes two facilities for production located in Pennsylvania and North Carolina. Outsourcing production has meant significantly lower start-up costs for the Company, as well as experienced and credentialed operational management of what can be a very complicated permitting process. Both facilities are high quality and modern. The Company has never experienced any difficulty in obtaining its products in adequate quantity or quality. The Company maintains multiple sources of supply on all critical ingredients.

Over the next 24 to 36 months, the Company will be exploring opportunities to purchase or build its own production plant that can provide number of benefits, including production flexibility and overall cost savings.

Retailers

The Company finished 2014 in approximately 1,200 retail stores. In 2015, with continued expansion, the Company finished in approximately 2,700 retail stores. In 2016, the Company slowed its growth during its capital raising process and also to add additional shelf space in existing stores. The Company is using this opportunity to prepare for continued store growth starting in 2017.

A representative list of our top retailers includes:

- Giant – 380 stores in Virginia, Maryland, New Jersey, Pennsylvania and West Virginia
- Stop & Shop – 420 stores in New Jersey, New York, Connecticut and New England
- Harris Teeter – 210 stores in North Carolina, South Carolina, Virginia and Maryland.
- Acme – 175 stores in Maryland, Delaware, Pennsylvania and New Jersey
- Weis – 225 stores in Pennsylvania, New York, New Jersey and Maryland
- Lowes – 97 stores in North Carolina, South Carolina and Virginia
- Big Y – 69 stores in Massachusetts and Connecticut
- Tops – 165 stores in New York and Ohio
- Wegmans – 17 stores in Pennsylvania
- Walmart – 110 stores in Pennsylvania, New Jersey and Delaware
- Associated Grocers of New England – a cooperative serving more than 600 independent stores
- Roche Bros – 19 stores in the Boston, Massachusetts area
- Redners – 48 stores in Pennsylvania, New York and Delaware
- Boyers – 17 stores in Pennsylvania

Food Service

On a limited bases, the Company also markets its 3 gallon tubs and 8 oz. cups to universities, dip shops and smaller convenience-type stores. Distribution is both direct and through food-service distributors. The Company plans on growing its food-service business considerably, starting in 2017.

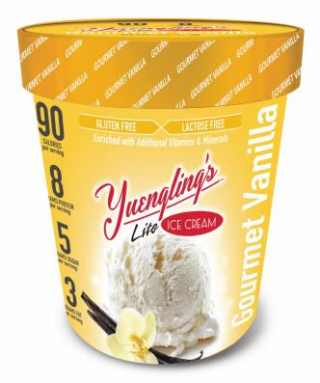
Intellectual and Proprietary Property

Yuengling's owns the registered trademarks for "Yuengling's Ice Cream" and "Black & Tan." The Company also owns the domain name www.yuenglingsicecream.com (.net, .co and .us) and www.yuenglingicecream.com (.net, .co and .us). The Company considers its trademarks and domain names to be valuable assets of the Company and seeks to protect them from infringement. Additionally, the Company considers all of its ice cream recipes and formulations to be proprietary and owned exclusively by it.

New Product Extensions

The Company is currently working on and plans to introduce several new products to extend the brand, diversify product mix and increase sales. The new products are all dairy-based or focused around existing ice cream products. The Company's main focus is introducing a high protein, low fat, low sugar, light ice cream that tastes like super-premium ice cream. Samples will be presented to Retailer Buyers in March and April 2017 with the goal of having the product on shelves for the summer of 2017.

Sample Light Ice Cream Container



Research and Product Development

Research and product development into new ice cream flavors is an ongoing process at the Company. Senior management, in conjunction with several outside resources, research, develop and test new flavors and new ice cream concepts. R&D consists of four segments:

- Research and data review – Preliminary concept development
- Product development and formulation
- Artwork and design
- Plant preparation, inspection and sample runs

Competition

The Company's primary competitors are Ben & Jerry's (pints/quarts), Haagen Daz (pints/quarts), Talenti (pints/quarts), Baskin Robbins (pints), Graeter's (pints) and Giffords (quarts).

In the grocery segment, according to recent IRI data, over a 52-week period, Ben & Jerry's, which is owned by Unilever, sold approximately $326 million in Pints, and Haagen Dazs, which is owned by Nestle, sold approximately $300 million in Pints and $45 million in Quarts, for a total of $345 million. Talenti, which was recently purchased by Unilever, sold approximately $191 million in Pints. Baskin Robbins, in a partnership with Boardwalk Frozen Treats, sold approximately $22 million in Pints during this period. Privately-owned Graeter's and Giffords generate approximately $15 to $18 million and $7 million in revenue, respectively.

Some private label brands, such as Weis and Wegmans, provide competition within retailer-owned stores. Also, while Turkey Hill is not considered a super-premium ice cream, geographically, we complete with them on a limited basis.

The convenience or C-stores segment is equal in size nationally to the grocery segment for ice cream pints.

Brand Comparisons

Factors	Yeungling's	Ben & Jerry's	Haagen Dazs
Butterfat	14%	14%	16%
Inclusion Rate	12%	10%	12%
Ongoing AD/PR Support	Yes	Yes	No
Top of Mind	Yes	Yes	Yes

Sales and Marketing Strategy

Pricing. The promotional pricing strategy depends upon the retailer with the brand positioned as a super-premium offering. The Company sometimes engages in short-term promotional pricing programs in an effort to undermine the existing premium and super-premium players.

