

[REDACTED]

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 1, 2016 8:03 AM  
**To:** Ray Sullivan; [REDACTED] Paul Smith; Greg Crossgrove; Peter LeBlond; Jason Waseman; [REDACTED] David Mota  
**Subject:** Offerings Summary

Here is a summary of the offerings we have outstanding:

Subordinated debt 5.8% Due 2031 \$100 million Insight Network, Valencia, Spain  
Private placement \$22 million Adamson Brothers, Paramus, NJ  
Initial Public Offering \$12 million Self underwritten DPO by Winnett Perico with possible assist of Roth Capital  
Farmland swap \$10 million, acreage TBD by appraisal, with Kingman Farms, Las Vegas, Nevada  
Ranch swap \$35 million, 126,000 deeded acres, with 26 Ranch, Battle Mountain, Nevada  
Total of offerings \$179 million

I expect we will begin to see results from these offerings in January. We will prioritize compensation, land, farm equipment, and the supporting technologies for our farming operations and emphasize field packed products to begin our operations and develop a revenue stream as quickly as possible.

Regards,  
Dennis

Dennis Brewer  
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[REDACTED]

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, January 3, 2016 5:52 AM  
**To:** Paul Smith  
**Subject:** PPM Expert  
**Attachments:** 145.11-2015 Winnett Perico, Inc..pdf

PPM Expert paid by wire transfers (\$2825 and \$2125) from TD Ameritrade and from personal account (\$700 on expense report)

Regards,  
Dennis

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, January 7, 2016 6:25 PM  
**To:** John Marvel [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** 26 Ranch

John - As I understand the proposal, the seller wants to retain ownership of the ranch despite our having put \$15 million down and conveyed \$25 million in stock. We appreciate the seller's interest in pursuing a deal and decline the offer. We would be willing to:

Pay \$15 million in cash as a down payment

Convey \$21 million in stock

Enter into an agreement with the seller whereby the company guarantees minimum proceeds of \$21 million to the seller if the seller orderly liquidates the stock in accordance with the SEC guidelines for 5% holders OR

Enter into an agreement whereby the company issues preferred stock at 4.5% and the company repurchases the preferred stock at its \$21 million face value over a period of seven years

In either event, the title to the ranch would pass to Winnett Sustainable Ag Lands at the time the cash and stock are conveyed to the seller.

We have the following financings occurring at the same time as we are pursuing the purchase of 26 Ranch:

\$100 million subordinated debt, 5.8%, due 2031

\$22 million private placement, Adamson Brothers

IPO in March 2016

\$10 million land for stock swap in Kingman, Arizona

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, January 7, 2016 9:43 AM  
**To:** 'Doug Petersen'  
**Subject:** RE: Status Report

Oh, I have been here before. Everyone is holding up fine for the moment. We should have a breakthrough on one of our financings fairly soon.

Regards,  
Dennis

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**From:** Doug Petersen [mailto:[REDACTED]]  
**Sent:** Thursday, January 7, 2016 9:41 AM  
**To:** [REDACTED]  
**Subject:** RE: Status Report

Hi Dennis,

Thanks for the update. Given the situation I agree it would be appropriate to add that piece, perhaps at a later date when the situation is not so alarming.

I am sure that this is a challenging environment to work under right now. It is always darkest before the dawn. Good luck,  
Doug

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**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Thursday, January 07, 2016 6:41 AM  
**To:** Doug Petersen  
**Subject:** RE: Status Report

Doug - Our cash position at the moment is about \$200 - we are hanging on by the good graces of our creditors. It has taken about six to eight weeks longer to get here (beginning of private placement) than I thought due to slow audits, and, of course, Jabor was a bust in November. No one is being paid so they understand where we are at but we had set expectations with them - pay comes when funding does - before they were hired. I just do not want that info to leak out if possible - though we have now lost our VP Sales to this funding issue. As soon as the news is good, I will share it with a wider audience - it won't matter so much if it leaks by someone forwarding the status report to people outside our group. The tone in the group is good, very positive at the



moment, though people are anxious for some good news.

Regards,  
Dennis

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---

From: [REDACTED]  
To: [REDACTED]  
Subject: Re: Status Report  
Date: Thu, 7 Jan 2016 11:22:43 +0000

Hi Dennis,

Looks like you are making good progress, congratulations. I really like this summary, I think it hits critical components and gives us a good update. Could you add a piece about cash position or burn rate or something so the reader can gauge that. Having said that, if this is too sensitive for some of your audience (you would know better than I) then maybe that part should only go to the investors. Food for thought.

