

**Offering Memorandum: Part II of Offering Document
(Exhibit A to Form C)**

Russian Bear Vodka
123 Beary Way NE, STE 500
LA, CA 90108
<https://www.rbv.com>

Up to \$14,999,998.44 in Common Stock at \$2.11
Minimum Target Amount: \$249,997.02

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 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 U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

In the event that we become a reporting company under the Securities Exchange Act of 1934, we intend to take advantage of the provisions that relate to “Emerging Growth Companies” under the JOBS Act of 2012, including electing to delay compliance with certain new and revised accounting standards under the Sarbanes-Oxley Act of 2002.

Company:

Company: Russian Bear Vodka
Address: 123 Beary Way NE, STE 500, LA, CA 90108
State of Incorporation: CA
Date Incorporated: October 15, 2015

Terms:

Equity

Offering Minimum: \$249,997.02 | 118,482 shares of Common Stock
Offering Maximum: \$14,999,998.44 | 7,109,004 shares of Common Stock
Type of Security Offered: Common Stock
Purchase Price of Security Offered: \$2.11
Minimum Investment Amount (per investor): \$599.24

Business Overview:

Russian Bear Vodka is a premium spirits brand focused on crafting high-quality vodka with sustainability and innovation at its core.

Financial Highlights:

- 2023 Revenue: \$850,000
- Projected 2024 Revenue: \$1,500,000

Key Milestones:

- Successful launch of signature vodka line.
- Distribution agreements with 15+ premium retailers.

Current Offering:

Equity offering of 15% ownership to fuel production, marketing, and expansion efforts.

This information outlines the company's current status, achievements, and future growth potential.

The Company and its Business

Company Overview

Russian Bear Vodka is a premium vodka brand based in Fresno, California. They are dedicated to creating ultra-premium, smooth, and award-winning vodka for discerning consumers. Their mission is to redefine vodka as a symbol of craftsmanship and luxury. Their vision is to become a global leader in the ultra-premium spirits market.

Russian Bear Vodka's revenue streams include direct-to-consumer sales (e-commerce), distribution to premium liquor stores and upscale bars, and licensing for exclusive events. They have a premium pricing strategy, with bottles priced between \$50 and \$75.

Competitors and Industry

In the global vodka industry, **Diageo PLC** is a prominent leader, primarily through its flagship brand, **Smirnoff**, one of the best-selling vodka brands worldwide. Diageo's extensive portfolio and global distribution network have solidified its dominant position in the market.

In the United States, **Tito's Handmade Vodka** has emerged as a leading brand, accounting for a significant share of vodka volume sales. Tito's focus on quality and its strong market presence have contributed to its leadership in the U.S. vodka market.

These companies exemplify leadership in the vodka industry through their market share, brand recognition, and commitment to quality.

Main Competitors

- Smirnoff
- Tito's Handmade Vodka

Russian Bear Vodka sets itself apart with its award-winning quality, innovative infused flavors, and commitment to sustainability. By combining eco-friendly practices, exceptional craftsmanship, and bold flavor profiles, the company creates a premium vodka experience that stands out in a competitive market.

The global vodka market is experiencing growth, particularly in the premium segment. Consumers are increasingly seeking high-quality, authentic, and sustainable options.

Current Stage and Roadmap

Currently Available Products

- **Russian Bear Original Vodka:** A smooth, triple-distilled classic vodka filtered through charcoal and carefully tested for zero impurities.
- **Flavored Vodkas:** Innovative infusions such as Vanilla, Pineapple, Wild Berries, and Energy Infusion, each crafted with unique flavor profiles to cater to diverse consumer preferences.

Pre-Market Products

Russian Bear Vodka is in the research and development phase for new limited edition flavors and product lines, aiming to expand its portfolio and meet evolving market demands. These products are currently in the prototype stage, undergoing testing and refinement before market introduction.

Russian Bear Vodka plans to expand its product line with unique infused flavors and limited-edition collections. They also aim to increase their market presence through partnerships with high-end liquor stores and upscale bars, as well as through strategic collaborations with luxury lifestyle influencers.

Intellectual Property

- **Trademarks:** Protect brand name, logo, tagline ("Strong Enough for a Bear, Smooth Enough for You"), and product names.
- **Trade Secrets:** Secure proprietary recipes and production techniques.
- **Design Protection:** Trademark or patent distinctive bottle designs and labels.
- **Copyrights:** Safeguard marketing materials, packaging designs, and signature cocktail recipes.
- **Patents:** Protect any unique distillation or flavor infusion processes.

The Team

Managers

Name: Andrew Sample

Andrew's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: CEO

Dates of Service: January, 2020 - Present

Annual Salary: \$500,000.00

Responsibilities:

As the CEO and Founder of Russian Bear Vodka, I oversee the company's strategic vision, product development, and overall operations, ensuring our premium vodka brand excels in quality and innovation. My role involves driving growth through market expansion, building strong partnerships, and fostering a culture of craftsmanship and sustainability.

Name: Dmitry Medvedev

Dmitry's current primary role is with the Issuer.

Positions and offices currently held with the issuer:

Position: CFO

Dates of Service: April, 2022 - Present

Annual Salary: \$450,000.00

Responsibilities:

As the CFO of Russian Bear Vodka, Dmitry Medvedev oversees the company's financial strategy, budgeting, and compliance, ensuring sustainable growth and profitability. His role includes managing investor relations, optimizing financial

performance, and supporting strategic decision-making to achieve the company's long-term goals.

Other business experience in the past three years:

Employer: Uralmash Vodka

Title: CFO

Dates of Service: November, 2015-December, 2021

Responsibilities:

Dmitry Medvedev oversees the company's financial strategy, budgeting, and compliance, ensuring sustainable growth and profitability. His role includes managing investor relations, optimizing financial performance, and supporting strategic decision-making to achieve the company's long-term goals.

Name: Arturik Mkhitarian

Arturik's current primary role is with Big Pal Vodka.

Arturik currently services 30 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: COO

Dates of Service: October, 2023 - Present

Responsibilities:

As the COO of Russian Bear Vodka, Arturik Mkhitarian oversees the company's daily operations, supply chain management, and logistics. His role focuses on ensuring operational excellence, streamlining processes, and supporting the company's growth through efficient production and distribution strategies.

As an executive team member, the compensation plan for individuals like **Arturik Mkhitarian**, the COO, would typically be structured as follows:

1. **Base Salary:** A competitive annual salary aligned with industry standards and the company's financial capacity.
2. **Equity Stake:** A percentage ownership in the company (e.g., 5-10%), providing long-term incentives tied to the company's success.
3. **Performance Bonuses:** Incentive bonuses tied to key performance indicators (KPIs) such as operational efficiency, production targets, or market expansion achievements.
4. **Profit Sharing:** A portion of company profits may be distributed annually to reward contributions to the company's growth and profitability.

Other business experience in the past three years:

Employer: Big Pal Vodka

Title: COO

Dates of Service: September, 2023-January, 1970

Responsibilities:

Similar duties as here

Name: Mikhailo Kozhemyaka

Mikhailo's current primary role is with Atombeam.

Mikhailo currently services 20 hours per week in their role with the Issuer.

Positions and offices currently held with the issuer:

Position: CTO

Dates of Service: June, 2023 - Present

Annual Salary: \$125,000.00

Responsibilities:

As the CTO of Russian Bear Vodka, Mikhailo Kozhemyaka leads the technological innovation and operational efficiency of the company's production processes. His role includes implementing cutting-edge distillation technologies, optimizing supply chain systems, and ensuring sustainable practices align with the company's commitment to quality and innovation.

