

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, July 7, 2015 12:29 PM  
**To:** [REDACTED]  
**Subject:** RE: Winnett Organics Placement

Marc - We are working on the acquisition of a 6500 head cattle ranch for cash and stock. We will also restart taking organic produce orders shortly. If the ranch transaction proceeds and our order backlog increases (as it inevitably will), it will make our company that much more valuable in a private placement. I will get back to you toward the end of this week, whether the ranch transaction progresses or not, to discuss next steps. Thanks for following up.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Winnett Organics Placement  
**Date:** Tue, 7 Jul 2015 09:18:02 -0700

Dennis,

I am an associate at BlackPool Group working directly with Jonathan Cross. He passed your information on to me for follow-up.

On June 18th, we sent you information on BlackPool's Private Placement Desk, which we believed would be a perfect solution to Winnett Organic's capital formation issues, and have not heard from you.

Was there something about the process that was not clear to you? Please let me know if there is anything I can do to help facilitate your placement.

**Marc Newberg**  
**Associate**

**BlackPool Group, Inc.**  
**477 Madison Avenue**  
**Sixth Floor**  
**New York, New York 10022**

██████████

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BANK OF AMERICA, N.A.  
EAST RETURN ITEMS

Page 001 of 002  
Bank : 00035  
Center :  
Divider: 2,976  
Code : 2 0 App:



>005479 5454018 0001 008239 10Z  
DENNIS S BREWER  
450 ISLAND RD APT 35  
RAMSEY NJ 07446-1137  
US

Deposit account:xxxxxxxxx5308  
Charge account :xxxxxxxxx5308  
Store/Reference:00000000000000

Date of Notice: 07-07-2015

Dear Valued Customer:

We're writing to notify you that the item or items listed below, which were deposited into your account, have been returned unpaid. As a result, we've deducted them from your account. You will see the adjustment on your account statement.

Number of returned items:	1
Amount of returned item(s):	180,000.00
Return items fee:	12.00
Total:	180,012.00

Sequence/ Dep Date	ABA Number/ Dep Amount	Maker Name/ Check Date	Return Reason/ Additional Data	Amount
2035993888 7/2/2015	0260-0253 180,000.00		Altered/Fictitious	180,000.00

Please check your account activity and if your account is currently overdrawn, deposit money as soon as possible to bring your balance above \$0. If your account remains overdrawn for 5 or more consecutive days, a \$35 Extended Overdrawn Balance Charge may apply.

If you have any questions or need additional information, please contact one of our Customer Service Representatives at 1.800.432.1000. We appreciate your business and look forward to serving you in the future.

Sincerely,  
Returns & Exceptions

12/23/22



BANK OF AMERICA, N.A.  
EAST RETURN ITEMS

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If you have any questions or need additional information, please contact one of our Customer Service Representatives at 1.800.432.1000. We appreciate your business and look forward to serving you in the future.

Sincerely,  
Returns & Exceptions

12/23/22



[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, July 15, 2015 2:07 PM  
**To:** Ahlen Olivier  
**Subject:** RE: Overdraft  
**Attachments:** SCAN0032.JPG

Attached is info from bank including phone number. No further checks will be accepted from anyone associated with you due to the numerous fictitious items I have received or have been deposited and attributed to my company. Wire transfers only from now on.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]

[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Re: Overdraft  
**Date:** Wed, 15 Jul 2015 17:08:27 +0000

Dear Dennis Brewer,

To be very honest with you I am not happy that you received the check and deposited it to your bank all these while without informing me. I have asked several times if you have received the check but you refused to say a word concerning the check but now that the check has bounced, you have decided to open up to me.

This is not how to do business partnership, I so much believed in you and I also have 100% trust for you that you will never let me down or disappoint me and I will not do the same to you too. Please should be in-case of next time always inform me first and always follow my directives to avoid hatches.

Please kindly forward to me the Telephone number of your banker so that I can call them and find out why this check bounced as fictitious.

Thanks for your kind understanding, I am waiting for your response.

Sincerely,  
Ahlen Oliver.

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, July 15, 2015 2:02 PM  
**To:** Ahlen Olivier  
**Subject:** RE: Overdraft

Sorry, computer problems. Check received and bounced as fictitious. All further interactions require a wire transfer, no more checks will be accepted.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Overdraft  
**Date:** Mon, 13 Jul 2015 15:38:32 +0100

Dear Dennis Brewer,

I am still waiting for your response to know if you have received the check or not.

Ahlen Oliver.

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Overdraft  
**Date:** Tue, 7 Jul 2015 12:06:10 -0400

Here is the only thing I could get from the bank. It is the transaction history for the Winnett Perico account showing the transfer to Brandon Terrell Johnson.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Tue, 7 Jul 2015 15:24:31 +0100

Dear Dennis Brewer,

(1) The Good News is that today after my meeting with my Bord of Directors, we came to a conclusion to instruct our bank to make immediate wire transfer directly into your bank account with 72 hours.

(2) The check of \$180, 000 has been sent to you be our group to help you clear all your credit with your bank or and also pay the required fee by the authorities here.

(3) After my investigation concerning the \$9,125 which you transferred to Brandon Terrell Johnson will be paid to you within 24 hours from the moment you present fund tracer from you bank.

So the ball is right now in your court and I advice you to play it well to avoid any further delay.

All you need to do right now is to get the tracer from your bank and also receive the check and deposit it for clearance.

I am waiting for your response.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Tue, 7 Jul 2015 07:44:40 -0400

Ahlen - What news do you have for me?



Regards,  
Dennis

Dennis Brewer



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*Organic Fresh Food Specialists*

---

From: [REDACTED]

To: [REDACTED]

Subject: RE: Overdraft

Date: Tue, 7 Jul 2015 12:18:10 +0100

Dear Dennis Brewer,

I have a very Good News for you.

Get back to me quickly for this wonderful news.

I am waiting for your response.

Ahlen Oliver.

---

From: [REDACTED]

To: [REDACTED]

Subject: RE: Overdraft

Date: Thu, 2 Jul 2015 21:02:54 +0100

Dear Dennis Brewer,

I am surprise that I have not heard a word from you to know the present situation, please kindly get back at me very quickly to enable us proceed to the completion of this transaction.

I will be looking forward to hear back from you soonest.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Thu, 2 Jul 2015 14:25:11 +0100

Dear Dennis Brewer,

I am still waiting to hear from you.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Wed, 1 Jul 2015 17:47:10 +0100

Dear Dennis Brewer,

You already sent the original receipt to me and I have it, But as of now, the tracer is all i need before I can be able to get the money back from Brandon Terrell Johnson because this the only way I can get this money back from Brandon Terrell Johnson .

So please go to your bank today or tomorrow morning and get the tracer from your bank to enable me know if Brandon Terrell Johnson is telling the truth of him not receiving the money.

Bank Name : Bank of America  
Bank address - 6911 Laurel Bowie Rd, Bowie, MD 20715  
Account Name: Brandon Terrell Johnson  
Account Number - 446033586702  
Routing Number - 052001633  
Account type - Checking

Please tell your bank that you need a tracer for the first wire transfer of \$9,125 you to Brandon Terrell Johnson bank account.

I am waiting for your urgent response.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Wed, 1 Jul 2015 08:40:32 -0400

Ahlen - Here is the original receipt showing the transfer to his account. I will go to the bank today and see what I can get.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Wed, 1 Jul 2015 13:07:16 +0100

Dear Dennis Brewer,

I want you to demand that your bank should trace or track the \$9,125 sent into Brandon Terrell Johnson account below, and find out where the money is right now because Brandon Terrell Johnson just told me that he did not receive the money. So I need the tracer before I can be able to get the money back from Brandon Terrell Johnson because this the only way I can get this money back from Brandon Terrell Johnson .

So please go to your bank today or tomorrow morning and get the tracer from



your bank to enable me know if Brandon Terrell Johnson is telling the truth of him not receiving the money.

Bank Name : Bank of America

Bank address - 6911 Laurel Bowie Rd, Bowie, MD 20715

Account Name: Brandon Terrell Johnson

Account Number - 446033586702

Routing Number - 052001633

Account type - Checking

Please tell your bank that you need a tracer for the first wire transfer of \$9,125 you to Brandon Terrell Johnson bank account.

I am waiting for your urgent response.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Tue, 30 Jun 2015 08:24:24 -0400

Ahlen - No, the funds have not been returned.

Regards,  
Dennis

Dennis Brewer

[REDACTED]

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

*Organic Fresh Food Specialists*

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Tue, 30 Jun 2015 13:00:33 +0100

Dear Dennis Brewer,

How are you doing today? Hope you are doing fine.

Please kindly let me know the present situation, has the \$9,125 been returned back to you by Brandon Terrell Johnson.

I am waiting for your response.

Ahlen Oliver.

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Wed, 24 Jun 2015 16:23:32 -0400

Ahlen - I have tried to inquire about this but they will not tell me anything about someone else's account. I also tried to request the transfer be undone but of course they will not do that either.

Regards, Dennis

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

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Wed, 24 Jun 2015 21:13:48 +0100

Dear Dennis Brewer,

I want to know if you have visited your bank in person face to face today and find

out if Brandon Terrell Johnson has withdrawn the \$9,125 you transferred into the account below:

Bank Name : Bank of America

Bank address - 6911 Laurel Bowie Rd, Bowie, MD 20715

Account Name: Brandon Terrell Johnson

Account Number - 446033586702

Routing Number - 052001633

Account type - Checking

They should find out if the first wire transfer of \$9,125 has been Withdrawn by Brandon Terrell Johnson.