When compared to our primary competitors, we believe Yuengling's Ice Cream provides good economic value on a per ounce basis. Yuengling's every day average price for Quarts is $4.99. Compared to Ben & Jerry's $3.79 Pint and Haagen Dazs $3.99 14 oz. container, Yuengling's cost is $0.16 per ounce, Ben & Jerry's is $0.24 per ounce and Haagen Dazs is $0.28 per ounce.

Yuengling's every day average price for Pints is $2.99. Compared to Ben & Jerry's $3.79 Pint and Haagen Dazs $3.99 14 oz. Yuengling's cost is $0.19 per ounce, Ben & Jerry's is $0.24 per ounce and Haagen Dazs is $0.28 per ounce.

Yuengling's engages in numerous media for marketing and advertising. The Company works closely with its public relations and advertising agency, Klunk & Millan. The primary areas of focus include:

Radio. In 2015 and 2016, the Company ran 15 spot drives in the states of MA, CT, RI, NY, NJ, PA, MD, DE, WV, VA, NC and SC. The focus of these radio spots were around specific retailers in specific geographic areas, and most often timed to coincide with a promotional event. The radio ads have been very useful keeping the Yuengling's brand top of mind.

Social Media. The Company started early focusing on social media platforms. It has been very helpful for the Company to stay engaged with our customers. It also has helped to show many of our retailers the concentration of customers we have in the areas around their stores. Yuengling's currently has approximately 19,000 Facebook followers.

Customer Loyalty Program. Yuengling's also started a Customer Loyalty program in 2015. In just 18 months, more than 5,000 loyal customers have signed up. For signing up, customers receive a magnet for their car and a coupon for a free Quart on their birthday. The loyalty programs give us the opportunity to keep customers up to date on new stores, new products, certain promotions and any other company-related information. Yuengling's currently has more than 5,000 loyal customers

Event Sampling. From the very beginning, Yuengling's has made a very conscious effort to get people to try our ice cream. The Company wanted to make sure people were aware there was more to the brand than just beer. By giving out samples, people would have the opportunity to try and like our high-quality ice cream. In addition to getting people to try our product, sampling helps keep the Yuengling's brand top of mind. In 2016, the Company attended approximately 50 events and gave out more than 100,000 samples.

Pin Point Social/e-couponing. In a partnership with Ahold's Stop & Shop stores, we tested an e-coupon campaign in early 2016. A typical redemption rate is in the 8% to 10% range. Our e-coupon's redemption rate was the greatest in Ahold's history, at more than 28%. Promotions like this help drive new customers to try our products.

Billboards. Yuengling's worked closely with Klunk & Millan to create billboards and identify the best locations for them. The Company used two primary billboards in 2016 in parts of its core marketing area where we felt it was necessary to help promote the brand. Billboards, in addition to other forms of advertising, help keep the Yuengling's brand top of mind with the consumer. The billboards were:

Awards and Recognition

The Company is proud of the following three awards it received in 2016:

Madagascar Vanilla received Gold Medal at the L.A. International Dairy Competition in the "Premium Vanilla Ice Cream" category.

Awarded by the Wisconsin Dairy Products Association, Cherry Vanilla Chunk received 1st Place in the World Dairy Expo Championship Dairy Product's "Open Class Flavored Fruit and/or Nut Ice Cream" category - Cherry Vanilla Chunk received a near-perfect score of 99.8.

The Company's Cinnamon Churro flavor was granted the Supermarket Guru Hit Product Seal™, one of America's most trusted food critics - Selected as the "Pick of the Week" with a score of 94/100.

The Company entered into two additional contracts to sell its ice cream at minor league baseball stadium in 2017, in addition to the contract it signed with the Reading, PA Fightin Phils in 2016.

Reading Fightin Phils
Reading, PA

Lehigh Valley Ironpigs
Allentown, PA

York Revolution
York, PA

Consumer and Customer Feedback

Since launching in February 2014, the Company has had a wonderful response from consumers and retailers. We feel there are a number of reasons for our existing growth and future success. Some of these reasons include:

- Strong, recognized brand with a long, positive family history
- Proven operating and development strategy

- Experienced management team and Board of Directors
- National brands continue to reduce the quality of their offerings and downsize their products.
- Smaller, more responsive than larger competitors
- Yuengling's is a super-premium product that compares favorably to national brands, provides good "value" to our customers, and regularly out-performs competitors in samplings.
- Higher than average overall margins for retailers

Selected Financial Data and Management Discussion

FYE 12/31 (000s)	Year 1 2014A	Year 2 2015A	Year 3 2016E
Retail Locations	1,200	2,700	2,800
Gross Revenue	2,688,135	4,810,475	4,100,000
COGS/Discounts/Promos	2,099,002	4,546,281	4,050,000
Gross Profit	589,133	264,194	50,000
Expenses	957,813	1,880,238	1,550,000
EBITDA	(368,680)	(1,616,044)	(1,500,000)

Please note that historical financials are unaudited. Investors are cautioned that such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from anticipated results.

