

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Tuesday, January 14, 2014 5:09 PM
To: Charles Jackson
Subject: Albert's Organics

We have our first customer! Albert's Organics will be shipping our root vegetables - potatoes, carrots, beets, perhaps winter squash - throughout the western US from Vernon, CA (near LA). I had a phone meeting with their national produce procurement people today and they sent me their vendor signup forms. Albert's ships 20 million pounds of produce per month and is a subsidiary of United Natural Foods (\$6.5 billion).

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Wednesday, January 15, 2014 12:34 PM
To: Adele Gemignani; Byron Fitzsimmons
Subject: Sweet Corn Followup

Adele, Byron - Thanks for the enlightening conversation the other day. I checked with CDFA and ODA on the sweet corn quarantine. While it is possible to ship sweet corn from Oregon to California, it requires a special permit and the level of precautions required for the cereal leaf beetle make it less than profitable to do so. Among other things, a hydrocooling step involving 1500 gpm of water is required in a continuous flow hydrocooler. We don't have the capacity to dispose of that much water at the ranch without another special permit. (We do our hydrocooling as close to harvest as we can possibly can for maximum quality). So, we will not be growing sweet corn this year. We will be growing some snap beans - acreage to be decided in a month or so.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, January 15, 2014 3:47 PM
To: Charles Jackson
Subject: Status

I meant to ask you this morning - what's the status of Denver - John Tyler- and the Mississippi/Texas investor we sent the org chart to?

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, January 15, 2014 2:21 PM
To: Charles Jackson
Subject: New Customers

We have our second and third customers - Charlie's Produce in Seattle, Portland, and Spokane, and Earl's Produce in San Francisco. Charlie's is about \$450 million and Earl's in the \$30-\$50 million range. So, now we have a complete set of outlets for WinnettOrganics and private label products throughout the western US when you include Albert's Organics.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Monday, January 20, 2014 6:48 PM
To: Jon Cross
Subject: Winnett

Jon - Sorry for the delayed response - haven't checked LinkedIn in quite a while. The Texas property was sold out from under us. We are now working on acquiring two properties in Oregon which will allow us to grow produce for the fresh vegetable market - a very lucrative market which we did not expect to be able to enter at this point due to the lack of suitable land near enough to large markets at reasonable price points.

So far, we have three fresh vegetable customers: UNFI's subsidiary Albert's Organics, which ships 20 million pounds a month of fresh produce including millions of pounds of cross dock throughout the western US from its facility in LA, Earl's Organics in San Francisco which does about \$3 million a month in that region, and Charlie's Produce which does about \$40 million a month in Seattle, Portland, and Spokane.

The two properties in Oregon total 9,500 fresh vegetable acres - a combined total of nearly \$50 million a year in sales, plus 68,000 cattle acres, so we will grow about 2,200 head of beef as well. Our customers have also asked us to furnish logistics so there will be \$1 growing to \$4 million in logistics sales each year from the fresh vegetables.

We have arranged \$12 million in bank financing, and are working on a \$5 million lease line from Fountain Partners in San Francisco for our fresh vegetable packing facility in Bend, Oregon. We also are expecting several million in commitments for equity made last month to be finalized later this month. We are looking at two options for financing the properties - leasing from John Hancock or MetLife, or a partially owner-financed package with a takeout in a year. We'd have to raise more funds to do the takeout but it's certainly doable. The acquisition of the properties requires about \$44 million of equity and debt. So, it's a big lift for us but well worth the effort.

I found an investment banker from Merrill Lynch and have been working with him for a few months now. He knows ag and ag investors and this has sped the process up considerably.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Tuesday, January 28, 2014 12:31 PM
To: Charles Jackson
Subject: Questions

In response to Mr. Cummings questions:

- 1) The holder of the subordinated debt will be Mr. Gutierrez, the owner of Gutierrez Ranch and Cattle Company, Post, Oregon. According to his realtor, Roger Dryden of Mason Morse Ranch Company, who is selling the ranch, he is a wealthy Bostonian in his seventies who has owned the ranch for approximately 25 years. As soon as we have a pending transaction on the ranch, I will be able to provide more information.
- 2) We will provide the names and financial statements of the guarantors as soon as they are available.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, January 28, 2014 7:52 PM
To: Brendan Andersen
Subject: RE: Great Program Manager - Management Consulting Opportunity in Boston, MA
Attachments: Dennis Brewer Resume.pdf

Brendan - This position is a great fit - if they can handle the fact I have substantially more experience than they are looking for. Other than that, there is no reason I would not be selected.

Regards, Dennis

From: [REDACTED]
To: [REDACTED]
Date: Tue, 28 Jan 2014 16:22:37 -0800
Subject: Great Program Manager - Management Consulting Opportunity in Boston, MA

Hi Dennis!

I am a recruiter here at CyberCoders who specializes in placing Program Manager - Management Consulting candidates as well as similar positions in Boston, MA and other locations nationwide.

I am emailing you in case you think you would be a great fit for the position listed below. Please check out the link and apply if you are interested in hearing more about the job. :)
Also - If you refer a friend I end up placing at any of my open jobs, I will give you an iPad for the referral!

This position is for a Program Manager - Management Consulting in Boston, MA.