I am waiting for your urgent response.

Ahlen Oliver.

---

From: [REDACTED]

To: [REDACTED]

Subject: RE: Overdraft

Date: Tue, 23 Jun 2015 07:19:52 -0400

Ahlen - No other account and no money to open one at present. If you want, you can send me \$200 via Western Union to Walgreens #13704 Ramsey NJ 07446 so I can open one or send me a check. Thanks.

Regards, Dennis

Dennis Brewer

WinnettOrganics

[REDACTED]

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

*Organic Vegetable, Grain and Beef Specialists*

---

From: [REDACTED]

To: [REDACTED]

Subject: RE: Overdraft

Date: Tue, 23 Jun 2015 09:42:07 +0100



Dear Dennis Brewer,

Do you have any other account with another bank, if you have please send the account details to me so that I can make a direct deposit for us to proceed.

BANK NAME:

ADDRESS:

ACCOUNT NAME:

ACCOUNT NUMBER:

ROUTING NUMBER:

SWIFT CODE:

I am waiting for your quick response.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Tue, 23 Jun 2015 08:18:20 +0100

Dear Dennis Brewer,

I want you to visit your bank in person face to face today and demand that your bank should investigate the account below:

Bank Name : Bank of America

Bank address - 6911 Laurel Bowie Rd, Bowie, MD 20715

Account Name: Brandon Terrell Johnson

Account Number - 446033586702

Routing Number - 052001633

Account type - Checking

They should find out if the first wire transfer of \$9,125 has been Withdrawn by Brandon Terrell Johnson.

I am waiting for your urgent response.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Mon, 22 Jun 2015 22:22:59 +0100

Dear Dennis Brewer,

Thank you very much for your quick response, I will get back at you tomorrow after my investigations okay.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Mon, 22 Jun 2015 17:14:40 -0400

Ahlen - The account is \$9190.51 overdrawn as of 5:13 PM local time

Regards, Dennis

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

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Mon, 22 Jun 2015 22:11:26 +0100

Dear Dennis Brewer,

What is the present situation as of the end of bank working time today, Has

the \$9,125 returned back into your bank account, please let me know and be 100% sure that you or your bank didn't get the money back so that I can fight for it.

I am waiting to hear from you.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Mon, 22 Jun 2015 12:46:08 -0400

Ahlen - As of now, 12:45 PM local time, the account is still overdrawn by nearly \$9200.

Regards, Dennis

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

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Sat, 20 Jun 2015 13:21:20 +0100

Dear Dennis Brewer,

I want to know if the \$9,125 has returned back into your bank account, If after Monday the money didn't return your bank please let me know so that I can fight for it.

I am waiting to hear from you.

Ahlen Oliver.



---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Thu, 18 Jun 2015 12:08:42 -0400

Okay. I was told the checks deposited were counterfeit and am baffled as to how they were deposited in my account using an ATM card. The account has been closed and I am responsible for the overdraft so the funds need to be returned to me or to the bank for proper credit to the business account.

Regards, Dennis

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

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Thu, 18 Jun 2015 17:00:00 +0100

Dear Dennis Brewer,

I was told that it will take 3 days for the \$9,125 to return back into your bank account, Meaning that Mr. John Wells failed us 100%. Well, all the same I have contacted Mr. Terry and he said the check will be sent to you soonest.

Also, I want to know if you have a Chase Bank Account or USAA Bank account?

So be waiting to receive the check.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]

Subject: RE: Overdraft  
Date: Thu, 18 Jun 2015 11:35:47 -0400

The bank now has an overdraft of \$9,142.51 so the transfer has not been recovered.

Regards, Dennis

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

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Overdraft  
Date: Thu, 18 Jun 2015 16:31:17 +0100

Dear Dennis Brewer,

Something is not clear to me at this point, I want to know what happened to the first wire transfer of \$9,125 you made to the account below:

Bank Name : Bank of America  
Bank address - 6911 Laurel Bowie Rd, Bowie, MD 20715  
Account Name: Brandon Terrell Johnson  
Account Number - 446033586702  
Routing Number - 052001633  
Account type - Checking

Has your bank recovered it back?

I am waiting for your urgent response.

Ahlen Oliver.

---

From: [REDACTED]  
To: [REDACTED]

Subject: Overdraft

Date: Wed, 17 Jun 2015 16:49:49 -0400

As of now 4:50PM on Wednesday 6/17, the business account is overdrawn by \$9118.51. I expect both of you to use all your resources and contacts to restore the account to a positive balance by close of business tomorrow.

Regards, Dennis

Dennis Brewer

WinnettOrganics



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

*Organic Vegetable, Grain and Beef Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, July 17, 2015 7:49 PM  
**To:** [REDACTED]  
**Subject:** Call

Trevor - I will call you at 8 AM PDT on Monday - look forward to it.

Regards,  
Dennis

Dennis Brewer

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

*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, July 24, 2015 10:03 AM  
**To:** Paul Guarino  
**Cc:** Allison Bennett; Tor Newman  
**Subject:** RE: Ace Natural  
**Attachments:** Item Line Card Q4Q1 150619.xlsx

Paul - Thanks for your prompt reply and your interest. Here is our fall/winter item line card for your convenience. When you have time in the next seven to ten days or so, please indicate your preliminary order levels for each item. I'll be pleased to visit with you in person in NYC in early August on a mutually convenient date as well so we can become more acquainted with your needs.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**CC:** [REDACTED]  
**Subject:** Ace Natural  
**Date:** Fri, 24 Jul 2015 13:52:31 +0000

Dennis:

Thank you for your inquiry. We would be very interested in hearing what you will have available for the fall and moving forward. Please feel free to call or email at your convenience to discuss how we can mesh our needs and your production with a bit more detail.....and if you have a preliminary list, that would be great. Below is vendor application; please complete it and shoot me an email when it is done so I can set it up.

<http://acenatural.com/welcome-to-ace-natural-2/>

Sincerely looking forward to seeing your product line. Please reply all as our CEO, Tor Newman, and sales director, Allison Bennett, will be equally interested in how we might be able to forge a mutually beneficial relationship.

Paul Guarino  
Produce Buyer



41-38 37<sup>th</sup> Street  
LIC, NY 11101

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

---

**From:** Kathy Lavigne  
**Sent:** Thursday, July 23, 2015 2:27 PM  
**To:** Allison Bennett <[REDACTED]>  
**Cc:** Tor Newman <[REDACTED]>  
**Subject:** FW: Supplier

Paul Guarino <[REDACTED]>

FYI

---

**From:** Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Thursday, July 23, 2015 2:17 PM  
**To:** Kathy Lavigne <[REDACTED]>  
**Subject:** Supplier

Hi, Kathy - What do we need to do to get set up as a new organic produce supplier? We will be Arizona based beginning this fall, featuring 70 plus items, with 4,100 acres of organic produce production. We have another 7,000 organic acres coming into production in 2016 and 2017.

We would like to collaborate with your organization to determine what we will be growing and packing as we do with our other customers - Albert's, Earthbound, etc.,.

We offer free freight up to 2000 miles for full truckload orders. It's 2440 miles from our FOB point in Casa Grande, AZ to NYC. We will be capable of supplying year round from our acreage in the low desert near Yuma and Phoenix, and in the high desert east of Tucson

Regards,  
Dennis

Dennis Brewer

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

*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, August 6, 2015 9:43 AM  
**To:** John Tyler; Dennis Brewer; Don Morse; Ray Sullivan; Dean T. Smith  
**Subject:** RE: Status Report

Ray will review contract and PPM when the time comes.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]

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

*Organic Fresh Food Specialists*

> From: [REDACTED]  
> To: [REDACTED]  
> Subject: RE: Status Report  
> Date: Thu, 6 Aug 2015 13:34:19 +0000  
>  
> That works. Can we help with the details?  
> John  
>  
> John Tyler S.E.C.  
> Cherry Creek Partners, LLC  
> 288 Clayton St. #303  
> Denver, CO 80206  
> Phone: [REDACTED]  
> Cell: [REDACTED]  
> [REDACTED]  
>  
> Cherry Creek Partners, LLC  
> The information contained in this electronic mail transmission is confidential and intended to be sent only to the stated recipient of the transmission. It may therefore be protected from unauthorized use or dissemination. If you are not the intended recipient or the intended recipient's agent, you are hereby notified that any review, use, dissemination, distribution or copying of this communication is strictly prohibited. You are also asked to notify us immediately by telephone and to delete this transmission with any attachments and destroy all copies in any form. Thank you in advance for your cooperation.  
>  
>  
>  
>  
> -----Original Message-----



> From: Dennis Brewer [mailto:[REDACTED]]  
> Sent: Thursday, August 6, 2015 7:30 AM  
> To: John <[REDACTED]> Dennis Brewer <[REDACTED]>  
Don Morse <[REDACTED]> Ray Sullivan <[REDACTED]> Dean T.  
Smith <[REDACTED]>  
> Subject: RE: Status Report  
>  
> John - The Blackpool placement will occur. We just have to work out the details of our contract and get the Private Placement Memorandum written.  
>  
> Regards,  
> Dennis  
>  
> Dennis Brewer  
> [REDACTED]  
> www.winnettorganics.com <<http://www.winnettorganics.com>> Organic Fresh Food Specialists  
>  
>  
>  
>> From: [REDACTED]  
>> To: [REDACTED]  
>> [REDACTED]  
>> Subject: RE: Status Report  
>> Date: Thu, 6 Aug 2015 13:23:07 +0000  
>>  
>> Good work Dennis. Is the Blackpool placement definite? That would certainly make it easier to attract additional investors.  
>>  
>> Thanks for keeping us in the loop.  
>> John  
>>  
>> -----Original Message-----  
>> From: Dennis Brewer [mailto:[REDACTED]]  
>> Sent: Thursday, August 6, 2015 5:36 AM  
>> To: Don Morse <[REDACTED]> Ray Sullivan  
>> <[REDACTED]> John  
>> <[REDACTED]> Dean T. Smith  
>> <[REDACTED]>  
>> Subject: Status Report  
>>  
>> Investors - Diana Smith has delayed her \$100,000 investment until we have achieved startup. Other investors are interested in making investments, amounts TBD, one is talking about \$200K. We will likely begin the \$10 million private placement with Blackpool within fourteen days.  
>>  
>> Lenders - No news.  
>>  
>> Land - We have identified several thousand acres of leasable organic land near Dateland, AZ. This will make it unnecessary to purchase any land in the short run, avoiding the cash flow impact of a large down payment.

