

RISK FACTORS AND POTENTIAL CONFLICTS OF INTEREST

Investment in the Fund is speculative and involves certain risks. Certain of these risks are summarized below. The Fund may not be suitable for all investors and is intended for sophisticated investors who can accept the risks associated with its investments. An investment in the Fund does not constitute a complete investment program. Investors will not have recourse except with respect to the assets of the Fund. Prospective investors should consider, among others, the risk factors described in this section.

General Risk Factors

Prior Investment Performance Not Indicative of Future Results. The performance of prior investments by the General Partner, the Principals or their Affiliates is not necessarily indicative of the Fund's future results. While the General Partner intends to make investments that maximize returns, there can be no assurance that the targeted returns will be achieved. On any given investment, total loss of the investment is possible.

Reliance on the General Partner. The success of the Fund depends on the ability of the General Partner to develop and implement investment strategies to achieve the Fund's investment objectives. Limited Partners will have no right or power to take part in the management of the Fund. The Fund's investment performance could be materially adversely affected if any members of the investment team were to die, become ill or disabled, or otherwise cease to be involved in the active management of the business of the Fund's portfolio.

General Economic and Market Conditions. The success of the Fund's investment activities may be affected by general economic and market conditions, such as global demand for alcohol products, prevailing interest rates, the rate of unemployment, the level of consumer confidence, the value of the U.S. dollar, energy prices, changes in consumer spending, the number of personal bankruptcies, disruptions in the credit markets and other factors. None of these factors are within the control of the General Partner.

The international whiskey market is influenced over time by the overall strength and stability of the global economy and the financial markets of various countries. The availability of discretionary or disposable income and the confidence of contract distillers and whiskey buyers about future economic conditions are important factors that can affect the demand for whiskey by consumers and brands, and the prices that they are willing to pay for, whiskey. Additionally, declines in the confidence and reductions in the cash flows of, and reductions in credit that is available to whiskey brands, can adversely affect their ability to purchase whiskey barrels and casks and to sell whiskey products that may have declined in value due to adverse changes in economic conditions of this nature. Further, global political conditions and world events may

affect the Fund's investments through their effect on the economies of various countries, as well as on the willingness of potential buyers and distillers to purchase and sell whiskey in the wake of economic uncertainty. The Fund's investments can be particularly influenced by the economies, financial markets and political conditions of the U.S., China and the other major countries or territories of Europe and Asia. Accordingly, weakness in those economies and financial markets can adversely affect the supply of and demand for whiskey and the Fund's investments.

Changes in Consumer Preferences. Consumer preferences may shift due to a variety of factors including changes in demographic and social trends, public health initiatives (including through the institution of nutritional label requirements), product innovations, changes in travel, vacation or leisure activity patterns, and a downturn in economic conditions, which may reduce consumers' willingness to purchase distilled spirits products or cause a shift in consumer preferences toward beer, wine or non-alcoholic beverages. In addition, concerns about health issues relating to alcohol consumption, dietary effects, regulatory action or any litigation against companies in the industry may have an adverse effect on the Fund. Global economic conditions or market trends could also cause consumer preferences to trend away from premium spirits brands and categories toward lower cost alternatives which may impact the Fund's disposition of the Portfolio Investments.

The demand for whiskey is influenced not only by overall economic conditions, but also by changing trends in the whiskey market as to which mash bill categories are demanded by individual brands and by the consumption preferences of individual consumers. Unpredictable influxes of supply may also impact prices and demand for certain categories of whiskies. These factors are difficult to predict and may adversely impact the ability of the Fund to obtain and sell whiskey, potentially lowering whiskey valuations and delaying or preventing liquidity events.

Investment Judgment; Market Risk. The profitability of a significant portion of the Fund's Investment Program depends to a great extent upon correctly assessing the future course of the price movements of the Portfolio Investments. There can be no assurance that the General Partner will be able to predict accurately these price movements. With respect to the investment strategy utilized by the Fund, there is always some, and occasionally a significant, degree of market risk.

Assumption of Catastrophe Risks. The Fund may be subject to the risk of loss arising from direct or indirect exposure to various catastrophic events, including the following: hurricanes, earthquakes and other natural disasters; war, terrorism and other armed conflicts; cyberterrorism; major or prolonged power outages or network interruptions; and public health crises, including infectious disease outbreaks, epidemics and pandemics. To the extent that any such event occurs and has a material effect on the specific markets in which the Fund invests (or has a material negative impact on the operations of the General Partner or the service providers), the risks of

loss can be substantial and could have a material adverse effect on the Fund and the Limited Partners' investments therein. Furthermore, any such event may also adversely impact one or more individual Limited Partners' financial condition, which could result in such Limited Partners failing to make, when due, all or any portion of any capital contributions required to be contributed by such Limited Partners to the Fund as a result of their individual financial situations and irrespective of Fund performance.

Coronavirus Risks. Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola and COVID-19, have resulted in past market disruptions, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which may result in significant losses to the Fund.