For more details on this job or to apply simply visit CyberCoders:

<http://www.CyberCoders.com/gc.aspx?posId=BA-1137063&ad=CSBrendan.Andersen>

Not a fit for this job? Search all of our open jobs:

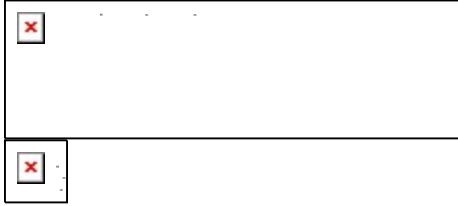
<http://www.CyberCoders.com/ga.aspx?ad=CSBrendan.Andersen&sterm=>

You can use the link below at any time if you would like us to hold off on emails to you about new opportunities.

Thank you,
Brendan

Brendan Andersen | Director of Recruiting | CyberCoders

Follow Us:    | [View My Bio and Open Jobs](#)



CyberCoders National Headquarters
6591 Irvine Center Drive, Suite 200
Irvine, CA 92618
[email](#) | [optout](#)

If you are a Program Manager with management consulting experience and you're looking to take the next step in your career, both professionally and income wise, please read on!

Top Reasons to Work with Us

1. Work for an industry leading boutique Management Consulting firm
2. Fortune 250 clientele solving complex business problems
3. Exceptional team, work culture and pay

What You Will Be Doing

You will play an integral role in leading multiple client engagements to ensure project objectives are successfully achieved. You will provides overall direction to the project teams and manages the client relationships employing our proprietary methodology.

Responsibilities include:

- Providing business-focused program and project management and consulting expertise on client engagements
- Advising client executives as they lead their organization through significant change initiatives
- Project managing client engagements, including managing diverse streams of work and project teams
- Conducting research, analysis, financial modeling, and project oversight for client engagements
- Developing and delivering presentations and extremely high quality client deliverables
- Managing client relationships
- Identifying and securing new business opportunities and renewing existing client engagements

What You Need for this Position

- Minimum of 8 years professional experience
- Management consulting experience strongly preferred
- MBA, advanced management degree, or equivalent experience
- Proficient at developing and articulating logical solutions to business challenges
- Demonstrated understanding of and commitment to our core industries
- Strong analytical skills
- Excellent public speaking and meeting facilitation skills
- Ability to build strong, trusting relationships with clients
- Skilled at conducting primary and secondary research
- Collaborative and team-oriented working style
- Optimistic, energetic and passionate

What's In It for You

For your hard work you will be rewarded with a generous base salary between \$175K - 225K based on your experience, exceptional benefits and perks. In addition to a generous compensation package, you will get the opportunity to work for a top notch boutique firm, less rigid than our Big 4 counterparts, there are significant opportunities to advance professionally and personally working in our firm. So, if you are a Program Manager with management consulting experience and you're looking to take the next step in your career, both professionally and income wise, please apply today!

JobID: BA-1137063





WinnettOrganics

January 30, 2014

Mr. Roger Dryden

Mason Morse Ranch Company

Sent by e-mail

Re: Approximately 21,529 acres located in Crook County, Oregon, including all right, title and interest in the surface, current and future mineral estate and wind estate, equipment, and livestock owned by seller.

Dear Mr. Dryden:

Please accept this Letter of Intent as our sincere interest to purchase the above referenced property. This letter sets forth the interest of Winnett Perico, Inc. in the acquisition of the property subject to the following terms and conditions:

Buyer: Winnett Perico, Inc.

Purchase Price: \$21,000,000.00, to be paid as \$15,000,000.00 cash and a Promissory Note on March 31, 2014, with the Promissory Note for \$6,000,000.00 due on March 31, 2017 and bearing interest at the rate of 5%, with interest payable semi-annually.

Terms: The sale will be structured as an installment sale so that capital gains taxes will only be due on the portion of proceeds received. The Note will be secured by the property. The Note will be subordinated to the Buyer's institutional lender(s).

Winnett Perico, Inc. will escrow this arrangement at 3% of the total purchase price of the property as soon as its Buyer's inspection is completed. This offer becomes binding as of escrow funds being received. This offer is subject to Buyer obtaining adequate financing in the approximate amount of \$10,400,000, in its sole discretion.

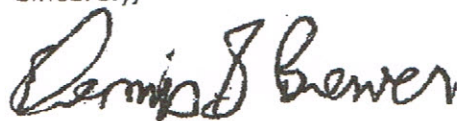
Until a valid Oregon contract with earnest money deposit is executed by Seller and Buyer, Seller may negotiate with any other party for the sale of the property or any part thereof and may terminate this letter of intent if negotiations between Seller and a third party result in a contract or negotiations acceptable to Seller indicating that a contract will be executed. Any third party may also negotiate with Seller for the purchase of the property without such negotiations constituting an infringement upon the contract rights of Buyer.

Buyer accepts property in as is condition; all equipment and facilities will be left in a satisfactory and maintained condition. Buyer will be allowed to inspect facilities, livestock, equipment, and wells at buyer's expense. Seller will cooperate in transferring public lands leases to Buyer.

Title Company: AmeriTitle, Prineville, Oregon

If not signed by Seller, this Letter of Intent shall expire in seven (7) days.

Sincerely,

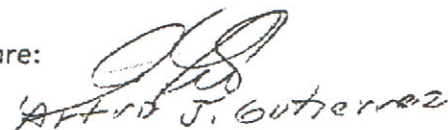


Dennis
Brewer
CEO
Winnett
Perico, Inc.

