UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM C

UNDER THE SECURITIES ACT OF 1933

(Mark one.)
 ✓ Form C: Offering Statement ☐ Form C-U: Progress Update ☐ Form C/A: Amendment to Offering Statement ☐ Check box if Amendment is material and investors must reconfirm within five business days. ☐ Form C-AR: Annual Report ☐ Form C-AR/A: Amendment to Annual Report ☐ Form C-TR: Termination of Reporting
Name of issuer OddFellows Holding Company LLC
Legal status of issuer
Form Limited Liability Company
Jurisdiction of Incorporation/Organization New York
Date of organization June 25, 2015
Physical address of issuer 154 Attorney Street #303, New York, NY 10002
Website of issuer https://www.oddfellowsnyc.com/
Name of intermediary through which the offering will be conducted SI Securities, LLC
CIK number of intermediary 0001603038
SEC file number of intermediary 008-69440
CRD number, if applicable, of intermediary

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering

7.5% of the amount raised

170937

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest SI Securities will receive equity compensation equal to 5% of the number of securities sold. Type of security offered Class A Membership Units Target number of Securities to be offered 9,246 Price (or method for determining price) \$2.704 Target offering amount \$25,000 Oversubscriptions accepted: ✓ Yes \square No Oversubscriptions will be allocated: ☐ Pro-rata basis ✓ First-come, first-served basis ☐ Other: Maximum offering amount (if different from target offering amount) \$1,070,000 Deadline to reach the target offering amount April 5, 2019 NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no Securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

Current number of employees

32

	Most recent fiscal year-end	Prior fiscal year-end
Total Assets	\$1,192,883	\$403,921
Cash & Cash Equivalents	\$675,762	\$111,190
Accounts Receivable	\$0	\$0
Short-term Debt	\$42,588	\$36,729
Long-term Debt	\$0	\$0
Revenues/Sales	\$1,262,429	\$1,196,752
Cost of Goods Sold	\$287,532	\$275,298
Taxes Paid	\$0	\$0
Net Income	-\$123,897	-\$26,029

The above reflects the consolidated financials of OddFellows Holding Company LLC and its subsidiaries: OddFellows Williamsburg LLC; OddFellows East Village LLC; OddFellows Soho LLC; OddFellows Dumbo LLC; OddFellows Bushwick LLC; OddFellows Soda Fountain LLC.

The jurisdictions in which the issuer intends to offer the Securities:

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District Of Columbia, Florida, Georgia, Guam, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, U.S., Virginia, Washington, West Virginia, Wisconsin, Wyoming, American Samoa, and Northern Mariana Islands

EXHIBITS

EXHIBIT A: Offering Memorandum

EXHIBIT B: Financials

EXHIBIT C: PDF of SI Website EXHIBIT D: Investor Deck EXHIBIT E: Video Transcript

EXHIBIT A OFFERING MEMORANDUM PART II OF OFFERING STATEMENT (EXHIBIT A TO FORM C) February 8, 2019

OddFellows Holding Company LLC



Up to \$1,070,000 of Class A Membership Units

OddFellows Holding Company LLC ("OddFellows", the "Company," "we," "us", or "our"), is offering up to \$1,070,000 worth of Class A Membership Units of the Company (the "Securities" or "Class A Units"). Purchasers of Securities are sometimes referred to herein as "Purchasers." The minimum target offering is \$25,000 (the "Target Amount"). This Offering is being conducted on a best efforts basis and the Company must reach its Target Amount of \$25,000 by April 5, 2019. The Company is making concurrent offerings under both Regulation CF (the "Offering") and Regulation D (the "Combined Offerings"). Unless the Company raises at least the Target Amount of \$25,000 under the Regulation CF Offering and a total of \$400,000 under the Combined Offerings (the "Closing Amount") by April 5, 2019, no Securities will be sold in this Offering, investment commitments will be cancelled, and committed funds will be returned. Investors who completed the subscription process by March 29, 2019 will be permitted to increase their subscription amount at any time on or before April 5, 2019 upon Company consent. For the avoidance of doubt, no initial subscriptions from new investors will accepted after March 29, 2019. The Company will accept oversubscriptions in excess of the Target Amount for the Offering up to \$1,070,000 (the "Maximum Amount") on a first come, first served basis. If the Company reaches its Closing Amount prior to March 29, 2019, the Company may conduct the first of multiple closings, provided that the Offering has been posted for 21 days and that investors who have committed funds will be provided notice five business days prior to the close. The minimum amount of Securities that can be purchased is \$1,000 per Purchaser (which may be waived by the Company, in its sole and absolute discretion). The offer made hereby is subject to modification, prior sale and withdrawal at any time.

A crowdfunding investment involves risk. You should not invest any funds in this Offering unless you can afford to lose your entire investment.

In making an investment decision, investors must rely on their own examination of the issuer and the terms of the Offering, including the merits and risks involved. These Securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.

The U.S. Securities and Exchange Commission (the "SEC") does not pass upon the merits of any Securities offered or the terms of the Offering, nor does it pass upon the accuracy or completeness of any Offering document or literature.

These Securities are offered under an exemption from registration; however, the SEC has not made an independent determination that these Securities are exempt from registration.

This disclosure document contains forward-looking statements and information relating to, among other things, the Company, its business plan and strategy, and its industry. These forward-looking statements are based on the beliefs of, assumptions made by, and information currently available to the Company's

management. When used in this disclosure document and the Company Offering materials, the words "estimate", "project", "believe", "anticipate", "intend", "expect", and similar expressions are intended to identify forward-looking statements. These statements reflect management's current views with respect to future events and are subject to risks and uncertainties that could cause the Company's action results to differ materially from those contained in the forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements to reflect events or circumstances after such state or to reflect the occurrence of unanticipated events.

The Company has certified that all of the following statements are TRUE for the Company in connection with this Offering:

- (1) Is organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia:
- (2) Is not subject to the requirement to file reports pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") (15 U.S.C. 78m or 78o(d));
- (3) Is not an investment company, as defined in section 3 of the Investment Company Act of 1940 (15 U.S.C. 80a-3), or excluded from the definition of investment company by section 3(b) or section 3(c) of that Act (15 U.S.C. 80a-3(b) or 80a-3(c));
- (4) Is not ineligible to offer or sell securities in reliance on section 4(a)(6) of the Securities Act of 1933 (the "1933 Act") (15 U.S.C. 77d(a)(6)) as a result of a disqualification as specified in § 227.503(a);
- (5) Has filed with the SEC and provided to investors, to the extent required, any ongoing annual reports required by law during the two years immediately preceding the filing of this Form C; and
- (6) Has a specific business plan, which is not to engage in a merger or acquisition with an unidentified company or companies.

Ongoing Reporting

The Company will file a report electronically with the SEC annually and post the report on its website, no later than April 30, 2019.

Once posted, the annual report may be found on the Company's website at https://www.oddfellowsnyc.com/investor

The Company must continue to comply with the ongoing reporting requirements until:

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record:
- (4) the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the 1933 Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the Company liquidates or dissolves its business in accordance with state law.

Neither the Company nor any or its predecessors (if any) previously failed to comply with the congoing reporting requirement of Regulation CF.

Updates

Updates on the status of this Offering may be found at: https://www.seedinvest.com/oddfellows

About this Form C

You should rely only on the information contained in this Form C. We have not authorized anyone to provide you with information different from that contained in this Form C. We are offering to sell, and seeking offers to buy the Securities only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this Form C is accurate only as of the date of this Form C, regardless of the time of delivery of this Form C or of any sale of Securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

Statements contained herein as to the content of any agreements or other document are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents. The Company will provide the opportunity to ask questions of and receive answers from the Company's management

concerning terms and conditions of the Offering, the Company or any other relevant matters and any additional reasonable information to any prospective Purchaser prior to the consummation of the sale of the Securities.

This Form C does not purport to contain all of the information that may be required to evaluate the Offering and any recipient hereof should conduct its own independent analysis. The statements of the Company contained herein are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date of this Form C. The Company does not expect to update or otherwise revise this Form C or other materials supplied herewith. The delivery of this Form C at any time does not imply that the information contained herein is correct as of any time subsequent to the date of this Form C. This Form C is submitted in connection with the Offering described herein and may not be reproduced or used for any other purpose.

SUMMARY

The Business

The following summary is qualified in its entirety by more detailed information that may appear elsewhere in this Form C and the Exhibits hereto. Each prospective Purchaser is urged to read this Form C and the Exhibits hereto in their entirety.

OddFellows Holding Company LLC is a New York limited liability company, formed on June 25, 2015.

The Company is located at 154 Attorney Street #303, New York, NY 10002

The Company's website is https://www.oddfellowsnyc.com/

The business of the Company and its subsidiaries was initially operated through Union Ave Ice Cream Corp., a New York corporation formed on January 5, 2012 and, subsequently, Oddfellows East Village LLC, a New York limited liability company formed on March 5, 2014. Pursuant to a series of transactions, following its formation, the Company acquired substantially all of the assets of such corporation and all of the equity of such LLC.

A description of our products as well as our services, process, and business plan can be found on the Company's profile page on the SI Securities, LLC ("SeedInvest") website under https://www.seedinvest.com/oddfellows and is attached as Exhibit C to the Form C of which this Offering Memorandum forms a part.

The Offering

Minimum amount of Class A Units being offered	\$25,000			
William amount of Class A Units being offered	\$25,000			
Maximum amount of Class A Units	\$1,070,000			
Purchase price per Security	\$2.704			
Minimum investment amount per investor	\$1,000			
Offering deadline	April 5, 2019			
Use of proceeds	See the description of the use of proceeds on page 14 hereof.			
Voting Rights	See the description of the voting rights on pages 13, 15, 17, and 19-22.			

RISK FACTORS

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

Risks Related to the Company's Business and Industry

The Company and/or its affiliates hold one or more liquor licenses from the New York State Liquor Authority (the "NYSLA"). In order to comply with NYSLA liquor licensing rules, you must warrant and represent to the Company that the following representations are true: (i) you are at least twenty-one (21) years of age; (ii) you are not an active duty police officer; (iii) you are not a person whose license to sell alcoholic beverages has been, has been threatened to be, or is in the process of being, revoked by any governmental authority; (iv) you are not a convicted felon in any jurisdiction; (v) you are either a citizen of the United States of America, a permanent resident alien, or a citizen of a country with a treaty allowing persons to obtain a visa to enter the United States of America to engage in trade; and (vi) you do not have any interest, whether as a proprietor, partner, executive, stockholder, principal, agent, consultant, director, officer, or in any other capacity or manner whatsoever, in any of the following: a wholesale alcoholic beverage company, or an alcohol distributor, producer, importer, or manufacturer. As an investor in the Company, your name may appear on the NYSLA public database as a co-licensee in connection with the Company's license(s), and you may be asked to provide or perform the following to or before the Company and/or the NYSLA in connection with the Company's license(s): (i) a completed personal questionnaire; (ii) certain financial documentation including without limitation bank statements; (iii) a two (2) inch by two (2) inch color passport photo of yourself; (iv) a copy of your passport, visa, and/or other proof of citizenship; and (v) a fingerprinting and/or background check. In the event that the NYSLA shall fail to approve the issuance, renewal, or transfer of the license(s) to the Company or its affiliates by reason of your participation as a member in the Company, after the Company has exhausted all reasonable appeals and re-hearing procedures and remedies available to the Company, or the Company in good faith elects in its discretion to abandon its pursuit of the license for the same reason, then you may be automatically removed from the Company without your consent.

The reviewing CPA has included a "going concern" note in the reviewed financials. The Company has incurred losses from inception and has not yet started full operations, which raises substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon management's plans to raise additional capital from the issuance of debt, through a Regulation Equity Crowdfunding campaign, or additional equity financing, and its ultimate ability to commence profitable sales and positive cash flows from its product sales. There are no assurances that management will be able to raise a sufficient amount of capital on acceptable terms to the Company, and the inability to do so would require a reduction in the scope of the Company's planned development which would be detrimental to the Company's business, financial condition and operating results. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern.

The Company forecasts project aggressive growth in revenue from 2018 to 2019. If its assumptions are wrong, and its projections regarding market penetration are too aggressive, its financial projections may overstate its viability. In addition, the forward-looking statements are only predictions. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

The Company has engaged in Related Party Transactions in addition to a transaction that may raise a conflict of interest. See "THE OFFERING AND THE SECURITIES; Related Person Transactions & Conflicts of Interests."

The Company's business model is capital intensive. The amount of capital the Company is attempting to raise in this Offering is not enough to sustain the Company's current business plan. In order to achieve the Company's near and long-term goals, the Company will need to procure funds in addition to the amount raised in the Offering. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If the Company is not able to raise sufficient capital in the future, it will not be able to execute its business plan, its continued operations will be in jeopardy and it may be forced to cease operations and sell or otherwise transfer all or substantially all of its remaining assets, which could cause a Purchaser to lose all or a portion of his or her investment.

The Company's expenses will significantly increase as it seeks to execute its current business model. Although the Company estimates that it has enough runway until end of year, the Company will be ramping up cash burn to promote revenue growth, increase payroll, further develop R&D, and fund other Company operations after the raise. Doing so could require significant effort and expense or may not be feasible.

In addition, growth, if any, in our operations will place significant demands on our management, operational and financial infrastructure. If we do not effectively manage their growth, we may fail to timely deliver products to our customers in sufficient volume, and the quality of our products could suffer, which could negatively affect our operating results. To effectively manage this growth, we will need to hire additional persons, and may need to continue to improve our operational, financial and management controls and our reporting systems and procedures. These additional employees, systems enhancements and improvements may require significant capital expenditures and management resources. Failure to implement these improvements could hurt our ability to manage our growth and our financial position.

The Company's success depends on the experience and skill of its executive officers and the Manager's key employees. In particular, the Company is dependent on K. Mohan Kumar and Sam Mason. There can be no assurance that Messrs. Kumar and Mason will continue to be employed by the Manager (as defined below) for a particular period of time. The loss of the Manager's key employees or any executive officer could harm the Company's business, financial condition, cash flow and results of operations.

A shortage in the supply of key raw materials may increase our costs or adversely affect our sales and revenues. The Company obtains many of our raw materials from third-party suppliers with whom we may not have significant long-term supply contracts. If we experience shortages or delays in obtaining raw materials, these shortages and delays could result in materially higher raw material prices or adversely affect the Company's ability to manufacture our products. Price increases from a supplier would directly affect the Company's profitability if it were not able to pass price increases on to our customers. The Company's inability to obtain adequate supplies of raw materials in a timely manner, or a material increase in the price of raw materials, could have a material adverse effect on our business, financial condition and results of operations.

Our success, in part, will depend on our ability to protect proprietary information. Failure to obtain and protect trademarks, trade names, service marks or trade secrets could adversely affect business. Our business prospects depends in part on management's ability to develop favorable consumer recognition of the trade names utilized in connection with the sale of our products. Our trademarks and trade names could be imitated in ways that management cannot prevent. Our trademark application described below has been published for opposition but has not yet proceeded to registration, and there is no guarantee it will proceed to registration. In addition, the application with the United States Patent and Trademark Office is currently in the name of the Manager, although the Manager has assigned the application to the Company and both parties are in the process of filing the assignment.

In addition, reliance on trade secrets, proprietary know-how, concepts and recipes warrant methods of protecting this information which may not be adequate, enabling others to independently develop similar know-how or obtain access to our trade secrets, know-how, concepts and recipes. We do not currently have an employee handbook or confidentiality, non-disclosure or work for hire agreements with our employees, which may limit our ability to protect our proprietary information. Moreover, we may face claims of misappropriation or infringement of third parties' rights that could interfere with our use of their proprietary know-how, concepts, recipes or trade secrets. Defending these claims can be costly and, if unsuccessful, can prevent the Company from continuing to use our proprietary information in the future, and may result in a judgment or monetary damages against us. If competitors independently develop or otherwise obtain access to our know-how, concepts, recipes or trade secrets, our revenue could be reduced and business could be harmed.

Our insurance policies may not provide adequate levels of coverage against all claims. We maintain insurance coverage that is customary for businesses of our size and type. However, there are types of losses that may be incurred by the Company that cannot be insured against or that may not be commercially reasonable to insure. These losses, if they occur, may have a material and adverse effect on our business and results of operations.

We may incur material losses and costs as a result of future product liability claims that may be brought against us. As a producer and marketer of consumer products, we may be subjected to various product liability claims. There can be no assurance that our product liability insurance will be adequate to cover any loss or exposure for product liability, or that such insurance will continue to be available on terms acceptable to management. Any product liability claim not fully covered by insurance, as well as any adverse publicity from a product liability claim or product recall, could have a material adverse effect on our financial condition or results of operations.