Other business experience in the past three years:

Employer: Cytonics

Title: CTO

Dates of Service: October, 2021 - October, 2022

Responsibilities:

Similar duties as for this company

Employer: Atombeam

Title: CTO

Dates of Service: October, 2023 - January, 1970

Responsibilities:

Similar duties here as well

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.

These are the risks that relate to the Company:

Your investment could be illiquid for a long time

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment, there will be restrictions on how you can resell the securities you receive. More importantly, there are limited established markets for these securities. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in the same or a similar industry. However, that may never happen or it may happen at a price that results in you losing money on this investment.

If the Company cannot raise sufficient funds it will not succeed

The Company is offering [TYPE OF SECURITY] in the amount of up to [MAX FUNDING

GOAL] in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds sought, it will have to find other sources of funding for some of the plans outlined in “Use of Proceeds.”

Some early-stage companies may lack professional guidance

Some companies attribute their success, in part, to the guidance of professional early-stage advisors, consultants, or investors (e.g., angel investors or venture capital firms). advisors, consultants, or investors may play an important role in a company through their resources, contacts, and experience in assisting early-stage companies in executing their business plans. An early-stage company primarily financed through Regulation Crowdfunding may not have the benefit of such professional investors, which may pose a risk to your investment.

The Company may undergo a future change that could affect your investment

The Company may change its business, management or advisory team, IP portfolio, location of its principal place of business or production facilities, or other change which may result in adverse effects on your investment. Additionally, the Company may alter its corporate structure through a merger, acquisition, consolidation, or other restructuring of its current corporate entity structure. Should such a future change occur, it would be based on management’s review and determination that it is in the best interests of the Company.

Minority Holder; Securities with Voting Rights

The [TYPE OF SECURITY] that an investor is buying has voting rights attached to them. However, you will be part of the minority shareholders of the Company and therefore will have a limited ability to influence management’s decisions on how to run the business. You are trusting in management’s discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

Minority Holder; Securities with No Voting Rights

The [TYPE OF SECURITY] that an investor is buying has no voting rights attached to them. This means that you will have no rights in dictating how the Company will be run. You are trusting in management’s discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

You are trusting that management will make the best decision for the company

You are trusting in management’s discretion. You are buying securities as a minority holder and therefore must trust the management of the Company to make good business decisions that grow your investment.

The Convertible Promissory Notes have no rights to vote until the date of maturity

The Convertible Promissory Notes have no voting rights. This means you are trusting in management’s discretion. You will also hold these non-voting securities as a minority holder. Therefore, you will have no say in the day-to-day operation of the Company and

must trust the management of the Company to make good business decisions that grow your investment. [FOR ISSUERS WITH OUTSTANDING PREFERRED STOCK] Holders of our outstanding Preferred Stock have liquidation preferences over holders of Common Stock, including the Common Stock being offered in this offering. This liquidation preference is paid if the amount a holder of Preferred Stock would receive under the liquidation preference is greater than the amount such holder would have received if such holder's shares of Preferred Stock had been converted to Common Stock immediately prior to the liquidation event. If a liquidation event, including a sale of our company, were to occur then first all creditors and Preferred Stockholder of the Company will be paid out. If there is any cash remaining, then the Common stockholders will be paid.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.

Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans, or prospects, sometimes with little or no notice. When such changes happen during the course of an offering, we must file an amendment to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

Non-accredited investors may not be eligible to participate in a future merger or acquisition of the Company and may lose a portion of their investment

Investors should be aware that under Rule 145 under the Securities Act of 1933 if they invest in a company through Regulation Crowdfunding and that company becomes involved in a merger or acquisition, there may be significant regulatory implications. Under Rule 145, when a company plans to acquire another and offers its shares as part of the deal, the transaction may be deemed an offer of securities to the target company's investors, because investors who can vote (or for whom a proxy is voting on their behalf) are making an investment decision regarding the securities they would receive. All investors, even those with non-voting shares, may have rights with respect to the merger depending on relevant state laws. This means the acquirer's "offer" to the target's investors would require registration or an exemption from registration (such as Reg. D or Reg. CF), the burden of which can be substantial. As a result, non-accredited investors may have their shares repurchased rather than receiving shares in the acquiring company or participating in the acquisition. This may result in investors' shares being repurchased at a value determined by a third party, which may be at a lesser value than the original purchase price. Investors should consider the possibility of a cash buyout in such circumstances, which may not be commensurate with the long-term investment they anticipate.

Our new product could fail to achieve the sales projections we expect

Our growth projections are based on the assumption that with an increased advertising and marketing budget, our products will be able to gain traction in the marketplace at a

faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We face significant market competition

We will compete with larger, established companies that currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will not render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

The amount raised in this offering may include investments from company insiders or immediate family members

Officers, directors, executives, and existing owners with a controlling stake in the Company (or their immediate family members) may make investments in this offering. Any such investments will be included in the raised amount reflected on the campaign page.

Terms of subsequent financings may adversely impact your investment

We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Company. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of common stock or other securities. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per security.

Projections: Forward-Looking Information

Any projections or forward-looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and may not have been reviewed by our independent accountants. These projections are based on assumptions that management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

We may never have an operational product or service

It is possible that there may never be an operational [NAME OF PRODUCT OR SERVICE] or that the product may never be used to engage in transactions. It is possible that the failure to release the product or service is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company. In addition, the failure to launch a

product or service can result in significant losses of time and resources. Even if a product or service is launched, low adoption rates can result in lackluster revenue and diminished market share.

Quality and Safety of our Product and Service

The quality of a product or service can vary depending on the manufacturer or provider. Poor quality can result in customer dissatisfaction, returns, and lost revenue.

Furthermore, products or services that are not safe can cause harm to customers and result in liability for the manufacturer or provider. Safety issues can arise from design flaws, manufacturing defects, or improper use.

Intense Market Competition

The market in which the company operates may be highly competitive, with established players, emerging startups, and potential future entrants. The presence of competitors can impact the company's ability to attract and retain customers, gain market share, and generate sustainable revenue. Competitors with greater financial resources, brand recognition, or established customer bases may have a competitive advantage, making it challenging for the company to differentiate itself and achieve long-term success.

Vulnerability to Economic Conditions

Economic conditions, both globally and within specific markets, can significantly influence the success of early-stage startups. Downturns or recessions may lead to reduced consumer spending, limited access to capital, and decreased demand for the company's products or services. Additionally, factors such as inflation, interest rates, and exchange rate fluctuations can affect the cost of raw materials, operational expenses, and profitability, potentially impacting the company's ability to operate.

Uncertain Regulatory Landscape

Due to the unestablished nature of the market the business operates within, the potential introduction of new laws or industry-specific standards can impose additional costs and operational burdens on the company. Non-compliance or legal disputes may result in fines, penalties, reputational damage, or even litigation, adversely affecting the company's financial condition and ability to operate effectively.

We have pending patent approvals that might be vulnerable

One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective

Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection

without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business

Our business depends on our ability to attract, retain, and develop highly skilled and qualified employees. As we grow, we will need to continue to attract and hire additional employees in various areas, including sales, marketing, design, development, operations, finance, legal, and human resources. However, we may face competition for qualified candidates, and we cannot guarantee that we will be successful in recruiting or retaining suitable employees. Additionally, if we make hiring mistakes or fail to develop and train our employees adequately, it could have a negative impact on our business, financial condition, or operating results. We may also need to compete with other companies in our industry for highly skilled and qualified employees. If we are unable to attract and retain the right talent, it may impact our ability to execute our business plan successfully, which could adversely affect the value of your investment. Furthermore, the economic environment may affect our ability to hire qualified candidates, and we cannot predict whether we will be able to find the right employees when we need them. This would likely adversely impact the value of your investment.

Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time

Our ability to sell our products is subject to various government regulations, including but not limited to, regulations related to the manufacturing, labeling, distribution, and sale of our products. Changes in these regulations, or the enactment of new regulations, could impact our ability to sell our products or increase our compliance costs. Furthermore, the regulatory landscape is subject to regular change, and we may face challenges in adapting to such changes, which could adversely affect our business, financial condition, or operating results. In addition to government regulations, we may also be subject to other laws and regulations related to our products, including

intellectual property laws, data privacy laws, and consumer protection laws. Non-compliance with these laws and regulations could result in legal and financial liabilities, reputational damage, and regulatory fines and penalties. It is also possible that changes in public perception or cultural norms regarding our products may impact demand for our products, which could adversely affect our business and financial performance, which may adversely affect your investment.

We rely on third parties to provide services essential to the success of our business

Our business relies on a variety of third-party vendors and service providers, including but not limited to manufacturers, shippers, accountants, lawyers, public relations firms, advertisers, retailers, and distributors. Our ability to maintain high-quality operations and services depends on these third-party vendors and service providers, and any failure or delay in their performance could have a material adverse effect on our business, financial condition, and operating results. We may have limited control over the actions of these third-party vendors and service providers, and they may be subject to their own operational, financial, and reputational risks. We may also be subject to contractual or legal limitations in our ability to terminate relationships with these vendors or service providers or seek legal recourse for their actions. Additionally, we may face challenges in finding suitable replacements for these vendors and service providers, which could cause delays or disruptions to our operations. The loss of key or other critical vendors and service providers could materially and adversely affect our business, financial condition, and operating results, and as a result, your investment could be adversely impacted by our reliance on these third-party vendors and service providers.

The Company is vulnerable to hackers and cyber-attacks

As an internet-based business, we may face risks related to cybersecurity and data protection. We rely on technology systems to operate our business and store and process sensitive data, including the personal information of our investors. Any significant disruption or breach of our technology systems, or those of our third-party service providers, could result in unauthorized access to our systems and data, and compromise the security and privacy of our investors. Moreover, we may be subject to cyber-attacks or other malicious activities, such as hacking, phishing, or malware attacks, that could result in theft, loss, or destruction of our data, disruption of our operations, or damage to our reputation. We may also face legal and regulatory consequences, including fines, penalties, or litigation, in the event of a data breach or cyber-attack. Any significant disruption or downtime of our platform, whether caused by cyber-attacks, system failures, or other factors, could harm our reputation, reduce the attractiveness of our platform, and result in a loss of investors and issuer companies. Moreover, disruptions in the services of our technology provider or other third-party service providers could adversely impact our business operations and financial condition. This would likely adversely impact the value of your investment.

The prices of blockchain assets are extremely volatile. Fluctuations in the price of digital assets could materially and adversely affect our business, and the Tokens or other blockchain assets may also be subject to significant price volatility

The market value of the Tokens and other blockchain assets may be subject to significant fluctuations, which may be caused by various factors beyond our control. The blockchain asset industry, including the Tokens, is relatively new and untested, and its future performance is uncertain. The market prices of blockchain assets, including

the Tokens, may be influenced by various factors, such as regulatory actions, market adoption and acceptance, competition, global economic and political developments, and other unforeseeable events. A decline in the price of a single blockchain asset, such as Bitcoin or Ethereum, may cause volatility in the blockchain asset industry and may affect the market value of the Tokens or other blockchain assets. Moreover, the blockchain asset industry is susceptible to cyber-attacks, hacking, fraud, and other malicious activities, which may affect investor or user confidence in the industry and cause market volatility. A security breach or other cybersecurity incident involving the Tokens or other blockchain assets may cause their market value to fluctuate and adversely impact our business operations and financial condition.

Economic and market conditions

The Company's business may be affected by economic and market conditions, including changes in interest rates, inflation, consumer demand, and competition, which could adversely affect the Company's business, financial condition, and operating results.

Force majeure events

The Company's operations may be affected by force majeure events, such as natural disasters, pandemics, acts of terrorism, war, or other unforeseeable events, which could disrupt the Company's business and operations and adversely affect its financial condition and operating results.

Adverse publicity

The Company's business may be negatively impacted by adverse publicity, negative reviews, or social media campaigns that could harm the Company's reputation, business, financial condition, and operating results.

We are an early-stage company and have not yet generated any profits

[COMPANY NAME] was formed on [DATE OF INCORPORATION]. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth, and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. COMPANY NAME has incurred a net loss and has had limited revenues generated since inception, if any. There is no assurance that we will be profitable in the near future or generate sufficient revenues to pay dividends to our shareholders.

We have existing patents that we might not be able to protect properly

One of the Company's most valuable assets is its intellectual property. The Company owns [NUMBER OF] trademarks, copyrights, Internet domain names, and trade secrets. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

We are an early-stage company and have limited revenue and operating history

The Company has a short history, few customers, and effectively no revenue. If you are

investing in our company, it's because you think that NAME OF PRODUCT OR SERVICE is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough people so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

We are an early-stage company operating in a new and highly competitive industry

The Company operates in a relatively new industry with a lot of competition from both startups and established companies. As other companies flood the market and reduce potential market share, Investors may be less willing to invest in a company with a declining market share, which could make it more challenging to fund operations or pursue growth opportunities in the future.

Ownership and Capital Structure; Rights of the Securities

Ownership

The following table sets forth information regarding beneficial ownership of the company's holders of 20% or more of any class of voting securities as of the date of this Offering Statement filing.

Stockholder Name	Number of Securities Owned	Type of Security Owned	Percentage
Arutyunyan Capital & Financial Group LTD	5,000,000	Common Stock	25.00%
Armenian Liquor Imports & Baku International	7,000,000	Common Stock	35.00%
Aleksandr Rosenbaum	6,000,000	Common Stock	30.00%

The Company's Securities

Common Stock.

As part of the Regulation Crowdfunding raise, the Company will be offering up to 7,109,004 of Common Stock.

Common Stock

The amount of security authorized is 90,000,000 with a total of 50,000,000 outstanding.

Voting Rights:

Holders of **common stock** in **Russian Bear Vodka** are entitled to **one vote per share** on all matters requiring shareholder approval. This includes, but is not limited to:

1. **Election of Directors:** Shareholders can vote to elect members to the company's board of directors.
2. **Major Corporate Decisions:** Approval of mergers, acquisitions, or significant changes to the company's structure or operations.
3. **Amendments:** Voting on amendments to the corporate charter or bylaws.

These rights ensure that common stockholders have a voice in the strategic direction and governance of the company, proportionate to their ownership stake.

Material Rights:

Holders of common stock in **Russian Bear Vodka** are entitled to:

1. **Voting Rights:** One vote per share on key corporate matters.
2. **Dividend Entitlements:** Right to dividends if declared by the board.
3. **Ownership Claims:** Proportional stake in assets and earnings.

4. **Transferability:** Ability to sell or transfer shares.
5. **Liquidation Rights:** Claim to remaining assets after creditors.
6. **Information Access:** Updates and participation in shareholder meetings.

These rights ensure stockholders have a voice and stake in the company's success.

