

Shelling, bagging, and delivery add roughly 85% to the base price. We would have additional options, including larger grain traders, if we could deliver unshelled in bulk by container. Can they shell and bag in China? It would likely cost significantly less than doing it in Canada. If the answer is yes, I can get a delivered price for that option today or tomorrow from a major Canadian operator in the non-GMO space.

Thanks.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

Direct: 201-669-4933

Office: 800-956-9883

<http://www.sheldonbeef.com>

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<image001.png>

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From: John Vangchhia <[REDACTED]>
Sent: Monday, May 31, 2021 10:12 AM
To: DENNIS BREWER <[REDACTED]>
Subject: Re: #2 Non-GMO Soybeans - Canadian Origin

Hi Dennis,

Buyer says price is too high. Any other source?

Regards,

John

On May 28, 2021, at 1:39 PM, DENNIS BREWER <[REDACTED]> wrote:

John – Soybeans, non-GMO, 45 kg bagged, 20 FCL, meets spec below, CIF Shanghai, 20% prepay on initial orders, balance on scanned shipping documents, first shipment departs Vancouver in early August, \$960/MT. Quantity as needed, may be limited until new crop in October. We are reaching the end of the North American crop year so stocks are low. Prices are likely to decline 10% or more when the new crop arrives in October.

Seller is a well-established second generation multi-plant company with operations in eastern Canada, and customers in the Americas, Europe, and Asia. They are non-GMO, IP preserved soybean and small grain specialists with their own elevators and bagging operations. There is no intermediary. I deal directly with the company sales team and management. End buyer can deal direct with company who will rebate commissions based upon a contract and NCNDA if desired.

I expect to have additional responses early next week.

Thanks, John.

Regards,
Dennis

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DENNIS BREWER

From: DENNIS BREWER
Sent: Tuesday, June 1, 2021 6:27 AM
To: Dewey Turner
Subject: Gannett Peak Ranches Update
Attachments: Gannett Peak Ranches BASE Case Ready Proteins 210529.xlsx; Gannett Peak Ranches Business Plan 210529.pdf

Dewey – You had mentioned the reality of feed prices rising 35% over the past few months to recent highs. Thanks for bringing that up. It inspired me to run a sensitivity analysis on the most volatile cost elements – livestock prices and feed prices. Turns out neither one has great impact on IRR. A doubling of either input reduces IRR from the high 60% range to the mid 50% range when you hold prices flat. I realize this is not your chosen domain – but if you have a couple of minutes, take a look at the Investor Returns tab (includes the sensitivity analysis) and the Financial Summary tab of the pro forma to see where we are going with this opportunity.

We currently have interest from several of the 41 investment firms we cold emailed. If you know of anyone in the late stage venture or mid-size PE firm space who might have an interest in a solid 60% IRR opportunity on a staged \$30MM investment, feel free to pass this on. Please let me know so I can follow up. We have a Teams site set up for this project which includes extensive background, market, and site specific information, among other things. I am always happy to further inform people about this space, which we know very well.

As you know, authentic 60% IRR projects are not the norm, particularly ones that include 100 year old well established businesses which can be purchased at a significant discount to typical EBITDA multiples, and a new subcategory of products in very high demand. The grassfed organic space grew 25% last year, according to the Organic Trade Association, and the organic food category in total was up over 12% to \$56.5 billion in the US. Organic protein market penetration lags the 6% organic share of overall food sales, it's only 0.6%, so there is a great deal of opportunity in the space for a knowledgeable entrant at scale.

Hope you had a great Memorial Day weekend. Thanks for taking the time to take a look.

Regards,
Dennis

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DENNIS BREWER

From: DENNIS BREWER
Sent: Thursday, June 3, 2021 11:56 AM
To: Gross, Mark
Subject: RE: Organic Innovation

Thanks, Mark. - I understand the pioneer with arrows in their back well enough. That is what our proprietary finishing methods, tech, and cell-based approach to processing are all about. This is a specialty space with a particular consumer psychographic profile. It also happens to be the emerging psychographic profile, up from less than 1% dedicated to “hippie food” in the 1970s to 47% of consumers buying regularly in the organic space, including 81% of family’s with children.

In addition to great taste, health benefits, and quality, this emerging class of consumers place enormous value on parts of the process they cannot see, such as humane treatment, worker quality of life, health benefits, and regenerative ag practices. They are brand loyal to a greater degree than most. They demonstrate that by their purchasing practices and willingness to pay more for these attributes, especially when the process is as readily transparent as ours will be.

The big guys, from producers through processors, have fought animal id for years as government tyranny – quite literally their true position. God knows why they love being commodity producers in an industry with abject returns overall, but it’s a fact. As for replicating a butcher shop with a cell-based production process, they see that as a massive step backwards from a line-based process where one person does the same mind-numbing cut all day, and the processor has no clue when it comes to highly granular traceability. They love mass production and have invested billions of dollars in this anonymous, commodity focused process. They fight the government every day to increase line speeds and replace independent FSIS food safety inspectors with their own employees. They have spent years working their way to the Supreme Court to fight voter-adopted incremental animal welfare requirements in their biggest market in the US. This approach is “well-proven” and is not likely to change quickly.

We are clearly doing virtually everything wrong. That is how you disrupt through innovation in direct response to people’s rebellion against Big Food.

Companies doing similar things in adjacent organic spaces have sold for nine times revenue once proof of concept is secured. Every example of this type of relationship between current results, future reality, and EV is a disruptor in a space which is much larger than the company. The real opportunity is here and now. Later stage returns will undoubtedly diminish, working their way toward the norm.

As I mentioned, our fallback is grassfed organic, the same concept as all other competitors currently in this marketplace. IRR in the 50s with that approach. However, we would still add value in the form of branding, our consumer marketing skills, broad and deep distribution over time, and, most importantly, traceability and transparency with IP-protected software. These intangibles are highly prized by our early adopter consumers.

I worked as a Founder in the tech industry years ago and clearly understand the value of IP and great consumer interfaces in establishing the total value of the company. As a startup, our tech was adopted by IBM-only IT mainframe shops at large airlines, insurance companies, banks, and others who needed exceptionally fast access to archived information. A mere startup, we added one circuit board and software, all the rest was adapted technologies in a unique combination. It was not a massive effort involving hundreds of millions of development costs.

We multiplied our investor’s capital 7 times in less than 2 years from concept to proof of concept. And, that was after a name Silicon Valley VC bailed out on a Term Sheet. We had to sell to another company, which had tried to buy us when we were about a year old, to move to the next level of market roll out. Had the VC stuck to their Term Sheet, we would

have done much better for the original investors, and for them, with a couple more years of market roll out. So it goes. Not a bad outcome.

Just like our fallback, being another grassfed organic competitor but with a strong, competitive twist, would be for us.

Thanks, Mark.

Regards,
Dennis

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From: Gross, Mark <[REDACTED]>
Sent: Thursday, June 3, 2021 11:00 AM
To: DENNIS BREWER <[REDACTED]>
Subject: Re: Organic Innovation

Dennis -

I think this is the right approach initially.

I would not say there is a “lack of enthusiasm.” To me, the key issue here is proof of concept. There may very well be a sizable enough market for cornfed organic beef for you to have a very profitable position — but you have not actually demonstrated that to be the case.

That is going to be the main sticking point for investors. I can’t speak to the rapaciousness of VC or PE investors. But I can tell you that there is a huge amount of investment in the agtech and organic space. With proof of concept I believe you could attract investors. But this is going to take more than simply the gut reaction of you and a Costco buyer.

Standing orders, from Costco or others, would also go a long way to establish credibility and potentially be able to be securitized for debt financing.

But you are also going to have to show how you can defend your position against the entry of much larger competitors when you have shown there to be a lucrative market or sub-sector. The guy who identifies the market is not always the ultimate survivor.

Good luck and let me know how this progresses.

