

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, October 15, 2014 2:42 PM
To: Charles Jackson
Subject: Bank

Account Name: Dennis Brewer
Bank: Bank of America, 76 East Main Street, Ramsey, NJ 07446
Account number: 381007495308
Wire routing number: [REDACTED]
Electronic Routing Number: [REDACTED]

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Friday, October 24, 2014 8:38 PM
To: Ken VanDeGraaff
Subject: RE: Meeting

I'll be at the Squaw Peak Hilton until about 11:30 on Monday.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Meeting
Date: Fri, 24 Oct 2014 23:53:07 +0000

Dennis,

Where will you be Monday morning?

I have a meeting from 8:30 AM till about 9:45 AM but am free after that.

Ken

Kenneth Van De Graaff
Regional Vice President
Rabo AgriFinance
1910 South Stapley Ave. Suite 109
Mesa, AZ. 85204
Phone [REDACTED]
Cell: (602) [REDACTED]
Email: [REDACTED]

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

From: Dennis Brewer [dennis [REDACTED]]
Sent: Friday, October 24, 2014 04:29 PM Central Standard Time

To: Van De Graaff, K (Kenneth)

Subject: RE: Meeting

Ken - I'm also available Monday, November 3rd between 8AM and 11AM if that will work.

Regards, Dennis

Dennis Brewer

WinnettOrganics

[REDACTED]

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]

To: [REDACTED]

Subject: RE: Meeting

Date: Fri, 24 Oct 2014 21:25:39 +0000

Unfortunately I will be out of town that weekend. Perhaps another date will work.

Ken

Kenneth Van De Graaff

Regional Vice President

Rabo AgriFinance

1910 South Stapley Ave. Suite 109

Mesa, AZ. 85204

Phone [REDACTED]

Cell: (602) [REDACTED]

Email: [REDACTED]

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

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

Sent: Friday, October 24, 2014 04:12 PM Central Standard Time

To: Van De Graaff, K (Kenneth)

Subject: Meeting

Ken - I will be in Phoenix for a series of meetings on Saturday and Sunday, Nov 1st and 2nd. I have some time at either 2:00 PM or 3:30 PM on Friday October 31st to meet with you and discuss our progress and needs. Could you make it to the Squaw Peak Hilton, 7677 N 16th St, Phoenix, at either of those times? Please let me know as soon as you can so I can schedule another meeting that afternoon.

Regards, Dennis

Dennis Brewer
WinnettOrganics


www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

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[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Monday, October 27, 2014 10:36 AM
To: Charles Jackson
Subject: RE: PROMISSORY NOTE

Thanks!

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Mon, 27 Oct 2014 10:35:47 -0400
Subject: Re: PROMISSORY NOTE
From: [REDACTED]
To: [REDACTED]

Dennis,
Your wire has been sent.
Charles

On Mon, Oct 27, 2014 at 9:46 AM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Mon, 27 Oct 2014 09:39:06 -0400

Subject: PROMISSORY NOTE

From: [REDACTED]

To: [Dennis](#) [REDACTED]

Here it is.

Charles

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Monday, October 27, 2014 1:39 PM
To: Ken VanDeGraaff
Subject: RE: Meeting

Great. I'll see you next Monday morning.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Meeting
Date: Mon, 27 Oct 2014 17:27:27 +0000

I look forward to it

Ken

Kenneth Van De Graaff
Regional Vice President
Rabo AgriFinance
1910 South Stapley Ave. Suite 109
Mesa, AZ. 85204
Phone [REDACTED]
Cell: (602) [REDACTED]
Email: [REDACTED]

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

From: Dennis Brewer [[dennis](#)] [REDACTED]
Sent: Monday, October 27, 2014 12:06 PM Central Standard Time

To: Van De Graaff, K (Kenneth)

Subject: RE: Meeting

Ken - Current Business Plan attached. I am awaiting confirmation on \$35 million equity raise this week. Hopefully, we'll be able to get together next Monday morning.

Regards, Dennis

Dennis Brewer

WinnettOrganics

[REDACTED]

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]

To: [REDACTED]

Subject: RE: Meeting

Date: Fri, 24 Oct 2014 20:37:50 -0400

I'll be at the Squaw Peak Hilton until about 11:30 on Monday.

Regards, Dennis

Dennis Brewer

WinnettOrganics

[REDACTED]

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]

To: [REDACTED]

Subject: RE: Meeting

Date: Fri, 24 Oct 2014 23:53:07 +0000

Dennis,

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Kenneth Van De Graaff
Regional Vice President
Rabo AgriFinance
1910 South Stapley Ave. Suite 109
Mesa, AZ. 85204
Phone [REDACTED]
Cell: (602) [REDACTED]
Email: [REDACTED]

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

From: Dennis Brewer [[dennis](#)] [REDACTED]
Sent: Friday, October 24, 2014 04:29 PM Central Standard Time
To: Van De Graaff, K (Kenneth)
Subject: RE: Meeting

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Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Meeting
Date: Fri, 24 Oct 2014 21:25:39 +0000

Unfortunately I will be out of town that weekend. Perhaps another date will work.