We are subject to numerous governmental regulations and failure to comply with those regulations could result in fines or penalties being imposed. Our industry is highly regulated. The manufacturing, labeling and advertising for our products are often regulated by various federal, state and local agencies as well as those of each foreign country, if any, to which we choose to distribute. These governmental authorities may commence regulatory or legal

proceedings, which could restrict the permissible scope of our product claims or the ability to manufacture and sell our products in the future.

The Company may not be able to compete successfully in our highly competitive industry. The market for our products and services is large and intensely competitive. Competitive factors include product quality and uniqueness, brand awareness among consumers, access to supermarket and other retail shelf space, price, advertising, promotion, variety in the select market, nutritional content, product packaging and package design.

The ice cream industry is dominated by numerous large companies which have substantially greater financial and other resources than we do and sell brands that are more widely recognized than our products. There are numerous other companies that are our actual or potential competitors, many with greater financial and other resources than our Company (including more employees and more extensive facilities), and offer products or services similar to our products. In addition, many competitors offer a wider range of products or services than that to be offered by the Company. There can be no assurance of our ability to compete successfully.

Our business may be subject to seasonal fluctuations. Historically, our sales are higher in the warmer months of each year. As a result, quarterly and annual operating results and sales may fluctuate significantly as a result of seasonality and the factors discussed above. Accordingly, results for any one fiscal quarter are not necessarily indicative of results to be expected for any other quarter or for any year and comparable sales for any particular future period may decrease. Operating results may also fall below the expectations of management and investors.

We must correctly predict, identify, and interpret changes in consumer preferences and demand, offer new products to meet those changes, and respond to competitive innovation. Consumer preferences for our products change continually. Our success depends on our ability to predict, identify, and interpret the tastes and habits of consumers and to offer products that appeal to consumer preferences. If we do not offer products that appeal to consumers, our sales and market share will decrease. We must distinguish between short-term fads, mid-term trends, and long-term changes in consumer preferences. If we do not accurately predict which shifts in consumer preferences will be long-term, or if we fail to introduce new and improved products to satisfy those preferences, our sales could decline. In addition, because of our varied customer base, we must offer an array of products that satisfy the broad spectrum of consumer preferences. If we fail to expand our product offerings successfully across product categories, or if we do not rapidly develop products in faster growing and more profitable categories, demand for our products could decrease, which could materially and adversely affect our product sales, financial condition, and results of operations.

In addition, achieving growth depends on our successful development, introduction, and marketing of innovative new products and line extensions. Successful innovation depends on our ability to correctly anticipate customer and consumer acceptance, to obtain, protect and maintain necessary intellectual property rights, and to avoid infringing the intellectual property rights of others and failure to do so could compromise our competitive position and adversely impact our business

The Company may be unable to maintain, promote, and grow its brand through marketing and communications strategies. It may prove difficult for the Company to dramatically increase the number of customers that it serves or to establish itself as a well-known brand in the competitive food and beverage space. Additionally, the product may be in a market where customers will not have brand loyalty.

Maintaining, extending and expanding our reputation and brand image are essential to our business success. We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. Increasing attention on marketing could adversely affect our brand image. It could also lead to stricter regulations and greater scrutiny of marketing practices. Existing or increased legal or regulatory restrictions on our advertising, consumer promotions and marketing, or our response to those restrictions, could limit our efforts to maintain, extend and expand our brands. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations.

In addition, our success in maintaining, extending, and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our product sales, financial condition and results of operations could be adversely affected.

The Company will face risks as a retail-based enterprise. The Company currently has four retail locations, two in Manhattan and two in Brooklyn. The Company plans to open additional locations. Risks include as follows:

- > To successfully expand, we must open new retail locations on schedule, in appropriate locations, and in a profitable manner. We may experience delays in openings in the future or locations chosen may not live up to expectations.
- Delays or failures in opening new retail locations could hurt our ability to meet our growth objectives. There is no guarantee that we will be able to achieve our expansion goals or that new locations will be operated profitably. Further, any new locations that are opened may not obtain operating results similar to those of existing locations. The ability to expand successfully will depend on a number of factors, many of which are beyond our control. These factors include:
 - locating suitable store sites in new and existing markets;
 - obtaining acceptable working capital financing for construction of new stores and negotiating acceptable lease terms;
 - recruiting, training and retaining qualified personnel and management;
 - cost effective and timely planning, design and build-out of stores;
 - obtaining and maintaining required local, state and federal governmental approvals and permits:
 - creating customer awareness of new locations;
 - competition in the relevant markets; and
 - prevailing wage inefficiencies in certain high-wage markets.
- > The retail-based ice cream industry is intensely competitive with few barriers to entry in which many well-established companies compete on the basis of price, service, product and location.
- Potential competitors include a large and diverse group of store chains and individual retail locations that range from independent local operators to well-capitalized national and international companies. Competitors' product and/or service offerings, technologies, marketing expenditures (including expenditures for advertising and endorsements), pricing, costs of production and/or service and customer service are areas of intense competition.
- > We may not be able to find sufficient new sites to support our planned expansion in future periods.
- The success of these new retail locations will be affected by the different competitive conditions, consumer tastes and discretionary spending patterns as well as our ability to generate market awareness of our brand. We may not be successful in operating locations in new markets on a profitable basis. Our success and the success of individual locations depends on our ability to attract, motivate and retain a sufficient number of qualified employees, including managers. The inability to recruit and retain these individuals may delay the planned openings of new stores or result in high employee turnover.
- Neighborhood or economic conditions where our current or future establishments are located could decline in the future, thus resulting in potentially reduced sales in these locations. If desirable locations cannot be obtained at reasonable prices, our ability to achieve its growth strategy will be adversely affected.

We have not prepared any audited financial statements. Therefore, you have no audited financial information regarding the Company's capitalization or assets or liabilities on which to make your investment decision. If you feel the information provided is insufficient, you should not invest in the Company.

The Company and certain subsidiaries currently have a \$500,000 loan from JPMorgan Chase Bank, NA and a Company subsidiary currently has a \$49,999.99 loan from Founder K. Mohan Kumar. The Company intends that a portion of the funds from the Offering would be used to repay the loan from Mr. Kumar, even if the Company only raises the Closing Amount. The Company does not currently intend to use funds from the Offering to repay the loan from Chase (the "Chase Loan").

Under the terms of the Chase Loan, the Company is required to dedicate a portion of its cash flow from operations, and may be required to dedicate a portion of the Offering proceeds to pay principal of, and interest on, this

indebtedness. In addition, the Company cannot make any distributions to members of the Company (except tax distributions) until the indebtedness is repaid in full. The Company and certain of its subsidiaries and the Manager have also furnished guaranties in connection with the Chase Loan, and certain subsidiaries of the Company have granted security interests in certain of their assets, which may have an adverse effect on their, and the Company's, business should the borrowers be unable to repay the loan.

The Company has not yet formed a Board. The Company is a manager-managed limited liability company. The Manager is owned and controlled by substantial owners of the Company. Although the Company is not required to have a board to conduct operations, boards play a critical role in effective risk oversight. A board helps ensure that management's actions are consistent with corporate strategy, reflective of the culture of the business, and in line with the organization's risk tolerance. There is no guarantee that a board will be put in place.

Neither the Company nor the Manager has a written employment contract in place with K. Mohan Kumar, the CEO, or Sam Mason, the CICO. Employment agreements typically provide protections to the Company and the Manager in the event of an employee's or executive's departure, specifically addressing who is entitled to any intellectual property created or developed by that person in the course of their involvement with the business. As a result, if Mr. Kumar or Mr. Mason were to leave OddFellows, the Company and the Manager might not have any legal right to intellectual property created during his involvement. There is no guarantee that a written employment agreement will be entered into with Mr. Kumar or Mr. Mason. Mr. Kumar is subject to certain non-compete and non-solicit obligations set forth in the Operating Agreement (as defined below), but these expire on the twelve (12) month anniversary of him ceasing to have the right to act on behalf of the Manager regarding the Company. Although it is the intention of the Company and the Manager to amend and restate the operating agreement of the Manager to incorporate certain terms of Mr. Kumar's and Mr. Mason's relationship with the Manager, the loss of either Mr. Kumar or Mr. Mason would have a material adverse effect on the Company. See "THE OFFERING AND THE SECURITIES; Related Person Transactions."

Risks Related to the Securities

Class A Unit holders will hold minority ownership of the Company, and will not have the power to veto as a separate class any sale, merger, or change of control of the company. Such actions are subject to the approval of 85% of the percentage interest of the total issued and outstanding Class A Units and Class B Membership Units. Class A Units may comprise less than 15% of the percentage interest of the total issued and outstanding Class A Units and Class B Membership Units, especially if the Combined Offering is not fully subscribed. Even if the round is fully subscribed, the Class A Units will be approximately 19%, and may be diluted if the Company issues additional units in the future. As such, you may have no ability to affect the Company's decisions in these significant Company actions.

Subject to restrictions in the Company's Operating Agreement, the Class A Units will not be freely tradable until one year from the initial purchase date. Although the Class A Units may be tradable under federal securities law, state securities regulations may apply and each Purchaser should consult with his or her attorney. You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Class A Units. Because the Class A Units have not been registered under the 1933 Act or under the securities laws of any state or non-United States jurisdiction, the Class A Units have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the 1933 Act or other securities laws will be effected. Limitations on the transfer of the Class A Units may also adversely affect the price that you might be able to obtain for the Class A Units in a private sale. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Securities for its own account, for investment purposes and not with a view to resale or distribution thereof. In addition to restrictions imposed by securities laws, the Class A Units are subject to restrictions on transfer as set forth in the Company's second amended and restated limited liability company operating agreement, as amended from time to time (the "Operating Agreement").

A majority of the Company is owned by a small number of owners. Prior to the Offering, the Company's current owners of 20% or more beneficially own a majority of the issued and outstanding equity securities of the Company and, following the Offering, the Company's current owners of 20% or more will continue to do so. Subject to any fiduciary duties owed to our other owners or investors under New York law, these owners may be able to exercise significant influence over matters requiring owner approval, including the approval of significant Company transactions as set forth in the Operating Agreement or required by applicable law, and will have significant control over the Company's management and policies to the extent they require owner approval. In addition, these owners are also owners of the Company's Manager and, as such, may be able to exercise significant influence over matters requiring Manager approval. Some of these persons may have interests that are different from yours. For example,

these owners may support proposals and actions with which you may disagree. The concentration of ownership and control could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, these owners could use their voting influence and management control to maintain the Company's existing management, delay or prevent changes in control of the Company, or support or reject other management proposals that are subject to owner or Manager approval.

Your ownership of Class A Units may be subject to dilution. If the Company conducts subsequent offerings of Class A Units or Securities convertible into Class A Units, issues membership interests pursuant to a compensation or distribution reinvestment plan or otherwise issues additional membership interests, investors who purchase Class A Units in this Offering who do not participate in those other equity issuances will experience dilution in their percentage ownership of the Company's outstanding membership interests, subject to the terms of the Operating Agreement. Furthermore, subject to the terms of the Operating Agreement, Purchasers may experience a dilution in the value of their membership interests depending on the terms and pricing of any future issuances (including the membership interests being sold in this Offering) and the value of the Company's assets at the time of issuance.

You will be bound by an investor proxy agreement, which limits your voting rights. All Non-Major Purchasers of Class A Units will be bound by an investor proxy agreement with SI Securities, LLC. This agreement will limit your voting rights and at a later time may require you take and/or accept certain actions taken with respect to your Class A Units without your consent. Non-Major Purchasers will be bound by this agreement, unless Non-Major Purchasers holding a majority of the outstanding Class A Units held by disinterested Non-Major Purchasers vote to terminate the agreement.

The Securities will be equity interests in the Company and will not constitute indebtedness. The Securities will rank junior to all existing and future indebtedness and other non-equity claims on the Company with respect to assets available to satisfy claims on the Company, including in a liquidation of the Company. Additionally, unlike indebtedness, for which principal and interest would customarily be payable on specified due dates, there will be no specified payments of distributions with respect to the Securities and distributions are payable only if, when and as determined by the Company and depend on, among other matters, the Company's historical and projected results of operations, liquidity, cash flows, capital levels, financial condition, debt service requirements and other cash needs, financing covenants, applicable state law, federal and state regulatory prohibitions and other restrictions and any other factors the Company's manager deems relevant at the time. In addition, the terms of the Securities will not limit the amount of debt or other obligations the Company may incur in the future. Accordingly, the Company may incur substantial amounts of additional debt and other obligations that will rank senior to the Securities.

There can be no assurance that we will ever provide liquidity to Purchasers through either a sale of the Company or a registration of the Securities. There can be no assurance that any form of merger, combination, or sale of the Company will take place, or that any merger, combination, or sale would provide liquidity for Purchasers. Furthermore, we may be unable to register the Securities for resale by Purchasers for legal, commercial, regulatory, market-related or other reasons. In the event that we are unable to effect a registration, Purchasers could be unable to sell their Securities unless an exemption from registration is available.

The Company does not anticipate paying any cash distributions for the foreseeable future. The Company currently intends to retain future earnings, if any, for the foreseeable future, to repay indebtedness and to support its business. The Company does not intend in the foreseeable future to pay any distributions to holders of Class A Units and, as discussed above, cannot pay any distributions until repayment in full of the Chase Loan.

Any valuation at this stage is difficult to assess. Unlike listed companies that are valued publicly through marketdriven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

BUSINESS

Description of the Business

OddFellows is an ice cream company based in New York City that primarily sells via its retail shops as well as on a wholesale basis to restaurant establishments and distributors. The Company operates these shops through whollyowned subsidiaries.

Business Plan

The Company plans to open a factory in Brooklyn in addition to new retail locations nationwide.

The Company's Products and/or Services

Product / Service	Description	Current Market
Ice Cream, coffee, beer, and wine	Four retail locations of ice cream	Retail and wholesale
	shops in addition to wholesale and	
	CPG sales	

Competition

The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. Product quality, service, value and packaging are also important differentiating factors.

Customer Base

Our customers are individuals, restaurants, and distributors.

Intellectual Property

The Company is dependent on the following intellectual property:

- Trade secrets in connection with the manufacturing and production of OddFellows ice cream and related offerings.
- Trademarks relating to the "OddFellows" brand, including the application (serial number 87624527) before
 the United States Patent and Trademark Office for the "Oddfellows Ice Cream Co." word mark in
 International Class 30, which has been published for opposition.

Litigation

None.

USE OF PROCEEDS

We will adjust roles and tasks based on the net proceeds of the Offering. We plan to use these proceeds as described below.

Offering Expenses

The use of proceeds for expenses related to the Offering is as follows:

- If the Company raises the Target Amount (\$25,000), it will use 47.50% of the proceeds, or \$11,875, towards offering expenses;
- If the Company raises the Closing Amount (\$400,000), it will use 10.00% of the proceeds, or \$40,000, towards offering expenses; and
- If the Company raises the Maximum Amount (\$1,070,000), it will use 8.43% of the proceeds, or \$90,250, towards offering expenses

The proceeds of the Offering remaining after meeting offering expenses will be used as follows:

Use of Proceeds	% if Target Amount Raised*	% if Closing Amount Raised	% if Maximum Amount Raised**
OddFactory	31%	31%	20%
Growth Initiatives	28%	28%	18%
Operations / SG&A	15%	15%	10%
Debt Repayment to Mr.	4%	4%	3%
Kumar			
New Stores	22%	22%	49%

^{*} Assumes Closing Amount raised under Combined Offering.

The above table of the anticipated use of proceeds is not binding on the Company and is merely a description of its current intentions.

We reserve the right to change the above use of proceeds if management believes it is in the best interests of the Company.

^{**} Assumes maximum amount (\$2,000,000) raised under Combined Offering.

DIRECTORS, OFFICERS, AND MANAGERS

The directors, officers, and managers of the Company is listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years.

The Company is a "manager-managed" company, and is managed by OddFellows Management LLC (the "Manager"), a New York limited liability company which, in turn, is controlled by K. Mohan Kumar in his capacity as the Manager's sole managing member. Subject to the terms of the Operating Agreement, only Mr. Kumar has the independent authority to act on behalf of the Manager with respect to the Company and its subsidiaries. Within the Manager, individuals hold positions as follows:

Name	Positions and Offices Held at the Manager	Principal Occupation and Employment Responsibilities for the Last Three (3) Years
K. Mohan Kumar	Founder & Chief Executive Officer, and sole Managing Member	Same
Sam Mason	Founder & Chief Ice Cream Officer	Same

Indemnification

Indemnification is authorized by the Company to members, the Manager, Mr. Kumar and officers acting in their professional capacity pursuant to New York law. Indemnification includes expenses such as attorney's fees and judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances.

