Rustle Hill Winery Resort

Phase 1: Getting it Built





Phase 2: When it's built, Will they come?

Phase 3: Expand!



Rustle Hill Winery The "Undiscovered Country"

This document is a review of the 2nd phase of a multi-year plan to develop one of the premier *destination wineries* in southern Illinois.

"Illinois Wine?!" you might be thinking. "Is there really such a thing?"

In 1778 Winemaking was first recorded in Illinois, introduced by the French settlers in Peoria.

In 1857 the Baxter family started a vineyard in Nauvoo. It is still in operation 5 generations later.

In 1900 Illinois was the fourth largest wine producing state in the nation.

In 1920, the Prohibition Act destroyed the wine industry in Illinois.

In 1985 the Renzaglia family started Alto Vineyards, the first winery in southern Illinois since Prohibition.

In 1995, Alto, Owl Creek and Pomona Wineries formed the "Shawnee Hills Wine Trail" in southern Illinois.

In 2001 there were 27 wineries in Illinois.

In 2008 the Federal government designated a unique geological area in southern Illinois the "Shawnee Hills American Viticultural Area". It was the first such AVA designation in the state of Illinois.

In 2009 there were more than 90 wineries in Illinois. 28 of them were in southern Illinois.

The state of Illinois has reported that the wine industry creates a direct economic impact of more than \$319 million annually in the state.

Rustle Hill Winery is one of 12 wineries that make up the oldest Winery Association in Illinois: the Shawnee Hills Wine Trail.

"12 Wineries, 12 Unique Experiences"



What was started by retired professors, hippies and garage shop wine fiddlers is now luring corporations, investors and millionaires. There is big money in the winery business, because the winery business represents big tourism. Southern Illinois is becoming one of the great tourist destinations in the Midwest.

Why? Because in the heart of southern Illinois is one of the most pristine wilderness areas in America, the Shawnee Hills National Forest.

The southernmost tip of Illinois is a land lost in time... an undiscovered country. The geological vagaries that shaped the great mountain ranges, plains and river basins of mid-America kept this corner of the world out of the industrial development that swept most of America in the 20th century.

It has remained an out-of-the-way corner of the world.



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Tourism Trends

When you study the demographic trends in American today, this "out of the way" corner of the world may very well become one of the most sought after tourist destinations for the 21st century.

The Wineries of the Shawnee Hills are the tip of the iceberg in this demographic crescendo: the most visible reason to visit. Springing up around the Wine Trail have been the Accomodations (cabins, B&Bs and hotels); the Specialty stores (antiques, art, food & culture); the Transportation companies (bus, limo, bike & horse); the Agricultural interests (vineyards, fruit, vegetables & orchards) and a variety of specialty and commodity shops that cater to the growing tourist base.

If you transpose the big three tourism trends of America onto southern Illinois, you get a very good match:

Eco-Tourism:

(Responsible travel to fragile, pristine, and usually protected areas that strive to be low impact and small scale (vs. mass tourism). Its purpose is to educate the traveler and directly benefit the economic development of local communities.)

In the vortex of southern Illinois, where the two greatest rivers in America meet and become the Mighty Mississippi, also meet four of the great geological formations of our continent: the western foothills of the Great Smoky Mountains; the eastern foothills of the Ozark Mountains; the southern edge of the Great Plains, and the northernmost vestiges of the great inland sea that receded to form what is now the Florida Everglades. There are few places that have as interesting a mix of eco systems as the southern tip of Illinois.

The Shawnee National Forest is the largest defined national park in Illinois and is one of the most pristine wilderness areas in America. It covers most of southern Illinois. The forest contains seven Congessionally-designated Wilderness Areas, four National Natural Landmarks, ten Research Natural Areas and more than 80 designated Natural Areas.

The State of Illinois has also designated Giant City, Ferne Clyffe and The Trail of Tears as State Parks.

Agri-Tourism:

(Any agriculturally-based operation or activity that brings visitors to a farm or ranch.)

There are 3 Century farms within Union County (the same family farming the same land for 100 years), and the history of small town agriculture is 150 years old in these counties. There are at least 14 farmers markets in southern Illinois today (some have been around for more than 40 years), representing hundreds of working family farms. There are more than 30 wineries; dozens of small vineyards; and thousands of acres of orchards, berries and vegetables scattered throughout the hills. The town of Cobden has held the record for the most produce shipped out of a single point in a single day, and inventions like the chilled rail car were built right here.

Cultural-Tourism:

The lifestyle of the people in a specific geographical areas, the history of those peoples, their art, architecture, religion(s), and other elements that helped shape their way of life. Specifically, rural areas showcasing the traditions of indigenous cultural communities (i.e. festivals, rituals), and their values and lifestyle.

Native Americans have been in this area for over 15,000 years. French and English explorers used the waters of the Ohio and Mississippi Rivers to explore the early American wilderness, and the homesteads of these earliest settlers are concentrated along these major waterways.

With the moniker of "Little Egypt", southern Illinois boasts a most mysterious cultural heritage. Towns like "Thebes", "Dongola", and "Cairo" elicit this ancient cultural connection; places like "Garden of the Gods", "Little Grand Canyon" and "Giant City" describe the natural environment; a National Civil War Cemetery in Mound City; the Cherokee "Trail of Tears" runs right through the land and one of the great ancient Indian mounds of North America sits on the northern border of the land. There are mysterious and ancient cultures for everyone to explore.

But even more important is the current culture of southern Illinois: An Americana that has long departed mainstream America.

We still have a Memorial Day celebration that starts with Taps being played in the cemeteries as the honor roll is read of the past years' veterans who have died.

Veteran's Day is still celebrated with a parade down main street, kids waving American flags and candy being thrown by the passing floats.

We still have the Cobden Peach Festival, Murphysboro Apple Festival, Herrin Festa Italiana, Golconda Shrimp Festival, Shawneetown Coal Days, Metropolis Superman Celebration, Fort DeChartres Rendezvous, and the DuQuoin State Fair. Pretty girls still vie for the Queen coronation and 4H kids still win prizes for Wilbur the Pig.

When you visit the Feed Store, or the Coffee shop or the Farmer's market, you can talk with 5th and 6th generation locals who have family roots that reach back into the 19th century. Their names are on the gravestones, in the churches and on the street signs.

And being in the middle of the country, it is within a day's drive of 50 million Americans, so alluring for the 1 to 4 day travel schedule many people prefer.