In an effort to contain such health emergencies, national, regional and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including "stay-at-home" and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of consumers and businesses, as well as in the credit and capital markets. Restrictive measures, whether on an initial or re-imposed basis, also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, steep increases in unemployment levels and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of any such health emergency - and any resulting decline in economic and commercial activity - on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, but could have a significant adverse impact and result in significant losses to the Fund. The extent of the impact on the Fund and its portfolio companies' operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Fund to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Fund intends to pursue, all of which could adversely affect the Fund's ability to fulfill its investment objectives. They may also impair the

ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the General Partner, the Fund and its portfolio companies may be significantly impacted, or even temporarily or permanently halted, as a result of any such health emergencies, or any measures, restrictions, remote-working requirements and other factors related thereto, including its potential adverse impact on the health of any such entity's personnel. These measures may also hinder such entities' ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods, hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

Uncertain Economic, Social and Political Environment. Consumer, corporate and financial confidence may be adversely affected by current or future tensions around the world, fear of terrorist activity and/or military conflicts, localized or global financial crises, virus or disease epidemics or other sources of political, social or economic unrest. Such erosion of confidence may lead to or extend a localized or global economic downturn. A climate of uncertainty may be compounded by local, regional or global health crises including but not limited to the rapid and/or pandemic spread of novel viruses (e.g., SARS, MERS, COVID-19 (Coronavirus) and/or other similar epidemics). Such health crises could exacerbate the political, social and economic risks previously mentioned, and result in significant breakdowns, delays and other disruptions to important global, local and regional supply chains, with potential corresponding results on the operating performance of affected portfolio companies. The United States has experienced social and political unrest and polarization recently, which has further intensified as a result of the COVID-19 related economic shutdowns and civil unrest following protests against police brutality. This environment may be exacerbated by future events, including the results of U.S. federal elections that take place during the life of the Fund. A climate of uncertainty and unrest may reduce the availability of potential investment opportunities, and increases the difficulty of modeling market conditions, potentially reducing the accuracy of financial projections. It may also hinder the Fund and its portfolio companies and prospective portfolio companies from operating in the ordinary course of business. In addition, limited availability of credit for consumers, homeowners and businesses, including credit used to acquire businesses, in an uncertain environment or economic downturn may have an adverse effect on the economy generally and on the ability of the Fund and its portfolio companies to execute their respective strategies and to receive an attractive multiple of earnings on the disposition of businesses. This may slow the rate of future investments by the Fund and result in longer holding periods for investments. Furthermore, such uncertainty, including the uncertainty stemming from the contagion of infectious viruses or diseases, or general economic downturn may have an adverse effect upon the Fund's portfolio companies.

Cybersecurity Risk. As part of its business, the General Partner processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Fund and personally identifiable information of the Limited Partners. Similarly, service providers of the General Partner or the Fund especially the Administrator, may process, store and transmit such information. The General Partner has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to the General Partner may be susceptible to compromise, leading to a breach of the General Partner's network. The General Partner's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by the General Partner to the Limited Partners may also be susceptible to compromise. Breach of the General Partner's information systems may cause information relating to the transactions of the Fund and personally identifiable information of the Limited Partners to be lost or improperly accessed, used or disclosed.

The service providers of the General Partner and the Fund are subject to the same electronic information security threats as the General Partner. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Fund and personally identifiable information of the Limited Partners may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of the General Partner's or the Fund's proprietary information may cause the General Partner or the Fund to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Fund and the Limited Partners' investments therein.

Cloud, Big Data and Artificial Intelligence Risks. The cloud, big data and artificial intelligence services industry are fast-moving and quickly evolving sectors. As such, both individual companies in the industry or the commercial sector as a whole may be subject to market volatility that is not present in other, more stable, sectors of the economy. Therefore an investment in the Fund may be subject to more volatility and unpredictability than investments which concentrate in other sectors of the economy.

Systemic Risk. Systemic risk is the risk of broad financial system stress or collapse triggered by the default of one or more financial institutions, which results in a series of defaults by other interdependent financial institutions. Financial intermediaries with which the Fund, its vendors

or customers of its Portfolio Investments interacts, as well as the Fund, are all subject to systemic risk. A systemic failure could have material adverse consequences on the Fund and on the markets for the securities in which the Fund seeks to invest.

Fund- and Market-Specific Risks

Investment Methodology Generally. As with any investment approach or strategy, the General Partner's strategy and methodology cannot assure any given level of investment return or that the Fund's investment objective will in fact be realized. Any past successes with the methodology cannot assure future results. Accordingly, there can be no assurance that the investment strategy and methodology of the General Partner will prove successful when applied in the context of the Fund, that use of the methodology will necessarily result in profitability or that the Fund will not incur losses.

Investment Authority. Substantially all decisions with respect to the management of the Fund are made exclusively by the General Partner. Limited Partners have no right or power to take part in the management of the Fund. The General Partner has delegated to the General Partner all of the trading and investment decisions of the Fund.

Reliance on Principals. The Fund will be substantially dependent on the services of the Principals. In the event of the death, disability, departure or insolvency of the Principals or the complete transfer of the Principal's interest in the General Partner, the business of the Fund may be adversely affected. The Principals will devote such time and effort as he deems necessary for the management and administration of the Fund's business. However, certain Principals will engage in various other investment management business activities in addition to managing the Fund, and consequently some of them will not devote their complete time to Fund business.

Retention and Motivation of Employees. The success of the Fund is dependent upon the talents and efforts of highly skilled individuals employed by the General Partner and the General Partner's ability to identify and willingness to provide acceptable compensation to attract, retain and motivate talented investment professionals and other employees. There can be no assurance that the General Partner's investment professionals will continue to be associated with the General Partner throughout the life of the Fund, and the failure to attract or retain such investment professionals could have a material adverse effect on the Fund and the Limited Partners' investments therein. Competition for qualified employees is intense and there is no guarantee that, if lost, the talents of the General Partner's investment professionals could be replaced.