Thanks,  
Doug

On Jan 7, 2016, at 6:11 AM, "Dennis Brewer" <[REDACTED]> wrote:

#### **FINANCE AND ADMINISTRATION**

**Finance** - Five offerings in process, valued at \$179 million total:

Subordinated debt 5.8% Due 2031 \$100 million Insight Network, Valencia, Spain

Private placement \$22 million Adamson Brothers, Paramus, NJ - finally underway this week

Initial Public Offering \$12 million Self underwritten DPO by Winnett Perico with possible assist of Roth Capital

Farmland swap \$10 million, acreage TBD by appraisal, with Kingman Farms, Las Vegas, Nevada - awaiting owner's signature

Ranch swap \$35 million, 126,000 deeded acres, with 26 Ranch, Battle Mountain, Nevada - active negotiations ongoing

Ready to begin implementation of QuickBooks, followed by NetSuite ERP. Preparing for year end 2015 audit. Still in need of a Director - Controller.

**Human Resources** -

**Information Technology** - We have an extensive list of technologies to implement from ERP to EDI to farm automation to support the rapid scaling of our operations.

**Procurement** -

**Pricing** - Director - Pricing position on hold until later in the year.

## **OPERATIONS**

**Crops** - Final crop plan depends upon our planting start date and customer requirements.

**Plant/Cooler** - Working toward 300,000 sf plant to be located on 90 acres at I-10 and Sunshine Blvd, Eloy.

**Terminals** - Have rough design for outdoor terminals based upon forced air cooling technology discussed in last status report.

**Livestock** - 26 Ranch contract in negotiation.

**Logistics** - Have received preliminary proposals from Ryder and Penske. Revised some requirements and Director - Logistics will be negotiating details and selecting our supplier.

## **SALES AND MARKETING**

**Sales** - Peter LeBlond has decided not to continue with the company. We will be looking for a new Vice President in the coming days. We are planning a freight rebate program equal to 3% to 4.5% of total purchases for high volume accounts (Kroger's, Albertsons) in the \$80-\$100 million annual volume range. I have approached three major customers about volume buys.

**Marketing** - Waiting on funding to develop pitch deck and revamp web site to conform to sales pitch.

## **REAL ESTATE AND CONSTRUCTION**

**Real Estate** - Negotiating for 90 acre plant/cooler parcel in Eloy, investigating utility adequacy for our use. Have leases ready to sign for Hyder 5,000 acres and Kingman 6,000 acres. Kingman lease comes with \$10 million land swap, 1200-1600 acres to be owned by Winnett Sustainable Ag Lands and farmed by WinnettOrganics. Exact amount of land to be deeded depends upon appraisal.

**Construction** - Working toward cost estimate for Eloy 300Ksf plant/cooler, tentatively in the \$43-\$45 million range, plus \$15 - \$18 million of processing equipment for root vegetables. Farm terminal costs reduced to \$3-\$4 million each for initial capacity of 5,000 to 7,000 acres.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 8, 2016 3:05 PM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** Auditors Consent

We are going to lose our opportunity to file in a few days without the auditor's consent. That would mean you would likely go unpaid for your work as this whole situation goes down the tubes. Please consider whether you would prefer to be paid double later from the proceeds versus not at all if we miss the deadline and fail in this endeavor. Thanks for your consideration.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 8, 2016 1:53 PM  
**To:** 'Andrew Kunsak'  
**Subject:** RE: Material Contracts  
**Attachments:** Capital Markets Agreement 090815 Signed.pdf

Good thinking.

Regards,  
Dennis

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**From:** Andrew Kunsak [mailto:[REDACTED]]  
**Sent:** Friday, January 8, 2016 1:32 PM  
**To:** Brewer Dennis <[REDACTED]>  
**Subject:** Material Contracts

Dennis, just realized we will likely need to file the contract you have with Andy as a material contract with the S-1. Can you please forward that to me? I don't see it in the dropbox.

Thank you,

--  
Regards,

**Andrew Kunsak**  
**Project Manager**  
Securities Compliance Group, Ltd.  
[888.978.9901](tel:888.978.9901) Tel.  
[312.754.9499](tel:312.754.9499) Intl.  
[630.689.9471](tel:630.689.9471) Fax

[REDACTED]



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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 11, 2016 7:37 PM  
**To:** 'Andy Altahawi'  
**Subject:** RE: Engagement Letter

Thanks. I skyped him. Hopefully he will respond.

