ATTACHMENT TO COMPLAINT APPENDIX

Common Logo

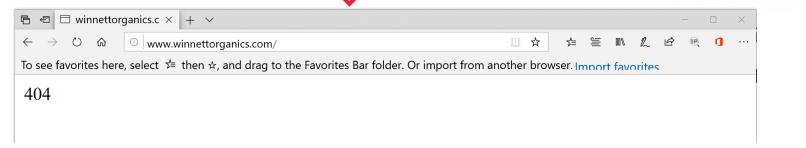


WinnettOrganics

Organic Fresh Food Specialists www.winnettorganics.com

520-745-4403

This website is non longer active.



Financial Capacity



- > \$52,000,000 equity capitalization as of June 2016
- ▶ \$48,000,000 debt and lease facilities in 2016
- ▶ \$100,000,000 Secondary Public Offering in 2017

WinnettOrganics

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Summary Financials

		2016	2017	2018	20	19 2020
Sales Revenue	221,741	722,227	1,095,	810 1,	462,814	1,935,726
Direct Cost	56,563	372,842	504,64	6 66	60,888	882,066
Gross Profit	165,179	349,385	591,16	5 80	01,926	1,053,660
Overhead	35,738	78,629	124,07	9 16	63,407	216,025
Pre-tax Income	129,441	270,756	467,08	6 63	38,519	837,634
Taxes	(55,142)	(115,342)	(198,9	79) (2	272,009)	(356,832)
Net Profit	74,299	155,414	268,10	7 36	66,510	480,802
19 times EBITDA	2,608,130	5,593,844	9,593,	668 13	3,129,425	17,269,346
Shares Outstanding	27,403,000	27,403,00 S	00 27,403 S	,000 27	7,403,000	27,403,000 5
Per Share at 19 times EBITDA	95.18	204.13	350.10		79.12	630.20



Sources and Uses



Sources		Uses	
Private placement	\$40	Land acquisition	\$16
IPO	\$12	Farm improvements	\$25
Debt	\$25	Farm, logistics eqpt	\$31
Leases	\$23	Working capital	\$28
Total	\$100	Total	\$100

Quick Close Creates Win-Win



- Adds \$58 million sales to 2016 by ramping Willcox this year instead of next year
- Discounts our share price to \$4.00 per share from \$5.50
- Triples the share price in three months when IPO is completed at \$12.00
- Increases share price 23 times this year to \$95, partly due to added sales above

WinnettOrganics

22

Accessible Leadership Team, Dedicated Customer Care Team



- Dennis Brewer, Chief Executive Officer dennis_brewer@winnettorganics.com
- Mike Castro, Vice President- Operations mike_castro@winnettorganics.com
- ▶ Paul Smith, Vice President- Chief Financial Officer paul_smith@winnettorganics.com

No mention of cattle or beef

Organic Fruits and Vegetables Growing Rapidly



- ► Growing \$1.5 Billion per year, up 12% over 2013
- > \$13 Billion total sales in 2014
- ► Accounts for 12% of all fruit and vegetables sales

No mention of cattle or beef

Organic Price Premiums Yield Exceptional Margins, >50% GP



Item	Price Premium 2015			
Iceberg lettuce	38%			
Tomato	23%			
Pepper, Bell Type	69%			
Celery	90%			
Cucumber	41%			

Organic Production Capabilities Thirty-three thousand organic acres



- 7,000 acres in Kingman, Arizona growing to 16,000 acres in 2019 - mid-altitude desert similar to central California
- 5,000 acres in Hyder, Arizona growing to 15,000 acres in 2018 - low altitude desert similar to Yuma
- In process 2,000 acres in Willcox, Arizona in 2016 high altitude desert similar to Tehachapi, California

Future Capabilities

- Organic grass finished beef
- ▶ 6,500 head finished per year beginning in 2019
- ► In process 784,000 organic acres in Nevada and Arizona to support national distribution



Future Capabilities



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- ► In process 784,000 organic acres in Nevada and Arizona to support national distribution

Romaine, Iceberg 2016 Incentives WinnettOrganics label



- ▶ 15% below daily SF Terminal market average price, to minimum price of \$19.00 romaine, \$24.00 iceberg
- Truckload order lot size 36 truckloads available daily on our trucks, over allotments available
- Terms Min. 1 truckload contracted level daily volume, invoiced upon receipt, net 3 days via wire transfer
- ▶ Ships to customer 12-16 hours after harvest

WinnettOrganics

15

Dean Smith financing and investment terms & conditions - Winnett Perico July 26, 2018

- Dean Smith will fund \$30,000.00 to Winnett Perico on July 27, 2018.
- Winnett Perico will grant seven-year Preferred Stock options for 147,000 shares at \$1.67 to Dean Smith
- Winnett Perico has 6 months (January 26, 2019) to repay the following
 - 1. \$30,000.00 + \$1000.00 interest (Payable to Sasha's Farm Fresh)
 - \$5,000.00 + \$1,000.00 personal loan +agreed and 9% (Original funding March, 2017) interest compounded (Payable to Dean T. Smith)

If the above deadline is not met by January 26, 2019 Dean Smith company shares default to 20% ownership and shares of ownership increase 1% each corresponding month after January 26, 2019 until items 1 & 2 are settled in full with a final settlement extension of August 1, 2019.

If items 1&2 (and any possible additional funds requests during this 6 month period) are not settled by August 1, 2019, Dean Smith will then receive 51% controlling interest of Winnett Perico.

Any additional financing requests between today July 26, 2018 and the 6 month due date January 26, 2019 will be considered with additional terms and conditions

1

Dean T. Smith -DATE

July 26, 2018

July 26, 2018

Diana F. Smith - DATE

(Witness)

Emil Schmidhouse

Dennis Brewer - DATE

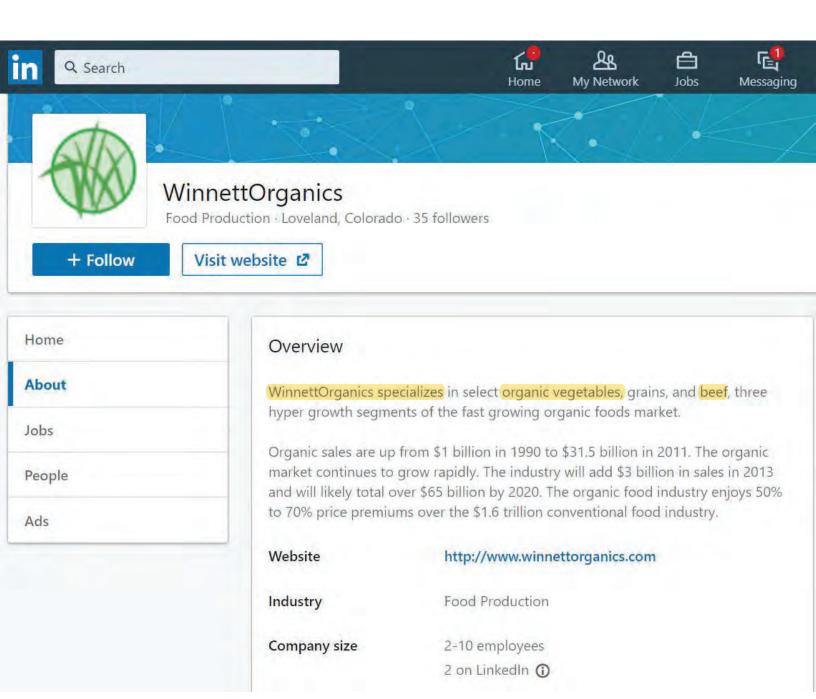
Notary to be completed 07/27/2018

mas Panares 7-26-18

Emil Schmiedhauser

450 Island Road #35

Ramsey NJ 07446 201-785-1913



Case 2:19-cv-01918-TLN-DB Document 1-1

Document 1-:

Document must be filed electronically.
Paper documents are not accepted.
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For more information or to print copies of filed documents, visit www.sos.state.co.us.