Employees

The Company and its subsidiaries currently has 32 employees in New York.

CAPITALIZATION AND OWNERSHIP

Capitalization

The Company has issued the following outstanding Securities:

Type of security	Amount outstanding	Voting rights	How this security may limit, dilute, or qualify the Securities issues pursuant	Percentage ownership of the Company by the holders of such securities prior	Other material terms
Class B Membership Units	3,000,000	YES	n/a	to the Offering	-Preemptive rights identical to holders of Class A Units -Voting right with respect to Company action to (a) adversely alter rights, (b) alter distribution terms under Operating Agreement, (c) undertake bona fide asset sale or merger, (d) remove Mr. Kumar under certain

		circumstances
		and appoint
		his
		replacement in
		certain
		circumstances
		and (e) appoint
		replacement
		Manager
		under certain
		circumstances
		-Tag-along
		right
		-Subject to
		drag-along
		right

Type of debt	Name of borrower(s)	Name of creditor	Amount outstanding	Interest rate and payment schedule	Amorti zation schedul e	Describe any collateral or security	Maturit y date	Other material terms
Loan	Company; OddFellows Bushwick, LLC; OddFellows Soda Fountain LLC	JPMorgan Chase Bank, NA	\$482,911.86	Variable (One Month LIBOR plus 3.0% less 0.010%) with initial rate of 3.990% per year; interest only payments for 12 months, followed by principal and interest payments of \$5,518.70 per month beginning June 12, 2018	Monthly	All inventory, chattel paper, accounts, equipment and general intangibles of OddFellows Soda Fountain LLC and OddFellows Bushwick LLC; Mr. Kumar's condominium unit; guarantees by Messers. Kumar and Mason, OddFellows East Village LLC, Union Ave Ice Cream Corp., Oddfellows Williamsburg LLC and Oddfellows Management LLC	May 12, 2027	Without Lender's consent, Borrowers may not make distribution to members (other than tax distribution), purchase or redeem any Membership Units or engage in certain material transactions
Loan	Oddfellows Dumbo LLC	K. Mohan Kumar	\$49,999.99	0%	N/A	N/A	Earlier of 7 days followin g borrowe r's receipt of certain tenant improve ment	N/A

			funds	
			anticipat	
			ed to be	
			received	
			by	
			Borrowe	
			r under	
			its store	
			lease	
			and Nov	
			5, 2019	

The Company and its subsidiaries have the following debt outstanding:

Ownership

A majority of the Company is owned by a few individuals. Those individuals are K. Mohan Kumar and Sam Mason.

Below are the beneficial owners of 20% percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power, and are listed along with the amount they own.

Name	Number and type/class of security held	Percentage Ownership prior to the Offering	Percentage ownership (on a fully diluted basis assuming the Maximum Amount is raised)
K. Mohan Kumar ¹	1,478,684 Class B Membership Units	49.29%	36.02%
Sam Mason	631,578 Class B Membership Units	21.05%	15.39%

FINANCIAL INFORMATION

Please see the financial information listed on the cover page of this Form C and attached hereto in addition to the following information. Financial statements are attached hereto as Exhibit B.

Operations

OddFellows Holding Company LLC (a New York Limited Liability Company) is a New York City based ice cream company which operates scoop shops and sells wholesale pints. The Company pasteurizes their own ice cream base—using locally sourced, hormone-free, and additive-free dairy—in their Brooklyn kitchen. While more time consuming, pasteurizing on location allows them to add more nuance and depth to their ice cream flavors. The Company has over 60,000 social media followers, four vibrant retail locations, a new factory debuting soon (subject to the raise), and a unique and diversified product offering.

The Company was formed in 2015 and is headquartered in New York City, New York.

Liquidity and Capital Resources

The proceeds from the Offering are essential to our operations. We plan to use the proceeds as set forth above under "Use of Proceeds", which is an indispensable element of our business strategy. The Offering proceeds will have a beneficial effect on our liquidity, as we have approximately \$166,000 in cash on hand as of December 31, 2018 which will be augmented by the Offering proceeds and used to execute our business strategy.

The Company currently does not have any additional outside sources of capital other than the proceeds from the Combined Offerings.

Capital Expenditures and Other Obligations

The Company intends to make material capital expenditures as set forth in the "Use of Proceeds".

¹ Mr. Kumar holds 1,400,526 Class B Membership Units individually and 78,158 Class B Membership Units through HSH TT Hotel, an entity wholly owned and controlled by him.

Trends and Uncertainties

After reviewing the above discussion of the steps the Company intends to take, potential Purchasers should consider whether achievement of each step within the estimated time frame is realistic in their judgment. Potential Purchasers should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C and should be reviewed in their entirety. The financial statements of the Company is attached hereto as Exhibit B.

Valuation

Based on the Offering price of the Securities, the pre-Offering value ascribed to the Company is \$9,000,000.

Before making an investment decision, you should carefully consider this valuation and the factors used to reach such valuation. Such valuation may not be accurate and you are encouraged to determine your own independent value of the Company prior to investing.

As discussed in "Dilution" below, the valuation will determine the amount by which the investor's stake is diluted immediately upon investment. An early-stage company typically sells its membership interests to its founders and early employees at a very low cash cost (or grants profits interests), because they are, in effect, putting their "sweat equity" into the Company. When the Company seeks cash investments from outside investors, like you, the new investors typically pay a much larger sum for their membership interests than the founders or earlier investors, which means that the cash value of your stake is immediately diluted because each unit of membership interest of the same type is worth the same amount, and you paid more for your membership interests than earlier investors did for theirs.

There are several ways to value a company. None of them is perfect and all of them involve a certain amount of guesswork. The same method can produce a different valuation if used by a different person.

Liquidation Value - The amount for which the assets of the Company can be sold, minus the liabilities owed, e.g., the assets of a bakery include the cake mixers, ingredients, baking tins, etc. The liabilities of a bakery include the cost of rent or mortgage on the bakery. However, this value does not reflect the potential value of a business, e.g. the value of the secret recipe. The value for most startups lies in their potential, as many early stage companies do not have many assets (they probably need to raise funds through a securities offering in order to purchase some equipment).

Book Value - This is based on analysis of the Company's financial statements, usually looking at the Company's balance sheet as prepared by its accountants. However, the balance sheet only looks at costs (i.e. what was paid for the asset), and does not consider whether the asset has increased in value over time. In addition, some intangible assets, such as patents, trademarks or trade names, are very valuable but are not usually represented at their market value on the balance sheet.

Earnings Approach - This is based on what the investor will pay (the present value) for what the investor expects to obtain in the future (the future return), taking into account inflation, the lost opportunity to participate in other investments, the risk of not receiving the return. However, predictions of the future are uncertain and valuation of future returns is a best guess.

Different methods of valuation produce a different answer as to what your investment is worth. Typically liquidation value and book value will produce a lower valuation than the earnings approach. However, the earnings approach is also most likely to be risky as it is based on many assumptions about the future, while the liquidation value and book value are much more conservative.

Future investors (including people seeking to acquire the Company) may value the Company differently. They may use a different valuation method, or different assumptions about the Company's business and its market. Different valuations may mean that the value assigned to your investment changes. It frequently happens that when a large institutional investor such as a venture capitalist makes an investment in a company, it values the Company at a lower price than the initial investors did. If this happens, the value of the investment will go down.

Previous Offerings of Securities

We have made the following issuances of securities within the last three years:

Previous Offering	Date of Previous Offering	Offering Exemption Relied Upon	Type of Securities Offered		Amount of Securities Sold	Use of Proceeds of the Previous Offering
Membership Units	March 2017	4(a)(2)	Class Membership	D	\$1,000,000	Capital expenditures and
			Units*			new stores

^{*}Such units have been reclassified as Class B Membership Units.

THE OFFERING AND THE SECURITIES

The Securities Offered in this Offering

The following description is a brief summary of the material terms of the Securities being offered and is qualified in its entirety by the terms contained in the Class A Membership Unit Investment Agreement (including, without limitation, the Operating Agreement attached thereto) and the investor proxy agreement (if a Non-Major Purchaser).

Our Target Amount for this Offering to investors under Regulation Crowdfunding is \$25,000.

Additionally, we have set a minimum Closing Amount of \$400,000 between our Combined Offerings under Regulation Crowdfunding and Regulation D, which we will need to meet before the Offering may close.

The minimum investment in this Offering is \$1,000. SeedInvest Auto Invest participants have a lower investment minimum in this offering of \$200. Investments of \$20,000 or greater will only be accepted through the Regulation D offering.

Securities Sold Pursuant to Regulation D

The Company is selling securities in a concurrent offering to accredited investors under Rule 506(c) under the 1933 Act at the same time as this Offering under Regulation Crowdfunding (together, the "Combined Offerings").

The Company is offering the Class A Units to accredited investors on substantially same terms as investors in the Regulation Crowdfunding Offering.

Classes of securities of the Company

Class B Membership Units

Distribution Rights

Yes, pari passu with holders of Class A Units

Voting Rights

In addition to non-waivable voting rights under applicable law, holders of Class B Membership Units are entitled to vote on Company matters as follows, subject to the terms of the Operating Agreement:

- to alter the rights, powers, or privileges of the Class B Membership Units in a manner which adversely affects the holders thereof.
- to make any distribution any Distribution upon terms and/or conditions which differ from those contained in Article IV or Article IX of the Operating Agreement (except, for the sake of clarity, pursuant to a Grant Agreement for Class C Membership Units in accordance with the terms thereof).
- voting with the holders of the Class A Units as one class, in connection with sale of all or substantially all of
 the assets of the Company and its Affiliates or a merger or consolidation, each subject to certain exceptions,
 as pre-approved by Manager. The foregoing requires a 85% supermajority approval.
- voting with the holders of the Class A Units as one class, to remove Mr. Kumar from his position as Manager Principal to act on behalf of the Manager with respect to the Company, by vote upon the occurrence of a Cause Event (as defined in the Operating Agreement) by Mr. Kumar. The foregoing requires a 75% supermajority approval.
- to appoint a replacement "Manager Principal" following Mr. Kumar's resignation or removal pursuant to the above. The foregoing requires a 75% supermajority approval and must also receive a 75% supermajority approval from the holders of Class A Units.
- voting with the holders of the Class A Units as one class, to appoint a replacement Manager in the event the Manager becomes a "covered person" subject to the disqualification provisions of Rule 506(d) and (e) of

Regulation D under the Securities Act and, thereafter, solely as a result of such occurrence (and after diligent attempts to obtain a waiver), the Company is disqualified from and unable to conduct an offering of its Interests. The foregoing requires a 75% supermajority approval.

Right to Receive Liquidation Distributions

Yes, junior to those for the Class A Units unless otherwise agreed by the holders of Class A Units

Rights and Preferences

Holders of Class B Membership Units have preemptive rights identical to holders of Class A Units pursuant to the Operating Agreement.

Holders of Class B Membership Units have tag-along rights identical to holders of Class A Units pursuant to the Operating Agreement.

Holders of Class B Membership Units are subject to the drag-along provision identical to holders of Class A Units pursuant to the Operating Agreement

Class C Membership Units

Distribution Rights

Generally no (see Liquidation Distributions below)

Voting Rights

No

Right to Receive Liquidation Distributions

Yes, junior to those for the Class A Units and Class B Membership Units and subject to threshold amount, vesting and forfeiture

Rights and Preferences

None

Class A Membership Units

Distribution Rights

Holders of Class A Units are entitled to receive distributions pari passu with holders of Class B Units, as may be determined from time to time by the Manager out of Available Cash (as defined in the Operating Agreement). The Company has never paid cash distributions and currently does not anticipate paying any cash distributions after this Offering or in the foreseeable future.

Voting Rights

In addition to non-waivable voting rights under applicable law, holders of Class A Units are entitled to vote on Company matters as follows, subject to the terms of the Operating Agreement:

- to alter the rights, powers, or privileges of the Class A Units in a manner which adversely affects the holders thereof
- to authorize or create (by reclassification or otherwise) any new class or series of capital interest having rights, powers, or privileges that are superior to or on parity with those of the Class A Units.
- to redeem or repurchase any Interests (other than (1) pursuant to the right of first refusal under the Operating Agreement; (2) pursuant to an employee, services, or consultant agreement giving the Company the right to repurchase Interests upon termination of services pursuant to the applicable agreement; or (3) as specified in the specific scenarios relating to involuntary removal under the Operating Agreement).
- to increase or decrease the number of authorized Membership Units.
- to make any distribution any Distribution upon terms and/or conditions which differ from those contained in Article IV or Article IX of the Operating Agreement (except, for the sake of clarity, pursuant to a Grant Agreement for Class C Membership Units in accordance with the terms thereof);
- voting with the holders of the Class B Membership Units as one class, in connection with sale of all or substantially all of the assets of the Company and its Affiliates or a merger or consolidation, each subject to certain exceptions, as pre-approved by Manager. The foregoing requires a 85% supermajority approval.

- to elect, upon dissolution of the Company, to receive either (1) an amount equal to their capital contributions with respect to the Class A Units less the aggregate amount of Distributions made with respect to the Class A Units prior to dissolution or (2) the amount the holders would receive if the available amounts were distributed to the Members pro rata based on their Percentage Interests.
- voting with the holders of the Class A Units as one class, to remove Mr. Kumar from his position as Manager Principal to act on behalf of the Manager with respect to the Company, by vote upon the occurrence of a Cause Event (as defined in the Operating Agreement) by Mr. Kumar. The foregoing requires a 75% supermajority approval.
- to appoint a replacement "Manager Principal" following Mr. Kumar's resignation or removal pursuant to the above. The foregoing requires a 75% supermajority approval and must also receive a 75% supermajority approval from the holders of Class B Membership Units.
- voting with the holders of the Class A Units as one class, to appoint a replacement Manager in the event the Manager becomes a "covered person" subject to the disqualification provisions of Rule 506(d) and (e) of Regulation D under the Securities Act and, thereafter, solely as a result of such occurrence (and after diligent attempts to obtain a waiver), the Company is disqualified from and unable to conduct an offering of its Interests. The foregoing requires a 75% supermajority approval.

Right to Receive Liquidation Distributions

In the event of our liquidation, dissolution, or winding up, holders of our Class A Units will be entitled to receive either (subject to the determination of the above vote of the majority of the holders of the Class A Units): (1) an amount equal to their capital contributions with respect to the Class A Units less the aggregate amount of Distributions made with respect to the Class A Units prior to dissolution or (2) the amount the holders would receive if the available amounts were distributed to the Members pro rata based on their Percentage Interests.

Rights and Preferences

Holders of Class A Units have a preemptive right pursuant to the Operating Agreement to purchase their "Pro Rata Share" of additional membership interests that the Company intends to issue, subject to certain exceptions contained in the Operating Agreement. "Pro Rata Share" means the ratio of (a) the number of Class A and/or Class B Membership Units owned by a holder, to (b) the sum of (i) the number of all issued and outstanding Membership Units of the Company (other than the Class C Membership Units), assuming exercise or conversion of all convertible securities and (ii) the number of all authorized Class C Membership Units.

If holders of membership interests comprising more than fifty percent (50%) of the Percentage Interests of the Company desire to transfer such membership interests to a third party and such transfer has been approved by the Manager, holders of Class A Membership Units have the right to participate in such transfer and sell some or all of their Class A Membership Units. The third party buyer must either consent to purchase the additional membership interests proposed to be sold on the same terms, or purchase a pro rata portion of all the membership interests proposed to be sold from all selling holders.

Holders of Class A Units are subject to a drag-along provision pursuant to the Operating Agreement, pursuant to which, and subject to certain exemptions, each holder of membership interests of the Company agrees that, in the event the Manager (and, in the event of certain assets sales or mergers as described in "Voting Rights" above, 85% of the holders of the Company's Class A Membership Units then outstanding and Class B Membership Units then outstanding, voting as one class) approve a "Drag-Along Event" (as defined below), then all holders of membership interests will vote in favor of the Drag-Along Event and if requested perform any action reasonably required to transfer their membership interests. "Drag-Along Event" means (i) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Company or its subsidiaries of all or substantially all the assets of the Company and its subsidiaries taken as a whole, (ii) a merger or consolidation in which (A) the Company is a constituent party or (B) a subsidiary of the Company is a constituent party and the Company issues membership interests pursuant to such merger or consolidation, or (iii) the holders of Membership Units representing at least fifty percent (50%) of the aggregate Percentage Interest in the Company propose to consummate, in one transaction or a series of related transactions, a sale for value of such Units to a third party purchaser, each with the prior, written consent of Manager.