Southern Illinois is truly an Undiscovered Country in the midst of a fragmented and stressful world. Over the last 2 decades the Wine Trail has been the reason for many hundreds of thousands of people to visit this corner of the world. We predict, and are planning, that these visits have been the beginning of what will be... the tip of the iceberg.

location...Location...LOCATION

Easy to get to... Easy to get home from

One of the most important advantages of Rustle Hill Winery – is its LOCATION

8595 U.S. Route 51

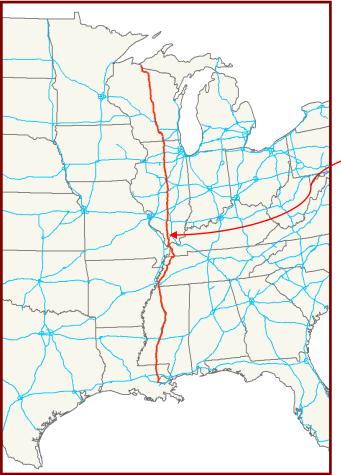
U.S. Route 51 is a north/south United States highway that runs for 1,286 miles from the western suburbs of New Orleans, Louisiana to the Wisconsin-Michigan border.

Bob Dylan commemorated Highway 51 by covering Curtis Jones' folk song "Highway 51 Blues" on his eponymous album *Bob Dylan*.



In Memphis, Tennessee, Graceland sits on this highway, in the subdivision of Whitehaven. All of U.S. 51 south of South Parkway East has been renamed Elvis Presley Boulevard.

In 2004, the six states that Highway 51 traverses banded together as the *Explore Hwy 51 Coalition* to help promote this "All-American Road". The group now offers visitor information for traveling the length of the road.



These designations give the Rustle Hill Winery a National flavor; a 'Route 66' kind of panache. And this is important for many types of tourists who want to get off the interstates and do some Americana exploring, but don't want to wind around one lane country roads.

Rustle Hill Winery

It's also important for those who DO use the Interstates, and like the "get there" mentality that nice roads give to travelers. Being less than 30 minutes from THREE major interstates (I57, I24 and I55), less than 1 hour from I70, and having state highway access directly to those interstates is a distinct advantage.

And Highway 51 is a very important road for local traffic as well, and that is critical to Rustle Hill business. There are 5400 cars that pass the Rustle Hill Winery signs on Highway 51 EVERY DAY. This is a huge pool of customers that only need to be brought the 100 feet into the parking lot.

Length: 1286 miles

Some of the other advantages of the Rustle Hill location:

It's location relative to the other wineries:

- ✓ It is right in the middle of the Shawnee Hills Wine Trail, the State's oldest Wine Association.
- ✓ There are 6 wineries to the west and 5 wineries to the east, all within a 20 mile radius of Rustle Hill.

It's location relative to the population centers in the area:

- ✓ It is 8 miles to the south of Carbondale, the regions largest city, and home to Southern Illinois University.
- ✓ It is 8 miles to the north of Anna, the largest town in Union County, and home to the County seat.
- ✓ It is 3 miles to the north of Cobden, the hub of the Shawnee Hills Wine Trail.
- ✓ It is 30 miles from Cape Girardeau, MO
- ✓ It is 50 miles from Paducah, KY
- ✓ It is 100 miles from St. Louis, MO
- ✓ It is 125 miles from Evansville, IN
- ✓ It is 150 miles from Memphis, TN
- ✓ It is 180 miles from Springfield, IL
- ✓ It is 250 miles from Louisville, KY
- ✓ It is 300 miles from Indianapolis, IN
- ✓ It is 325 miles from Chicago, IL

It's location relative to tourist destinations in the area:

- ✓ It is smack dab in the middle of the Shawnee Hills National Forest, and within an hour you can get to the Ohio River to the east, the Mississippi River to the West, or the confluence of Rivers to the south.
- ✓ All of the southern Illinois hiking, watering, climbing or viewing hot spots are less than an hour from Rustle Hill: Garden of the Gods; Inspiration Point; Giant City State Park; Ferne Clyffe State Park; Kinkaid Lake; Bell Smith Springs; Tunnel Hill; Rend Lake; Crab Orchard Lake; Devils Kitchen Lake; Little Grassy Lake; Little Grand Canyon; Trail of Tears State Park; Panthers Den; Rattlesnake Ferry; Big Muddy River, to name a few.
- ✓ It is 5 miles away from the Cross of Peace on Bald Knob mountain. You can see the cross from the upper Sky View deck on the south side of the Winery.
- ✓ It is 2 miles away from Stone Creek Golf Club and Resort, one of the most scenic golf courses in southern Illinois.
- ✓ It is 4 miles away from Midland Hills Country Club, a 300 acre community and the regions oldest golf course.
- ✓ It is 4 miles away from Giant City State Park, a 4000 acre park with stables, lodge, camping, and some of the most spectacular scenery in the region.
- ✓ It is 10 miles away from the Shawnee Bluffs Canopy Tour, the regions first eco-oriented 8 course Zip line.

It's location relative to the major highways in the area:

- ✓ Rustle Hill is located on Highway 51, the major north/south State highway in southern Illinois. Highway 51 is a major state highway. For the tens of thousands of tourists that are coming into the area, it is a natural and easy first stop and central location from which to branch out into the many activities available in southern Illinois.
- ✓ It is located less than 8 miles south of Highway 13, the major east/west State highway in southern Illinois.
- ✓ It is located less than 10 miles from Interstate 57, a major north/south Interstate highway, linking New Orleans with Chicago.
- ✓ It is located less than 15 miles from Interstate 24, a major east/west Interstate highway, linking the East Coast to the West Coast.
- ✓ It is located less than 45 miles from Interstate 55, a major north/south Interstate highway in Missouri.

Highway 51 from Dongola to Carbondale is a limited access highway.

This means that no new access points (driveways, access roads, ingress, egress) can be built Highway 51.

It also means that each *existing* access point is owned and titled by the state of Illinois, and they cannot be used for anything other than their titled designation. If you have a driveway that is titled "residential and farming" you cannot use it for a commercial or business access point.