Best,
MWG

Mark W. Gross
Managing Director
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On Jun 3, 2021, at 10:34, DENNIS BREWER <[REDACTED]> wrote:

Mark – Thanks for your critiques of my approach in the Business Plan. I appreciate your good intent and the constructive comments. They have helped me take a more aggressive view of the opportunity we have to succeed in this market. I am going to be blunt here. We have decided to initially try this financing ourselves for several reasons:

Hodgepodge comments – indicating a sincere lack of enthusiasm for our approach to this specialty vertical market as we try to reach this particular group of consumers. This hodgepodge of an approach is based upon our experience with organic consumers reaching back nearly 40 years, while also protecting our intellectual property and methods, and growing our investor partner's capital. Four elements are unique to us:

- Our proprietary pasture-based grain finish feeding system
- Our product line's great grainfed taste
- Our consumer branding approach and strategy
- The stickiness of our technology – specifically including extreme granularity in traceability, so the consumer knows the where, when, how, what, why, and who touched their family's food.

Disbelief in known facts – regarding the price premiums in this market and the grainfed taste preferences of American consumers. These are broad-based, well established principles that held long before the USDA finally adopted organic rules in 2002 and continue to this day.

Extreme dilution of intellectual capital by money - Here the rationale gets a bit more complicated. Basically the message of a proposed 10% equity stake in our own business is that PE/VC investors do not value innovation, intellectual property, and the resulting strong returns of a 30% stake, 65% IRR. So, they won't pay for it. Instead, they will dilute those who bring those proven concepts to the table, but do not bring big money. They only value past EBITDA.

Based on the past EV/EBITDA approach, no one would ever have invested in Intel, Microsoft, Oracle, Amazon, Google, or Facebook, to name but a few. Mark Zuckerberg put \$1,000 into Facebook, Accel put in the first institutional round of \$12.7MM for a minority stake at zero revenue. Larry Page and Sergey Brin put nothing into Google, Larry Ellison invested \$1,200 in Oracle. They invested what they knew in those enterprises, not money, then they executed. All billionaires, all with on-going major shareholdings.

So, perhaps VCs are less rapacious than PEs? Doubtful, as total returns are significantly higher in the VC industry.

Page and Brin are shareholders number 1 and 2, holding more shares in Google than anyone else, as does Zuckerberg in Facebook (26% today, far and away the largest holder). They did not give away the store. If these inexperienced guys operating in an unproven space can retain major shares of their young companies after both VCs and public shareholders have taken their piece, we can certainly do it with an existing business which can finance 65% of its own

purchase price, which we are buying at a 50% discount to market, and to which we contribute ALL the knowledge and know-how, as well as the proven ability to execute in this exact space.

As mentioned, we are buying an existing business at a 50% discount to 2021 EV. We're not going to give that bargain away to our investors, as well as surrender the family recipe, our very clear understanding of this opportunity in a time proven market, and our proven, expert level ability to execute in this space, for a tiny piece of the total return.

We are providing strong value through our proprietary pasture-based finishing system and its application in a strong growth emerging market space. We have the accumulated knowledge, experience, and connections to bring innovation to this market opportunity. We will provide complete transparency and traceability to protein consumers, an incredible innovation when increasing numbers of consumers no longer blindly trust Big Protein, or Big Food, for that matter. These intangible assets and their execution are what provide the future returns above and beyond 1.5% 10 year Treasury yields. These intangibles are investments just as surely as a dollar is, and are much harder to come by.

As you know better than I do, the world, including private equity and venture funds, is awash in liquidity looking for great ideas, execution, and strong returns (25% -35% IRR). We bring both the right concept at the right time and the proven ability to execute. Investors will pay for that combination and the 65% IRR it provides.

The organic protein market is a little over \$1.7 billion today. It's growing at least ten times as fast as conventional protein - with products which don't even have the taste most North American consumers prefer. Overall, organic foods account for 6% of food sales today and continue to take share. That translates to \$16.8 billion in potential organic protein sales right now at 6% of the \$280 billion protein market – lots of room for growth from 0.6% share with the right set of organic protein products.

If we have a partner with a longer time horizon, we could sacrifice a bit of EBITDA in the short run for a bigger share of the market through stronger growth. Not an Amazon-like share of the broader protein market. But we can be the key competitor in this specific market space. Unlike, say, a social networking company, there are real natural barriers, like the supply and cost of organic livestock and feed grains, the knowledge base of farmers and ranchers about organic production, etc. Those natural barriers also mean competitive threats like substitution, price competition, and margin compression are lower. But, like the network effect in social media, consumers and grocers do pick winners and losers based upon their ability to execute, so natural barriers to competition are not the only thing we have going for us.

Therefore, in a rational world, with strong growth and scarcity caused by natural barriers AND network effects in a growing market space, valuations will be higher. The 50% and higher market cap premiums accorded to mature public organic companies like Hain Celestial and SunOpta are current market-based evidence of that reality. See pages 10, 12 of the attached F&B industry report.

We all know how to structure a transaction so a minority investor can be assured of a liquidity event in a required time frame. We have gamed this out under 5 different scenarios, all return in the 50s to 60s IRR range. We have reviewed price and input cost sensitivities in both likely and fairly extreme scenarios. (Those are posted at our Teams site.) We have expert-level knowledge of this space, real world execution experience, and know how to make this happen.

Thanks for reading this. Let's stay in touch.

Regards,
Dennis

Dennis Brewer

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<food_and_beverage_industry_update_q1_2021_0.pdf><Gannett Peak Ranches BASE Case Ready Proteins
210601.xlsx><Gannett Peak Ranches Business Plan 210601.pdf>

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DENNIS BREWER

From: Shelley Balanko <[REDACTED]>
Sent: Thursday, June 3, 2021 12:43 PM
To: DENNIS BREWER
Subject: RE: Organic Protein Inquiry

Thanks for the update, Dennis, and I empathize with your struggles. I'll mark my calendar to check in with you in a month or so, if I haven't heard from you sooner.

Best regards,

Shelley Balanko, Ph.D.

Senior Vice President

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At the Leading Edge of Food and Beverage Strategy

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From: DENNIS BREWER <[REDACTED]>
Sent: Thursday, June 3, 2021 9:41 AM
To: Shelley Balanko <[REDACTED]>
Subject: RE: Organic Protein Inquiry

Hi Shelley - We are having difficulty helping our investment banker understand the reality of this opportunity. It is a broader and deeper skepticism about the value of the opportunity than I expected. So our potential work with you is likely to slip a bit as we work to help them understand this space better.

We are also working other investment channels and it is likely this consumer enthusiasm/adoption issue will arise again. In any event, I see the focus group process and your independent assessment as an exceptional marketing tool to convince our early adopter retailers to actually early adopt. One way or another we will be back in touch, hopefully very soon.

Thanks.

Regards,
Dennis

Dennis Brewer

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From: Shelley Balanko <[REDACTED]>

Sent: Thursday, May 27, 2021 12:21 PM

To: DENNIS BREWER <[REDACTED]>

Subject: RE: Organic Protein Inquiry

Thanks for the update Dennis. I appreciate the list of attributes. It sounds like a compelling offering and company culture. I'll look forward to your next update.

Best,

Shelley Balanko, Ph.D.

Senior Vice President

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From: DENNIS BREWER <[REDACTED]>

Sent: Thursday, May 27, 2021 5:08 AM

To: Shelley Balanko <[REDACTED]>

Subject: RE: Organic Protein Inquiry

Shelley – I am awaiting a response from our i-bankers. In the meantime, we put together a list of attributes of our brand and products for discussion purposes when the time comes.

I'll be in touch.

Thanks.

