# **EAGLE I CAPITAL CORPORATION**

### **PRESS RELEASE**

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TSXV: EIC

# EAGLE I ANNOUNCES DEFINITIVE AGREEMENTS TO ACQUIRE CERTAIN HOWARD'S BRAND ASSETS FROM INTERNATIONAL PROVISIONS, INC.

April 4, 2011 - VANCOUVER, BC - EAGLE I CAPITAL CORPORATION ("Eagle I" or the "Company") (TSXV: EIC) is pleased to announce that it has entered into several definitive agreements that will enable it to acquire certain Howard's Brand assets from International Provisions, Inc. ("International").

The Company will acquire 100% of the issued and outstanding stock of Eagle Acquisition II, Inc. ("Eagle Acquisition II") for nominal consideration, not to exceed US\$10 from Barry Atkins, the Company's President and CEO pursuant to an agreement between Eagle I and Atkins dated March 31, 2011. Eagle Acquisition II has entered into a definitive agreement dated March 18, 2011, ("Agreement"), to acquire certain Howard's Brand assets from International. Upon the closing as detailed below, Eagle Acquisition II will become a wholly owned subsidiary of the Company.

Eagle Acquisition II's current liabilities total US\$359,380. All of the Eagle Acquisition II liabilities are for expenditures directly related to the International transaction. Upon closing US\$104,500 of the liabilities will be converted into equity of the Company at C\$0.20 per share plus a warrant for an additional 261,000 shares at C\$0.37 per share. The warrant will have a one (1) year term. Eagle Acquisition II has no operations or liabilities that are not related to the Howard's Brands acquisition.

Pursuant to the Agreement, Eagle Acquisition II will acquire the ownership rights to certain Howard's brand products and the distribution agreements related to the brands acquired. The Howard's Brand assets to be acquired by the Company generated gross revenues in excess of US\$6,600,000 for the 12 months ended December 31, 2010. The consideration to be paid for the asset acquisition is US\$3,244,000 structured as follows: (i) on closing a cash payment of US\$500,000 paid by April 18, 2011; (ii) a cash payment of US\$500,000 to be paid by September 19, 2011; (iii) a convertible promissory note in the principal amount of US\$2,244,000. Such note is to be recast as of January 1, 2012 at Fifty Two Percent (52%) of 2011 net sales (gross sales less returns and allowances in accordance with GAAP on accrual basis) sales of Howard's pork skins and chicken skins products by International and Eagle Acquisition II. The interest rate of the promissory note is 8% per annum. The promissory note payments are based upon a 60 month amortization schedule with a balloon payment at the end of year two (2). The promissory note may be converted, at International Provision's option, into common stock of the Company at C\$0.50 per share during the first year and the average 10 day price of the Company's stock, immediately prior to conversion, during the second year. At the end of 2011, International will also receive a warrant that will entitle it to purchase 722,000 shares of the Company's common stock at a price of C\$0.50 per share. The warrant will have a two (2) year term.

The acquisition of the Howard's brand assets will close upon the payment of the initial \$500,000 payment. Upon the closing; (i) Eagle Acquisition II will assume sole responsibility for the sales and marketing of the Howard's Brands acquired; (ii) Eagle Acquisition II and International have agreed to enter into an exclusive long-term manufacturing and supply agreement pursuant to which International will continue to manufacture the Howard's Brand products for Eagle Acquisition II; (iii) Eagle Acquisition

II and International have agreed to enter into a royalty agreement pursuant to which International will receive royalty payments for any new products developed by International that are sold under the Howard's brand by Eagle Acquisition II. The Manufacturing and Supply Agreement and the Royalty Agreement will become effective upon the closing.

Completion of the proposed transactions are subject to certain conditions, including any TSX-V approvals, the completion of any necessary regulatory approvals in respect of the proposed transaction, and such other closing conditions as may be specified in the Agreement. There can be no assurance that the proposed transactions will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the proposed transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Eagle I should be considered highly speculative.

#### **About Eagle I Capital Corporation**

The Company currently markets all natural and organic tortilla chips, salsa and other snack products under the Miguel's Stowe Away® brand name through its wholly owned subsidiary, Eagle Acquisition, Inc. Miguel's products are distributed to more than 35 states. Eagle Acquisition also sells tortilla chip products to the Trader Joe's® chain of stores throughout the United States.

#### **About International Provisions, Inc.**

International Provisions, Inc. is a manufacturer of food products that are distributed primarily in the North Eastern United States. International is also an importer of a variety of products from Southeast Asia for sale in the United States.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this press release.

On behalf of EAGLE I CAPITAL CORPORATION.

"Barry Atkins"

Barry Atkins
President & CEO

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This news release was prepared by management of EIC which takes full responsibility for its contents. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking statements about Eagle I Capital Corporation and its subsidiaries their respective businesses and future plans, including the planned acquisition, and business. Forward-looking statements are statements that are not historical facts and include the nature of the Proposed Transaction, deemed value of securities anticipated to be issued, and timing of the proposed transactions. The forward-looking statements in this press release are subject to various risks, uncertainties and other factors that could cause the Company's actual results or achievements to differ materially from those expressed in or implied by forward-looking statements. These risks, uncertainties and other factors include, without limitation, uncertainty as to the Company's ability to achieve the goals and satisfy the assumptions of management; uncertainties as to the availability and cost of financing; the risk that development projects will not be completed successfully or in a timely manner; uncertainty as to the demand for the Company's products and the Company's ability to meet such demand; the effect of fluctuating energy prices on the Company's business; general economic factors and other factors that may be beyond the control of the parties. Forward-looking statements are based on the beliefs, opinions and expectations of the management of Eagle I Capital Corporation at the time they are made, and Eagle I Capital Corporation does not assume any obligation to update its forward-looking statements if those beliefs, opinions or expectations, or other circumstances, should change.