Risk of Limited Number of Investments. The Fund may participate in a limited number of investments and, as a consequence, the aggregate return of the Fund may be substantially adversely affected by the unfavorable performance of even a single investment.

Concentration of Investments. The Fund will invest substantially all of its assets in filled barrels of whiskey. The Fund's investments are not subject to any geographical or product diversification requirements; therefore, the Fund's investments may be concentrated in a single geographical location or product type.

Contingent Liabilities upon Disposition of Investments. In connection with the disposition of a Portfolio Investment, the Fund may be required to make representations about such investment. The Fund also may be required to indemnify the purchasers of such investment to the extent that any such representations are inaccurate. These arrangements may result in the incurrence of contingent liabilities for which the General Partner may establish reserves or escrow accounts.

Investments Longer than Term. The Fund may make investments that may not be advantageously disposed of prior to the date that the Fund will be dissolved, either by expiration of the Fund's term or otherwise. Although the General Partner expects that investments will be disposed of prior to dissolution, the Fund may have to sell or otherwise dispose of investments at a disadvantageous time as a result of dissolution.

Expedited Transactions. Investment analyses and decisions by the General Partner may frequently be required to be undertaken on an expedited basis to take advantage of investment opportunities. In such cases, the information available to the General Partner at the time of an investment decision is made may be limited, and the General Partner may not have access to detailed information regarding the investment opportunity. Therefore, no assurance can be given that the General Partner will have knowledge of all circumstances that may adversely affect an investment. In addition, the General Partner may rely upon independent consultants in connection with its evaluation of proposed investments; however, no assurance can be given that these consultants will have sufficient time to perform such evaluations nor that they will accurately evaluate such investments.

Illiquid and Volatile Market. The market for single malt whiskey is illiquid and opaque. The whiskey market may be impacted by fluctuation in underlying commodity pricing (including, but not limited to corn, rye, barley and wheat) and change in demand by whiskey brands. Contract distillers may have to update pricing or sell for less than market value depending on market appetite. Whiskey pricing will vary based on specific sale details (such as mashbill and quantity) and several intervening factors, such as changes in the economic outlook, sudden increases in demand or supply, or a shift in consumer trends or tastes, may occur. The whiskey market may contract suddenly as a result of volatility in the economy. There is no guarantee that the Fund will realize the reserve, appraisal or estimated value of any given investment barrel or that the Fund will be able to sell a whiskey at any specific time.

Subjective Valuations of Single Malt Whiskey. The value of whiskey is subjective and may fluctuate, exposing the Fund to losses and significant variability in the value of its inventory. The whiskey market is not a highly liquid trading market. As a result, the valuation of whiskey is

inherently subjective, and the realizable value of whiskey often fluctuates over time. Accordingly, the Fund is at risk as to the realizable value of whiskey held in inventory. In selecting new-fill single malt whiskey to invest in, the General Partner relies on industry insight and relationships with partner distillers to gain transparency into the ongoing whiskey market and may make decisions based on a number of factors attributable to each whiskey, including, but not limited to (i) mashbill type, (ii) fill year, (iii) region, (iv) country, (v) distillation year, (vi) historical pricing, (vii) distillation method and (viii) risk to return ratio. As the whiskey market is relatively illiquid and competitive, the Fund may not be able to realize a return on its Portfolio Investments.

No Income Generated by Portfolio Investments. The Fund expects that the investment in filled whiskey barrels will generate little, if any, income of any kind while held in the Fund's portfolio. Further, the Fund anticipates that it will incur significant costs related to the storage, handling, and security of the Portfolio Investments. The Fund intends to achieve returns on investments through the aging of the whiskey which will be realized through the sale of the barrels. There is no guarantee that the value of the investment will grow during the term of the Fund. As the Portfolio Investments will not generate income to cover storage costs, there is a risk that the Fund will suffer a loss if the sale value of the Portfolio Investments is not high enough to cover such losses.

Higher Costs or Unavailability of Materials. Whiskey companies use a variety of materials and ingredients that they typically purchase from suppliers including raw materials, product ingredients, and oak for whiskey barrels. Without sufficient quantities of one or more key materials, distillers may need to increase the price of the filled whiskey barrels which impacts the price that the Fund can purchase the Portfolio Investments for and may impact the Fund's ability to dispose the Portfolio Investments in the future. Higher costs of grain or other input materials, or higher associated labor costs, may also adversely impact the purchase price of the filled whiskey barrels. Additional factors could impact costs, such as fee adjustments contained in supply or warehousing agreements, and the scarcity of available storage facilities or the availability of whiskey barrels.

Lack of Operating History. The Fund has no operating history and therefore may not be able to operate its business, implement its investment strategy or generate sufficient revenue to make or sustain distributions to investors. Failure to procure adequate funding and capital could adversely affect the Fund's ability to grow and/or expand its business, which can negatively impact its performance. In addition, the past investment performance of the Fund or other entities or accounts managed by the General Partner or any of its employees or affiliates may not be indicative of the future performance of the Fund.