What it means to be a minority holder

As a minority holder of **Common Stock** of the company, you will have limited rights in regards to the corporate 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. Further, investors in this offering may have rights less than those of other investors, and will have limited influence on the corporate actions of the company.

Dilution

Investors should understand the potential for dilution. The investor's stake in a company could be diluted due to the company issuing additional shares. In other words, when the company issues more shares, 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 shares outstanding could result from a stock offering (such as an initial public offering, another crowdfunding round, a venture capital round, angel investment), employees exercising stock options, or by conversion of certain instruments (e.g. convertible bonds, preferred shares or warrants) into stock. If the company decides to issue more shares, 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 share (though this typically occurs only if the company offers dividends, and most early stage companies are unlikely to offer dividends, preferring to invest any earnings into the company).

Transferability of securities

For a year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- 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 the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

Recent Offerings of Securities

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

Financial Condition and Results of Operations

Financial Condition

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and related notes appearing at the end of this Offering Memorandum. This discussion contains forward-looking statements reflecting our current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Offering Memorandum.

Results of Operations

How long can the business operate without revenue:

Based on current reserves and cost management strategies, **Russian Bear Vodka** can sustain operations for approximately **6-12 months** without generating revenue. This timeline considers essential expenditures such as payroll, production maintenance, and fixed operational costs. Strategic allocation of funds, contingency reserves, and access to additional financing can extend this period if necessary.

Foreseeable major expenses based on projections:

Based on our projections, the key expenses for **Russian Bear Vodka** will include:

1. Production Costs (40%)

- Raw materials (grains, water, and packaging).
- Maintenance and operation of distillation equipment.

2. Marketing and Branding (25%)

- Digital advertising campaigns, influencer collaborations, and event sponsorships to increase brand visibility.

3. Payroll and Employee Benefits (20%)

- Salaries for existing staff and new hires in production, sales, and marketing.

4. Distribution and Logistics (10%)

- Costs associated with transporting products to retailers and expanding into new markets.

5. Research and Development (5%)

- Developing new product lines and enhancing production efficiency through innovation.

Future operational challenges:

- **Market Competition**
 - Navigating a crowded premium vodka market with established global brands.
 - Differentiating through innovation and maintaining consumer loyalty.
- **Supply Chain Disruptions**
 - Potential shortages or price increases for raw materials like grains and glass bottles.
 - Delays in logistics and distribution as the company scales.
- **Regulatory Compliance**
 - Ensuring adherence to alcohol production and distribution laws, especially when expanding into new markets.
- **Scaling Operations**
 - Managing increased production demands while maintaining quality and efficiency.
 - Recruiting and retaining skilled personnel to support growth.
- **Economic Fluctuations**
 - Adapting to changes in consumer spending habits during economic downturns, which could impact sales of premium products.

Future challenges related to capital resources:

- **Raising Additional Funding**
 - Securing sufficient investment to support long-term growth, including market expansion, R&D, and marketing campaigns.
 - Potential dilution of ownership during future funding rounds.
- **Cash Flow Management**
 - Balancing the timing of revenue inflows with operating expenses to avoid liquidity constraints.
 - Ensuring adequate reserves to handle unforeseen costs or delays in receivables.
- **Scaling Operational Costs**
 - Managing increased capital needs as production scales, such as investments in equipment, facilities, and supply chain logistics.
- **Economic Uncertainty**
 - Adapting to potential fluctuations in interest rates or investor sentiment, which could impact the availability or cost of capital.
- **Debt Management**
 - Ensuring that any borrowed capital remains manageable and does not impede operational flexibility.

Future milestones and events:

- **Market Expansion:** Entering new markets in 2024 to drive revenue growth.

- **New Product Launches:** Infused vodka flavors debuting in Q3 2024.
- **Sustainability Certifications:** Enhancing brand appeal by 2025.
- **Scaling Production:** Facility upgrades to meet demand by 2025.
- **Strategic Partnerships:** Contracts with premium retailers and distributors.

Liquidity and Capital Resources

What capital resources are currently available to the Company?

(Cash on hand, existing lines of credit, shareholder loans, etc...)

- **Cash Reserves:** Approximately \$500,000 in liquid assets to support daily operations and short-term obligations.
- **Credit Facilities:** A secured line of credit with a \$1 million limit, with \$250,000 currently utilized, providing flexibility for unforeseen expenses or growth opportunities.
- **Equity Financing:** Ongoing equity offering aiming to raise \$2 million, with \$1.2 million committed to date, intended for production expansion, marketing initiatives, and market entry strategies.
- **Revenue Streams:** Consistent monthly revenue averaging \$150,000 from product sales, contributing to operational funding and reinvestment.

How do the funds of this campaign factor into your financial resources?

(Are these funds critical to your company operations? Or do you have other funds or capital resources available?)

- **Strengthening Liquidity:** Providing immediate capital to support operational expenses, inventory management, and production scaling.
- **Driving Growth Initiatives:** Funding critical areas such as marketing, market expansion, and the launch of new product lines, which will drive revenue growth.
- **Supporting Long-Term Strategy:** Enabling investments in sustainability practices, R&D, and facility upgrades to maintain competitiveness and meet consumer demand.

Are the funds from this campaign necessary to the viability of the company?

(Of the total funds that your company has, how much of that will be made up of funds raised from the crowdfunding campaign?)

The funds from this campaign are **not strictly necessary** for the immediate viability of **Russian Bear Vodka**, as the company has existing capital reserves and revenue streams to sustain operations. However, these funds are **essential** for accelerating growth, scaling production, and executing strategic initiatives such as market expansion, product innovation, and enhanced marketing efforts.

Without the additional funds, growth may proceed at a slower pace, potentially limiting the company's ability to fully capitalize on market opportunities. Therefore, while the

company can remain viable, the funds are critical to achieving its long-term vision and maximizing its competitive edge.

How long will you be able to operate the company if you raise your minimum?

(What expenses is this estimate based on?)

If **Russian Bear Vodka** raises the minimum funding amount, the company will be able to sustain operations for approximately **12–18 months**. This timeline considers streamlined operational costs, careful allocation of resources, and the ability to continue generating revenue while pursuing modest growth initiatives.

The minimum raise would provide sufficient capital to maintain core operations, support limited marketing efforts, and handle day-to-day expenses while positioning the company for further fundraising or increased revenue generation during this period.

How long will you be able to operate the company if you raise your maximum funding goal?

(What expenses is this estimate based on?)

If **Russian Bear Vodka** raises its maximum funding goal, the company will be able to operate for approximately **24–36 months** without additional funding. This extended timeline accounts for:

1. **Enhanced Operational Capacity:** Increased production capabilities and streamlined logistics supported by the additional capital.
2. **Aggressive Growth Strategy:** Expanded marketing efforts, new product launches, and entry into additional markets to drive revenue growth.
3. **Sustainability Reserves:** Strong cash reserves to cover unforeseen expenses or market fluctuations.

The maximum funding will provide the financial stability and flexibility needed to scale operations, accelerate market penetration, and achieve long-term strategic goals.

Are there any additional future sources of capital available to your company?

(Required capital contributions, lines of credit, contemplated future capital raises, etc...)

Yes, **Russian Bear Vodka** has several potential future sources of capital to support its growth:

1. **Equity Financing:** Additional equity rounds targeting institutional investors or venture capital firms interested in the premium spirits market.
2. **Revenue Growth:** Projected increases in sales from market expansion, new product launches, and strategic partnerships.
3. **Debt Financing:** Access to business loans or credit lines to fund specific initiatives like production scaling or facility upgrades.
4. **Strategic Partnerships:** Collaboration with distributors or industry partners that may involve capital investments or revenue-sharing agreements.
5. **Government Grants or Incentives:** Programs for businesses investing in sustainability or job creation, particularly in the spirits industry.