Regards,
Dennis

Dennis Brewer

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From: Shelley Balanko <[REDACTED]>

Sent: Tuesday, May 25, 2021 4:42 PM

To: DENNIS BREWER <[REDACTED]>

Subject: RE: Organic Protein Inquiry

Hi Dennis,

Thank you for your time today. As we discussed, our virtual focus group research fees are \$25,000 for two groups, and additional groups are \$12,000 each. If comparing this price to other firms, I'm sure we come in high so please note we include the following, and other firms may not:

- Identification of existing insights to bring into the research process
- Recruiting process to include respondent screener design and reviews/iterations in conjunction with the client, initial respondent screening, follow-up respondent screening and identification of optimal respondents to include in the research
- Homework creation, administration, probing on consumer submissions and analysis of materials to help guide the research
- Discussion guide creation including multiple reviews and iterations in conjunction with the client
- Handling of appropriate incentives for all respondents (incentives included in the cost)
- Moderation of all interviews (by a senior Hartman Group team member)
- "Back room" analysis by additional Hartman team members during the interviews
- Analysis of all research insights and integration with other Hartman Group intellectual capital on the organic marketplace, sustainability, health and wellness, culinary trends, etc.
- Creation of deliverable to include macro research insights, strategic implications and tactical recommendations for activation, brought to life by the inclusion of consumer quotes, consumer homework and consumer self-captured video
- On-going availability for consultative input as the client team moves ahead

Finally, we may be able to support your need for market sizing with our Eating Occasions Compass Database should your existing estimates be insufficient for your stakeholders. I'll look forward to continuing this conversation in the coming weeks.

Best regards,

Shelley Balanko, Ph.D.

Senior Vice President

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From: DENNIS BREWER <[REDACTED]>

Sent: Tuesday, May 25, 2021 8:06 AM

To: Shelley Balanko <[REDACTED]>

Subject: RE: Organic Protein Inquiry

Shelley – Let's talk about your focus group and market sizing experience in our telcon today. We think we will need 2 regional and 1 national focus groups and a US/Canada market size evaluation. The deliverable from our conversation today would be a brief e-mail proposal including rough order of magnitude pricing for that scope, with a range of cost breakdown for the focus groups and for regional/national market sizing. We envision a region as SoCal, NorCal, PNW, etc.

Once we have that, we will speak with our investment bankers so we can hone in on a specific scope of work which will satisfy them. Then we will work out proposal details and price with you.

Look forward to speaking with you later on.

Thanks.

Regards,
Dennis

Dennis Brewer

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From: Shelley Balanko <[REDACTED]>
Sent: Friday, May 21, 2021 2:00 PM
To: DENNIS BREWER <[REDACTED]>
Subject: RE: Organic Protein Inquiry

Hi Dennis,

I may have misunderstood your request. If you're looking for a firm to conduct primary research with consumers on the topic of organic beef, etc., we can be of service. At present, all of our qualitative research is still virtual and we have experience with virtual focus groups. Please let me know if you would like to discuss.

Best,

Shelley Balanko, Ph.D.

Senior Vice President

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From: DENNIS BREWER <[REDACTED]>
Sent: Friday, May 21, 2021 10:51 AM
To: Shelley Balanko <[REDACTED]>
Subject: RE: Organic Protein Inquiry

Thanks. If you can refer me to a market research/consumer focus group firm, please do so.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

Direct: 201-669-4933

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From: Shelley Balanko <[REDACTED]>

Sent: Friday, May 21, 2021 12:14 PM

To: DENNIS BREWER <[REDACTED]>

Subject: RE: Organic Protein Inquiry

Hi Dennis,

Thank you for getting in touch. I can empathize with your situation, however, our firm is not best suited to your information needs. We conducted syndicated research in 2020 that generally speaks to consumer interest in Organics, but nothing that is specific to beef. I've attached the report overview for you in case you would like to acquire it for foundational information purposes. I'm sorry we can't be of more assistance.

Best regards,

Shelley Balanko, Ph.D.

Senior Vice President

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From: DENNIS BREWER <[REDACTED]>

Sent: Thursday, May 20, 2021 3:11 PM

To: Shelley Balanko <[REDACTED]>
Subject: Organic Protein Inquiry

Shelley - We have a time-tested production system for the organic protein market. We are working to build a branded, integrated organic protein operation from growing livestock through selling case ready packaged protein products to retailers and marketing our branded protein line to consumers. Our Wall Street investment bankers want:

"A business plan beginning with third party data supporting (a) the market for this currently unavailable product, (b) the willingness of customers to pay a premium for it and (c) as sizing of that market. Followed by a comprehensive end-to-end discussion of how you would build a company, source the cattle, process, package and distribute the beef, and market and build the brand."

We are a very experienced team including a VP who has raised 1.5 million cattle, a VP who is a 15 year veteran of protein-focused companies with Tyson as his first job, a CFO who helped bring a fast growing new specialty dairy product concept to North America, a CIO who has led many app development and enterprise software implementation projects, and a VP Logistics with extensive fresh products experience in North America and Latin America. I have 40 plus years, most as a senior leader of entrepreneurial and mid-size companies, and/or a senior consulting executive to companies from the Fortune 10 to a dozen team members, MBA/CPA, business development, sales, marketing, supply chain, farming, etc. I was Chair of PCC, founded in 1953, and a coop grocery retail pioneer in the natural and organic "hippie food" space long before it became mainstream.

Our challenge at the moment is that our investment bankers don't get it. As you know, everyone in New York knows food comes from a store and can't figure out what each end of the cow is for. They have access to a world awash in money, but they don't think our word about the market potential in this space is worth much on its own. They are seeking independent validation of the organic market for proteins (\$1 billion plus in its current very limited form), the sustainability of organic premiums (30 years for organic produce), and market size (\$50 plus billion, plus another \$14 billion for our type of products). I have talked to them about the organic produce, dairy, and other segments of the market, and the history of this specialty space, but they still want independent validation.

Oh, and I am sure they would be happy to be connected to someone in the sector who could be a lead investor too. They are, after all, typical New York bankers.....

Anyway, when you have time, let's chat and see if this is a fit. You can make a phone appointment at your convenience in my signature block below.

Thanks.

Regards,
Dennis

Dennis Brewer

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DENNIS BREWER

From: DENNIS BREWER
Sent: Friday, June 4, 2021 9:32 AM
To: Bob Huskey
Subject: Organic Grainfed Pastured Pork and Beef
Attachments: USDA May 21 Grassfed Beef Report.pdf; Sausage Flavor Options 210423.pdf; USDA May 21 Pastured Pig Report.pdf; Gannett Peak Ranches Quality Attributes 210601.pdf

Bob – Good morning. I hope you are well and doing fine. Your company's recent financial performance has been very impressive. I am sure that is, in part, due to your team's efforts. I'm excited to inform you about progress in our grainfed organic program.

We will have up to 25,000 pounds per week of case ready pasture raised organic grainfed pork and 50,000 pounds per week of organic grainfed beef, grown in northern California, available for Costco Wholesale beginning in December 2021. These case ready products will be packaged and sold under our Gannett Peak Ranches brand. An explanation of the Gannett Peak Ranches brand identity is attached as the Quality Attributes pdf.

Grown and finished on California pastures, the slaughter pigs comply with the California Proposition 12 farrowing and growing requirements effective beginning January 2022. As you know, the Ninth Circuit has denied a request for a temporary injunction against Prop 12 rules coming into effect in January 2022. NAMI petitioned the Supreme Court for a review. No decision yet. The smart money is on a California pork shortage at retail beginning in January. The industry has been in court trying to void the rule, has not invested the millions required to make required changes, and does not comply with the Prop 12 rule.

Our 1,488 acre California organic hog and beef ranch is located east of I-5, about 18 miles south of the Oregon border. We are currently improving the ranch for in-pasture organic grain finishing. We will grow and pasture finish there every week year round beginning in September in full compliance with National Organic Program rules. The pig processing plant is Olson Meat Company, Orland, CA (USDA M21799). Finish cutting and vacuum packaging is by Sonoma County Meat Company, Santa Rosa, CA (USDA M45553). We are currently negotiating with a beef processor for those services. We will be building a USDA harvest and case ready plant in Redding, California. The plant is scheduled to come online in September 2024.