Lack of Operating History of Distillers. The Fund expects some of its Portfolio Investments will be from distillers with limited operating histories. Generally, very little public information exists

about these companies, and the Fund will rely on the ability of the General Partner to obtain adequate information to evaluate the potential returns. If the General Partner is unable to uncover all material information about these companies, or the principals of these companies provide incomplete or inaccurate information, the Fund may not make a fully informed investment decision and may lose money on its investments. These businesses also frequently have less diverse product lines and a smaller market presence than larger competitors and may experience substantial variations in operating results. The Fund's success depends, in large part, upon the abilities of the key management personnel of these companies, who are responsible for the day-to-day operations of those companies to deliver a consistent and high-quality product. Furthermore, the liquor industry is a regulated industry and could be affected by changes in government regulation, including federal and state environmental regulations related to air and water, and state "three-tier" restrictions applicable to licensed entities and their owners.

Custody of Portfolio Investments. Custody of the Fund's Portfolio Investments will be stored in secured government bonded facilities in compliance with applicable requirements and insured against natural disaster, fire and structural collapse. While the General Partner will have insurance on the Portfolio Investment, there is no guarantee such insurance will be paid out nor that the amount paid will be sufficient in amount and timely enough to maintain the expected profitability of the Fund. The General Partner is not liable to the Fund or the Limited Partners for the failure of the secured facilities absent gross negligence, fraud or criminal behavior on the part of the General Partner. To the extent such facilities fail, any loss of the Portfolio Investments may adversely affect a Limited Partner's investment and could result in total loss of capital.

Testing Errors; Spoilage. The General Partner may rely on chemical engineers to test filled whiskey barrel inventory, but no engineer is infallible, and any mistakes made by an engineer, the distiller, or the warehouse provider during or after the purchase of the Portfolio Investment may not be discovered in a timely enough fashion to prevent the Fund from sustaining losses. Furthermore, environmental issues beyond the control of the General Partner may cause stored whiskey to spoil or be of lower quality, and in the course of aging whiskey, some volume of liquid is lost through evaporation. Any such occurrence would reduce the value of the Fund's assets and potentially result in losses.

Angels' Share / Leakage Rate. As whiskey ages, there is an expected evaporation/leakage rate referred to as the angels' share. Typically, this evaporation rate averages 1-2% of overall volume per year, however due to environmental conditions, the angels' share may be higher, leaving the barrel with less product after its full maturity period. Any larger than average evaporation/leakage rate may impact final pricing per affected barrel.

Barrel Shortage. Oak shortages may impact the amount of barrels that can be sourced, quality of barrels and or limit the type of whiskey the Fund is able to source. This can adversely impact length of sourcing/deployment period, and/or, final pricing for end whiskey products.

Liquidity Risk. Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing the Fund from selling out of these illiquid investments at an advantageous price. The Fund's ability to liquidate whiskey barrels on the secondary market could fluctuate throughout the life of the Fund, potentially causing significant losses.

Limited Diversification. Although the General Partner may impose limits on the types of positions the Fund may take, the Partnership Agreement imposes no such limits. At any given time, it is expected that the General Partner may select investments that are concentrated in a limited number or types of investments. This limited diversity could expose the Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those investments.

No Assurance of Distributions, Appreciation or Liquidity. There can be no assurance that any distributions to the Limited Partners will be made by the Fund or that aggregate distributions, if any, will equal or exceed the Limited Partner's Capital Contributions to the Fund. Net investment proceeds in respect of a Portfolio Investment will be the principal source of distributable cash to the Limited Partners. With respect to the Fund's Portfolio Investments, there will be a limited marketplace for the filled whiskey barrels. Consequently, there is no assurance that the operations of the Fund will be profitable.

Net Cash. The Fund may hold a significant portion of its portfolio in cash and cash equivalents. This may result in the Fund's investment results underperforming bond indices.

Unidentified Investments; Competitive Market for Investment. The General Partner may be very selective when seeking investments. The business of identifying and structuring certain transactions is competitive (and may become more competitive in the future) and involves a high degree of uncertainty. There can be no assurance that the General Partner will be able to locate and complete attractive investments or that it will be able to adhere to the investment strategy outlined herein. Furthermore, there can be no assurance that the General Partner will be able to invest the entire amount of the Fund's assets or that suitable investment opportunities will otherwise be identified. If the General Partner is unable to identify adequate investments at any given time, a significant portion of the Fund's assets may be held in cash or equivalents, which produce low rates of return. Alternatively, competition for investment may have the effect of increasing the Fund's costs and expenses, thereby reducing investment returns to the Fund.

Competitive International Whiskey Market. The Fund will compete with other financial buyers, brands, funds, co-packers, brokers and contract distillers to obtain whiskey from a limited supply. The increase in global marketing and distribution of various whiskey products, as well as new whiskey product types, has fueled a large increase in demand for whiskey supply. The level of competition is intense and there can be no guarantee that a sufficient quantity of suitable investment opportunities for the Fund will be found, that investments on favorable terms can be negotiated, or that the Fund will be able to fully realize the value of the Fund's investments.

Competition for investments may have the effect of increasing the Fund's costs and expenses, thereby reducing investment returns to the Fund.

Costs. The fees and expenses of the Fund may be significant. The Fund must generate sufficient income to offset such fees and expenses to avoid a decrease in the net asset value of the Fund.