Eiled 09/20/19 appet 16 of 48

Date and Time: 11/06/2015 08:12 AM

ID Number: 20151720483

Document number: 20151720483

Amount Paid: \$50.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

e domestic entity name for the corp	WinnettOrganics Cattle	Company, In	C.			
aution: The use of certain terms or abbrev	viations are restricted by law. Reac	l instructions for	· more information.)			
ne principal office address of the cor	poration's initial principal off	ice is				
Street address	1635 Foxtrail Drive (Street number and name)					
	Loveland (City)	<u>CO</u> (State)	80538 (ZIP/Postal Code)			
	(Province – if applicable)	United S (Count				
Mailing address (leave blank if same as street address)	(Street number and na	me or Post Office	Box information)			
	(City)	(State)	(ZIP/Postal Code)			
	(Province – if applicable)	(Count	ry)			
ne registered agent name and register Name (if an individual) or	red agent address of the corpo	ration's initia	l registered agent are (Middle) (Suf)			
(if an entity)	Winnett Perico, Inc.					
(Caution: Do not provide both an individ	dual and an entity name.)					
Street address	1635 Foxtrail Drive (Street	number and name)			
	Loveland	CO	80538			
	(City)	(State)	(ZIP/Postal Code)			
Mailing address (leave blank if same as street address)	(Street number and na	me or Post Office	Box information)			
		CO				
	(City)	(State)	(ZIP/Postal Code)			

Case 2:19-cv-01918-TLN-DB Document 1-1 Filed 09/20/19 Page 17 of 48

(The following statement is adopted by m The person appointed as re	narking the box.) gistered agent above has consented t	o being so ann	ointed	
4. The true name and mailing add		o comg so app	onica.	
Name (if an individual)				
or	(Last)	(First)	(Middle)	(Suffix)
(if an entity) (Caution: Do not provide both of	Winnett Perico, Inc. an individual and an entity name.)			
Mailing address	1635 Foxtrail Drive			
3	(Street number and no	ame or Post Office	Box information)	
	Loveland	СО	80538	
	(City)	(State) United S	(ZIP/Postal C	ode)
	(Province – if applicable)	(Country		
additional incorporator	e or more additional incorporators an are stated in an attachment. Deer of shares of each class that the co			
	zed to issue 20,000,000 common sheceive the net assets of the corporation			oting
Information regarding shar attachment.	res as required by section 7-106-101,	C.R.S., is incl	uded in an	
	t the statement by marking the box and include a ditional information as provided by l			
	ent does not have a delayed effective date. Id instructions before entering a date.)	Stating a delaye	ed effective date has	
	t the statement by entering a date and, if application, if applicable, time of this document	t is/are	required format.)	 um/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

Case 2:19-cv-01918-TLN-DB Document 1-1 Filed 09/20/19 Page 18 of 48

8. The true name and mailing address of the		d _i	for filing are
			iddle) (Suffix)
		\bar{a}	rmation)
		-	
		-	P/Postal Code)
		_	
(If the following statement applies, adopt the s		1 inc	
This document contains the true natical causing the document to be deliver	g.	of c	individuals

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ARTINC_PC Page 3 of 3

Winnett Cattle Company Plnc pcument 1-1 Filed 09/20/19 Page 19 of 48



Avondale, AZ 85392, US

Consumer Products

www.winnettcattlecompany.com

Winnett Cattle Company sells US beef in the US, Asia, and Europe. The world's largest retailer is a leading customer in Asia. We are working with large US retailers, companies worldwide, and have opened an online global store, the first of its kind.

Led by experienced management, Winnett Cattle Company specializes in exporting US beef around the world. Only about 5% of US beef qualifies for export to these regions. As an emerging supplier in natural age and source verified beef, we will grow this business across the globe. Export sales yield nearly double the EBITDA of domestic beef sales. With incomes around the world growing and an emerging middle class in Asia bigger than the US middle class, this trend will only continue.



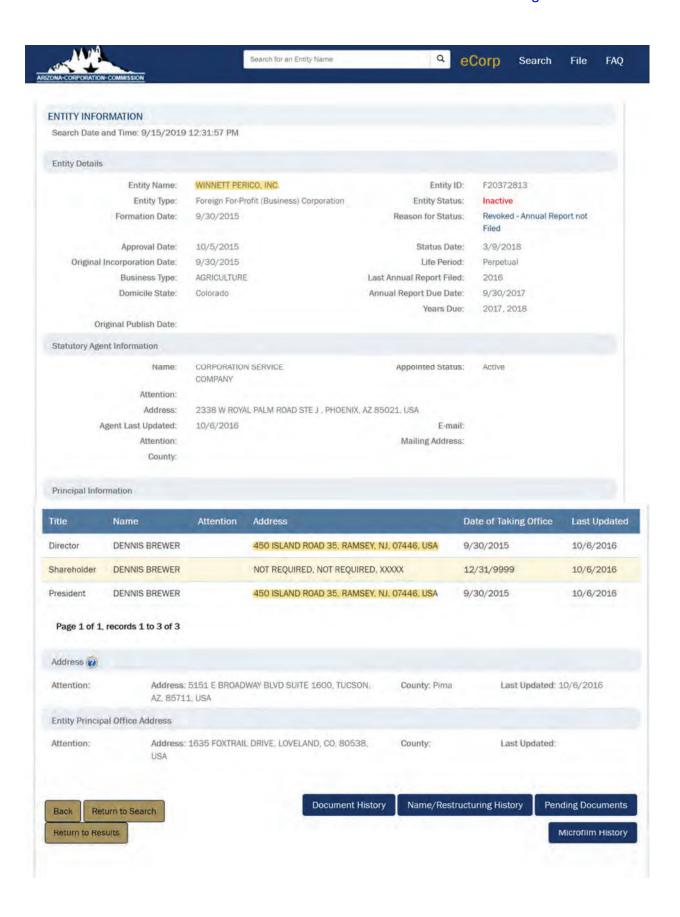
Summary		2
Prior Year Revenue	Current Year Revenue	Next Year Revenue
<u>Sign up as Investor</u>	Sign up as Investor	Sign up as Investor
Company Age	Employees	Sub-Industry
3 years, 9 months	8	Food
Company Type	Stock Exchange	Stock Symbol
Privately-Held	4	~