The leasable land is sufficient to take us to about \$300 million in annual revenue. This also means we could contract with other processors as we grow our own in-house distribution and achieve our revenue goals that much faster. We already have interest from processors for the 2016-17 season and may be able to attract some interest for the balance of the 2015-2016 season.

>>

>> Plant - We have four bidders for equipment in our Casa Grande cooling and packing plant. Presentations will occur the week of August 31st in Tucson.

>>

>> Key Employees - I will begin the recruitment process for our VPs of Sales and Operations in about two weeks, targeting October starts.

>>

>> Customers - We are resuming taking customer orders. I am attempting to get into Whole Foods, our first retail target, now. Albert's has confirmed they will be ordering once we have completed organic certification in November.

>>

>> Regards,

>> Dennis

>>

>> Dennis Brewer

>> [REDACTED]

>> [www.winnettorganics.com](http://www.winnettorganics.com) <<http://www.winnettorganics.com>> Organic Fresh

>> Food Specialists

>>

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>

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Tom Jarvis - Contact

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Full Name... Tom Jarvis

Company Willmeng Construction

Job title

File as Jarvis, Tom

Internet

Email... tjarvis@willmeng.com

Display as Tom Jarvis (tjarvis@willmeng.com)

Web page address

IM address

Phone numbers

Business... (480) 968-4755 x 18

Home...

Business Fax...

Mobile... (480) 824-3177

Addresses

Business... Bldg. 8, Suite 120  
Mesa, AZ 85209  
United States of America

☒ This is the mailing address

Map it

Notes

**Tom Jarvis**  
Willmeng Construction  
(480) 968-4755 x 18 Work  
(480) 824-3177 Mobile  
tjarvis@willmeng.com  
Bldg. 8, Suite 120  
Mesa, AZ 85209  
United States of America

1 item selected 1.94 KB Available on this device

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, August 9, 2015 11:58 AM  
**To:** [REDACTED]  
**Subject:** Tucson

Inquiring about rates for furnished one and two bedroom apartments at Williams Center Tucson. Rental beginning October for six months.

Regards,  
Dennis

Dennis Brewer

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

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[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, August 10, 2015 12:16 PM  
**To:** Greg Crossgrove  
**Subject:** RE: Leafy Greens

Thanks Greg. I expect you to provide input on staffing as we will be interviewing in September. We will be hiring organic out of Salinas for sales, operations, food safety. I have a CFO in mind from Oregon with vegetable background. You will be project manager on our cooler project in Casa Grande and help me select initial staff.

We will have \$20 million of equity and \$23 million of debt coming in over the next six months, with an additional \$30 million of equity coming in later next year. I have an investment banker for equity and another for debt. Our initial tranche is \$10 million equity in October. We will follow that immediately with \$10 million in debt or leases depending upon pricing.

We are going to use solid set and convert to 2,500 acres of dual span pivots and 700 acres of drip with time. Already working on this with landlord. Will check on condition of wells. Plan to run water for 24 hours to get water samples.

We must have certification before we can sell as organic. We can plant before the certification is completed. I will be using a consultant to assist in this process who was recommended by PrimusLab.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

Date: Mon, 10 Aug 2015 15:56:18 +0000  
From: [REDACTED]  
To: [REDACTED]  
Subject: Re: Leafy Greens

See body of email below for reply, in red.

Greg

Greg Crossgrove  
Gregory P. Crossgrove, Inc.  
Agricultural & Produce Consulting Services

On Monday, August 10, 2015 6:47 AM, Dennis Brewer <[REDACTED]> wrote:

Dennis -

Status on facility/ office staff direction - *We will have a 25000 sf cooler in Phoenix by November to start, with portable pressure coolers. We will have a VP Ops and a VP Sales starting in October. What kind of background will the VP Ops and VP Sales have (along with office staff (food safety, accounting etc.), are they currently employed in the fresh produce (organic/convention) business on the west coast? Does the VP Sales have contacts in the Salinas Valley or an east coast sales contact person? Will the operation be organic or conventional or both? Again, I ask with this additional information in mind, where does my services come into play and position of management and time period. The biggest challenges I have with a new start-up company is the experience the individual is not what they say. That has pushed off on me 65-75 hour weeks for several months if not years, for training and or rehiring, this is costly to a company. The processors are tired of these individuals making these statements and then failing, making the company and myself look bad, because we were misinformed in resume's etc. I know most of these qualified people out there and who is available and not available, right now very very very few available. Another is the financial stability of a new start-up. Approximately \$5,000 (Organic) or \$2,000-3,000 (Conventional) more or less per acres growing cost, harvesting cost, could be \$1,000-3,000-5,000 per acre depending on crop. Rental or purchase of equipment (sprinkler pipe, booster pumps, tractors etc.) large amount of dollars needed, and many dollars per acre to develop most ground on the I-8 corridor. I know most all of the ground in these areas, would not be hard to pick the partials, most of these people I know well and have come to me to find tenants. I do the business plans, budgets, cash flows, set-up payables, purchase equipment, hire people and build the company etc. For a 3,200 acre project of this nature, most will need \$12,000,000-18,000,000 for start-up funds.*

General location of ground and are you sure the ground is organic qualified - *We will have 3200 organic acres near Dateland. Ground has not been farmed in some time so it is certainly eligible for organic certification. If not farmed for several years, you will have many dollars of input (Dirt work, chisel, laser, dirt movement etc.) to develop and will take several months. The wells will be another issue. They may say they pump water, but until you run these wells for a couple of weeks, you will not know the issues, condition of the equipment and especially the sodium in the water, in those areas it is high and then another issue on how to treat the water for leafy greens, touchy!*

Organic and food safety direction of certification - *The plan is to use PrimusLab for both food safety and organic certification. Suggest 3rd party on both, this will also take weeks if not months to complete or get to the point you can plant.*

Water status on the ground - *Currently have ditches and 27000 gpm from nine wells Will be a seasonal or yearly operation. - Plan is to grow year round using seasonality of Dateland and Willcox. Again, until the wells, that are that old, run for several days, if not a few weeks, you will not know the condition of the equipment and water condition. Greg.....*

Regards,  
Dennis

Dennis Brewer

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Organic Fresh Food Specialists

---

Subject: Re: Leafy Greens

From: [REDACTED]

Date: Mon, 10 Aug 2015 06:31:01 -0700

To: [REDACTED]

Dennis,

I apologize for not returning contact with you a couple of days ago. I am on my way to the airport to pick-up 2 processors at 8 and 11:30 am. The industry has plenty of room for new suppliers, but we need to take this one step at a time.

I think we are at a point where we need to discuss some items before we go much further with our discussion.

Such as:

- 1). Status on facility/ office staff direction.
- 2). General location of ground and are you sure the ground is organic qualified?
- 3). Organic and food safety direction of certification.
- 4). Water status on the ground.
- 5). Will be a seasonal or yearly operation.

Just a few things we need to discuss soon.

Best Regards,

Greg

Sent from my iPhone

On Aug 10, 2015, at 6:02 AM, Dennis Brewer <[REDACTED]> wrote:

Greg - Do you know of any processors looking for leafy greens beginning in January 2016? We will have 3200 organic acres available as of November 2015 and I would like to put together contract(s) for what is left of the season. Thanks.

Regards,  
Dennis

Dennis Brewer

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





[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, August 11, 2015 7:32 AM  
**To:** M Anglade MD  
**Subject:** RE: Winnet Perico

Moise - Since the risk is significantly reduced by your purchases being backloaded and voluntary, you will need to pay the risk adjusted prices for the stock at the time of the purchase. This will be \$10 for your first \$25,000, and adjusted according to what we are selling for thereafter. For example, we expect to sell stock in the first quarter at between \$30 and \$50 per share for the second \$10 million in equity. We would welcome you as an investor.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

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**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Winnet Perico  
**Date:** Mon, 10 Aug 2015 19:51:28 -0700

As I mentioned before I would like to commit \$250,000 to this project over a year period to reduce my risks.

Here is how I see things develop over next couple of months.

1. I come and visit the land in September. I will return first week of October and confirm that we start planting and make the first purchase of \$25,000 worth of preferred stocks.
2. Then in first quarter of 2016 after receiving a certified copy of 2015 financial statement purchase an additional \$100,000
3. Finally second quarter of 2016 after receiving a certified financial statement of first quarter 2016, I will purchase another \$125,000 worth of preferred stocks.

The numbers in the financial statements do not need to be exactly as expected but should not be less than 25% of expected.

