Financial Statements for Consolidated Coffee, Inc.

For the year ended March 31, 2016

Consolidated Coffee, Inc. Balance Sheets March 31, 2016 and 2015 (in thousands of US dollars)

	2016		2015	
Assets				
Current assets				
Cash and cash equivalents	\$	4	\$	152
Tax receivable		954		878
Related party receivable Deferred income tax		- 70		76
Total current assets	-	70		33
Investment in subsidiary		1,028 59,900		1,139
Total assets				59,900
		60,928	\$	61,039
Liabilities and Stockholder's Equity Current liabilities				
Current portion of long-term debt	\$	8,752	\$	8,752
Related party payable		76		-
Accounts payable and accrued expenses	***	35		3
Total current liabilities	****	8,863		8,755
Total liabilities	<del></del>	8,863	<u> </u>	8,755
Stockholder's equity				
Common stock, par value \$.01; 10,000 shares authorized, 1,000 issued and outstanding				
Additional paid-in capital		59,900		59,900
Retained earnings		(7,835)		(7,616)
Total stockholder's equity		52,065		52,284
Total liabilities and stockholder's equity	\$	60,928	\$	61,039

# /s/ THOMAS J. CORCORAN

Consolidated Coffee, Inc. Statements of Income Years Ended March 31, 2016 and 2015 (in thousands of US dollars)

	2016		2015	
Selling, general and administrative expenses	\$	74	\$	101
Loss from operations		(74)		(101)
Dividend income		7,500		12,500
Interest expense		256		384
Income before income taxes	-	7,170		12,015
Income tax benefit		(111)		(169)
Net income	\$	7,281	\$	12,184

# /s/ THOMAS J. CORCORAN

Consolidated Coffee, Inc. Statements of Cash Flows Years ended March 31, 2016 and 2015 (in thousands of US dollars)

	2016		2015	
Cash flows from operating activities				
Net income	\$	7,281	\$	12,184
Adjustments to reconcile net income to cash provided by operating activities				
Deferred income tax		(37)		34
Changes in operating assets and liabilities				
Tax receivable		(76)		5,759
Accounts payable and accrued expenses		32		(41)
Related party payable/receivable		152		214
Net cash provided by operating activities		7,352	····	18,150
Cash flows from financing activities				
Dividends paid		(7,500)		(10,000)
Repayment of long-term debt related party				(8,000)
Net cash used in financing activities		(7,500)		(18,000)
Net change in cash and cash equivalents		(148)		150
Cash and cash equivalents				
Beginning of year	***************************************	152		2
End of year	\$	4	\$	152

# /s/ THOMAS J. CORCORAN

# Description of Business and Basis of Presentation

# Organization of the Company

Consolidated Coffee, Inc. ("CCI") was formed on July 10, 2006 pursuant to the laws of Delaware. CCI is owned 50% by Tata Coffee Limited 33% by Tata Global Beverages Limited Tea Ltd. publicly traded Indian companies, and 17% by Tata Global Beverages Capital Limited.

The following information outlines the Company's adopted accounting policies to maintain compliance with generally accepted accounting policies in the United States of America.

# 2. Summary of Significant Accounting Policies

# Revenue Recognition

Revenue is recognized when an arrangement exists, the price is fixed and determinable, collectability is reasonably assured, and risk of loss and title have transferred to the customer, which is typically upon receipt of the product by the customer. The Company estimates and records provisions for returns and other allowances in the period the sale is recorded, based upon its past experience.

## Royalty Income

Royalty income includes fees generated by licensing the Company's trademark throughout the US and Canada. Licensing fees are recognized when earned, which is generally upon sale of the underlying products by the licensees and are recorded in net sales.

# Accounts Receivable and Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the invoiced amounts and do not bear interest. The allowance for doubtful accounts is management's best estimate of the amount of probable credit losses in existing accounts receivable. Management reviews its allowance for doubtful accounts periodically and determines the allowance based on the historical write-off experience. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis by type of receivable. Account balances are charged against the allowance when management determines it is probable the receivable will not be recovered. There are no off-balance-sheet credit exposures related to customers.

#### Inventories, net

Inventories are stated at the lower of cost, as determined by using the first-in, first-out method, or market.

