Zacks Small-Cap Research

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# Eastside Distilling, Inc. (ESDI-OTCQB)

**ESDI: First quarter revenue and earnings were in line with our projections. Strong gains in case shipments drove improvements in gross margins.**

| | |
|---|---|
| Current Price (05/12/17) | $1.58 |
| **Valuation** | **$5.00** |

## OUTLOOK

With its recent expansion Eastside Distilling has the potential to be one of the larger craft distilleries in the industry. Its broad spectrum of craft spirits sets it apart from much of its competition and it has marketing agreements with several of the largest distributers, including Southern Glazer's, by far the largest distributer in the industry.

All of its products are handcrafted from natural ingredients in small batches for unequaled quality and taste.

The craft spirits industry is growing rapidly, and whiskeys, as produced by Eastside, are becoming a more important part of the industry.

Our current price target is $5.00 a share

## SUMMARY DATA

| | |
|---|---|
| **52-Week High** | **$2.60** |
| **52-Week Low** | **$0.99** |
| **One-Year Return (%)** | **1.3** |
| **Beta** | **0.34** |
| **Average Daily Volume (sh)** | **6,743** |
| **Shares Outstanding (mil)** | **9.01** |
| **Market Capitalization ($mil)** | **$14.2** |
| **Short Interest Ratio (days)** | **N/A** |
| **Institutional Ownership (%)** | **N/A** |
| **Insider Ownership (%)** | **63** |
| **Annual Cash Dividend** | **$0.00** |
| **Dividend Yield (%)** | **0.00** |
| **5-Yr. Historical Growth Rates** | |
| **Sales (%)** | **N/A** |
| **Earnings Per Share (%)** | **N/A** |
| **Dividend (%)** | **N/A** |
| **P/E using TTM EPS** | **N/A** |
| **P/E using 2017 Estimate** | **N/M** |
| **P/E using 2018 Estimate** | **N/M** |

| | |
|---|---|
| **Risk Level** | **N/A,** |
| **Type of Stock** | **N/A** |
| **Industry** | **Beverages** |

## ZACKS ESTIMATES

**Net Sales**
(in millions of $)

| | Q1 (Mar) | Q2 (Jun) | Q3 (Sep) | Q4 (Dec) | Year (Dec) |
|---|---|---|---|---|---|
| 2015 | $0.33A | $0.30A | $0.35A | $0.72A | $1.70A |
| 2016 | $0.46A | $0.50A | $0.61A | $0.53A | $2.11A |
| 2017 | $0.61A | $0.80E | $0.88E | $1.00E | $3.29E |
| 2018 | $0.80E | $1.09E | $1.22E | $1.45E | $4.56E |

**Earnings per share***

| | Q1 (Mar) | Q2 (Jun) | Q3 (Sep) | Q4 (Dec) | Year (Dec) |
|---|---|---|---|---|---|
| 2015 | -$0.37A | -$0.30A | -$0.62A | -$0.29A | -$1.57A |
| 2016 | -$0.44A | -$0.45A | -$0.31A | -$0.12A | -$1.40A |
| 2017 | -$0.12E | -$0.09E | -$0.07E | -$0.06E | -$0.34E |
| 2018 | -$0.06E | -$0.05E | -$0.05E | -$0.04E | -$0.19E |

Zacks Projected EPS Growth Rate - Next 5 Years % **35**

Adjusted for 20 for one reverse split.

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## RECENT NEWS

On May 15, 2017 ESDI held a conference call to discuss its first quarter results and the progress made to improve its prospects for 2017 and 2018.

Revenue (Net sales of $0.6 million act. versus $0.7 million est.) and net income ($0.9 million loss for both actual and estimate) were in line with our projections. Cases sold made a significant jump to 5,937 as compared to 3,146 a year ago. Much of the gain was due to increased sales of Portland Potato Vodka and private label spirits, both of which are lower priced but have better gross margins than the other products.

| | | | 1Q15 | 2Q15 | 3Q15 | 4Q15 | 2015A | 1Q16 | 2Q16 | 3Q16 | 4Q16 | 2016A | 1Q17 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Cases sold [12*750 ml} | | | 1,754 | 1,930 | 2,191 | 4,340 | 10,215 | 3,148 | 3,374 | 3,974 | 5,100 | 15,596 | 5,937 |
| Gross price per case` | | | $242 | $222 | $225 | $226 | $228 | $198 | $186 | $200 | $196 | $195 | $140 |
| Gross revenue, dollars in millions | | | $0.425 | $0.428 | $0.492 | $0.982 | $2.327 | $0.622 | $0.628 | $0.796 | $1.000 | $3.043 | $0.830 |
| Net price per case | | | $185.29 | $157.72 | $160.70 | $166.01 | $166.62 | $147.24 | $149.47 | $152.74 | $103.92 | $135.16 | $103.17 |
| Net Revenue, Dollars in millions | | | $0.325 | $0.304 | $0.352 | $0.721 | $1.702 | $0.464 | $0.504 | $0.607 | $0.530 | $2.108 | $0.613 |
| Taxes as % Gross revenue | | | 23.49% | 28.81% | 28.49% | 26.55% | 26.82% | 25.47% | 19.63% | 23.62% | 46.00% | 30.69% | 26.15% |

The acquisitions of Motherlode and Big Bottom should have a positive impact on gross margins in the second half of this year and through 2018. In the first quarter the company had concentrated its efforts in the Oregon area, where sales grew 30% Y/Y, and has placed more emphasis on special event sales. Moves into Alaska should bolster second half revenue.

Eastside Distilling has acquired Big Bottom Distilling [BBD], a small craft distiller located in Hillsboro, Oregon.

BBD makes and markets a number of award winning craft spirits, including the "Warehouse Series", a boutique line of limited production spirits sold to collectors. Most of the company's products are sold in Oregon, California and Illinois. BBD will continue as a separate entity and will produce spirits in collaboration with Eastside Distilling. BBD will add capacity for ESDI and it can produce innovative products designed by ESDI but based on BBD's product line.

ESDI paid for BBD with 84,286 shares of common stock. Based on the recent prices of the common we estimate that the deal was at about 1.2 times revenue. ESDI is currently selling at close to 6 times revenue.

On March 31, 2017 Eastside Distilling filed its 10K for 2016 with the SEC and held a conference call on April 6, 2017 to discuss the results.

Gross sales declined from the 4Q15 due to a change in strategy made in the 3Q15. Revenue had been driven by volume and it was decided to emphasize higher margined products, albeit at

lower price points, such as the popular Potato Vodka. One impact of this change was an increase in excise tax per case as a proportion of gross sales per case. Excise taxes are based on the alcohol content and do not depend on selling prices.

As we had mentioned special event and retail sales declined in 2016 due to fewer tasting rooms. This should reverse in 2017 since new rooms have been added. This revenue carries no distributor costs.

Sales outside of Oregon increased from $0.2 million to nearly $1 million, sales from retail operations declined from $1.3 million to $1.2 million and sales to the Oregon Liquor Control Commission increased from $0.7 to $0.9 million.

The company has announced its first sales in Alaska and we expect continued growth in sales outside of Oregon.

Eastside distilling stated that its ah sufficient cash and cash flow to carry it through the next twelve months. The costs of raising money had a significant negative impact on cash flow in 2016.

The company intends to move its spirits more into the Super Premium sector of the spirits market, with an emphasis on the Potato Vodka and the Burnside Oregon Oaked Bourbon (with a higher alcohol content). Since the company now has bottling capability it can offer private label spirits and small volume seasonal offerings at minimal extra costs and above average selling prices.

Other areas of revenue are e-commerce sales, but there may be legal problems since the laws on wine may not carry over to the spirits world.

Overall we have a positive outlook for increased revenue and declining expenses for 2017 and 2018.

On March 14, 2017 the company announced that it has acquired MotherLode Craft Distillery of Portland, Oregon. Motherlode is a custom bottler and provider of production support to craft distilleries in the Portland area. The founder of MotherLode will join Eastside.

Eastside will relocate most of its operations to MotherLode's facility, which will be expanded to handle large volumes of spirits, including a pneumatic bottling line.

The acquisition will reduce the operation costs of Eastside and will generate additional revenue to the company.