Alternatively, after receiving the certified copy of 2015 financial statement, I can buy \$25,000 a month for 10 months.

I hope we can work together.

Moise Anglade

---

From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Winnet Perico  
Date: Mon, 10 Aug 2015 17:59:17 -0400

Moise - Here is my resume.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

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From: [REDACTED]  
To: [REDACTED]  
Subject: Winnet Perico  
Date: Mon, 10 Aug 2015 14:51:29 -0700

Ok. Will use this email for now on.

For some reasons, I cannot see the resume. I looked in the previous documents and never can find the resume.

I ll email you after work today

Moise

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, August 17, 2015 11:40 AM  
**To:** M Anglade MD  
**Subject:** RE: Status Report

Call when you can. I should be available.

Regards,  
Dennis

Dennis Brewer

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

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**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Status Report  
**Date:** Mon, 17 Aug 2015 08:31:28 -0700

I read your latest report. I got coverage and will be able to travel the weekend of Sept 19th. I have few questions. If you are available today will talk otherwise whenever you have a chance .

Moise

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Status Report  
**Date:** Wed, 12 Aug 2015 17:11:36 -0400

**Investors** - Dean Smith will be scheduling me to meet an investor in Phoenix the end of the month. I am also scheduled to meet an investor (\$250,000) in Phoenix on September 19th to tour our leased land in the Hyder Valley. BlackBridge Capital, a NYC based fund, contacted me about their interest in making an investment (millions) - talks are ongoing. We expect to kick off with Blackpool the week of August 24th on up to \$20 million.

We will be raising the price of our stock to investors to \$20 effective September 1st. Once the Blackpool offering has started the risk diminishes substantially and that offering is expected to be priced at \$20.

The natural and organic foods sector enjoys a 21.1 EBITDA multiple as compared to 12.7 for the food and beverage category overall, per

**Loans** - Coco Capital, investment bank in NYC and LA, specializes in loans and leases. We will need \$23.2 million for farming, logistics, and cooling equipment between now and the end of the first quarter of 2016.

**Land** - For 3200 acres of leased organic land in the Hyder Valley, we are proposing the addition of dual span center pivots on 2500 acres for vegetables. This avoids thousands of hours of solid set sprinkler setting and removal each year. We are proposing drip irrigation on 700 acres for citrus trees, most likely lemons. The land will be leased, with these improvements in place, for 25 years. The addition of citrus increases revenues by \$42 million per year and gross margins by about 3 points overall once the trees are mature.

**Plant** - We are in process on selection of a general contractor and refrigeration contractor. Our project architect and engineer are from Salinas, CA, selected due to their extensive experience with fresh vegetable coolers. We will select equipment vendors by September 11th and hold a project kickoff on September 25th. We are also adding an experienced contract project manager for the duration of the project to keep my time free for other things. I will be overseeing the project, with the project manager attending to the details.

**Customers** - We have held talks with Bridges Produce on how much potatoes and onions they can move above their original projection - perhaps 100-150 loads during April, May and June, and possibly into the fall when the Pacific Northwest harvest picks back up, at \$20,000 to \$25,000 per load. We expect feedback from Charlie's on their overall projected orders as well. I am also exploring whether we can obtain contracts with processors beginning with the balance of the 2015-2016 winter season - initial indications from one of our consultants are positive.

**Key employees** - I expect to place ads for VPs of Operations and Sales week of August 17th and interview week of August 31st for October start.

Regards,  
Dennis

Dennis Brewer



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[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, August 18, 2015 4:44 PM  
**To:** rickylking  
**Subject:** RE: Hyder Valley

Great. Thanks very much.

Regards,  
Dennis

Dennis Brewer

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

*Organic Fresh Food Specialists*

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Date: Tue, 18 Aug 2015 13:37:27 -0700

Subject: RE: Hyder Valley

From: [REDACTED]

To: [REDACTED]

CC: [REDACTED]

Dennis,

August 31st will work just fine. We can meet when you are done with your other meeting and go tour the Hyder farm and discuss the options.

Thanks  
Rick  
[REDACTED]

Sent from my Verizon Wireless 4G LTE smartphone

----- Original message -----

From: Dennis Brewer <[REDACTED]>

Date: 08/18/2015 12:37 (GMT-07:00)

To: [REDACTED]

Cc: Greg Crossgrove <[REDACTED]>

Subject: Hyder Valley

Rick - Greg Crossgrove suggested that we get together on Monday, August 31st and review options for farmland in the Hyder Valley. I have a 9:00 meeting in south Phoenix and could meet you somewhere after that if you have time that day. We could have lunch and tour if that suits your schedule.

Regards,  
Dennis

Dennis Brewer



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[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, August 18, 2015 11:16 AM  
**To:** akshay seth  
**Subject:** RE: Investor Inquiry  
**Attachments:** WinnettOrganics Arizona Proforma 150815.xlsx; WO Arizona Business Plan 150815.pdf; WO Arizona Business Summary 150815.pdf

Akshay - For a quick view of current needs, particularly asset based lending, look at the Sources and Uses tab of the spreadsheet. We are also looking for investors in our \$20 million private placement beginning the 1st of September. The Blackpool Group will be leading that effort. <http://theblackpoolgroup.com/> We expect to contract with them next week some time.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

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Date: Tue, 18 Aug 2015 11:02:26 -0400

Subject: Investor Inquiry

From: [REDACTED]

To: [REDACTED]

Hello Dennis,

It was good talking to you on the phone. I work at MARV Capital, which is an SEC registered Broker/Dealer based out of New York. We have a team that is fairly active on the capital markets side. Besides that, our desk is involved in sales and trading of structured assets. Please feel free to visit our website at [www.marvcapital.com](http://www.marvcapital.com).

In order for us to take the next steps it would help us if we better understand the nature of your business and what your current needs are. We can structure something that would meet your needs. We deal with companies that are looking for loans on assets, and also provide equipment financing and leasing.

We would appreciate if you could provide us your plans goal with timeline and capital that you are looking at this time. Looking forward to hearing back from you.

Thank You,

--  
-----

Akshay Seth

MARV Capital Inc.

450 7th Ave Suite 601

New York, NY 10123

Phone: + [REDACTED]

Cell: + [REDACTED]

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, August 21, 2015 8:13 AM  
**To:** Jon Cross  
**Subject:** RE: Business Plan and Proforma

Jon - Glad to hear you say that. I'm quite excited as the market is growing over \$1.3 billion each year, so we do not have to take share from anyone, we simply have to be smarter about developing our supply chain. By using collaborative forecasting, scheduling, and replenishment with our customers, we can be as sure as possible that we are growing and distributing the right products, in the right place, at the right time. And, since we are focusing on winter and early season crops (our Arizona location), we will always be in the less ample supply portion of the season with our produce. This gives us pricing power in the supply chain.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

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**From:** [REDACTED]  
**Subject:** Re: Business Plan and Proforma  
**Date:** Fri, 21 Aug 2015 07:52:40 -0400  
**To:** [REDACTED]

Dennis,

This is certainly doable.

Jonathan Cross  
President  
Private Equity  
Mergers & Acquisitions

BlackPool Group, Inc.  
477 Madison Avenue  
Sixth Floor  
New York, New York 10022

[REDACTED]

From iPad

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On Aug 20, 2015, at 1:14 PM, Dennis Brewer <[REDACTED]> wrote:

Jon - Good to speak with you. Here are revised pro forma and Business Plan based upon doing the full \$20 million.

Regards,  
Dennis

Dennis Brewer

[REDACTED]

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

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<WO Arizona Business Plan 150815.pdf>

<WinnettOrganics Arizona Proforma 150815.xlsx>

[REDACTED]

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, August 24, 2015 2:39 PM  
**To:** M Anglade MD  
**Subject:** RE: Change of date of visit

Okay. I will meet you someplace in Phoenix and we can go out to the farm together that Saturday the 12th.

Regards,  
Dennis

Dennis Brewer

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

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**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Change of date of visit  
**Date:** Mon, 24 Aug 2015 11:31:55 -0700

I need to change the dates of visit.  
I ll be in Az the weekend of september 12th

Moise

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, August 24, 2015 4:16 PM  
**To:** Jordan Rose  
**Subject:** RE: Contact Information-Jordan Rose  
**Attachments:** Contingency Agreement-Winnett Organics Signed 150824.pdf

Regards,  
Dennis

Dennis Brewer  
[REDACTED]

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

*Organic Fresh Food Specialists*

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Date: Mon, 24 Aug 2015 12:51:34 -0700

Subject: Contact Information-Jordan Rose

From: [REDACTED]

To: [REDACTED]

Dennis,

Good afternoon. Thank you for your time today, it was an absolute pleasure to speak with you. My contact information is below for your records. I also have attached a few documents for your review.

The first document in this e-mail is my fee agreement, which includes my standard fee of 25% along with a 90 day candidate replacement policy for your review. Please let me know if you have any questions at all in reference to this agreement. Once I have received this form back signed, I can immediately start sending you candidates for your review.

The next form for your review is my PDS or "Personal Data Sheet" form. I will accompany every resume that I send you with this form as well. The intention behind utilizing this form is to give you a better insight into the candidate versus just reviewing a resume. My clients have all found this to be extremely useful and helpful. If you would like for me to add any additional questions or data points to this form, please let me know, as I can certainly customize it to better fit your needs.

The third and final attachment for your review is the reference check form that I utilize. I will always conduct, at minimum a total of three reference checks on every candidate that we would be interested in moving forward with. As I speak with the references, I will type verbatim what they are telling me and then send it via e-mail to you for review. Again, if you would like for me to add any additional questions to this form, please let me know.