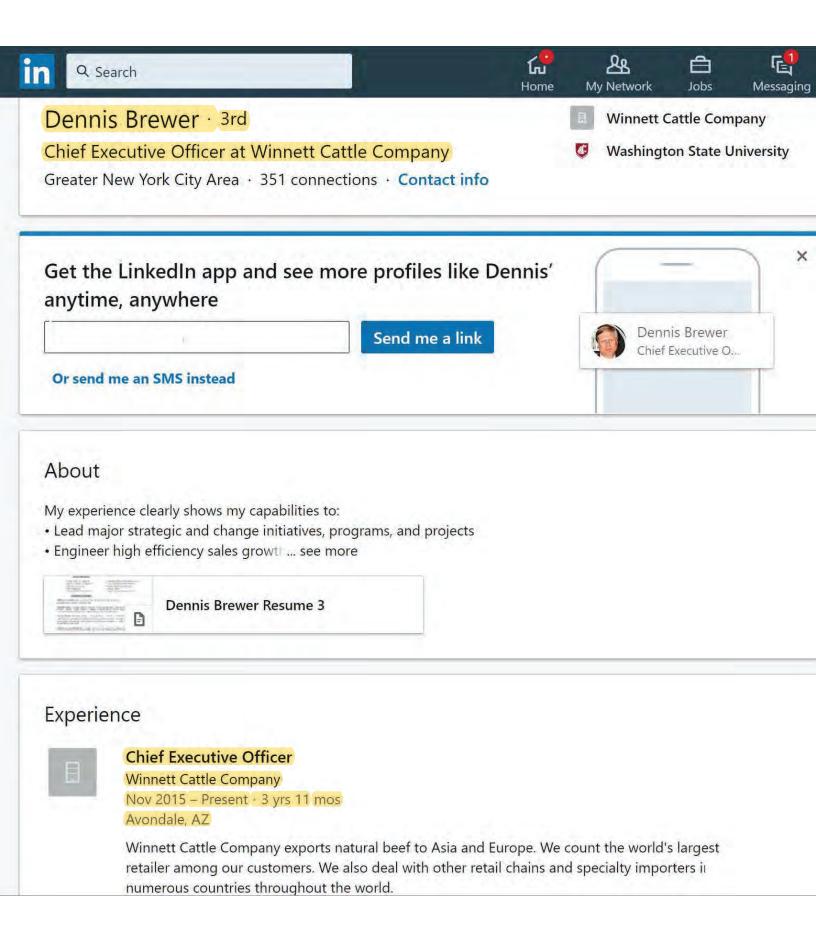
Products / Services

>

Natural Beef

Raised with no hormones, limited use of theraputic antibiotics, and no animal byproducts in their feed, natural cattle are an increasingly popular alternative to conventional beef and are n affordable than organic beef.





AFFIDAVIT OF PUBLICATION For Arizona Corporation Commission

ARIZONA DAILY STAR 4850 South Park Avenue Tucson, AZ 85714 Phone (520) 573-4292 Fax (520) 573-4294

STATE OF ARIZONA COUNTY OF PIMA

I, Debbie Freedle, am authorized by the publisher as agent to make this affidavit of publication. Under eath, I state that the following is true and correct.

The Arizona Daily Star is a newspaper which is published daily, has general circulation and is in compliance with the Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. (Please note, publication has to be completed within 60 days of filing.) The notice will be/has been published three (3) consecutive times in the newspaper listed above.

DATES OF PUBLICATION

OCTOBER 12, 13, 14, 2015

OCT 2 2 2015

ARIZONA CORP. GOMMISSION CORPORATIONS DIVISION

THE NAME OF THE CORPORATION WINNETT PERICO, INC.
CORPORATE FILE NUMBER F-2037281-3
TYPE OF DOCUMENT APPLICATION FOR AUTHORITY Example: Merger between party a and party b; name change from/to; foreign authority with a fictitious name; articles of information; application for authority; articles of organizations; amendment; Etc
AUTHORIZED SIGNATURE Legal Advertising Representative
SUBSCRIBED AND SWORN TO BEFORE ME ON THE 16 DAY 0 Ct. (Month), 2015 (Year)
NOTARY SIGNATURE Sydie Hundre
Notary Proble - Arizona Puna County My Comm. Expires Oct 18, 2015
IT IS NOT NECESSARY TO ATTACH A CLIP OF THE PUBLISHED NOTICE.

09/20/19 Page 23 co 6 c Number

5207454403WINN

Invoice #

M28784626160101

Statement Date

10/14/15

WINNETT PERICO, INC. DENNIS BREWER 450 ISLAND ROAD 35 RAMSEY, NJ US 07446

Make Checks Payable To

Arizona Daily Star PO Box 677365 Dallas, TX 75267-7365

For Billing Info In Tucson call: Out of Tueson call:

Y LOLINTANDON

520 573-4262 800 677-3554

Please Pay This Amount

\$ 0.00

DUE UPON RECEIPT

PAYMENTS and ADJUSTMENTS

<u>Date</u> 10/14 Ref# Description
PaymentPO=APPLIC FOR AUTHORITY Payment Type
Credit Card: DENNIS BREWER Amount 8872292 982.55) Total Paymts/Adjusts 982.55)

AD CHARGES

Pub Date	<u>Description</u>	Class Category	Class	<u>Units</u>	Times Run	Billed <u>Units</u>	Rate	Amount
	APPLICATION FOR	AUTHORITY TO TRAN (PO# APPL	IC FOR AU	THURSETY)				
10/12	Classified - Daily	Legals	918	157.00	t	157	2.05	321.85
10/12	Mobile Apps - Dally	Legals	918		1			0.00
10/12	Mobile Apps - Daily	Legals	918		1			5.00
10/12	Facebook Class - Daily	Legals	918		1			0.00
10/12	Facebook Class - Daily		918		1			7.00
10/13	Classified - Daily	Legals	918	157.00	1	157	2.05	321.85
10/13	Mobile Apps - Daily	Legals	918		1			0.00
10/13	Facebook Class - Daily	Legals	918		1			0.00
10/14	Classified - Daily	Legals	918	157.00	1	157	2.05	321.85
10/14	Mobile Apps - Daily	Legals	918		1	-		0.00
10/14	Facebook Class - Daily	Legals	918		1			0.00
	Material Charge	_)			5.00
	Online Posting				ı			00.0

HECEIVER

OCT 2 2 2015

ARIZONA CORP. GOMMISSION CORPORATIONS DIVISION

09/20/19 Page 24 co 6 Number

5207454403WINN

Invoice #

M28784626160101

Statement Date

10/14/15

WINNETT PERICO, INC. DENNIS BREWER 450 ISLAND ROAD 35 RAMSEY, NJ US 07446

Arizona Daily Star PO Box 677365 Dallas, TX 75267-7365

Make Checks Payable To

For Billing Info In Tucson call:

520 573-4262 800 677-3554 Out of Tucson call:

\$ 0.00

Please Pay This Amount

VICINESAMON

DUE UPON RECEIPT

AD CHARGES (continued) Class Times Billed Pub Date Description Category Class Units Ren Units Rate Amount Total Invoice Charges 982.55 **Total Amount Due** 0.00

Case 2:19-cv-01918-TLN-DB Document 1-1

Document must be filed electronically.

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Document 1-

Eiled 09/20/19 Page 25 of 48

Date and Time: 10/25/2018 06:47 AM

ID Number: 20151720483

Document number: 20181843009

Amount Paid: \$10.00

ABOVE SPACE FOR OFFICE USE ONLY

Periodic Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S)

ID number:	20151720483					
Entity name:	Winnett Cattle Compan	y, Inc.				
Jurisdiction under the law of which the entity was formed or registered:	Colorado					
1. Principal office street address:	1635 Foxtrail Drive	name and numbe	(r)			
	,		, 			
	Loveland (City)	<u>CO</u> (State) United	80538 (Postal/Zip Code) States			
	(Province – if applicable)	(Country –				
2. Principal office mailing address:	12725 W Indian School	Rd E-101				
(if different from above)	(Street name and number or Post Office Box information)					
	Avondale	AZ	85392			
	(City)	(State) United	(Postal/Zip Code) States			
	(Province – if applicable)	(Country -	- if not US)			
3. Registered agent name: (if an individual)						
or (if a business organization)	(Last) Winnett Perico, Inc.	(First)	(Middle) (Suffix			
4. The person identified above as registered	ed agent has consented to bein	ng so appoin	ted.			
-	1635 Foxtrail Drive	<i>C</i> 11				
5. Registered agent street address:		name and numbe	r)			
	Loveland	CO	80538			
	(City)	(State)	(Postal/Zip Code)			
6. Registered agent mailing address:	450 Island Road, Apt 3	5				
(if different from above)	(Street name and numb		e Box information)			
	Ramsey	СО	07446			
	(City)	(State) United St	(Postal/Zip Code)			
	(Province – if applicable)	$\frac{Country - if}{Country - if}$				

REPORT Page 1 of 2 Rev. 12/01/2012

Case 2:19-cv-01918-TLN-DB Document 1-1 Filed 09/20/19 Page 26 of 48

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Brewer	Dennis			
(Last)	(First)		(Middle)	(Suffix)
450 ISLAND RD				
APT 35	number or Post	Office Box	information)	
Ramsey	NJ	07446		
(City)	(State) United		(Postal/Zip Code,)
(Province – if applicable)	(Country –	if not US)		
true name and address of more than one individuc using the document to be delivered for filing, mark			state the name and n attachment statir	

(The document need not state the of any additional individuals car name and address of such individuals.)