The cost of the acquisition was 260,000 shares of stock, valued at $0.377 million at the time of the purchase. This was about one times 2016 revenue. Eastside's stock is currently selling at close to five times revenue. The cost is expected to be recouped within 18 months.

Eastside Distilling is in the process of negotiating a sublease in a new manufacturing facility. They are expecting to move in no later than the end of June, 2017. The new facility will be leased at a lower cost than the older warehouse.

The company has terminated the old lease at its MLK warehouse. This facility is in an old building that is not capable of taking some of the new equipment needed for increased production at a lower cost. A new bottling line will be installed in the new building and this may not have been permitted in the old warehouse.

On Wednesday. Feb. 8, 2017 Becle S.A.S. de C.V. sold stock in an IPO on the Mexican stock exchange and raised $900 million USD for a market cap. of $6.4 billion . The company is better known as the producer of Jose Cuervo tequila with the largest worldwide market share. Revenue has grown from about $12 billion pesos in 2014 to $18.5 billion pesos in 2016. The issue was oversubscribed, illustrating the public's interest in distilled spirits.

The company has announced that it will double the number of tasting rooms, from two to four, in Oregon. This is important for a number of reasons. Margins are significantly higher since there is no discount to the distributor. This can be seen in the third and fourth quarter financial results in prior years. Tasting rooms are excellent outlets for seasonal spirits and for local varieties that are produced in small quantities. These outlets can be used to gauge interest in small batches of special spirits and can be used to test the interest in a new spirit.

Tasting rooms are very popular during festivals or special events where a lot of people stop and try a sample who would not enter a pub or bar. Venues can be selected based on attendance with a higher ratio of adults that are more likely to imbibe.

Eastside Distilling has hired L&A Social Media to expand its marketing efforts through social media with initial efforts on increasing its exposure to Portland Potato Vodka.

Demand for this unique vodka has grown over 80% over the past year without any express marketing efforts. It has a smooth clean taste without the raw burn that occurs with drinking many other vodka's.

L&A Social Media has worked with both large and small companies in the liquor business and has increased market exposure of such brands as Taittinger Champagne, Drambuie, Reyka

Vodka and Russian Standard Vodka. They have worked worldwide in creating value for their clients.

On Jan. 18, 2017 the company announced it has engaged Portland, Oregon based Sandstrom Partners, Inc. to enhance Eastside Distilling's brand identity.

Sandstrom's client list includes over 150 clients over a broad spectrum of industries, including distilled spirits. Companies that have used Sandstrom include Diago Plc, Brown Forman, InBev, Seagrams and St-Germain. Products include Vodka, Gin, Bourbon, American Whiskey and liqueurs. In a way Sandstrom acts as the marketing arm for distinct products within a company's product line. They will be involved in package design, brand development, advertizing, product and brand awareness, digital awareness (including web design) and point of sale development.

This is a key move for Eastside. It does not have the capital for in-house major marketing campaigns but it needs this to move from a regional to an international factor in the growing craft distilleries sector.

Eastside Distilling announced on Jan. 09, 2017 that it had completed three transactions on Dec. 30, 2016 that resulted in an increase in net working capital of close to $2.75 million.

The company closed a private placement of $1.04 million gross that consisted of 800,000 shares of stock at $1.30 plus, for each share, a three year warrant to purchase stock at $2.50 a share. This transaction generated $1.04 million gross and there were no underwriters, placement agent or selling agents. This stock will be registered asap.

Five accredited investors converted outstanding warrants for 428,846 shares of stock at a price of $1.30, reduced from a strike price of $2.00 a share. This generated $0.557 million in cash. The reduction in price was an inducement by the company and was available for short period of time.

Likewise, ten accredited investor received 886,538 shares of stock in exchange for $1.152 million of promissory notes issued in 2016. This transaction was also at $1.30 a share.

The net impact of the three transactions was an increase in cash of $1.597 and a reduction of $1.152 million in notes payable. We have adjusted our future earnings estimates to reflect the new shares which, under current accounting rules, will result in a decline in net loss per share in 2017.

The company has announced that its bourbon portfolio and its Potato Vodka have received clearance from the Chinese government for sale in China after two years of testing and review. China is a significant market for American distilled spirits, growing from $11 billion in 2013 to

$15 billion in 2015, within an overall spirits market estimated at close to $145 billion in 2016. A significant part of the Chinese market are sales in whisky bars and tasting clubs. Local tastes tend towards high end brands which works to ESDI's strengths. Distribution is similar to the US model, through distributors, but with experts in importing spirits. We assume that Eastside Distilling is negotiating with Chinese importers. Prices should be in line with prices to US distributors.

Eastside Distilling announced its third quarter results after the close of the market on November 14, 2014 followed by a conference call.

Case sales beat our numbers as did the revenue per case. Third quarter prices usually move up sequentially but we had assumed that they would be flat as sales through distributors outside of Oregon expanded.

Wholesale sales in Oregon grew 61% but fewer retail outlets (the numbers vary based on seasonal factors) caused overall sales in Oregon to grow by only 19%. As we move into the holiday period (Thanksgiving through New Year) special events, increased number of outlets and seasonal varieties of spirits will drive Oregon retail sales back up and also influence sales in other states.

Gross margins were impacted by increased raw material costs. Eastside purchases its raw materials from a few local suppliers and the company is increasing is sourcing to provide a more stable pricing environment. It does not use grain futures as do many large alcoholic beverage manufacturers.

We have increased our estimates of case prices slightly. We expect solid seasonal growth in the 4Q16 with an improvement in gross margins from 3Q16 levels.

The company has filed a 8K stating that the senior executives have reduced their salaries and that Jay Harkins has left.

Eastside Distilling has shipped its first Canadian order to the Ontario Liquor Control Board. It shipped its award winning four year old barrel aged Burnside Bourbon. This is a point of entry for the company to introduce other brands into the largest market in Canada.

With the expiration of the 20 day period the stock symbol has returned to ESDI. The previously announced reverse split took effect on Oct. 18, 2016. The stock traded under the symbol ESDID for 20 trading days.

We have adjusted our data for the new share count on both a historical basis and looking forward.

Recent data from the American Craft Spirits Association (ACSA), International Wine and Spirits Research and Park Street, as presented at the Craft Spirits Economic Briefing in New York NY, confirm the rapid growth of the craft spirits industry.

As of Aug. 2016 there were 1,315 active craft distillers in the United States. Over the last five years craft spirits have grown at a compound rate of 27.4% in volume and 27.9% in value to a market share of 2.2% in volume and 3.0% in value.

After over 40 years of almost unparalleled growth the craft beer market is showing signs of weakness. On Oct. 14, 2016 Stone Brewing, one of the largest craft brewers in the country, announced it was laying off about 5% of its workforce.

Given that the craft distilled spirits industry is still in its infancy we could still be looking at increasing penetration of the overall spirits market for the next 20 years.

At the prestigious 2016 New York Wine and Spirits Competition Eastside Distilling won the double gold medal for its Burnside Oregon Oaked Bourbon (bottled at 48% ABV) and a silver medal for its Barrel Hitch Oregon Oak American Whiskey. This competition is regarded as one of the top three wine and spirits competitions in the U.S.A..

Both distilled spirits are aged, up to 120 days, longer than the spirits they are derived from using charred (carbonized) barrels made from Oregon Oak which imparts distinctive flavors to the spirits and, in our opinion, tends to smooth out the taste.

These wins add to the many other awards that Eastside Distilling have won and are valuable for their impact on sales and marketing.

On Sept. 30, 2016 the company announced it had received an initial order from a distributor (not specified and not listed on the company's website) in Florida that includes the Burnside Bourbon, Barrel Hitch American Whiskey and the premium Burnside Oregon Oaked Bourbon. Florida is the second largest state after California for the consumption of distilled spirits, and may be number one on a per capita basis.

Eastside Distilling has issued $0.9 million principal amount of 8% per annum notes and warrants to accredited investors. The maturity date is Sept. 19, 2018. Included with the notes were warrants to purchase 9 million shares at an exercise price of $0.10 a share exercisable for three years. The warrants will not be registered under the appropriate securities acts.

The company's Master Distiller Melissa Heim stated during an interview on a local news station on Sept. 12, 2016 that the company had recently shipped its largest order ever, 24,000 bottles, to a distributor on the East Coast. The average selling price per bottle to Eastside should exceed $10 (it was $12.45 in the second quarter).