I have personally been in business now for about five years. I am the owner of Talent Resource Professionals. I grew up in the Agricultural industry and am third generation. My family grew mainly vegetable crops here in the Central Valley of California. My father also owned and operated a large cold storage facility. I guess you can say, I chose to take a bit of a different path by working on the recruiting and consulting side of the business. We specialize specifically in the Agricultural and Food Industry side of the business and place any level from Executive level on down to Supervisory level. My business was founded on three things.

1. Honesty
2. Integrity
3. Ethics

When we work with our clients we put their needs first. Although a job description and salary range are vital to any search, the number one piece of information for us is the culture of the company. I have found through the years that you can have the most talented person in their field working for you but if they do not fit the culture of the company, it will not work out very well in the end. We seek out candidates that are typically off-market and not currently actively searching. We believe in searching for strong leaders and not managers. Through our processes, we leave no stone unturned. We do our due-diligence to ensure we are only sending those candidates that match all of your requirements as well as fit the culture of the company. We may start with 20 candidates or more on our end, but we will not send you usually more than three as we narrow down the field. We truly understand that your time as a CEO is vitally important and we do our very best to respect that.

I personally have worked with many Agricultural companies both in California as well as Arizona. Here are examples of just a few of my current clients:

- Deardorff Family Farms (Organic)
- Capay, Inc./Farm Fresh to You (Organic)
- Duncan Family Farms (Organic and Conventional)
- Christensen & Giannini
- Woolf Farming
- J Marchini & Sons
- Dutra Farms

And many others. Before starting my own business, I worked for a company for 15 years. I did everything from starting at a supervisory role to ending at an executive role. I resigned to start my own business and left my previous employer on extremely good terms. I take great pride in what I do both for my clients as well as my candidates. I stay in very close contact with everyone throughout the process as well as after the hire is complete. I believe in strong, long lasting relationships. I also believe in not only getting to know my candidates personally but also getting to know their families, as I believe that their families are also part of the job and the culture of the company. This is especially important if it involves relocation.

I really hope that all of the above information has been helpful. Please feel free to call me and or e-mail me with any additional questions that you may have for me. I look very forward to working with you on these positions as well as any future positions as we build a long lasting relationship. Also remember that I am always available, nights, days, weekends, or holidays, please contact me if there is anything that I can do to help you in any way. Thank you again and I look forward to speaking with you soon.

Regards,

Jordan Rose

Talent Resource Professionals  
1840 Shaw Ave  
Suite 105-96  
Clovis, Ca 93611



Office  
Fax  
Cell



**TALENT RESOURCE  
PROFESSIONALS**

***[www.talentresourceprofessionals.com](http://www.talentresourceprofessionals.com)***

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[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, August 25, 2015 1:07 PM  
**To:** Jon Cross  
**Subject:** Phoenix/Tucson

Jon - I'll be staying at the hotel below and checking out on September 1st.

[See ratings guide](#)

**Crowne Plaza Phoenix Airport Hotel**  
4300 E. Washington St.  
Phoenix, AZ, 85034  
[REDACTED]

For the balance of my trip (9/1 through 9/13), I'll be at the

**Viscount Suite Hotel - Tucson, AZ**  
4855 East Broadway  
Tucson, AZ, 85711  
[REDACTED] |

[See ratings guide](#)

My cell phone number is [REDACTED] Let's plan on meeting Monday night for dinner. Tuesday will be a good deal of driving as we have to go from Phoenix to Hyder (farm site) to Casa Grande (packing plant site) to Tucson (corporate offices site). Wednesday we can view the proposed headquarters site at the University of Arizona Tech Park and have a discussion at our temporary office in Tucson.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, August 25, 2015 3:00 PM  
**To:** Mike Castro  
**Subject:** RE: Vice President - Operations Job Posting

Okay, Mike. Let's plan on tomorrow at 10AM PDT. I will call you then.

Regards,  
Dennis

Dennis Brewer

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

*Organic Fresh Food Specialists*

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**From:** [REDACTED]  
**Subject:** Re: Vice President - Operations Job Posting  
**Date:** Tue, 25 Aug 2015 11:55:24 -0700  
**To:** [REDACTED]

Hi Dennis,

I'm available anytime from tomorrow through the rest of the week by phone.

Mike

Sent from my iPhone

On Aug 25, 2015, at 11:38 AM, <[REDACTED]>  
<[REDACTED]> wrote:

Michael - I would like to discuss this position with you by phone this week. What is your availability?

Regards,  
Dennis Brewer  
CEO

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, August 25, 2015 2:36 PM  
**To:** Peter LeBlond  
**Subject:** RE: Vice President - Sales and Marketing Job Posting

Okay. I will call you at 11 AM PDT. Looking forward to it.

Regards,  
Dennis

Dennis Brewer

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

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---

Date: Tue, 25 Aug 2015 14:27:00 -0400  
Subject: Re: Vice President - Sales and Marketing Job Posting  
From: [REDACTED]  
To: [REDACTED]

Hello Dennis,

How about tomorrow, Wednesday, 11:00 a.m my time (PCT).

Thank you.

Peter LeBlond

On Tue, Aug 25, 2015 at 2:15 PM, <[REDACTED]> wrote:

Peter - Let's set up a time to discuss this position on the phone. Let me know your availability this week. Thanks.

Regards,  
Dennis Brewer  
CEO

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, August 26, 2015 11:29 AM  
**To:** Steve Poindexter  
**Subject:** RE: Vice President - Sales and Marketing Job Posting

Steve - Okay. Wednesday at 9AM PDT. I will call you.

Regards,  
Dennis

Dennis Brewer

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

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---

**From:** [REDACTED]  
**Subject:** Re: Vice President - Sales and Marketing Job Posting  
**Date:** Wed, 26 Aug 2015 08:02:08 -0700  
**To:** [REDACTED]

Dennis,  
Either day works for me , give me a time and I will block it out.  
Thanks for the consideration .  
Steve

Sent from my iPhone

On Aug 26, 2015, at 7:57 AM, <[REDACTED]>  
<[REDACTED]> wrote:

Steve - Would like to have a phone interview with you this week. Are you available tomorrow or Friday?

Regards,  
Dennis Brewer  
CEO

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, August 26, 2015 2:44 PM  
**To:** Paul Smith  
**Subject:** RE: We're Hiring

Paul - Let's talk tomorrow if you can.

Regards,  
Dennis

Dennis Brewer

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

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---

Subject: Re: We're Hiring  
From: [REDACTED]  
Date: Wed, 26 Aug 2015 12:17:16 -0600  
To: [REDACTED]

Hi Dennis:

As Dean mentioned in the email below, I am very interested the VP of Finance opportunity at Winnett Organics. We recently sold the company I was CFO of to a public traded company, and I am now helping them in transition and beginning to look for next step opportunities. As Dean mentioned, I have a strong background in finance in the food industry.

My resume is attached for your review.

My wife and I will be out of the country beginning this Saturday, August 29th and returning Friday September 11. Please let me know if you would like to meet via telephone this week or after our vacation.

I look forward to hearing from you. Thank you!

Best Regards,  
Paul

Paul Smith  
255 Barcelona Drive  
Boulder, CO 80303  
Mobile: (303) [REDACTED]  
Email: [REDACTED]

On Aug 25, 2015, at 8:07 PM, Dean Smith <[REDACTED]> wrote:

Hi Dennis,

My brother Paul has a background in finance in the food industry and he is interested in your VP Finance position. I copied him on this email and he be in contact with you.

Best Regards,

Dean

Dean Smith

Mountain Pacific Machinery

11705 SW 68<sup>th</sup> Ave | Portland, OR 97223

[REDACTED] Office | [REDACTED] Cell

<image001.jpg>

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

---

**From:** Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]

**Sent:** Sunday, August 23, 2015 4:28 PM

**To:** Dennis Brewer

**Subject:** We're Hiring

We are currently seeking resumes for the following open positions:

**Vice President – North American Operations**

**Vice President – North American Sales and Marketing**

**Vice President – Finance**

**Director – Pricing**

**Director – Controller**

**Director – Human Resources**

**Director – Automation, Software, and Support**

**Director – Procurement**

**Director – Food Safety and Organic Integrity**

**Director – Organic Farming**

**Director – Logistics**

Please let your friends know of these open positions. They can visit our careers section to apply  
ay:

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

Thank you!

Regards,  
Dennis

Dennis Brewer



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

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[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, August 28, 2015 8:28 AM  
**To:** Ray Sullivan  
**Subject:** Wire

Ray - Sent a wire request for \$10K to your account this morning.

Regards,  
Dennis

Dennis Brewer

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

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[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Saturday, August 29, 2015 11:39 AM  
**To:** Rafael  
**Subject:** RE: Director – Food Safety and Organic Integrity Job Posting

I will call you at 11 AM PDT today.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**Subject:** Re: Director – Food Safety and Organic Integrity Job Posting  
**Date:** Sat, 29 Aug 2015 08:33:01 -0700  
**To:** [REDACTED]

Good day Denis,

Thank you for the opportunity, I can go through the interview with you today or any day next week before noon CA time if your time permits.

Once again, thank you and I will be looking forward to your call.

Regards,

Rafael G.

On Aug 29, 2015, at 3:23 AM, <[REDACTED]>  
<[REDACTED]> wrote:

I would like to conduct a phone interview at your convenience. Please advise your availability.  
Thanks.