All Non-Major Purchasers of Class A Units will be bound by an investor proxy agreement. This agreement will limit your voting rights and may require you to agree to certain Company actions without your consent. Non-Major Purchasers will be bound by this agreement, unless Non-Major Purchasers holding a majority of outstanding Class A Units held by disinterested Non-Major Purchasers vote to terminate the agreement.

What it means to be a minority holder

As an investor in the Company, your rights will be more limited than the rights of those holders of Membership Units in the Company who hold greater numbers of securities in the Company. In addition, as the Company is "manager-managed", you, and all holders of membership interests in the Company, have limited voting rights. Certain holders of membership interests in the Company also own and control the Manager and therefore, subject to the limitations set forth in the Operating Agreement, control the Company in regards to the actions of the Company, including additional issuances of securities, Company repurchases of securities, a sale of the Company or its significant assets, or Company transactions with related parties. Investors in this Offering will hold minority interests, potentially with rights less than those of other investors, and will have limited influence on the actions of the Company.

Dilution

The investor's stake in the Company could be diluted due to the Company issuing additional membership interests pursuant to the terms of the Operating Agreement. In other words, when the Company issues more membership interests (or additional equity interests) in accordance with the Operating Agreement, the percentage of the Company that you own will go down, even though the value of the Company may go up. You will own a smaller piece of a larger company. This increase in number of membership interests outstanding could result from an additional offering (such as an initial public offering, another crowdfunding round, a venture capital round or angel investment), the Company authorizing and employees receiving additional profits interests, or by conversion of certain instruments (e.g. convertible bonds, preferred membership interests) into membership interests.

If a company decides to issue more membership interests in accordance with the Operating Agreement, an investor could experience value dilution, with each share being worth less than before, and control dilution, with the total percentage an investor owns being less than before. There may also be earnings dilution, with a reduction in the amount earned per Membership Unit (though this typically occurs only if the company offers distributions, and most early stage companies are unlikely to offer distributions, preferring to invest any earnings into the company).

The type of dilution that hurts early-stage investors mostly occurs when a company sells more membership interests in a "down round," meaning at a lower valuation than in earlier offerings. An example of how this might occur is as follows (numbers are for illustrative purposes only):

- In June 2018 Jane invests \$20,000 for membership interests that represent 2% of a company valued at \$1 million.
- In December, the company is doing very well and sells \$5 million in membership interests to venture capitalists on a valuation (before the new investment) of \$10 million (assuming that such sale complies with the terms of the Operating Agreement). Jane now owns only 1.3% of the company but her stake is worth \$200,000.
- In June 2019 the company has run into serious problems and in order to stay afloat it raises \$1 million at a valuation of only \$2 million (the "down round") (again assuming that such sale complies with the terms of the Operating Agreement). Jane now owns only 0.89% of the company and her stake is worth only \$26,660.

This type of dilution might also happen upon conversion of convertible notes into membership interests. Typically, the terms of convertible notes issued by early-stage companies provide that in the event of another round of financing, the holders of the convertible notes get to convert their notes into equity at a "discount" to the price paid by the new investors, i.e., they get more membership interests than the new investors would for the same price. Additionally, convertible notes may have a "price cap" on the conversion price, which effectively acts as a share price ceiling. Either way, the holders of the convertible notes get more membership interests for their money than new investors. In the event that the financing is a "down round" the holders of the convertible notes will dilute existing equity holders, and even more than the new investors do, because they get more membership interests for their money.

If you are making an investment expecting to own a certain percentage of the Company or expecting each Class A Unit to hold a certain amount of value, it's important to realize how the value of those membership interests can decrease by actions taken by the Company. Dilution can make drastic changes to the value of each Class A Unit, ownership percentage, voting control, and earnings per share (if any).

Tax Matters

EACH PROSPECTIVE PURCHASER SHOULD CONSULT WITH HIS OWN TAX AND ERISA ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO THE PURCHASER OF THE PURCHASE, OWNERSHIP AND SALE OF THE PURCHASER'S SECURITIES, AS WELL AS POSSIBLE CHANGES IN THE TAX LAWS.

Transfer Agent

We have selected VStock Transfer, LLC, an SEC-registered securities transfer agent, to act as our transfer agent.

Restrictions on Transfer

Pursuant to the Operating Agreement, holders of membership interests in the Company generally cannot transfer their membership interests without the consent of the Manager and compliance with certain conditions; *provided*, holders may make certain "Permitted Transfers" without the consent of the Manager and without compliance with the right of first refusal described in the following paragraph. "Permitted Transfers" are defined as transfers to existing holders of membership interests in the Company, a spouse, parent, sibling child or grandchild of the transferring holder, a trust, the beneficiaries of which include only include the transferring holder or spouses, parents, siblings, children or grandchildren of the transferring holder, an entity which is owned and controlled exclusively by such holder, pursuant to applicable law upon the death or incapacitation of the transferring holder or to an affiliate of a holder.

Pursuant to the Operating Agreement, in the event any holder of membership interests desires to transfer any of its membership interests, other than pursuant to a Permitted Transfer, the Company has a right of first refusal to purchase any or all of such membership interests, which right the Manager may also assign, including, without limitation, to the Manager or existing holders.

In addition to restrictions on transfer set forth in the Operating Agreement, any Securities sold pursuant to Regulation CF being offered may not be transferred by any Purchaser of such Securities during the one-year holding period beginning when the Securities were issued, unless such Securities were transferred: 1) to the Company, 2) to an accredited investor, as defined by Rule 501(a) of Regulation D of the 1933 Act, as amended, 3) as part of an offering registered with the SEC or 4) to a member of the family of the Purchaser or the equivalent, to a trust controlled by the Purchaser, to a trust created for the benefit of a family member of the Purchaser or the equivalent, or in connection with the death or divorce of the Purchaser or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Remember that although you may legally be able to transfer the Securities, you may not be able to find another party willing to purchase them.

Other Material Terms

An investor in the Company may be required to forfeit all of its membership interests in the Company (for no consideration) in the event the investor 1) is convicted of, or pleads guilty or nolo contendere to, a felony, any crime involving moral turpitude or material dishonesty in direct or indirect connection to the Company or to the business of the Company or its affiliates, 2) commits or participates in any fraud, material misrepresentation, or any act of dishonesty, misconduct, or deceit involving the Company or any affiliate thereof, that causes material damage to the Company, its business, and/or its reputation, 3) knowingly causes material damage to the property, prospects, or business of the Company or an affiliate thereof or 4) fails to provide certain information or documentation, or otherwise cooperate, in connection with the Company or its affiliates' liquor licenses or is the cause of the Company or its affiliates' inability to obtain or maintain a liquor license.

Related Person Transactions

From time to time the Company may engage in transactions with related persons. Related persons are defined as any manager, director, or officer of the Company; any person who is the beneficial owner of 10 percent or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons.

The Company has conducted the following transactions with related persons:

- Pursuant to a promissory note dated November 5, 2018, Mr. Kumar (sole managing member of the Company's Manager) lent \$49,999.99 to Oddfellows Dumbo LLC, a subsidiary of the Company, which amount shall be repaid without interest by the earlier of (a) seven days following the borrower's receipt of certain funds and (b) November 5, 2019. See "CAPITALIZATION AND OWNERSHIP."
- In connection with the Chase Loan, Messrs. Kumar and Mason provided personal guarantees and Mr. Kumar provided a mortgage on his condominium unit. See "CAPITALIZATION AND OWNERSHIP."

- Pursuant to the terms of the Operating Agreement, the Company shall pay to the Manager a management fee equal to \$200,000.00 per year, subject to increase or decrease in accordance with the terms thereof. The Manager, in turn, pays this fee Messrs. Kumar and Mason as allocated by Mr. Kumar. The fee is currently allocated equally between Messrs. Kumar and Mason.
- Upon the conclusion of this Offering, the Company and/or the Manager intends to retain the services of Jason P. Morris, an existing investor of the Company, as the Company's Chief Financial Officer or similar role. In consideration of Mr. Morris's services, Mr. Morris is expected to receive a bonus payment from the Company not to exceed \$50,000.00, payable in cash and/or equity of the Company.

Conflicts of Interest

In addition to the above related party transactions, the Company has engaged in the following transactions or relationships, which may give rise to a conflict of interest with the Company, its operations and its security holders:

• An affiliate of a member of the Company holding 8.29% of the Company's Class B Membership Units is OddFellows Soda Fountain LLC and OddFellows Bushwick LLC's landlord and party to a lease with respect to the OddFellows located at 379 Suydam Street, Brooklyn, NY 11237.

OTHER INFORMATION

Bad Actor Disclosure

None.

SEEDINVEST INVESTMENT PROCESS

Making an Investment in the Company

How does investing work?

When you complete your investment on SeedInvest, your money will be transferred to an escrow account where an independent escrow agent will watch over your investment until it is accepted by the Company. Once the Company accepts your investment, and certain regulatory procedures are completed, your money will be transferred from the escrow account to the Company in exchange for your Class A Units. At that point, you will be an investor in the Company.

SeedInvest Regulation CF rules regarding the investment process:

- Investors may cancel an investment commitment until 48 hours prior to the deadline identified in the issuer's Offering materials;
- The intermediary will notify investors when the target offering amount has been met;
- The Company is making concurrent offerings under both Regulation CF and Regulation D and unless the Company raises at least the target amount under the Regulation CF Offering and the closing amount in the aggregate under one or both offerings, it will not close this Offering;
- If an issuer reaches a target offering amount and the closing amount prior to the deadline identified in its offering materials, it may close the Offering early if it provides notice about the new Offering deadline at least five business days prior to such new Offering deadline;
- If there is a material change and an investor does not reconfirm his or her investment commitment, the investor's investment commitment will be cancelled and the committed funds will be returned;
- If an issuer does not reach both the target offering amount and the closing amount prior to the deadline identified in its offering materials, no Securities will be sold in the Offering, investment commitments will be cancelled and committed funds will be returned; and
- If an investor does not cancel an investment commitment before the 48-hour period prior to the Offering deadline, the funds will be released to the issuer upon closing of the Offering and the investor will receive Securities in exchange for his or her investment.

What will I need to complete my investment?

To make an investment you will need the following information readily available:

- 1. Personal information such as your current address and phone number
- 2. Employment and employer information
- 3. Net worth and income information
- 4. Social Security Number or government-issued identification
- 5. ABA bank routing number and checking account number

What is the difference between preferred equity and a convertible note?

Preferred equity is usually issued to outside investors and carries rights and conditions that are different from that of Class B Units. For example, preferred equity may include rights that prevent or minimize the effects of dilution or grants special privileges in situations when the Company is sold.

A convertible note is a unique form of debt that converts into equity, usually in conjunction with a future financing round. The investor effectively loans money to the Company with the expectation that they will receive equity in the Company in the future at a discounted price per share when the Company raises its next round of financing. To learn more about startup investment types, check out "How to Choose a Startup Investment" in the SeedInvest Academy.

How much can I invest?

An investor is limited in the amount that he or she may invest in a Regulation Crowdfunding Offering during any 12-month period:

- If either the annual income or the net worth of the investor is less than \$107,000, the investor is limited to the greater of \$2,000 or 5% of the lesser of his or her annual income or net worth.
- If the annual income and net worth of the investor are both equal to or greater than \$107,000, the investor is limited to 10% of the lesser of his or her annual income or net worth, to a maximum of \$107,000. Separately, the Company has set a minimum investment amount.

How can I (or the Company) cancel my investment?

For Offerings made under Regulation Crowdfunding, you may cancel your investment at any time up to 48 hours before a closing occurs or an earlier date set by the Company. You will be sent a reminder notification approximately five days before the closing or set date giving you an opportunity to cancel your investment if you had not already done so. Once a closing occurs, and if you have not cancelled your investment, you will receive an email notifying you that your Securities have been issued. If you have already funded your investment, let SeedInvest know by emailing cancellations@seedinvest.com. Please include your name, the Company's name, the amount, the investment number, and the date you made your investment.

The Company can cancel your investment, in whole or in part, at any time before your investment is accepted in its sole discretion for any reason or no reason.

After My Investment

What is my ongoing relationship with the Company?

You are an investor in the Company, you do own securities after all! But more importantly, companies that have raised money via Regulation Crowdfunding must file information with the SEC and post it on their website on an annual basis. Receiving regular company updates is important to keep investors educated and informed about the progress of the Company and their investments. This annual report includes information similar to the Company's initial Form C filing and key information that a company will want to share with its investors to foster a dynamic and healthy relationship.

In certain circumstances a company may terminate its ongoing reporting requirements if:

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record:
- (4) the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the 1933 Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the Company liquidates or dissolves its business in accordance with state law.

However, regardless of whether a company has terminated its ongoing reporting requirements per SEC rules, SeedInvest works with all companies on its platform to ensure that investors are provided quarterly updates. These quarterly reports will include information such as: (i) quarterly net sales, (ii) quarterly change in cash and cash on hand, (iii) material updates on the business, (iv) fundraising updates (any plans for next round, current round status, etc.), and (v) any notable press and news.

How do I keep track of this investment?

You can return to SeedInvest at any time to view your portfolio of investment and obtain a summary statement. In addition to monthly account statements, you may also receive periodic updates from the Company about its business.

Can I get rid of my Securities after buying them?

The Securities offered in this Offering are subject to restrictions on transfer set forth in the Operating Agreement. In addition, Securities purchased through a Regulation Crowdfunding Offering are not freely transferable for one year after the date of purchase, except in the case where they are transferred:

- 1. To the Company that sold the Securities
- 2. To an accredited investor
- 3. As part of an Offering registered with the SEC (think IPO)
- 4. To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser, or in connection with the death or divorce of the purchaser

Regardless, after the one year holding period has expired, you should not plan on being able to readily transfer and/or sell your security. Currently, there is no market or liquidity for these Securities and the Company does not have any plans to list these Securities on an exchange or other secondary market. At some point the Company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a "liquidation event" occurs.

SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

/s/K. Mohan Kumar	
(Signature)	
K. Mohan Kumar	
(Name)	
Managing Member of Manager	
(Title)	

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

(Signatur		
K. Mohar	Kumar	
(Name)		
Managing	Member of Manager	

Instructions.

- 1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
- 2. The name of each person signing the form shall be typed or printed beneath the signature.

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

EXHIBIT B

Financials



OddFellows Holding Company LLC

A New York Limited Liability Company

Financial Statements (Unaudited) and Independent Accountants' Review Report

For the years ended December 31, 2016 and 2017

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INDEPENDENT ACCOUNTANTS' REVIEW REPORT



To Management of OddFellows Holding Company LLC New York City, NY

Members of: WSCPA AICPA PCPS

802 North Washington PO Box 2163 Spokane, Washington 99210-2163

P 509-624-9223 TF 1-877-264-0485 mail@fruci.com www.fruci.com We have reviewed the accompanying financial statements of OddFellows Holding Company LLC (a New York Limited Liability Company, "the Company"), which comprise the balance sheets as of December 31, 2017 and 2016, and the related statements of operations & changes in members' equity and cash flows for the years then ended and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

As disclosed in Note 6 of the financial statements, the Company relies on outside sources to fund operations, and has incurred losses. Accordingly, substantial doubt is raised about the Company's ability to continue as a going concern.