Indemnification. The Fund will generally be required to indemnify the General Partner, ODB, the Administrator, their respective affiliates and the respective members, partners, shareholders, officers, directors, employees, managers and agents thereof for liabilities incurred in connection with the affairs of the Fund. Such liabilities may be material and have an adverse effect on the returns to the Limited Partners. The indemnification obligation of the Fund would be payable from the assets of the Fund.

Lack of Transferability. Interests are subject to significant restrictions on transfer including the requirement that the General Partner consent to any such transfer. Prospective investors in the Fund will be required to represent that they are acquiring their Interest for investment purposes only and not with a view to or for resale or distribution. The Interests have not been registered under the Securities Act and therefore are subject to restrictions on transfer under the Securities Act. There is no market for Interests and it is not anticipated that such a market will develop.

Dilution. Limited Partners admitted or that increase their respective Commitments to the Fund at subsequent closings generally will participate in then-existing investments of the Fund, thereby diluting the interest of existing Limited Partners in such investments. Although any such new Limited Partner will be required to contribute its pro rata share of previously made capital contributions, there can be no assurance that this contribution will reflect the fair value of the Fund's existing investments at the time of such contributions. Dilution risk applies to Limited Partners as well as any parallel funds and co-investors. The risk of dilution increases as the Fund's subscription period increases and/or the amount of time an investment is held by the Fund before co-investors' investments. As described above, the Partnership Agreement provides the purchase price borne by subsequent Limited Partners, which includes subscriptions by Limited Partners to parallel funds, will be the original purchase price plus accrued interest, subject to the General Partner's ability to utilize an equitable adjustment for such subsequent investors. For the avoidance of doubt, equitable adjustments are not expected to occur, except in limited circumstances. This dilution risk has the potential to result in conflicts of interest between the General Partner and Limited Partners, including, but not limited to, unrealized investments that have appreciated in value and the General Partner's interests to increase Fund size and resulting management fees and additional carried interest potential.

In-Kind Distributions. Under certain circumstances a Limited Partner may receive securities, assets or property in lieu of, or in combination with, cash. The value of the securities distributed in kind may increase or decrease before they are sold by such Limited Partner. In such circumstances, such Limited Partner will incur transaction costs in connection with the sale of

any such securities. Securities distributed in kind may not be readily marketable. The risk of loss and delay in liquidating these securities will be borne by the Limited Partner, with the result that such Limited Partner may ultimately receive less cash than it would have received on the date of distribution if it had been paid in cash.

Side Letters. The General Partner may, from time to time, in its sole discretion, enter into side letters or agreements concerning a Limited Partner's investment in the Fund. The side letters or agreements may address various terms, including but not limited to those involving fees or reporting. Generally, a side letter or agreement may contractually require the General Partner to take or prohibit the General Partner from taking, or may contractually require the General Partner to permit the applicable Limited Partner to take, certain actions concerning the Limited Partner's investment in the Fund. The General Partner may, but is not required to, disclose the existence or terms of any such side letters or agreements to any other Limited Partner. If the General Partner enters into a side letter or agreement concerning a Limited Partner's investment in the Fund, that Limited Partner would have rights that are superior in some respect to other Limited Partners. Any such side letter or agreement will only be entered into by the General Partner to the extent it is consistent with the powers granted to the General Partner by the Partnership Agreement.

Regulatory Risks

General Political Climate. In the recent geopolitical climate, certain countries have issued tariffs on American goods in response to the United States' recent institution of tariffs on certain imports. Whiskey has been a particular focus of such tariffs, with China, the European Union, Canada, Mexico, and Turkey all instituting tariffs on American whiskey of between 10% and 40% since 2017. Additionally, tariffs imposed on imported steel have impacted construction costs for certain storage facilities, resulting in increased storage fees. As whiskey exports make up an increasingly large segment of overall American whiskey sales, such tariffs have the potential to adversely affect demand for American whiskey, lower profits from exported American whiskey should distillers be unable to transfer tariff costs to consumers. Should tariffs on American whiskey remain in place, or become more widespread, the Fund's profitability could be adversely affected.

Future Regulatory Change is Impossible to Predict. The alcohol industry is subject to comprehensive statutes, regulations and requirements at the federal, state, and local levels. The regulation of alcohol both inside and outside the United States is a rapidly changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Fund is impossible to predict, but such change could be substantial and adverse.

Social Acceptability and Government Policies. The Fund's ability to dispose of the Portfolio Investments depends heavily on societal attitudes toward drinking and governmental policies that

both flow from and affect those attitudes. In recent years, increased social and political attention has been directed at the beverage alcohol industry. For example, there remains continued attention focused largely on public health concerns related to alcohol abuse, including drunk driving, underage drinking, and the negative health impacts of the abuse and misuse of beverage alcohol. While most people who drink enjoy alcoholic beverages in moderation, it is commonly known and well reported that excessive levels or inappropriate patterns of drinking can lead to increased risk of a range of health conditions and, for certain people, can result in alcohol dependence. Some academics, public health officials, and critics of the alcohol industry in the United States, Europe, and other parts of the world continue to seek governmental measures to make beverage alcohol more expensive, less available, or more difficult to advertise and promote. If future high-quality scientific research indicated more widespread serious health risks associated with alcohol consumption – particularly with moderate consumption – or if for any reason the social acceptability of beverage alcohol were to decline significantly.