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REPORT Page 2 of 2 Rev. 12/01/2012

THE RECORD REPORTER

~ SINCE 1914 ~

2025 N THIRD ST #160, PHOENIX, AZ 85004-1425 Telephone (602) 417-9900 / Fax (602) 417-9910

> Publishing for Maricopa and Pima Counties

MARY LAWLOR THOMAS STANLEY ASSOCIATES LLC 53 FRONT ST #3 BALLSTON SPA, NY - 12020

AFFIDAVIT OF PUBLICATION

AZ2196 Reference #:

Notice Type: AA - APPLICATION FOR AUTHORITY Ad Description: WINNETT PERICO, INC. F20372893

 Cathy L Fisher am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa (also publishing for Pima County), State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

11/27/2015, 11/30/2015, 12/02/2015

State Of Arizona)

County Of Maricopa)

Subscribed and sworn to before me on the 27th day of November, 2015

BECEIVED

DEC 0 1 2015

ARIZONA CURR COM 19810!! CORPORATIONS DATEON

RR# 2819767

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA

1. ENTITY TYPE - the type of entity applying for authority: FOR-PROFIT CORPORATION

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) - the exact, true name of the foreign corporation: WINNETT PERICO, INC.

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) - the name the foreign corporation will use in Arizona

3.1 Name in state or country of incorporation, with no changes

4. FOREIGN DOMICILE - the state or country in which the foreign corporation is incorporated: Colorado

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 10/22/2012

6. DURATION - the duration or life period of the foreign corporation is presumed to be perpetual

7. PURPOSE - the foreign corporation is presumed to be perpetual any or all lawful business or affairs in

presumed to be perpetual 7. PURPOSE — the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following limitations, if any:

any:

8, CHARACTER OF BUSINESS - the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation utilimately conducts is not limited by the description provided. Cultivation, packaging, and transport of organic fresh vegetables

guscipuon provided. Cultivation, packaging, and transport of organic fresh vegetables.

9. PRINCIPAL OFFICE ADDRESS.FOREIGN DOMICILE STREET ADDRESS - the physical or street address of the foreign corporation required to be maintained in its state or country of incorporation; or if not so required, of the foreign corporation's statutory agent in its state or country of incorporation: 1560 Broadway, Suite 2090.

Denver CO 80202

10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: is the Arizona known place of business street address of the statutory agent? Yes

11. STATUTORY AGENT IN ARIZONA:

agent? Yes
11. STATUTORY AGENT IN
ARIZONA:
11.1 the name and physical or street
address in Arizona of the statutory

address in Artzona of the statutory agent:
Corporation Service Company
2338 W. Royal Palm Road, Suite J.
Phoenix AZ 85021
11.3 the Statutory Agent Acceptance form M002 must be submitted along with this Application for Authority.
12. DIRECTORS - the name and business address of each end every Director of the corporation.
Dennis Brewer
450 Island Road 35
Ramsey NJ 07446
UNITED STATES
13. OFFICERS - the name and business address of all principal Officers of the corporation.
Dennis Brewer

Dennis Brewer 450 Island Road 35

DNITED STATES
President
14. FOR-PROFITS ONLY - SHARES
AUTHORIZED - the class and total
number of shares the foreign
corporation is AUTHORIZED to issue.
This information must match the
original Articles of Incorporation plus

This information must match the original Articles of Incorporation plus any amendments thereto. Class: Common Total: 20,000,000 Par Value: \$0.00 Par Value: \$0.00 Par Value: \$5.00 Par Value: \$35.00 Par Value: \$0.00 Par Val

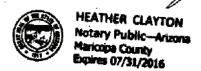
altachments is submit compliance with Arizona law,

compliance with Arizona law,
IACCEPT
/s/Dennis Brawer 8/25/15
I am a duly-authorized Officer of the
corporation filing this document.
SHARES AUTHORIZEO
ATTACHMENT
Additional classes and total number of
shares AUTHORIZED:
Class: Preferred Series: B Total;
1,000,000 Per Value; \$25,00
Class: Preferred Series: C Total:
1,100,000 Per Value; \$5.00
SHARES ISSUED ATTACHMENT
Additional classes and total number of

Additional classes and total number of shares (SSUED:

shares ISSUED: Class: Preferred Series: B Total: 0 Par Value: \$25.00 Class: Preferred Series: C Total: 0 Par Value: \$5.00 11/27, 11/30, 12/2/15

RR-2819767#



Contact

www.linkedin.com/in/dennisbrewer-09204332 (LinkedIn) www.winnettcattlecompany.com (Company)

Top Skills

Supply Chain

Strategy

Business Development

Dennis Brewer

Chief Executive Officer at Winnett Cattle Company Greater New York City Area

Summary

My experience clearly shows my capabilities to:

- · Lead major strategic and change initiatives, programs, and projects
- Engineer high efficiency sales growth
- · Open markets worth multi-millions to billions
- Save tens of millions in operating and capital expense

Specialties: Board of Directors, strategy, organization effectiveness, business development, sales, merger integration, turnaround, capacity expansion, supply chain, lean principles, value engineeing, business process reengineeering and innovation, information technology integration.

Experience

Winnett Cattle Company Chief Executive Officer November 2015 - Present

Avondale, AZ

Winnett Cattle Company exports natural beef to Asia and Europe. We count the world's largest retailer among our customers. We also deal with other retail chains and specialty importers in numerous countries throughout the world.

Establish

Vice President

August 2007 - June 2008 (11 months)

Consulting and business development

Performa

Managing Director

September 2002 - December 2005 (3 years 4 months)

Consulting and business development

CNA Consulting Managing Director

Compl. Appendix 27 of 47

Case 2:19-cv-0191<mark>8-TLN-DB Document 1-1 Filed 09/20/19 Page 29 of 48</mark>

November 1996 - August 2002 (5 years 10 months)

Consulting and business development

Deloitte Consulting Manager

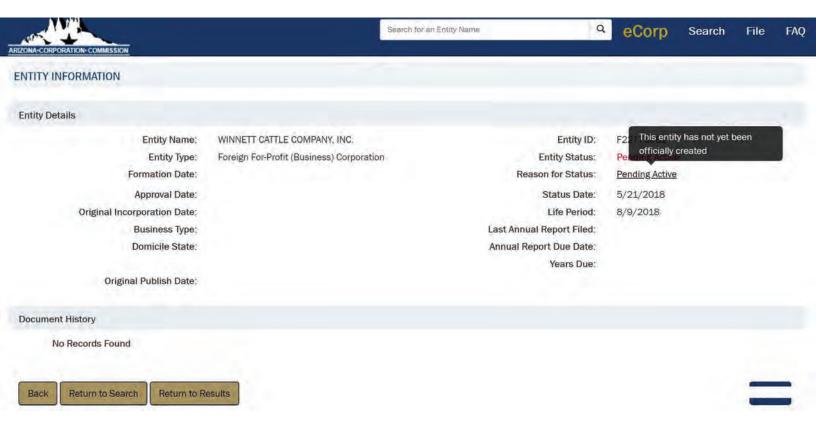
August 1979 - August 1986 (7 years 1 month)