Regards,  
Dennis Brewer  
CEO

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, August 31, 2015 11:43 PM  
**To:** bill reed  
**Subject:** RE: Vice President - Operations Job Posting

Bill - My schedule next week allows for a lunch on Thursday or Friday. Since I do not know Tucson, feel free to suggest a place where we could meet for lunch if your schedule permits.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

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Date: Sun, 30 Aug 2015 00:01:24 +0000  
From: [REDACTED]  
To: [REDACTED]  
Subject: Re: Vice President - Operations Job Posting

Mr. Brewer,

Thank you for courtesy email that the position has been field.

As I pointed out in my first email, I do feel you have an excellent concept and I would love to be part of WinnettOrganics.

If there is a position that opens up where you feel my skills would be valued or if you would just care to network on farmland investment opportunities, please keep in touch.

I am based just north of the Phoenix metro area, just a short drive down to Tuscan and I would like to extend an invitation to have lunch with you some time when you are in Tuscan.

*Best Regards,*  
**Bill Reed**  
[REDACTED]

*"It takes less time to do things right than to than to explain why you did it wrong"*  
*- Henry Wadsworth Longfellow*

This communication is intended only for the individual or entity to whom it is directed. It may contain information that is privileged, confidential, or otherwise exempt from disclosure under applicable law. Dissemination, distribution, or copying of this communication by anyone other than the intended recipient, or a duly designated employee or agent of such recipient, is prohibited. If you have received this communication in error, please notify us immediately by return e-mail, and delete this message and all attachments thereto.

On Saturday, August 29, 2015 4:39 AM, [REDACTED] wrote:

Thanks for considering WinnettOrganics. We have hired another candidate. Best of luck in your search.

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, September 1, 2015 7:38 PM  
**To:** Mike Castro  
**Subject:** RE: David Mota

Thanks for your review. Bottom line, would you place him as Director, Organic Operations for all our farms or as the general manager of one of our farms?

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

Date: Tue, 1 Sep 2015 22:40:44 +0000  
From: [REDACTED]  
To: [REDACTED]  
Subject: Re: David Mota

Dennis,

I spoke with David Mota this afternoon.

He currently works for Bornt and Sons in Central California (Tehachapi area) managing a 2,000 acre deal. I know Alan Bornt and it is a top notch operation in California and Arizona. David was working for Duncan Family Farms (6,000 total acres in California and Arizona) in the same adjoining areas including the Central Coast and was basically offered a more attractive deal by Bornt. Of course he likes the potential that Winnett is offering, and it is closer to his home base in San Luis, Az.

David seems like a very driven entrepreneurial Family man. He has a combination of 10 years in the Ag Labor force and a little over 4 years in a Supervisory role overseeing all farm operations.

#### Key Points

- Has taken initiative to further his knowledge by taking specialized training and certification classes.
- Has a deep understanding of soil fertility and soil conditioning.
- Very good mechanical skills.
- Knows the processes for site and soil prep. in different climatic zones.
- Very easy to talk to, good listener.
- Passion for this business.
- Resourceful.

- Good range of crops he has grown.
- Excellent knowledge and experience in seeds and transplants.
- Professional in field packing and post harvest handling.
- Good integrated pest management and identification skills.

#### Core Competencies

- Has excellent contacts in the Southern Arizona Ag Labor force.
- Some personnel may follow him.
- Knows who the reliable suppliers are in the area for just about any type of material or specialized implement.
- Knows who the players (Buyers) are in several of the commodities and what products and when they are looking for them.

While David is not very long on total years of Supervisory experience as a Grower, the experience that he does have from seed to finished product, is excellent, and with good Companies in the organic field. I feel that David has the ability to think Strategically and Analytically, and with minimal mentoring, is capable of performing the job at hand. I believe he warrants further consideration.

Mike

Michael L Castro Tel. [REDACTED] skype verdura619

On Tuesday, September 1, 2015 8:02 AM, Dennis Brewer <[REDACTED]> wrote:

We agree, please proceed. And thanks.

Regards,  
Dennis

Dennis Brewer

[REDACTED]  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

Date: Tue, 1 Sep 2015 14:53:54 +0000

From: [REDACTED]

To: [REDACTED]

Subject: Re: David Mota

Dennis,

I agree about the work history issue. His experience in general is awesome from plant propagation to Post Harvest Treatments to production etc etc. There is a pattern of a couple of seasons work and

then a change. I can say that I have noticed that many younger people now will bounce around to get a total package of skills. There may be some common denominator and references would definitely be worth looking into.

Mike

Michael L Castro Tel. [REDACTED] skype verdura619

On Tuesday, September 1, 2015 7:03 AM, Dennis Brewer <[REDACTED]> wrote:

Mike - Please go ahead and communicate with David Mota. I am tied up the rest of this week. My big concern with him is the short time he has held each recent position.

Regards,  
Dennis

Dennis Brewer

[REDACTED] [REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, September 1, 2015 12:57 PM  
**To:** akshay seth  
**Subject:** Summary of Equipment Lending Requirements

Farming Equipment	\$	5,213,000
Logistics Equipment	\$	3,600,000
Material Handling Equipment	\$	3,184,560
Packing Facility Improvements	\$	7,810,000
Packing Facility Equipment	\$	10,985,000

Akshay - As I mentioned, we will have a detailed list available for your use on September 11th. Please call me on Thursday morning and we will discuss the status of the Blackpool private placement.

Regards,  
Dennis

Dennis Brewer  
[REDACTED] [REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, September 2, 2015 11:08 AM  
**To:** Greg Crossgrove  
**Subject:** RE: Hyder Valley Farms

No, Tucson. We'll meet at Chili's at noon. 5150 E Broadway Blvd, Tucson - just across the street from the office.

Regards,  
Dennis

Dennis Brewer

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

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Date: Wed, 2 Sep 2015 14:57:30 +0000

From: [REDACTED]

To: [REDACTED]

Subject: Re: Hyder Valley Farms

Dennis,

Phoenix, I assume? What time?

Thanks,

Greg Crossgrove

Gregory P. Crossgrove, Inc.

Agricultural & Produce Consulting Services

<http://www.crossgroveconsulting.com/>

(602) [REDACTED]

On Tuesday, September 1, 2015 8:06 AM, Dennis Brewer <[REDACTED]> wrote:

Greg - Yes. It was a very useful trip. Good meeting with Barry. Our meeting with Volm (vendor) on the 8th will be at 1:30 PM. Suggest we start with lunch that day at Chili's, which is right across the street from the office at 5151 E Broadway, Suite 1600.

Regards,  
Dennis

Dennis Brewer

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



From: [REDACTED]  
Subject: Re: Hyder Valley Farms  
Date: Tue, 1 Sep 2015 08:49:17 -0600  
To: [REDACTED]

Dennis,

Rick said you had a good visit with Berry and a great tour of the properties yesterday. Don't hesitate to contact Rick or myself on your return visit to the properties today.

I am available by email or phone the balance of my absence.

I look forward to our meetings on the 8th and 9th.

Best Regards,

Greg

Sent from my iPhone

On Aug 27, 2015, at 5:16 PM, Dennis Brewer <[REDACTED]> wrote:

Greg - No, go ahead and discuss. Get indications of interest. These things help in raising financing.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
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Subject: Re: Hyder Valley Farms  
From: [REDACTED]  
Date: Thu, 27 Aug 2015 16:00:41 -0700  
To: [REDACTED]

Dennis-- I am meeting with some of the same grower/ shippers, tonight, tomorrow and Saturday morning, that I have been meeting with, am I pre-mature if I expose the new company as a supplier for possibly the Fall 2016 or 2017 seasons?

Greg

Sent from my iPhone

On Aug 26, 2015, at 5:59 AM, Dennis Brewer <[REDACTED]> wrote:

Thanks, Greg. I look forward to talking with you when we have a chance. I will get in touch with Barry once I have toured with Rick.

Regards,  
Dennis

Dennis Brewer

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

*Organic Fresh Food Specialists*

> Subject: Hyder Valley Farms  
> From: [REDACTED]  
> Date: Wed, 26 Aug 2015 05:13:22 -0700  
> To: [REDACTED]  
>  
> Dennis,  
>  
> Rick and I met with Barry Oliver, owner of the property in Hyder Valley. Barry is in his late 70's or early 80's. Very very sharp mind. He has several business in different fields, stays on top of the business world, does business dealings around the world. Barry has a great interest in doing business with you and the program you are in. I do know Barry has several other people interested in leasing this ground, you will have to move fast. After viewing the property you will need to start putting a real plan together fast. Barry is very much capable of holding up his end of a long term lease, dirt work, fencing etc. Barry has several heavy duty pieces of equipment (Big tractors, lasers, disc, land planes etc.) to do the heavy tillage for us and that is what he is doing now with the ground, he knows he has plenty of interested parties.  
>  
> Barry questions a portion of your proposal, no big deal. Has no interest in going through Scott, maybe an issue, no big deal.  
>  
> I will give you his contact information, if you want to start a relationship with Barry, might be a good idea to at least introduce yourself by phone very soon, next couple days. You will enjoy this person.  
>  
> Barry Oliver  
> Diversified Farms, Inc (His farming company).  
> Cell # [REDACTED]  
> [REDACTED]  
>  
> We can talk later, I will be traveling to California today and then onto Idaho Sunday, back to Phoenix for our meeting September 8th.  
>  
> You will have a great time with Rick, will be very beneficial.