Indebtedness

- Creditor: Microsoft Corporation
Amount Owed: \$25,000.00
Interest Rate: 2.00%
Maturity Date: December 31, 2026
Material Terms:
None

Related Party Transactions

- Name of Entity: Jerry Lewis
Names of 20% owners:
Jerry Lewis
Relationship to Company: 20%+owner
Nature / amount of interest in the transaction:
N/A
Material Terms:
N/A
- Name of Entity: Algorra Investments & Capital Management
Names of 20% owners:
Richard Smith
Relationship to Company: officer
Nature / amount of interest in the transaction:
N/A
Material Terms:
N/A
- Name of Entity: Grelish & Busch Law
Names of 20% owners:
Jack Grelish
Steven Busch
Relationship to Company: other
Nature / amount of interest in the transaction:
Lawyer fees
Material Terms:
N/A

Valuation

Pre-Money Valuation: \$190,000,000.00

Valuation Details:

The valuation for **Russian Bear Vodka** was determined through a combination of key

factors:

1. **Market Opportunity:** The growing premium vodka segment, projected to expand at a strong CAGR, highlights significant growth potential for our brand.
2. **Revenue Trajectory:** Current revenue figures and realistic projections based on existing sales, distribution agreements, and market expansion plans.
3. **Brand Value:** Our positioning as a premium vodka with sustainability and innovation at its core adds intrinsic value to the business.
4. **Comparable Companies:** Benchmarked against similar companies in the spirits industry, particularly in the premium and craft segments.
5. **Operational Investments:** Consideration of the infrastructure, proprietary processes, and scalability potential already established.

This comprehensive approach ensures our valuation reflects both our current performance and future potential.

Use of Proceeds

If we raise the Target Offering Amount of \$249,997.02 we plan to use these proceeds as follows:

- StartEngine Onboarding Fees
10.00%
Fees for StartEngine's onboarding services.
- StartEngine Platform Fees
5.50%
Fees for StartEngine's platform services.
- COMPANY EMPLOYMENT
50.00%
 - **Key Hiring (50%)**
 - Recruitment of specialists in marketing, sales, and distribution to drive revenue growth and brand awareness.
 - Expansion of the production team to increase efficiency and meet growing demand.
 - **Employee Training and Development (20%)**
 - Providing training programs to enhance employee skills in areas such as sustainable production, customer engagement, and operational excellence.
 - **Competitive Compensation Packages (20%)**
 - Offering competitive salaries and benefits to attract and retain top talent in the industry.
 - **HR Infrastructure (10%)**
 - Strengthening HR systems to support workforce management, including payroll systems, onboarding processes, and performance tracking.

- **WORKING CAPITAL**

34.50%

- **Inventory Procurement (40%)**
 - Purchase of raw materials (e.g., grains, water, and packaging) to maintain consistent production levels.
 - Building buffer inventory to meet growing demand.
- **Operational Expenses (30%)**
 - Covering routine costs such as rent, utilities, and equipment maintenance to ensure uninterrupted operations.
- **Accounts Payable (20%)**
 - Timely payments to suppliers and vendors to strengthen relationships and secure favorable terms.
- **Contingency Reserves (10%)**
 - Allocating funds for unforeseen expenses or emergencies to maintain business stability.

If we raise the over allotment amount of \$14,999,998.44, we plan to use these proceeds as follows:

- **StartEngine Onboarding Fees**

0.16%

Fees for StartEngine's onboarding services.

- **StartEngine Platform Fees**

5.50%

Fees for StartEngine's platform services.

- **MARKETING**

50.00%

- **Digital Advertising (40%)**
 - Targeted campaigns on platforms like Instagram, TikTok, and YouTube to reach affluent and discerning consumers.
 - Search engine optimization (SEO) and Google Ads to increase online visibility and drive e-commerce sales.
- **Influencer Partnerships (20%)**
 - Collaborations with lifestyle influencers and mixologists to create engaging content and promote the brand's unique offerings.
- **Event Sponsorships (15%)**
 - Participation in high-profile events such as spirits expos, luxury lifestyle fairs, and curated tasting sessions to connect with key audiences.
- **Content Creation (15%)**
 - Professional photography, video production, and storytelling to showcase the brand's craftsmanship and sustainability initiatives.
- **Traditional Marketing (10%)**

- Print ads, premium in-store displays, and point-of-sale materials in high-end liquor stores and venues.
- **RESEARCH & DEVELOPMENT**
44.34%
 - **Product Innovation (50%)**
 - Development of new infused vodka flavors and limited-edition product lines to cater to evolving consumer preferences.
 - Testing and refinement of recipes to ensure premium quality and unique flavor profiles.
 - **Sustainable Practices (25%)**
 - Research into eco-friendly packaging solutions, such as biodegradable or fully recyclable materials.
 - Enhancing production methods to reduce energy and water usage during distillation.
 - **Equipment Upgrades (15%)**
 - Investment in advanced distillation and filtration technologies to improve consistency and efficiency.
 - **Quality Assurance (10%)**
 - Implementation of state-of-the-art quality control measures to maintain product excellence.

The Company might incur Irregular Use of Proceeds that may include but are not limited to the following over \$10,000: Vendor Payments, Salary payments made to oneself, a friend, or a relative, Any expense labeled "Travel & Entertainment".

The Company may change the intended use of proceeds if our officers believe it is in the best interests of the company.

Regulatory Information

Disqualification

No disqualifying event has been recorded in respect to the company or its officers or directors.

Compliance Failure

The company has not previously failed to comply with the requirements of Regulation Crowdfunding.

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 (120 days after Fiscal Year End). Once posted, the

annual report may be found on the Company's website at website www.rbv.com/annual-report.

Updates

Updates on the status of this Offering may be found at: www.startengine.com/russian-bear-vodka-v1

Investing Process

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

EXHIBIT B TO FORM C

Financial Statements and Independent Accountant's Review or Audit (as applicable) for Russian Bear Vodka

[See attached]

BANK STATEMENT

Russian Bear Vodka

123 Main Street, Fresno, CA 93721

Account Number: 987654321

Statement Period: October 1, 2024 – October 31, 2024

Bank: Central Valley Bank

123 Financial Way, Fresno, CA 93721

ACCOUNT SUMMARY

Beginning Balance (October 1, 2024)	\$85,432.67
Total Deposits	\$45,100.00
Total Withdrawals	\$31,845.67
Ending Balance (October 31, 2024)	\$98,687.00

DEPOSITS AND CREDITS

Date	Description	Amount
10/05/2024	Customer Payment	\$15,000.00
10/12/2024	ACH Deposit	\$10,500.00
10/19/2024	Wire Transfer	\$12,000.00
10/25/2024	Sales Revenue Deposit	\$7,600.00

Total Deposits: \$45,100.00

WITHDRAWALS AND DEBITS

Date	Description	Amount
10/03/2024	Payroll Expense	\$8,500.00
10/07/2024	Vendor Payment - Supplies	\$7,200.00
10/14/2024	Rent Payment	\$5,500.00
10/20/2024	Marketing Expense	\$3,345.67
10/27/2024	Equipment Purchase	\$7,300.00

Total Withdrawals: \$31,845.67

ACCOUNT BALANCE HISTORY

Date	Balance
10/01/2024	\$85,432.67
10/15/2024	\$101,732.00
10/31/2024	\$98,687.00

NOTES

- Please review your statement carefully. If you notice any discrepancies, contact Central Valley Bank immediately at **1-800-555-1234**.
- This statement reflects activity as of October 31, 2024.