On Aug. 15, 2016 Eastside announced its second quarter results, followed by a conference call.

Case sales increased 72% Y/Y to 3,374 cases which was an increase of 7% from 1Q16 shipments. On a dollar basis net sales in Oregon were relatively flat Y/Y, and most of the gain was from sales to distributers in other states. Oregon is the only state that has both retail and wholesale sales. Overall the change in sales mix resulted in a drop in average price per case from $157 to $149. We expect the average price per case to continue to decline and then level out as sales outside of Oregon become a greater part of the mix.

Eastside is now set up to sell into 24 states in the U.S.A. and also into Ontario, Canada The company wants to focus on large cities where spirit sales per capita are often much higher than in Oregon. Distribution into California started in 2Q16. California is the nation's largest consuming state for spirit sales with sales exceeding 25.7 million cases, which is 12% of total U.S. spirit sales.

Profit margins on net sales (gross sales less excise taxes) were 47% in 2Q16 as compared to 48% in 2Q15 and 45% in 1Q16. Holding gross profit margins at this level is a significant achievement given the substantial change in geographical mix.

SG&A continued to increase from both year ago and 1Q16 levels. Some of the increase in EBITDA loss was due to increases in depreciation, which will continue at this level, but debt financing and debt payment had a significant impact.

Cash, trade receivables and inventories were $2.06 million at the end of 2Q16 as compared to $0.97 million at year end 2015.

In March 2016 the company announced that  Burnside Bourbon was approved for sale in Ontario, Canada. We assume, although it was not specified, that sales will be through the Liquor Control Board of Ontario [LCBO].  The LCBO is also the only supplier of alcohol to bars and restaurants in the province. Ontario is the most populous province in Canada.

## KEY POINTS

- In the four quarters ending in the first quarter of 2015 the company sold 7420 cases of spirits and generated $1.23 million in net sales at an average price (ASP) of $166 per case. We assume that this is essentially all derived from sales in Oregon. If the new mix of sales to distributors drops the ASP to $140 a case and 20 states could generate 20 times the number of cases sold in Oregon then, under these naïve assumptions, the company could generate over $10 million in net sales and, with the current cost structure, would derive more than $1 million in net income.

- Eastside Distilling has the capacity to move out of the craft segment and develop a nationwide presence. This would be through strong relationships with large distributors both in the United States and abroad.

- The company has a new 41,000 square foot distillery which will be capable of producing one million cases of spirits, up from 100,000 cases at the end of 2015. When sales expand beyond the capacity of the current distillery Eastside can migrate production to the new facility with only a modest increase in expenses.

- The current product line can be extended with seasonal offerings and enhanced versions of its current products as well as new craft distilled spirits such as gin. This could increase the average price per bottle over time. The target market are the Premium and High End Premium categories as defined by the Distilled Spirits Council (DISCUS).

- There is a significant seasonality in the industry. Eastside currently has approximately 20% of the annual revenue in each of the first three quarters and 40% in Q4. Selling product through distributors is likely to move sales from Q4 into Q3.

- Recent quarters included over $1 million of SG&A expenses. Even though there were non-reoccurring items (not itemized), the overhead burden has to be reduced to achieve bottom line profitability over the next few years.

Eastside Distilling was founded in 2008 and, via a reverse merger, became public in 2014. Located in Portland's Distillery Row the company produces a number of craft spirits such as whiskeys, vodka and rums.

The company introduced its first product, Below Deck Rum in 2009 and opened its first distillery with 6,400 case capacity. Its first vodka was sold in 2010 and the product line expanded to include another rum and its first bourbon, Burnside, as well as its first seasonal liquor, Holiday Spiced.

Eastside Distilling entered the retail market, in Oregon, in 2014. Starting in 2015 the company launched several initiatives with distributors and was approved to sell spirits in five more states including New York and Texas.

| Eastside Distilling, Inc. | 2012 | 2013 | 2014 | 2015 |
|---|---|---|---|---|
| **Premium brand sales** | | | | |
| in million dollars based on Net Sales | | | | |
| Burnside Bourbon | $0.049 | $0.297 | $0.422 | $0.596 |
| % change | | 507.9% | 42.3% | 41.2% |
| | | | | |
| | | | | |
| Barrel Hitch American Whisky | | | | $0.119 |
| % change | | | | |
| Introduced July 2015 | | | | |
| | | | | |
| | | | | |
| | | | | |
| Distinctive Whiskeys | $0.012 | $0.074 | $0.106 | $0.255 |
| % change | | 507.9% | 42.3% | 142.0% |
| | | | | |
| | | | | |
| Below Deck Rum | $0.012 | $0.074 | $0.106 | $0.204 |
| % change | | 507.9% | 42.3% | 93.6% |
| | | | | |
| | | | | |
| Premium Vodka | 0.030 | 0.222 | 0.317 | 0.238 |
| % change | | 641.6% | 42.3% | -24.7% |
| | | | | |
| | | | | |
| Total net sales | $0.122 | $0.742 | $1.055 | $1.703 |
| | | | | |
| Branded products | $0.103 | $0.667 | $0.950 | $1.413 |
| | | | | |
| Seasonal varieties | $0.019 | $0.074 | $0.106 | $0.290 |
| as % total net sales | 15.41% | 10.00% | 10.00% | 17.01% |
| | | | | |
| Sales in Oregon | | | $0.42 | $0.54 |

Eastside Distilling has constructed a 41,000 sq. ft. distillery and tasting room designed to increase capacity to one million cases, a 150 fold increase.

There are substantial variations in prices for the same product across many markets. In Southern California the retail price for a bottle of Burnside Bourbon 4 Year on sale is currently $26.99 for a 750 ml bottle, its regular price is $34.99; Oregon Oaked Burnside is $54.99; Barrel Hitch American Whiskey sells for $19.99. Below Deck Silver Rum for $17.99 and Ginger Rum for $17.99; The Premium Vodka goes for $19.99. The rum and the vodka prices are close to the regular prices for well known premier brands.

## OVERVIEW

The wine and spirits industry is a major contributor to the US economy. In 2014 it paid $6.45 billion in excise taxes (this does not include custom duties paid on imported wine and spirits), $15.9 billion in business related taxes and $34.2 billion to state and local taxes. It supports more than 57,000 direct manufacturing jobs.

The Dept. of the Treasury, Alcohol and Tobacco Tax and Trade Bureau publishes monthly data on net production of spirits and the amounts bottled for domestic use. The data contains inconsistencies but the overall trends are important. The TTB data is released about four months after the end of the month.

| **US Dept. of the Treasury** | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 2003 | 2004 | 2005 | | 2012 | 2013 | 2014 | 2015 | 2015 | 2016 |
| **Net annual production in billion proof gallons, data as reported in December.** | | | | | | | | | 6 months | 6 months |
| Whiskey | 71.941 | 83.114 | 92.89 | | 112.616 | 211.319 | 141.433 | 146.912 | 73.981 | 89.683 |
| Rum, Gin & Vodka | 11.717 | 38.492 | 10.366 | | 18.876 | 5.845 | 6.151 | 11.182 | 3.097 | 2.901 |
| | | | | | | | | | | |
| Corn used in spirits production, TRILLION pounds | | | | | | | | | | |
| | 11.487 | 12.594 | 16.897 | | 90.344 | 98.487 | 118.285 | 133.711 | 63.065 | 71.306 |
| Data available monthly | | | | | | | | | | |

| **US Dept. of the Treasury** | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Bottled for domestic use, excludes imported Rum.** | | | | | | | | | 6 months |
| in million Wine gallons | 2003 | 2004 | 2005 | | 2012 | 2013 | 2014 | 2015 | 2016 |
| Whiskey | 65.222 | 63.852 | 65.367 | | 77.297 | 13.261 | 81.330 | 76.273 | 36.875 |
| Gin | 19.809 | 18.295 | 17.802 | | 14.337 | 13.261 | 12.585 | 11.352 | 5.754 |
| Vodka | 73.931 | 78.842 | 81.607 | | 123.023 | 120.032 | 122.924 | 123.483 | 62.381 |
| Tequila | 14.941 | 15.012 | 14.358 | | 16.023 | 14.807 | 16.441 | 15.690 | 8.055 |
| | | | | | | | | | |
| Units are not important, the %of market and the sector growth are what counts | | | | | | | | | |

In 2014 the alcoholic beverage market in the US was about $65.8 Billion according to the Distilled Spirits Council of the United States (DISCUS). Other sources place the total U.S. market at 7.7 billion gallons and retail sales at $212 billion, with spirits at 507 million gallons and $78 billion.