Regards,  
Dennis

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---

**From:** Andy Altahawi [mailto:[REDACTED]]  
**Sent:** Monday, January 11, 2016 7:25 PM  
**To:** [REDACTED]  
**Subject:** RE: Engagement Letter

Call his partner Siddhartha +91 9811 325 385 I think he will go for it. Skype: s\_havelia

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, January 11, 2016 7:14 PM  
**To:** Andy Altahawi  
**Subject:** RE: Engagement Letter

Andy - I've offered to pay him \$10,000 for this audit and a 12/31/2016 audit, provided the latter audit is completed by 2/28.

Regards,  
Dennis

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From: [REDACTED]  
To: [REDACTED]  
Subject: RE: Engagement Letter  
Date: Mon, 11 Jan 2016 19:02:29 -0500

Explain to him the situation and tell him you will be my Auditor going forward. And tell I will double your payment this time around.

---

**From:** Andy Altahawi [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Monday, January 11, 2016 6:59 PM  
**To:** [REDACTED]  
**Subject:** RE: Engagement Letter

I understand. The guy is in India and it's not really worth wasting time legally over this. Let's try to figure it out between today and tomorrow.

How about if you call him directly. This is his cell +91 98106 61322 Also try his partner Siddhartha +91 9811 325 385 he is much nicer.

Call them midnight eastern time.

---

**From:** Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Monday, January 11, 2016 6:30 PM  
**To:** Andy Altahawi  
**Subject:** Engagement Letter

Andy - I have reviewed the engagement letter. Nowhere in there does it say the bill is to be paid before consent is forthcoming. I will refer this matter to our attorney in the morning.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 11, 2016 12:14 PM  
**To:** 'Barry Oliver'  
**Subject:** RE: Offerings Summary

Barry - I am checking with everyone this week to see where we are at. The signs last week were good - but no closings yet.

Regards,  
Dennis

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**From:** Barry Oliver [mailto:[REDACTED]]  
**Sent:** Monday, January 11, 2016 12:00 PM  
**To:** [REDACTED]  
**Subject:** Re: Offerings Summary

Hi Dennis any sign of any money from your offerings?

On Jan 3, 2016 12:09 PM, "Dennis Brewer" <[REDACTED]> wrote:

Barry - Here is a summary of the offerings we have outstanding:

Subordinated debt 5.8% Due 2031 \$100 million Insight Network, Valencia, Spain  
Private placement \$22 million Adamson Brothers, Paramus, NJ  
Initial Public Offering \$12 million Self underwritten DPO by Winnett Perico with possible assist of Roth Capital  
Farmland swap \$10 million, acreage TBD by appraisal, with Kingman Farms, Las Vegas, Nevada  
Ranch swap \$35 million, 126,000 deeded acres, with 26 Ranch, Battle Mountain, Nevada  
Total of offerings \$179 million

I expect we will begin to see results from these offerings in January.

Also, fyi, we are in talks with three major customers about buying out our \$300 million in 2016 organic capacity and about their needs in the years beyond.

Regards,  
Dennis



Dennis Brewer

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 11, 2016 4:51 PM  
**To:** 'Raymond Sullivan'  
**Subject:** RE: 26 Ranch

Nope - no news from either. Think we will have to trade our stock up for a while to get them to believe.

I'm trying to gauge the interest of Roth Capital in our IPO if we can get a contract with Dole Fresh Vegetables - that could be our breakthrough.

Regards,  
Dennis

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

From: Raymond Sullivan [mailto:[REDACTED]]  
Sent: Monday, January 11, 2016 4:47 PM  
To: Dennis Brewer <[REDACTED]>  
Subject: 26 Ranch

Dennis,

Any news on 26 Ranch or Kingman?

Regards,

Ray

Sent from my iPhone

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, January 12, 2016 7:28 AM  
**To:** [REDACTED]  
**Subject:** News

Any progress to report?

We have interest in a multi-million contract from Dole Fresh Vegetables.

Regards,  
Dennis

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, January 13, 2016 8:36 AM  
**To:** 'Mr. Don Keiser'  
**Subject:** RE: Status

Thanks for the update Don.

Regards,  
Dennis

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**From:** Mr. Don Keiser [mailto:[REDACTED]]  
**Sent:** Wednesday, January 13, 2016 8:34 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Status

Dear Dennis,

We have send out over one hundred PPM's. We are talking in total with twelve potential participation holders. WE will send out more PPM's next week.

I will keep you up to date, have a great day.

