

**AGRICULTURE WORKFORCE MANAGEMENT
ASSOCIATION, INC.
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COMMON STOCK INFORMATION PACKAGE

On November 20, 2008, AWM was reorganized as a new corporation - Agriculture Workforce Management Association, Inc., a Kentucky corporation (“AWMA”). As a customer of AWMA, you are required to purchase common stock in AWMA which makes you eligible to receive patronage distributions which could reduce your cost of AWMA services. You are required to purchase common stock to receive AWMA services, and must be a shareholder to be eligible for patronage distributions. Common shares will only be sold to AWMA customers.

To purchase common stock. please sign and date the attached Subscription Agreement and return it to AWMA, along with a check made payable to AWMA for \$10.00, the purchase price for one share of stock. You may purchase more than one share but there is no advantage in doing so. Please note that there are limitations on share ownership -- you should not purchase the stock with the expectation that you will receive dividends or make a profit in connection with the ownership of the stock.

Description of AWMA. AWMA has been reorganized as a hybrid type of cooperative organization. On one hand, it is a “for profit” corporation which hopes to deliver a reasonable return to its preferred shareholders and patronage distributions to its customer/shareholders. On the other hand, AWMA will be controlled and managed by a Board of Directors, a majority of which will be elected by the customers who purchase common shares.

Board of Directors. AWMA will be directed and overseen by a Board of Directors, which will have 5 members. Each year at its annual meeting the common shareholders will determine the number of seats on the Board and elect a majority of the Board members. The remaining seats on the Board will be elected by the preferred shareholders. Currently, Burley Tobacco Growers Co-Operative Association (the “Burley Co-op”), owns all of the AWMA preferred shares. AWMA officers are not eligible to be elected to the Board. To be eligible to be elected as a Director by the common shareholders a person must (i) own a common share of AWMA or (ii) own a majority of the equity interests of an entity which owns a common share of AWMA. Persons who own preferred shares of AWMA, persons who own a majority of the equity interests of an entity which owns preferred shares of AWMA and persons who serve on the Board of Directors of an entity which owns preferred shares of AWMA.

Officers. The officers of AWMA are Rick Alexander, Executive Director, and Donna Graves, Secretary/Treasurer. Officers are elected for one year terms by the Board following the annual shareholders’ meeting.

Authorized Shares. Under its Articles of Incorporation, AWMA is authorized to issue up to 10,000 shares of common stock and up to 10,000 shares of preferred stock. Common stock will be issued from time to time as AWMA customers become shareholders. Until otherwise approved by the AWMA Board, common shares will be sold to customers for \$10.00/share. The Burley Co-op has already purchased Two thousand (2,000) preferred shares. Additionally, the Burley Co-op Board has approved the purchase of an additional One thousand (1,000) preferred shares in 2009.

Business. AWMA's business will be limited to providing assistance and advice to persons and entities seeking to obtain temporary work visas for seasonal, intermittent, peak load need or one time occurrence agricultural and nonagricultural labor.

Rights of Common Shareholders

Voting. Ultimate control of AWMA is vested in the common shareholders through their right to elect a majority of the members of the Board of Directors and take other action at annual and special meetings. Voting rights are limited to one vote per owner of common stock, regardless of the number of shares owned. The common shareholders as a voting group have the exclusive right to elect and remove the Board members they elect. Owners may vote their shares either in person at meetings or by proxy pursuant to the AWMA Bylaws and such rules as may be adopted from time to time by the Board.

No Transfers: Redemption. Shares of common stock may not be sold or transferred to anyone except back to AWMA. If you decide to terminate your ownership, your shares may be redeemed by AWMA following receipt of your request for the same amount you originally paid for those shares. AWMA is not obligated to redeem your shares.

Patronage Obligation. Common shares may only be issued to AWMA customers. If you do not utilize the services of AWMA for 24 months, AWMA may terminate your ownership involuntarily and redeem your stock for the same amount you originally paid. AWMA may offset any amounts due from you against any redemption proceeds.

Capital Assessments. You will not be required to make additional capital contributions to AWMA.