Fruci and Associates II, PLLC Spokane, WA

Fruci & Associates II, Perc

January 29, 2019

OddFellows Holding Company LLC Balance Sheet December 31, 2017 and 2016 (unaudited)

Assets	December 31, 2017		December 31, 2016	
Current Assets Cash	\$	675,762	\$	111,190
Inventory	Ψ	18,234	Ψ	19,830
Other Current Assets		42,955		14,675
Total Current Assets		736,951		145,695
Property, Plant and Equipment, net		390,136		253,159
Security Deposits		65,796		5,067
Total Other Assets		65,796		5,067
Total Assets	\$	1,192,883	\$	403,921
Liabilities				
Current liabilities				
Credit Cards	\$	5,168	\$	-
Accrued Liabilities		14,982		9,772
Auto Loan		22,438		26,957
Total Current Liabilities		42,588		36,729
Total Liabilities		42,588		36,729
Commitments & Contingencies				
Members' Equity		1,150,295		367,192
Total Liabilities and Stockholders' Equity	\$	1,192,883	\$	403,921

OddFellows Holding Company LLC Statement of Operations & Changes in Mambers' Equity For the years ended December 31, 2017 and 2016

(unaudited)

	Years ended December 31,				
	2017			2016	
Revenue Cost of goods sold	\$	1,262,429 287,532	\$	1,196,752 275,298	
Gross income		974,897		921,454	
Operating expenses					
General & Administrative Expense		285,807		247,694	
Insurance		32,646		16,868	
Advertising & Marketing		62,184		22,437	
Meals & Entertainment		25,736		15,262	
Rent Expense		110,392		112,967	
Salaries & Wages		457,818		414,132	
Management Fees		124,211		118,123	
Total Operating Expenses		1,098,794		947,483	
Net Income (Loss)	\$	(123,897)	\$	(26,029)	
Changes in Members' Equity					
Beginning Members' Equity	\$	367,192	\$	423,220	
Capital Contributions Distributions to Members		934,200 (27,200)		(29,999)	
Net Loss		(123,897)		(26,029)	
Ending Members' Equity	\$	1,150,295	\$	367,192	

OddFellows Holding Company LLC Statement of Cash Flows

For the years ended December 31, 2017 and 2016

(unaudited)

	For the years ended December 31,			
	2017		2016	
Cash flows from operating activities				
Net Income (Loss)	\$	(123,897)	\$	(26,029)
Adjustments to reconcile net loss to net cash used by operating activities	•	(,,	•	(==,===)
Depreciation		33,175		28,290
Change in assets and liabilities		,		,
Inventory		1,596		-
Other Current Assets		(28,280)		2,798
Security Deposits		(60,729)		-
Credit Cards		5,168		-
Accrued Liabilities		5,512		7,347
Net cash used in operating activities		(167,455)		12,406
Cash flows from investing activities:				
Purchase of equipment		(170,152)		(46,042)
Net cash (used) provided by financing activities		(170,152)		(46,042)
Cash flows from financing activities:				
Proceeds from loan		-		29,850
Payments on loan		(4,519)		(2,893)
Member contributions		934,200		-
Member distributions		(27,200)		(29,999)
Net cash provided by financing activities		902,481		(3,042)
Net increase in cash		564,874		(36,678)
Cash at beginning of period		111,190		147,868
Cash at end of period	\$	676,064	\$	111,190
Supplemental Cash Flow Disclosure:				
Taxes paid	\$		\$	
Interest Paid	\$	1,218	\$	933

ODDFELLOWS HOLDING COMPANY LLC NOTES TO THE FINANCIAL STATEMENTS (unaudited)

For the years ended December 31, 2017 and 2016

NOTE 1 - NATURE OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES.

Nature of Business

OddFellows Holding Company LLC (a New York Limited Liability Company) is a New York City based ice cream company which operates scoop shops and sells wholesale pints. The Company pasteurizes their own ice cream base—using locally sourced, hormone-free, and additive-free dairy—in their Brooklyn kitchen. While more time consuming, pasteurizing on location allows them to add more nuance and depth to their ice cream flavors. The Company has over 60,000 social media followers, four vibrant retail locations, a new factory debuting soon, and a unique and diversified product offering.

The Company was founded in 2015 and is headquartered in New York City, New York.

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All such adjustments are normal and recurring in nature.

Consolidation Policy

The accompanying Combined Financial Statements include the accounts of the following entities, all of which are under common control and ownership:

- OddFellows Williamsburg LLC
- OddFellows East Village LLC
- OddFellows Dumbo LLC
- OddFellows Soho LLC
- OddFellows Bushwick LLC
- OddFellows Soda Fountain LLC

All significant intercompany profits, accounts, and transactions have been eliminated in the combination.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Advertising and Marketing Costs

The Company's advertising and marketing costs are expensed as incurred. The Company recognized \$62,184 and \$22,437 in advertising and marketing costs for the years ended December 31, 2017 and 2016, respectively.

For the years ended December 31, 2017 and 2016

Risks and Uncertainties

As of December 31, 2017, the Company has not commenced full scale operations. Once the Company commences its planned full-scale operations, it will incur significant additional expenses. The Company is dependent upon additional capital resources for the commencement of its planned principal operations and is subject to significant risks and uncertainties; including failing to secure funding to operationalize the Company's plans or failing to profitably operate the business; recessions, downturns, changes in local competition or market conditions; governmental policy changes; or a host of other factors beyond the Company's control. Any of these adverse conditions could negatively impact the Company's financial position and results of operations.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated over the estimated useful lives of the related assets using the straight-line method for financial statement purposes. The Company reviews the recoverability of all long-lived assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset might not be recoverable. No impairment was considered necessary at December 31, 2017 or 2016.

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") guidance specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded instruments and listed equities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted prices of similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active).

Level 3 - Unobservable inputs for the asset or liability. Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flows or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts reported in the balance sheets approximate their fair value.

For the years ended December 31, 2017 and 2016

Income Taxes

The Company is a limited liability company treated as a partnership for federal and state income tax purposes. The Company's taxable income or loss is allocated to its members in accordance with their respective percentage ownership. Therefore, no provision or liability for income taxes has been included in the accompanying financial statements. The Company files income tax returns in the U.S. federal jurisdiction and the New York state jurisdiction, as applicable.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of 90 days or less to be cash equivalents. At December 31, 2017, the Company had no items, other than bank deposits, that would be considered cash equivalents. The Company maintains its cash in bank deposit accounts, insured up to \$250,000 by FDIC. The Company had \$675,762 and \$111,190 in cash as of December 31, 2017 and 2016, respectively.

Inventories

Inventory items are stated at the lower of cost or market and the first-in, first-out valuation method is used. If appropriate, the Company maintains a reserve for obsolete inventory. As of December 31, 2017 and 2016, no reserve for obsolescence was recorded. The inventory balance at December 31, 2017 and 2016 was \$18,234 and \$19,830, respectively and consists of raw materials.

Revenue Recognition

The Company recognizes revenue only when all of the following criteria have been met: Persuasive evidence of an arrangement exists; Delivery has occurred or services have been rendered; The fee for the arrangement is fixed or determinable; and Collectability is reasonably assured.

The Company's primary source of revenue comes from instore sales as well as wholesale to certain restaurants.

Recent Accounting Pronouncements

No recently issued accounting pronouncements are expected to have a significant impact on the Company's financial statements.

For the years ended December 31, 2017 and 2016

NOTE 2 - PROPERTY, PLANT, AND EQUIPMENT (NET)

Property and equipment are stated at cost and consist of the following:

	2017	2016
Equipment	\$ 284,288	\$ 122,329
Furniture & Fixtures	16,657	16,657
Leasehold Improvements	163,373	155,180
Automobiles	35,850	35,850
Total Property & Equipment	500,168	330,016
Accumulated Depreciation	(110,032)	(76,857)
Total Property & Equipment, net	\$ 390,136	\$ 253,159

Total depreciation expense recorded for 2017 and 2016 was \$33,175 and \$28,290, respectively.

NOTE 3 – MEMBERS' EQUITY

During the year ended December 31, 2017, there was \$934,200 in capital contributions made and \$27,200 in distributions to members.

During the year ended December 31, 2016, there were no capital contributions made and \$29,999 in distributions to members.

NOTE 4 - RELATED PARTY TRANSACTIONS

Management functions are performed by a company under common control. The Company pays a management fee based on 10% of revenue. Management fees paid in the years ended December 31, 2017 and 2016 were \$124,211 and \$118,123, respectively.

NOTE 5 - NOTES PAYABLE

During 2016, the Company purchased a delivery van for \$35,850 with a loan of \$29,850. The loan has an interest rate of 4.74% and is payable over a six year term.

During 2017, the Company entered into an equipment loan for \$500,000. The balance at December 31, 2017 was \$0, with the drawdown occurring in 2018.

For the years ended December 31, 2017 and 2016

NOTE 6 – GOING CONCERN

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business.

The Company has incurred losses from inception and has not yet started full operations, which raises substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon management's plans to raise additional capital from the issuance of debt, through a Regulation Equity Crowdfunding campaign, or additional equity financing, and its ultimate ability to commence profitable sales and positive cash flows from its product sales. There are no assurances that management will be able to raise a sufficient amount of capital on acceptable terms to the Company, and the inability to do so would require a reduction in the scope of the Company's planned development which would be detrimental to the Company's business, financial condition and operating results. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern.

NOTE 7 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through January 29, 2019, the date on which the financial statements were available to be issued, and has not identified any events that would be required for disclosure other than as listed below.

In January 2018, the Company began construction on the Bushwick factory with an estimated completion date in March 2019. This factory location will produce all ice creams for other OddFellows locations and other wholesale customers.

In November 2018, the Company borrowed \$49,999 from the CEO. The note is noninterest bearing and repayment is to be made within 7 days of the Company receiving funds from its landlord for tenant improvements for the Dumbo location, or before November 5, 2019.

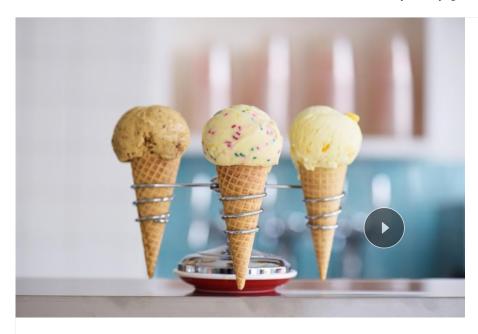
In September 2018, the Company entered into an exclusivity agreement to supply ice cream to a small chain of cafes in New York City and Los Angeles.

In October 2018, the Company received approval from the Massachusetts Gaming Commission to begin supplying ice cream to casinos in Massachusetts.

During 2018, the Company began operations in two new retail locations in Soho and Dumbo.

During 2018, the Company drew \$500,000 from the Equipment Loan to purchase equipment for new locations. The interest rate on this loan is 0.010% below the LIBOR Base Rate, and the maturity date is May 12, 2027. Repayment began in June 2018. The lender holds a lien on the equipment purchased.

EXHIBIT CPDF of SI Website



Invest in OddFellows Ice Cream Co.

Inventive ice cream brand based in New York City, with 4 retail locations

Edit Profile

1,000 \$9,000,000 Preferred Equity inimum Pre-Money valuation Security Type

INVEST

Time Left 42d: 07h: 05m

rurchased securities are not currently tradeable. Expect to hold your investment until the company lists on a national exchange or is acquired.

Odd-Fellows be Cream Co. is offering securities under both Regulation CP strough 9 Securities; (12 Securities;). 9 Securities; 3 Securities will receive cash compensation equal to 7.50% of the value of the securities sold and equity compensation equal to 5.00% of the number of securities sold. Investments made under both Regulation CP invited based on the present of the securities sold and equity compensation equal to 7.50% of the value of the securities sold and equity compensation equal to 5.00% of the number of securities sold. Investments the Regulation CP invited Securities will receive cash compensation equal to 7.50% of the value of the securities sold and equity compensation equal to 5.00% of the number of securities sold. Investments the securities will be secured as a few to secure the securities will be secured as a few to secure the securities will receive cash compensation equal to 7.50% of the value of the securities sold and equity compensation equal to 5.00% of the number of securities sold. Investments the securities will receive cash compensation equal to 7.50% of the value of the securities sold and equity compensation equal to 5.00% of the number of securities will receive cash compensation equal to 7.50% of the value of the securities sold investments and should be secured to 8.50% of the number of securities sold. Investments the securities will receive cash compensation equal to 7.50% of the number of securities sold. Investments the securities will receive cash compensation equal to 7.50% of the number of securities will receive cash compensation equal to 7.50% of the number of securities sold. Investments the securities will receive cash compensation equal to 7.50% of the number of securities will receive cash compensation equal to 7.50% of the number of securities will receive cash compensation equal to 7.50% of the number of securities will receive cash compensation equal to 7.50% of the number of securities will receive cash compensation equal to 7.50% of the number of securities wi

Company Highlights

- > \$5 million in sales since inception and over \$1.6 million in 2018 (unaudited
- Over 400 flavors authentically homemade and crafted by James Beard nominated chef, Sam Masor
 CPG pints sold at 19 New York City Whole Foods through agreement with Rainforest Distribution
- > 4 retail stores in New York City, as well as our own 5,500 square foot OddFactory in Brooklyn
- > Premier Brooklyn ice cream brand, consistently recognized as the best Ice Cream in New York City and nationally

Fundraise Highlights

- > Total Round Size: US \$2,000,000
- > Raise Description: S
- Minimum Investment: US \$1,000 per investo
- > Security Type: Preferred Equity
- > Pre-Money Valuation: US \$9,000,000
- > Target Minimum Raise Amount: US \$400,000
- > Offering Type: Side by Side Offering

 $\hbox{``His ice creams are so } f*cking good"- \hbox{Dave Chang, Momofuku, on OddFellows' head Ice Cream Chef, Sam Mason}$

Founded in 2013 from a pregnant woman's food cravings. OddFellows is a premier New York ire cream brand

Each of our ice creams are authentically homenade and crafted by James Beard nominated Chef, Sam Mason. There is something for kids and adults - sophisticated and playful at the same time. Our ice creams are based on nostalgic, old-timey American classics, as well as some truly innovative, unique combinations with global inspirations. We pride ourselves on taking our customers on a journey; whether it is back to your childhood favorite, or to your recent trip to Adia or Europe.

We operate 4 stores in New York City, each featuring a unique and critically-acclaimed take on our odd and classic ice cream flavors. Our ice cream is also sold on-the-menu in over 20 top-tier restaurants in NY and LA, and in pre-packaged pints through Whole Foods and other grocery stor

Williamsburg, Brooklyn (2013)

The Parlor is our first shop; offering 16 flavors + composed ice cream classics

2. East Village, Manhattan (2016)

3. Nolita /8/201(9¹⁸⁾ Edit your campaign

4. Dumbo, Brooklyn (2018) Product & Service

Q&A with Founder Soon (2019)







Media Mentions











BB





The New York Times

Team Story

As co-founder Mohan Kumar tells it, OddFellows Ice Cream Co. has an origin that's out of a storybook about your wife's pregnant (eclectic) food crawings

"When my will helididy was pregnant she halt three very specific cravings - (1) fried chicken, (2) coconut water, and (3) asvoy ice cream. Hone of the ice cream is was bringing home was doing it for her and I happened to be explaining this to my friend Sam [Mason] on englist a his bar. A couple days later, Sam brought over some of his homemade pretzed ice cream, and she loved it. She took down the eristic print in 1 day water) as assumed for resonance like his mention of the interval of the control of the interval of the control of the interval of the

At the time lwas booking to get out of whelf I was doing in real estate finance and do something more enterprenannial, more creative. So, a few days after devouring this print of Sam's ice cream, she asked, "Why don't you talk to Sam about opening an ice cream shop?" I said, "That's a great idea." And a approached Sam about that over a beer. His eyes got by an of he instantly usid he was in. Let's do this. That was in the write of 2011. Our trivies were born in March 2019, and we opened unif med Officially so in Cerebra Collision was considerable with a considerable was conside

Founders and Officer



Edit your campaign











Jason Morris Advisor, Investor, Interim CFO, ice cream lover

Q&A with the Founder

Q: How many employees (including founders) do you currently have? Product & Service Oddiellows Ice Cream Co.: 35 (including 2 founders, Mohan and Sam)

The Tenibs, Please detail the current stage of your product/platform development.

Odd-Fillows currently manufactures all of its ice cream out of a 300 sq ft bitchen located in its Williamsburg, Brooklyn retail shop. The Company's nearing completion of a new 5,500 sq ft production facility in Bushwick, Brooklyn in early 2019. The expansion provides Oddfellows with sufficient production capacity to supply its current retail and wholesale business, fully launch its pire!(PG and QRA with Plane-decinesses as well as for future expansion.

Edit your campaign

Term St-QE. Please outline the regulatory landscape of your market, any regulations you must comply with, and how you comply with those regulations, if applicable.

OddFellows for Cream Co.: We make ice cream truly from scratch. We are regulated as a dairy processing facility by the New York State Department of Agriculture. Not many other ice cream shops can say this. Most purchase a pre-made "base mix" and then flavor it. Whereas, we make our own from scratch, which allows for more nuanced flavors and tentures.

Investor Perks Q: Please detail your average sales cycle.

Prior Rounds

• Seasonal toward summer

Market Lands CDS will decrease seasonality as sales of pints in grocery stores do not decline as drastically in the winter months

Q: Please provide your key current customers, including name and revenue generated from each.