>  
> Best Regards,  
>  
> Greg  
>  
> Barry does not have an association with Scott Truitt, he met Scott for a few minutes and on the phone once. He does not trust the man. Scott likes to play two against the middle, Scott did this on Golden Sands property and a friend of Barry's.  
>  
> Sent from my iPhone

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, September 2, 2015 5:11 PM  
**To:** [REDACTED]  
**Subject:** Meeting  
**Attachments:** WO Arizona Business Summary 150815.pdf

Barry - Enjoyed meeting you this week. As you know, we are interested in operating a large scale organic fresh foods farm on your property. The Wall Street investment banker we have decided to use is very committed to getting this particular project funded. The investment banker is going to take us public and make effective for trading pre-IPO shares purchased by investors.

We have a strong customer base, an aging but impressive \$16 million order backlog, and a good deal of talent in sales, finance and operations.

I'd like to speak with you about how we move this forward. I'm attaching a Business Summary for your review. I'll be in the area through September 13th. When can we meet?

Regards,  
Dennis

Dennis Brewer  
[REDACTED] [REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, September 3, 2015 9:53 AM  
**To:** Marshall De Leon  
**Subject:** RE: V.P. Sales/Marketing

For all but the Director - Logistics we would consider candidates on a contingency. We are especially in need of a Director- Automation, Software, and Support, ideally with NetSuite experience.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: V.P. Sales/Marketing  
**Date:** Thu, 3 Sep 2015 13:50:17 +0000

Thank you Dennis—and congratulations. I trust that it will be a very rewarding and productive association for both. To that end, I am attaching a document that may be of some benefit to you in this/future hires. Always feel free to reach out, even if only for advice/information; always willing to assist.

I notice a number of higher level positons on your career site; if you would consider a contingency search on any of those, please let me know.

Marshall de Leon  
Executive Recruiter



phone – [REDACTED] | fax – [REDACTED] | cellphone – [REDACTED]

*“The will to win, the desire to succeed, the urge to reach your full potential... these are the keys that will unlock the door to personal excellence.”*

~Confucius

The content of this email (and any attachments to it) is confidential and may contain privileged information. It is intended solely for the use of the individual(s) or entity to which it is addressed. If you are not an intended recipient, please notify the sender immediately and do not disclose the contents to another person, use it for any purpose, or store or copy the information on any medium.

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Thursday, September 03, 2015 6:46 AM

**To:** Marshall De Leon  
**Subject:** RE: V.P. Sales/Marketing

Marshall - We just hired for this position last night. Thanks for your call and email. Check our Career site periodically as we are still hiring for senior positions - Director level.

Regards,  
Dennis

Dennis Brewer

[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

From: [REDACTED]  
To: [REDACTED]  
Subject: V.P. Sales/Marketing  
Date: Thu, 3 Sep 2015 13:41:13 +0000  
Dennis,

Recruiting in the sales/marketing sector has been difficult these days due to the sector transitioning to a more candidate centric market.

I am seeing more multiple offers for top grade candidates and candidates taking their time in deciding which offer to take.

This is entirely different to say, even 6 months ago when hiring authorities could pick and choose who they wanted to take on board.

My background is one of connection to the agricultural sales/marketing arena.

Five years ago, I began direct hire recruiting for the industry—and focus solely on that sector within the U.S. and Canada. In total, I have been exposed to the industry for over twenty years by way of business operation management or ownership.

I understand that you require a Sales/Marketing Manager for your company; let me give you insight as to how I operate.

Think of me as an added resource; I have access to the people who are not combing the job boards/newspapers/trade journals for Help Wanted Ad

My candidates are actively employed and not looking to move UNLESS a great opportunity such as yours is presented to them.

But, to outline a few of the discussion points:

- Contingency based search—pay **only** if you hire one of my candidates (basically I work for free unless you hire one of my candidates)
- Fee is a percentage of first years salary payable 10 days after hire
- 30 day guarantee—or replacement free of charge

- Work references supplied- approximately 1 hour conversation per reference (you are free to contact referees again)
- Interview preparation/guidance
- Follow up interview discussions
- Salary negotiations

As mentioned, I work solely in Sales/Marketing throughout the U.S. and Canada, but my contact base (over 3,500) extends worldwide, including New Zealand and Australia.

My candidates are currently employed but my role revolves around enticing them from a rewarding position into a position that offers challenge, opportunity, advancement—my candidates are not moving for money as a primary motivator.

And to reiterate, The Plus Group has been in business for over 20 years of successful recruiting and placement; I have five years of exclusive Sales/Marketing recruiting.

Please feel free to contact me for any further details/clarification.

Marshall de Leon  
Executive Recruiter



phone – [REDACTED] | fax – [REDACTED] | cellphone – [REDACTED]

*“The will to win, the desire to succeed, the urge to reach your full potential... these are the keys that will unlock the door to personal excellence.”*

~Confucius

The content of this email (and any attachments to it) is confidential and may contain privileged information. It is intended solely for the use of the individual(s) or entity to which it is addressed. If you are not an intended recipient, please notify the sender immediately and do not disclose the contents to another person, use it for any purpose, or store or copy the information on any medium.

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, September 4, 2015 6:01 PM  
**To:** Anne Wave  
**Subject:** RE: Tyree & D'Angelo Partners has pursued the Opportunity "[Executive Represented] Rapidly Growing Organic Foods Company"

Your changes are fine. Thanks.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Tyree & D'Angelo Partners has pursued the Opportunity "[Executive Represented] Rapidly Growing Organic Foods Company"  
**Date:** Fri, 4 Sep 2015 21:45:47 +0000

Hi Dennis,  
Thanks for sending this. Please view attachment for markup of your NDA, I have just a few small changes. Let me know if these are acceptable; if so, I'll send an executed clean version. If not, please give me call to discuss.  
Hope you have a great holiday weekend!

Best,  
Anne

**Anne Wave**  
Director of Administration & Finance  
Tyree & D'Angelo Partners  
233 North Michigan Avenue, Suite 2420  
Chicago, IL 60601

Office: [REDACTED]  
Cell: [REDACTED]  
[REDACTED]  
[www.tdpfund.com](http://www.tdpfund.com)

**From:** dsbrewer923 at hotmail.com [mailto:[REDACTED]]  
**Sent:** Wednesday, September 02, 2015 3:39 PM  
**To:** Anne Wave <[REDACTED]>



**Subject:** RE: Tyree & D'Angelo Partners has pursued the Opportunity "[Executive Represented] Rapidly Growing Organic Foods Company"

 Attachments: [Winnett Perico NDA.docx](#) , [Winnett Perico NDA.pdf](#)

---

Regards,  
Dennis

Dennis Brewer

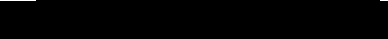


[www.winnettorganics.com](http://www.winnettorganics.com)

*Organic Fresh Food Specialists*

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From: 

To: 

Subject: Tyree & D'Angelo Partners has pursued the Opportunity "[Executive Represented] Rapidly Growing Organic Foods Company"

Date: Wed, 2 Sep 2015 18:51:21 +0000



---

Anne Wave pursued your project.

---

Anne Wave at [Tyree & D'Angelo Partners](#) has pursued your project "[Executive Represented] Rapidly Growing Organic Foods Company."

**Email then call Anne to confirm next steps and to schedule a longer discussion, if appropriate.**

---

### Next Steps

- **Email Anne directly** by replying to this email.

### Member Details



Anne Wave  
[Tyree & D'Angelo Partners](#)  
Axial Member since Sep. 18, 2013



Axial Best Practice

We encourage you to respond as soon as possible after receiving this email. Members who respond within 5 minutes of receiving a pursuit email are 10x more likely to connect and close a deal with another Member than those who wait.

You can **reply to this Email** to continue the conversation. Attachments are supported.

---

Sent via Axial: 45 East 20th St. New York, NY 10003. [REDACTED]

[Report a Concern](#)



[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, September 6, 2015 1:33 PM  
**To:** Greg Crossgrove  
**Subject:** RE: Casa Grande Cooler Concept Rev 3

I plan to contact Barry on Tuesday and try to get things nailed down this week. We will look at the building on Wednesday morning.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

Subject: Re: Casa Grande Cooler Concept Rev 3  
From: [REDACTED]  
Date: Sun, 6 Sep 2015 10:55:19 -0600  
To: [REDACTED]

Dennis-

Looks good, I would like a visual inside and out, before I comment on final traffic patterns, loading docks, packing lines etc.

Have you had any more contact with Barry on the land, I know of a conventional/ organic company that looked at the property last week. With the hay prices as low as they are, I don't think hay producers are looking hard at this time.

Best Regards,

Greg

Sent from my iPhone

On Sep 5, 2015, at 8:19 PM, Dennis Brewer <[REDACTED]> wrote:

Revision 3

Regards,  
Dennis

Dennis Brewer



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

*Organic Fresh Food Specialists*

<Casa Grande Cooler Concept Layout 150904 Rev 3.xlsx>

[REDACTED]

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, September 9, 2015 9:14 AM  
**To:** Andy Altahawi  
**Subject:** RE: Contracts

Andy - Three questions

- 1) What valuation are you putting on the company? How much dilution of my ownership will the \$22 million bring?
- 2) Does the \$40,000 cover everything? You had previously mention \$30,000 plus \$20,000 for a total of \$50,000 to cover audit, legal, etc.
- 3) I assume you did not intend to include the \$20 million of debt we are raising independently in the calculation of your 10% cash and stock fees. Is that correct?

Our legal counsel will review today. I will let you know promptly if there are any changes we would need.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Contracts  
**Date:** Tue, 8 Sep 2015 15:51:09 -0400

Dear Dennis,

I hope all is well.