No Dividends. As an owner you will be eligible to receive patronage rebates (described below) but will not receive any dividends or other monetary return on your investment.

Rights on Dissolution. Subject to the right of the AWMA Board to set up such cash reserves as may be deemed reasonably necessary for any contingent or unforeseen liabilities, if AWMA is dissolved for any reason, its assets will be distributed in the following order: (i) first, to creditors, including shareholders who are creditors, in the order of priority as provided by law; (ii) second, to the holders of preferred shares until they have received the full amount of any distributions required to have been made related to income (described below); (iii) third, to the holders of preferred shares until they recoup the full amount they paid for their preferred shares; (iv) fourth, to the holders of common shares to redeem their shares for the same amount they paid to AWMA for their common shares; and (v) finally, to the holders of preferred shares. There may be no funds available on dissolution to redeem your common shares.

Other Rights & Obligations. These represent a summary of just some of your rights and obligations as a common shareholder of AWMA. The specific terms and conditions of these and other owner rights and obligations are set forth in AWMA's Articles of Incorporation and Bylaws, a copy of which will be provided to you upon request.

Rights of Preferred Shareholders.

Voting. The preferred shareholders as a voting group have the exclusive right to elect and remove the Board members they elect. Additionally, the following action may not be taken without the approval at least two-third's (2/3's) of the preferred shareholders: (i) amending AWMA's articles of incorporation or bylaws, (ii) selling all or substantially all of AWMA's assets, (iii) merging, consolidating or combining AWMA with any other entity, or (iv) voluntarily dissolving AWMA. Upon any other proposition before the shareholders, the holders of preferred shares as a voting group have forty-nine percent (49%) of all the voting rights of the AWMA shareholders.

Transfers: Redemption. Subject to certain securities laws restrictions, shares of preferred stock may be sold or transferred to other parties. AWMA is not obligated to redeem preferred shares and does not have the right to redeem preferred shares without the shareholder's consent.

Distributions. Subject to legal restrictions and prior to the payment of any patronage distributions to common shareholders, eighty percent (80%) of AWMA's net income each year must be distributed to the preferred shareholders. Such distributions are cumulative and must be paid in subsequent years if not declared by the AWMA Board and paid for any reason.

Preemptive Rights. AWMA may not issue additional preferred shares without first offering them to current preferred shareholders. However, preferred shareholders will not be required to purchase any additional preferred shares offered or to make any other additional capital contributions to AWMA.

Liquidating Distributions. As described above, if AWMA is dissolved for any reason all creditors and the preferred shareholders must be paid in full before you are eligible to receive a refund of the purchase price you pay for your common shares.

Other Rights & Obligations. These represent a summary of just some of the rights and preferences of preferred shareholders. The specific terms and conditions of these and other owner rights and obligations are set forth in AWMA's Articles of Incorporation and Bylaws, a copy of which will be provided to you upon request.

Patronage Distributions. Each year the AWMA Board will compute AWMA's net income, including any deductions for reserves determined by the Board to be necessary for AWMA to continue in business and pay its debts as they become due. After this amount is established, an amount not to exceed eighty percent (80%) of AWMA's net income for that year and any unpaid amounts from prior years must be distributed to the preferred shareholders. From amounts remaining, if any, the AWMA Board will compute an amount to be distributed as patronage distributions to common shareholders in proportion to their patronage with AWMA. Such amounts will probably be distributed in March or April of each year.

Patronage distributions will be taxable income for federal, state and local income tax purposes.

Use Of Proceeds. Funds received by AWMA from the sale of common shares will be general funds and utilized as the Board determines to be in AWMA's best interests.

No Commissions. No commissions will be paid in connection with the sale of common shares.

Other Information. You may obtain additional information from AWMA which you believe to be material to your decision to purchase common shares to the extent that we possess such information or can acquire it without unreasonable effort or expense. Such additional information will be made available to you upon request to Rick Alexander, Executive Director. Rick can be reached in person at the AWMA offices, by phone at (859) 233-7845, by fax at (859) 252-9255, or by e-mail at info@awmalabor.com.

Agriculture Workforce Management Association, Inc.
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