Ken

Kenneth Van De Graaff

Regional Vice President
Rabo AgriFinance
1910 South Stapley Ave. Suite 109
Mesa, AZ. 85204
Phone [REDACTED]
Cell: (602) [REDACTED]
Email: [REDACTED]

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From: Dennis Brewer [[dennis](#)] [REDACTED]
Sent: Friday, October 24, 2014 04:12 PM Central Standard Time
To: Van De Graaff, K (Kenneth)
Subject: Meeting

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Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

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[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Monday, October 27, 2014 7:08 PM
To: [REDACTED]
Subject: Business Plan
Attachments: WinnettOrganics 65M 2020 Salaries Cochise County Proforma 141019.xlsx; WO 65M Seed Cochise Business Summary 141019.pdf; WO 65M Seed Cochise County Business Plan 141019.pdf

Dave - Nice to speak with you. See you Friday at 2PM

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Monday, November 3, 2014 10:23 AM
To: Jay Carter
Subject: RE: Meeting Follow-up

Thanks again for spending part of Sunday morning with us. It was a good session. I'll be in touch shortly.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
Date: Sun, 2 Nov 2014 15:31:53 -0700
Subject: Meeting Follow-up
To: [REDACTED]
CC: [REDACTED]

It was a pleasure meeting you today. Dave and I look forward to working with you and your team. As promised, I have attached the PowerPoint I presented along with a draft PPM.

If you have any questions after reviewing the documents, please call or email me.

Have a safe trip home.

Jay Carter
Liberty Regional Centers
[REDACTED]
Cell
Office
www.LibertyRegionalCenters.com

Jay Carter | jcarter@libertyregionalcenters.com

November 5, 2014

Mr. Dennis S. Brewer
Chief Executive Officer
Winnett Perico, Inc.
1635 Foxtrail Drive #352
Loveland, CO 80538

Dear Mr. Brewer;

LETTER OF INTENT – WINNETTORGANICS PROJECT

Thank you for the opportunity to meet your team and review your project. At Liberty Regional Centers, we strive to unite global capital with U.S. opportunities that create jobs and enhance economic development.

With the initial discussions we have had on the WinnettOrganics project it seems that your project will meet the EB-5 Foreign Investor requirements, therefore we are pleased to extend a Letter of Intent and to complete the EB-5 process once the Liberty Regional Centers Service Agreement is executed.

The following items comprise the general terms and conditions upon which Liberty West Regional Centers (hereafter referred to as LWRC) will complete the documents required by USCIS including a Private Placement Memorandum.

GENERAL TERMS

- Total capital stack must to be secured and committed prior to the EB-5 process begins.
- Location will need to meet USCIS TEA requirements.
- LWCR will facilitate an equity raise of up to Sixty Percent (60%) of total capital needs. Final raise amount to be determined by total jobs created, verified through an Economic Impact Study and Business Plan.
- The EB5 term period shall be five years (5), non-recourse with the exception of the real estate.
- WinnettOrganics, LLC will accrue a dividend at the rate of five percent (5.0 %) per annum on the Series A Preferred purchase price (the "Series A Dividend"), to be paid on a quarterly basis. Investor returns shall be held in a sinking fund until investor permanent green card is awarded.
- A business plan including direct job numbers, five-year pro forma, and feasibility study are required for the project. Project due diligence will be performed by a third party due diligence company.

Note: these terms are only general guidelines, based upon the information received at this time.

23150 N Pima Rd. Suite 2B, Scottsdale, AZ 85255

Office: 480.426.0284 | www.LibertyRegionalCenters.com

LIBERTY REGIONAL CENTERS

You will find that Liberty Regional Centers is unique in its approach to the EB-5 program. Most organizations focus on only one facet of EB-5. Not only do we help our Foreign Investors secure Green Cards, but we create a safe environment through our extensive due diligence process. We are careful to evaluate each project's job creation and financials, helping to insure that the project will deliver the jobs needed for a successful 1-829 application.

Because we certify each project foreign agents and brokers gladly accept our project. LWRC has developed an extensive group of agents in China, India, Korea and other major countries able to bring foreign investors to EB-5 program. We have also launched website portal focused on potential investors within the U.S. LibertyLINKusa.com is focused on attracting F-1 or student visas currently being educated at our universities.

EB-5 PROGRAM

Congress created the fifth employment-based preference EB-5 in 1990 as part of a general overhaul of the legal immigration system. INA § 203(b)(5), 8 U.S.C. § 1153(b)(5). Ten thousand visas are available to investors each year in this green card category. To qualify, a foreign investor must establish a new commercial enterprise in which he or she must normally invest at least \$1 million. If the investment is in a rural or high unemployment area, however, \$500,000 will suffice. The investment must create or save at least ten full-time jobs for U.S. citizens, permanent residents, or other immigrants authorized to work in the United States. The ten workers cannot include the investor or the investor's immediate family.