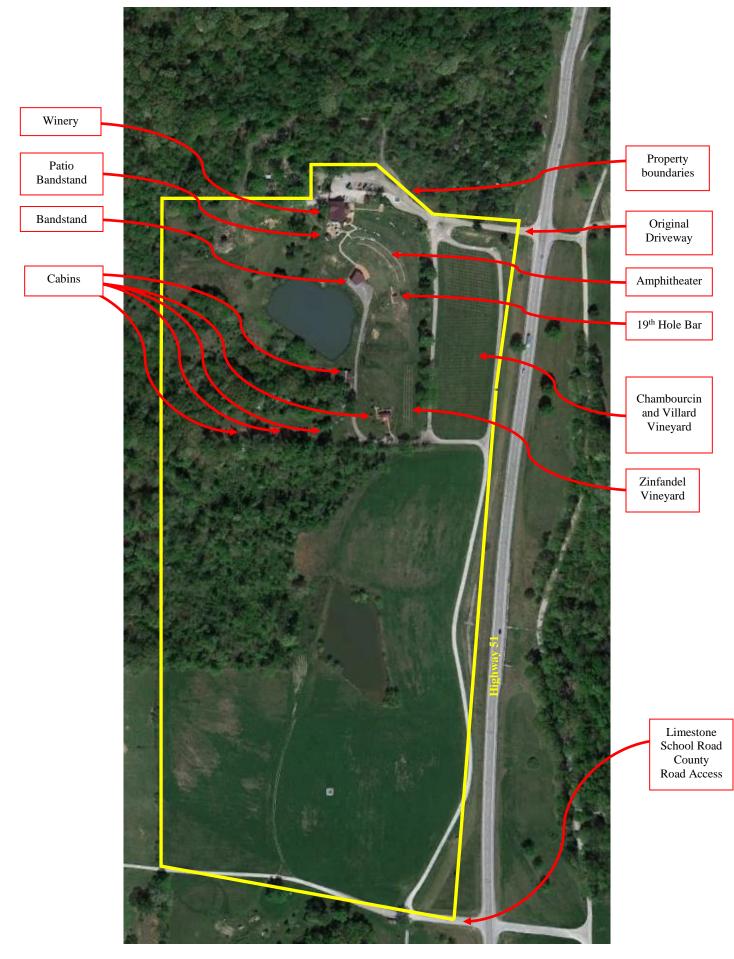
This is a huge deterrent to business development on the stretch of Highway 51 between Dongola and Carbondale, and one of the reasons there are so few businesses.

How can Rustle Hill be running so a big business on this limited access highway?

The southern boundary of the Rustle Hill Winery property is the County road "Limestone School Road". This is a full access ingress/egress to Highway 51.

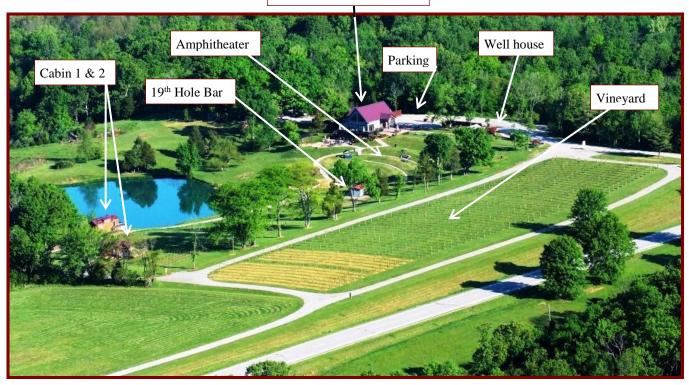
Rustle Hill has 1500 feet of Limestone School Road frontage, which gives full and unfettered access to the entire 60 acre property. <u>Any kind of development</u> can occur on the property since the frontage road access has no limitations.

Rustle Hill has ¹/₂ mile of Highway 51 frontage, and ¹/₄ mile of Limestone School Road frontage: the best of both worlds. Located directly on the busiest north/south state highway in southern Illinois with full development access to the property.



A brief overview of Rustle Hill Winery

Winery & Restaurant



In 2012, total sales for Rustle Hill Winery were \$834,000.

This is a 12% growth from the \$746,000 sales in 2011. Which was a 14% growth from the \$653,470 in 2010. Which was a 24% growth from the \$526,630 in 2009.

Important Note: 2012 was a "Construction Year", and business was seriously impaired during the 2nd half of the year. At the end of June, 2012, sales were up 27.1% over the same 6 months of 2011! And the "Wine Season" was still ahead of us.

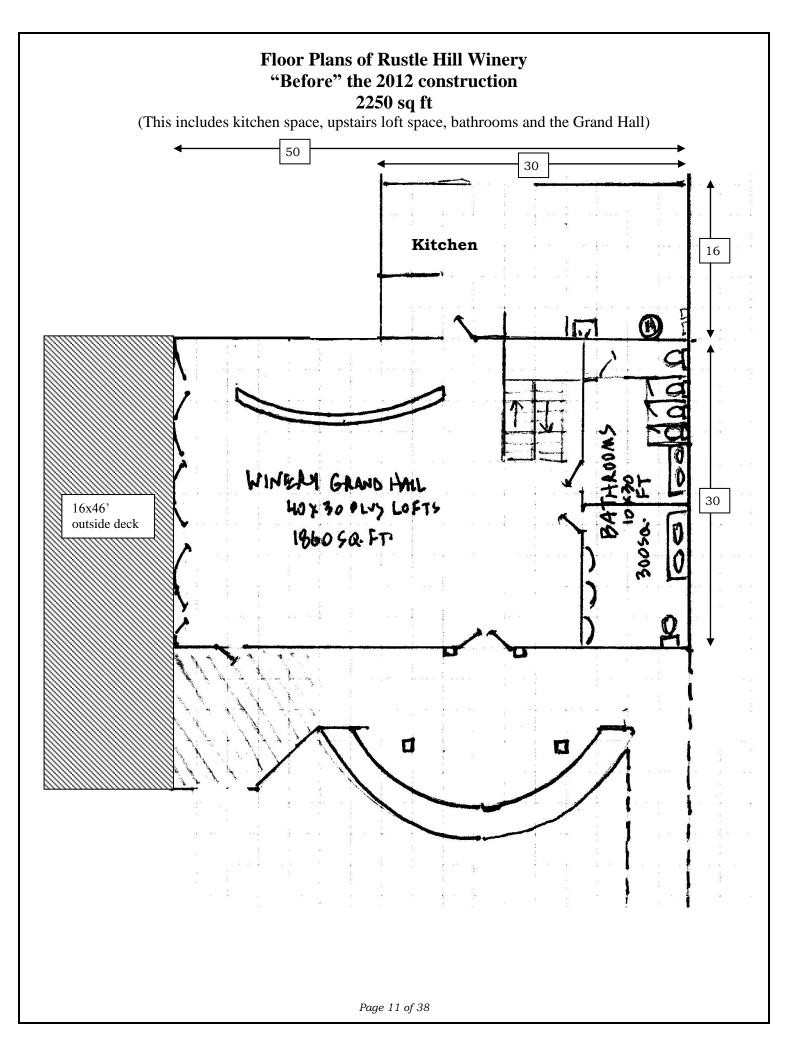
From July through the end of October, the Winery was under extensive construction, and business was significantly disrupted. The Winery was even closed for an entire week during this period because of construction.