However, this data includes beer, spirits and wine, and this is not the relevant market for Eastside Distilling, Inc. A more relevant market is the spirits section, which accounts for 35.2% of the total. Preliminary estimates for 2015 are for an increase in revenue of 4.1% to $24.1 billion on a volume of 215,034 thousand cases (price per case of $112.09, an increase from the $110.11 of 2014).

| Distilled Spirits Council of the United States | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| Year | 2000 | 2005 | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 |
| Distilled spirits | | | | | | | | |
| Revenue in billions | $11.70 | $16.00 | $19.16 | $20.36 | $21.29 | $22.22 | $23.15 | $24.09 |
| | | | | | | | | |
| As % of total market: | 28.73% | 32.05% | 33.28% | 34.05% | 34.26% | 34.70% | 35.17% | 35.44% |

Over the 16 years from 1999 to 2014, except for 2009, the market share for spirits has increased from the prior year level, and beer has been the loser. But, again these statistic are not germane. What counts is the markets in which Eastside is involved or those that would be potential markets in the future.

Again, DISCUS has the relevant data for 2014 and 2015, broken down by category and price range.

The overall categories are shown below. The obvious target markets for Eastside Distilling are the whisky markets, both blended and bourbon.

| | | | | | 2014 | | | 2015 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Category | 2013 | 2014 | % change | Revenue* | Price per | 2015 | % change | Revenue* | Price per | % change |
| in thousand cases | cases | cases | | Million $ | bottle | cases | | Million $ | bottle | |
| **Blended whiskey** | 6,131 | 8,706 | 42.00% | 577 | $5.52 | 9,471 | 8.79% | $633 | $5.57 | 0.91% |
| **Bourbon and Tennessee** | 18,031 | 19,357 | 7.35% | 2,683 | $11.55 | 20,367 | 5.22% | $2,894 | $11.84 | 2.51% |
| **Canadian** | 16,497 | 16,337 | -0.97% | 1,712 | $8.73 | 16,745 | 2.50% | $1,852 | $9.22 | 5.61% |
| **Scotch Blended whisky** | 7,792 | 7,554 | -3.05% | 1,363 | $15.04 | 7,457 | -1.28% | $1,361 | $15.21 | 1.13% |
| **Scotch Single Malt** | 1,770 | 1,883 | 6.38% | 645 | $28.54 | 2,127 | 12.96% | $732 | $28.68 | 0.49% |
| **Irish** | 2,539 | 2,771 | 9.14% | 553 | $17.00 | 3,218 | 16.13% | $664 | $17.19 | 1.12% |
| **Vodka** | 65,869 | 66,943 | 1.63% | 5,775 | $7.19 | 68,160 | 1.82% | $5,806 | $7.10 | -1.25% |
| **Rum** | 25,573 | 25,182 | -1.53% | 2,374 | $7.85 | 24,793 | -1.54% | $2,325 | $7.81 | -0.51% |
| **Tequila** | 13,134 | 13,795 | 5.03% | 2,111 | $12.75 | 14,810 | 7.36% | $2,311 | $13.00 | 1.96% |
| **Gin** | 10,322 | 10,044 | -2.69% | 865 | $7.18 | 9,865 | -1.78% | $857 | $7.24 | 0.84% |
| **Brandy & Cognagc** | 11,124 | 11,533 | 3.68% | 1,709 | $12.35 | 12,362 | 7.19% | $1,914 | $12.90 | 4.45% |
| **Cordials** | 20,644 | 20,411 | -1.13% | 2,463 | $10.06 | 20,027 | -1.88% | $2,429 | $10.11 | 0.50% |
| **Cocktails** | 6,344 | 5,685 | -10.39% | 315 | $4.62 | 5,718 | 0.58% | $316 | $4.61 | -0.22% |
| | | | | | | | | | | |
| Total | 205,768 | 210,200 | 2.15% | 23,146 | $9.18 | 215,121 | 2.34% | $24,093 | $9.33 | 1.63% |
| *DISCUS Annual Industry Review 2016* | | | | | | | | | | |
| * Gross revenue including Federal excise taxes at producer level. | | | | | | | | | | |
| Totals may include rounding errors | | | | | | | | | | |

DISCUS also ranks markets according to perceived quality.

| Product types | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 9-litre cases | | 2013 | | | | 2014 | | | | 2015 | | |
| Category | Value | Premium | High end premium | Super premium | Value | Premium | High end premium | Super premium | Value | Premium | High end premium | Super premium |
| Blended Whiskey | 2,808 | 3,323 | | | 2,832 | 5,874 | | | 2828 | 6643 | | |
| Volume change Y/Y | | | | | 0.9% | 76.8% | | | -0.1% | 13.1% | | |
| Bourbon & Tennessee | 3,007 | 5,048 | 8,743 | 1,234 | 3,149 | 5,493 | 9,244 | 1,471 | 3,301 | 5,351 | 9,872 | 1,843 |
| | | | | | 4.7% | 8.8% | 5.7% | 19.2% | 4.8% | -2.6% | 6.8% | 25.3% |
| Vodka | 26,396 | 20,305 | 12,939 | 6,230 | 26,503 | 20,395 | 13,636 | 6,409 | 26,815 | 20,633 | 15,150 | 5,562 |
| | | | | | 0.4% | 0.4% | 5.4% | 2.9% | 1.2% | 1.2% | 11.1% | -13.2% |
| Rum | 5,798 | 16,238 | 3,130 | 407 | 5,693 | 15,852 | 3,190 | 447 | 5,782 | 15,485 | 3,066 | 460 |
| | | | | | -1.8% | -2.4% | 1.9% | 9.8% | 1.6% | -2.3% | -3.9% | 2.9% |
| *DISCUS Annual Industry Review 2015 , data subject to revision without notification* | | | | | | | | | | | | |

| Product types | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Revenue by quality | | 2013 | | | | 2014 | | | | 2015 | | |
| Category | Value | Premium | High end premium | Super premium | Value | Premium | High end premium | Super premium | Value | Premium | High end premium | Super premium |
| Blended Whiskey | $145 | $241 | | | $150 | $427 | | | $150 | $483 | | |
| Bourbon & Tennessee | $172 | $514 | $1,490 | $273 | $181 | $566 | $1,611 | $325 | $192 | $556 | $1,735 | $411 |
| Vodka | $1,087 | $1,554 | $1,681 | $1,267 | $1,103 | $1,558 | $1,774 | $1,340 | $1,111 | $1,569 | $1,966 | $1,160 |
| Rum | $286 | $1,625 | $376 | $103 | $282 | $1,593 | $383 | $115 | $285 | $1,550 | $371 | $119 |
| *$ millions including excise tax* | | | | | | | | | | | | |
| *DISCUS Annual Industry Review 2015* | | | | | | | | | | | | |

| **Producer** | | Value | Premium | High end | Super |
|---|---|---|---|---|---|
| **Price points by type:** | | | | premium | premium |
| Blended Whiskey, | | <$9.00 | $12.10 | | |
| Bourbon & Tennessee | | <$9.17 | $18.00 | $30.00 | >$40.00 |
| Vodka | | <$8.00 | $25.00 | $40.00 | >$50.00 |
| Rum | | <$8.00 | $16.50 | $20.00 | >$40.00 |
| *mid point of suggested price range* | | | | | |
| *DISCUS Annual Industry Review 2015* | | | | | |
| *Price per 750 ml bottle before state & local taxes but including FET* | | | | | |
| Est. by Zacks SCR | | | | | |

The usual retail prices in Southern California for the various spirits are shown below:

| | Value | Premium | High end premium | Super premium |
|---|---|---|---|---|
| **Retail Price points by type:** | | | | |
| Southern CA | | | | |
| Blended Whiskey, | $5.99 | $7.30 | $22.00 | |
| | | | | |
| Bourbon & Tennessee | $6.60 | $9.65 | $22.00 | $24.00 |
| | | | | |
| Vodka | $4.00 | $8.50 | $19.00 | $29.00 |
| | | | | |
| Rum | $4.30 | $8.55 | $23.00 | $24.00 |
| | | | | |
| Other: | | | | |
| Fireball Cinnamon Whisky | | $14.00 | | |
| All products above are available in Los Angeles & San Diego. | | | | |
| *Survey by Zacks* | | | | |

The classification is based on the names of the spirits mentioned in the DISCUS Annual Industry Review 2015.