Immigrant investors who wish to participate in the EB-5 Program must invest the required minimum amount of capital (either \$500K or \$1 million) into a new commercial enterprise or troubled business in the U.S. These foreign investors must establish that the investment capital derives from a lawful source, and that the money is both fully invested and at risk in order to qualify. The immigrant investor must file a Form 1-526, Immigrant Petition for Alien Entrepreneur. If approved, the alien is granted conditional permanent residence.

Approximately 2 years later, the immigrant investor files a Form 1-829, Petition by Entrepreneur to Remove Conditions. At the time of the 1-829 adjudication, the investor must demonstrate that the investment business plan was followed, the money remained fully invested in the business, and that at least 10 full-time jobs were created for U.S. workers as a result of the investment.

We look forward to working with you on this exciting project. If you have any questions or need additional information regarding the EB5 program please contact me.

Regards,



Jay Carter
President
Liberty Regional Centers, LLC
jcarter@libertyregionalcenters.com
www.LibertyRegionalCenters.com
480-426-0281 Office
602-628-1197 Cell

23150 N Pima Rd. Suite 2B, Scottsdale, AZ 85255

Office: 480.426.0284 | www.LibertyRegionalCenters.com

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Friday, November 7, 2014 1:16 PM
To: Melinda Black
Subject: RE: Dennis Brewer

Melinda - Sure. I would be delighted to do so any time on Tuesday at [REDACTED] I am on Eastern Standard Time.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Dennis Brewer
Date: Fri, 7 Nov 2014 13:14:04 -0500

Good Afternoon Dennis,

I hope all is well. Would you be available on Tuesday to speak with Mr. Lunger in regards to your project? If so, please let me know the best time and telephone number and I will confirm via e-mail invitation.

Thank you
Melinda

From: [REDACTED] [mailto:[REDACTED]] **On Behalf Of** Dennis Brewer
Sent: Friday, November 07, 2014 12:30 PM
To: Melinda Black
Subject: RE: Dennis Brewer

Hi, Melinda - I've attached a copy of our draft letter of intent from the funder. We will have a final letter, mentioning the \$40 million figure, sometime next week.

Regards, Dennis

Dennis Brewer
WinnettOrganics

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [dennis](#) [REDACTED]
Subject: Dennis Brewer
Date: Fri, 7 Nov 2014 12:00:25 -0500
Good Morning,

Your request is in the process of being reviewed. In your initial request you mention that you have \$40 million in equity committed to the project. When you have an opportunity, can you expand on that and provide more detail?

Thank you
Melinda

United Financial Insurance Group, LLC.

Regards,

Melinda Black

Email: [REDACTED]
Phone: [REDACTED]
Direct: [REDACTED]
Fax: [REDACTED]
Web: www.UFIGTODAY.com

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***** United Financial Insurance Group, LLC. Confidential *****

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Saturday, November 8, 2014 6:21 PM
To: [REDACTED]
Subject: Gila Bend 3662 ac

Scott - What are the soil types on this property? Any idea what the cost of rehabbing the wells and bringing electric power to them would be? Do you have any photos?

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Monday, November 10, 2014 5:29 PM
To: Edwin Urrego
Subject: RE: Kennedy Funding
Attachments: WinnettOrganics LOI 11-5-14.pdf; Property Analysis 140707.xlsx; WO Liberty Cochise Business Summary 141106.pdf

Edwin - Attached please find the property analysis I mentioned as well as an overview of the company, and a letter of intent for the equity we are raising.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: Kennedy Funding
Date: Mon, 10 Nov 2014 21:55:33 +0000

Dennis,

As discussed, please email me details of your project. Thank you.

Edwin Urrego
Kennedy Funding Financial, LLC
930 Sylvan Avenue
Englewood Cliffs, New Jersey 07632
[REDACTED]
www.kennedyfunding.com
skype: edwin.urrego1

-- DISCLAIMER: KENNEDY FUNDING FINANCIAL, LLC, DBA KENNEDY FUNDING, IS A PRIVATELY-HELD CORPORATION SPECIALIZING IN COMMERCIAL REAL ESTATE LENDING MATTERS UTILIZING ITS OWN FUNDS AS WELL AS THE FUNDS OF ITS PARTICIPANTS. KENNEDY FUNDING IS NOT A SAVINGS AND LOAN OR DEPOSITORY BANK OR INSTITUTION. ANY REPRESENTATION TO THE CONTRARY MADE BY ANYONE AFFILIATED WITH KENNEDY FUNDING OR CLAIMING TO BE AFFILIATED WITH KENNEDY FUNDING SHOULD NOT BE RELIED UPON FOR ANY PURPOSE. FOR A

MORE DETAILED DESCRIPTION OF THE COMPANY, REFER TO KENNEDY FUNDING'S WEBSITE AT WWW.KENNEDYFUNDING.COM. -- NO PERSON IS AUTHORIZED TO BIND, EXECUTE OR DELIVER, ON BEHALF OF KENNEDY FUNDING, ANY COMMITMENT (WRITTEN OR OTHERWISE) TO MAKE A LOAN OR EXTEND ANY TYPE OF FINANCING TO ANY PARTY UNLESS SUCH PERSON SHALL HOLD A POSITION WITH KENNEDY FUNDING OF VICE PRESIDENT OR HIGHER. -- THIS E-MAIL MESSAGE IS FOR THE SOLE USE OF THE INTENDED RECIPIENT(S) AND MAY CONTAIN CONFIDENTIAL AND PRIVILEGED INFORMATION. ANY UNAUTHORIZED REVIEW, USE, DISCLOSURE OR DISTRIBUTION IS PROHIBITED. IF YOU ARE NOT THE INTENDED RECIPIENT, PLEASE CONTACT THE SENDER BY REPLY E-MAIL AND DESTROY ALL COPIES OF THE ORIGINAL MESSAGE.