The most important sales quarter of the year in the Winery business is August through October. That was exactly the time we were under construction. And the business *still* grew 12% for the year.

From 2009 to 2012 the business had an excellent growth curve, and the projection for 2013 is rosy, because of the building projects completed at the end of 2012.

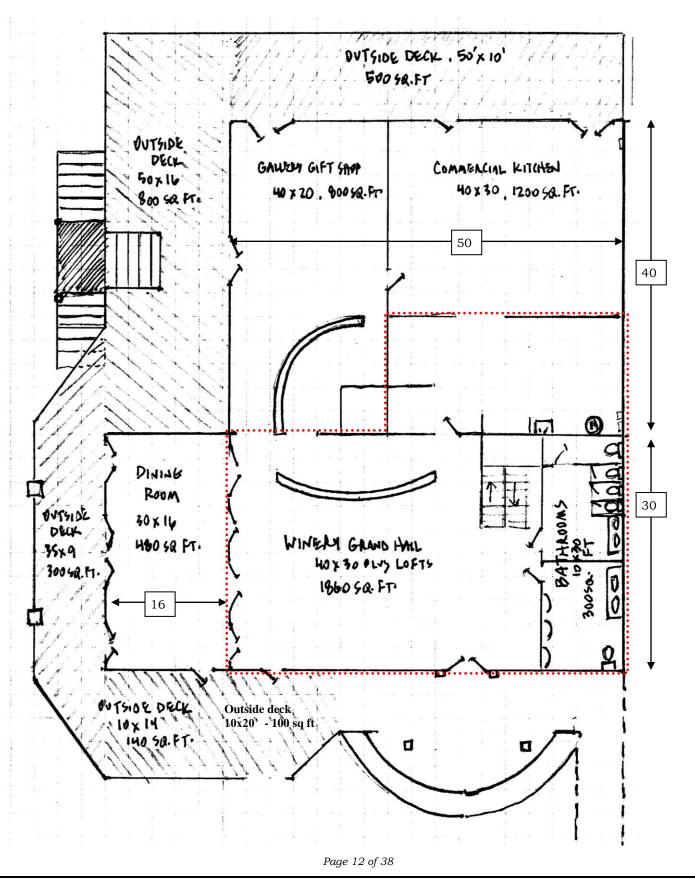
The result of the construction was a TRIPLING of the people capacity associated with the profit centers at Rustle Hill, AND adding two brand new profit centers.

(Note: Preliminary numbers through Nov, 2013, are that 2013 sales are up 22% over 2012. YTD sales at end of November is \$1,010,000.)



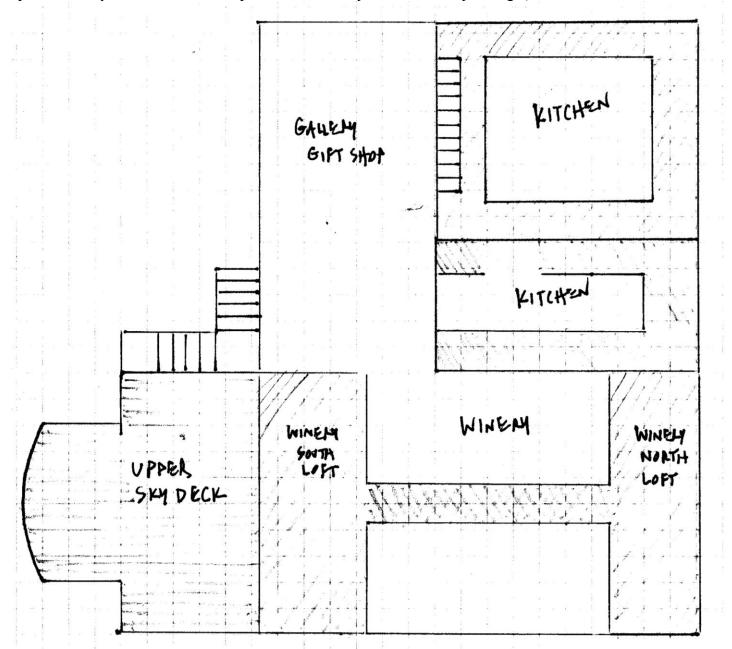
Floor Plans of Rustle Hill Winery "After" the construction 4640 sq ft

(This includes kitchen, gift shop, dining room, 2 upstairs lofts, bathrooms and the Grand Hall) (*The red outline is the pre-construction size*)



Floor Plans of Rustle Hill Winery "After" the construction 2nd floor space: 1516 sq ft

(This includes upstairs 'storage balconies' in the kitchen (856 sq. ft) and the Upper Sky deck (660 sq ft). The upstairs winery lofts are counted as part of the "Winery Grand Hall" sq. footage.)



The total square footage of the 2012 winery was: 2250 square feet. The total square footage of the 2013 winery is: 6156 square feet.

The total square footage of the 2012 winery outside decks was: 984 square feet. The total square footage of the 2013 winery outside decks is: 1940 square feet.

Profit Centers

1) Retail winery and bar - total sales for 2012: \$505,000.

A fully licensed Wine Maker's Retailer facility.

(State license: 12-1E-0081906; County license: 407).

Rustle Hill Winery has a "Wine Maker's" retail sales license, but is also fully licensed as a state and county retail liquor establishment. It is a full service retail liquor facility and can sell anything any liquor store or bar is licensed to do.

The Rustle Hill Winery encompasses the main building, attached patios and decks, 3 bandstands and the outdoor amphitheater. The entire operation is approximately 5 acres in size. In 2012 there were 3 bar locations used to sell product:

#1: Main winery bar and full back bar: 1800 square feet.



(Main winery bar)

#2: Tiki Bar



(Tiki Bar) Page 14 of 38

19th Hole Bar



(19th Hole Bar)

2012 Expansion:

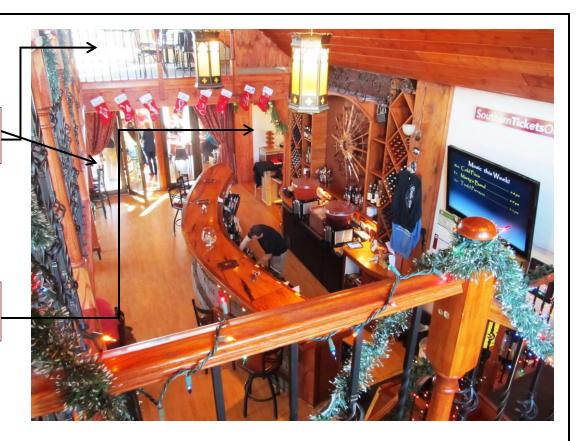
Increased the indoor winery and bar space from 1800 sq. ft. to 3500 sq. ft. Added a 2nd serving bar in the main winery (doubled the size of the bar from 20 ft to 40 ft) Added 4 new rooms to the winery that can be used as rentable areas (Dining Room; Tasting Room, Upstairs loft; 2nd floor Sky Loft)

Tripled the number of people who can be inside the bar at any time.