Data Rev@dipdictions (or Cream Co.:

The Company primarily serves retail customers.

O company from your year-year company is customers, include. Cha Cha Matcha, Rice & Gold, The SweetSkop NVC, Seamone, Massoni
O company from your primary is customers, include. Cha Cha Matcha, Rice & Gold, The SweetSkop NVC, Seamone, Massoni

In its CPG|Pint channel the Company's direct customer is Rainforest as its distributor who sells Company's product primarily to Whole Foods (all NYC locations).

FAQs

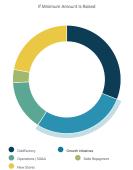
Term Sheet

Round type:	Seed
Round size:	US \$2,000,000
Minimum investment:	US\$1,000
Target Minimum:	US\$400,000
Maximum Raise Amount:	US \$2,000,000

Security Type:	Preferred Equity
Pre-money valuation:	US \$9,000,000
Liquidation preference:	1.0x

Closing conditions:	While OddFellows has set an overall target minimum of US \$400,000 for the round, OddFellows must raise at least US \$25,000 of that amount through the Regulation CF portion of their raise before being able to
	conduct a close on any investments below \$20,000. For further information please refer to OddFellows's Form C.
Regulation CF cap:	While OddFellows is offering up to US \$2,000,000 worth of securities in its Seed, only up to US \$1,070,000 of that amount may be raised through Regulation CF.
Transfer restrictions:	Securities issued through Regulation CF have a one year restriction on transfer from the date of purchase (except to certain qualified parties as specified under Section 4(a) (6) of the Securities Act of 1933),
	after which they become freely transferable. While securities issued through Regulation D are similarly considered "restricted securities" and investors must hold their securities indefinitely unless they are
	registered with the SEC and qualified by state authorities, or an exemption from such registration and qualification requirements is available.

Use of Proceeds





Investor Perks

Bump Up Card Promo. - Purchase one item at each of OddFellows' 4 locations by March 1st 2019, and receive a bump up to the next tier of perks when you invest.

First 100 investors that invest by February 22, 2019 will receive a \$20 e-gift card!

• First 50 investors (at any tier) get an OddFellows Insulated To-Go Pint Carrier.

• First five Triple Scoop or above also receive four 4-pint box sets mailed to four of your friends (anywhere in the continental United States)

Double Scoop 20 15 5,000 or more will receive Single Scoop perks, plus a gift card for \$100 that can be used at an OddFellows retail location Highlights:

- The Company of the Compa

Edit your campaign

• Triple Scoop: Investors of \$20,000 or more will receive Double Scoop perks, plus 10% off OddFellows for life

Overview

Cookies is Cream:

• Root Seer Float: Investors of \$75,000 or more will receive. Coolies N Cream peris, plus a one-on-one ice cream making session with our Chief ke Cream Officer (Sam Misson) in our new Bushwick Factory. Make an ice cream flavor of your choice, from scratch to take home, while collaborating with a James Beard nominated Chief

Banana Split: Investors of \$100,000 or more will receive Root Beer Float perks, plus a private party for up to 25 guests at our Williamsburg or Dumbo location

OSA with Founder

Hot Fudge Sundae Deluxe: Investors of \$200,000 or more will receive Root Beer Float perks, plus either (a) a private party for up to 25 guests at our Williamsburg or Dumbo location, or (b) catered ice cream party for up to 100 guests at a location of their choosing in the New York City area.

* ice Cream Dream: Investors of \$500,000 or more will receive a DIAMOND card that entitles you to free ice cream for life (limit up to 1 scoop per day, for your sake and ou

Investor Perks

It is, advised that you consult a tax professional to fully understand any potential tax implications of receiving investor perks before making an investment.

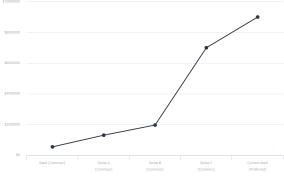
Market Landscape

Prior Rounds Data Room

A. The graph below illustrator the valuation can be the pre-money valuation of OddSellows for Cream Co. in prior rounds by year

① FAQs

☑ SeedInvest
...



This chart does not represent guarantees of future valuation growth and/or declines.

 Seed

 Round Size
 US \$60,000

 Closed Date
 Mar 1, 2013

 Security Type
 Common Equity

 Pre-money Vulsation
 US \$840,000

 Series A

 Round Size
 US \$60,000

 Closed Date
 Jan 30, 2014

 Security Type
 Cammon Equity

 Pre-money Voluntion
 US \$1,000,000

 Series B
 US \$125,000

 Round Size
 US \$125,000

 Closed Date
 Am 30,2015

 Security Type
 Common Equity

 Pre-money Valuation
 US \$1,960,000

 Series C

 Round Size
 US \$1,000,000

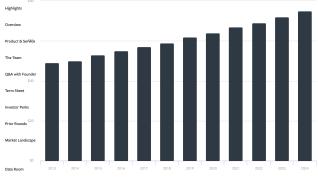
 Closed Date
 Mar 31, 2017

 Security Type
 Common Equity

 Pre-money Valuation
 US \$7,000,000

Market Landscape

Edit your campaign



@ a-----

Global Ice Cream Market (\$bn) - Source: Statista

⑦ FAQs

57 - 1

Sealmost
The global ceream market has grown steadly from \$400 nr 2012 to \$590 nr 2018 and projected to reach \$750 nr in 2014, ke cream consumers are eating (excream more impulsively and on-the-go given today's busy life style and in innovative formats (ex, a scoop in coffee, ice cream slices or an OddFellow's OddPocket), ke Cream eaters are also gravitating towards kaury, premium ice creams. With increasing health consciousness consumers now seek overwhelmingly graftlying, indulgent dessert and/or one that is experiential and uniquely different, like our Rosemany Scented Goat Milk ice cream with Concord Grapes and Walhuto!

Odd-fill-one believes our strategy positions us well as we seek to deliver a supertainter taste and hospitality operanes whether in our lor ceream retail shops, retained show them where the fill is a periment we should be a periment or the special part of the part of th

Risks and Disclosures

The Company and/or its affiliates hold one or more figures (process from the New York State Liquor Authority (the *WISLA**). In order to comply with WISLA figure fereing rules, you must warrant and represent to the Company that the following presentations are true: (0) you are not as control with a tredy allowing persons to defain a value person to defain a value perso

The Company forecasts project aggressive growth in revenue from 2018 to 2019. If it assumptions are wrong, and its projections regarding market penetration are too aggressive, its financial projections may overstate its visibility. In addition, the forward-looking statements are only predictions. The Company has based these forward-looking statements in under the projections are under the projections and the projections are too aggressive and financial trends that it believes may affect its business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements to be materially different from any future results, performance or achievements to be materially different from any future results.

The Company has engaged in Related Party Transactions in addition to a transaction that may raise a conflict of interest. See "THE OFFERING AND THE SECURITIES; Related Person Transactions & Conflicts of Interest

The Company's business model is capital intensive. The amount of capital intensive. The amount raised in the Offering is not enough to sustain the Company's and son acceptable terms or at all. If the Company is not able to raise sufficient capital in the future, it will not be able to excute its business plan, its continued operations will be in iceparaly and it may be forced to cease operations and sell or otherwise transfer all or substantially all of its remaining assets, which could cause a Purchaser to lose all or a portion of his or her investment.

The Company's expenses will significantly increase as it seeds to execute its current business model. Although the Company estimates that it has enough runway until end of year, the Company will be ramping up cash burn to promote revenue growth, increase payroll, further develop 880, and fund other Company operations after the raise. Doing so could require significant effort and expense or may not be formable.

reports a report of the product of t

The Company's success depends on experience and skill of its executive officers and the Amager's key employees. In particular, the Company is depended on it. Mohan Kumar and Sam Mason. There can be no assurance that Messrs. Kumar and Mason will continue to be employed by the Manager's key employees or any executivation. The company's success depends on executive depended on it. Mohan Kumar and Sam Mason. There can be no assurance that Messrs. Kumar and Mason will continue to be employed by the Manager's key employees or any executivation.

A shortage in the supply of key raw materials may increase our costs or adversely affect our sales and revenues. The Company obtains many of our raw material prices or adversely affect to Company's ability to manufacture our products. Price increases from a supplier would directly affect the Company's inability to obtain adequate suppliers of naw materials in a timely manner, or a material prices or and evenue.

The Company's hability to obtain adequate suppliers of naw materials in a timely manner, or a material prices or and the price of naw materials diverse effect on our business, financial condition and evenue.

Our success, in part, will depend on our ability to protect proprietary information. Failure to obtain and protect trademarks, trade names, service marks or trade secrets could adversely affect business. Our business prospects depends in part on management's ability to develop favorable consumer recognition of the trade names utilized in connection with the sale of our products. Our trademarks and trade name could be imitted in ways that management cannot present. Our trademark application described below has been published for opposition but has not yet proceeded to registration, and there is no guarantee it will proceed to registration, with the United States Patent and Trademark Office is currently in the name of the Manager, abhough the Manager has assigned the application to the Company and both parties are in the process of fingle the assignment.

In addition, relance on trade secrets, projectary know-how, concepts and recipies warrant methods of protecting this information which may not be adequate, making others to independently develop similar know-how or obtain access to our trade secrets, know-how, concepts and recipies. We do not currently have an employee handbook or confidentially, non-disclosure or work for hire agreements with our employees, which may find our ability to protect our proprietary information. Moreover, we may be calaims of misappropriation or infringement of third parties' rights that could interfer ewith our use of their proprietary know-how, concepts, recipies or trade secrets. Defending these claims can be costly and, if unsuccessful, can prevent the Company from continuing to use our proprietary information in the future, and may result in a judgment or monetary diagnosa against us. if competitors independently develop or otherwise obtains access to our know-how, concepts, recipies or trade secrets. Defending these claims can be costly and, if unsuccessful, can prevent the Company from continuing to use our proprietary know have an employee handbook or confidentially, non-discourse or work for hire agreements with our employees.

Our insurance policies may not provide adequate levels of coverage against all claims. We maintain insurance coverage that is customary for businesses of our size and type. However, there are types of losses that may be incurred by the Company that cannot be insured against or that may not be commercially resonable to insure. These losses, if they occur, may have a material and adverse effect on our business

We may incur material losses and costs as a result of future product fiability claims that may be brought against us. As a producer and marketer of consumer products, we may be subjected to various product liability claims. There can be no assurance that our product fiability insurance will be adequate to cover any loss or exposure for product liability, or that such insurance will continue to be available on terms acceptable to management. Any product liability claim not fully covered by insurance, as well as any adverse publicity from a product recall, could have a material adverse effect on our financial condition or results of operations.

We are subject to numerous governmental regulations and failure to comply with those regulations could result in fines or penaltice being imposed. On industry is lightly regulated. The manufacturing, libeling and advertising for our products are often regulated by serious federal, state and local agencies as well as those of each foreign courtry, if any, to which we choose to distribute. These governmental authorisis may common regulatory or legal represeding, which could result in the finance.

The Company may not be able to compete successfully in our highly competitive industry. The market for our products and services is large and intensely competitive. Competitive factors include product quality and uniqueness, brand awareness among consumers, access to supermarket and other retail shelf space, price, subertising, promotion, variety in the select market, nutritional content, product packaging and

The ice cream industry is dominated by numerous large companies which have substantially greater financial and other resources than our Company (including more employees and more entensive facilities), and offer products or services similar to our products. In addition, many competitors offer a wider range of products or services than that to be offered by the Company. There can be no assurance of our ability to compete successfully.

Our business may be subject to seasonal fluctuations. Historically, our sales are higher in the warmer months of each year. As a result, quarterly and annual operating results and sales may fluctuate significantly as a result of seasonality and the factors discussed above. Accordingly, results for any one fiscal quarter are not necessarily indicative of results to be expected for any other quarter or for any year and comparable sales for any particular future period may decrease. Operating results may also fall below the expectations of management and investors.

We must correctly predict, identify, and interpret changes in consumer preferences and demand, offer new products to meet those changes, and respond to competitive innovation. Consumer preferences for our products change continually. Our success depends on our ability to predict, identify, and interpret the tastes and habits of consumers and to offer products that appeal to consumer preferences. If we do not accurately predict which shifts in consumer preferences will be long-term, or if we fail to introduce new and improved products to satisfy those preferences, our sales could decline. In addition, because of our varied customer-base, we must offer an array of products that satisfy the broad spectrum of consumer preferences. If we do not accurately predict under those was predicted understanding and more profused understanding and more profused customer base, we must offer an array of products that satisfy the broad spectrum of consumer preferences. If we fail to expand our product categories, or if we do not rapidly develop products in faster growing and more profused customers base, we must offer an array of products could decrease, which could materially and adversely affect our product categories, or if we do not rapidly develop products in faster growing and more profused categories, demand for our products could decrease, which could materially and adversely affect our product categories, or if we do not rapidly develop products in faster growing and more profused categories, demand for our products could decrease, which could materially and adversely affect our product categories, or if we do not rapidly develop products in faster growing and more profused categories, demand for our products could decrease, which could materially and adversely affect our product categories, or if we do not rapidly develop products in faster growing and more profused categories, demand for our products could decrease.

In addition, eathering growth depends on our successful development, introduction, and marketing of innovative new products and line extensions. Successful innovation depends on our ability to correctly anticipate customer and consumer acceptance, to obtain, protect and maintain necessary intellectual property right, and to avoid infringing the intellectual property right and to avoid infringing the intellectual proper

The Company may be unable to maintain, promote, and grow its band through marketing and communications strategies. It may prove difficult for the Company to dramatically increase the number of customers that it serves or to establish itself as a well-known brand in the competitive food and beverage space. Additionally, the product may be in a market where customers will not have brand loyalty.

Maintaining, extending and expanding our reputation and brand image are essential to our business success. We seek to maintain, extend, and expand our brand image through marketing investments, including advertising and consumer promotions, and product invosation. Increasing attention on marketing could adversely affect our brand image, it could also lead to stricter regulations and greater scruting of marketing protections. Existing or increased legisl or regulation; per legisl action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand from un products, enter our brands into insurance for our flowers or increased legisl or regulation; or legisl action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand from un products, enter or in the greation is uniformated for our flowers or in the greation of the productory or legisl action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, exert or international control or or internation or internati

In addition, our success in maintaining, extending, and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our products sales, financial condition and results of operations could be adversely affected.

The Company will face risks as a retail-based enterprise. The Company currently has four retail locations, two in Manhattan and two in Brooklyn. The Company plans to open additional locations. Risks include as follow

To successfully expand, we must open new retail locations on schedule, in appropriate locations, and in a profitable manner. We may experience delays in openings in the future or locations chosen may not live up to expectations.

- Debg or, Fallures in opening new retail locations could but rour ability to meet our growth objectives. There is no guarantee that we will be able to achieve our expansion goals or that new incations will be operated profitably. Further, any new locations that are opened may not obtain operating results similar to those of existing locations. The ability to expand successfully will depend on a number of factors, many of which are beginned one control. These factors include:

locating suitable store sites in new and existing markets;

♦ obtaining acceptable working capital financing for construction of new stores and negotiating acceptable lease terms;

• recruiting, training and retaining qualified personnel and managemen

obtaining advantage required local, state and federal governmental approvals and permits; 278/2019 • creating customer awareness of new locations;

Edit your campaign

Product & Service

◆ prevailing wage inefficiencies in certain high-wage markets.

The Team

The retail-based ice cream industry is intensely competitive with few barriers to entry in which many well-established companies compete on the basis of price, service, product an

Q&A with Founder - Potential competitors include a large and diverse group of store chains and individual retail locations that range from independent local operators to well-capitalized national and interest of the competition of the compet areas of intense competition.
Term Sheet

— We may not be able to find sufficient new sites to support our planned expansion in future periods Investor Perks

id ber of qualified employees, including managers. The inability to recruit and retain these individuals may delay the planned openings of new stores or result in high employee turnover

rhood or economic conditions where our current or future establishments are located could decline in the future, thus resulting in potentially reduced sales in these locations. If desirable locations cannot be obtained at reasonable prices, our ability to achieve its growth strategy will be adversely affected

We have not prepared any audited financial statements. Therefore, you have no audited financial information regarding the Company's capitalization or assets or liabilities on which to make your investment decision. If you feel the information provided is insufficient, you should not invest in the Company.