Absence of Registration. The Fund has not and will not register under the Company Act. Accordingly, the provisions of the Company Act which would, among other things, require that a fund's board of directors, including a majority of disinterested directors, approve certain of the fund's activities and contractual relationships, prohibit certain trading and investment activities, and prohibit the fund from engaging in certain transactions with its affiliates will not be applicable to the Fund.

General Solicitations and Compliance with Rule 506(c). The General Partner intends to offer and sell the Fund interests in a manner that qualifies under Regulation D and Rule 506(c) of the Securities Act which permits a "general solicitation" of prospective investors while exempting the Fund from registration under the Securities Act. Although the General Partner believes that the offering of interests in the Fund will qualify under Rule 506(c), there is no assurance that it will so qualify. If the Fund is unable to qualify under Rule 506(c), and representatives of the General Partner are found to have made a "general solicitation" for Fund interests, the Fund may not be able to rely on other exemptions from the registration requirements of the Securities Act.

In evaluating the risks of qualifying under Rule 506(c), prospective investors should be aware that Rule 506(c) is relatively new, and the SEC and courts have not provided significant guidance on how to comply with Rule 506(c), including the obligation to take "reasonable steps" to verify the status of investors as "accredited investors." There is a risk that the SEC or the courts could disagree with the General Partner's interpretation of Rule 506(c), which could lead to the Fund being unable to qualify under Rule 506(c). If the Fund is unable to qualify under Rule 506(c), investors in the Fund may have remedies against the Fund that could be materially adverse to the Fund. See "Litigation Risks."

Furthermore, the Fund's reliance on Rule 506(c) may restrict the ability of the Fund to accept capital from non-U.S. investors to the extent that non-United States securities laws do not have

an analogous provision that permits the Fund to sell Fund interests after making a “general solicitation.

Compliance with Rule 506 “Bad Actor” Requirements. Compliance with Rule 506 turns upon, among other things, whether any Limited Partner holding 20 percent or more of the Fund’s outstanding voting equity securities (a “Rule 506(d) Related Party”) or its applicable related persons has been subject to certain criminal convictions, SEC disciplinary orders, court injunctions or similar disqualifying events set forth in Rule 506(d)(1) (“Rule 506(d) Disqualifying Events”). To help ensure compliance with Rule 506, the Fund’s Partnership Agreement will cap the voting rights of any Limited Partner (that otherwise would be a Rule 506(d) Related Party) as necessary to prevent such Limited Partner from being a Rule 506(d) Related Party. Such reduction will apply until the earlier of: (x) a certification by such Limited Partner reasonably acceptable to the General Partner that such Limited Partner (including its applicable related persons) is not subject to a Rule 506(d) Disqualifying Event; or (y) the General Partner’s reasonable determination that such voting rights are no longer relevant under Rule 506 to any prior, ongoing or anticipated offering of interests in the Fund.

Tax-Related Risks

Tax Considerations. An investment in the Fund involves complex federal, state, and local income tax considerations, which will differ for each investor. Each investor should consult with and rely on its own independent tax counsel as to the U.S. federal income tax consequences of an investment in the Fund based on its particular circumstances, as well as to applicable state, local or non-United States tax laws. For a more detailed discussion of the income tax considerations associated with an investment in the Fund, see the discussion below under “*Tax Considerations.*”

Changes in Law, Practice and Interpretation. Applicable law and any other rules or customary practice relating to or affecting tax, or the interpretation of these in relation to the Fund, its assets, the Limited Partners and any investment in the Fund, may change during the life of the Fund (possibly with retroactive effect). In particular, both the level and basis of taxation may change. Additionally, the interpretation and application of tax law, rules and customary practice by any taxation authority or court may differ from that anticipated by the General Partner, and other advisers. This could significantly affect returns to the Limited Partners and adversely impact the tax consequences of an investment in the Fund. For example, prospective investors should be aware that changes to tax rules may result from the framework of proposals being developed as part of the OECD’s BEPS project. The nature, extent and timing of tax changes which may result from these proposals is not certain and depends on how, if at all, jurisdictions choose to implement the proposals in their domestic law and their double tax treaties.

Recent Changes in U.S. Federal Income Tax Laws. No assurance can be given that future legislation, administrative rulings or court decisions will not modify the conclusions set forth in this Memorandum. Particularly, the Tax Cuts and Jobs Act (the “TCJA”), as amended,

introduced significant changes in many areas of the tax law that may have a material impact on a prospective investor's investment in the Fund. Additionally, on March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act, as amended (the "CARES Act"), and on August 16, 2022, the Inflation Reduction Act, as amended (the "IRA"), both of which included a number of changes to the Code (including technical corrections to the TCJA), were signed into law. Treasury Regulations and other guidance are still forthcoming and there may be additional legislation enacting technical corrections or other changes that may materially change the scope or the application of the TCJA, the CARES Act, and the IRA.

Identity and Reporting of Beneficial Ownership. In order to avoid a U.S. withholding tax of 30% on a non-U.S. investor's share of certain payments (which might in the future include payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, (i) such non-U.S. investor will generally be required to provide identifying information with respect to certain of its direct and indirect U.S. owners or (ii) if such non-U.S. investor is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the Internal Revenue Code, such non-U.S. investor generally will be required to timely register with the U.S. Internal Revenue Service (the "*Service*") and agree to identify, and report information with respect to, certain direct and indirect U.S. account holders (including debtholders and equityholders). Any such information provided to the Fund will be shared with the Internal Revenue Service. Non-U.S. investors should consult their own tax advisers regarding the possible implications of these rules on their investment in the Fund.