The Company generated Revenue of roughly $2.69 million in 2014 as compared to $4.81 million in 2015, an increase of approximately 79%, primarily driven by an aggressive increase in the number of retails locations carrying our products from nearly 1,200 to 2,700 over the same period. Our Cost-of-Goods-Sold (COGS), Discounts and Promotions increased from roughly $2.1 million to $4.55 million or 117% during the same period to support the expansion of retail locations. As a percent of Revenue, COGS, Discounts and Promotions increased from roughly 78% in 2014 to 95% in 2015. This increase was primarily driven by increased promotional expenses in 2015 to support the expansion of our brand beyond our core marketing area. In order to obtain shelf space at new retailers for our super-premium products, we often run higher than average promotional pricing strategies, use discounts and provide other short-term promotional pricing programs in an effort to remain competitive and provide new retailers with strong margins on our products. Operating Expenses increased from 36% of Revenue in 2014 to 39% in 2015 as the Company engaged in limited advertising of approximately $0.01 million during the initial re-launch of the brand in 2014 and relied heavily on initial interest in the core sales area. In 2015, the Company increased its advertising spend to approximately $0.24 million, or 5.1% of 2015 Revenue, to support the expansion of retail locations and overall brand awareness. In addition, Slotting Expenses increased 96% in 2015 from $0.28 million in 2014 to $0.55 million in 2015. As a percent of Revenue, Slotting Expenses increased from 10.4% in 2014 to 11.4% in 2015.

During 2016, Management focused on expanded shelf space in existing retail locations and added new flavors compared to the focus on geographic expansion in 2015. In addition, the Company began to focus time and resources on capital raising activities as Management began to prepare for additional growth starting in 2017. As a result, Revenues are only expected to increase slightly to roughly $5.0 million in 2016 while retail locations are projected to increase by 300 locations to 3,000. Management believes that the Company is well positioned to add additional retail locations in its existing sales areas and expand geographically going forward. As part of this expansion, the Company plans to add convenience stores, expand its Food Service sales, and add product extensions.

The momentum from the initial re-launch in 2014, geographical expansion in 2015 and shelf expansion in 2016 have positioned the Company for continued growth in 2017 and beyond. By penetrating retailers in its core and expanded marketing area, the Company is now poised to add additional retailers throughout the country. Management expects that retail locations will increase by roughly 25% or 1,000 locations in 2017.

EXECUTIVE OFFICERS AND DIRECTORS

The following sets forth the names and ages of all executive officers and directors as of the date of this Memorandum. Also provided herein are brief descriptions of the business experience of each executive officer and director during the past five years and an indication of directorships held by each director in other companies subject to the reporting requirements under the Federal securities laws. There are no family relationships among our executive officers and directors. None of our executive officers or directors is a party adverse to us or has a material interest adverse to us. Our Articles of Incorporation provide for a Board of Directors ranging from one to five members, with the exact number to be specified by resolution of the Board.

Name	Age	Position	Director Since
David C. Yuengling	54	President and Director	April 2013
Robert C. Bohorad	44	Chief Financial Officer and Director	April 2013
James Cunha	62	Vice President of National Sales	--
Jay Linard	71	Independent Director	January 2014
Wayne Herring	62	Independent Director	January 2014

David C. Yuengling, President and Director

David C. Yuengling is the son of Frederick Yuengling Jr., previous owner and President of Yuengling Dairy Products. He worked summers in high school and college for Yuengling Dairy Products and has been involved all his life in some way in the family business. David Yuengling has a 30-year background in computer consulting including starting up and running his own consulting business for 15 years. He provided independent computer programming, business analysis and software design services for a wide variety of companies in industries including manufacturing, distribution, banking, insurance and federal and state governments, all of which has prepared him for running the Company. David Yuengling has a B.S. in Computer Science from Dickinson College and an M.B.A. from St. Joseph's University in Philadelphia.

Robert C. Bohorad, Chief Financial Officer and Director

Robert C. Bohorad has more than 20 years of experience working for a number of companies in various stages of their life cycles. Mr. Bohorad previously ran his own firm, which provided logistics, tracking and security solutions for companies and government organizations. He also consulted for several start-up and early-stage companies. Throughout his career, Mr. Bohorad worked in numerous capacities, including business development, strategic development, marketing, finance, accounting, operations and human resources. He also has worked in several industries, with a particular focus on medical and software/technology. Mr. Bohorad graduated from the Wharton School at the University of Pennsylvania and received his M.B.A. from Fordham University.

James F. Cunha, Vice President of National Sales

James F. Cunha has more than 40 years of experience in the food and retail industry. Prior to joining Yuengling's Ice Cream as a Regional Sales Manager, Mr. Cunha spent nine years at Dari Farms Ice Cream. While at Dari Farms, Mr. Cunha worked in a number of areas with a particular focus on retailer relationships. Mr. Cunha also spent nine years at Shaw's Supermarket, where he oversaw operations in every department. Mr. Cunha graduated with a Bachelor of Arts degree from Southeastern Massachusetts University.

Wayne Herring, Independent Director

Wayne Herring started an automotive service contract company, Preferred Warranties, in 1992 and grew it into a $35 million company with 100 employees and customers in 21 states. In 2013, his company was acquired by a $4 billion publicly-traded company. Mr. Herring's expertise in sales and experience managing a company's growth has been very helpful in the Company's early stages.

Jay Linard, Independent Director

Jay Linard was part of the team that started Cressona Aluminum, an extruded aluminum company based in Cressona, Pennsylvania. He went on to become CEO of the company until it was sold to Alumax, a multi-billion dollar publicly-traded company. Mr. Linard remained with Alumax for two years after the sale with his last position being Executive Vice President. As an executive of a large manufacturing and sales organization, Mr. Linard brings invaluable experience to all areas of our company.

All directors hold office until the next annual meeting of shareholders and until their successors are duly elected and qualified. Officers are elected to serve, subject to the discretion of the Board of Directors, until their successors are appointed.

Robert Carlson, the Company's former Chief Operating Officer, left the Company in February 2017. The Company is currently in talks with Mr. Carlson to recover the shares he was allegedly issued, as well as a monetary balance due to the Company.