Data Navoy and certain subsidiaries currently have a \$500,000 loan from J Phlorgan Chase Bank, IAA and a Company subsidiary currently has a \$49,999.99 loan from Founder K. Mohan Kumar. The Company intends that a portion of the funds from the Offering would be used to repay the loan from Mr. Kumar, even if the Company only raises the Closing Amount. The Company does not currently intend to use

- Under the terms of the Chase Loan, the Company is required to dedicate a portion of its cash flow from operations, and may be required to dedicate a portion of the Offering proceeds to pay principal of, and interest on, this in FAQuabsidiaries and the Manager have also furnished guaranties in connection with the Chase Loan, and certain subsidiaries of the Company have granted security interests in certain of their assets, which may have an adverse effect on their, and the Company's, business should the borrowers be unable to repay the loan

Neither the Company nor the Manager has a written employment contract in place with K. Mohan Kumar, the CEQ, or Sam Mason, the CICO. Employment agreements typically provide protections to the Company and the Manager in the event of an employee's or executive's departure, specifically addressing who is entitled to any intellectual property created or developed by that person in the course of their Agreement (as defined below). But these expire on the two level (27) month anniversary of him. Scange (18) the Carpary and the Manager to amend and relate the operating agreement of the Manager to a second and related t

General Risks and Disclosures

ed to both this offering type and the company which can be found in this company profile and the do

Your shares are not easily transferable. You should not plan on being able to readily transfer and/or resell your security. Currently there is no market or liquidity for these shares and the company does not have any plans to list these shares on an enchange or other secondary market. As some point the company may choose to do so, but until then you should plan to held your investment for a significant period of time "occurs. A "liquidation event" is when the company either lists their shares on an exchange, is acquired, or goes bankrupt

publicly listed company, in contrast, is required to file annual and quarterly reports and promptly disclose certain events through continuing disclosure that you can use to evaluate the status of your investment

Possibility of fraud. In light of the relative ease with which early-stage companies can raise funds, it may be the case that certain opportunities turn out to be money-losing fraudulent schemes. As with other investments, there is no guarantee that investments will be immune from fraud.

mal guidance. Many successful companies partially attribute their early success to the guidance of professional early-stage investors (e.g., angel investors and venture capital firms). These investors often negotiate for seats on the company's board of directors and play an important role through their resources, contacts and experience in assisting early-stage companies in executing on their but plans. An early-stage company may not have the benefit of such professional investors

s of SI Securities, LLC are affiliated with SI Advisors, LLC ("SI Advisors"). SI Advisors is an exempt investment advisor that acts as the General Partner of SI Selections Fund I, L.P. ("SI Selec

Data Room

NAME	туре
> □ Pitch Deck and Overview (1 file)	Folder

Join the Conversation

ance purposes, founders conducting Reg CF offerings are

Frequently Asked Questions

About Side by Side Offerings

What is Side by Side? offering refers to a deal that is raising capital under two offering types. This Side by Side offering is raising under Regulation CF and Rule 506(c) of Regulation D.

What is a Form C?

water as a round L?

The Form C is a document the company must file with the Securities and Eachange Commission ("SEC") which includes basic information about the company and its offering and its a condition to making a Ring CF offering analish to mineston. It is important to roce that the SEC does not review the Form C, and therefore in not recommending and/or a priving any of the securities being offered.

Before making any investment decision, it is highly incommended that proceeds in extension review for Form C field with the SEC (Circledate) in accompany profile jabler making any investment decision. It ships draw jor priving any investment decision.

What is Rule 506(c) under Regulation D?

Rule 506(c) under Regulation D is a type of offering accredited investor prior to closing and accepting funds. To learn more about Rule 506 (c) under Regulation D and other offering types check out our blog and accepting

Title III of the XOBS Act outlines Rig CF, a type of effering allowing private companies to raise up to \$1 million from all Americans. Prior capital raising options limited private companies to raising money only accredated intention, bitatically the wealthirst — "Ne of Americans. Like a Edicitativat companies, they of Selection companies to raise funds on online from their early adopted as 40 decreases."

Memorican Feeder data as a best for a care, furthering received private private byte. All to their more about Reg CF and their directions (the lotted private private byte.) as a best of a care (million of their direction) private to receive accordance and their companies to receive and their directions and their directions are considered as a feeder of their gives determined and their directions are considered as a feeder of their gives determined as a feeder of their gives determined and their gives are considered as a feeder of their gives determined as a feeder of their gives determined and their gives are considered as a feeder of their gives determined as a feeder of their

Making an Investment in OddFellows Ice Cream Co.

When you copy of them con Seedinest, your money will be transferred to an ecrow account where an independent ecrow agent will watch over your investment until it is accepted by OddFellows to the Negative of the Common Co. accepts your investment, and certain regulatory procedures are completed, your money will be transferred from the ecrow account to OddFellows to Cream Co. in exchange for your securities. At that point, you will be a proud owner in OddFellows to Cream Co. in

Overview, What will I need to complete my investment?

To make an investment, you will need the following information readily available:

Product & Serffeeonal information such as your current address and phone number

2. Employment and employer information

The Team 3. Net worth and income information

Social Security Number or passport

Q&A with Founder ABA bank routing number and checking account number (typically found on a personal check or bank statement)

If you are investing under Rule 506(c) of Regulation D, your status as an Accredited Investor will also need to be verified and you will be asked to provide documentation supporting your income, net worth, Term Sheet.

Term Sh

Investor Perks

After My Investment

What is my ongoing relationship with the issuer?

Data RooMan are partial owner of the company, you do own securities after all that more importantly, companies which have raised money via Regulation CF must file information with the SEC and post it on their websites on an annual tables. Receiving regular company update is important to keep sharholders educated and informed about the progress of the company and their investment. This annual report includes information similar to a company's intill Reg.CF files and key information that a company will want to share with its investors to foster a dynamic and healthy relationship.

Or competents, commanders as company my perimines its conjugar profraing requirement aff.

1. The company becomes a fully reporting registrant with the SEC.

TAQS 2. The company has filed at least one annual report, but has no more than 300 shareholders of record

3. The company has filed at least three annual reports, and has no more than \$10 million in assets

SeedInjest he company or another party purchases or repurchases all the securities sold in reliance on Section 4(a) (6)

5. The company ceases to do business

Newewer, regarded on whether a company has terminated its organity reporting requirement per SEC rules, Seedinvest works with all companies on its platform to ensure that investors are provided or updates. These quarterly reports will include information such as: (i) quarterly rests (ii) quarterly design cash and cash on hand, (iii) material updates on the business, (iv) fundrating updates for next rund, current road status, etc.), oil you provided present and news.

Other General Questions

What is this page aboust?
This is Odd-Fellows (ac Cream Ca. 's fundraising profile page, where you can find information that may be helpful for you to make an investment decision in their company. The information on this page includes the company purents and the best of thinking that includes an offering under Regulation CT, you may also find a copy of the Odd-Fellows (ac Cream Ca. 's Form C. The Form C includes important details about Odd-Fellows (ac Cream Ca. 's Fundaise that you should review before investing.)

- Edit y not the livest that he or the may invest in a Reg CF offering during any 12-month period.

 If either the annual income or the net worth of the investor is less than \$100,000, the investor is limited to the greater of \$2,000 or 5% of the lesser of his or her annual income or net worth. feither the annual income or the net worth to use the annual income and net worth of the investor are both greater than \$100,000, the investor is limited to 10% of the lesser of his or her annual income or net worth, to a maximum of \$100,000.

Currently then is no make to injustify for those sourthers. Biglit now OddFellows ker Cream Co. does not plan to list these sourties on a national exchange or another secondary market. At some point OddFellows ker Cream Co. does not plan to list these sourties on a national exchange or another secondary market. At some point OddFellow ker Cream Co. may choose to do so, but write they sup should plan to help your investment for a significant period of time before a "liquidation event" currup. A "liquidation event" is when OddFellow ker Cream Co. after his first recurrities on a national exchange a required on good be balanger.

How do I keep track of this investment?

You can return to Seediment at any time to view your portfolio of investments and obtain a summary statement. If invested under Regulation CF you may also receive periodic updates from the company about the business, in addition to monthly account statements.

may go to your portfolio page

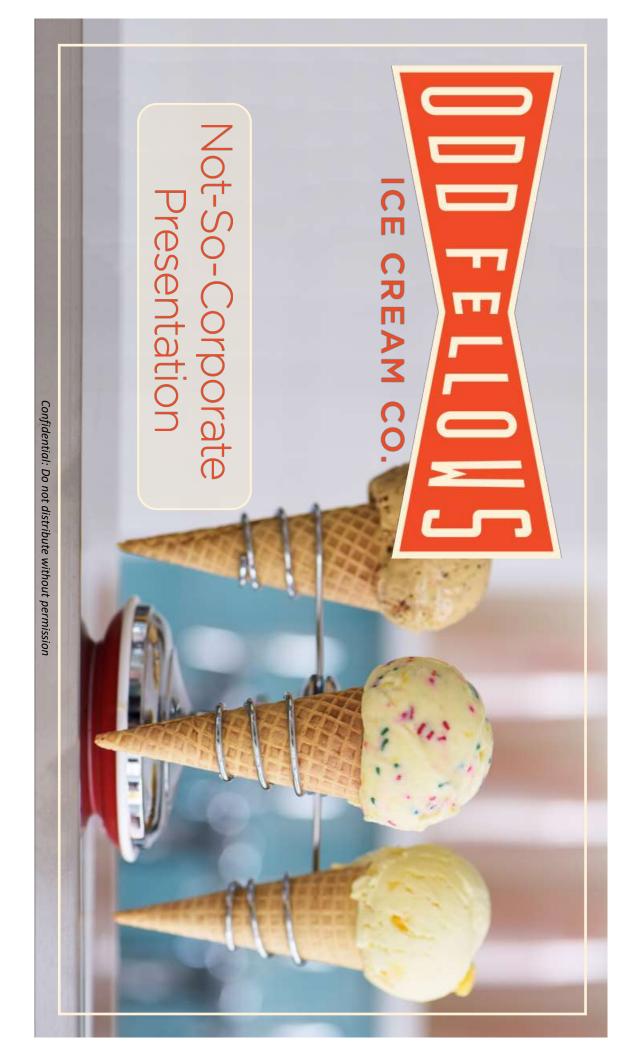
What If I change my mind about investing?

If you in next under any other officing you, you may canced your investment at any time, for any reason until a closing occurs. You will receive an email when the closing occurs and your securities have been issued.

If you have already hardly on the restaures and your funds are in ecrows, your funds will be promptly refunded to you upon carcellation. To careet your investment, please get to your <u>portfulor</u> page.

EXHIBIT D

Investor Deck



statements to conform them to actual results and is under no duty to update any such completeness of forward-looking statements, activity, performance, or achievements, all of available and are subject to risks and responsibility for the accuracy and cautioned not to place undue reliance on these actual results to differ materially. Investors are uncertainties that could cause the company's company, its business plan and strategy, and its may contain forward-looking statements and assistance of SI Securities, and not subject to prepared solely by OddFellows without the nor any other person or entity assumes which cannot be made. Moreover, no person represent guarantees of future results, levels of for illustrative purposes and they do not management's current views with respect to industry. These statements reflect FINRA Rule 2210. In addition, this presentation forward-looking statements as they are meant future events based information currently information relating to, among other things, the This presentation contains offering materials





"WILDLY INVENTIVE"

THE NEW YORK TIMES

shops, oddfellows pushes hardest against the conventions of frozen treats." "Among all of New York's Great Ice cream

NEW YORK MAGAZINE

"Famously oddball" VANITY FAIR











"Mad ice cream

SCIENTISTS" ZAGAT























Classics" MARTHA STEWART WEDDINGS "This is the place to go for both quirky flavors and creative takes on

"Always inventive"

VOGUE

"Oddfellows' ice creams are so t*cking good"

DAVE CHANG, MOMOFUKU

The following individuals were not compensated in exchange for their testimonials. In addition, their testimonials should not be construed as and/or considered investment advice

The OddFellows



Sam Mason

(Co-Founder, Chief Ice Cream Officer)

- "Ice Cream Wizard" in OddFellows kitchen
- Rising Star James Beard Award nominee, StarChefs
- Chef for 20+ years in some of the of the best himself. acclaimed wd-50; often named as one including as Pastry Chef at Dufresne's world's most acclaimed restaurants,
- Since opening, Sam has worked accolades along the way. the market, garnering loads of tirelessly to create the best product in



Mohan Kumar

(Co-Founder, CEO)

- Business and strategic mind behind OddFellows growth since inception
- Overseen and led selection and build-out of retail stores and Bushwick factory
- Responsible for social media and branding
- Prior to forming OddFellows, Mohan portfolio for EuroHypo AG for over 10 years managed a \$200m+ real estate finance





































Odd? Awesome? Both.

Relentless innovation



Chef-driven







"FLAVORS CHANGE OFTEN — DON'T BE MAD"



Booze x Ice cream = Good

Something for **everyone**

ADULTS & KIDS;

Over 400 flavors made in 5 years





400 + Flavors in 5 Years

Matcha Rocky Road	Irish Coffee	Scotch	Baileys	Peanut Butter Smoresannelles Cheese	Toasted Sesame Nutella	Olive Oil Blackberry	Cookies N Cream	Pretzel	Spiced Pumpkin Pie	Avocado	Mocha Coffee Crunch	Prosciutto Mellon	Cedar Creamsicle	Buttermilk Spiced Apple	Yogurt Honey Hibiscus	S'mores	White Chocolate, Black Pepper & Strawberry	Tobacco, Smoked Chill & Huckleberry	Buttermilk Biscuit	Peach Melba	Neapolitan	Tequila Pineapple	Caramel Caraway
Battenkill Sweet Cream	Sprinkles	Strawberry & Cream	Chocolate Chunk	Tahitian Vanilla	Buttermilk Honey Blueberry	Maple Bacon Pecan	Chorizo Caramel Swirl	Ants On A Log	Spicy Honey	Banana Puddin	Caramel Crisp	Toasted Coconut	Coconut Matcha	Matcha Passionfruit	Strawberry Jam	Apple Cider	Ginger Honey Turmeric	Yuzu Pineapple Green Peppercorn	Grapefruit Juniper	White Peach	Vegan Strawberry Shortcake	Vegan Chocolate Chunk	Vegan Matcha
Toasted Almond Coffee Bean	Oatmeal Cookie Dough	Ginger Caramelized Banana & Walnut	Manchego Pineapple & Thyme	Juniper	Gin N Berries	Rose Raspberry	Caramel Popcorn	Pink Lemonade	Peeps Massacre	Toast	Biscults & Jam	Miso Peanut Butter	Salted Coconut	5 Spice	Campari	Negroni	Peanut Butter & Jelly	Sesame, Kumquat, Pumpernickel	Miso Cherry	Coffee Crunch	Purple Rice	Cornbread	Burnt Caramel
Black Chocolate Stout	Saffron Cardamom	Mint Cookie Chip	Grapefruit Jalapeno	Tangerine	Raspberry Pink Peppercorn	Tres Leches	Concord Grape	Lemon Basil	Red Bean Jam	Saffron Passionfruit Apricot	Genmaicha	Thai Iced Cream	Foie Gras	Milk Chocolate Hazelnut	Coconut, Cream Cheese & Carrot Cake	Malt, Chocolate Covered Pretzel & Peanut Butter	Mint Chocolate Crunch	Chamomile & Peach	Beet Goat Cheese & Candled Pistachio	Coconut Duice De Leche	Honey Lavender Strawberry	Burnt Marshmallow	Extra Virgin Olive Oil
Milk Chocolate Caramel	Peanut Butter & Chocolate Covered Pretzel	Creme Brûlée	Lemon, Honey & Ginger	English Toffee	Raspberry	Chinese Duck	Popcorn	Gingerbread	Chocolate Candy Cane	Baked Apple	Earl Grey	Pumpkin Brown Butter Cake	Gianduja	Rum Raisin	Sencha & Bergamot	Pumpkin Cheesecake	Pecan Pie	Brown Butter Sage	Rocky Road	Brown Butter	Lemon Meringue Pie	Rainbow Sherbet	Local 2 Ale
Chocolate Banana Gingerbread	Toasted Coconut Milk Chocolate	Cinnamon Raisin Toast	Absinthe Chocolate Chip	Red Velvet Cream Cheese	Black Pepper Fig	Black Pepper Strawberry	Malt Maltake Peanut	Vanilla Quince	Red Cedar Vanilla	Triple Chocolate	Caramel Apple	Iced Milk & Cookies	Caramitzed Apple, Ginger, & Salted Walnut	Matcha Crunch	Milk Chocolate Pb & Pretzel	Caramel Chocolate Toffee	Crmiz'd White Chocolate & Toasted Almond	Cream Cheese & Carrot Cake	Black Pepper	Scallion	Caramelized Onion	Banana Puddin'	Edamame
Coffee Bacon	Black Forest Cake	Guinness	Chocotorta	Freisling	Rosé	Spiced Pear	Peppered Cherry	Butternut Squash	Pina Colada	Horchata	Orange Sorbet	Cinnamon Blackberry	Blueberry Ginger	Watermelon	Passionfruit Basil	Lime Tarragon	Blood Orange Cinnamon	Chocolate Sorbet	Coconut Sorbet	Strawberry Lavender	Lychee Cilantro	Mango	Lychee

ODD FELLOWS

Flavor Highlights

PEANUT BUTTER

Yes, we were one of the first to ever make this flavor and like many of our others, it has been copied by other shops. But nobody does it the way we do. We freeze concord grape jelly with liquid nitrogen, shatter it into little bits and then add it into our rich peanut butter base. It's science and taste all in one.