Tax Information. There can be no guarantee that the Fund, the General Partner, or any of their affiliates will provide an Investor with any or all information relating to the Fund and its investments which such Investor may require in order to comply with tax payment or reporting obligations imposed on such Investor or for any other purpose, such as to enable such Investor to make claims for relief under any relevant tax treaty or otherwise. Further, to the extent the Fund, the General Partner or any of their affiliates are able to provide any such information, there can be no assurance that they will be able to do so in sufficient time to enable such obligations to be complied with or claims made on a timely basis or that they will be able to provide information on the basis of the Investor's own taxable year. Accordingly, the Investors may be liable for interest and/or penalties associated with such delays and should consider contacting the relevant tax authorities to minimize such incidents.

U.S. Taxation of Carried Interest. Current U.S. federal income tax law treats certain allocations of capital gains to service providers by partnerships such as the Fund, including any "carried interest," as short-term capital gain (taxed at higher ordinary income rates) unless the partnership has held the asset that generated such gain for more than three years. Additionally, the U.S. Congress has considered proposed legislation that would treat certain income allocations to service providers by partnerships such as the Fund (including any carried interest) as ordinary income for U.S. federal income tax purposes that, under current law, are treated as an allocation

of the partnership's income (and which may be taxed at lower rates than ordinary income). Such existing rules, as well as any such legislation that may be enacted in the future, could apply to reduce the after-tax returns of individuals associated with the Fund or the General Partner who were or may in the future be granted direct or indirect interests in carried interest, which could make it more difficult for the General Partner and its affiliates to incentivize, attract and retain individuals to perform services for the Fund. This could also create an incentive for the Principals to cause the Fund to hold investments for a longer period than would be the case if the foregoing greater-than-three-year holding period requirement did not exist.

ECI. Prospective Investors who are non-U.S. persons are advised that the Fund may conduct activities that could result in such investors realizing income that is effectively connected with a U.S. trade or business ("ECI") for U.S. federal income tax purposes. Any such Investor is strongly urged to consult its tax advisor regarding the tax consequences of incurring ECI.

UBTI. Prospective Investors who are U.S. persons and who are exempt from U.S. federal income taxation are advised that the Fund may conduct activities that could result in such investors realizing "unrelated business taxable income" ("UBTI") for U.S. federal income tax purposes. Any such subscriber is strongly urged to consult its tax advisor regarding the tax consequences of incurring UBTI.

Tax Audits. The Fund may be audited by tax authorities. A tax audit may result in an increased tax liability of the Fund, including with respect to years when an Investor was not an investor of the Fund, which could reduce the net asset value of the Fund, affect the returns of the Investors or, in certain circumstances, require an Investor to pay tax, interest and penalties.

Phantom Income. The Fund may generate taxable profits and corresponding tax liabilities without sufficient cash flow from other sources to permit it to make payment of all of its tax liabilities or may have insufficient cash to make annual distributions in the amount necessary for the Investors to pay all tax liabilities resulting from their ownership of Interests.

Complexity of Tax Treatment. Prospective investors are strongly urged to review the discussion below under "*Tax Considerations*" and "*ERISA and Other Regulatory Considerations*" for a more complete discussion of certain of the tax risks inherent in the acquisition of Interests and to consult their own independent tax advisors.

Potential Conflicts of Interest

The General Partner and its affiliates will be subject, and the Fund exposed, to a number of actual and potential conflicts of interest. Any such conflict of interest could have a material adverse effect on the Fund and the Limited Partners' investments therein. Under the terms of the Partnership Agreement, the General Partner, the Principals and their directors, members, partners, shareholders, officers, employees, agents and affiliates (hereinafter referred to as the

“Affiliated Parties”), may conduct any other business, including any business within the spirit and beverage industries, whether or not such business is in competition with the Fund. Without limiting the generality of the foregoing, the Affiliated Parties may act as investment adviser or investment manager for others, may manage funds, separate accounts or capital for others and may serve as an officer, director, consultant, partner or stockholder of one or more investment funds, partnerships, securities firms or advisory firms. Such other entities or accounts may have investment objectives or may implement investment strategies similar or different to those of the Fund. The General Partner and/or the Affiliated Parties are also currently considering managing future private investment funds or other accounts. In addition, the Affiliated Parties may, through other investments, including other investment funds, have or may have interests in investments in which the Fund invests, including, without limitation, filled whiskey barrels, or other related investments as well as interests in investments in which the Fund does not invest. As a result of the foregoing, the Affiliated Parties may have conflicts of interest in allocating investments among the Fund and other entities and in effecting transactions for the Fund and other entities, including ones in which the Affiliated Parties may have a greater financial interest.