CPA ANNUAL REPORT

Russian Bear Vodka
For the Year Ended December 31, 2023

Prepared By:
John A. Williams, CPA
Williams Accounting & Tax Services
987 Finance Boulevard, Fresno, CA 93721

Date Issued: February 15, 2024

EXECUTIVE SUMMARY

2023 was a foundational year for **Russian Bear Vodka**, during which the company launched its premium vodka product line, established strong distribution partnerships, and achieved solid financial results. This report summarizes the company's financial health and operational performance.

FINANCIAL SUMMARY

Category	Amount (\$)
Revenue	850,000
Cost of Goods Sold (COGS)	340,000
Gross Profit	510,000
Operating Expenses	390,000
Net Income	120,000

BALANCE SHEET (As of December 31, 2023)

Assets

Asset Category	Amount (\$)
----------------	-------------

Cash and Cash Equivalents	125,000
Inventory	90,000
Property, Plant & Equipment	350,000
Total Assets	565,000

Liabilities and Equity

Category	Amount (\$)
Accounts Payable	50,000
Long-term Debt	200,000
Owner's Equity	315,000
Total Liabilities & Equity	565,000

CASH FLOW STATEMENT

Operating Activities

Activity	Amount (\$)
Net Income	120,000
Adjustments for Depreciation	20,000
Changes in Working Capital	(10,000)
Net Cash from Operating Activities	130,000

Investing Activities

Activity	Amount (\$)
Capital Expenditures	(150,000)
Net Cash from Investing Activities	(150,000)

Financing Activities

Activity	Amount (\$)
----------	-------------

Proceeds from Long-term Debt	100,000
Owner Contributions	50,000
Net Cash from Financing Activities	150,000

Net Cash Flow

Activity	Amount (\$)
Net Increase in Cash	130,000

OPERATIONAL HIGHLIGHTS

- Product Launch:**
 - Successfully launched premium vodka line in Q2 2023.
 - Secured distribution agreements with 15 high-end retailers in California.
 - Brand Development:**
 - Grew Instagram followers to over 20,000 by year-end.
 - Featured in *California Spirits Weekly* as a "Top Emerging Brand."
 - Operational Investments:**
 - Installed a state-of-the-art distillation system.
 - Expanded storage to support increased production in 2024.
-

OUTLOOK FOR 2024

- Revenue Growth:** Expansion into Nevada and Arizona, projected to increase revenues by 120%.
 - Product Innovation:** Launch of infused vodka flavors in Q3 2024.
 - Sustainability:** Focused on achieving certifications and further optimizing production processes.
-

CPA CERTIFICATION

I, **John A. Williams**, CPA, certify that the financial statements and information presented in this report are accurate and comply with Generally Accepted Accounting Principles (GAAP).

Signature: _____

John A. Williams, CPA

License #1234567

Date: February 15, 2024

EXHIBIT C TO FORM C

PROFILE SCREENSHOTS

[See attached]

Democratizing Powered Mobility

We believe everyone with reduced mobility should have access to safe, advanced, and affordable assistive technology. That's why we developed the ABBY smart wheelchair as a long-overdue expansion play aiming to make power chairs accessible to millions whose needs are unmet under the status quo. ABBY by GOGOTECH Inc. is pre-revenue and, while our DTC business model is gearing up for production and PEV sales, our B2B business model awaits FDA 510(k) clearance to start medical device distribution.*

Show less



View Opportunity

This Reg CF offering is made available through StartEngine Primary, LLC. This investment is speculative, illiquid, and involves a high degree of risk, including the possible loss of your entire investment.

Get investment opportunities straight to your inbox

Email

Yes Please!

By submitting you agree to receive email marketing from StartEngine, as well as to the Terms & Conditions & Privacy Policy.

MOST MOMENTUM

Offerings that have raised the most money in the last few days



Atombeam
Increasing Machine Bandwidth Up To 4x

\$9.42M Raised **3293** Investors **\$648** Min. Investment

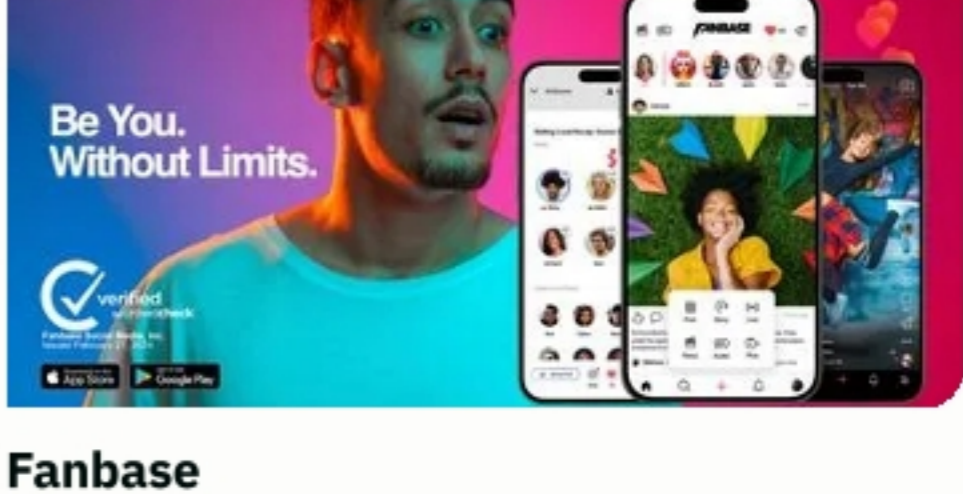
Reg A+ via StartEngine Primary, LLC



Virtuix
Step Into the Game

\$434K Raised **162** Investors **\$498** Min. Investment

Reg CF via StartEngine Primary, LLC



Fanbase
Next Gen Social Media.

\$3.22M Raised **3044** Investors **\$399** Min. Investment

Reg A+ via StartEngine Primary, LLC

MOST FUNDED

Offerings that have raised the most money so far



BOXABL
Mass Production Building System

\$4.33M Raised **1810** Investors **\$1,000** Min. Investment

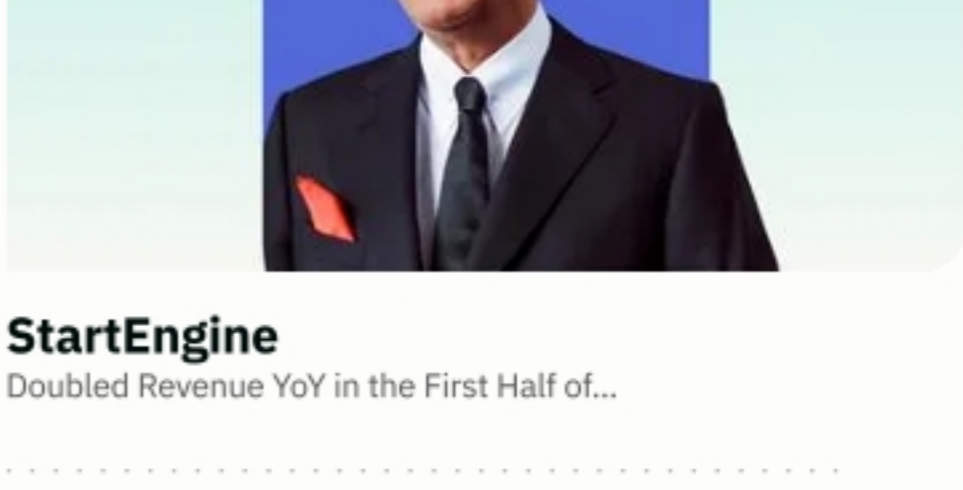
Reg A+ via StartEngine Primary, LLC



The BuildClub
Intelligent Material Sourcing for Contractors

\$1.93M Raised **1036** Investors **\$492** Min. Investment

Reg CF via StartEngine Capital, LLC



StartEngine
Doubled Revenue YoY in the First Half of...