CORNBREAD

We believe that we are one of the only shops doing long flavor infusions, which is the only way to extract real flavor from cornbread. And the only way to do that legally is with Department of Agriculture oversight and a pasteurizer. This flavor is consistently a crowd pleaser, especially with anyone from the South.



CHORIZO CARAMEL SWIRL

chorizo caramel that is swirled sound strange, but it's very of the Top Dishes in NYC by with maple bacon pecan and Williamsburg (2013) along On our opening menu in the technique to make a creams, one must appreciate caramel swirl was named one if you're not into meat ice interesting and delicious. Even the "odd" ice cream shop with into chorizo ice cream. *Time Out New York*. It might (gasp!) meat flavors! Chorizo firmly established ourselves as



Flavor Highlights

SPRINKLES

One of our most popular flavors and it all started as a joke. The day before opening our Williamsburg shop, Sam was looking at our menu which consisted of some pretty odd flavors, and thought— "Sh@#, I need something on here kids will love"... And, Sprinkles was born the night before opening day. It's a crowd favorite among kids of course, but adults love it just as much. It highlights our excellent sweet cream base, but with the added texture and fun of rainbow sprinkles. What's not to love? Purists and basic folks all agree, it's essentially the perfect ice cream.





VANILLA BEAN

All ice cream shops should be judged on their vanilla. Period. And we believe ours is second to none: deep, floral and nutty in flavor. People who have only had McDonalds "vanilla" find it strange. But in truth, ours is *real vanilla*. We use only the most flavorful vanilla beans from Tahiti and Madagascar and you can see the specks inside.

CLONTARF & DEAD RABBIT IRISH COFFEE

at 30% ABV, or it does not taste good. may claim they do this, but they are not enough for 2 weeks worth of servings... snowing and we thought we had made cream was an easy decision. We having a real cocktail. Other companies desserts over 30% alcohol, all while proprietary technique to make the creams and boozy pops. We have a Now we are known for boozy ice WRONG. We sold out in two days. Patrick's Day in 2017. It was March and launched an Irish whiskey trio for St world to make an Irish whiskey ice whiskey brand and the best bar in the love. And collaborating with a great Booze and ice cream are things we remaining delicious. It's actually like



Uniquely Odd Collaborations

Fashion, booze, music labels and more...











We collaborated with Sweet Chick, the popular NYC restaurant owned by Nas. We created a chicken and waffles sundae that consisted of Buttermilk Apple ice cream, on top of waffles and covered with fried chicken crisps, and brown butterscotch.

was such a huge hit that it will

now be part of our initial CPG

launch (in collaboration with LCD).

Soundsystem and Sony Music to create a special flavor for bands

We collaborated with LCD

American Dream album release.

The flavor (Peanut Butter S'mores)

Baileys asked us to create a soft serve sundae for them and the result was the OddFellows x Baileys "Everyday Sundae" made with Baileys and coffee soft serve, topped with coffee soil, chocolate wafers, and Baileys caramel.



Brands We Have Worked With

We have collaborated on flavors or done events with these brands

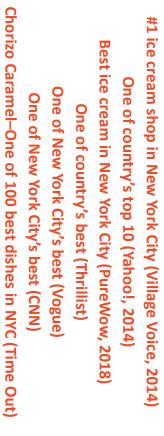




Press & Buzz











Sam, Mohan and Holiday create



Williamsburg

1st Scoop Shop (and current production facility)

Shop

ten best shops in Named best ice named one of cream NYC by Village Voice,

USA by **Yahoo**

and Thrillist

2014

East Village 2nd Scoop distribution to Whole Foods Williamsburg Began pint

Distribution

Rainforest* deal with signed

equipment tinancing

Whole Foods

OddFellows for two additiona **NYC** stores picks up

\$1,000,000 Raised

equity and \$500,000



4th Scoop Shop



retail shops and

Dark.

<u>all</u> 19 NYC Whole Foods OddFellows to Whole Foods rolls out

2019

Nolita

Cream concept) 3rd Scoop Shop (Coffee &

> **Bushwick factory** open 5,500 sq ft

E-Commerce, new Full CPG launch Vegan flavors, packaging, with new



\$1.7MM 2018 Revenue

4 Scoop shops + 1 Factory

400+ Flavors

46k Instagram tollowers

*Rainforest is a premier distributor of frozen goods to NYC, Northeast and MidAtlantic

and does not represent guarantees of future results, levels of activity, performance, or achievements. currently available and is subject to risks and uncertainties. This slide is meant for illustrative purposes This slide reflects management's current views with respect to future events based on information



OddFellows Today

RETAIL SHOPS

- Williamsburg Nolita
- East Village Dumbo



2018 Revenue: \$1,290,000^(a)

+50% vs. 2017

Note: 2018 unaudited estimates.

- carnival in 2017. (a) Includes offsite events as invoiced.
 (b) Represents revenues as invoiced; YoY growth excludes OddFellows

RESTAURANT WHOLESALE

50+ restaurants in NYC



2018 Revenue: \$320,000^(b)

+7% vs. 2017



CPG / PINTS

- 55 outlets in NYC area, including all Whole Foods
- Northeast / Mid-Atlantic distribution deal in place







Retail Shops



WILLIAMSBURG

The Parlor

Opened in June 2013

current production facility Original OddFellows shop and

Largest shop

Adult and kid parties



2018 Revenue: \$520K*

* Includes offsite events. Note: 2018 unaudited estimates



EAST VILLAGE

The Sandwich Shop

Opened in May 2014

One of a kind "OddPockets" (warm ice cream sandwiches)

Smallest shop

To be rebranded as Vegan only shop with vegan launch



2018 Revenue: \$200K



NOLITA

Coffee & Cream

Opened April 2018

concoctions Full top tier coffee program with inventive ice cream + coffee

St and Mott St. A+ location on corner of Houston

Great visibility, open layout, and full billboard outside.



2018 Revenue: \$520K



DUMBO

Beer & Wine

First ice cream shop with Just opened October 2018

beer and wine license heavily tourist area. High visibility location in

Bright design with open layout.

(2.5 months only) 2018 Revenue: \$40K



Restaurant Wholesale

Untapped potential with brand/marketing benefits

Key Highlights

- Top tier establishment focus
- Significant growth potential
- Only true premium ice cream supplier with unique taste and
- Limited competition II Laboratorio Del Gelato only large competitor
- Enhances Oddfellows brand (on menu branding at most locations)
- High margin with growth potential

Selected Clients

















"I think OddFellows is doing some of the most inventive and What better way to send somebody off with some of the technically sound ice cream in the city, if not the country.

best ice cream in New York City?"

-CELEBRITY CHEF DALE TALDE FOOD & WINE MAGAZINE

does it represent guarantees of future results, levels of activity, performance, or achievements This slide represents management opinion and is meant for illustrative purposes. It does not represent the scope of competition in the marketplace, nor



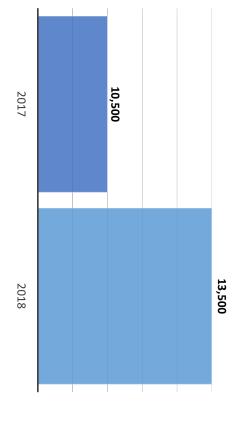
CPG (Consumer Packaged Goods; i.e. Pints)

Most inventive and rock n' roll brand in the market

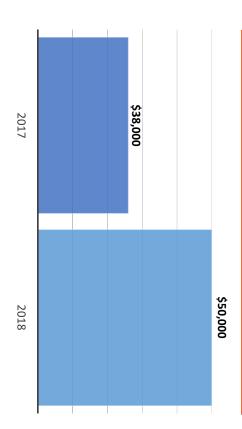
- Grown to 55 grocery outlets since CPG soft launch in 2016
- > All 19 NYC Whole Foods and 20 other NYC area grocers
- > 24K pints sold to date, despite lack of full scale production facility
- Secured Northeast/Mid-Atlantic distribution via Rainforest
- Rainforest is considered NYC's premier ice cream distributor and 1 of only 3 frozen good suppliers to Whole Foods



Number of Pints Sold



Revenue



Note: 2018 unaudited estimates

results, levels of activity, performance, or achievements This slide represents management opinion and is meant for illustrative purposes. It does not represent the scope of competition in the marketplace, nor does it represent guarantees of future



CPG — New Branding & Design

People in grocery stores eat with their eyes first and we will grab their attention immediately



Classic and old-school original OddFellows elements of the trendy millennial touch branding, with a clean











BUTTE

COOKIE

DOUGH

12 Dairy SKUs include along with our takes to the pint market some unique flavors on some classics.





Designed by LMNOP company with similar creative DNA to OddFellows) (Brooklyn, all female design

Each flavor has its own unique design and pattern with description and witty story



OddFactory

Taking OddFellows to the next level

BUSHWICK

- 5,500 square feet
- Curb cut with landing area for deliveries
- 3 batch freezers
- 2 pasteurizers
- 800+ square feet of specialized (–40ºF) walk in freezer storage
- Room for growth (+3 batch freezers, +2 pasteurizers)
- Production 800 to 1,000 gallons per day.
- Freezer Storage Capacity 3,000 tubs

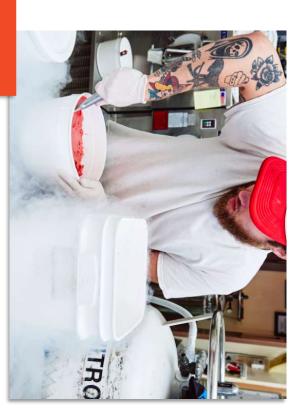


WILLIAMSBURG

10x increase in space10x increase in storage capacity3x batch freezers4x pasteurizers







Key Benefits

- Increase production capacity for full-scale CPG launch, wholesale growth, e-commerce and new stores.
- Increase in storage capacity for ice cream, and paper supplies
- Optimize production schedule
- Drive cost savings with bulk orders on paper and ingredients

Location Also Includes

2,500 square foot area suitable for "Soda Fountain" bar concept with 500 square foot "scoop shop/café" and 3,000 square foot roofdeck

OddFellows' Growth plan

leading vegan flavor line Establish

Full-Scale CPG launch



expansion and Strategic retail optimization



e-commerce platform Launch













Full-Scale CPG Launch

Aggressively pursue CPG distribution with expanded production capacity of OddFactory

- with OddFactory and sales coordinated Aggressive marketing
- First within NYC (Fresh Direct, more grocers), then regional
- Access outside of NE/Mid-Atl via Rainforest Distributor to Distributor
- Optimize pricing

- Introduce brand and drive awareness
 Leverage retail store presence to with in store tastings
- Retain PR company
- Utilize social media
- Hire CPG
 Head/Account
 Manager to
 oversee sales,
 lead liaison with
 Rainforest and
 manage pint
 production

MARSH

URN

purposes and does not represent guarantees of future results, levels of activity, performance, or achievements. This slide reflects management's current views with respect to future events based on information currently available and is subject to risks and uncertainties. This slide is meant for illustrative



Establish Vegan Flavor Line

Our proprietary technique creates a unique texture we believe is as close to traditional ice cream as you can get

the leading vegan ice cream across all business lines With no market leader, OddFellows' proprietary product can become

Retail Shops

East Village VeganFellows by OddFellows will be a premiere vegan ice cream shop in NYC

CPG

distinguishable packaging set us apart Our superior quality, inventive flavors and

Restaurant Wholesale

options in restaurants There is increasing demand for vegan

E-Commerce

market opportunity nationwide Planned e-commerce entry extends





Retail Shop Expansion and Optimization

Retail shops increase brand presence, lead to more CPG sales, and are profitable

- $\checkmark~$ Focus on trendy warmer climate cities (ie, Miami, Nashville)
- Selective NYC expansion into underserved neighborhoods that would benefit the brand (ie, Nomad, West Village, Long Island City).
- Optimize existing locations
- Continue concept differentiation (ie, VeganFellows)
- New branding with lighter aesthetic
- Expand coffee program where applicable



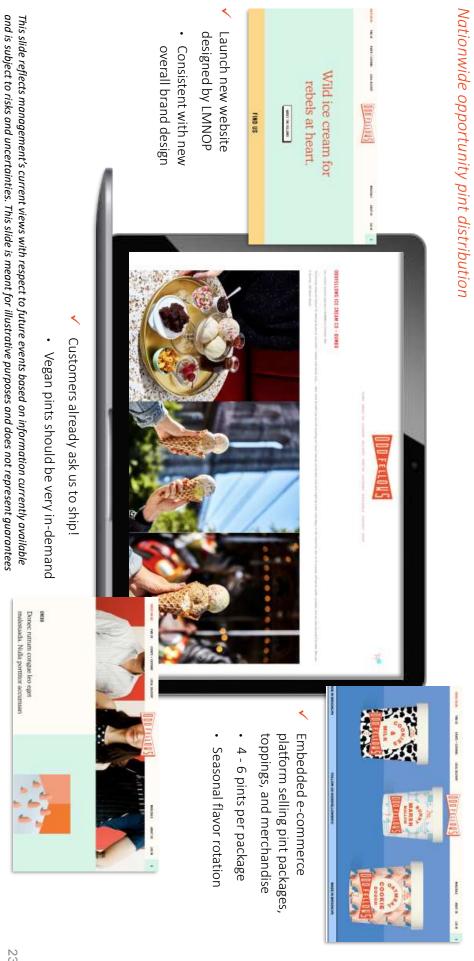
Eventual Overseas expansion

the brand and unique product. Australia, Japan, and Southeast Asia are ideal launching spots for

purposes and does not represent guarantees of future results, levels of activity, performance, or achievements This slide reflects management's current views with respect to future events based on information currently available and is subject to risks and uncertainties. This slide is meant for illustrative



Launch E-Commerce Platform



of future results, levels of activity, performance, or achievements.



Grow Restaurant Wholesale

OddFellows can be the primary premium ice cream distributor in NYC

specific accounts manager to target head/account segment HIRE a dedicated













UNDERSERVED

differentiated product and market leader market with no

GROWTH to date

has been primarily through founders' relationships and inbound inquiries

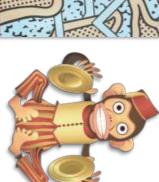
and production **OPTIMIZE** delivery

Nolita



CORNER OF
MOTT +
HOUSTON, TWO
BLOCKS FROM
BROADWAY 55 EAST HOUSTON











Dumbo

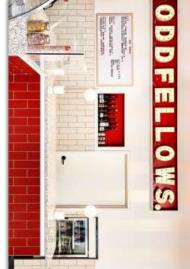




ONE BLOCK FROM BRIDGE PARK. AND BROOKLYN JANE'S CAROUSEL









East Village // Williamsburg







EXHIBIT E

Video Transcript

Everybody listen up.

Odd? Awesome? We're Both.

Unique Renditions of Classics
Premium, High quality ingredients
Globally Inspired
Oddly Awesome
James Beard Nominated Chef, Sam Mason

"Mad Ice Cream Scientists" - Zagat
"Wildly Inventive" - The New York Times
OddFellows' "ice creams are so f*cking good" - Dave Chang Momofuku
"Famously Oddball" - Vanity Fair

Vanilla bean
Peanut butter and jelly
Cornbread
Chorizo Caramel swirl
Sprinkles

400+ Flavors\$5MM Revenue since inception46k Instagram followers

4 Scoop shops / Scoop shop with a beer & wine license30+ restaurant partners40+ grocery partners40+ brand partnerships

There's something for everyone.

What's Next--> OddFactory (5,500 ft2)

National CPG Launch Launch Premium Vegan Flavors New scoop shops E-commerce development National Restaurant Wholesale

Make Ice Cream dreams come true. Be a part of it. Flavors change often - don't be mad.