Jay Carter | jcarter@libertyregionalcenters.com

November 12, 2014

Mr. Dennis S. Brewer
Chief Executive Officer
Winnett Perico, Inc.
1635 Foxtrail Drive #352
Loveland, CO 80538

Dear Mr. Brewer;

LETTER OF INTENT – WINNETTORGANICS \$40 MILLION PROJECT

Thank you for the opportunity to meet your team and review your project. At Liberty Regional Centers, we strive to unite global capital with U.S. opportunities that create jobs and enhance economic development.

With the initial discussions we have had on the WinnettOrganics project it seems that your project will meet the EB-5 Foreign Investor requirements, therefore we are pleased to extend a Letter of Intent and to complete the EB-5 process once the Liberty Regional Centers Service Agreement is executed.

The following items comprise the general terms and conditions upon which Liberty West Regional Centers (hereafter referred to as LWRC) will complete the documents required by USCIS including a Private Placement Memorandum.

GENERAL TERMS

- Total capital stack must to be secured and committed prior to the EB-5 process begins.
- Location will need to meet USCIS Targeted Employment Area (TEA) or Rural Area requirements.
- LRC will facilitate an equity raise of \$40 Million at \$35 per share. Final raise amount to be determined by total jobs created, verified through an Economic Impact Study and Business Plan.
- WinnettOrganics, LLC shall pay Liberty Regional Centers a five percent (5%) Management Fee per annum paid on a quarterly basis.
- A business plan including direct job numbers, five-year pro forma, and feasibility study are required for the project. Project due diligence will be performed by a third party due diligence company.

Note: these terms are only general guidelines, based upon the information received at this time.

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safe environment through our extensive due diligence process. We are careful to evaluate each project's job creation and financials, helping to insure that the project will deliver the jobs needed for a successful 1-829 application.

Because we certify each project foreign agents and brokers gladly accept our project. LWRC has developed an extensive group of agents in China, India, Korea and other major countries able to bring foreign investors to EB-5 program. We have also launched website portal focused on potential investors within the U.S. LibertyLINKusa.com is focused on attracting F-1 or student visas currently being educated at our universities.

EB-5 PROGRAM

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We look forward to working with you on this exciting project. If you have any questions or need additional information regarding the EB5 program please contact me.

Regards,



Jay Carter

President

Liberty Regional Centers, LLC

jcarter@libertyregionalcenters.com

www.LibertyRegionalCenters.com

480-426-0281 Office

602-628-1197 Cell

23150 N Pima Rd. Suite 2B, Scottsdale, AZ 85255

Office: 480.426.0284 | www.LibertyRegionalCenters.com

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Friday, November 14, 2014 3:51 PM
To: Jay Carter
Subject: Services Agreement

Jay - Before I sign the Services Agreement, I would like to have some references and a matrix showing who the service providers are, what their deliverables are, and what will be spent with each of them. Thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Thursday, December 4, 2014 12:34 PM
To: Charles Jackson
Subject: RE: Status Report

Okay, thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Thu, 4 Dec 2014 12:31:00 -0500
Subject: Re: Status Report
From: [REDACTED]
To: [REDACTED]
CC: [REDACTED]

Dennis,
Good morning. Next week while Gail and I are in Miami I will be meeting with Jack Bernstein. At this point I have nothing new to report to him. He has made it perfectly clear he will bank our project if we have raised some hard cold cash into the deal and or a definitive written agreement from a major vendor as Hain using our services. In an effort to supplement your efforts to arrange a meeting with Irwin Simon I'm going use my relationship with Jim Cramer of CNBC FINANCIAL to get to Irwin. Without a cash infusion or written agreement our project is stuck in the mud.
Charles

On Thu, Dec 4, 2014 at 7:35 AM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Investors - Three investors interested in \$1.3M seed round but no decisions yet.

Land - No changes

Bank - No changes

Packing plant - No changes

Strategic partnerships - Hain's Irwin Simon is traveling again so no meeting yet. Have been contacted by Grimmway Farms about growing for their organic brand, Cal-Organic. This could be a major opportunity for us.