It is obvious that the place to be for a craft distiller is the high end premium and super premium markets. According to DISCUS the growth over the last five years has been highest for the super premium whiskey market (155% in gross revenue and 141% in volume) followed by the high end whiskey market (50% in gross revenue and 34% in volume). Vodka is the largest market, but it has a low growth rate and the lowest price points.

The overall growth of the whiskey market over the last 13 years is shown below, which shows the increase in cases (9 litres or twelve 750ml bottles). The high-end product has the strongest pricing over the period 2010 to 2015.

**The whiskey market in the United States.**
**U.S. Bourbon & Tennessee Whiskey Market**

| | By 1,000 cases | | | | | By Gross revenue in millions | | | | | Revenue per bottle | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Year | Value | Premium | High end | Super | | Value | Premium | High end | Super | | Value | Premium | High end | Super |
| 2002 | 2,972 | 4,281 | 5,576 | 309 | 2002 | | | | | 2002 | | | | |
| 2003 | 2,972 | 4,278 | 5,823 | 332 | 2003 | $148 | $339 | $768 | $63 | 2003 | $4.15 | $6.60 | $10.99 | $15.81 |
| 2004 | 2927 | 4,318 | 6,237 | 385 | 2004 | $151 | $369 | $837 | $74 | 2004 | $4.30 | $7.12 | $11.18 | $16.02 |
| 2005 | 2,816 | 4,388 | 6,666 | 431 | 2005 | $145 | $380 | $938 | $84 | 2005 | $4.29 | $7.22 | $11.73 | $16.24 |
| 2006 | 2,633 | 4,499 | 7,116 | 496 | 2006 | $140 | $393 | $1,020 | $98 | 2006 | $4.43 | $7.28 | $11.94 | $16.47 |
| 2007 | 2,619 | 4,415 | 7,310 | 568 | 2007 | $139 | $401 | $1,079 | $112 | 2007 | $4.42 | $7.57 | $12.30 | $16.43 |
| 2008 | 2,642 | 4,267 | 7,500 | 662 | 2008 | $142 | $406 | $1,142 | $134 | 2008 | $4.48 | $7.93 | $12.69 | $16.87 |
| 2009 | 2,808 | 4,367 | 7,231 | 658 | 2009 | $153 | $424 | $1,115 | $137 | 2009 | $4.54 | $8.09 | $12.85 | $17.35 |
| 2010 | 2,778 | 4,529 | 7,372 | 764 | 2010 | $152 | $439 | $1,154 | $161 | 2010 | $4.56 | $8.08 | $13.04 | $17.56 |
| 2011 | 2,717 | 4,637 | 7,782 | 907 | 2011 | $150 | $456 | $1,272 | $194 | 2011 | $4.60 | $8.19 | $13.62 | $17.82 |
| 2012 | 2,796 | 4,984 | 8,079 | 1,019 | 2012 | $157 | $499 | $1,344 | $222 | 2012 | $4.68 | $8.34 | $13.86 | $18.16 |
| 2013 | 3,007 | 5,048 | 8,743 | 1,234 | 2013 | $172 | $515 | $1,490 | $273 | 2013 | $4.77 | $8.50 | $14.20 | $18.44 |
| 2014 | 3,419 | 5,493 | 9,244 | 1,471 | 2014 | $181 | $566 | $1,611 | $325 | 2014 | $4.41 | $8.59 | $14.52 | $18.41 |
| 2015 | 3,301 | 5,351 | 9,872 | 1,843 | 2015 | $192 | $556 | $1,735 | $411 | 2015 | $4.85 | $8.66 | $14.65 | $18.58 |
| Change 2010 - 2015 | 18.83% | 18.15% | 33.91% | 141.23% | | 26.32% | 26.65% | 50.35% | 155.28% | | 6.30% | 7.20% | 12.27% | 5.82% |

**High end market is the biggest with a 50% plus growth**
**The product is more affordable than the Super premium market**

## Wholesalers & Distributors.

In the U.S. all liquor producers have to use state licensed or state owned agencies as distributers. Over time this industry has consolidated into four major companies that generate nearly 60% of the revenue from wine and spirits. Number six, at that time, Wirtz Beverage and number three Charmer Sunbelt united together on 10/20/2015 to become Breakthru Beverages, the third largest distributer. The consolidation of Southern Wine and Glazer's on June 30, 2016 resulted in Southern Glazer's Wine and Spirits becoming by far the largest distributor, being twice the size of number two.

The number of distributors varies in each state with California having the most distributors. However, cases per distributor, and presumably revenue per distributor, are highest in Texas and Florida.

Producers negotiate with distributors within each state (See ESDI web site) and the company has a relationship at the corporate level with some of the major distributors.

Eastside Distilling currently lists on its web site 21 states in which they sell to distributors These include Southern Wine and Spirits (now Southern Glazer's, by far the largest distributer) in 8 states including California, Illinois, New York, and Texas (Glazer's is now Southern Glazer's). This is four out of the top five spirit consuming states. Eastside has announced it is now selling product in Florida which gives it a presence in the top five states.

| | | Estimated | Revenue | | Market share |
|---|---|---|---|---|---|
| **Wine & Spirit Distributors** | States served* | | **2015** | | |
| *2014 revenue in millions* | | Offices | | | |
| | | | | | |
| **Southern Glazer's** | 44 | 139 | $15,400 | | 29.23% |
| *Excludes DC, & Canada* | | | | | |
| **Republic National Distributing** | 20 | 42 | $7,400 | | 14.04% |
| | | | | | |
| **Breakthru Beverage** | 16 | 40 | $6,400 | | 12.15% |
| | | | | | |
| **Young's Market Co.** | 9 | 57 | $2,925 | | 5.55% |
| | | | | | |
| **Johnson Brothers** | 22 | 30 | $1,250 | | 2.37% |
| | | | | | |
| **Martignetti Companies** | 5 | N/A | $1,200 | | 2.28% |
| | | | | | |
| **Allied Beverge Group** | 1 | N/A | $755 | | 1.43% |
| | | | | | |
| **Fedway Associates** | 1 | N/A | $725 | | 1.38% |
| | | | | | |
| **Horizon Beverage** | 5 | N/A | | | |
| | | | | | |
| **The Winebow Group** | 16 | 19 | $640 | | 1.21% |
| | | | | | |
| **Top 8** | | | $36,715 | | 69.68% |
| **Total U.S. market** | | 1423 | $52,690 | | 100.00% |
| *Source: Wineindustryinsight.com & industry sources.* | | | | | |
| * as of October.2016 | | | | | |

| The top ten States in spirit consumption: | | | | | |
|---|---|---|---|---|---|
| 2014 | | | | | |
| | Cases | Mkt Share | Growth | No. of | Cases per |
| | thousands | | | distributors | distributors |
| | | | | in 2016 | |
| **California** | 25,718 | 12.0% | 4.2% | 139 | 185.02 |
| **Florida** | 17,024 | 8.0% | 4.1% | 50 | 340.48 |
| **New York** | 13,567 | 6.4% | 4.4% | 79 | 171.73 |
| **Texas** | 12,291 | 5.8% | 3.7% | 30 | 409.70 |
| **Illinois** | 8,751 | 4.1% | 3.7% | 65 | 134.63 |
| **New Jersey** | 7,783 | 3.7% | 4.0% | N/A | N/A |
| **Pennsylvania*** | 7,422 | 3.4% | 4.2% | N/A | N/A |
| **Michigan*** | 7,336 | 3.4% | 2.3% | 34 | 215.76 |
| **Wisconsin** | 6,011 | 2.8% | 3.2% | N/A | N/A |
| **Massachusetts** | 5,926 | 2.8% | 4.4% | 29 | 204.34 |
| | | | | | |
| Top 10 | 111,830 | 52.4% | | | |
| U.S. Total | 213,420 | | | 1,113.00 | |
| *Source: winesandvines.com* | | * are control states | | | |
| *Source: Beverage Trade Network, Sept. 2015* | | | | | |

## INDUSTRY POSITION

ESDI believes it has one of the broadest range of products of any craft spirits company. With its recent expansion Eastern Distilling will be one of the larger craft distilleries. Its broad spectrum of craft spirits sets it apart from much of its competition, and it has marketing agreements with several of the largest distributers, including Southern Glazer's.