As with the organic grainfed beef you previewed in May 2019, the taste profile of grainfed organic pork is identical to the conventional product, so customers will prize the organic attributes. Since it is grainfed, it will taste exactly as they expect and desire. We can also arrange for organic pork or beef cuts to be made into sausage. Sausage prices will depend upon the specific type of sausage and packaging required (see attached list for sausage flavor options). It would also be possible to provide these grainfed organic pork and beef products in 20 pound frozen assortments if desired.

Our wholesale organic grainfed pork prices for Costco Wholesale are set at 14% over current average wholesale grassfed pasture raised pork prices reported by USDA (recent report attached). Grainfed organic beef prices are set at the current retail price for conventional grassfed beef (recent report attached). These case ready prices include delivery to Tracy. When accepting a minimum lot of 12,500 pounds, add 20 cents per pound for delivery to Mira Loma, 50 cents per pound for delivery to Sumner. We can arrange twice weekly delivery of mixed 12,500 pound lots if desired.

Once you determine product movement is acceptable, we are able to ramp production dedicated to Costco Wholesale as much as eight-fold within 6-9 months.

Beginning in late 2022, we will also be able to offer organic lamb and goat. We raise organic beef, lambs, and goats on our million acre Wyoming ranch.

Please let me know your interest and next steps.

Thanks, Bob!

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

Direct: 201-669-4933

Office: 800-956-9883

<http://www.sheldonbeef.com>

<https://sheldonfoods.com/>



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DENNIS BREWER

From: DENNIS BREWER
Sent: Friday, June 4, 2021 2:31 PM
To: David Phillips
Subject: RE: Organic Cattle

Slow. We are working a \$30 to \$0 million raise at the moment.

Thanks for the lead and for checking in.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

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From: David Phillips <[REDACTED]>
Sent: Friday, June 4, 2021 2:23 PM
To: DENNIS BREWER <[REDACTED]>
Subject: Organic Cattle

Hello Dennis,
Just checking in see how close you're getting. Grain has taken a wild ride but good buys on barley and wheat available.

We have an 8,000-organic dairy in Earth Texas that already raises some bull calves, and some are cross breeds. Wirth a conversation when you're ready.

Just let us know how things are going.

Best regards,
David

David Phillips
Plant & Sales Manager
Fedex Companies, LLC
1616 East Wasp
Hutchinson, KS 67501
Office - 620-662-0033 Ext 206
Cell - 620-615-1469

DENNIS BREWER

From: DENNIS BREWER
Sent: Friday, June 4, 2021 1:14 PM
To: Aberbach, Eric M
Subject: RE: Gannett Peak Ranches

Got it. Thanks, Eric!

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

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From: Aberbach, Eric M <[REDACTED]>
Sent: Friday, June 4, 2021 1:04 PM
To: DENNIS BREWER <[REDACTED]> Walker, Christopher S <[REDACTED]>
Cc: Mckay, Iris T <[REDACTED]> Dodson, Herman E <[REDACTED]>
Subject: RE: Gannett Peak Ranches

Dennis,

Your information has been sent to our Ag team for review as they would be in best position to determine interest.

Personally, I am on our global trade side and do not work directly with credit asks.

Eric

From: DENNIS BREWER <[REDACTED]>
Sent: Friday, June 04, 2021 12:42 PM
To: Aberbach, Eric M (CB, USA) <[REDACTED]> Walker, Christopher S (CB, USA) <[REDACTED]>
Cc: Mckay, Iris T (CB, USA) <[REDACTED]>
Subject: FW: Gannett Peak Ranches

No interest I assume from your lack of response.

Regards,
Dennis

Dennis Brewer

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From: DENNIS BREWER

Sent: Wednesday, June 2, 2021 12:17 PM

To: Aberbach, Eric M <[REDACTED]> Walker, Christopher S <[REDACTED]>

Subject: Gannett Peak Ranches

Good day - We are looking at acquiring three ag properties in Nebraska, Wyoming, and California. The first two are existing operations we would continue operating as they are and begin a 3 year transition to organic ag. The California property would be converted to a pasture-based finishing operation immediately.

Our overall purpose is to market the only grainfed organic protein in the US. We have proprietary methods, connections to retailers, and plans for case ready plants in California and Indiana. Our investor is a fund with billions under management.

We need to understand:

- Appetite for this type of project
- Can you provide all forms of debt needed as a one-stop shop – mortgage, equipment, livestock, A/R loans?
- What is your overall max debt to equity ratio for this type of enterprise?

Business Plan and 2 proformas attached. Note that the Business Plan is based upon the BASE pro forma and does not incorporate Zeman Ranch in Nebraska (as shown on Alt 3 pro forma) at this time. We intend to add this property to our investor discussions once we have your feedback. We are adding it because it will provide an additional location for finishing organic cattle and hogs in the immediate term, and provide more organic irrigated land for both organic finishing and organic grain crops once the 3 year transition to organic is completed.

We would appreciate your feedback on the three issues above by close of business tomorrow as we have a Friday afternoon meeting with our investment partners.

Thanks!

Regards,
Dennis

Dennis Brewer

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Office: 800-956-9883

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DENNIS BREWER

From: DENNIS BREWER
Sent: Friday, June 4, 2021 7:32 AM
To: Peter Grubstein
Subject: RE: Gannett Peak Ranches Case Ready Grainfed Organic Protein

Peter – Below is a message I sent to another potential investor. If you have 3-5 minutes over the weekend, please take a look. It summarizes our overall approach in contrast with the entrenched industry approach, shows how well-protected our disruptive toolset is, talks about downside risk and our ability to pivot, and provides some powerful psychographic insights we have learned over many years about food and consumers.

We also have an opportunity to pick up a 10,000 acre very well-watered production operation which sits over the best part of the Ogallala aquifer, the largest in North America, second in the world. Over 50% is irrigated, providing highly leverageable future organic finishing productivity. But we need to execute on that in the next 8 weeks or we will lose the opportunity to an auction process. It is a large, well located, mostly contiguous production operation and would contribute to EBITDA immediately. It fits well with both our primary plans and our risk management fallback, described later in this email. So, we are trying to move this along. Just so you know.

Regards,
Dennis

Good day –

Organic consumers have demonstrated a 50 year long willingness to pay more for a clearly differentiated product, while increasing in numbers from less than 1% of consumers in the 1980s to 47% today, including 81% of young families. Our product line – grainfed organic protein – builds on that 50 year differentiated product theme and premium pricing track record. Our product line edges out from an existing space – grassfed organic protein, a proven \$1.7 billion market which grew 25% in 2020 on an average price premium of 67% over conventional proteins. Not too radical, but clearly differentiated.

The key differences with grassfed are the grainfed taste, which tastes better to our grain-trained palettes than grassfed, and the fact that our IP-protected production methods and technologies would be difficult to emulate. Grainfed organic protein at scale is an investor winner. IRR is in the upper 60% range. We have carefully constructed:

- Our proprietary pasture-based grain finish feeding system
- Our product line's great grainfed taste
- Our consumer branding approach and strategy
- Our innovative processing system, infinitely expandable, which scales with demand, and avoids the extremely high initial cap ex of traditional processing methods
- Our "sticky" producer to consumer application of blockchain technology, including software-based IP and process IP

Our team has 15-40 years of experience in organic foods and proteins. Several of us have worked in the protein space for companies like Tyson, as well as at retail and online grocery. My initial immersion in the organic space came in the early 1980s when I chaired what is now a \$300 million organic foods coop with 58,000 members. We know what makes organic consumers tick. We also understand very well the mass market commodity protein space, as well as the commodity mindset of the conventional protein industry culture. We have intimate knowledge and experience with

conventional business practices in this space as producers, processors, and store-based and online grocery retailers, ranging from independents to Walmart, Costco and Kroger.

Some protein industry practices we adopt, some we turn on their heads to meet the expressed and as yet unknown needs of our consumers. (Who knew you needed a smartphone in the 1980s?) Our Business Plan covers these issues thoroughly. But, let's suppose for the moment that all our years of collective experience are wrong, and the great grainfed taste we all grew up with is unpopular with the consumers we have known for 40 years. Not likely, but what happens then? Do we go bust like EuroFresh?