Cordial saludo,

Mr. Don Keiser  
**Insight Director**



**Insightnetwork (a Swiss Verein)**

*Oficina de representación:*

*Calle Antina 22 Primera Planta, 03130,  
St. Pola, Comunidad Valenciana, España.  
Teléfono: +34 62 63 111 83*

Skype: [insightnetwork.ch](https://www.skype.com/people/insightnetwork.ch)



[www.fundacity.com/insight-network](http://www.fundacity.com/insight-network)

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On 13 January 2016 at 14:04, Dennis Brewer <[REDACTED]> wrote:

Don - Please give me a rundown on how many people you have contacted and what kind of reaction you are getting. Thanks.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, January 14, 2016 10:41 AM  
**To:** 'Paul Smith'  
**Subject:** Expenses

Paul - We will pay everyone's expenses as soon as possible. I am very sorry to hear Mark lost his job. Is there something he can do for us without spending money so we can pay him for consulting in a manner similar to Bruce Blitch?

We have 12 investors talking to our investment banker in Spain about investment and should receive some funds soon.

Regards,  
Dennis

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**From:** Paul Smith [mailto:[REDACTED]]  
**Sent:** Thursday, January 14, 2016 10:33 AM  
**To:** Brewer Dennis <[REDACTED]>  
**Subject:** Fwd:

Hi Dennis:

I was wondering if we could somehow pay the expenses of our Director - HR, Mark Vindiola for his travel expenses to interview me in Tucson totaling \$410.47.

Even though our offer letter is contingent upon WO receiving funding, Mark lost his job as HR Director at Bornt Family Farms when a realtor helping him view houses in Tucson called his company payroll department to verify employment.

I just think it is important to pay his expenses now if we can because of his acceptance of our offer, and the unfortunate circumstances relating to loosing his job from the realtor contacting his company.

Please let me know if we can do this, and I will get his address to mail the check.

See email below from Jordan Rose whom called me on this yesterday afternoon to recommend that we pay Mark soon, and the attached letter from Mark detailing his expenses.

Thanks!

Regards,  
Paul

Paul Smith  
255 Barcelona Drive  
Boulder, CO 80303  
Mobile: (303) 601-6333  
Email: [REDACTED]

Begin forwarded message:

**From:** Jordan Rose <[REDACTED]>  
**Subject:** FW:  
**Date:** January 5, 2016 at 10:49:02 PM MST  
**To:** Paul Smith <[REDACTED]> "[REDACTED]"  
<[REDACTED]>

Paul,

Good evening. I have attached the expense report for Mark Vindiola's trip to Tucson to meet with you and the team. Please let me know if you have any questions. I look forward to speaking with you soon. Have a great evening.

*Regards,*

Jordan Rose

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

(559) 449-3628 Office  
(559) 449-3465 Fax  
(559) 259-8945 Cell

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 15, 2016 1:37 PM  
**To:** 'Andy Altahawi'  
**Subject:** RE: Investor Interest

We likely have an auditor selected. We will know something about price and schedule next week. I am hoping for a mid-February release of the S-1.

Regards,  
Dennis

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---

**From:** Andy Altahawi [mailto:[REDACTED]]  
**Sent:** Friday, January 15, 2016 1:33 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Subject:** RE: Investor Interest

Hi Dennis,

That is a good news. Best of luck.

I am speaking to few big investors overseas. They are currently looking at the deal, and I should hear back soon.

I wish that we were able to file the s-1, it would have been much better at this stage.

Regards  
Andy

---

**From:** Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Friday, January 15, 2016 1:00 PM  
**To:** [REDACTED]  
**Subject:** Investor Interest

We have 12 investors interested in our debt issue over the past ten days so we are making some progress there. Any news on investor interest?

Regards,  
Dennis



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1. *Journal of Management Studies*, 1997, 34, 1, 1-14.

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**Marketing –**

**REAL ESTATE AND CONSTRUCTION**

**Real Estate** – Eloy plant site under study for utility adequacy.

**Construction** – Nothing in process at the moment. Waiting on decision on Eloy site versus CADC at Casa Grande.

Regards,  
Dennis

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 22, 2016 7:35 AM  
**To:** 'Mr. Don Keiser'  
**Subject:** RE: Update

Great. Thanks for your prompt reply.

Regards,  
Dennis

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**From:** Mr. Don Keiser [mailto:[REDACTED]]  
**Sent:** Friday, January 22, 2016 7:34 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Update

Dear Dennis,

I am busy with appointments with potential participation holders. We have twelve potential participation holders that have interest in your project till now. Five are very serious, I hope to get something on paper by next week.