Involvement in Certain Legal Proceedings

During the past ten years, no director, executive officer, promoter or control person of the Company has been involved in the following:

1. A petition under the Federal bankruptcy laws or any state insolvency law which was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:

a. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

b. Engaging in any type of business practice; or

c. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(i) of this section, or to be associated with persons engaged in any such activity;

5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

a. Any Federal or State securities or commodities law or regulation; or

b. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

c. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Bad Actor Disqualification

In light of the potential to offer and sell the Units in reliance on Securities Act Rule 506(c), none of the Company, any of its predecessors, any affiliated issuer, any director, executive officer, other officer of the Company participating in this Offering, nor any beneficial owner of 20% or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, nor any promoter (as that term is defined in Rule 405 under the Securities Act) connected with the Company in any capacity at the time of sale (each, an "Issuer Covered Person" and, together, "Issuer Covered Persons") is subject to any of the "Bad Actor" disqualifications described in Rule 506(d)(1)(i) to (viii) under the Securities Act (a "Disqualification Event"), except for a Disqualification Event covered by Rule 506(d)(2) or (d)(3). The Company has exercised reasonable care to determine whether any Issuer Covered Person is subject to a Disqualification Event. The Company has complied, to the extent applicable, with its disclosure obligations under Rule 506(e), and has furnished to the Placement Agent and the purchaser a copy of any disclosures provided thereunder.

Other than the Placement Agent, which is not subject to any Disqualification Events, the Company is not aware of any person that (i) has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with the sale of the Securities and (ii) who is subject to a Disqualification Event.

The Company will notify purchasers and the Placement Agent in writing of (i) any Disqualification Event relating to any Issuer Covered Person and (ii) any event that would, with the passage of time, become a Disqualification Event relating to any Issuer Covered Person, prior to any Closing of this Offering.

Compensation of Executive Officers and Directors

The following table sets forth the compensation paid to the Company's executive officers during the years ended December 31, 2015 and 2014. We do not currently maintain formal employment agreements with our officers or director and all compensation paid to our executive officers and director was approved by management. As of the date of this Memorandum, the Company has not compensated its director for his service on the Board of Directors; however, the Company reserves the right to compensate our Board of Directors for services rendered in the future.

Summary Compensation for Officers

Name and Principal Position	Year End	Salary	Bonus	Stock Awards	Option Awards	All Other Compensation	Total
David C. Yuengling President	2015	$56,423	-	-	-	-	$65,811
	2014	36,000	-	-	-	-	36,000
Robert C. Bohorad CFO	2015	$56,423	-	-	-	-	$56,423
	2014	36,000	-	-	-	-	36,000

Director Compensation

As of the date of this Memorandum, the Company has not compensated any director for service on the Board of Directors or any committee thereof; however, the Company reserves the right to compensate non-management members of the Board of Directors for services rendered in the future. The Company does reimburse reasonable expenses incurred by its Directors when those expenses are directly related to such service. The Company currently does not have any standing committees.

Certain Relationships and Related Transactions

None of the directors or officers of the Company, nor any person who owned of record or was known to own beneficially more than 5% of the Company's outstanding shares of Common Stock, nor any associate or affiliate of such persons or companies, has any material interest, direct or indirect, in any transaction that has occurred during the past fiscal year, or in any proposed transaction, which has materially affected or will affect the Company.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions by disclosing such transactions in reports when required, disclosing in any and all filings with the SEC, if required, obtaining disinterested directors consent, and obtaining shareholder consent where required.

PRINCIPAL SHAREHOLDERS

The following table sets forth certain information regarding beneficial ownership of our Common Stock as of the date of this Memorandum by (i) each person (or group of affiliated persons) who is known by us to own more than 5% of the outstanding shares of our Common Stock, and (ii) each director and executive officer.

Beneficial ownership is determined in accordance with SEC rules and generally includes voting or investment power with respect to securities. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock that such person has the right to acquire within 60 days of the date of this Memorandum. For purposes of computing the percentage of outstanding shares of our common stock held by each person or group of persons named above, any shares that such person or persons has the right to acquire within 60 days of the date of this Memorandum is deemed to be outstanding for such person, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion herein of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

As described above, shares of common stock issuable upon exercise of options or warrants that are currently exercisable or exercisable within 60 days of the record rate, and shares of common stock issuable upon conversion of other securities currently convertible or convertible within 60 days, are deemed outstanding for computing the beneficial ownership percentage of the person holding such securities but are not deemed outstanding for computing the beneficial ownership percentage of any other person. Under the applicable SEC rules, each person's beneficial ownership is calculated by dividing the total number of shares with respect to which they possess beneficial ownership by the total number of outstanding shares of the Company. In any case where an individual has beneficial ownership over securities that are not outstanding, but are issuable upon the exercise of options or warrants or similar rights within the next 60 days, that same number of shares is added to the denominator in the calculation described above. Because the calculation of each person's beneficial ownership set forth in the "Percentage Owned" column of the table may include shares that are not presently outstanding, the sum total of the percentages set forth in such column may exceed 100%. As of the date of this Memorandum, we had 1,390,640 shares of Class B Common Stock issued and outstanding and 7,722 shares of Series A Preferred Stock issued and outstanding.