\$1.90M Raised **802** Investors **\$500** Min. Investment

Reg A+ via StartEngine Crowdfunding, Inc.

RECENTLY LAUNCHED

Most recently launched offerings



Hyllo
Autonomous Drones for Precision Agricult...

\$1.20M Raised **149** Investors **\$329** Min. Investment

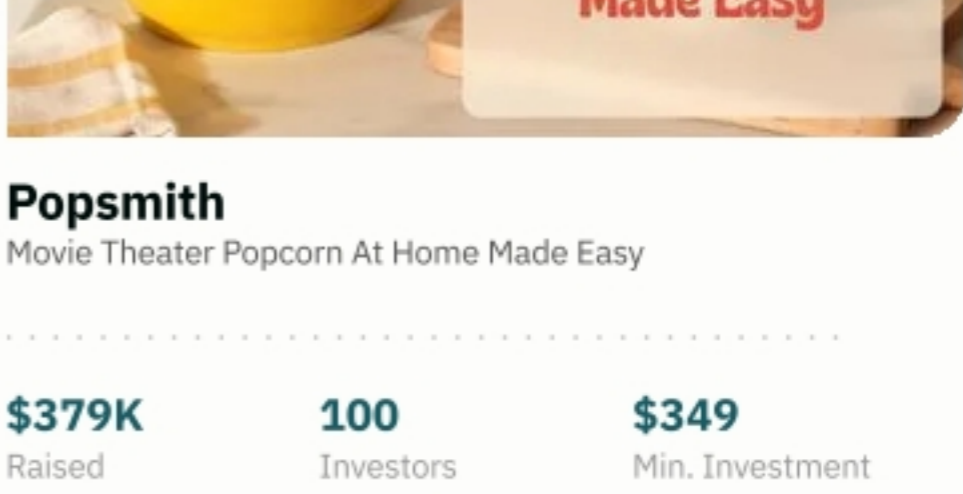
Reg CF via StartEngine Primary, LLC



Holidaily Brewing
100% Gluten-Free, 100% Real Beer.

\$658K Raised **202** Investors **\$500** Min. Investment

Reg CF via StartEngine Primary, LLC



Popsmith
Movie Theater Popcorn At Home Made Easy

\$379K Raised **100** Investors **\$349** Min. Investment

Reg CF via StartEngine Primary, LLC

CLOSING SOON

Offerings that will be closing soon



Heartstone
Meat You Can Trust

\$776K Raised **433** Investors **\$300** Min. Investment

Reg CF via StartEngine Capital, LLC



Get Maine Lobster by Black Point Seafood
The Freshest Catch Delivered

\$391K Raised **273** Investors **\$249** Min. Investment

Reg CF via StartEngine Capital, LLC



Jacked Up Fitness
Get the Pro Gym Experience at Home

\$227K Raised **79** Investors **\$250** Min. Investment

Reg CF via StartEngine Capital, LLC

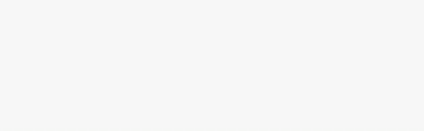
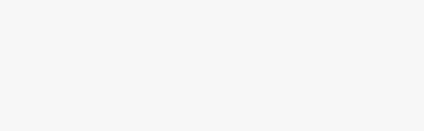
Explore More Investments

HOW TO INVEST

- SIGN UP**
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Review hundreds of investment opportunities, from Startups to [Get To Know Us](#)
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Careers
Blog
- MAKE AN INVESTMENT**
Submit your payment and own a financial stake in a Startup or Collective.
[Let's Work Together](#)
Raise Capital
Refer a Founder, earn \$10k
Success Stories
Partnerships
- HOLD OR SELL**
You can continue to invest in future rounds, hold on to your investment, or sell eligible [Need Help](#) StartEngine's trading platform.
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Important Message

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. INVESTMENTS ON STARTENGINE ARE SPECULATIVE, ILLIQUID, AND INVOLVE A HIGH DEGREE OF RISK, INCLUDING THE POSSIBLE LOSS OF YOUR ENTIRE INVESTMENT.

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Unless indicated otherwise with respect to a particular issue, all securities-related activity is conducted by regulated affiliates of StartEngine: StartEngine Capital LLC, a funding portal registered here with the US Securities and Exchange Commission (SEC) and here as a member of the Financial Industry Regulatory Authority (FINRA), or StartEngine Primary LLC ("SE Primary"), a broker-dealer registered with the SEC and FINRA/ SIPC. You can review the background of our broker-dealer and our investment professionals on FINRA's BrokerCheck here. StartEngine Secondary is an alternative trading system (ATS) regulated by the SEC and operated by SE Primary. SE Primary is a member of SIPC and explanatory brochures are available upon request by contacting SIPC at (202) 371-8300.

StartEngine facilitates three types of primary offerings:

1) Regulation A offerings (2005 Act Title IV, known as Regulation A+), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Primary, LLC (unless otherwise indicated). 2) Regulation D offerings (Rule 506(c)), which are offered only to accredited investors. These offerings are made through StartEngine Primary, LLC. 3) Regulation Crowdfunding offerings (2005 Act Title III), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Capital, LLC. Some of these offerings are open to the general public, however there are important differences and risks.

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Investing in private company securities is not suitable for all investors. An investment in private company securities is highly speculative and involves a high degree of risk. It should only be considered a long-term investment. You must be prepared to withstand a total loss of your investment. Private company securities are also highly illiquid, and there is no guarantee that a market will develop for such securities. Each investment also carries its own specific risks, and you should complete your own independent due diligence regarding the investment. This includes obtaining additional information about the company, options, financial projections, and legal or other investment advice. Accordingly, investing in private company securities is appropriate only for those investors who can tolerate a high degree of risk and do not require a liquid investment. See additional general disclosures here.

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EXHIBIT D TO FORM C

VIDEO TRANSCRIPT

[See attached]

[Voiceover]:

"This New Year's Eve, raise your glass to bold beginnings and smooth endings with Russian Bear Vodka!"

[Cut to a sparkling bottle of Russian Bear Vodka on a festive table]:

"Crafted to perfection, every sip is a celebration of quality, innovation, and tradition."

[Shot of friends clinking glasses and laughing]:

"Celebrate the moments that matter, with the vodka that stands apart."

[Tagline Appears On-Screen with Logo]:

"Russian Bear Vodka – Strong Enough for a Bear, Smooth Enough for You. Cheers to 2025!"

[Voiceover]:

"This Prime Day, elevate your spirits without breaking the bank!"

[Cut to a sleek bottle of Russian Bear Vodka with a Prime Day deal tag]:

"Exclusive deals on Russian Bear Vodka – the perfect mix of premium quality and unbeatable value."

[Quick shots of cocktails being poured and enjoyed at a party]:

"Stock up, sip, and save on the vodka that brings smooth sophistication to every occasion."