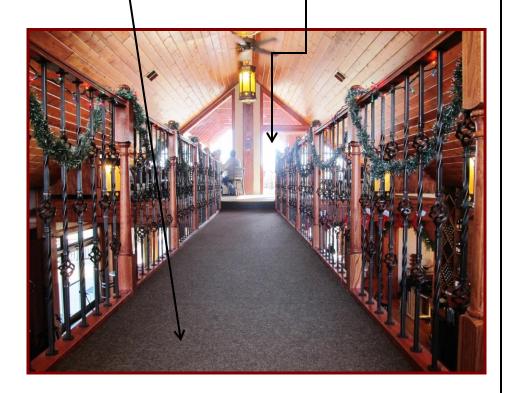


These doors and windows now lead to a new dining room

This wall is now a door and leads to the Gallery & Tasting Room



This is a 3' walkway, 10' high through the middle of the winery, leading to a new balcony on the south side, that leads out a new door (where the window used to be) to the Sky View outside balcony.



Here's where the winery used to end.

The edge of the new dining room is where the edge of the old outside deck used to be.

The new Dining Room is 30'x16'. The upper Sky View balcony on top of the Dining room is 30'x16 with the extension over the lower deck another $14' \times 10'$



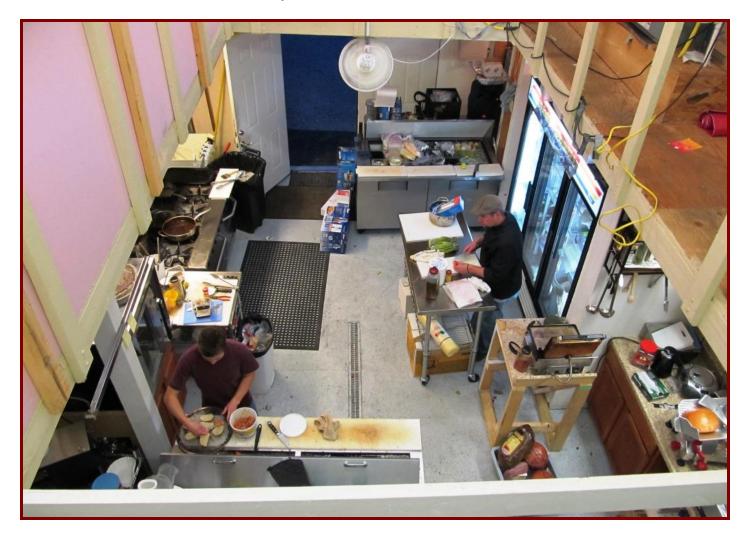
2) Rustle Hill Restaurant – total sales for 2012: \$225,000.

At the start of 2012, the kitchen was 450 sq. ft (15'x 30') with 70 sq. ft taken up by the walk-in cooler. There was an extra 12'x10' dishwashing room tacked on the back side.

The actual kitchen working area was 15'x15' (225 sq. ft.)

There was no flat top grill, no charbroiler grill, no plating or prep areas. No storage. No room. It could only hold 2 cooks working.

It was an extremely efficient affair, but with no room for any growth or expansion. We did \$225,000 out of this facility.



2012 Expansion: the expansion increased the kitchen space from 450 sq. ft. to 2000 sq ft., created three new ingress/egress access from the kitchen to the customers; and tripled the production capacity of the kitchen with new equipment.

Dual stack convection gas pizza ovens
36" flat top gas griddle
36" char broiler gas griddle
2 panini grillers
6 burner gas stove with full oven.
2- 3 door glass door commercial refrigerators
1 - 7'x10' walk in cooler
1 - 2 door commercial freezer.
2 - 2 door 5' cold prep tables with dual 16-tray food compartments.
Complete hood and outside vent unit.

The plating area has tripled. There is an entirely separate countertop for food runners to prepare and prep orders – completely independent from the cooks. There is an entirely separate countertop for ancillary kitchen products like slicers, coffee makers, soup warmers, etc.

The kitchen can now handle 6 cooks and preppers working simultaneously in the kitchen area proper.

There is an extra 700 sq ft of upper storage space. We've got more storage space than the entire kitchen space in the old kitchen.



On output capacity alone, the kitchen is capable of producing 4 times the food we could before.

Even more important, we can now do white napkin 3 or 4 course dinners – since we have the prep and plating areas we didn't have before.

Even more important, we can now run the winery kitchen for everyday business AND have the capacity to service a private event simultaneously (wedding, reunion, fundraiser, etc.)



The winery used to end at this roof junction. We added this entire addition on. It is 40'x50'. It is bigger than the entire original winery. It houses the kitchen (40'x30') and the Gallery Gift shop (40'x20')It is surrounded by a wrap around deck. The South addition is one of the most spectacular architectural facades in southern Illinois. But it's not a facade.

The beams are 16"x16" solid red oak. They are 30' long, and stand from the stone patio at the bottom to the roof joists at the top, and are structurally significant to the entire structure.

They were cut on a Monday, delivered on a Tuesday, hand planed and sanded for 2 days, stained and raised on Friday morning.

The rest of the deck, floor and roof structure were built around them once they were in place.

3) Rustle Hill Cabins – total sales for 2012: \$40,000.

In 2012, there were two "Park Model" cabins available for rent at Rustle Hill Winery.

Each is 400 square feet.

1 bedroom with king size Tempur-pedic bed, full bath, full kitchen and small living room.

15' vaulted ceilings with trapezoid dormers on both ends.

Ceiling fan in living room and bedroom.

180 sq ft. upstairs sleeping loft, with 3 window dormers on both sides.

100 amp electric service.

Central air and heat.

2 electric fireplaces: 1 in bedroom, 1 in living room.

2 Satellite HD TVs: 1 in bedroom, 1 in living room.

Full kitchen: fridge, stove, microwave, dishwasher. All appliances were purchased premium.

Each cabin has a 3-sided wrap around wooden deck, 10' wide, with 2 sets of stairs.

Wifi.

Each cabin has 18 concrete piers for foundation support, each 1'x3' in diameter, buried in the ground. Metal roofs.