Unless otherwise indicated, the business address of each person listed is in care of the Company at its corporate address in Orwigsburg, Pennsylvania. Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

Title of Class	Name of Beneficial Owner	Shares Owned	Percentage Owned
Class B Common	David C. Yuengling	750,000	54%
Class B Common	Robert C. Bohorad	250,000	18%
Class B Common	Wayne Herring	111,111	8%
Class B Common	Jay Linard	111,111	8%

PLAN OF DISTRIBUTION

This Offering will terminate on the earliest of: (i) September 30, 2017, (ii) when all Units offered hereunder are sold, or (iii) at any time by the Company, at its sole discretion, without giving notice to subscribers. The Company reserves the right to withdraw, cancel, modify, extend or increase the Offering without notice. The Company or the Placement Agent may reject subscriptions for failure to conform to the requirements of the Offering, insufficient documentation, oversubscription of the Offering or any other reason whatsoever, as we and the Placement Agent, in our sole discretion, may determine.

Instructions to participate in the Offering are included in a separate Investor Questionnaire, under the section "Instructions to Investors," which document is provided to potential investors together with this Memorandum.

All funds received in the Offering from subscribers will be held in an escrow account at Wilmington Trust, N.A. Once subscriptions are received and accepted (the "Initial Closing"), the funds in escrow will be released and we will be able to use such investors' subscription funds immediately; no such funds will be returned before the end of the Offering term. If we do not receive subscriptions for an amount that we consider acceptable, we will terminate this Offering, no Units will be sold and the funds deposited in escrow will be promptly returned to subscribers without interest, deduction or offset.

Placement Agent and Compensation

As of the date of this Memorandum, we have entered into a Placement Agency Agreement (the "Placement Agreement") with TriPoint Global Equities, LLC, which is acting as the placement agent for the Offering. Under the Placement Agreement, we are employing the Placement Agent as an exclusive agent to sell the Units in this Offering on a "best efforts" basis. The Placement Agent will receive a cash commission of up to 8% of the aggregate purchase price of the Units sold in the Offering and that number of five-year warrants up to 8% of the aggregate number of Shares underlying the Notes issued in the Offering (the "Placement Agent Warrants"). Additionally, the Company has agreed to pay or reimburse up to $15,000 to TriPoint for its legal fees. We also agreed to pay for all of the reasonable expenses the Placement Agent incurs in connection with the Offering, provided that those expenses will not exceed $1,000 without our prior authorization. The Placement Agent Warrants are exercisable at the same price per share as the investor Warrants. The Placement Agent's commission is payable at the Initial Closing and at each subsequent Closing.

The offering price of the Units has been determined by negotiations between the Placement Agent and us. The offering price of the Units does not bear any relationship to our assets, book value, results of operations or other established criteria for valuing a company.

We have agreed to indemnify the Placement Agent and the other selected dealers against certain liabilities, including liabilities under the Securities Act. However, in the opinion of the SEC, as supported by several court decisions, such indemnification as to claims arising under the Securities Act is against public policy as expressed in the Securities Act and, therefore, is unenforceable. No party will be entitled to any indemnity with respect to liabilities that may arise from the use of this Memorandum in connection with the Offering of the Units if such party is held by a court to be at fault in connection therewith.

In connection with the Offering, the Placement Agent may use the services of other registered broker-dealers who are members of FINRA. The Placement Agent will pay commissions owed to any broker-dealer selling Units from its Placement Agent compensation.

Subscription Procedures

By completing, executing and delivering the Subscription Agreement a prospective investor will have agreed to purchase the number of Units subscribed for and to make payment to us, as described therein, subject to our acceptance of such subscription. The Subscription Agreement will be irrevocable by the prospective investor and, unless the subscription is rejected or the Offering is withdrawn, the subscriber will become an investor in this Offering. We may reject subscriptions because of failure to conform to the requirements of the Offering, insufficient documentation, oversubscription of the Offering or any other reason whatsoever as we, in our sole discretion, may determine.

Corporations, partnerships and trustees, agents or other persons acting in a representative capacity are required, except at our discretion, to furnish with the Subscription Agreement further evidence that such subscriber has the authority to invest in the Units or an opinion of counsel acceptable to us to the effect that the subscriber has such authority.

USE OF PROCEEDS

The Company anticipates that the net proceeds of the Offering will be used primarily for production, inventory, promotions, advertising, new business and product development, production plant development, expenses, salaries, legal, accounting and consulting fees, rent, marketing programs, other general administrative expenses, and working capital. The precise amounts that the Company will devote to these will vary depending on numerous factors, including, but not limited to, the progress of retailer expansion, new product introductions and production plant developments.

The net proceeds from the Maximum Offering are estimated to be approximately $4,500,000 and would enable the Company to fund operations for 18 months. In the event that the maximum amount from this Offering is not received, the Company may be required to seek additional financing to support the intended uses of proceeds of this Offering. Additionally, the Company reserves the right to seek subsequent funding to further develop its overall business. In either case, there can be no assurance that the Company will be able to obtain additional funding when it is needed or that such funding, if available, will be obtainable on terms favorable to or affordable by the Company.

To implement the Company's business plans, an investment of $4,500,000 for the following purposes over the next 18 months period is required. The Company reserves the right to modify the intended use of proceeds and to seek additional financing to further develop its business. A breakdown of the application of the net proceeds of the Offering is as follows:

Application of Net Proceeds	**Offering Proceeds**	**Percent of Maximum Offering**
Ice cream production and inventory	$ 500,000	11%
Retailer promotions, slotting fees and shelf space	500,000	11%
General, administrative and marketing	500,000	11%
Working capital	2,250,000	50%
Legal, accounting and consultants (including SEC filing expenses)	500,000	11%
New product and plant development	250,000	6%
Total	$ 4,500,000	100%

In the event the Company raises less than $5.0 million in gross proceeds, the Company will focus its use of proceeds on production and inventory, general, administrative and marketing, working capital, and legal, accounting and consultants.