Agreed as
written:

Seller Name: *GUTIERREZ CATTLE COMPANY INC*

Authorized Signature:



Title:

President

Date:

1/30/14

1/30/14

To: Rue Balcomb

Mason and Moise

From Arthur Gutierrez

Please forward to Roger.

Thanks

AG,

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Thursday, February 6, 2014 9:39 PM
To: Larry Hurwitz
Subject: RE: \$25MM Collateralized Loan

Thanks, Larry.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

Subject: Re: \$25MM Collateralized Loan
From: [REDACTED]
Date: Thu, 6 Feb 2014 18:33:34 -0800
To: [REDACTED]

Yes

Lawrence Hurwitz
[REDACTED]
www.LawrenceFinancial.com
Sent from my iPhone

On Feb 6, 2014, at 6:26 PM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Larry - can I tell my investors you believe this is a doable package?

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

Date: Thu, 6 Feb 2014 18:20:42 -0800
From: [REDACTED]
Subject: Re: \$25MM Collateralized Loan
To: [dennis](#) [REDACTED]
CC: [REDACTED]

Great--let us know

Lawrence Hurwitz

[REDACTED]

www.LawrenceFinancial.com

From: Dennis Brewer <[dennis](#) [REDACTED]>
To: Larry Hurwitz <[REDACTED]>
Sent: Thursday, February 6, 2014 6:00 PM
Subject: \$25MM Collateralized Loan

Larry - We are looking for a \$25 million loan to be backed by a \$17.2 million ranch, \$3.4 million of cattle and \$8.8 million of agricultural equipment, all domiciled in central Oregon. The loan can have staggered maturities depending by collateral type, if desired. A Business Plan and proforma are attached. We are a one year old pre-revenue startup and will have \$10 million in private equity shortly.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Thursday, February 6, 2014 9:43 PM
To: Charles Jackson
Subject: \$25MM Loan Verbal Confirmation

I have verbal confirmation that our collateral is sufficient to secure a \$25MM loan from a well respected loan broker in Los Angeles - Lawrence Financial. This is \$2 million in excess of our needs and will cover purchase of the ranch, cattle, and all of our packing facility and farming equipment. Assumes \$10MM equity is completed, of course.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Friday, February 7, 2014 1:40 PM
To: Charles Jackson
Subject: Beyer Prudential Contact

[REDACTED]
Mitch,

Hope all is well with you. Please meet Dennis Brewer, a principal in Winnett Organics. They are buying a 22,000 acre deeded cattle ranch in eastern Oregon, east of Prineville. Their plan is to convert this property into an organic farm growing a number of products. I think the financing request is better suited for your group as we would only underwrite as a 2,200 cow cattle ranch.

Dennis, Mitch supervises the Prudential Capital Group office in San Francisco. If they have an interest he can direct you to the appropriate person.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Friday, February 7, 2014 2:12 PM
To: Charles Jackson
Subject: Prudential SF

Dennis - nice to meet you over email. Stephen Domeier (copied above) is our lead guy in Oregon and will take a look at the material and get back to you with our thoughts.

Bill - thanks for the referral and hope 2014 is off to a good start for you!

Mitch Reed
Managing Director
[Prudential Capital Group](#)
Ph: [REDACTED] | Fax: [REDACTED]
[REDACTED]

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Sunday, February 16, 2014 5:34 PM
To: William Hoyle
Subject: RE: Organic Foods Company

Okay - will do.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Organic Foods Company
Date: Sun, 16 Feb 2014 17:10:19 -0500

Dennis,
Please let me know once you talk with Charlie's Produce so that I will know how to attempt to move this forward. I would rather not approach different lenders and then later find out that Charlie's Produce will accept the unconditional language from my contract finance lender. Without the contract finance piece, I will attempt to steer this in a totally different direction with a different type of lender.
Thanks,
William

From: [REDACTED] [mailto:[REDACTED]] **On Behalf Of** Dennis Brewer
Sent: Saturday, February 15, 2014 9:51 AM
To: William Hoyle
Subject: RE: Organic Foods Company

William - It is fair to say I will not get the unconditional language we seek in the contract with Albert's Organics, so I'm going to drop that effort. I will try with Charlie's Produce, a \$450 million sales company in Seattle, but am very doubtful. In the meantime, please consider the following:

Attached please find a letter documenting \$10 million of preferred stock we intend to issue for our equity. The issuance of this stock is subject to your lender's approval of this issuance as the equity supporting \$27.1 million in loans in favor of Winnett Perico, Inc. (our legal entity). Loan(s) to be backed by a \$20.2 million ranch, \$3.4

million of cattle and \$9 million of agricultural equipment, all domiciled in central Oregon. The loan(s) can have staggered maturities by collateral type, if desired. An updated proforma is also attached. Let me know if you think this is worth the effort to pursue. Thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Organic Foods Company
Date: Wed, 12 Feb 2014 16:55:27 -0500

If there is language they can suggest, it may be helpful to see if I can get it worked into the contract. I'm assuming proceeds must be assignable, not contract performance, correct? The sub is a billion dollar or so business in it's own right so I'll have to see if they can realistically get the parent to guarantee in writing.

