



RETAIL GROCERIES

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August 15, 2017

George Isaac
GAI Capital Ltd./George Isaac Consulting
P.O. Box 5009
Santa Barbara, CA 93150

Mr. Isaac:

I wanted to thank you for the work you did for our family. Below you will find a note recommending your services should you ever need to use it, or me as a reference.

George worked with my family on a complex transaction transitioning our ownership, management and governance from Generation 2 to Generation 3. Our family has multiple businesses, each with different goals to consider. There was real estate collateralizing senior debt, multiple operating companies including S-Corps and C-Corps, combined with the needs of continuing the business inside of the family for future generations. It was important for our family to execute a structure that preserved the current cash flows to keep the company healthy and preserve the balance sheet.

Using his vast experience with operating and governing family businesses, George was able to satisfy the concerns of all the family members involved. His guidance steered us towards achieving what we wanted as a family and a business. He worked with our current team of lawyers and accountants for each family member involved to resolve complex personal, business, and financial issues associated with the transaction. His strong financial and analytical background assisted in stress testing each of the proposed transaction structures.

His relationship with an advanced planning law firm assisted in creating an extremely tax efficient transaction to Gen 3, while providing a life-time of financial resources to Gen 2. We also received guidance to protect the assets of the business for future generations. George worked with Gen 3 to build consensus on a shareholder agreement addressing solutions for future problems that can occur with 50/50 ownership.

In general, during our time working together, George looked out for everyone involved in our family business while being impartial, and generally caring about each of us involved. He has a deep understanding of family business operations and governance. The experience he brought in regards to complex business issues along with the tangible and intangible aspects of multiple-generational family businesses got us to exactly what we wanted to achieve. The reasons outlined above are why I have recommended, and would recommend him in the future for his services related to family business governance, succession planning, and multi-generational business transactions.

Thank you,

A handwritten signature in blue ink, appearing to read "Kyle Lawrence".

Kyle Lawrence
President/CEO