If we do not obtain the Maximum Offering and our need for working capital increases, we may seek additional funds through loans or other financing. Other than the proposed Regulation A+ Offering, which we cannot guarantee will be funded, there are no commitments for any such financing, and there can be no assurance that these funds will be obtained in the future if the need arises.

While management intends to use the proceeds of the Offering for the purposes and in the amounts described herein, management will have discretion concerning the use of the proceeds of the Offering as well as the timing of their expenditures. As a result, a subscriber will be relying on management's judgment for the final application of the proceeds of the Offering.

THE FIGURES SET FORTH ABOVE ARE ESTIMATES, CANNOT BE PRECISELY CALCULATED AND SHOULD NOT BE RELIED UPON. ACTUAL EXPENDITURES MAY VARY SUBSTANTIALLY FROM THESE ESTIMATES AS A RESULT OF FUTURE EVENTS. ALTHOUGH THERE ARE NO CURRENT PLANS TO DO SO, THE COMPANY'S BOARD OF DIRECTORS RESERVES THE RIGHT, IN THE EXERCISE OF ITS BUSINESS JUDGMENT, TO ALTER THE ESTIMATES AND ANTICIPATED USES SET FORTH HEREIN.

DESCRIPTION OF SECURITIES

The following description of the material terms and provisions of the Notes and Warrants comprising the units being offered is qualified in its entirety by reference to the form of Note and to the form of Warrant attached as Exhibit B and Exhibit C, respectively, to this Memorandum.

Units

The Notes and Warrants offered by this Memorandum will be sold only together in Units. Each Unit is immediately detachable and consists of an 8% Convertible Note in the principal amount of $10,000 that matures two years from the date of issuance, and a Warrant to purchase shares of Common Stock for an aggregate exercise price of $5,000.

Convertible Notes

The Notes are unsecured obligations of the Company. The Notes will be issued in $10,000 increments, with a minimum principal amount of $10,000 and a maximum principal amount of $5,000,000. The Notes will mature two years from the date of issuance (the "Maturity Date"). Through March 1, 2017, $40,000 of the Notes have been sold in this Offering.

The interest on the Notes will accrue, commencing from the date of issuance, at an interest rate of 8% per annum. Interest on the outstanding principal balance of the Notes will be computed on the basis of the actual number of days elapsed and a 365-day year. The interest will accrue until the Notes are converted or the Maturity Date and will be paid in stock. The payment will be valued at the conversion price of the Notes.

In the event the Company consummates, prior to the Maturity Date, an equity financing pursuant to which it sells its common stock, preferred stock or other equity or equity-linked securities (including in its proposed Regulation A+ Offering), with aggregate gross proceeds of at least $3.0 million, excluding any indebtedness under the Notes that is converted into securities issued in any such financing, and with the principal purpose of raising capital (a "Qualified Financing"), the Notes will be automatically converted, without any further action on the part of the holder thereof, with the number of shares of Common Stock to be issued upon such conversion equal to the quotient obtained by dividing the entire principal amount of the Note plus accrued interest by 70% of the actual or implied price per share of the Common Stock in the Qualified Financing, rounded to the nearest whole share, and the issuance of such shares upon such conversion will be upon the terms and subject to the conditions applicable to the Qualified Financing.

Warrants

Each Warrant will be exercisable for a number of shares of Common Stock equal to the Warrant Value divided by the Exercise Price (as such terms are defined below). The "Warrant Value" of an investor's Warrant is equal to 50% of the principal amount of the investor's Note and the "Exercise Price" is equal to the actual or implied price per share paid by purchasers of securities in the Qualified Financing. Through March 1, 2017, $20,000 in Warrants are reserved for future issuance in accordance with their terms.

The Warrants will vest and become exercisable only upon the completion of the Qualified Financing. The exercise price will be equal to the actual or implied price per share paid by purchasers of securities in the Qualified Financing. The Warrants will expire three years following the closing of the Qualified Financing.

The Company may force the exercise of the Warrants if, at any time following the one-year anniversary of the initial closing of the Qualified Financing, (i) the Company is listed on a national securities exchange, (ii) the Common Stock underlying the Warrants are registered for resale or the investors otherwise have the ability to trade the underlying Common Stock without restriction, (iii) the 30-day volume-weighted daily average price of the Common Stock exceeds 200% of the exercise price of the Warrants, as equitably adjusted for any stock splits, dividends or transactions having a similar effect, and (iv) the average daily trading volume is at least 500,000 shares of Common Stock during the 30-day period prior to the forced conversion.

OUR CAPITAL STOCK

The Company has two classes of common stock, the Class A Common Stock into which the Notes are convertible and the Warrants are exercisable, and the Class B Common Stock. As of the date of this Memorandum, the Company is authorized to issue 10,000,000 shares of Class A Common Stock, no par value, of which no shares are currently issued or outstanding. The Company is authorized to issue 2,000,000 shares of Class B Common Stock, no par value, of which 1,390,640 shares are currently issued and outstanding and held by ten shareholders consisting of the Company's founders and various members of their respective families. The rights of holders of the Class A Common Stock and holders of the Class B Common Stock are essentially identical except for voting rights. Holders of the Class A Common Stock are entitled to one vote per share and holders of the Class B Common Stock are entitled to ten votes per share.