We're having the same storm I think - I'm in NJ.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Organic Foods Company
Date: Wed, 12 Feb 2014 16:50:22 -0500

Dennis,

If you are still negotiating the contract, then it is vital the contract is unconditionally guaranteed by the listed company and it must be assignable. I might be able to get some direct input from the lender regarding the language or we can work with them afterwards if you think it best. In the end, certain items in the contract must be acceptable to the lender in order for this to work.

I am heading home – big storm here. I will check my emails from home. I am not sure if I will be able to get back to the office for a day, maybe two.

William

From: [REDACTED] [mailto:[REDACTED]] **On Behalf Of** Dennis Brewer
Sent: Wednesday, February 12, 2014 4:24 PM
To: William Hoyle
Subject: RE: Organic Foods Company

William - Okay, makes sense. We are still in negotiation so I will forward once we have completed our work. It will likely be a week or ten days before we are concluded as larger organizations have a protocol for significant contracts, as I'm sure you already know.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

From: [REDACTED]
To: [dennis](#) [REDACTED]
Subject: RE: Organic Foods Company
Date: Wed, 12 Feb 2014 16:16:36 -0500
Dennis,
Getting this deal financed centers around the Contract. I need a copy of it to determine if it contains acceptable language. Please send a copy for my review. If it has merit, I will discuss it with one of my lenders, in particular. This is a key hurdle. "Taking a serious look" is all that I can offer for now.
Thanks,
William Hoyle
Principal
Phone: [REDACTED]
Fax: [REDACTED]
Email [REDACTED]
Website <http://www.williamhoylefinancial.com/>



CONFIDENTIALITY

This email is confidential and intended solely and exclusively for the individual identified above. If the recipient of this email is not the identified above, please immediately notify the sender by telephone and delete this email; please do not read, copy, distribute, or disseminate this email.

From: [REDACTED] [mailto:[REDACTED]] **On Behalf Of** Dennis Brewer
Sent: Tuesday, February 11, 2014 8:35 PM
To: William Hoyle
Subject: RE: Organic Foods Company

William - Nice to speak with you today. Here is a list of our collateral available to support a \$27.1 million loan:
Cattle \$3.4 MM
Ranch \$17.2 MM, subject to a covenant on equity of \$10.4MM max borrowing
Equipment - farming and packing \$9.1MM
Contract - appx. \$30MM face value at maximum negotiated value

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

From: [REDACTED]
To: [dennis](#) [REDACTED]
Subject: RE: Organic Foods Company
Date: Tue, 11 Feb 2014 12:48:28 -0500
Dennis,

Thank you for your inquiry! My name is William Hoyle; I am the owner of William Hoyle Financial, LLC as well as the principal of a CPA firm with more than 25 years of experience. As a practicing CPA, I see limitations placed on small business formation and growth due to strict requirements imposed by traditional lenders.

Through William Hoyle Financial and in conjunction with our relationship to numerous Lenders, we provide innovative funding solutions. We do not lend money; rather we provide a service for businesses such as yours. When the Bank says "NO" or you are just looking for a better deal, we have an easy hassle-free way to help. By taking the information that you provide to us, we attempt to locate a willing lender and get you funded. Through our lending partners, we have access to a large portfolio of financial products.

I would like to speak with you; I will phone you between 2:30 and 3:30 today.

William
|Unsecured Business Lines of Credit

|Contract Finance

|Commercial Real Estate Financing

|Structured Settlement and Annuity Financing

|Purchase Order and Trade Finance

!Merchant Cash Advance
!Project Financing
!Franchise Financing
!Private Equity/Joint Venture
!Mergers & Business Acquisitions
!Bridge & Hard Money Loans
!Health Care & Medical Financing
!Accounts Receivable Financing
!Equipment Leasing
!SBA Loan Program
!Energy & Commodity Finance
!Sale-Leaseback
!Construction Financing
!Business Acquisition
!Annuity Financing
!Inventory Financing
!Distressed Note Acquisitions

William D. Hoyle

Principal

Phone:

Fax:

Email william@williamhoylefinancial.com

Website <http://www.williamhoylefinancial.com/>

Dennis Brewer
WinnettOrganics



www.winnettorganics.com

Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Tuesday, February 18, 2014 12:58 PM
To: Adele Gemignani; Byron Fitzsimmons
Subject: Rebate Program

Adele, Byron - Now that we've both agreed to free freight to Vernon for full truckloads (worth about \$1600 per truckload), WinnettOrganics would like to save you another million dollars on root vegetables and other cool season vegetables this season. If you'll commit to an \$18 million program this season at market prices, we'll rebate \$1 million to Albert's Organics in November 2014. (And, you will have saved a million on freight, too.)

This rebate opportunity would include all of our root vegetables - carrots, red beets, potatoes - russet, red, white or gold, in the pack sizes of your choosing. We'll have approximately \$11.6 million of potatoes, \$10.5 million of carrots, and about \$11.8 million of beets, and other cold hardy vegetables - broccoli, brussel sprouts, cabbage and winter squash - available.

A simple, straightforward program, a winner for both parties.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Tuesday, February 18, 2014 10:21 AM
To: Charles Jackson
Subject: RE: ALBERT ORGANICS

I've been working with Albert's on a full truckload free freight program - they have accepted that. Next step is a million dollar rebate on 18 million in vegetable purchases during the season. They'll pay on time but not in advance.