Cedar siding on outside.

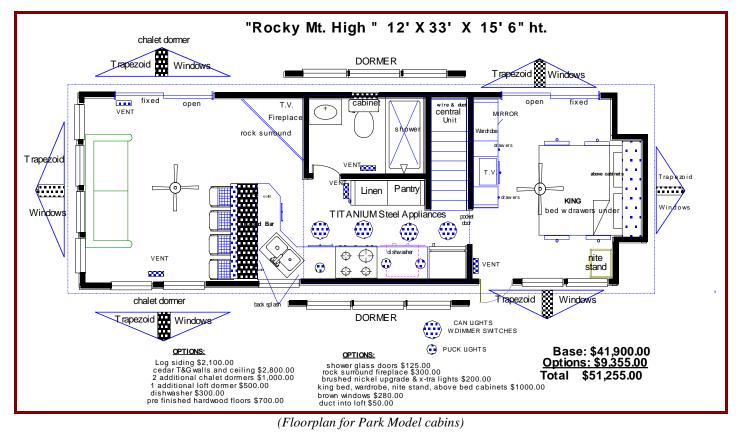
Cedar wainscoating on inside.

Hard wood floors throughout, with carpet in bedroom and upstairs sleeping loft.

These cabins are designed as a romantic getaway for a couple, or an overnight tourist getaway for 1 to 4 people.

We rented an average of 170 nights per cabin for the year. 47% occupancy. We are targeting 80%.

2012 rental sales of \$40,000.





(Looking from the winery toward the park model cabins)

2012 Cabin Expansion.

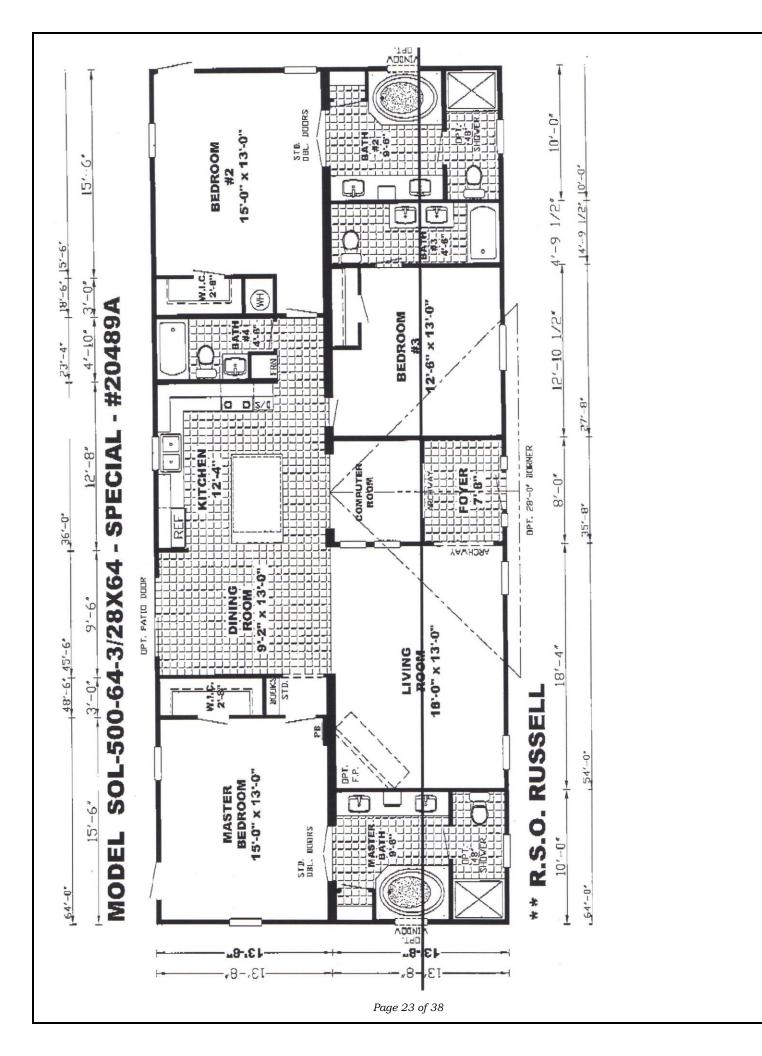
The expansion added three new cabins to the hostelry. But these are not "Park Model" cabins. The three new cabins are "house cabins"; each 1800 sq. ft., 3 bedroom/4 bath; designed as "group" getaways, amply capable of supporting 6 to 8 people each with all the amenities for stays up to a week or longer.

The addition of the new cabins increases the overnight capacity of Rustle Hill from 8 people to 32 people. 300% increased capacity.

More than half the cabin inquiries in 2012 were NOT booked because we didn't have the adequate configuration for the groups that were looking, or we couldn't handle the number of people that were wanting to stay. We have now solved that problem.



(Three "house" cabins added at the end of 2012)



Rustle Hill Cabins is now one of the largest single location hostelry's on the Wine Trail. With the addition of the three new Chalet Houses, we now offer these benefits for our guests:

1800 square feet, three bedroom / four bath.

Each bedroom has its own private bathroom, plus a 4th bathroom for guests.

The 4th bathroom has a full tub/shower in it.

The two bedrooms on each end of the house have "suite bathrooms", with double sinks, a Jacuzzi tub, and a separate "shower room" which houses the full size shower and toilet.

Each of these two end bedrooms has an outside door that opens onto the 12'x 64' back deck.

The 3rd bedroom has a bathroom with double sinks, a toilet and a full size tub/shower.

There is a ceiling fan in the living room and the two end bedrooms.

The kitchen has a 5x4' "island" with full cabinetry underneath and lighting above. It also has full size refrigerator (icemaker), stove, dishwasher, microwave and oven/stove. The microwave is above the stove, and has an exhaust fan for the stove, which is vented to the outside.

All the kitchens are fully outfitted with dishes, glassware, cookware and silverware for 12. There is a coffee maker, a toaster and a Keurig one-cup coffee machine. There is a dual sliding plate glass door from the kitchen to the back deck.

All houses are fully furnished.

All houses are fully Zone 3 insulated.

A full size wood fireplace in each living room has been converted to a propane log set, and set in a "bookcase wall".



Four HD LED TVs in each of the three cabins. A 50" tv in every living room. A 42" tv in every bedroom. Satellite feeds to every tv. Wifi everywhere.

The ceilings are pitched for a more expansive interior effect.

Each house has a 200 amp electrical service and a separate septic system.