We can shift to the well proven fast growing \$1.7 billion grassfed organic protein space in a couple of months, with a 50% IRR outcome. We'll still be significantly differentiated from our competitors. Our proprietary retail package cut level traceability for consumers is just as valuable and unique in the grassfed space. We would write off 2% of our initial capital investment as we moved to grassfed. Our other plans and investments, in sales, marketing, consumer brand awareness, proprietary methods, software, other IP, and cap ex would remain about the same. No feedmill expansion, no railcars for grain transport, no more portable grain troughs for pasture feeding, so a little less cost there, much simpler production practices for grassfed, and some added costs for additional purchased and leased pastures. In other words, no radical changes would be required to pivot to the existing grassfed organic market. 50% IRR is our fallback. Which is another way of saying we have incredibly strong risk management, and investors are not betting the farm (bad pun intended).

Whether grainfed or grassfed, our processing system innovations, some IP protected, would be very challenging to emulate. To do it our way, any mid to large scale producer would have to write off tens of millions to billions of dollars of existing plant investment, then take what is a step backwards in their minds. It costs \$100,000 to \$120,000 per head for each and every animal processed on a daily shift. For example, a 1,000 head per day conventional beef processing plant requires an investment of \$100 to \$120 million. And you have to staff every one of dozens of different positions on their line to process the first animal, then ramp up over time to the maximum fixed capacity. Next you build another \$120 million plant to increase production by 1,000 head per day. Many of these huge plants employ thousands of people.

Our cell-based processing plant, with more automation and fewer workers, costs about the same per head, but we can open a single cell with four workers who work all day to process 8-10 head, adding a dozen cells and a ground products line (making ground beef, etc.) in each module, just before we need the added capacity. It's easy to see how we can grow our capacity without laying out \$100 million or more to process the first animal. This is a crucial advantage when confronted with a very dynamic growth environment. Plus, we get unprecedented consumer level traceability with every retail package.

The Big Food companies do not innovate, they do sometimes extend, like the proliferation of Oreo cookies to grab attention and shelf space. When it comes to organic foods, they only know how to buy their way in. Still, as of today, the largest share of the organic foods industry is controlled by industry innovators, even after a years-long Big Food buying spree. There is a long ways to go in this space. With 0.6% organic protein market share, the opportunities ahead are enormous. Just catching up to the overall 6% share of organic foods means organic proteins have a \$15 billion gap to fill.

As for our other practices used every day in organic, they have been fought tooth and nail by the conventional protein industry. Animal id, the key underlying principle for organic proteins, and critical to our innovative traceability, is government imposed tyranny, according to conventional producers and processors. They fought USDA for decades to reverse regulations which would have required animal id. They fight to replace FSIS food safety inspectors with their own employees, who they can fire at will. They are fighting with FSIS today over line speeds in pork plants. The industry is currently waiting on a Supreme Court decision, in the last stages of a losing battle against the voter mandated animal welfare standards to sell in their largest market, California. The regulations go into place January 2022. Having spent years in court battles, there is basically no time left to comply with the regulations the voters require. That is assuming the Supreme Court actually hands down its decision before this term concludes in the next month or so.

This is the typical heavy-handed industry approach and entrenched resistance to change – the same one they have used since the rise of industrial foods in the early 1900s. Consumers have expressed their will, the industry fights it. I could go on a while longer but you get the idea. A perfect environment for innovators to disrupt, and turn things on their head. The industry will keep on going as it has for over a century, smirking at the upstarts. Fine with us.

So, we do the opposite, leveraging the traceability rules in organic foods to provide extremely transparent practices through our vertically integrated value chain. We use IP built on proven practices to focus the consumer's attention on the intangibles they have told us they want. The evidence of consumer desires for change in this space is tangible, their votes on ballot propositions, our conversations with them at the meat counter and in focus groups, and the evidence provided by their consumption patterns. 25% growth in organic grassfed last year, while conventional industry growth is in the 2-3% range. The conventional protein industry actually shrank last year but that was because of plant closures, not the absence of the usual levels of consumer demand.

The conventional protein industry will take a long time to turn it's deeply entrenched commodity oriented attitude on its head, if it ever does. In the meantime, we'll take share by doing the things consumers say they want, and proving through transparency that we walk our talk. If all wines were the same, would you care which one you drank? Most of us do care because we know and understand the differences. This differentiation can be demonstrated in protein in all the ways we have discussed, just like in wines.

We're not going to take over the \$280 billion protein industry tomorrow. We have a \$15 billion market share gap today. But passenger rail pretty much disappeared in a few decades after those pesky little airlines and their 50 seat planes came along. You probably don't have a landline phone. I must point out that the monthly landline bill is lower than your cell phone bill. We all know change does happen, even in huge market spaces with highly entrenched incumbents.

We invite you to take a look. Let us know how we can help you get familiar with this space. We have a full set of basic documents - Business Plan, base pro forma, and several viable financial alternatives, as well as a Teams site with lots of market and background information. If you want a more detailed briefing on our IP, we can provide that too, once a NDA is signed. We are here to help and provide insights based on our experience. These are the same company culture attributes and unique value propositions we want our customers and consumers to understand.

As we wrap up, spend a few more seconds thinking about change and innovation. Consider this: Some people want the cheapest Android smartphone they can buy. Some must have a \$1500 Apple iPhone, nothing less will do. To each their own. This same psychological connection exists with food, except the food you and your family eat every day has a stronger, deeper emotional connection with who you are and how you think of yourself than does your smartphone. Help us build that deep, powerful connection with our consumers through innovation and transparency. We'll attain IRR in the 60s and deep loyalty along the way.

Thanks for reading! We look forward to answering your questions about this exciting space and the opportunity we have for strong innovation and great execution.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

Direct: 201-669-4933

Office: 800-956-9883

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Schedule a call at your convenience here:

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From: Peter Grubstein <[REDACTED]>
Sent: Thursday, June 3, 2021 7:49 AM
To: DENNIS BREWER <[REDACTED]>
Subject: RE: Gannett Peak Ranches Case Ready Grainfed Organic Protein

Dennis, I will try and review, but not able to do it immediately. Otherwise, not able to proceed.

Thanks,

Peter

Peter S.H. Grubstein

NGEN

O - 805-564-4610

C - 805-636-9547
[REDACTED]

From: DENNIS BREWER <[REDACTED]>
Sent: Wednesday, June 2, 2021 3:54 PM
To: Peter Grubstein <[REDACTED]>
Subject: Gannett Peak Ranches Case Ready Grainfed Organic Protein

Peter - So, no actual interest in a mid-60s IRR investment in a \$1.7 billion marketspace growing 25% per year I take it?

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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Office: 800-956-9883

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[REDACTED]

From: Dennis Brewer
Sent: Friday, June 4, 2021 4:20 PM
To: Lauren Foster; Lee Peters
Cc: Lindsey Benson
Subject: Re: Vistage Introduction

Lauren - Thank you.

Lee - I look forward to meeting with you.

Lindsey - I have few schedule meetings next week. If you can find a time or two on Lee's calendar, please let me know. I will confirm as quickly as I can.

Regards,
Dennis

Dennis Brewer

From: Lauren Foster <[REDACTED]>
Sent: Friday, June 4, 2021 4:16 PM
To: Lee Peters <[REDACTED]> <[REDACTED]>
Cc: Lindsey Benson <[REDACTED]>
Subject: Vistage Introduction

Lee & Dennis,

It's my pleasure to get you two introduced.

Dennis, as I mentioned, the next step is to meet with SVP, Lee Peters via video conference. Lee is responsible for the east coast region, working directly with the Chairs and partnering with them in sustaining their Chair practices. He is looking forward to connecting with you.

Lee, Dennis attended our information session yesterday and is interested in exploring further. September Academy would be the earliest Academy he could attend if there is mutual agreement to move forward. I listed your numbers below and have copied Lee's assistant, Lindsey Benson, to assist with scheduling the video conference.