Regards, Dennis

Dennis Brewer
WinnettOrganics



www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, December 10, 2014 2:46 PM
To: Charles Jackson
Cc: Ray Sullivan; John Tyler
Subject: RE: Jack Bernstein

Just hung up the phone with Randy Sais SVP Procurement for Hain. He will be carrying our message to Irwin next week. They are not likely interested in our fresh vegetable operation or in making an investment in that area but may be interested in our grains operations in Texas. They are particularly interested in spelt and blue and white corn. Nice 25 minute conversation. Randy will follow up with me after his conversation with Irwin.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Wed, 10 Dec 2014 14:13:56 -0500

Subject: Jack Bernstein

From: [REDACTED]

To: [REDACTED]

Gentleman,

Spoke to Jack prior to his trip to Israel. He will be there until mid-January. Still very interested in our project. Wants to see us raise a million or million and a half in cash. He is familiar with Hain. Would like to see a 3 to 5 year relationship SIGNED with them. After our meeting with them, he would like our team to come to Miami for a day to continue discussions. When Jack invites you to Miami he is prepared to move forward with the financings.

So Dennis it is imperative you secure a meeting with Hain.

Thanks,
Charles

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, December 10, 2014 2:46 PM
To: Charles Jackson
Cc: Ray Sullivan; John Tyler
Subject: RE: Jack Bernstein

Just hung up the phone with Randy Sais SVP Procurement for Hain. He will be carrying our message to Irwin next week. They are not likely interested in our fresh vegetable operation or in making an investment in that area but may be interested in our grains operations in Texas. They are particularly interested in spelt and blue and white corn. Nice 25 minute conversation. Randy will follow up with me after his conversation with Irwin.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Wed, 10 Dec 2014 14:13:56 -0500

Subject: Jack Bernstein

From: [REDACTED]

To: [REDACTED] [REDACTED]
[REDACTED]

Gentleman,

Spoke to Jack prior to his trip to Israel. He will be there until mid-January. Still very interested in our project. Wants to see us raise a million or million and a half in cash. He is familiar with Hain. Would like to see a 3 to 5 year relationship SIGNED with them. After our meeting with them, he would like our team to come to Miami for a day to continue discussions. When Jack invites you to Miami he is prepared to move forward with the financings.

So Dennis it is imperative you secure a meeting with Hain.

Thanks,
Charles

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Thursday, December 11, 2014 1:58 PM
To: Andrew Vusimile
Subject: RE: Contact Us: Investment Opportunity

Andrew - Please let me know when you intend to make the wire transfer. Thank you.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Contact Us: Investment Opportunity
Date: Wed, 10 Dec 2014 10:28:55 -0500

Andrew - Thanks very much for your quick response. The required banking info is as follows:

Bank Name: Bank of America
Bank Address: 76 E Main Ramsey, NJ 07446 USA
Account Name: Winnett Perico, Inc.
SWIFT Code: BOFAUS3N
Wire Routing Number: [REDACTED]
Account Number: 381040560711

Please let me know when you have made the transfer and I will confirm it back to you. Thanks very much.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Wed, 10 Dec 2014 17:11:43 +0200
Subject: Re: Contact Us: Investment Opportunity
From: [REDACTED]
To: [REDACTED]

Mr.Dennis,

Find attached subscription agreement for your perusal.

Regards,

Andrew Vusimile.

On Wed, Dec 10, 2014 at 3:56 PM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Andrew - Please execute the attached subscription agreement. I will then forward the banking details. Thank you.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Wed, 10 Dec 2014 15:08:26 +0200

Subject: Re: Contact Us: Investment Opportunity
From: [REDACTED]
To: [dennis](#) [REDACTED]

Mr.Dennis,

Find attached copies of signed partnership agreement. Kindly confirm if its alright, then send us your banking details to forward to our bankers for onward transfer of the funds to your bank account.

Looking forward to working with you.

Regards,

Andrew Vusimile.

On Tue, Dec 9, 2014 at 7:44 PM, Dennis Brewer <[dennis](#) [REDACTED]> wrote:

Andrew - Thanks for the update. I look forward to working with your client.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

Date: Tue, 9 Dec 2014 19:41:31 +0200

Subject: Re: Contact Us: Investment Opportunity

From: [REDACTED]

To: [dennis](#) [REDACTED]

Mr.Dennis,

We have been given the go ahead to sign by our lawyer,we will revert back with sign copy tomorrow.

Looking forward to a successful business relationship.

Regards,

Andrew

On Sat, Dec 6, 2014 at 2:53 PM, Andrew Vusimile <[REDACTED]> wrote:

Mr.Dennis,

Thanks for all the information,we will go through,if all is well,will revert back with a signed copy.

Regards,

Andrew

On Fri, Dec 5, 2014 at 1:01 PM, Dennis Brewer
<[dennis](#)> wrote:

Andrew - Our Shareholder Rights Agreement is attached. The equity distribution will be according to the Capital Structure tab on the pro forma spreadsheet:

**Outstanding Shares - With All
Management Shares Issued**

Investors - Seed	260,000	5.20%
Investors - A Round	400,000	8.00%
Investors - EB-5 Round	1,142,857	22.84%
Management	500,000	9.99%
D Brewer	2,700,000	53.97%
Common	5,002,857	100.00%

Your client will need to sign the attached Subscription Agreement and, later, a copy of the Shareholder Rights Agreement.