There was extensive prep work done on-site for the three cabins, to get them positioned to be "in the woods" but also easily available for access. We had heavy equipment on site for 2 weeks clearing the woods, pulling dirt out of the

adjoining field and building the house pads.

During the prep, we built the road to the cabins and designed all the drainage and runoff so the water from torrential rains would move harmlessly away from the cabins themselves.

Alongside the road we buried $1\frac{1}{2}$ " schedule 40 water pipe to each cabin, and conduited electric cable from the 800amp Powerboard to the 200 amp services located in each of the cabins.

Each house sits on a 30'x70' concrete pad, 6" deep.

Electric, water and sewer were all run under the pad before it was poured, and come up in the middle of the pad. All services are sleeved in conduit pipe.

ELECTRICITY at Rustle Hill

#1 is main transformer coming into property from Highway 51.

#2 is ground transformer for the winery. It feeds a 1200 amp powerpanel with 6-200 amp disconnects.

#3 is ground transformer for the Big Bandstand and 2 small cabins. It feeds a 200 amp service in the bandstand, and 100 amp service in each of the cabins and in the 19th Hole Bar.

#4 is a junction box for future expansion.

#5 is a ground transformer for the 3 big cabins. It feeds an 800 amp powerpanel with 4- 200 amp disconnects.

All these lines were installed by Southern Illinois Electric Coop and are 4' deep.

There are no above ground electric lines anywhere on the Winery property. We wanted to keep the visual aesthetic clear of poles and wires.

The RED laterals are electric lines that WE ran from the transformers and junction boxes to various parts of the winery. These lines feed :

100 amp service at cabin 1 and 2
100 amp service in 19th Hole Bar
200 amp service in the Big Bandstand
100 amp service in the Well House
4- 200 amp services in the Winery
200 amp service in the Farm House.
200 amp service in the Wine Production room
100 amp service on the Patio Bandstand
60 amp service at the Tiki Bar
Various lights and plugs around the winery grounds.



WATER at Rustle Hill

All yellow lines are main 1 $\frac{1}{2}$ " schedule 40 water lines running from the main well house to each water location.

#1 is Well House. There is a 450' deep well, with a 28 gpm variable speed pump 350' down. The well produces 4-6 gpm.

This Well House also houses a 10,000 gallon cement lined, block cistern for backup. This cistern is plumbed directly into the water system, with a 1hp pump, and is set to automatically kick on if the main well stops working for any reason. There is a dual filter system that all the water runs through. Every main water line coming out of the well house has its own on/off valve.

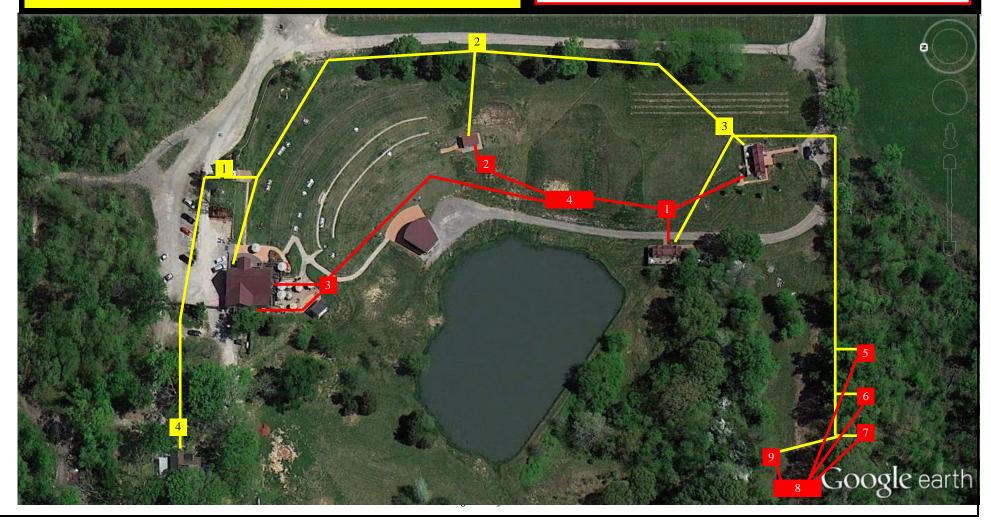
#2 is an on/off valve controlling the water going to the 19th Hole Bar.

#3 is a 4 way junction and on/off valves for Cabin1, Cabin 2 and the main line going to Cabins 3,4 & 5 and the support cabin.

#4 is an on/off valve for the farmhouse water.

The RED laterals are septic lines.

- #1 is the septic tank for Cabins 1 & 2.
- #2 is the septic tank for the 2 bathrooms in the 19th Hole Bar.
- #3 is the septic tank for the winery, with two separate lines coming from the Winery and the kitchen.
- #4 is the 8'x24'12' sand pit filter system for all septic tank run off.
- #5 is the septic tank for Cabin 3.
- #6 is the septic tank for Cabin 4.
- #7 is the septic tank for Cabin 5.
- #8 is the 8'x40'12' sand pit filter system for all septic tank run off.
- #9 is the septic tank for the support cabin



4) A production winery.

A fully licensed 1st Class Wine Production facility (State license: 12-3F-0081907) producing 10-15,000 gallons of wine a year.

This is not considered a "profit center" (as the profit is considered part of the Retail Winery business) but producing our own wine is what makes us a "WINERY" vs a bar, and the cost model of producing our own wine vs buying through distributors makes the bottom line profit considerably greater.

Being a Winery also is what allowed us to join the SHAWNEE HILLS WINE TRAIL. The SHWT is the first and oldest Winery Association in the state of Illinois. Membership is limited to wineries that add a unique presence to the Association, and are within the limits of the SHAWNEE HILLS AVA (American Viticulture Area). The Shawnee Hills AVA is also the first and oldest of the Illinois AVAs.

It is a long established truism that the growth in southern Illinois tourism in the last 25 years is due in large part to the establishment and promotion of the Wine industry in southern Illinois.

At the end of the 2012 expansion project, Rustle Hill added two new profit centers to the mix. These will add to the synergy and profitability of the company in 2013.

5) The Gallery Gift Shop.

This is an 800 sq ft room dedicated to the sale of Rustle Hill Winery products, local art and exclusive high end gifts.



We purchased an entire retail storefront so we would have the appropriate display furniture for a focus on direct retailing. We are currently negotiating with local artisans for the right mix of unique and high end arts and gifts to feature in the store.

The Gift Shop did not exist in 2012. For 2013 the room will be a mix of Retail and Bar.

6) Events.

Rustle Hill has been one of the premier music venues in southern Illinois since it opened. There are at least 4 bands playing every weekend, 52 weeks a year.