[Lee Peters: 860-670-6839](tel:860-670-6839)

Dennis Brewer: 201- 887-6541 (resume attached)

Dennis, I look forward to reconnecting after your conversation with Lee.

Thanks everyone!

Warm regards,

Lauren Foster

Executive Recruiter, Chair Acquisition

858.509.5861 Direct | 858.922.7146 Mobile | [REDACTED] | vistage.com

Vistage Worldwide, Inc. 4840 Eastgate Mall, San Diego, CA 92121



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DENNIS BREWER

From: DENNIS BREWER
Sent: Saturday, June 5, 2021 7:28 AM
To: Lex O'Brient; Aaron Jang
Subject: GRAINFED Organic Beef and Pork
Attachments: Gannett Peak Ranches Quality Attributes 210601.pdf; USDA May 21 Grassfed Beef Report.pdf; USDA May 21 Pastured Pig Report.pdf

Good morning. I hope you are well and doing fine. I'm excited to inform you about progress in our grainfed organic program.

We will have up to 25,000 pounds per week of case ready pasture raised organic grainfed pork and 50,000 pounds per week of organic grainfed beef, grown in northern California, available for any of your banners beginning in December 2021. These case ready products will be packaged and sold under our Gannett Peak Ranches brand. An explanation of the Gannett Peak Ranches brand identity is attached as the Quality Attributes pdf.

Grown and finished on California pastures, the slaughter pigs comply with the California Proposition 12 farrowing and growing requirements effective beginning January 2022. As you know, the Ninth Circuit has denied a request for a temporary injunction against Prop 12 rules coming into effect in January 2022. NAMI petitioned the Supreme Court for a review. No decision yet. The smart money is on a California pork shortage at retail beginning in January. The industry has been in court trying to void the rule, has not invested the millions required to make required changes, and does not comply with the Prop 12 rule.

Our 1,488 acre California organic hog and beef ranch is located east of I-5, about 18 miles south of the Oregon border. We are currently improving the ranch for in-pasture organic grain finishing. We will grow and pasture finish there every week year round beginning in September in full compliance with National Organic Program rules. The pig processing plant is Olson Meat Company, Orland, CA (USDA M21799). Finish cutting and vacuum packaging is by Sonoma County Meat Company, Santa Rosa, CA (USDA M45553). We are currently negotiating with a beef processor for those services. We will be building a USDA harvest and case ready plant in Redding, California. The plant is scheduled to come online in September 2024.

As with our organic grainfed beef, the taste profile of grainfed organic pork is identical to the conventional product, so customers will prize the organic attributes. Since it is grainfed, it will taste exactly as they expect and desire. We can also arrange for organic pork or beef cuts to be made into sausage. Sausage prices will depend upon the specific type of sausage and packaging required (see attached list for sausage flavor options). It would also be possible to provide these grainfed organic pork and beef products in 20 pound frozen assortments if desired.

Our wholesale organic grainfed pork prices are set at 14% over current average wholesale grassfed pasture raised pork prices reported by USDA (recent report attached). Grainfed organic beef prices are set at the current retail price for conventional grassfed beef (recent report attached). Once you determine product movement is acceptable, we are able to ramp production dedicated to you as much as eight-fold within 6-9 months.

Beginning in late 2022, we will also be able to offer organic lamb and goat. We raise organic beef, lambs, and goats on our million acre Wyoming ranch.

Please let me know your interest and next steps.

Regards,

Dennis

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DENNIS BREWER

From: DENNIS BREWER
Sent: Saturday, June 5, 2021 10:18 AM
To: Mark Johnson
Subject: Differentiated Food for Thought

Mark – Our thought process is completely different than conventional commodity ag. A less ag, more enterprise thought process and approach. We never want to be a commodity focused company. Price competition is brutal and uncontrollable, bargaining power and differentiation are non-existent. I know you will respect the confidentiality of our approach and process. Below is a message I sent to a potential investor recently with some prior specialty food investments. It demonstrates the difference in our thinking and approach. Only the name has been disguised. We are working toward a Term Sheet with them now.

Dear xxxxxxxx - If you have 3-5 minutes over the weekend, please take a look. It summarizes our overall approach in contrast with the entrenched industry approach, shows how well-protected our disruptive toolset is, talks about downside risk and our ability to pivot, and provides some powerful psychographic insights we have learned over many years about food and consumers.

We also have an opportunity to pick up a 10,000 acre very well-watered production operation which sits over the best part of the Ogallala aquifer, the largest in North America, second in the world. Over 50% is irrigated, providing highly leverageable future organic finishing productivity. But we need to execute on that in the next 8 weeks or we will lose the opportunity to an auction process. It is a large, well located, mostly contiguous production operation and would contribute to EBITDA immediately. It fits well with both our primary plans and our risk management fallback, described later in this email. So, we are trying to move this along. Just so you know.

Regards,
Dennis

Good day –

Organic consumers have demonstrated a 50 year long willingness to pay more for a clearly differentiated product, while increasing in numbers from less than 1% of consumers in the 1980s to 47% today, including 81% of young families. Our product line – grainfed organic protein – builds on that 50 year differentiated product theme and premium pricing track record. Our product line edges out from an existing space – grassfed organic protein, a proven \$1.7 billion market which grew 25% in 2020 on an average price premium of 67% over conventional proteins. Not too radical, but clearly differentiated.

The key differences with grassfed are the grainfed taste, which tastes better to our grain-trained palettes than grassfed, and the fact that our IP-protected production methods and technologies would be difficult to emulate. Grainfed organic protein at scale is an investor winner. IRR is in the upper 60% range. We have carefully constructed:

- Our proprietary pasture-based grain finish feeding system
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Our team has 15-40 years of experience in organic foods and proteins. Several of us have worked in the protein space for companies like Tyson, as well as at retail and online grocery. My initial immersion in the organic space came in the early 1980s when I chaired what is now a \$300 million organic foods coop with 58,000 members. We know what makes organic consumers tick. We also understand very well the mass market commodity protein space, as well as the commodity mindset of the conventional protein industry culture. We have intimate knowledge and experience with conventional business practices in this space as producers, processors, and store-based and online grocery retailers, ranging from independents to Walmart, Costco and Kroger.

Some protein industry practices we adopt, some we turn on their heads to meet the expressed and as yet unknown needs of our consumers. (Who knew you needed a smartphone in the 1980s?) Our Business Plan covers these issues thoroughly. But, let's suppose for the moment that all our years of collective experience are wrong, and the great grainfed taste we all grew up with is unpopular with the consumers we have known for 40 years. Not likely, but what happens then? Do we go bust like EuroFresh?

We can shift to the well proven fast growing \$1.7 billion grassfed organic protein space in a couple of months, with a 50% IRR outcome. We'll still be significantly differentiated from our competitors. Our proprietary retail package cut level traceability for consumers is just as valuable and unique in the grassfed space. We would write off 2% of our initial capital investment as we moved to grassfed. Our other plans and investments, in sales, marketing, consumer brand awareness, proprietary methods, software, other IP, and cap ex would remain about the same. No feedmill expansion, no railcars for grain transport, no more portable grain troughs for pasture feeding, so a little less cost there, much simpler production practices for grassfed, and some added costs for additional purchased and leased pastures. In other words, no radical changes would be required to pivot to the existing grassfed organic market. 50% IRR is our fallback. Which is another way of saying we have incredibly strong risk management, and investors are not betting the farm (bad pun intended).

Whether grainfed or grassfed, our processing system innovations, some IP protected, would be very challenging to emulate. To do it our way, any mid to large scale producer would have to write off tens of millions to billions of dollars of existing plant investment, then take what is a step backwards in their minds. It costs \$100,000 to \$120,000 per head for each and every animal processed on a daily shift. For example, a 1,000 head per day conventional beef processing plant requires an investment of \$100 to \$120 million. And you have to staff every one of dozens of different positions on their line to process the first animal, then ramp up over time to the maximum fixed capacity. Next you build another \$120 million plant to increase production by 1,000 head per day. Many of these huge plants employ thousands of people.