Regards, Dennis

Dennis Brewer
WinnettOrganics

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

Date: Fri, 5 Dec 2014 07:27:58 +0200
Subject: Re: Contact Us: Investment Opportunity
From: [REDACTED]
To: [dennis](#)

Mr. Dennis,

We have gone through the information about the project on the business plans and everything is okay. We wish to inform our interest to work with you as partners in order to provide the needed funds for the projects.

Send us joint venture partnership agreement with the details of the structural management of the partnership including the equity allocations of each partner.

Thanks and we look forward to hearing from you soonest.

Regards,

Andrew Vusimile

On Tue, Dec 2, 2014 at 8:34 PM, Dennis Brewer
<[dennis](#)> wrote:

We are currently seeking \$1.3 million in equity or debt with a quick close for our project. I am attaching a complete package for your review. Please let me know if this fits your investors criteria. Thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[www.winnettorganics.com](#)
*Organic Vegetable, Grain and
Beef Specialists*

From: [REDACTED]
To: [dennis](#)
Date: Tue, 2 Dec 2014 11:22:56 - 0700
Subject: Contact Us: Investment Opportunity

Dear sir,

I have a serious investor for your project, This investor was brought on

board to facilitate loans for emergency situations for clients needing to close sooner than normal.

This investor can facilitate loan requests from \$500,000 to \$60 Million within 10 days, depending on the loan/equity investment.

We would love to help you with your project if it meets our investors criteria.

Looking forward to a successful business relationship

Regards,

Andrew Vusimile

Sent from IP Address: 23.27.249.15

This message was submitted from your website contact form:

<http://www.winnettorganics.com/contact.html>

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Friday, December 12, 2014 4:59 PM
To: Greg Crossgrove
Subject: RE: Design Consultant for Produce Packing Facility

Greg - Is the 35,000 sf cooler you mentioned near Eloy currently being used or is it available?

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Tue, 9 Dec 2014 22:55:16 +0000
From: [REDACTED]
To: [REDACTED]
Subject: Design Consultant for Produce Packing Facility

Hi Mr. Brewer,

It was a pleasure talking with you and discussing your plans for the organic vegetable industry in Arizona. I feel I would be a great asset to the development of the project in Gila Bend and also Wilcox.

Feel free to contact me at any time. My contact information is below

Happy Holidays!

Greg Crossgrove
Gregory P. Crossgrove, Inc.
Agricultural & Produce Consulting Services
<http://www.crossgroveconsulting.com/>
(602) [REDACTED]
Email: [REDACTED]

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Tuesday, December 16, 2014 6:41 AM
To: [REDACTED]
Subject: Communication
Attachments: PAY ALERT.pdf

Please confirm the authenticity of the attached communication. I cannot tell if this is authentic or fraudulent as I received it through an intermediary, not directly from your bank. Our company name is Winnett Perico, Inc. Thank you very much.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists



Business Online Pay Alert

Dear Mr. Dennis Brewer,

An electronic scheduled payment has been initiated today 15/12/2014 by Mr. Mohamed Ali Bishr into your account details below:

Bank: Bank of America
Account Name: Winnett Perico, Inc.
ROUTING NUMBER: [REDACTED]
Account Number: 381040560711
SWIFT CODE: BOFAUS3N
Ref: INVESTMENT/ALI
Amount: \$1,300,000.00 USD

Regards,

The Business Online team
www.absa.co.za

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Monday, December 15, 2014 9:53 AM
To: [REDACTED]
Subject: Bridge Loan
Attachments: WinnettOrganics LOI 11-12-14.pdf; Winnett Organics NCND.pdf; WO Liberty Business Summary 141113.pdf

We are seeking a \$350,000 plus bridge loan to a \$65 million equity and debt package - see attached.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Monday, December 15, 2014 12:33 PM
To: Paul Avery
Subject: RE: Bridge Loan Request

Paul - Thanks for your interest. We are a startup, incorporated in 2012 but no revenue to date. We will have two revenue streams in 2015 - \$175,000 per month of alfalfa hay sales from April through November, and approximately \$2 million in potato revenue in September and October. Our land will be leased until the \$65 million comes in, then we will purchase it. We do not have significant other assets.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Mon, 15 Dec 2014 12:26:30 -0500
Subject: Bridge Loan Request
From: [REDACTED]
To: [REDACTED]

Hi Dennis,

Thank you for reaching out this morning. Please provide answers to the following:

- It appears as though this is a start-up venture. Please confirm/advise.
- If not, please provide 2013 and ytd Financials if available.
- If you are a start-up, do you have a real estate or other assets we can leverage?

There are a couple of different directions we can go depending on the answers above. Please feel free to call me directly at [REDACTED] or let me know a good time to reach out today.