Consulting and business development

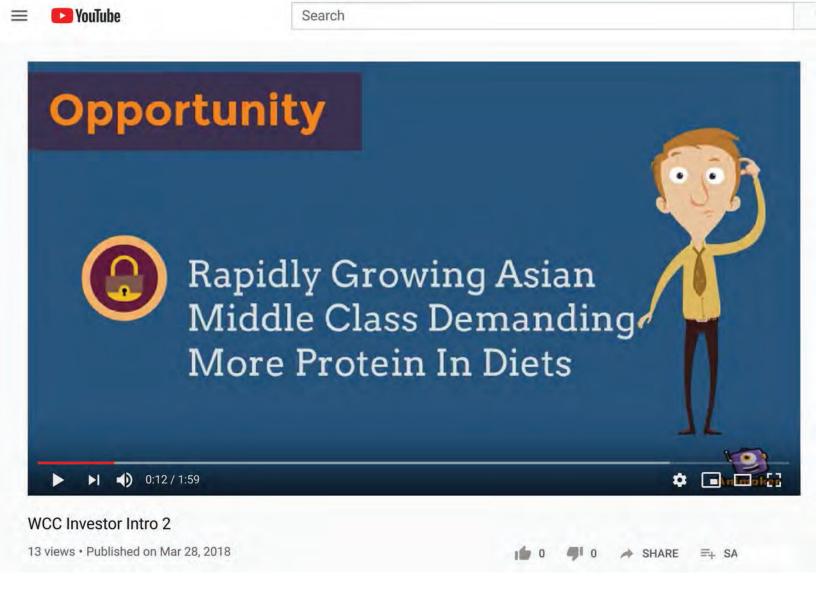
Education

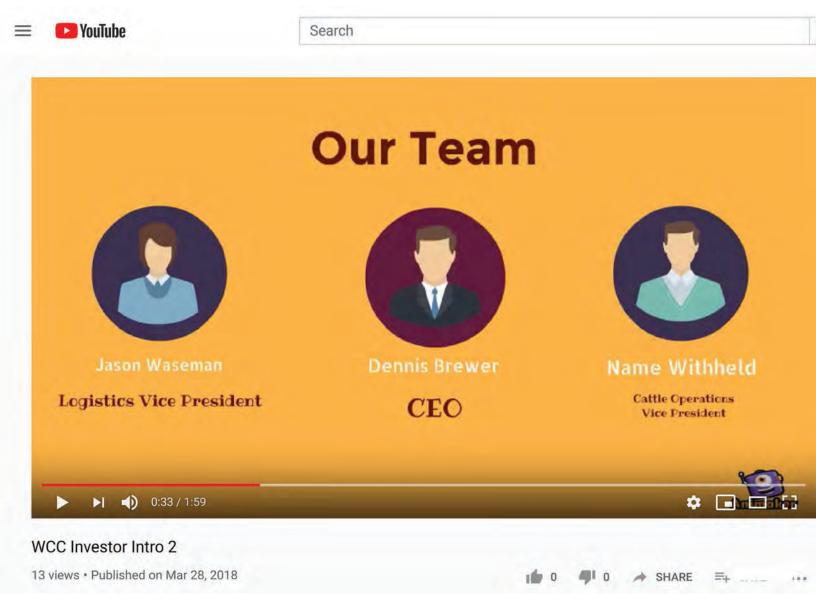
Washington State University MBA · (1978 - 1979)

Washington State University
BA, Business Administration - marketing · (1974 - 1977)



Title	Name	Attention	Address		Date of Taking Office	Last Updated
Director	DENNIS BREWER		450 ISLAND ROAD 35, RAMSEY, N.	J, 07446, USA	9/30/2015	10/6/2016
Shareholder	DENNIS BREWER		NOT REQUIRED, NOT REQUIRED, X	xxxx	12/31/9999	10/6/2016
President	DENNIS BREWER		450 ISLAND ROAD 35, RAMSEY, N.	J, 07446, USA	9/30/2015	10/6/2016
Page 1 of 1,	records 1 to 3 of 3					
Address 🕡						
Attention:	Address: AZ, 8571		WAY BLVD SUITE 1600, TUCSON,	County: Pima	Last Updated:	10/6/2016
Entity Principa	al Office Address					
Attention:	Address: USA	1635 FOXTRAII	L DRIVE, LOVELAND, CO, 80538,	County:	Last Updated:	
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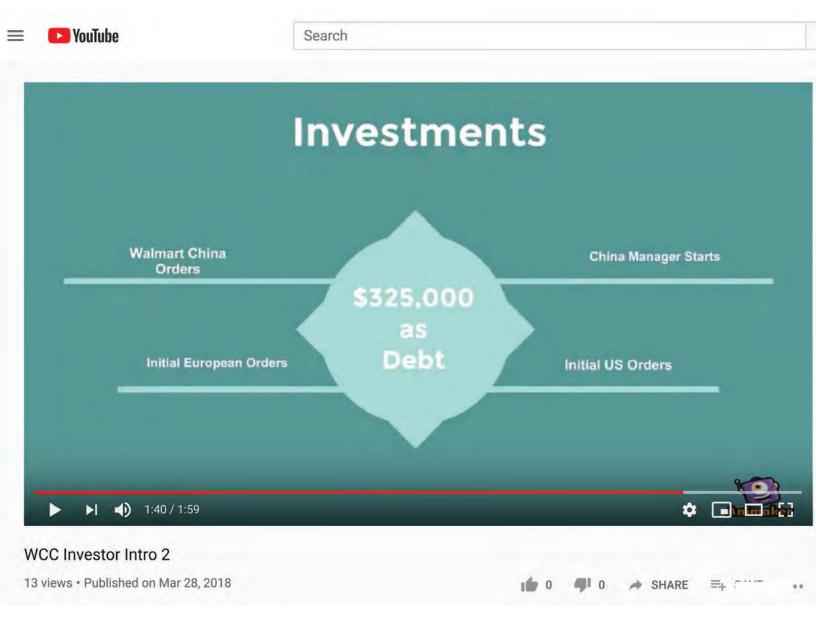
Financial Overview

INCOME STATEMENT		2018		2019		2020		2021		2022
	(9 n	nonths)								
Sales	\$	18,029,315	\$	45,934,560	\$	70,432,992	\$	94,931,424	\$	119,429,856
Total COS	\$	14,278,365	\$	36,378,000	\$	55,779,600	\$	75,181,200	\$	94,582,800
Gross Profit	\$	3,750,950	\$	9,556,560	\$	14,653,392	\$	19,750,224	\$	24,847,056
Overhead - Corp, Sales,	\$	1,984,715	\$	5,198,372	\$	8,004,339	\$	10,385,436	\$	12,552,532
Interest	\$	97,974	\$	128,964	\$	45,362	\$	22,197	\$	21,550
Net Profit	\$	1,668,261	\$	4,229,224	\$	6,603,691	\$	9,342,591	\$	12,272,975
Taxes	\$	351,171	\$	888,137	\$	1,386,775	\$	1,961,944	\$	2,577,325
Net Profit After Taxes	\$	1,317,090	\$	3,341,087	\$	5,216,916	\$	7,380,647	\$	9,695,650
ЕВПОА	\$	1,766,235	\$	4,358,188	\$	6,649,053	\$	9,364,788	\$	12,294,524
EBITDA Margin %		9.8%		9.5%		9.4%		9.9%		10.3%

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Our Wholesale Store

Store Hints and Tips

Our Wholesale Store is here. You can place domestic and international orders in our store.