Our cell-based processing plant, with more automation and fewer workers, costs about the same per head, but we can open a single cell with four workers who work all day to process 8-10 head, adding a dozen cells and a ground products line (making ground beef, etc.) in each module, just before we need the added capacity. It's easy to see how we can grow our capacity without laying out \$100 million or more to process the first animal. This is a crucial advantage when confronted with a very dynamic growth environment. Plus, we get unprecedented consumer level traceability with every retail package.

The Big Food companies do not innovate, they do sometimes extend, like the proliferation of Oreo cookies to grab attention and shelf space. When it comes to organic foods, they only know how to buy their way in. Still, as of today, the largest share of the organic foods industry is controlled by industry innovators, even after a years-long Big Food buying spree. There is a long ways to go in this space. With 0.6% organic protein market share, the opportunities ahead are enormous. Just catching up to the overall 6% share of organic foods means organic proteins have a \$15 billion gap to fill.

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own employees, who they can fire at will. They are fighting with FSIS today over line speeds in pork plants. The industry is currently waiting on a Supreme Court decision, in the last stages of a losing battle against the voter mandated animal welfare standards to sell in their largest market, California. The regulations go into place January 2022. Having spent years in court battles, there is basically no time left to comply with the regulations the voters require. That is assuming the Supreme Court actually hands down its decision before this term concludes in the next month or so.

This is the typical heavy-handed industry approach and entrenched resistance to change – the same one they have used since the rise of industrial foods in the early 1900s. Consumers have expressed their will, the industry fights it. I could go on a while longer but you get the idea. A perfect environment for innovators to disrupt, and turn things on their head. The industry will keep on going as it has for over a century, smirking at the upstarts. Fine with us.

So, we do the opposite, leveraging the traceability rules in organic foods to provide extremely transparent practices through our vertically integrated value chain. We use IP built on proven practices to focus the consumer's attention on the intangibles they have told us they want. The evidence of consumer desires for change in this space is tangible, their votes on ballot propositions, our conversations with them at the meat counter and in focus groups, and the evidence provided by their consumption patterns. 25% growth in organic grassfed last year, while conventional industry growth is in the 2-3% range. The conventional protein industry actually shrank last year but that was because of plant closures, not the absence of the usual levels of consumer demand.

The conventional protein industry will take a long time to turn it's deeply entrenched commodity oriented attitude on its head, if it ever does. In the meantime, we'll take share by doing the things consumers say they want, and proving through transparency that we walk our talk. If all wines were the same, would you care which one you drank? Most of us do care because we know and understand the differences. This differentiation can be demonstrated in protein in all the ways we have discussed, just like in wines.

We're not going to take over the \$280 billion protein industry tomorrow. We have a \$15 billion market share gap today. But passenger rail pretty much disappeared in a few decades after those pesky little airlines and their 50 seat planes came along. You probably don't have a landline phone. I must point out that the monthly landline bill is lower than your cell phone bill. We all know change does happen, even in huge market spaces with highly entrenched incumbents.

We invite you to take a look. Let us know how we can help you get familiar with this space. We have a full set of basic documents - Business Plan, base pro forma, and several viable financial alternatives, as well as a Teams site with lots of market and background information. If you want a more detailed briefing on our IP, we can provide that too, once a NDA is signed. We are here to help and provide insights based on our experience. These are the same company culture attributes and unique value propositions we want our customers and consumers to understand.

As we wrap up, spend a few more seconds thinking about change and innovation. Consider this: Some people want the cheapest Android smartphone they can buy. Some must have a \$1500 Apple iPhone, nothing less will do. To each their own. This same psychological connection exists with food, except the food you and your family eat every day has a stronger, deeper emotional connection with who you are and how you think of yourself than does your smartphone. Help us build that deep, powerful connection with our consumers through innovation and transparency. We'll attain IRR in the 60s and deep loyalty along the way.

Thanks for reading! We look forward to answering your questions about this exciting space and the opportunity we have for strong innovation and great execution.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer

Direct: 201-669-4933

Office: 800-956-9883

<http://www.sheldonbeef.com>

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DENNIS BREWER

From: DENNIS BREWER
Sent: Saturday, June 5, 2021 9:20 AM
To: Mark Johnson
Subject: RE: Zeman

Mark – No Mark. Investors are commonplace in business deals everywhere. Publicly traded companies, private equity owned companies, venture capital owned companies, etc. In our case, we give up 30% equity when they invest \$30MM in our stock. They are betting on growth in company value, not interest payments or even land price appreciation. In our case, IRR is in the 60% range, most deals require about 25% IRR to obtain equity investment.

All I can tell you is that multi-billion business transactions marketed by investment bankers, thousands of whom are right across the river in Manhattan, are typically completed in well under a year from initial contact by a seller company with an i-banker and closing with a buyer entity. One of those transactions, by a team of 3-4 people, can be worth billions of dollars. And, in virtually every case, financing is arranged after a deal is reached, not before. In larger scale ag, it typically takes years to sell these deals, partly because of listing practices like yours, for deals that are typically 10% or less the size of other business deals.

Why is that?

There is nothing all that special about this kind of transaction. Debt/equity ratios are about the same, financing is generally more readily available for ag due to FCS, and it's still a business, not some romantic adventure. It is peculiar in that much of farm income is, at times, derived from government welfare checks (40% of net farm income last year), and transactions are based on asset value rather than an EBITDA multiple, so sometimes things are grossly overpriced, sometimes underpriced in terms of real economic value.

Seems the industry might be approaching the sales process incorrectly. This is the 21st century in most of the business world, and transactions are based upon EV, EBITDA, and growth opportunities. But ag industry business sales practices are rooted in the era immediately after the western frontier was declared closed, back in the mid-1800s.

Once you are done being pissed off, give it some thought.

No hard feelings. Best of luck.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

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From: Mark Johnson <[REDACTED]>
Sent: Saturday, June 5, 2021 9:04 AM
To: DENNIS BREWER <[REDACTED]>
Subject: Re: Zeman

Dennis, thanks for the compliment. Your are essentially borrowing 100% of it when you are having to pay investors back on the \$10 million. With over \$800 million in sales last year with just 25 brokers I think proof is in results. Good luck.

Mark Johnson
HALL AND HALL
234 N. Cherry Street
Valentine, NE 69201
Office: 402-322-1991
[REDACTED]

WWW.HALLANDHALL.COM

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From: DENNIS BREWER <[REDACTED]>
Sent: Saturday, June 5, 2021 6:43:20 AM
To: Mark Johnson <[REDACTED]>
Subject: RE: Zeman

Mark - Laughable, but thanks. No investor will put money into a spec transaction, you know better. We'll stick with our other options based upon that attitude.

Typical Hall and Hall deal, priced 5-7 years ahead of its time to get the listing. The owner wants to believe the listing price so they wait for years for a sale. Been going on for years now, Mark.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer
Direct: 201-669-4933
Office: 800-956-9883

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From: Mark Johnson <[REDACTED]>
Sent: Saturday, June 5, 2021 8:38 AM
To: DENNIS BREWER <[REDACTED]>
Subject: Re: Zeman

Dennis, when you secure the \$10 million and can send proof of it, we will then discuss numbers and options.

Mark Johnson
HALL AND HALL
234 N. Cherry Street
Valentine, NE 69201
Office: 402-322-1991
[REDACTED]

WWW.HALLANDHALL.COM

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From: DENNIS BREWER <[REDACTED]>
Date: Saturday, June 5, 2021 at 6:26 AM
To: Mark Johnson <[REDACTED]>
Subject: RE: Zeman

Cranky this morning, are we? No worries, just checking options.

We are financing 65% of the dirt, not 100%. No one will do 100%. Sorry for the confusion. There are other loans involved for any equipment, growing crops, livestock. Perhaps these were conflated.