Thanks, Paul

--
Paul Avery
Director of Small Business Lending

MultiFunding, LLC

921-A Bethlehem Pike, Suite 206

Ambler, PA 19002

p: [REDACTED]

e: [REDACTED]

www.mulfunding.com

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Tuesday, December 16, 2014 6:41 AM
To: [REDACTED]
Subject: Communication
Attachments: PAY ALERT.pdf

Please confirm the authenticity of the attached communication. I cannot tell if this is authentic or fraudulent as I received it through an intermediary, not directly from your bank. Our company name is Winnett Perico, Inc. Thank you very much.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
<[REDACTED]>
Sent: Wednesday, December 17, 2014 11:42 AM
To: Lino Belli
Subject: RE: Proposed Cooler Facility in Eloy

Thanks, Lino.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

From: [REDACTED]
To: [REDACTED]
Subject: RE: Proposed Cooler Facility in Eloy
Date: Wed, 17 Dec 2014 16:40:30 +0000

Dennis
Here are some references

Taylor Farms of California
Mark Borman
President
[REDACTED]
[REDACTED]

John "Jocko" Krbecheck
Plant Engineer
[REDACTED]
[REDACTED]

D'Arrigo Brothers of California
John D'Arrigo
President

[REDACTED]
[REDACTED]

Steve de Lorimier
V.P. Operations

[REDACTED]
[REDACTED]

Mann Packing Company and Fresh Leaf Farms

Mike Jarrard
President

[REDACTED]

Tom Mangino
V. P. Operations, Mann Packing Co

[REDACTED]
[REDACTED]

Brian Willhoite
General Manager

[REDACTED]
[REDACTED]

I will send Google Earth images of these projects under separate cover.
I will be available through the holidays if you have any questions.

Best Regards,

Lino Belli



PSMJ Resources, Inc.
2014 Circle of Excellence Award Member

[REDACTED]

From: [REDACTED] on behalf of Dennis Brewer
Sent: Thursday, December 18, 2014 7:03 AM
To: Andrew Vusimile
Subject: RE: Contact Us: Investment Opportunity

It would be impossible for us to come up with \$30,000 for travel and fees to do as you suggest. And, that leaves open the matter of why the bank could not verify to me that they sent the alleged communication regarding the transfer. This matter is closed.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]
www.winnettorganics.com
Organic Vegetable, Grain and Beef Specialists

Date: Thu, 18 Dec 2014 10:12:30 +0200
Subject: Re: Contact Us: Investment Opportunity
From: [REDACTED]
To: [REDACTED]

We had meeting this evening with the bank and they said that a cent cannot be wired out of the US\$ 1.3 Million because the fund cannot be accepted by the bank here and wired to your account in US because the fund needs to be legitimized before the bank can accept the fund for onward transfer to your account in US. The problem is that the fund was brought into South Africa from Egypt without normal banking procedure and now it is been held with a finance house here in South Africa. What you are required to do is to come down to Johannesburg and set up an account with a local bank where the fund will be lodged into for onward transfer to your companies account in US and this will only take 2 banking days to accomplish and the fund has to be legitimized before the bank here can accept the fund and all this will cost US\$ 17,500 including setting up the account and legitimizing.

However, South African Reserve Bank requested for Legitimization and Tax Certificate of the fund under your name which will clarify to South African Reserve Bank that you are the right fund beneficiary to avoid any question hence the fund is confirmed into your bank account in US,

The Legitimization and Tax Certificate will be obtained from South African Judiciary Court and endorsed by the Finance Clearing house with the sum of US\$17,000 and the account set up is US\$ 500 only before this fund will be transferred into your nominated bank account in US Via a correspondent Bank (where the account was

set up) If you don't have time to come to South Africa we can contract a broker who can do that on your behalf that is if you cannot be able to come down to Johannesburg South Africa.

I made suggestion to them, when some fees like this are encountered, the fee is made part of the transaction as a refund, that the incurred expense is made part of the closing transaction they said that a cent cannot be deducted from the US\$ 1.3 Million only when the transfer regulation is meet then the fund will be assessable and ready to be wired to your country.

That is why I asked that you fly down to south Africa and at the moment,I have paid over \$30,000USD for transfer charges and cannot help you with your travelling arrangements.

Please advice.

On Wed, Dec 17, 2014 at 10:46 PM, Dennis Brewer <[dennis](#)> wrote:

Andrew - This bigger opportunity has only come up in the last week or so. If I had known about it sooner, I would have mentioned it at the beginning. Let me know what your investor says. I will be needing a \$10,000 travel advance to come to Johannesburg as I do not currently have any money to travel on. You can send me a cashier's check via express mail to:

450 Island Road Apt. 35
Ramsey, NJ 07446 USA

Once I receive the check I will be able to afford to travel. Thanks.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[www.winnettorganics.com](#)

Organic Vegetable, Grain and Beef Specialists

Date: Wed, 17 Dec 2014 22:17:54 +0200

Subject: Re: Contact Us: Investment Opportunity

From: [REDACTED]

To: [dennis](#)

Dear Mr.Dennis,

Thanks for the information,from our side it won't be a problem considering the potential of your project.I will discuss with the Investor and let you know,it only means that we have to sign new agreement as well as increase the fund ,but we need to find a way to sort out with the

banks here...The Reserve bank which is the apex bank of South Africa demands that we legitimized the fund that was already transferred to your bank account to facilitate final remittance to your account.