Please find attached herein the following:

- 1- Capital market agreement. This is our agreement to raise the capital required.
- 2- Consultancy agreement. This is to structure the company and file the S-1 with the SEC. The other option is to buy an existing public shell, I have one ready for merger but it will cost you about 100K.
- 3- Annex "A"

Please call me if you have any questions.

Regards  
Best Regards  
Andy Altahawi, Ph D  
CEO  
Adamson Brothers, LLC  
[REDACTED]  
[www.adamsonbrothers.com](http://www.adamsonbrothers.com)

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Tuesday, September 08, 2015 2:06 PM  
**To:** Andy Altahawi  
**Subject:** RE: Contracts

Thanks.

Regards,  
Dennis

Dennis Brewer  
[REDACTED] [REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Contracts  
**Date:** Tue, 8 Sep 2015 14:04:48 -0400  
Hi Dennis,

I will forward later today.

Regards  
Andy

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Tuesday, September 08, 2015 10:06 AM  
**To:** Andy Altahawi  
**Subject:** Contracts

Andy - When should I expect your contracts? At what valuation do you think you can do the \$22M private placement? I say \$22 because your commission rate is high at 10% and I do not want to cut into the cash we need to run the business.

Regards,  
Dennis

Dennis Brewer



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[REDACTED]

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, September 10, 2015 2:49 PM  
**To:** Andy Altahawi  
**Subject:** RE: Agreements  
**Attachments:** Dennis Brewer Resume 3.pdf; Paul Smith Resume.pdf; Ag Ops Winnett2015.pdf; PSL PDF-2015.pdf; rgq411-gmail.com-8.5-resume.pdf; Resume final.pdf

Is the company a corporation or LLC? If it's a corporation, where is it organized? C Corp organized on 10/22/12 in Colorado

2- How many shares authorized? 20 million each of Common, Series A, B, C, D and how many shares issued to the shareholders? see below

3- I need the shareholders list, and the ratio of their ownership.

Dennis Brewer 2,700,000 Common shares

Dean Smith 10,000 shares Preferred Series A \$10 par

Doug Petersen 2,500 shares Preferred Series A

4- The management team and their bios.

Dennis Brewer CEO

Paul Smith CFO

Mike Castro VP Operations

Peter Leblond VP Sales and Marketing

Rafael Gomez Director - Food Safety and Organic Integrity

David Mota Director - Organic Farming

Resumes attached.

Transfer was initiated this morning Arizona time.

Regards,  
Dennis

Dennis Brewer

[REDACTED] [REDACTED]

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---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** RE: Agreements  
**Date:** Thu, 10 Sep 2015 13:29:42 -0400

Dear Dennis,

I hope all is well.



I have few questions:

- 1- Is the company a corporation or LLC? If it's a corporation, where is it organized?
- 2- How many shares authorized? and how many shares issued to the shareholders?
- 3- I need the shareholders list, and the ratio of their ownership.
- 4- The management team and their bios.

Please confirm the transfer if it was initiated.

Let me know if you have any questions.

Regards  
Andy

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Wednesday, September 09, 2015 7:15 PM  
**To:** Andy Altahawi  
**Subject:** RE: Agreements

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**CC:** [REDACTED]  
**Subject:** RE: Agreements  
**Date:** Wed, 9 Sep 2015 19:07:44 -0400  
Dear Dennis,

Sorry, here is the right copy.

Regards  
Andy

---

**From:** Andy Altahawi [mailto:[REDACTED]]  
**Sent:** Wednesday, September 09, 2015 6:58 PM  
**To:** [REDACTED]  
**Cc:** 'Ray Sullivan'  
**Subject:** RE: Agreements

Dear Dennis,

As per your request please find attached the amended agreement.

The following is our Citibank wiring instruction.

Bank Info:  
Citi Bank  
378 New Jersey highway 3,  
Clifton, NJ 07014

Name: Adamson Brothers, LLC  
Address: 205 D Chubb Ave  
Lyndhurst, NJ 07071

Account number: 9340031912  
Routing Number: 021272655  
Swift code: CITIUS33

Once we execute the agreement we will send you a list of info needed to start the process.

Regards  
Andy

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Wednesday, September 09, 2015 6:25 PM  
**To:** Andy Altahawi  
**Cc:** Ray Sullivan  
**Subject:** Agreements

Andy - Please add the following sentence immediately prior to the last sentence of paragraph 7 of the Capital Markets Agreement:

"The Company, at its option, may elect to defend Advisor, at Company's expense, in lieu of indemnification, for any legal or other expenses incurred by Advisor in defending any action or claim contemplated by this paragraph."

I will signed the modified Agreement. Also, please let me know where to wire transfer the \$40,000.

Thanks.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, September 10, 2015 11:32 PM  
**To:** M Anglade MD  
**Subject:** RE: trip to AZ

Moise - Sorry you have to cancel. We have an opportunity to secure a multi-million contract with Kroger's. I want to get started on that contract as soon as possible to increase the company's backlog and prospects. I need to hire three people - VP Sales, VP Operations and Director - Food Safety - to get that contract. I am looking for \$50,000 now to secure that contract by mid-October. Would you be willing to invest \$50,000 now at the share price of \$10?

In addition to being just what the company needs now, it is likely the final opportunity to invest at this price. Our valuation is being set by the investment banker at \$160 million (\$40 per share) for the \$22 million private placement which will be starting shortly.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** trip to AZ  
**Date:** Thu, 10 Sep 2015 20:03:03 -0700

Mr Brewer:

Unfortunately something just occurred. I need to cancel my trip to AZ. I will need to reschedule as soon as possible. Sorry for the inconvenience. I will let you know soon.

Moise Anglade

[REDACTED]

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, September 10, 2015 10:24 AM  
**To:** Frank Marinaro  
**Subject:** RE: Regarding Axial Posting - Rapidly Growing Organic Foods Company "Winnett"

Andy Altahawi, Ph D  
CEO  
Adamson Brothers, LLC  
[REDACTED]  
[www.adamsonbrothers.com](http://www.adamsonbrothers.com)

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Re: Regarding Axial Posting - Rapidly Growing Organic Foods Company "Winnett"  
**Date:** Thu, 10 Sep 2015 13:51:05 +0000

Yes, please send me their contact information. Thank you...

Frank Marinaro, Managing Director  
BRICKELL FINANCIAL CORP.  
Latitude On The River Office Building  
175 SW 7th Street - Suite 1900

Miami, Florida 33131

Office - (786) [REDACTED]  
Cell - (732) [REDACTED]  
[REDACTED]  
[www.BrickellFinancial.com](http://www.BrickellFinancial.com)

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, September 10, 2015 9:29 AM  
**To:** Frank Marinaro  
**Subject:** RE: Regarding Axial Posting - Rapidly Growing Organic Foods Company "Winnett"

We are working with Adamson Brothers on a \$22 million equity private placement. If you are interested in participating, I can put you in touch with them.

Regards,  
Dennis

Dennis Brewer  
[REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Regarding Axial Posting - Rapidly Growing Organic Foods Company "Winnett"  
**Date:** Thu, 10 Sep 2015 11:49:29 +0000

Dear Dennis,

Please allow me to introduce myself, my name is Frank Marinaro. I am a Managing Director of Brickell Financial. I wanted to reach out to contact you with regard to the posting you had on Axial regarding the rapidly growing organic foods company "Winnett" currently seeking financing. We have an extensive network in the finance industry and would like to learn more about the opportunity and see if there is a way for us to work together.

### **About Brickell Financial**

Brickell Financial is a financial services firm that assists our clients in finding access to capital (debt or equity) throughout the country to help them expand their business or finance continuing operations. We have access to investment funds for real estate financing, new development projects, renovations, business acquisitions & expansion, contract and purchase order financing, new equipment financing, and general operational capital even for those clients with little or troubled credit history. Brickell Financial does not sell investment products, insurance policies or manage client investment portfolios, so we have no conflict of interest with our client's current financial advisors. Brickell Financial strictly locates alternative sources of capital from our network traditional and non-traditional lenders for private business owners looking to expand their business.

Please find attached the signed NDA your requested.

Sincerely,

Frank Marinaro, JD/MBA

Managing Director

BRICKELL FINANCIAL CORP.

1395 Brickell Avenue - Suite 900

Miami, Florida 33131

Office - (786) [REDACTED]

Cell – (732) [REDACTED]

[REDACTED]

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

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[REDACTED]

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**From:** Frank Marinaro <[REDACTED]>  
**Sent:** Thursday, September 10, 2015 9:51 AM  
**To:** [REDACTED]  
**Subject:** Re: Regarding Axial Posting - Rapidly Growing Organic Foods Company "Winnett"

Yes, please send me their contact information. Thank you...

Frank Marinaro, Managing Director  
BRICKELL FINANCIAL CORP.  
Latitude On The River Office Building  
175 SW 7th Street - Suite 1900  
Miami, Florida 33131  
Office - (786) [REDACTED]  
Cell - (732) [REDACTED]  
[REDACTED]  
[www.BrickellFinancial.com](http://www.BrickellFinancial.com)

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Regards,  
Dennis

Dennis Brewer  
[REDACTED] [REDACTED]  
[www.winnettorganics.com](http://www.winnettorganics.com)  
*Organic Fresh Food Specialists*

---

**From:** [REDACTED]  
**To:** [REDACTED]  
**Subject:** Regarding Axial Posting - Rapidly Growing Organic Foods Company "Winnett"  
**Date:** Thu, 10 Sep 2015 11:49:29 +0000

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