According to the trade press [www.thewhiskeywash.com] in April 2016 there were at least a thousand craft distilleries in operation and the number of Distilled Spirits Permits (DSP, the federal permit required to operate a distillery) has risen to 1,825. In 2015 there were close to 400 DSPs issued. The industry has grown from 18 distilleries in 1977, 60 in 2003, 289 in 2010, 760 by the end of 2015 with another 200 under construction. A craft distillery is defined as one that produces less than 100,000 9-liter cases {133,333 750 ml bottles} a year. The ADI (American Distilling Institute) estimates that more than 95% make less than 50,000 cases a year. However, given the strength of the market, many of these are adding capacity. The ADI estimates the current growth rate to be around 30% a year and should result in an 8% market share of all spirit sales within four years. Other sources place the volume growth (cases) at 45% per year. Whiskey represents 37% of all craft labels, followed by gin at 13%. The American Craft Spirits Association is of the opinion that craft distilling is on a steeper growth curve than craft beer was in the 1980s.

Since all spirits are sold through third parties (distributors or state controlled entities), the opinions, and actions, of the distributors are very important. The CEO of Southern Glazer's has stated that craft spirits is a key trend for the future and would definitely be a growth driver for Southern Glazer's.

## CRAFT MARKETS & THE SEARCH FOR DIFFERENTIATION

Companies have always tried to differentiate themselves and their products from their competitors. Billions of dollars are spent on brand identities even though there may be no functional difference between products from one company or generic products from large competitors. Marketing departments spend a lot of time trying to segment markets and position themselves and their products in some way to sell goods and services at higher prices.

Segmentation is one type of differentiation. Other ways are perceived quality, flavor or taste. Adding flavor enhancers to foods, olfactory agents to detergents, prettier bottles, colored liquids are all means to appeal to buyers.

One of the first major craft companies to segment its market is Starbucks, the ninth largest beverage company in the world . It was the first coffee producer that sold coffee of different grinds, coffee beans from many parts of the world, and the shops made coffee in machines not found at the usual diner. Starbucks still differentiates its products in more ways than does its competition. The competition was Howard Johnson, and they no longer exist.

The first craft market for distilled spirits was probably the liqueur market, differentiated by flavor over two hundred years ago. Drambuie in 1746; Cointreau in 1888; Metaxa in 1849 and (disputed) Benedictine in 1510 (Source: Wikipedia). These were all small craft distillers based on today's definition.

In more modern times what was probably the first differentiation in the spirits business was the extension of the single malt scotch whisky market. For many years there were only two, Glenfiddich (formed in 1888) and Glenlivet (formed in 1824) and both were 12 year old malts. In the 1990s Glenfiddich introduced extended life single malts, first a 15 year old and then an 18 year old malt. Product extension is differentiation.

Then other single malts appeared using different methods of malting. The water from the local streams is flavored by the peat bogs (peat is sphagnum moss) imparting a local taste.

Beer is not just beer. There is pale ale, lager, stout, mild, lambic, hefeweizer (wheat beer). There is IPA, Imperial Pale Ale, the British standard for beer to be produced for the Indian Army. Guinness made in Dublin (opened in 1778) does not taste the same as that made elsewhere. There are the German standards where the ingredients are tightly controlled, which was the base for the Milwaukee beer industry. All of these beers have different tastes and alcohol contents. There is near beer which has a low alcohol content and malt liquor which is stronger. There are seasonal varieties, and there are craft beers. These, by definition of the Brewers Association, are "small, independent and traditional".

Microbrewing is assumed to have started in the UK in the 1970s, although there have been many artisan brewers in Europe for centuries. The concept spread to other countries and some breweries expanded their capacity and distribution, and the term craft brewing was used to segment the beer market and to differentiate such beers from those produced by the large brewers such as Stella Artois, whose roots go back to the original brewery established in 1366. From this came the small brewery in restaurants and the ultimate in "micro", the brewpub.

Microbreweries compete on the basis of quality, taste and innovation and not on price.

In 1979 President Carter signed a bill to deregulate brewing at the federal level allowing homeowners to brew beer, and some of these expanded to become craft breweries.

In 1979 there were 89 breweries in the U.S. The Brewers Association reported that in March 2013 there were 2,416 breweries in operation, of which 97.7% were ranked as craft breweries. There were also 1,124 brewpubs and over 1,200 other small breweries. By 2015 this had reached 4,225 craft breweries.

However, for the first time, new net openings (openings less closings) declined; from about 600 in 2014 to less than 400 in 2015. It may be that the craft beer market has peaked.

By 2015 the craft beer market had reached $22.3 billion in sales with a market penetration of 12.8%.

Within the "craft' category there are a number of companies that are no longer small. D.G. Yuengling and Son. (established in 1826) had revenue of $1,758 million in 2015 and is the fourth largest brewer in the U.S. and 34th largest beverage company in the world. The Boston Beer Co. (Samuel Adams, often shortened to Sam) is number 44 on the world list and number 5 in the U.S. with revenue of $960 million in 2015.

The craft brewing industry has shown that "craft" is no impediment to growth and size. It is likely that over the same period (1984 to 2015 for the Boston Beer Co.) some of the craft spirits companies can become as successful as the craft beer companies. Penetration of 10% of the U.S. spirits market would be over $2 billion.

## VALUATION

There are no U.S. companies in the 15 largest alcoholic beverage producing companies in the world. Even in just the spirits group Brown-Forman Corp. [BF-B $ 46.55] is number 6 in the world and Constellation Brands [STZ $168.60] is number 8. The large cap stock valuations are not really relevant as comparisons for the emerging craft distillers. There are many small craft distillers listed on stock exchanges. There are over 20 companies listed on stock exchanges world-wide with the word "distilleries" in their name. Unfortunately, a lot of them are listed on the Bombay Stock Exchange and data on them is not available. Also there are some micro-cap companies in the wine industry which have been added for the basis of comparison.

Analyst estimates of next 5 year growth in earnings per share for beverage stocks vary from 25% for BREW, 20% for THST and down to 7% for DEO (Diageo.plc). In our opinion ESDI could grow at over 35% compounded over the next five years and the stock deserves a premium valuation to the group.