Tell me,why didn't you mentioned this opportunity from the on set?

So,you need to make arrangements from your side to come down to Johannesburg.

Regards,

Andrew

On Wed, Dec 17, 2014 at 5:54 PM, Dennis Brewer <[dennis](#)> wrote:

Andrew - Also we have an unprecedented opportunity to acquire 9600 acres of farmland for only \$9.115 million. We would need to increase the size of your investment to \$5.3 million to take advantage of this and several other real estate opportunities. Please see attached for more information.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[www.winnettorganics.com](#)

Organic Vegetable, Grain and Beef Specialists

From: [dennis](#)
To:
Subject: RE: Contact Us: Investment Opportunity
Date: Wed, 17 Dec 2014 10:26:19 -0500

Andrew - I would need to get my passport renewed and receive an advance for the travel expenses as I am currently lacking the funds to travel.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[REDACTED]
www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

Date: Wed, 17 Dec 2014 17:24:31 +0200
Subject: Re: Contact Us: Investment Opportunity
From: [REDACTED]
To: [dennis](#) [REDACTED]

Dear Mr.Dennis

Can you come to Johannesburg for the banking transaction?

Regards,

Andrew

On Wed, Dec 17, 2014 at 2:54 AM, Dennis Brewer
<[dennis](#) [REDACTED]> wrote:

I have the letter and email you forwarded but I have not received anything directly from Absa.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

www.winnettorganics.com

Organic Vegetable, Grain and Beef Specialists

Date: Wed, 17 Dec 2014 02:52:14 +0200

Subject: Re: Contact Us: Investment Opportunity
From: [REDACTED]
To: [dennis](#) [REDACTED]

Okay,don't worry I will contact the bank here later today to find out why it's not in your account.

Do you have the letter from Absa though?

On Wed, Dec 17, 2014 at 2:47 AM, Dennis Brewer
<[dennis](#)> wrote:

Andrew - No sign of any deposit in the business account. Am tracing the correspondence to see what has happened.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[www.winnettorganics.com](#)

Organic Vegetable, Grain and Beef Specialists

Date: Wed, 17 Dec 2014 02:08:35 +0200

Subject: Re: Contact Us: Investment Opportunity

From:

To: [dennis](#)

Dear Mr.Dennis,

Any news from the bank?

Andrew

On Mon, Dec 15, 2014 at 11:52 PM, Dennis Brewer
<[dennis](#)> wrote:

No sign of anything from ABSA but I will check the account balance in the morning to see if it is credited overnight. I will let you know what I find.

Regards, Dennis

Dennis Brewer
WinnettOrganics

[www.winnettorganics.com](#)

*Organic Vegetable, Grain and
Beef Specialists*

Date: Mon, 15 Dec 2014 23:48:34
+0200

Subject: Re: Contact Us: Investment
Opportunity

From: [REDACTED]

To:

[dennis
m](#) [REDACTED]

Thanks for the confirmation.

Check your e-mail very well,even the
spam folder,who knows it might be
there.

On Mon, Dec 15, 2014 at 10:47 PM,
Dennis Brewer

[<dennis
om>](#) wrote:

Andrew - Thanks for
letting me know
about the transfer. I
have seen nothing so
far.

Regards, Dennis

Dennis Brewer
WinnettOrganics
[REDACTED]

[www.winnettorganics
.com](http://www.winnettorganics.com)

*Organic Vegetable,
Grain and
Beef Specialists*

Date: Mon, 15 Dec
2014 22:43:56 +0200

Subject: Re: Contact
Us: Investment
Opportunity
From:

[REDACTED]

To:
[dennis_brewer@win
nettorganics.com](mailto:dennis_brewer@winnettorganics.com)

Mr.Dennis,

Kindly confirm if Absa
bank contact you
today,was informed
that they transferred
the funds this
morning.

Please check your e-
mail for confirmation.

Looking forward to a
successful business
relationship.

Regards,

Andrew

On Fri, Dec 12, 2014
at 6:09 PM, Dennis
Brewer
<[dennis_brewer@win
nettorganics.com](mailto:dennis_brewer@winnettorganics.com)>
wrote:

Thank
you.
Which
day
will the
transfe
r

happen?

Regards,
Dennis

Dennis
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Winnet
ttOrganics
970-
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[www.
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cs.com](http://www.winnetttorganics.com)
*Organic Vegetable,
Grain
and
Beef Specialists*

Date:
Fri, 12
Dec
2014
17:58:
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+0200

Subject: Re:
Contact Us:
Investment
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unity
From:
avusimile@gmail.com

To:
dennisbrewer@winnettoorganics.com

Mr.Dennis,

I will
update
immediately
the
fund
has
been
transferred to
your
account.

Regards,

Andre
w

On
Thu,
Dec
11,
2014
at 8:57
PM,
Dennis
Brewer

<dennis_brewer@winnettoorganics.com>

wrote:

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