Have not been able to reach Charlie's contact yet to offer similar program to them.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

Date: Tue, 18 Feb 2014 10:16:58 -0500
Subject: ALBERT ORGANICS
From: [REDACTED]
To: [REDACTED]

Dennis,
Has there ever been any thought or discussion about a proposal to
Alberts Organics and some of the other root vegetable venders you have talk to about a joint-venture. In other
words we give them a special price on purchases in exchange for cash subsidies to help us reduce our debt
position. Just thinking out loud.
Thanks,
Charles

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, February 19, 2014 4:28 PM
To: Charles Jackson
Subject: RE: French Connection Status

Charles - I'm working on a phone number. BTW, Ray and I are getting together next Wednesday here in Ramsey.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

Date: Wed, 19 Feb 2014 15:59:53 -0500
Subject: Re: French Connection Status
From: [REDACTED]
To: [REDACTED]

Dennis,
Do you have a good phone number for him.
Thanks,
Charles

On Wed, Feb 19, 2014 at 3:27 PM, Dennis Brewer <[dennis@\[REDACTED\]](mailto:dennis@[REDACTED])> wrote:

So, check him out. See what he is offering - a simple telephone conversation -and we'll go from there.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com

Date: Wed, 19 Feb 2014 15:20:22 -0500

Subject: Re: French Connection Status

From: [REDACTED]

To: [dennis](#) [REDACTED]

Dennis,

I don't have a clue who this guy represents. I expect a call from him to so I can interrogate him professionally. This ain't about me, it's whether he is a scam artist hiding behind these so called TRADING PROGRAMS. Dennis, if you mess with these trading programs, trust me the FBI will show up at your door.

Thanks,

Charles

On Wed, Feb 19, 2014 at 2:01 PM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Charles - this just arrived. What is status?

Dear Dennis,

Good day. I am still waiting to read from Mr. Charles Jackson regarding our previous discussion. I hope to hear from you or him at your earliest convenience.

Regards,

Kelvin

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

Organic Supply Chain Specialists

||

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, February 19, 2014 4:28 PM
To: Charles Jackson
Subject: RE: French Connection Status

Charles - I'm working on a phone number. BTW, Ray and I are getting together next Wednesday here in Ramsey.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

Date: Wed, 19 Feb 2014 15:59:53 -0500
Subject: Re: French Connection Status
From: [REDACTED]
To: [REDACTED]

Dennis,
Do you have a good phone number for him.
Thanks,
Charles

On Wed, Feb 19, 2014 at 3:27 PM, Dennis Brewer <[dennis@\[REDACTED\]](mailto:dennis@[REDACTED])> wrote:

So, check him out. See what he is offering - a simple telephone conversation -and we'll go from there.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com

Date: Wed, 19 Feb 2014 15:20:22 -0500

Subject: Re: French Connection Status

From: [REDACTED]

To: [dennis](#) [REDACTED]

Dennis,

I don't have a clue who this guy represents. I expect a call from him to so I can interrogate him professionally. This ain't about me, it's whether he is a scam artist hiding behind these so called TRADING PROGRAMS. Dennis, if you mess with these trading programs, trust me the FBI will show up at your door.

Thanks,

Charles

On Wed, Feb 19, 2014 at 2:01 PM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Charles - this just arrived. What is status?

Dear Dennis,

Good day. I am still waiting to read from Mr. Charles Jackson regarding our previous discussion. I hope to hear from you or him at your earliest convenience.

Regards,

Kelvin

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

Organic Supply Chain Specialists

11

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, February 19, 2014 4:02 PM
To: Kelvin Mbazock
Subject: RE: WinnettOrganics

Kelvin - Charles would like to speak with you so I need your phone number. Thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

To: [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Wed, 19 Feb 2014 14:05:06 -0500

Dear Dennis,

That sounds great. I wait to hear from you.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[REDACTED]>
To: Kelvin Mbazock <[REDACTED]>
Sent: Wed, Feb 19, 2014 8:02 pm
Subject: RE: WinnettOrganics

Kelvin - I'm checking with Charles on status. One of us will get back to you shortly. Thanks for the heads up.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Wed, 19 Feb 2014 13:57:54 -0500

Dear Dennis,

Good day. I am still waiting to read from Mr. Charles Jackson regarding our previous discussion. I hope to hear from you or him at your earliest convenience.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[dennis](#) [REDACTED]>
To: Kelvin Mbazock <[REDACTED]>
Cc: Charles Jackson <[REDACTED]>
Sent: Mon, Feb 17, 2014 7:19 pm
Subject: RE: WinnettOrganics



Kelvin - By this e-mail, I am requesting you to work with Charles Jackson, Winnett Perico, Inc's investment banker to perform our due diligence on your organization. I will seek the Power of Attorney once we are satisfied with your bona

fides. Thanks for your cooperation with Mr. Jackson.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Mon, 17 Feb 2014 12:53:47 -0500

Dear Dennis,

Thanks for your speedy response. We will need the letter of authorization (Power of Attorney) and scanned copies of your ID and that of the Investment Banker.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[dennis](#) [REDACTED]>
To: Kelvin Mbazock <[REDACTED]>
Cc: Charles Jackson <[REDACTED]>
Sent: Mon, Feb 17, 2014 6:48 pm
Subject: RE: WinnettOrganics