As I said, \$11MM down on the dirt. This will be sourced from our \$30MM equity. But we can do this elsewhere. Does \$31 for the dirt work? I can only come up with \$29.1 based upon UNL 2020 regional land values but realize that is probably up a bit this year, so our value is a bit more generous, but not excessively so.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer
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Office: 800-956-9883

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From: Mark Johnson <[REDACTED]>
Sent: Saturday, June 5, 2021 8:15 AM
To: DENNIS BREWER <[REDACTED]>
Subject: Re: Zeman

Dennis, the seller has no interest in carrying any portion of the loan, especially when you are financing 100% of the purchase price. Until you can come up with better financing options, he has no interest to pursue and this is exactly why he did not provide financial information.

Mark Johnson
HALL AND HALL
234 N. Cherry Street
Valentine, NE 69201
Office: 402-322-1991

[REDACTED]
WWW.HALLANDHALL.COM

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From: DENNIS BREWER <[REDACTED]>
Sent: Saturday, June 5, 2021 5:21:37 AM
To: Mark Johnson <[REDACTED]>
Subject: Zeman

Mark – two more issues:

1. The seller could be in first lien position if they are willing to extend a \$20 million mortgage at market rate at closing, currently about 3.5% with a balloon after 7-10 years. \$11 million at closing, \$700,000 annual interest, paid monthly quarterly or annually.
2. What does the seller want to do about growing crops, any stockpiled hay, silage, etc.? Approximate values in mid-August?

Regards,
Dennis

Dennis Brewer

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DENNIS BREWER

From: Peter Grubstein <[REDACTED]>
Sent: Monday, June 7, 2021 2:27 PM
To: DENNIS BREWER
Subject: RE: Revision

Thanks Dennis, your biz sounds great, but I am afraid it really is too early for us. Keep us in mind for your next round please.
Good luck,
Peter

Peter S.H. Grubstein
NGEN

O - 805-564-4610
C - 805-636-9547
[REDACTED]

From: DENNIS BREWER <[REDACTED]>
Sent: Monday, June 7, 2021 1:39 PM
To: Peter Grubstein <[REDACTED]>
Subject: Revision

Good day - Based upon questions from investors last week, we have both eliminated some redundancies and peeled the onion further, providing more detail in this updated Business Plan. IRR is essentially unchanged at 69%.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer
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DENNIS BREWER

From: DENNIS BREWER
Sent: Monday, June 7, 2021 1:29 PM
To: Marcks, Grant
Subject: Refreshed and Reditied Business Plan
Attachments: Gannett Peak Ranches BASE Case Ready Proteins 210607.xlsx; Gannett Peak Ranches Business Plan 210607.pdf

Grant - Please see attached and reconnect when you are ready.

Thanks.

Regards,
Dennis

Dennis Brewer

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DENNIS BREWER

From: DENNIS BREWER
Sent: Monday, June 7, 2021 6:10 PM
To: [REDACTED]
Subject: Grainfed Organic Protein

Good day - We have a GRAINFED organic protein line, USDA inspected beef and pork, finished in California, available for distribution in that state and elsewhere. 36% of all organic purchases in the US are made by Californians, a total of \$20 billion last year. Organic proteins have a 0.6% share of total protein sales, mostly grainfed organic chicken, and some grassfed organic beef. The difference between the 6% overall share of organic foods and the 0.6% share of organic proteins is \$5.4 billion of lost organic retail purchases in California. 70% of normal protein purchases, cuts of beef, pork, lamb, hams, lunchmeat, etc., in the organic protein space are nowhere to be found.

We cannot fill this \$5.4 billion gap tomorrow, but we can narrow it significantly over the next 3 years or so. We provide case ready product to you, and give organic consumers complete transparency, from our clear padless trays to comprehensive traceability. This is exactly the kind of transparency that consumers want. Big Protein cannot possibly provide this level of transparency in their current operations. We can.

In case it matters, we do have some history with Walmart. In 2017, we discussed organic produce with your SVP in charge of these products and his team. That project did not move ahead due to a department level reorg and price issues. In 2018, we signed a conventional beef supply contract with Walmart China. Trump's trade war killed that deal in June 2018. Walmart China has since reassigned personnel a few times, and the pandemic interrupted both supply and logistics, so we are working toward a new agreement there. We are already familiar with your culture, operations, and systems to a significant degree. As of today, I will also say we have not seen much interest in this \$5.4 billion opportunity among the mid-level people we know in your protein operation. Perhaps this is because it does not fit Walmart's current merchandising plan. We understand that and simply wanted to point out this opportunity to senior management who make these kinds of billion dollar decisions.

If you have interest, please connect us with the appropriate decision makers in your protein operation. We will be happy to fill them in on all the details – availability, cost, capacity, etc.

Thanks for taking the time to review this opportunity.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

Direct: 201-669-4933

Office: 800-956-9883

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DENNIS BREWER

From: DENNIS BREWER
Sent: Wednesday, June 9, 2021 7:00 PM
To: Steve Summers
Subject: RE: Sales Inquiry

Steve - Understood. We can supply cattle on your schedule at plant, no problem.

Do you have capacity beginning late this month? Frozen preferred but we can arrange blast freezing, if need be. FOB plant prices for services would be fine.

We can work out logistics from your plant to our customer, no problem.

Thanks for your prompt reply, Steve.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

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Office: 800-956-9883

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From: Steve Summers <[REDACTED]>
Sent: Wednesday, June 9, 2021 6:55 PM
To: DENNIS BREWER <[REDACTED]>
Subject: Re: Sales Inquiry

Hi Dennis,

I would not have utility cattle in the imperial valley. They are all fed Holsteins.

Steve

Sent from my iPhone

On Jun 9, 2021, at 4:11 PM, DENNIS BREWER <[REDACTED]> wrote:

CAUTION: This email was sent from outside of our Networks. DO NOT click links or open attachments unless you know the sender and are expecting an attached document or link.

Steve – Can you kill, debone to 23 cuts, and vacuum pack Utility Grade cattle for us, CIF, Tianjin China? Need price if you buy cattle and price if we supply cattle. 15-25 FCL per month at 27MT/FCL for `12 months.

Thanks, Steve.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

Direct: 201-669-4933

Office: 800-956-9883

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<image001.png>

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DENNIS BREWER

From: DENNIS BREWER
Sent: Thursday, June 10, 2021 7:48 AM
To: abtgroup
Subject: Revised FCO Tianjin Food Group
Attachments: SBI FCO Beef Utility Wrapped 210610.pdf

Walter – Good morning. Since the total minimum monthly quantity in our FCO was raised to 40 FCL of Utility Grade bone-in wrapped quarters, we have lowered our price to \$4390 per MT, CIF Tianjin.

I received confirmation last night that one of our reps in China is looking now for a deboning plant. I will let you know the plant and cost as soon as possible.

Thanks, Walter.

Regards,
Dennis

Dennis Brewer

Chief Executive Officer

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Office: 800-956-9883

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DENNIS BREWER

From: Theo Weening (CE MAC) <[REDACTED]>
Sent: Thursday, June 10, 2021 6:57 AM
To: DENNIS BREWER
Subject: RE: GRAINFED Organic Protein

Hi Dennis,

Thanks for reaching out, at this time we are not interested but I will keep your info on file and will reach out if that changes.

Theo Weening
Vice President of Meat & Poultry.
Whole Foods Market

WFM Meat Purchasing Mantra:

Create a completely transparent, largely local, culinarily superior meat purchasing program within a high welfare animal protein supply network

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Please review our Supplier Code of Conduct [here](#), which details the requirements and formalizes expectations for suppliers on human rights and labor issues.*

From: DENNIS BREWER <[REDACTED]>
Sent: Tuesday, June 8, 2021 7:47 AM
To: Theo Weening (CE MAC) <[REDACTED]>
Subject: [External] GRAINFED Organic Protein

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Good day - We have a GRAINFED organic protein line, USDA inspected beef and pork, finished in California, available for distribution in that state and elsewhere. 36% of all organic purchases in the US are made by Californians, a total of \$20 billion last year. Organic proteins have a 0.6% share of total protein sales, mostly grainfed organic chicken, and some grassfed organic beef. The difference between the 6% overall share of organic foods and the 0.6% share of organic