| COMPARISON TABLE | Ticker | Price | Mkt | ROE | P/E | P/E | P/B | P/S | EV/Rev | EV/EBITDA | PEG | Inst. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| (Source: Yahoo Finance) | | 5/15/17 | Cap | (%) | L4Q | N4Q | LQ | L4Q | L4Q | L4Q | | Ownership % |
| | | | (in million) | | | | | | | | | |
| **Eastside Distilling Inc.** | **ESDI** | **$1.58** | **$14.2** | **N/M** | **-0.96** | **-1.59** | **7.51** | **6.32** | **3.84** | **N/M** | **-0.09** | **N/A** |
| | | | | | | | | | | | | |
| **Brown-Forman Corp.** | BF-B | $49.46 | $19,100 | 80.43 | 18.65 | 26.44 | 16.03 | 6.31 | 6.96 | 19.32 | 5.70 | 51.5% |
| **China New Bosun Corp.** | BORN | $1.16 | $30 | 3.21 | 3.48 | N/A | 0.11 | 0.10 | 0.28 | 2.42 | N/A | N/A |
| **Craft Brew Alliance Inc.** | BREW | $16.50 | $318 | 0.94 | 291.00 | 43.42 | 2.66 | 1.53 | 1.71 | 25.48 | 5.15 | 27.1% |
| **Corby Spirit & Wine Ltd.** | CBYDF | $16.13 | $449 | 15.38 | 23.38 | N/A | 3.57 | 4.34 | 3.96 | 12.90 | N/A | N/A |
| **BECLE, S.A.B. DE C.V.** | CUERVO.MX | $32.01 | $116,970 | 10.13 | 30.87 | 23.54 | 0.62 | 4.78 | 0.24 | 0.92 | N/A | N/A |
| **Diago plc.** | DEO | $119.05 | $73,810 | 24.00 | 24.95 | 20.01 | 6.17 | 5.09 | 5.97 | 16.63 | 2.19 | N/A |
| **Distil plc.** | DIS.L | £3.43 | £17,120 | N/A | N/A | N/A | 856.00 | 13.12 | 1567.00 | N/A | N/A | N/A |
| **Empee Distilleries plc.** | EDL.BO | INR 46.55 | INR 885 | N/A | N/A | N/A | 0.22 | N/A | N/A | N/A | N/A | N/A |
| **Mendocino Brewing Co. Inc.** | MENB | $0.25 | $3.20 | N/A | N/A | N/A | N/A | 0.11 | 0.47 | N/A | N/A | N/A |
| **Castle Brands Inc.** | ROX | $1.72 | $277 | 0.96 | N/A | 86.00 | 13.44 | 4.12 | 4.49 | 110.20 | N/A | 5.7% |
| **South Beach Spirits Inc.** | SBES | $0.002 | $0.11 | 0.09 | N/A | Data not available | | | N/A | N/A | N/A | N/A |
| **Stock Spirits Group PLC** | STCK.L | £166.00 | £327.60 | 7.97 | 10.92 | 1392.00 | 92.50 | 1.24 | 120.00 | 589.00 | 1.30 | N/A |
| **Constellation Brands** | STZ | $180.04 | $35,090 | 22.67 | 23.94 | 20.48 | 5.11 | 4.79 | 5.97 | 17.54 | 1.40 | 87.5% |
| **Truett-Hurst Inc.** | THST | $2.12 | $15 | 2.18 | 215.00 | N/A | 0.87 | 0.68 | 0.80 | 122.70 | N/A | 40.6% |
| **Willamette Valley Vineyards** | WVVI | $7.99 | $40 | 8.51 | 18.59 | N/A | 1.57 | 2.06 | 2.03 | 7.42 | N/A | 5.1% |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| Data from Zacks Small-Cap Research; Yahoo Finance; Google Finance and Yahoo UK Finance | | | | | | | | | | | | |
| **Mean** | | | | 14.71 | 59.98 | 201.29 | 71.88 | 3.90 | 123.12 | 84.05 | 2.61 | |
| **Median** | | | | 8.24 | 23.38 | 24.99 | 4.34 | 4.23 | 3.90 | 17.54 | 1.80 | |

Given its growth and expanded opportunities in the U.S. and in Canada we feel that a target price of $5.00 a share is reasonable.

## RISKS

- Bourbon production, which is a significant portion of Eastside's output, is capital intensive, since all bourbons have to mature in new oak casks. Current cash flow is not sufficient to sustain the current level of operations in 2016, and new capital will be needed. This may cause significant equity dilution to current stockholders. Without new capital the company may have to scale back its operations or even cease to exist.

- The distilled spirits industry is subject to and has to comply with a myriad of jurisdictions laws and regulations at both the Federal and State level. These regulate the production, blending, bottling, labeling, marketing, sales and distribution, advertizing, type of media, transportation and doing business at all levels. Regulations vary from state to state. Companies are required to do business in the U.S. only with holders of licenses to import, warehouse, transport, distribute and sell spirits. These regulations may inhibit the ability of a small company to do business at a profitable level. Complying with the appropriate regulations is an added cost that could be burdensome to a small liquor producer.

- Consumer preferences in liquor differ in different parts of the US. Eastside Distilling's products may not be acceptable in certain large markets, and the company will have to build brand recognition, which will limit growth.

- As an emerging growth company under current government regulations Eastside may issue reduced financial disclosure, which will significantly reduce the ability of financial professionals to estimate the future course of the company.

- The company has no long term contracts with suppliers for raw materials, many of which are agricultural products that are subject to large fluctuations in price and supply. Eastside may not be able to increase its product prices to cover any increased costs.

- Certain states are control states where the state acts as the sole distributor of alcoholic beverages, and they may only be purchased from state owned or state controlled points of sale. These states decide which products may be sold in that state. Eastside is currently authorized to distribute product in five of the seventeen control states. The loss of any of these states, especially Oregon, could have a significant impact on revenue and profitability. A large control state that ESDI does not currently sell to is Michigan.

- The loss of use of the distilling facility from a disaster such as a fire would have a catastrophic impact on the company.

## INSIDER TRADING AND OWNERSHIP

Officers and directors, are collectively the beneficial owners of approximately 58% of the outstanding shares of the common stock and have voting power of approximately 52% of all votes on matters to be presented to stockholders as of April 12, 2016.

On Jan.9, 2017 the company added 2.115 million shares through various transactions thereby reducing the ownership of the officers and directors to about 40%

## PROJECTED FINANCIAL STATEMENTS

| Eastside Distilling, Inc | | | | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Consolidated Statements of Operations | | | | | | | | | | | | | | | | | | |
| (Dollars in millions except per share data) | | | | | | | | | | | | | | | | | | |
| Fiscal Year Dec.31 | 2013A | 2014A | 1Q15 | 2Q15 | 3Q15 | 4Q15 | 2015A | 1Q16 | 2Q16 | 3Q16 | 4Q16 | 2016 | 1Q17 | 2Q17 | 3Q17 | 4Q17 | 2017 | 2018 |
| | | | | | | | | | | | Est. | Est. | | | | | Est. | Est. |
| Net sales | $0.74 | $1.06 | $0.33 | $0.30 | $0.35 | $0.72 | $1.70 | $0.46 | $0.50 | $0.61 | $0.53 | $2.11 | $0.61 | $0.80 | $0.88 | $1.00 | $3.29 | $4.56 |
| % Change | | | | | | | | | | | | | 32.15 | 58.64 | 44.98 | 88.68 | 56.19 | 38.54 |
| Cost Goods | 0.30 | 0.50 | 0.22 | 0.16 | 0.17 | 0.33 | 0.87 | 0.26 | 0.27 | 0.37 | 0.38 | 1.28 | 0.32 | 0.48 | 0.50 | 0.54 | 1.84 | 2.48 |
| S.G & A | 0.35 | 1.37 | 0.99 | 0.83 | 1.59 | 0.97 | 4.37 | 1.05 | 1.31 | 1.58 | 1.18 | 3.88 | 0.73 | 1.00 | 0.90 | 0.90 | 3.53 | 3.20 |
| Advertizing | | | | | | | 0.92 | | | | | 1.24 | | | | | | |
| Op Income GAAP | 0.09 | (0.81) | (0.88) | (0.69) | (1.40) | (0.57) | (3.54) | (0.84) | (1.08) | (1.35) | (1.03) | (4.30) | (0.82) | (0.68) | (0.52) | (0.44) | (2.46) | (1.12) |
| Interest Expenses | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.86 | 0.05 | 0.00 | 0.00 | 0.00 | 0.05 | 0.00 |
| Interest Income | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Non Op Income | 0.00 | (3.25) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (0.04) | 0.00 | 0.00 | 0.00 | (0.04) | 0.00 |
| Other | 0.00 | (0.00) | 0.05 | (0.00) | (0.01) | (0.10) | (0.06) | (0.17) | (0.23) | (0.09) | 0.45 | (0.04) | 0.00 | (0.20) | (0.20) | (0.20) | (0.60) | (0.80) |
| Calc.Pretax | 0.09 | (4.06) | (0.83) | (0.69) | (1.41) | (0.67) | (3.60) | (1.01) | (1.31) | (1.44) | (0.58) | (5.20) | (0.90) | (0.88) | (0.72) | (0.64) | (3.14) | (1.92) |
| Taxes | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Tax Rate | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Other Income | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Pro-forma adj. | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Net Income | 0.09 | (4.06) | (0.83) | (0.69) | (1.41) | (0.67) | (3.60) | (1.01) | (1.31) | (1.44) | (0.58) | (5.20) | (0.90) | (0.88) | (0.72) | (0.64) | (3.14) | (1.92) |
| Costs and expenses are on a pro-forma basis | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| Net For Common | 0.09 | (4.06) | (0.83) | (0.69) | (1.41) | (0.67) | (3.60) | (1.01) | (1.29) | (1.46) | (0.58) | (5.25) | (0.91) | (0.88) | (0.72) | (0.64) | (3.15) | (1.92) |
| | | | | | | | | | | | | | | | | | | |
| Shares Used, millions | 1.60 | 1.67 | 2.28 | 2.28 | 2.29 | 2.30 | 2.29 | 2.33 | 2.86 | 4.76 | 4.78 | 3.74 | 7.84 | 10.00 | 10.00 | 10.00 | 9.22 | 10.00 |
| | | | | | | | | | | | | | | | | | | |
| Earnings Per Share | | | | | | | | | | | | | | | | | | |
| EPS | $0.06 | ($2.43) | ($0.37) | ($0.30) | ($0.62) | ($0.29) | ($1.57) | ($0.44) | ($0.45) | ($0.31) | ($0.12) | ($1.40) | ($0.12) | ($0.09) | ($0.07) | ($0.06) | ($0.34) | ($0.19) |
| Pro Forma EPS | $0.06 | ($2.43) | ($0.37) | ($0.30) | ($0.62) | ($0.29) | ($1.57) | ($0.44) | ($0.45) | ($0.31) | ($0.12) | ($1.40) | ($0.12) | ($0.09) | ($0.07) | ($0.06) | ($0.34) | ($0.19) |
| | | | | | | | | | | | | | | | | | | |
| Gross profit margin | 59.12% | 53.08% | 32.92% | 48.19% | 52.43% | 54.59% | 48.86% | 44.72% | 46.82% | 38.88% | 28.30% | 39.28% | 47.28% | 40.00% | 43.18% | 46.00% | 44.03% | 45.60% |
| Cases sold [12*750 ml} | | 6375 | 1754 | 1930 | 2191 | 4340 | 10215 | 3148 | 3374 | 3974 | 5100 | 15596 | 3800 | 4000 | 4500 | 6000 | 18300 | 34700 |
| ASP per bottle | | $13.79 | $15.44 | $13.14 | $13.39 | $13.83 | $13.88 | $12.27 | $12.46 | $12.73 | $8.66 | $11.26 | $13.43 | $16.67 | $16.30 | $13.89 | $14.99 | $10.95 |
| Excise taxes paid | $0.14 | $0.38 | $0.10 | $0.12 | $0.14 | $0.26 | $0.62 | $0.16 | $0.12 | $0.19 | $0.46 | $0.93 | $0.22 | $0.20 | $0.22 | $0.42 | $1.06 | $1.37 |