There are three bandstands at Rustle Hill: the Indoor stand; the Patio Bandstand; and the Big Bandstand. In 2012, there were 240+ bands that played on these three bandstands.

This focus on music has established Rustle Hill as a "destination" venue. We are primed to take this reputation and build on it.

We expanded the "front of stage" seating area at the Big Bandstand from 1000 sq. ft. to 2200 sq. ft., and added seating for an additional 100 people.

We expanded the "Patio Stage" patio from 600 sq. ft to 1000 sq. ft., and added seating for an additional 60 people.

We increased the outside deck area overlooking the Patio Bandstand from 700 sq. ft. to 1740 sq. ft., and added seating for an additional 100 people.

We added an "Upper Sky Deck" on the 2nd floor of the Winery, which adds a new 660 sq. ft. outside covered deck, and seating for an additional 60 people.

Since each of these expanded areas can be considered a "separate" area, they can now be used as a "rentable" event area.



This is a photo of a 150 person wedding we did in June, 2010. The 30'x80' tent fits well on the top boulevard. Rustle Hill assisted in every phase of the event, including catering the 150 person buffet dinner. It was a \$22,000 event, and the cash bar was extra.

General description of Rustle Hill Winery

Located on 50 acres in Union County, Illinois.

30 acres clear (ready for vineyards or development), 20 acres wooded.
8 miles north of Anna, 8 miles south of Carbondale
Located directly on New Highway 51.
½ mile of Highway 51 frontage, with driveway access titled by State of Illinois.
¼ mile of county road frontage (Limestone School Road) with unlimited access rights.

4 acres of mature production Vineyard: Chambourcin, Villard and Zinfandel grapes.

2 agricultural ponds. Each 1.5 acre in size.

5 cabins: All the cabins are fully furnished, and include window and door treatments, all linens, dishes and cookware. Central heat and air in cabins and houses.

Amphitheater

3000 person capacity.

6 tiers ending at a 28'x 30' covered bandstand, with an 800 sq. ft stone dance floor/patio.

The amphitheater can seat approximately 240 people at tables.

Three bars in the amphitheater.

One is a permanent structure, with a 12' serving bar, a cold room and two bathrooms, surrounded by a walkaround stone patio.

One is a semi permanent structure, capable of being turned into a full service bar for outdoor events. One is a permanent stone patio, used for outdoor events as an outside bar and also as an outdoor kitchen area for 3^{rd} party vendors and outdoor events.

Infrastructure and Support Services

Electric

The electric service to the property is provided by Southern Illinois Electric Cooperative.

All transformers and all electric wiring on the property is new as of 2007. It is all buried cable.

There are no above ground electric lines anywhere on the winery property except the main line coming onto the property to the primary transformer junction box.

There are three separate ground transformers on the property, and two transformer "junction boxes" (put in so future electricity growth could be supported easily).

There are 14 - 200 amp breaker boxes on the property and 5 - 100 amp breaker boxes.

The main transformer is located next to the Winery building. It feeds a 1200 amp powerboard, which has six 200 amp breakers in it. This powerboard provides electricity to the 200 amp service in the farmhouse, 200 amp service in the well house and four 200 amp services in the main Winery.

Cabin 1 & 2 each have a 100 amp service. Cabins 3,4 & 5 each have a 200 amp service. The support cabin has a 100 amp service.

The Big Bandstand has a 200 amp service and a 100 amp service.

The 19th Hole Bar has a 200 amp service.

The Patio Bandstand has a 100 amp service.

The Well house has a 200 amp service.

There is an extra 200 amp service on the powerboard by the winery.

The Winery has 5 - 200 amp service.

The Farmhouse has a 200 amp service.

The Production Wine room has a 200 amp service



The main winery 25K amp transformer, 1200 amp powerboard and 200 amp outside service.

A second transformer is located near the Cabins. It feeds an 800 amp powerboard, which has four 200 amp breakers in it. This powerboard provides electricity to the 200 amp service in each of the three big cabins, and has an attached 200 amp service for extra power requirements (a 100 amp service goes to the "cabin support cabin", which has a 100 amp service in it).



A third transformer is located near the Main Bandstand. It feeds a 200 amp service at the Main Bandstand, a 200 amp service in the 19th Hole bar, and the two 100 amp services in each of the small cabins.

Septic

There are 6 separate septic tanks supporting the entire facility. One for the winery, one for the 19th Hole Bar, one shared between cabin 1 and cabin 2 and one each for cabins 3, 4 and 5. These feed into two large underground sand filter percolation systems for final water quality. All septic systems have been installed under county guidelines and supervision. All have been installed and built since 2007.

There is a large gravel parking lot on the north side of the winery, capable of supporting 50 cars. There is a road around the vineyard, with grass parking on either side, capable of supporting 250 cars. There is additional field parking for large events, capable of supporting 600-800 cars. There is the original driveway to the property exiting directly from New Highway 51. There is a separate ingress/egress onto the property exiting off the county road running along the south edge of the property.

There are two water systems on the property. A 450' deep well is the primary water source, with 1.5" water lines running to cabins and winery. This is backed up by a 10,000 gallon underground cistern. All water passes through a double filter system. Water systems are inspected by county water officials and have passed all tests.

A few pictures of the development of Rustle Hill in Phase 1.

From the sweeping view of the amphitheater on one of our outside concert days...



Looking south and east across the amphitheater toward the big bandstand... ... to a closeup of the Big Bandstand...



From the cabins across the valley...



The philosophy of Rustle Hill Winery has always been "The Gold Standard". We strive for "easier, better and more efficient", but we don't cut corners to get there.

When we built the winery, we could have put up a pole barn, but we built with wooden I-beams on 12" centers and hand laid stone instead.





We used 12x12 oak beams in the bandstand, in the winery and in the entrance cupola.

We custom ordered the roof rafters because we wanted a 12-12 roof pitch on a 30' span. We visualized a vaulting space that would catch the imagination. We then custom built the windows to match the end space of the winery, to let the light shine in.

It makes for a better view.





When you add in the 100 year old lights, you get an effect that can't be bought.

We used 3" thick hand cut burled maple instead of plywood on the tasting bar, and complemented it with 12" oak beams and 4" patio stone.

We used 6" tongue and groove car siding on the ceiling, each piece stained and poly'd twice before it was put up.



We laid thousands of square yards of zoysia sod on the amphitheater and terraces.





When we could have used laminated 6x6's, we chose instead to get 30' oak beams, 16x16" and plane them smooth for a better look.





It makes for a more impressive front door.



It makes for a more impressive front patio.