## Property Plant and Equipment, net

Property plant and equipment are recorded at cost. Depreciation is computed utilizing the straight-line method over the estimated useful lives of the assets. Amortization of leasehold improvements is computed utilizing the straight-line method over the shorter of the remaining lease term or estimated useful life. The cost and accumulated depreciation and amortization applicable to assets retired or otherwise disposed of are removed from the asset accounts and any gain or loss is included in the consolidated statement of income and comprehensive income. Repairs and maintenance costs are expensed as incurred. The construction costs of new or refurbished equipment are capitalized and included in construction in progress until completed.

## **Deferred Financing Costs**

The costs incurred for obtaining financing are deferred and amortized to interest expense using the effective interest method over the life of the related financing agreements.

#### Sales Incentives and Trade Promotional Allowances

The Company records the costs of certain promotional items, such as slotting fees and trade promotion expenses, as a reduction of sales.

#### Shipping and Handling Costs

Shipping and handling costs are included in cost of goods sold.

#### **Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported. The more significant estimates include valuation of goodwill and intangible assets, fair value of financial instruments, useful lives of long-lived assets, sales returns, allowances and trade promotions. Actual results could differ from those estimates.

#### Impairment of Long-Lived Assets

The Company reviews long-lived assets, including finite lived intangible assets, for impairment whenever events or circumstances change such that there is an indication that the carrying amounts may not be recoverable. If the estimated cash flows from the use of an asset and its eventual disposition are below its carrying value, then the asset is deemed to be impaired and written down to its estimated fair value.

## Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair market value of net assets of the acquired business at the date of acquisition. The Company tests for impairment annually using a two-step process. The first step identifies potential impairment by comparing the fair value of the Company's reporting unit to its carrying value. If the fair value is less than the carrying value, the second step measures the amount of impairment, if any. The impairment loss is the amount by which the carrying amount of goodwill exceeds the implied fair value of that goodwill.

Intangible assets are recorded at cost. Intangible assets with finite lives are amortized on a straight-line basis over the estimated useful lives.

## **Derivative Financial Instruments**

The Company utilizes derivative instruments such as interest rate swap contracts and coffee futures and option contracts, to manage exposure to changes in interest rates and commodity prices. The Company accounts for these derivative instruments in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 815, *Derivatives and Hedging* ("ASC 815"). ASC 815 requires that all derivative instruments be recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. For derivatives designated as a cash flow hedge that are used to hedge an anticipated transaction, changes in fair value are deferred and recognized in shareholders' equity as a component of accumulated other comprehensive (loss) income to the extent the hedge is effective, and then recognized in the consolidated statement of income and comprehensive income in the period during which the hedged transaction affects earnings. Any ineffectiveness associated with the hedge or changes in fair value of derivatives that are nonqualifying are recognized immediately in the consolidated statement of income and comprehensive income. Cash flows from hedging transactions are classified in the same categories as the cash flows from the respective hedged items.

## Fair Value of Financial Instruments

The Company's material financial instruments consist primarily of cash, accounts receivable, accounts payable, related party payables and receivables, and accrued expenses, long-term debt, interest rate contracts, coffee futures and option contracts. The fair values of cash, accounts

receivable, accounts payable, related party payables and receivables, and accrued expenses approximate their carrying values based on their liquidity. The fair value of the coffee futures and option contracts are based upon quoted prices in active markets. The fair values of the interest rate swap contracts are based primarily on the present value of the difference between the market rate and the contract rate.

#### Concentration of Credit Risks

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and accounts receivable. The Company sells primarily to large companies and extends reasonably short collection terms and performs credit evaluations. The Company maintains reserves for potential credit losses. Such losses, in the aggregate, have not exceeded management's estimates.

#### Advertising, Promotions and Marketing

The costs for advertising, promotion and marketing programs are expensed in the year incurred and are included in selling and marketing expenses.

#### Income Taxes

CCI files a consolidated federal tax return. Eight O'Clock Holdings, Inc. ("EOH") is included in the consolidated federal income tax returns of CCI. EOH's tax liability is computed as if the Company filed a separate federal income tax return. When the Company reports a taxable income or loss, it will currently recognize the respective tax provision or tax benefit for accounting purposes. The related income tax receivable or payable is settled with CCI.

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*. Under ASC 740, assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities, using enacted rates in effect for the year in which the differences are expected to reverse. A valuation allowance is recorded if it is more likely than not that a deferred tax asset will not be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences impact income tax expense in the period in which such determination is made. Interest and penalties, if any, related to accrued liabilities for potential tax assessments are included in income tax expense.