Here are some hints for making best use of our new Store:

You can still call or email our Sales Department to place orders if you choose. We also offer EDI services.

You must login to see prices. Registration is fast, easy, and free.

Select the destination of your shipment, then click on the grade option you want, and choose from fresh or frozen. Looking for something else? Have a special request? Contact our Sales Department.

Use the Sort by Name function on the right side of the page to place items in IMPS order.

Items are ordered by pounds or kilograms, depending upon the product category. Enter the number of pounds or kilos and hit "update" to update the total quantity and price. The

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only be charged for the net weight that is actually shipped.

Prices are, of course, different depending upon whether they are for North American customers (currently offering free freight) or International customers (CIF, cost, insurance, and freight included). In addition, some countries only permit natural (non-hormone treated) beef, including the European Union and China.

Order minimums apply: North America \$5,000. International Ocean 20,000 kilos. International Air 2,000 kilos. Contact our Sales Department for international air shipment quotes.

Payment: You can pay by major credit card, wire transfer, ACH, or LC. For credit terms, please complete and return our Credit Application below to Admin@winnettcattlecompany.com

Shipment: We keep it fresh. Orders are processed to order in four to seven days and ship one to two days later from our distribution facility in Sioux Falls, South Dakota. You will receive a shipment confirmation email when your products ship.

Shop Here

Click the button below for our online store for our wholesale customers. You'll find most of what we sell in our online store. To speak with someone and for special requests, please contact our Sales Department at +1 623 207 9675 or <u>Sales@winnettcattlecompany.com</u>

ONLINE WHOLESALE STORE CLICK HERE!

Credit Application

Please complete the credit application below and return to Admin@winnettcattlecompany.com for a quick-turn credit decision. Thank you!

WCC Business Credit Application (pdf)

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Winnett
Cattle Company

Business Summary Costco Trial

12725 W Indian School Road, Ste E-101 Avondale, AZ 85392 p. 623-207-9675

Dennis_Brewer@winnettcattlecompany.com www.winnettcattlecompany.com

OPPORTUNITY

We are seeking to borrow \$4.7 million to support the purchase of cattle, feed, and equipment required to support a Costco grainfed organic beef retail sales trial in 10-12 West Coast warehouses. The trial will determine whether Costco will permanently stock our grainfed organic beef in the other 125 organic stocking stores and, potentially, in all its 500 plus US locations. The funds will be repaid to the lender from the sales proceeds of the trial. The cattle acquisition price is \$2.2 million, the initial tranche of required equipment is \$0.83 million, and \$1.67 million is needed for feed, land rent, labor costs, and working capital.

The total elapsed time of the trial will be seven months. Four months are required to finish each batch of cattle. We will ship the live finished cattle to an organic processor for harvesting, then to Costco for final distribution to their warehouse stores. The in-store portion of the trial will occur over twelve weeks beginning in late October. Margins for the trial, at 36%, are more than sufficient to repay the full amount of these loans, beginning in November when the initial Costco payments will be received. The loans can be fully repaid by the end of February, about a month after the trial concludes. Assuming a successful trial, the lender may choose to continue the loans into the broader rollout to 125 organic stocking stores.

CONTRACT

The \$4.6 million Costco trial contract has 21 day payment terms. Weekly payments will commence in December and conclude by February 2020. If desired, payments can be made to a lockbox controlled by the lender. We will also be brokering an additional \$1.3 million of Select grade cuts and trimmings.

CORPORATION

Winnett Cattle Company, Inc. is a C corporation organized in Colorado. The Company is owned by Dennis Brewer 99.5% and two shareholders who own a combined 0.5% of the Company. The Company was organized in 2015 and has operated at a loss since 2017, with no revenues to date. The Company's development has largely been delayed since the middle of last year by the trade war with China. That is expected to pass in the next six to eight weeks and Company revenue from those sources will also commence.

KEY PERSONNEL

Both Jon Nickless and I have ample cattle finishing experience. Jon is a twenty-five year veteran of the business and I have fifteen years of relevant experience. Our bios follow:

Dennis Brewer, Chief Executive Officer, brings extensive Board-level experience in natural and organic foods, together with extensive operations, business process, supply chain, logistics, technology, and sales experience. Brewer has more than 30 years of business experience, both as a Chief Operating Officer founding and growing companies, and as a consultant to companies with sales in the tens of billions. He has helped dozens of businesses improve their supply chain operations. He is past Chair of the Board of Puget Consumers Coop, a \$147 million organic and natural retail food grocery chain based in Seattle, Washington, and a founding Director of NutraSource. NutraSource was a rapidly growing \$45 million wholesaler of organic and natural food in Seattle, Washington, with customers throughout the Pacific Northwest and in Alaska until it was acquired by a competitor. Brewer was also a Chair and Director of

AeA, a high technology trade association. Dennis has led and managed several mid-sized companies over the years, with employees up to 300 personnel. He was a Manager of Consulting services for Deloitte, working in financial services, government, logistics, and distribution. He has retail grocery experience and connections with power retailers, as well as strong business development skills. He holds an MBA and BA in Business Administration and was a CPA from 1980 - 1987.

Jon Nickless is General Manager of Cattle Operations. Jon has over twenty-five years of experience in the procurement and finishing of cattle for large scale feedyard operations. As General Manager, managed two independent cattle feeding operations, participated in management of 12,000 acre farm, executed operations restructure and rebuilt management team, coordinated cooperation between farming and feeding operations, participated in Natural and NHTC programs (ID Preserved), facilitated commodity procurement and transportation, oversaw harvest and construction projects. As General Manager (30,000 head capacity) operated very profitable custom cattle feeding and farming operation, dramatically improved cattle performance, developed successful management team, remodeled facilities to improve efficiencies, implemented environmental compliance program, developed statistics-based quality control programs, developed detailed departmental reporting and communication systems. Jon holds a Bachelors Degree in Agricultural Management Technology with a minor in Business Administration.

LEASED LAND

We expect to locate leased land in the southern portion of the Midwest or Texas to complete this trial. The cattle must be finished on organic pasture as required by organic regulations.

CATTLE AND FEED

We will acquire the cattle in the feeding trial from organic diaries throughout the western US for about \$1700 per head. These 800 pound cattle will be fed approximately \$575 of an organic grain and hay mixture on pasture for up to 120 days, as permitted by organic regulation. They will finish at around 1150 pounds, rather than the conventional 1350 pounds, because we do not use growth promotants in organic cattle. We will contract for organic feed from the Midwest, supply our own ground hay, and mix the ration in the customary fashion. As a lender, you retain a lien interest in all cattle we feed until the total feeding and harvesting bill, as well as all receivables generated by the trial, are paid, so there is virtually no credit risk.

EQUIPMENT

We are purchasing a base set of equipment to feed the cattle twice each day as required. This base equipment is estimated to cost \$830,000. It includes mobile troughs, and gas-powered auger trailers to fill the mobile troughs, as well as corn milling and mixing equipment. These purchases are included in our projected cash flow.

Dennis Brewer

Dsbrewer923@hotmail.com

Experienced professional helps companies add billions in revenue and save tens of millions in operating and capital expense by using resources up to 300% better. Executive and manager for Big Four consultancy and other companies has leveraged teams of up to 300 people, completing more than 200 strategic programs and projects for nearly 100 companies from middle market to Fortune 50.