Kelvin - Here are the Business Plan and proforma.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Mon, 17 Feb 2014 12:43:44 -0500

Dear Dennis,

Nice reading from you again. The content of your mail is well understood. It will be a good idea for your Investment Banker to make it here since it's not possible for you to make it. That said, we will need an in-depth and detailed business plan from you and also a letter of attorney from you authorizing your Investment Banker to be your personal

representative. Do that and get back to me at your earliest convenience.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <dennis@winnettorganics.com>
To: Kelvin Mbazock <[REDACTED]>
Cc: Charles Jackson <[REDACTED]>
Sent: Mon, Feb 17, 2014 2:20 pm
Subject: RE: WinnettOrganics

Kelvin - Regrettably, my international passport has expired and it will take some time to get a new one. By this e-mail, I'm introducing my investment banker, Charles Jackson, who would be able to make the presentation you seek and is familiar with international investing due to his many years with Merrill Lynch.

As for the heavy debt load, we are currently in the process of converting some of that potential debt into \$10 million of preferred stock to reduce the overall debt load. We have strong liquidity except for a seasonal demand for working capital - but are paid by our customers in 10 days.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

To: dennis@winnettorganics.com [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Mon, 17 Feb 2014 06:29:52 -0500

Dear Dennis,

Our best regards and apologies for this delay in communication. We are very much interested in your project. We do very much invest in futuristic projects as Eco tourism, Solar energy and find your project in line with our ideology in the food consuming sector.

We normally do investments in emerging markets as the tax breaks are more advantageous for the future, even though we have more than 400 millions euros available from our investors, partners and Royal funds. Your project really falls at a good time as we are planning a 120 million euro investment within the next six years on the African continent in the agricultural sector. We could boast it up with your project as well.

The reason for the delay was as a result of us trying to set up a suitable appointment date for all parties to enable us have a project presentation from you and get all the answers from the investors answered. But the major question or worry we have is the non availability of any liquidity in your project but a heavy outstanding debt profile.

Secondly, we have to explain and make you understand the European Union laws and legislation in relation to such investment procedures. It is not very complex as compared to the US thus we have to make you understand the mode of operation of our financial injection plan.

Can you fly over to Brussels-Belgium or Paris-France so that we can conclude on this? I patiently wait to read from you at your earliest convenience

Best regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[dennis](#)>

To: Kelvin Mbazock <>

Sent: Sat, Feb 15, 2014 7:02 pm

Subject: RE: WinnettOrganics

Kelvin - Just checking to see if you are still interested in this opportunity.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[www.winnettorganics.com](#)

Organic Supply Chain Specialists

From: [dennis](#)

To:

Subject: RE: WinnettOrganics

Date: Wed, 5 Feb 2014 13:38:31 -0500

Kelvin - Thanks for your very positive e-mail. You can reach me at the phone number below. I am located in the Eastern Time Zone of the U.S. and generally available from 9:00 A.M. to 7:00 P.M. on week days. I will be out of the office tomorrow from 1 P.M. to 4 P.M. I look forward to your call.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[www.winnettorganics.com](#)

Organic Supply Chain Specialists

To: [dennis](#)

Subject: Re: WinnettOrganics

From:

Date: Wed, 5 Feb 2014 13:32:43 -0500

Dear Dennis,

Good day. After a careful study of the business plan you presented, the statistics and analysis of your project and business plan looks very enticing and after consultation and presentation of the plan to our partners, I will like to inform you that we are very interested in being part of the project. The \$10,000,000 is not a problem because our previous investments in other projects are within the range of € 7,500,000 - €12,000,000. We have been involved in Eco-Tourism of late and we will like to try this experience and if it works out well, then in the nearest future we will like to carry

it out on the African continent since Africa seems to have a lot of food crisis though with enough vast land available.

That said, I will very much appreciate if you can throw more light on this and if possible we can talk directly on phone. Confirm your direct telephone contacts. I patiently wait to read from you again at your earliest convenience. Have a splendid day.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <dennis@winnettorganics.com>

To: kelvin.mbazock <[REDACTED]>

Sent: Fri, Jan 31, 2014 6:07 pm

Subject: WinnettOrganics

Kelvin - We have not completed our equity funding as yet. We have \$6 million in subordinated debt, \$12 million in bank debt, and a \$5 million lease line in place but are still looking for \$10 million in equity. The Business Plan and proforma are attached.

Regards, Dennis

Dennis Brewer
WinnettOrganics

www.winnettorganics.com

Organic Supply Chain Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Wednesday, February 19, 2014 3:40 PM
To: Ray Sullivan
Subject: RE: Introduction

Ray - To keep my carbon footprint light, I have avoided owning a car since 2005. So, I'd be happy to meet you here in Ramsey. I'd suggest a spot in our charming downtown but winter road construction (whose idea was that) makes it difficult to get there if you are not very familiar with the area. So, we could meet at a place that's easy to find - the local Wendy's is right on Route 17 at the Spring Street exit. Let me know a date and time that works for you. I'll meet you there and we can go elsewhere if you prefer.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

Date: Wed, 19 Feb 2014 15:32:58 -0500
Subject: Introduction
From: [REDACTED]
To: [REDACTED]

Dennis,

I know that Charles Jackson has connected the two of us informally, and has recommended me to you. Charles seems to believe that financing is moving in the right direction.