The Company is also authorized to issue 300,000 shares of Preferred Stock, no par value, all of which have been designated Series A Preferred Stock and of which 7,722 shares are issued and outstanding from a previous private placement and held by one shareholder. The Company has warrants to purchase 3,861 shares of Class A Common Stock currently outstanding, with the exercise price of the warrants varying based on the conversion price of the previous preferred stock private placement.

In January and February 2017, the Company issued 12% convertible notes in the aggregate principal amount of $600,000, due in one year and convertible at a price to be determined at the Company's next financing, to accredited investors. The Company also issued warrants to the investors to purchase the same number of shares of the Company's common stock into which the notes are convertible.

All shares of the Company's Common Stock have equal rights and privileges with respect to liquidation and dividend rights. Each share of Common Stock entitles the holder thereof to:

- to participate equally and to receive any and all such dividends as may be declared by the Board of Directors out of funds legally available therefore; and

- to participate pro rata in any distribution of assets available for distribution upon liquidation.

Shareholders have no preemptive rights to acquire additional shares of Common Stock or any other securities. The shares of Common Stock are not subject to redemption and carry no subscription or conversion rights. All outstanding shares of Common Stock are fully paid and non-assessable.

DIVIDEND POLICY

No dividends have ever been paid on the Common Stock and the Company does not currently anticipate paying any cash or other dividends on the Common Stock. Future dividend policy will be determined by the Board of Directors of the Company in light of prevailing financial need and earnings, if any, of the Company and other relevant factors. Subscribers who anticipate the need for either immediate or future income in the form of cash dividends from an investment in the Company should not purchase the Units offered hereby.

LIMITED TRANSFERABILITY OF SECURITIES

Subscribers of the Units that are offered hereby must be aware of the long-term nature of their investment and be able to bear the economic risks of their investment for an indefinite period of time. At present, the Company does not file reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Common Stock of the Company is not registered under the Exchange Act. As set forth above, the Company's Common Stock is not presently publicly traded or listed. The Securities offered hereby are not being registered under the Securities Act or the securities laws of any state. The rights of any subscriber to sell, transfer, pledge or otherwise dispose of the Securities will be limited by the Securities Act and certain state securities laws and the regulations promulgated thereunder. Consequently, a holder of Securities may not be able to liquidate his or her investment and there can be no assurance that the Securities will be acceptable as collateral for loans.

LEGAL MATTERS

The law firm of Olshan Frome Wolosky LLP, New York, New York, has passed upon certain securities aspects of this Offering as counsel to the Company.

INVESTOR SUITABILITY STANDARDS

THIS OFFERING IS BEING MADE IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED BY SECTION 4(a)(2) OF THE SECURITIES ACT AND RULE 506(c) OF REGULATION D. THE SECURITIES MAY NOT BE OFFERED OR SOLD IN THE ABSENCE OF REGISTRATION OR AN EXEMPTION THEREFROM UNDER, OR OTHERWISE IN ACCORDANCE WITH RULE 144 (IF AVAILABLE) UNDER SAID ACT. EACH INVESTOR WILL BE REQUIRED TO REPRESENT THAT THE SECURITIES ARE BEING ACQUIRED FOR THE INVESTOR'S OWN ACCOUNT, AND NOT FOR THE ACCOUNT OF OTHERS, FOR INVESTMENT PURPOSES ONLY AND NOT WITH A VIEW TO THE SALE OR DISTRIBUTION THEREOF IN WHOLE OR IN PART. THE SPECULATIVE NATURE OF THE COMPANY'S BUSINESS MAKES THE PURCHASE OF UNITS SUITABLE ONLY FOR INVESTORS WHO HAVE ADEQUATE FINANCIAL MEANS AND WHO CAN AFFORD THE TOTAL LOSS OF THEIR INVESTMENT. ACCORDINGLY, INVESTORS WILL BE REQUIRED TO MAKE CERTAIN REPRESENTATIONS AS TO THEIR NET WORTH, INCOME AND ABILITY TO BEAR THE LOSS OF THEIR INVESTMENT. ADDITIONALLY, WE RESERVE THE RIGHT TO REQUEST ADDITIONAL DOCUMENTATION FROM CERTAIN INVESTORS IN ORDER TO VERIFY THEIR ACCREDITED STATUS.

THE SUITABILITY STANDARDS DISCUSSED BELOW REPRESENT MINIMUM SUITABILITY STANDARDS FOR PROSPECTIVE INVESTORS. PROSPECTIVE INVESTORS ARE ENCOURAGED TO CONSULT THEIR OWN INVESTMENT OR TAX ADVISORS, ACCOUNTANTS, LEGAL COUNSEL OR OTHER ADVISORS TO DETERMINE WHETHER AN INVESTMENT IN THE UNITS IS APPROPRIATE. SEE "RISK FACTORS."

The Units offered by this Memorandum will be sold to an unlimited number of Accredited Investors, as such term is defined in Securities Act Rule 501(a). All investors must have such business and financial experience, either individually or together with their Purchaser Representative, that they are capable of evaluating the merits and risks of an investment in the Company and of protecting their interests in the transaction. The Company will not accept subscriptions from any non-Accredited Investor.

The Securities offered hereby are not being registered under the Securities Act in reliance upon the exemption from registration provided by Section 4(a)(2) thereof and Rule 506(c) of Regulation D promulgated thereunder, and pursuant to certain state securities laws.