CORE COMPETENCIES

- · Engaged, hands-on leadership
- Program and project management
- Corporate restructuring
- Crisis management
- Sales and business development

- · Strategic planning and implementation
- Cost control and resource allocation
- Business process reengineering
- Lean six sigma
- Supply chain planning and execution

LEADERSHIP ATTRIBUTES

High Emotional Intelligence, overall score 133 of 155 possible, 99th percentile. - Queendom.com Emotional Intelligence Test.

Pragmatic Leader, a unique profile shared by 1-1/2% of population, exceptional executive. Extrovert, Intuitive, Thinker, Judger - energized by interacting with others, creative thinker, analytical and direct, well organized. - Meyers-Briggs Personality Assessment.

Strategic Thinker, Maximizer, Relator, Learner, Futuristic – natural, unteachable ability to see around corners, can establish likelihood of particular outcomes, views challenges as opportunities to transform, motivates and inspires others to excellence. - Gallup Strengthsfinder Assessment.

Participative Leadership Style, thoughtful and open. Entrepreneurial, fast paced action style. Creative, analytical, and focused thinking style. - Korn-Ferry Personal Style Assessment.

PROFESSIONAL EXPERIENCE

CEO, Vice President, Managing Director Winnett Perico (organic foods) 2010 - present Establish (consulting) 2007 – 2008 Performa (consulting) 2002 - 2005 CNA Consulting 1996 – 2002 1996 - present

 Engineered and executed high efficiency sales growth strategies for low cost access to multimillion & multi-billion dollar markets.

- Sold and managed projects from \$50,000 to \$40 million.
- Grew margins from 40% to 62% by improving project management processes.
- Led consulting, engineering, IT professionals, and support staff to record profits.
- Saved \$7 million by reworking \$22 million program, improving resource utilization by 157%.
- Saved \$4.8 million, completed \$7.2 million project for \$2.4 million using innovative business processes and software system, improving resource utilization by 300%.
- Reengineered supply chain planning and execution, selected APS software, improved logistics operations cost and efficiency by up to 35%.
- Integrated information systems, performed Oracle database, ERP, and SAP ERP projects, improving IT and operations efficiency.
- Directed client QA review after loss of three \$70 million satellites, eliminating failures.
- Developed new, and extended life of existing, 100,000 s.f. to 1,500,000 s.f. client facilities.
- Saved facility capital costs, for example, \$6.5 million (67%) for distributor, \$8 million (20%) for aerospace company, by reengineering programs.
- Typical clients Boeing, Sony, Panasonic, Maersk, Nikken, PPG, Hughes, and Starbucks.

Chief Operating Officer

1986 - 1996

Pacific Pipeline (media distribution) 1994 - 1996
PAN Environmental (diversified environmental services) 1993 - 1994
Alliance Environmental (abatement environmental services) 1990 - 1993
LaserAccess (mainframe integrated hardware/software) 1986 – 1989

- Crisis managed computer hardware/software company through startup restructuring, refinancing, and successful sale to multinational for 320% return to shareholders.
- Managed environmental services companies through financing stage.
- Led media distribution company through lean restructuring, adding 16% to profits.
- Took over troubled ERP software implementation and managed to completion.
- Implemented six sigma process control to improve inventory accuracy to 99,999%.
- Reduced order to cash cycle times, improved cash flow by 3 to 30 days.
- Typical clients Barnes & Noble, Borders, Costco, Alaska Air, and Northwest Airlines.

Manager, Deloitte Haskins & Sells (consulting)

1979 - 1986

- Led consulting team, replaced corporate ERP system for 186 branch, \$1.2 billion dollar sales
 Fortune 500 subsidiary to support its turnaround.
- Sold and delivered performance improvement programs and projects, including strategic planning and organizational effectiveness; information technology selection and implementation; activity-based costing and scheduling, saving 15% to 27%.
- Restructured financial services company operations, credit, derivatives, credit examination, and internal audit, to improve risk management and profits.
- Typical clients Farm Credit Banks, FDIC, numerous banks, Amfac, Hilton, and Westin.

EDUCATION, CERTIFICATION & BOARD EXPERIENCE

MBA, Washington State University, 1979.

BA, Business Administration, Washington State University, 1977.

Certified Public Accountant, 1980 – 1987.

Financial Services Industry Specialist, Deloitte Haskins & Sells, 1983.

Chairman, Director - Boards of three midmarket and one tech company, 1983 – 1995.

Washington Chair, National Director - AeA (high tech trade association), 2001 – 2003.

FAA certified Private Pilot, 1975.

Jon B. Nickless

Objective

To lead a successful and profitable agricultural operation

Experience

2014-Present 21st Century Equipment

Holyoke, CO

Location Manager of a John Deere dealership

- Brought location back to profitability
- Responsible for sales management over 3 sales professionals
- Increased sales, increased margin, and improved market share
- Management of aftermarket departments
- Large profitability gains in all three departments
- Successful direct sales to customers
- Brought a positive culture to the employees and customers

2012-2013 Wulf Cattle/Eagle Creek Farms Bassett, NE

General Manager over two feedlots

- Managed two independent cattle feeding operations
- Participated in management of 12,000 acre farm
- Executed operations restructure and rebuilt management team
- Coordinated cooperation between farming and feeding operations
- Participated in Natural and NHTC programs(ID Preserved)
- Facilitated commodity procurement and transportation
- Oversaw harvest and construction projects

2000-2012 Great Bend Feeding Inc. KS and NE

General Manager (30,000 head capacity)

- Operated very profitable custom cattle feeding and farming operation
- Dramatically improved cattle performance
- Developed successful management team
- Remodeled facilities to improve efficiencies
- Implemented environmental compliance program.
- Customer development, management and retention
- Developed strategies for commodity procurement and risk management.
- Developed grazing program on associated farm ground.
- Managed annual 15,000 ton silage harvest.
- Executed numerous production and research trials.
- Developed statistics based quality control programs.
- Initiated and managed equipment purchasing programs.
- Produced and operated under financial budgets with great success
- Developed an excellent community relationship
- Feeder cattle procurement and finished cattle sales
- Restructured team assignments and responsibilities

- Developed detailed departmental reporting and communication systems.
- Purchased and managed custom manure spreading business.

1998-2000 Hoxie Feedyard, Inc. Hoxie, KS

Assistant Manager (30,000 head capacity)

- Implemented feed yard expansion project.
- Lead annual processing of 2 million bushel of high moisture corn.
- Remodeled existing feeding facility.
- Managed daily operations

1993-1998 Koch Beef Co. Multiple Kansas Locations

Management Trainee, Cattle Foreman, Assistant Manager

- Learned day to day management of large feeding operations.
- Participated in a major mill remodeling project.
- Implemented and managed employee review process.
- Worked on evaluation of cattle sorting programs.
- Collected carcass data at multiple slaughter facilities
- Managed operations in yards 30,000 to 40,000 head

Education

1989-1993 University of NE - Kearney Kearney, NE

- Bachelors Degree in Agricultural Management Technology.
- Minor in Business Administration.