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| Eastside Distilling, Inc | | | | | | | |
|---|---|---|---|---|---|---|---|
| Consolidated Balance Sheet (in $ millions) | | | | | | | |
| Fiscal Year Dec.31 | | | | | | | |
| | 4Q14 | 4Q15 | 1Q16 | 2Q16 | 3Q16 | 4Q16 | 1Q17 |
| **ASSETS** | | | | | | | |
| Cash & Equiv. | $1.08 | $0.14 | $0.37 | $1.01 | $0.40 | $1.09 | $0.88 |
| A/R | $0.14 | $0.14 | $0.06 | $0.27 | $0.38 | $0.35 | $0.36 |
| Inventories | $0.38 | $0.68 | $0.84 | $0.78 | $0.88 | $0.78 | $1.00 |
| Other | $0.17 | $0.16 | $0.19 | $0.07 | $0.07 | $0.19 | $0.15 |
| Total current assets | $1.77 | $1.13 | $1.46 | $2.13 | $1.74 | $2.40 | $2.39 |
| Gross Plant | $0.08 | $0.11 | $0.08 | $0.11 | $0.10 | $0.10 | $0.13 |
| Acc. Deprn | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| Investments | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| Intangibles | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.37 |
| Other | $0.19 | $0.05 | $0.15 | $0.05 | $0.05 | $0.05 | $0.06 |
| **All Assets** | $2.05 | $1.29 | $1.69 | $2.28 | $1.89 | $2.55 | $2.95 |
| | | | | | | | |
| **LIABILITIES AND NET WORTH** | | | | | | | |
| Debt Due 1 Yr | $0.00 | $0.00 | $0.00 | $0.01 | $0.01 | $0.00 | $0.00 |
| Notes Payable | $0.15 | $0.47 | $0.15 | $0.11 | $0.00 | $0.01 | $0.00 |
| A/P | $0.21 | $1.30 | $0.64 | $1.15 | $0.81 | $0.46 | $0.48 |
| Taxes | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| Other | $0.08 | $0.57 | $0.10 | $0.58 | $0.82 | $0.53 | $0.21 |
| Total current liabilities | $0.44 | $2.34 | $0.90 | $1.85 | $1.65 | $0.99 | $0.69 |
| Conv. Debt | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| L.T.Debt | $0.02 | $0.02 | $0.02 | $0.15 | $0.93 | $0.43 | $0.37 |
| Other LT | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| Def. Taxes & ITC | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| Other | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| All Liabilities | $0.46 | $2.36 | $0.92 | $2.00 | $2.57 | $1.42 | $1.05 |
| Pref.Stock | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.25 | $0.05 |
| Common Stock | $0.00 | $0.01 | $0.00 | $0.01 | $0.00 | $0.00 | $0.00 |
| Surplus | $5.54 | $6.49 | $5.55 | $9.42 | $9.91 | $13.70 | $15.57 |
| Retained Earnings | -$3.96 | -$7.56 | -$4.79 | -$9.90 | -$11.36 | -$12.81 | -$13.72 |
| Other | $0.00 | $0.00 | $0.00 | $0.76 | $0.77 | $0.00 | $0.00 |
| Treasury Stock | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 | $0.00 |
| Net Worth | $1.58 | -$1.06 | $0.77 | $0.29 | -$0.69 | $1.13 | $1.90 |
| **Total liabilities & stockholders' equity** | $2.05 | $1.29 | $1.69 | $2.28 | $1.89 | $2.55 | $2.95 |

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| | | | | |
|---|---|---|---|---|
| **Eastside Distilling, Inc** | | | | |
| | | | | |
| Condensed Consolidated Statements of Cash Flows | | | | |
| Fiscal Year Dec.31 | | | | |
| | **2014** | **2015** | **2016** | **2017** |
| | | | | **3 months** |
| Cash flow from operations: | | | | |
| Net (Loss) Income | ($4.06) | ($3.60) | ($5.20) | ($0.90) |
| Depreciation & amortization | $0.01 | $0.02 | $0.12 | $0.01 |
| Amortization of goodwill | | | | |
| | | | | |
| Stock issued for services | | | | $0.09 |
| Stock based compensation | | | $0.27 | $0.16 |
| Impairment of machinery | | | | |
| In-process R&D | | | | |
| Other | $2.97 | $2.39 | ($0.14) | ($0.48) |
| **Net cash provided by (used in) operating activites** | **($1.09)** | **($1.19)** | **($4.95)** | **($1.125)** |
| | | | | |
| Cash flow from investments: | | | | |
| Purchase of PP&E | ($0.04) | ($0.05) | ($0.01) | ($0.04) |
| Proceeds from disposal of PP&E | | | | $0.01 |
| Other | | | | |
| **Net cash provided by (used in) investing activities** | **($0.04)** | **($0.05)** | **($0.01)** | **($0.033)** |
| | | | | |
| Cash flow from financing activities: | | | | |
| Proceeds from issuance of stock | $2.16 | | $3.50 | $0.97 |
| Proceeds (payment) on lines of credit, net | | | | $0.00 |
| Proceeds from debt - related parties | | | | |
| Proceeds from debt | | $0.30 | $1.41 | |
| Payment on debt - related parties | | | | |
| Payment on debt | | | ($0.14) | |
| Other | $0.02 | ($0.10) | $1.14 | ($0.02) |
| **Net cash provided by (used in) financing activities** | **$2.18** | **$0.20** | **$5.91** | **$0.954** |
| | | | | |
| Increase (decrease) in cash and equivalents | $1.05 | ($1.04) | $0.94 | ($0.20) |
| Cash & equivalents at beginning of period | $0.03 | $1.08 | $0.14 | $1.08 |
| Cash & equivalents at end of period | $1.08 | $0.04 | $1.08 | $0.88 |
| | | | | |
| | | | | |

## HISTORICAL STOCK PRICE, ADJUSTED FOR 20:1 REVERSE SPLIT EFFECTIVE 10/18/16.



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