Criteria of "Accredited Investors" under Rule 501(a) of Regulation D

The term "Accredited Investor" as defined in Rule 501(a) of Regulation D means:

1. A bank as defined in section 3(a)(2) of the Securities Act, or a savings and loan association or other institution as defined in section 3(a)(5)(A) of the Securities Act whether acting in its individual or fiduciary capacity; any broker or dealer registered pursuant to section 15 of the Securities Exchange Act of 1934; any insurance company as defined in section 2(13) of the Securities Act; any investment company registered under the Investment Company Act of 1940 or a business development company as defined in section 2(a)(48) of that Act; any Small Business Investment Company licensed by the U.S. Small Business Administration under section 301(c) or (d) of the Small Business Investment Act of 1958; any plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its employees, if such plan has total assets in excess of $5,000,000; any employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of $5,000,000 or, if a self-directed plan, with investment decisions made solely by persons that are accredited investors;

2. Any private business development company as defined in section 202(a)(22) of the Investment Advisers Act of 1940;

3. Any organization described in Section 501(c)(3) of the Internal Revenue Code, a corporation, a Massachusetts or similar business trust, or a partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of $5,000,000;

4. Any director, executive officer, or general partner of the issuer of the securities being offered or sold, or any director, executive officer, or general partner of a general partner of that issuer;

5. Any natural person whose individual net worth or joint net worth with that person's spouse, at the time of the purchase exceeds $1,000,000. For purposes of calculating net worth, the person's primary residence shall not be included as an asset and indebtedness that is secured by the person's primary residence, up to the estimated fair market value of the primary residence at the time of the sale of securities, shall not be included as a liability (except that if the amount of such indebtedness outstanding at the time of the sale of securities exceeds the amount outstanding 60 days before such time, other than as a result of the acquisition of the primary residence, the amount of such excess shall be included as a liability); and indebtedness that is secured by the person's primary residence in excess of the estimated fair market value of the primary residence at the time of the sale of securities shall be included as a liability. The foregoing will not apply to any calculation of a person's net worth made in connection with a purchase of securities in accordance with a right to purchase such securities, provided that: (i) such right was held by the person on July 20, 2010; (ii) the person qualified as an accredited investor on the basis of net worth at the time the person acquired such right; and, (iii) the person held securities of the same issuer, other than such right, on July 20, 2010;

6. Any natural person who had an individual income in excess of $200,000 in each of the two most recent years or joint income with that person's spouse in excess of $300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;

7. Any trust, with total assets in excess of $5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii); and

8. Any entity in which all of the equity owners are accredited investors.

IF YOU ARE NOT AN ACCREDITED INVESTOR, RETURN THIS MEMORANDUM TO THE COMPANY IMMEDIATELY. IN THE EVENT YOU DO NOT MEET SUCH REQUIREMENTS, THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL UNITS TO YOU.

The Company reserves the right to make its own judgment on whether any prospective investor meets the above suitability standards. Certain other representations and warranties are contained in the Subscription Agreement. In addition, a prospective investor will be required to provide such evidence as may be deemed necessary to substantiate the accuracy of such representations. The above suitability standards are minimum requirements for prospective investors.

Neither the Company, nor any of its officers and directors will act as Purchaser Representatives for any of the prospective investors in the Company, and neither the Company, nor any of its officers and directors, intends to retain or compensate any persons to so act. If required by the Company, or if a prospective investor so elects, each prospective investor must select and arrange to compensate his Purchaser Representative or representatives. Regulation D requires the Purchaser Representative to disclose to the potential investor any material relationship between the Purchaser Representative, or any affiliate of such Purchaser Representative and the Company or its affiliates which then exists, or is mutually understood to be contemplated, or which has existed at any time during the previous two years, and any compensation received or to be received as a result of such relationship. The rule further requires investors to acknowledge specifically, in writing, that the Purchaser Representative is as such and that such Purchaser Representative is not subject to a Disqualification Event, as such term is defined above. Each Purchaser Representative will be required to sign and complete the Purchaser Representative's Questionnaire/Acknowledgement annexed hereto as part of Exhibit A.

DOCUMENTS AVAILABLE FOR INSPECTION

The Company will make available, before sale to any prospective qualified investors and their representatives and advisors, if any, the opportunity to ask questions of and receive answers from the Company concerning the terms and conditions of the Offering. Additional information or documents will be available to any potential Offeree on request to the Company to the extent that the Company possesses such information or can acquire such information without unreasonable effort or expense.

Inquiries regarding this Memorandum should be directed to:

- the Company, to Robert C. Bohorad, Chief Financial Officer, telephone: (570) 968-4352, email: rbohorad@yuenglingsicecream.com, or by mail: 1058 Centre Turnpike, Orwigsburg, Pennsylvania 17961; or

- the Placement Agent, TriPoint Global Equities, LLC, to Mark Elenowitz, Chief Executive Officer, telephone: (917) 512-0822, email: mark@tripointcapital.com, or by mail: 1450 Broadway, 26th Floor, New York, New York 10018.

TABLE OF CONTENTS

No dealer, salesman or other person has been authorized to give any information or to make any representations other than those contained in this Memorandum. If given or made, such information or representation must not be relied upon as having been authorized by the Company or any of the Placement Agents. This Memorandum does not constitute an offer to sell or the solicitation of an offer to buy to any person in any jurisdiction where such an offer or solicitation would be unlawful or to any person to whom it is unlawful. Neither the delivery of this Memorandum nor any sale made hereunder shall under any circumstances create an implication that information contained herein is correct as of any time subsequent to the date hereof.

Up to $5,000,000 of Units consisting of Convertible Notes and Warrants

Yuengling's Ice Cream Corporation

CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

March 1, 2017