If you are in New Jersey, I am suggesting that we meet sometime soon, at a convenient date and time, to get to know each other a little better. I can drive up to Ramsey; or, if we can meet somewhere to the west, that would work well for me. I usually try to avoid the NJ Turnpike.

Let me know if this would work for you.

Best regards,

Ray

Raymond F. Sullivan

Law Offices of Raymond F. Sullivan
10440 Little Patuxent Parkway
Suite 900
Columbia, MD 21044

[REDACTED] (Tel)


[REDACTED] (Fax)

The information contained herein is confidential and is intended solely for the addressee(s) and protected from disclosure. If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to this message and deleting it from your computer.

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Thursday, February 20, 2014 3:13 PM
To: Kelvin Mbazock
Cc: Charles Jackson
Subject: RE: WinnettOrganics

Kelvin - Please have Dr. Benson call into our conference call on Friday at 2PM Brussels time (8AM Eastern time) so we can begin a conversation. Let me know whether this is possible or if some later time in the day will work for him. Thank you very much.

Conference Dial-in Number: (712) [REDACTED] begin_of_the_skype_highlighting  (712) 432-1500 FREE end_of_the_skype_highlighting
Participant Access Code: 792748#

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

To: [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Thu, 20 Feb 2014 08:48:42 -0500

Dear Dennis,

Sorry for the late response. He can get to Dr. Greg Benson the fund manager on +32485444016. We wait to hear from him soonest.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[REDACTED]>

To: Kelvin Mbazock <[REDACTED]>
Sent: Wed, Feb 19, 2014 10:01 pm
Subject: RE: WinnettOrganics

Kelvin - Charles would like to speak with you so I need your phone number. Thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Wed, 19 Feb 2014 14:05:06 -0500

Dear Dennis,

That sounds great. I wait to hear from you.

Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[dennis](#) [REDACTED]>
To: Kelvin Mbazock <[REDACTED]>
Sent: Wed, Feb 19, 2014 8:02 pm
Subject: RE: WinnettOrganics

Kelvin - I'm checking with Charles on status. One of us will get back to you shortly. Thanks for the heads up.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Wed, 19 Feb 2014 13:57:54 -0500

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Kelvin

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From: Dennis Brewer <dennis@winnettorganics.com>

To: Kelvin Mbazock <[REDACTED]>

Cc: Charles Jackson <[REDACTED]>

Sent: Mon, Feb 17, 2014 7:19 pm

Subject: RE: WinnettOrganics



Kelvin - By this e-mail, I am requesting you to work with Charles Jackson, Winnett Perico, Inc's investment banker to perform our due diligence on your organization. I will seek the Power of Attorney once we are satisfied with your bona fides. Thanks for your cooperation with Mr. Jackson.

Regards, Dennis

Dennis Brewer
WinnettOrganics

www.winnettorganics.com

Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Mon, 17 Feb 2014 12:53:47 -0500

Dear Dennis,

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To: Kelvin Mbazock <[REDACTED]>
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Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Mon, 17 Feb 2014 12:43:44 -0500

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Kelvin

-----Original Message-----

From: Dennis Brewer <[dennis](#) [REDACTED]>
To: Kelvin Mbazock <[REDACTED]>
Cc: Charles Jackson <[REDACTED]>
Sent: Mon, Feb 17, 2014 2:20 pm
Subject: RE: WinnettOrganics

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WinnettOrganics

www.winnettorganics.com
Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
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From: Dennis Brewer <[dennis](#)>
To: Kelvin Mbazock <[REDACTED]>
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Regards, Dennis

Dennis Brewer
WinnettOrganics

www.winnettorganics.com

Organic Supply Chain Specialists

From: [dennis](#) [REDACTED]
To: [REDACTED]
Subject: RE: WinnettOrganics
Date: Wed, 5 Feb 2014 13:38:31 -0500

Kelvin - Thanks for your very positive e-mail. You can reach me at the phone number below. I am located in the Eastern Time Zone of the U.S. and generally available from 9:00 A.M. to 7:00 P.M. on week days. I will be out of the office tomorrow from 1 P.M. to 4 P.M. I look forward to your call.

Regards, Dennis

Dennis Brewer
WinnettOrganics

www.winnettorganics.com

Organic Supply Chain Specialists

To: [dennis](#) [REDACTED]
Subject: Re: WinnettOrganics
From: [REDACTED]
Date: Wed, 5 Feb 2014 13:32:43 -0500

Dear Dennis,

Good day. After a careful study of the business plan you presented, the statistics and analysis of your project and business plan looks very enticing and after consultation and presentation of the plan to our partners, I will like to inform you that we are very interested in being part of the project. The \$10,000,000 is not a problem because our previous investments in other projects are within the range of € 7,500,000 - €12,000,000. We have been involved in Eco-Tourism of late and we will like to try this experience and if it works out well, then in the nearest future we will like to carry it out on the African continent since Africa seems to have a lot of food crisis though with enough vast land available.