## Subsequent events

The Company performs an evaluation of subsequent events through the date the standard forms or the financial statements are available to be issued to assess if any event or condition requires reporting or disclosure in the financial statements.

Financial Statements for Eight O'Clock Holdings, Inc.

For the year ended March 31, 2016

Eight O' Clock Holdings, Inc. Balance Sheets March 31, 2016 and 2015 (in thousands of US dollars)

	2016		2015	
Assets				
Current assets				
Related party receivable	_\$	42	_\$	28
Total current assets		42		28
Investment in subsidiary		59,900		59,900
Total assets	\$	59,942	, \$	59,928
Liabilities and Stockholder's Equity Current liabilities				,
Related party payable	_\$	113	\$	72
Total current liabilities		113		72
Total liabilities	4-4	113		72
Stockholder's equity Common stock, par value \$.01; 10,000 shares authorized, 1,000 issued and outstanding				
Additional paid-in capital		59,900		59,900
Retained earnings		(71)		(44)
Total stockholder's equity		59,829		59,856
Total liabilities and stockholder's equity	\$	59,942	\$	59,928

# /s/ THOMAS J. CORCORAN Thomas J. Corcoran

Eight O' Clock Holdings, Inc. Statements of Income Years Ended March 31, 2016 and 2015 (in thousands of US dollars)

	2016		2015	
Selling, general and administrative expenses	\$	41	\$	37
Loss from operations		(41)		(37)
Dividend income		7,500		12,500
Income before income taxes	-	7,459		12,463
Income tax benefit		(14)		(14)
Net income	\$	7,473	\$	12,477

# /s/ THOMAS J. CORCORAN

## 1. Description of Business and Basis of Presentation

#### Organization of the Company

Consolidated Tata Beverage Group U.S., Inc. was formed on February 26, 2009 pursuant to the laws of Delaware and had no activity from the date of inception to January 3, 2013. On December 13, 2012, Consolidated Tata Beverage Group U.S., Inc. changed its name to Eight O'Clock Holdings, Inc. ("EOH" or the "Company"). EOH is owned 100% by Consolidated Coffee Inc ("CCI"), a Delaware Corporation.

The following information outlines the Company's adopted accounting policies to maintain compliance with generally accepted accounting policies in the United States of America.

## 2. Summary of Significant Accounting Policies

#### Revenue Recognition

Revenue is recognized when an arrangement exists, the price is fixed and determinable, collectability is reasonably assured, and risk of loss and title have transferred to the customer, which is typically upon receipt of the product by the customer. The Company estimates and records provisions for returns and other allowances in the period the sale is recorded, based upon its past experience.

#### Royalty income

Royalty income includes fees generated by licensing the Company's trademark throughout the US and Canada. Licensing fees are recognized when earned, which is generally upon sale of the underlying products by the licensees and are recorded in net sales.

## Accounts Receivable and Allowance for Doubtful Accounts

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#### Inventories, net

Inventories are stated at the lower of cost, as determined by using the first-in, first-out method, or market.

#### Property Plant and Equipment, net

Property plant and equipment are recorded at cost. Depreciation is computed utilizing the straight-line method over the estimated useful lives of the assets. Amortization of leasehold improvements is computed utilizing the straight-line method over the shorter of the remaining lease term or estimated useful life. The cost and accumulated depreciation and amortization applicable to assets retired or otherwise disposed of are removed from the asset accounts and any gain or loss is included in the consolidated statement of income and comprehensive income. Repairs and maintenance costs are expensed as incurred. The construction costs of new or refurbished equipment are capitalized and included in construction in progress until completed.

#### **Deferred Financing Costs**

The costs incurred for obtaining financing are deferred and amortized to interest expense using the effective interest method over the life of the related financing agreements.

# Sales Incentives and Trade Promotional Allowances

The Company records the costs of certain promotional items, such as slotting fees and trade promotion expenses, as a reduction of sales.

#### **Shipping and Handling Costs**

Shipping and handling costs are included in cost of goods sold.

#### Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported. The more significant estimates include valuation of goodwill and intangible assets, fair value of financial instruments, useful lives of long-lived assets, sales returns, allowances and trade promotions. Actual results could differ from those estimates.

## Impairment of Long-Lived Assets

The Company reviews long-lived assets, including finite lived intangible assets, for impairment whenever events or circumstances change such that there is an indication that the carrying amounts may not be recoverable. If the estimated cash flows from the use of an asset and its eventual disposition are below its carrying value, then the asset is deemed to be impaired and written down to its estimated fair value.

#### Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair market value of net assets of the acquired business at the date of acquisition. The Company tests for impairment annually using a two-step process. The first step identifies potential impairment by comparing the fair value of the Company's reporting unit to its carrying value. If the fair value is less than the carrying value, the second step measures the amount of impairment, if any. The impairment loss is the amount by which the carrying amount of goodwill exceeds the implied fair value of that goodwill.

Intangible assets are recorded at cost. Intangible assets with finite lives are amortized on a straight-line basis over the estimated useful lives.

## **Derivative Financial Instruments**

The Company utilizes derivative instruments such as interest rate swap contracts and coffee futures and option contracts, to manage exposure to changes in interest rates and commodity prices. The Company accounts for these derivative instruments in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 815, *Derivatives and Hedging* ("ASC 815"). ASC 815 requires that all derivative instruments be recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. For derivatives designated as a cash flow hedge that are used to hedge an anticipated transaction, changes in fair value are deferred and recognized in shareholders' equity as a component of accumulated other comprehensive (loss) income to the extent the hedge is effective, and then recognized in the consolidated statement of income and comprehensive income in the period during which the hedged transaction affects earnings. Any ineffectiveness associated with the hedge or changes in fair value of derivatives that are nonqualifying are recognized immediately in the consolidated statement of income and comprehensive income. Cash flows from hedging transactions are classified in the same categories as the cash flows from the respective hedged items.

## Fair Value of Financial Instruments

The Company's material financial instruments consist primarily of cash, accounts receivable, accounts payable, related party payables and receivables, and accrued expenses, long-term debt, interest rate contracts, coffee futures and option contracts. The fair values of cash, accounts

receivable, accounts payable, related party payables and receivables, and accrued expenses approximate their carrying values based on their liquidity. The fair value of the coffee futures and option contracts are based upon quoted prices in active markets. The fair values of the interest rate swap contracts are based primarily on the present value of the difference between the market rate and the contract rate.

#### Concentration of Credit Risks

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and accounts receivable. The Company sells primarily to large companies and extends reasonably short collection terms and performs credit evaluations. The Company maintains reserves for potential credit losses. Such losses, in the aggregate, have not exceeded management's estimates.

#### Advertising, Promotions and Marketing

The costs for advertising, promotion and marketing programs are expensed in the year incurred and are included in selling and marketing expenses.

#### Income Taxes

CCI files a consolidated federal tax return. EOH is included in the consolidated federal income tax returns of CCI. EOH's tax liability is computed as if the Company filed a separate federal income tax return. When the Company reports a taxable income or loss, it will currently recognize the respective tax provision or tax benefit for accounting purposes. The related income tax receivable or payable is settled with CCI.

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*. Under ASC 740, assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities, using enacted rates in effect for the year in which the differences are expected to reverse. A valuation allowance is recorded if it is more likely than not that a deferred tax asset will not be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences impact income tax expense in the period in which such determination is made. Interest and penalties, if any, related to accrued liabilities for potential tax assessments are included in income tax expense.

## Subsequent events

The Company performs an evaluation of subsequent events through the date the standard forms or the financial statements are available to be issued to assess if any event or condition requires reporting or disclosure in the financial statements.



For the year ended March 31, 2016

Eight O' Clock Coffee Company Balance Sheets March 31, 2016 and 2015 (in thousands of US dollars)

7		2016		2015
Assets				
Current assets				
Cash and cash equivalents	\$	-,	\$	5,294
Accounts receivable, net		10,482		9,068
Related party receivable		147		849
Inventories, net		10,176		14,557
Prepaid expenses and other current assets		7,424	<del></del>	9,509
Total current assets		32,210		39,277
Property, plant and equipment, net		20,914		18,477
Intangible assets, net		75,368		79,467
Goodwill		114,700		114,700
Deferred financing costs, net		213		329
Total assets	\$	243,405	\$	252,250
Liabilities and Stockholder's Equity Current liabilities				
Accounts payable and accrued expenses	\$	15,894	\$	26,976
Current portion of long-term debt	•	6,000		5,000
Related party payable		2,789		1,372
Total current liabilities		24,683		33,348
Long-term debt, net of current portion		104,056		112,556
Other liabilities		38,929		37,800
Total liabilities		167,668		183,704
Stockholder's equity  Common stock, par value \$.01; 10,000 shares authorized,				
1,000 issued and outstanding				£0.000
Additional paid-in capital		59,900 45,000		59,900 11,528
Retained earnings		15,992		11,528
Accumulated other comprehensive loss		(155)		(2,882)
<ul> <li>Total stockholder's equity</li> </ul>		75,737		68,546
Total liabilities and stockholder's equity	\$	243,405	\$	252,250