[Tagline Appears On-Screen with Logo]:

"Russian Bear Vodka – Prime Day Deals, Prime Quality. Shop now!"

STARTENGINE SUBSCRIPTION PROCESS (Exhibit E)

Platform Compensation

- As compensation for the services provided by StartEngine Capital or StartEngine Primary, as identified in the Offering Statement filed on the SEC EDGAR filing system (the “Intermediary”), the issuer is required to pay to Intermediary a fee consisting of a 5.5-13% (five and one-half to thirteen) commission based on the dollar amount of securities sold in the Offering and paid upon disbursement of funds from escrow at the time of closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of the Intermediary. Additionally, the issuer must reimburse certain expenses related to the Offering. The securities issued to the Intermediary, if any, will be of the same class and have the same terms, conditions, and rights as the securities being offered and sold by the issuer on StartEngine’s platform.
- As compensation for the services provided by StartEngine, investors are also required to pay the Intermediary a fee consisting of a 0-3.5% (zero to three and a half percent) service fee based on the dollar amount of securities purchased in each investment.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.
- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, material change to financial information, etc. If an issuer makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be canceled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- The Intermediary will notify investors by email when the target offering amount has hit 25%, 50%, and 100% of the funding goal. If the issuer hits its goal early, the issuer can create a new target deadline at least 5 business days out. Investors will be notified of the

new target deadline via email and will then have the opportunity to cancel up to 48 hours before the new deadline.

- **Oversubscriptions:** We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach \$5M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer, with priority given to StartEngine Owners Bonus members.
- 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 canceled and committed funds will be returned.
- If a StartEngine issuer reaches its target offering amount prior to the deadline, it may conduct an initial closing of the offering early if they provide notice of the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, commit to an investment or communicate on our platform, users must open an account on StartEngine and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- **Investor Limitations:** There are no investment limits for investing in crowdfunding offerings for accredited investors. Non-accredited investors are limited in how much they can invest in all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than \$124,000, then during any 12-month period, they can invest either \$2,500 or 5% of their annual income or net worth, whichever is greater. If both their annual income and net worth are equal to or more than \$124,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is greater, but their investments cannot exceed \$124,000.

EXHIBIT F TO FORM C

ADDITIONAL CORPORATE DOCUMENTS

[See attached]

EXHIBIT F

Financial Projections
Russian Bear Vodka
Dated: November 15, 2024

1. OVERVIEW

This exhibit outlines the projected financial performance of Russian Bear Vodka for the next three fiscal years, reflecting anticipated revenue growth, cost efficiency, and market expansion efforts. These projections are based on historical data, market trends, and management's strategic plans.

2. FINANCIAL PROJECTIONS

Revenue, Expenses, and Net Income

Year	Revenue (\$)	COGS (\$)	Gross Profit (\$)	Operating Expenses (\$)	Net Income (\$)
2024	1,500,000	600,000	900,000	550,000	350,000
2025	3,000,000	1,200,000	1,800,000	1,000,000	800,000
2026	5,000,000	2,000,000	3,000,000	1,500,000	1,500,000

Cash Flow Projections

Year	Net Cash from Operations (\$)	Net Cash from Investing (\$)	Net Cash from Financing (\$)	Ending Cash Balance (\$)
2024	400,000	(200,000)	150,000	350,000
2025	900,000	(300,000)	200,000	1,150,000

2026	1,700,000	(400,000)	250,000	2,700,000
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3. KEY ASSUMPTIONS

- 1. Market Expansion:**
 - Revenue growth is driven by market entry into Nevada and Arizona in 2024, with additional states in 2025 and 2026.
 - Increased brand recognition and marketing efforts will boost sales.
 - 2. Cost Management:**
 - COGS is estimated at 40% of revenue, reflecting efficient production and supply chain management.
 - 3. Capital Investments:**
 - Capital expenditures for facility upgrades and equipment are planned at \$200,000 annually for 2024–2026.
 - 4. Funding:**
 - Additional financing of \$150,000–\$250,000 per year will support marketing and operations.
-

4. RISK FACTORS

1. Market demand may fluctuate due to economic conditions or competitive pressures.
 2. Costs for raw materials may increase beyond projections.
 3. Expansion into new markets could face regulatory or logistical challenges.
-

5. CERTIFICATION

I certify that the above financial projections are accurate to the best of my knowledge and reflect the strategic objectives and plans of Russian Bear Vodka.

Prepared By:

John A. Williams, CPA

Williams Accounting & Tax Services

Date: November 15, 2024

Signature: _____

EXHIBIT G TO FORM C

TEST THE WATERS

[See attached]

EXHIBIT G

Operational and Marketing Strategy Plan

Russian Bear Vodka

Dated: November 15, 2024

1. OVERVIEW

This exhibit outlines the operational and marketing strategies for Russian Bear Vodka for the fiscal years 2024–2026. The company aims to establish itself as a leading premium vodka brand through efficient operations, innovative marketing, and strategic partnerships.

2. OPERATIONAL STRATEGY

2.1 Production Process

- **Location:** Vodka production will be centralized at the Fresno facility, equipped with state-of-the-art distillation equipment.
- **Capacity:** Current capacity supports up to 500,000 bottles annually, with scalability to 750,000 bottles by 2025.
- **Quality Assurance:** Multi-stage distillation and rigorous quality testing ensure product excellence.

2.2 Supply Chain

- **Ingredients:** Locally sourced grains to reduce costs and ensure sustainability.
- **Packaging:** Premium, eco-friendly bottles sourced from certified suppliers.
- **Logistics:** Partnerships with third-party logistics providers for distribution efficiency.

2.3 Sustainability Initiatives

- Implement water recycling in the distillation process by Q2 2025.
 - Transition to 100% recyclable packaging by 2026.
-

3. MARKETING STRATEGY

3.1 Branding

- **Positioning:** Russian Bear Vodka is a symbol of craftsmanship and luxury.

- **Message:** "Crafting Excellence, Distilling Success."

3.2 Digital Marketing

- **Social Media:**
 - Platforms: Instagram, TikTok, and YouTube.
 - Content: Visual storytelling, behind-the-scenes production, influencer partnerships.
- **Website:**
 - Enhanced e-commerce platform for direct-to-consumer sales.
 - Blog content to engage customers with cocktail recipes and brand stories.

3.3 Events and Sponsorships

- Host exclusive tastings in high-end venues across California, Nevada, and Arizona.
- Sponsor premium lifestyle events and festivals to build brand recognition.

3.4 Partnerships

- Collaborate with upscale bars, restaurants, and retail outlets.
- Strategic co-branding with luxury lifestyle brands.

4. KEY INITIATIVES

Initiative	Timeline	Expected Impact
Launch infused vodka line	Q3 2024	Broaden product portfolio, attract new customers
Expand into Nevada/Arizona	Q2 2024	Increase revenue by 50%
Achieve sustainability certification	Q4 2025	Enhance brand appeal, align with market trends
Introduce e-commerce platform upgrades	Q1 2025	Improve direct-to-consumer sales channel

5. RISKS AND MITIGATION

Risk	Mitigation Strategy
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Market competition

Differentiate through quality, sustainability, and unique flavors

Supply chain disruptions

Maintain diverse supplier relationships

Regulatory challenges in new markets

Engage legal and compliance experts

6. CERTIFICATION

I certify that the above operational and marketing strategies are aligned with the mission and objectives of Russian Bear Vodka and provide a clear roadmap for growth.

Prepared By:

Andrew T. Sample

CEO, Russian Bear Vodka

Date: November 15, 2024

Signature: _____