COMPREHENSIVE COSTCO TRIAL BUDGET

	Pre-Tria	e-Trial		-Trial		e-Trial		e-Trial		-Trial		-Trial		1	Week	2	Week	3	Wee	k 4	Wee	k 5	Week	6	Week 7	7	Week 8		Wee	ek 9	Week 10		Week 11		Week 12	W	eek 13	Week 14	k 14	Week	15	Wee	k 16
Revenue collections																										Ŧ																	
Cash expenses																																											
Livestock purchases			\$ 1	170,000	\$ 1	70,000	\$ 1	70,000	\$	170,000	S	170,000	\$ 1	170,000	\$ 17	70,000	\$	170,000	5	170,000	\$ 17	0,000	\$ 170,	,000	\$ 170,000	5 0	170,000																
Feed purchases	\$ 25,	000	\$	3,594	\$	7,188	\$	10,781	\$	14,375	s	17,969	\$	21,563	\$ 2	25,156	\$	28,750	5	32,344	\$ 3	5,938	\$ 39,	531	\$ 43,125	5 \$	46,719	\$	46,719	\$ 4	46,719	\$	46,719										
Freight			\$	7,333	\$	7,333	\$	7,333	\$	7,333	s	7,333	\$	7,333	\$	7,333	\$	7,333	S	7,333	\$	7,333	\$ 7,	333	\$ 7,333	3 \$	7,333																
Harvesting																																											
Labor, Fuel, Vet, Insurance, Overhead	\$ 53,	846	\$	7,212	\$	7,212	\$	7,212	\$	7,212	S	7,212	\$	7,212	\$	7,212	\$	7,212	5	7,212	\$	7,212	\$ 7,	212	\$ 7,212	2 \$	7,212	\$	7,212	\$	7,212	\$	7,212										
Land Rent	\$ 45,	500							\$	45,500							5	45,500							\$ 45,500)						\$	45,500										
Interest	\$ 25,	813	\$	6,453	\$	6,453	\$	6,453	\$	6,453	s	6,453	\$	6,453	\$	6,453	5	6,453	s	11,703	\$ 1	1,703	\$ 11,	703	\$ 11,70	3 \$	11,703	\$	11,703	\$:	11,703	\$	11,703										
Equipment purchases	\$ 830,	412																								Ŧ																	
Beginning Cash	\$2,000,	000	\$ 1,6	500,717	\$ 1,4	06,126	5 1,2	07,940	5 1	006,161	s	755,287	\$ 5	546,321	\$ 33	33,760	5	117,606	S 1	1,952,358	\$ 1,72	3,766	\$ 1,491,	580	\$ 1,255,801	1 5	970,928	s	727,961	5 6	62,327	\$	596,694										
Cash In	\$ 581.	288	\$		s		s		S	-	s		s	- 4	s	٠.	s	2,100,000	s		s		s	-	s .	- 5		s	-	s	-	s											
Cash out	\$ 980,	571	\$ 1	194,592	\$ 1	98,186	5 2	01,779	\$	250,873	s	208,967	\$ 2	212,561	\$ 21	16,154	S	265,248	S	228,592	\$ 23	2,186	\$ 235,	779	\$ 284,87	3 \$	242,967	\$	65,634	5 (65,634	\$	111,134										
Ending Cash	\$1,600,	717	\$ 1,4	06,126	\$ 1,2	07,940	\$ 1,0	06,161	\$	755,287	\$	546,321	\$:	333,760	\$ 11	17,606	\$	1,952,358	\$ 1	L,723,766	\$ 1,49	1,580	\$ 1,255,	801	\$ 970,928	8 \$	727,961	\$	662,327	\$ 50	96,694	\$	485,560										
Total head on site	_	-		100		200		300		400	H	500		600		700		800		900		1000		1100	120	m	1300		1300		1300	-	130										

	Week 17	V	Neek 1	8	Week	19	Week 20)	Week	21	Week	22	Week 2	23	Week	24	Week	25	Week	26	Week 27	W	eek 28	Wee	k 29	Week :	Ю	Week 31	We	ek 32	Wee	k 33	Total				
Revenue collections		-							\$.	454,460	\$ 45	54,460	\$ 45	54,460	5	454,460	\$	454,460	\$ 4	54,460	\$ 454,4	60 \$	454,460	\$	454,460	\$ 45	4,460	\$ 454,460	\$	454,460	\$	454,460	\$5,907,97	Reven	e		_
Cash expenses		+												-										-					+						_		+
Livestock purchases																																	\$2,210,00	Livesto	ck purchas	:5	
Feed purchases	\$ 43,	125	\$ 3	9,531	\$	35,938	\$	32,344	5	28,750	\$:	25,156	\$ 2	21,563	5	17,969	5	14,375	\$	10,781	\$ 7,1	88 \$	3,594	1 5	-								\$ 772,50) Feed p	urchases		
Freight	\$ 10,	542	\$ 1),542	\$	10,542	\$	10,542	\$	10,542	\$:	10,542	\$ 1	10,542	\$	10,542	\$	10,542	\$	10,542	\$ 10,5	42 \$	10,542	\$	10,542								\$ 232,37	Freigh			
Harvesting	\$ 32,	063	\$ 3	2,063	\$	32,063	\$	32,063	5	32,063	\$:	32,063	\$ 3	32,063	5	32,063	5	32,063	\$	32,063	\$ 32,0	63 \$	32,063	\$ \$	32,063								\$ 416,81	Harves	ting		
Labor, Fuel, Vet, Insurance, Overhead	\$ 7,	212	\$	7,212	\$	7,212	\$	7,212	\$	7,212	\$	7,212	\$	7,212	\$	7,212	5	7,212	\$	7,212	\$ 7,2	12 5	7,212	\$	7,212	\$	7,212	\$ 7,212	\$	7,212	\$	7,212	\$ 291,82	Labor,	Fuel, Vet, I	surance,	Overhea
Land Rent							\$	45,500							\$	45,500																	\$ 318,50	Land R	en		
Interest	5 11,	703	\$ 1	1,703	\$	11,703	\$	11,703	5	11,703	5 :	11,703	5 1	1,703	\$	11,703	5	11,703	\$	11,703	\$ 11,7	03 \$	11,703	\$ \$	11,703	\$:	1,703	\$ 11,703	\$ \$	11,703				I ere:	t		
Equipment purchases																																	\$4,242,01	c s			
																																	\$1,665,96	G	21	%	
Beginning Cash	\$ 485,	560	\$ 38	0,916	\$ 2	79,866	\$	182,410	5	43,047	\$ 40	07,238	\$ 77	75,022	5 1,	146,400	\$ 1,	175,872	\$ 1,8	54,438	\$ 2,236,5	97 \$	2,622,351	1 \$ 3	,011,698	\$ 3,44	4,638	\$ 3,840,183	\$ \$	4,275,728	\$	611,273					
Cash In	\$	-	\$	-	\$		\$		5	454,460	\$ 45	54,460	\$ 45	54,460	\$ 4	454,460	\$	154,460	\$ 4	54,460	\$ 454,4	60 \$	454,460	\$	454,460	\$ 45	4,460	\$ 454,460	\$	454,460	\$	454,460					
Cash out	\$ 104,	644	\$ 10	1,050	\$	97,456	\$	139,363	\$	90,269	5 1	86,675	\$ 8	3,081	5	124,988	\$	75,894	\$	72,300	\$ 68,7	06 \$	65,113	\$ \$	61,519	\$:	8,915	\$ 18,915	\$	4,118,915	\$	7,212					
Ending Cash	\$ 380,	916	\$ 27	9,866	\$ 1	82,410	\$	43,047	\$.	407,238	\$ 7	75,022	\$ 1,14	16,400	\$ 1,	475,872	\$ 1,	854,438	\$ 2,2	36,597	\$ 2,622,3	51 \$	3,011,698	\$ \$ 3	,404,638	\$ 3,8	0,183	\$ 4,275,728	\$	611,273	\$ 1,	058,521					_
Total head on site		1200		1100		1000		900		800		700		600		500		400		300	-	200	10	0		,								-	-	-	-