/s/ THOMAS J. CORCORAN
Thomas J. Corcoran

Eight O' Clock Coffee Company Statements of Income Years Ended March 31, 2016 and 2015 (in thousands of US dollars)

	2016		2015	
Sales, net	\$	128,579	\$	131,675
Cost of goods sold		85,312		82,277
Gross profit		43,267		49,398
Selling, general and administrative expenses		21,522		20,638
Income from operations		21,745		28,760
Interest expense		4,231		4,576
Income before income taxes		17,514		24,184
Provision for income taxes		5,551		8,399
Net income	\$	11,963	\$	15,785

# /s/ THOMAS J. CORCORAN

# Eight O' Clock Coffee Company Statements of Cash Flows Years ended March 31, 2016 and 2015 (in thousands of US dollars)

	2016	2015	
Cash flows from operating activities			
Net income \$	11,963	\$ 15,785	
Adjustments to reconcile net income to cash provided by			
operating activities	7.000	0.070	
Depreciation and amortization	7,283	6,673	
Deferred income taxes	1,033	1,002	
Amortization of deferred financing costs	116	120	
Change in fair value of coffee derivative instruments	3,925	(2,819)	
Changes in operating assets and liabilities	44.	(2.100)	
Accounts receivable	(1,414)	(2,490)	
Inventories	4,382	(2,674)	
Prepaid expenses and other current assets	1,946	(1,371)	
Accounts payable and accrued expenses	(11,035)	6,810	
Related party payable/receivable	2,119	(510)	
Net cash provided by operating activities	20,318	20,526	
Cash flows from investing activities			
Purchases of property and equipment	(6,631)	(4,789)	
Net cash used in investing activities	(6,631)	(4,789)	
Cash flows from financing activities			
Dividends paid	(7,500)	(12,500)	
Proceeds from draw down on revolver	2,500	-	
Repayment of long-term debt and revolver	(10,000)	(9,944)	
Net cash used in financing activities	(15,000)	(22,444)	
Net change in cash and cash equivalents	(1,313)	(6,707)	
Cash and cash equivalents			
Beginning of year	5,294	12,001	
End of year \$	3,981	\$ 5,294	

# /s/ THOMAS J. CORCORAN

# 1. Description of Business and Basis of Presentation

#### Organization of the Company

Eight O'Clock Coffee Company ("EOC" or the "Company") is a wholly owned subsidiary of Consolidated Coffee Inc. ("CCI").

The following information outlines the Company's adopted accounting policies to maintain compliance with generally accepted accounting policies in the United States of America.

#### Nature of Operations

The Company is engaged in the business of manufacturing, distributing and selling coffee products to the supermarket, mass, club, dollar, military and convenience channels. The Company purchases coffee beans then roasts, packages and distributes the roasted coffee to customers primarily within the United States.

# 2. Summary of Significant Accounting Policies

#### Revenue Recognition

Revenue is recognized when an arrangement exists, the price is fixed and determinable, collectability is reasonably assured, and risk of loss and title have transferred to the customer, which is typically upon receipt of the product by the customer. The Company estimates and records provisions for returns and other allowances in the period the sale is recorded, based upon its past experience.

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CCI files a consolidated federal tax return. Eight O'Clock Holdings, Inc. ("EOH") is included in the consolidated federal income tax returns of CCI. EOH's tax liability is computed as if the Company filed a separate federal income tax return. When the Company reports a taxable income or loss, it will currently recognize the respective tax provision or tax benefit for accounting purposes. The related income tax receivable or payable is settled with CCI.

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes*. Under ASC 740, assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities, using enacted rates in effect for the year in which the differences are expected to reverse. A valuation allowance is recorded if it is more likely than not that a deferred tax asset will not be realized.

ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences impact income tax expense in the period in which such determination is made. Interest and penalties, if any, related to accrued liabilities for potential tax assessments are included in income tax expense.

#### Subsequent events

The Company performs an evaluation of subsequent events through the date the standard forms or the financial statements are available to be issued to assess if any event or condition requires reporting or disclosure in the financial statements.