Prospective Limited Partners should understand that (i) the relationships among the Fund and the Affiliated Parties are complex and dynamic and (ii) as Affiliated Parties’ businesses change over time, the Affiliated Parties may be subject, and the Fund may be exposed, to new or additional conflicts of interest. There can be no assurance that this Memorandum addresses or anticipates every possible current or future conflict of interest that may arise or that is or may be detrimental to the Fund or the Limited Partners. *Prospective Limited Partners should consult with their own advisers regarding the possible implications on their investment in the Fund of the conflicts of interest described in this Memorandum.*

Investment Opportunities and Similar Conflicts. Neither the General Partner nor the Affiliated Parties are obligated to make any particular investment opportunity available to the Fund and may take advantage of any opportunity, either for other accounts the General Partner manages or for themselves. As such, conflicts of interest may arise in that other entities or accounts managed by the General Partner, or its affiliates may compete with the Fund for Portfolio Investments. Conversely, conflicts of interest may arise when other entities or accounts managed by the General Partner, or its affiliates are directly or indirectly benefited by the Fund’s Portfolio Investments and/or other activities conducted by the Fund in connection with its Portfolio Investments.

Co-Investments and Similar Conflicts. The Fund may co-invest with, or provide co-investment opportunities to, other funds, private investors, groups or individuals, Feeder Funds, including Limited Partners (or their affiliates), in the sole discretion of the General Partner. Co-investment with such parties may reduce amounts the Fund can invest in any given opportunity, and the General Partner may be unable to make as large of an investment out of the Fund as otherwise might be desirable. In addition, the allocation of investments between the Fund and such other

parties will be at the General Partner's discretion, and if such other parties offer the General Partner more favorable economic terms than it would receive from the same investment out of the Fund, the General Partner may have a conflict of interest with respect to allocating investments between the Fund and such other parties. The General Partner may charge management fees or carried interest with respect to such co-investments which may be higher than that which is charged to the Fund.

Allocations. The Affiliated Parties may give advice or take action with respect to such other entities or accounts that differs from the advice given with respect to the Fund. To the extent a particular investment is suitable for both the Fund and other clients of the Affiliated Parties, such investments may be allocated between the Fund and the other clients in some manner that the Affiliated Parties determine is fair and equitable under the circumstances to all clients, including the Fund, taking into account such factors as the relative amounts of capital available for new investments, relative exposure to short-term market trends, and the investment programs and portfolio positions of the Fund and the affiliated entities for which participation is appropriate.

The General Partner has established an allocation policy to ensure a fair, transparent, and strategic distribution of whiskey to the Fund and any individual retail investor accounts which are managed by the General Partner or the Affiliated Parties (the "Individual Accounts") to provide for optimized returns and portfolio diversity. The General Partner, in its sole discretion, shall periodically review and analyze the allocation policy to assess its effectiveness in meeting investment objectives and risk appetite of the Fund and the Individual Accounts. Limited Partners shall not be privy to the General Partner's allocation policy.

Cross-Transactions. Situations may arise where certain assets held by one or more funds and investment accounts managed by the General Partner may be transferred to other funds and investment accounts managed by the General Partner or any Affiliated Parties of the General Partner, including for the purpose of rebalancing the portfolios of such funds and investment accounts. Such transactions will be conducted in accordance with, and subject to, the General Partner's fiduciary obligations to the Fund. The General Partner is authorized but not required to select, one or more persons, not affiliated with the General Partner, to serve on a committee, the purpose of which will be to consider and, on behalf of the Limited Partners, approve or disapprove, to the extent required by applicable law, principal transactions and certain other related party transactions.

Fees to Third Parties. The General Partner or its affiliates may pay a fee representing a portion of the Management Fee or Carried Interest earned to third parties for soliciting Limited Partners in the Fund. Such fees will be paid out of the General Partner's revenues from the Fund and will not result in an increase in expenses paid by the Fund over the amount that would be paid to the General Partner in the absence of such fees.

Risks Associated with Carried Interest. The General Partner is entitled to receive Carried Interest, as described herein. The Carried Interest made to the General Partner may create an incentive for the General Partner to make investments that are riskier or more speculative than would be the case in the absence of such Carried Interest.

Certain Revenue Sharing Arrangements. In order to distill the Portfolio Investments in accordance with the Investment Program, the General Partner or its affiliates expect to enter into revenue sharing arrangements with certain contract distilleries with whom the Fund does business. The Fund may provide such distilleries with additional revenue streams, which such distilleries are expected to use to bolster their respective infrastructure, to further develop their respective operations and ultimately to increase the profitability of such distilleries, which is an overall benefit for the quality of whiskey sourced for the Fund and Partner. Namely, The General Partner anticipates that will result in greater proceeds from the liquidation of such Portfolio Investments, which should increase returns to the Partners, even after the General Partner receives a portion of the distilleries' revenues pursuant to such revenue sharing agreements, as well as favorable arrangements to secure acquisition pricing below current market value. Conflicts of interest may arise when the General Partner or its affiliates are directly or indirectly benefited by such revenue sharing arrangements with certain distilleries in connection with the Fund's Portfolio Investments and the General Partner does not anticipate offsetting any portion of the Management Fee with respect to revenues it receives pursuant to any such revenue sharing arrangements.

The foregoing description of conflicts of interest does not purport to be a complete list of potential conflicts. The existence of an actual or potential conflict of interest does not mean that it will be acted upon to the detriment of the Fund. When a conflict of interest arises, the General Partner will endeavor to ensure that the conflict is resolved fairly and in an equitable manner that is consistent with its fiduciary duties to the Fund.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in an investment in the Fund. Prospective Limited Partners should read the entire Memorandum and consult with their own advisers before deciding to subscribe for Interests.