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Regards,

Kelvin

-----Original Message-----

From: Dennis Brewer <[dennis](#)> [REDACTED]

To: kelvin.mbazock <[REDACTED]>
Sent: Fri, Jan 31, 2014 6:07 pm
Subject: WinnettOrganics

Kelvin - We have not completed our equity funding as yet. We have \$6 million in subordinated debt, \$12 million in bank debt, and a \$5 million lease line in place but are still looking for \$10 million in equity. The Business Plan and proforma are attached.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com
Organic Supply Chain Specialists

FIRST AMENDMENT TO CORPORATE JOINT VENTURE AGREEMENT

The table in Article V. Participation Section 5.1 is hereby amended as follows:

	Common Stock	Percentage
Prince Zayid Mohammed	3,636,364	49.57%
Dennis Brewer	2,700,000	36.80%
Restricted Stock	<u>1,000,000</u>	<u>13.63%</u>
	7,336,364	100.00%
Preferred Stock, convertible to up to 500,000 shares of common stock	Up to 5,000,000 Preferred Shares	

The creation of a class, or classes, of up to five million shares of Preferred Stock, with terms to be established by the Board of Directors, is hereby authorized.

The issuance of up to one million shares of Restricted Stock according to the Restricted Stock Plan of 2014, to be approved by the Board of Directors, is hereby authorized.

So agreed and executed this ____ day of February, 2014.

Prince Zayid Mohammed
Plot 68,Road 5, Post Office Box 144
King Abdul Aziz Park, Riyadh,
KINGDOM OF SAUDI ARABIA
Mobile: +966599875737
Email: [REDACTED]

Dennis Brewer
1635 Foxtrail Drive
Loveland, Colorado 80538
[REDACTED]
[REDACTED]



FINDER & FINANCIAL AGREEMENT

Page 1 of 5 Initial

This Finder & Financial Agreement is made and entered into this 21st day of February, 2014, by and between Winnett Perico, Inc. whose address is 1635 Foxtail Drive, Loveland, CO (the "Issuer"), and William Hoyle Financial, LLC whose address is 7400 Beaufont Springs Drive, Suite 300, Richmond, VA (the "Finder"), hereinafter collectively referred to as the "Parties."

1. THE AGREEMENT

1.1 Issuer is to be part of any loan, equity investment, lease, asset based line of credit, credit facility, debt restructure or payoff, joint venture, merger or acquisition, strategic alliance, or real estate/asset sale, (the "Transaction"). The Transaction shall be on terms and conditions satisfactory to Issuer. As a result of the introduction made through Finder to an Investor (either a single investor, several investors, institutions, banks, advisory firms, venture capitalist or fund managers referred to herein as "Investor") or any related entity under Investors control, should all or any part of the Transaction be placed with investors, issuer shall owe Finder the fees described herein. Should Issuer close on any introduced transactions under this Agreement, that in itself shall serve as proof that the Transaction met the terms and conditions that were satisfactory to Issuer.

1.2 It is acknowledged by Issuer that: Finder has acted solely as a finder and not in any other capacity. Finder has not advised Issuer in any manner regarding the merits of this or any other financing arrangement; Issuer has consulted its own counsel on all aspects of this Transaction and has done its own due diligence to its satisfactions; Finder has not made any representations to Issuer to induce it into this Agreement.

1.3 Issuer shall be under no obligation to pay Finder where the introduced source has offered to purchase all or part of the Transaction unless accepted by Issuer. For purposes of this Agreement, the total amount due Finder shall be due and payable on the date of the closing. Issuer shall be under no obligation to consummate any such Transaction, except upon such terms as shall be acceptable to Issuer in its sole discretion.

FINDER & FINANCIAL AGREEMENT

Page 2 of 5 Initial



1.4 The undersigned parties hereby irrevocably agree not to circumvent, avoid, bypass or obviate each other, directly or indirectly, to avoid payment of fees or commissions in any transaction with any institution, fund, corporation, partnership or individuals, revealed by either party, to the other (excluding those previously known to the other party defined with aged documentation), in conjunction with any Transaction (including the purchase and sale of any real estate or asset) or currency exchange, or any loans, or collateral, or funding(s), or addition, renewal, extension, rollover, renewal, amendment, renegotiation, new contracts, parallel contract, agreements, or third party assignments thereof. The Issuer agrees and covenants that he or she will not directly, or indirectly, or in conjunction with any other person, company, partnership or corporation, apply to the investors to whom Finder has submitted a loan application, except through Finder, for a period of 36 months, otherwise the Issuer shall be liable to Finder for the Fee described in [2.1] of this agreement whether or not Issuer receives capital from any introduced investors from Finder.

1.5 This Agreement between Issuer and Finder will expire Thirty Six (36) months from the date first above at which time neither party will have any obligations towards the other party unless introduced Investors are negotiating with Issuer at expiration time or after, then this Agreement will survive until such time as the active dealings either terminated or a Transaction is closed.

2. THE FEE

The fee from Issuer for retaining Finder to introduce various financial and investment sources will be a fee of \$-0- due upon the signing of this Agreement. This fee will be refunded except for administrative cost if Finder or sources do not approve a transaction with Issuer. However, if Finder or sources approve a transaction and Issuer receives a written Letter of Intent from Finder or sources and Issuer fails to honor or complete said Letter of Intent for any reason...all earnest money stated above will be considered earned income for Finder. Furthermore, if Issuer provides documents to Finder in consideration for a loan that contains false information or misrepresentation of the truth or facts, then the fee indicated above of this agreement is deemed non-refundable and earned by Finder. The fee indicated above in this agreement can not be applied to or be used towards any equity injection, down payment or financial projections required by investor.