Have a great weekend.

Cordial saludo,

Mr. Don Keiser  
**Insight Director**



**Insightnetwork (a Swiss Verein)**

*Oficina de representación:*

Calle Antina 22 Primera Planta, 03130,  
St. Pola, Comunidad Valenciana, España.  
Teléfono: +34 62 63 111 83  
Skype: [insightnetwork.ch](https://www.skype.com/user/insightnetwork.ch)



[www.fundacity.com/insight-network](http://www.fundacity.com/insight-network)

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On 22 January 2016 at 13:13, Dennis Brewer <[REDACTED]> wrote:

Don - As discussed earlier this week, please provide a detailed status report on progress in developing prospects and closing on new participation holders. I have two commitments today which I must make or delay based upon your progress report. Thank you.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 22, 2016 4:17 PM  
**To:** 'John Marvel'; 'John Marvel'  
**Cc:** [REDACTED] [REDACTED] 'Administrative Assistant'  
**Subject:** RE: 26 Ranch

Thanks for the update.

Regards,  
Dennis

Dennis Brewer  
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**From:** John Marvel [mailto:[REDACTED]]  
**Sent:** Friday, January 22, 2016 4:09 PM  
**To:** Dennis Brewer <[REDACTED]> John Marvel <[REDACTED]>  
**Cc:** [REDACTED] Administrative Assistant <[REDACTED]>  
**Subject:** Re: 26 Ranch

Hi Dennis. It appears that my client isn't interested in pursuing a transaction in the manner in which you have structured your proposal. Accordingly, there is no point in further discussing this matter and I would not want you to waste any more of your time in considering the purchase of the 26 Ranch on the basis you presented. In the event you are interested in later re-visiting a potential purchase of the ranch in a manner and structure as we've previously communicated to you, please feel free to be in touch.

Thank you for the interest you expressed in the 26 Ranch. Best of luck to you in proceeding with your new business endeavor.

Johnnie

On Thursday, January 7, 2016 3:24 PM, Dennis Brewer <[REDACTED]> wrote:

John - As I understand the proposal, the seller wants to retain ownership of the ranch despite our having put \$15 million down and conveyed \$25 million in stock. We appreciate the seller's interest in pursuing a deal and decline the offer. We would be willing to:

Pay \$15 million in cash as a down payment

Convey \$21 million in stock

Enter into an agreement with the seller whereby the company guarantees minimum proceeds of \$21 million to the seller if the seller orderly liquidates the stock in accordance with the SEC guidelines for 5% holders OR

Enter into an agreement whereby the company issues preferred stock at 4.5% and the company repurchases the preferred stock at its \$21 million face value over a period of seven years

In either event, the title to the ranch would pass to Winnett Sustainable Ag Lands at the time the cash and stock are conveyed to the seller.

We have the following financings occurring at the same time as we are pursuing the purchase of 26 Ranch:

\$100 million subordinated debt, 5.8%, due 2031

\$22 million private placement, Adamson Brothers

IPO in March 2016

\$10 million land for stock swap in Kingman, Arizona

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Saturday, January 23, 2016 8:47 AM  
**To:** [REDACTED]  
**Subject:** Land Delivery

Barry – We have an excellent chance to get a contract with Dole (confidential information) for baby lettuces. We would also like to be able to serve our large retailer customers this year with other leafy greens, etc.,. Would you be able to deliver the additional 5,000 acres scheduled in our lease for December 1<sup>st</sup> by sometime in August so we could serve both of these types of customers this year?

Regards,  
Dennis

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, January 24, 2016 6:13 PM  
**To:** 'Paul Zaffaroni'  
**Subject:** RE: Traction

Paul - No problem. Call before 2 PM Pacific Time. I'm around until then. Look forward to speaking with you.

Regards,  
Dennis

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**From:** Paul Zaffaroni [mailto:[REDACTED]]  
**Sent:** Sunday, January 24, 2016 6:11 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Subject:** RE: Traction

Hi Dennis,

I apologize for the delay in responding to your email (I was traveling for a transaction I'm working on).

Are you available tomorrow for a call to catch up?

All the best,

Paul

Paul Zaffaroni  
Managing Director  
ROTH Capital Partners  
888 San Clemente Drive | Newport Beach, CA 92660  
Work: (949) 720-7174 | Mobile: (949) 500-1458  
Email: [REDACTED]  
[www.roth.com](http://www.roth.com)

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, January 11, 2016 9:04 AM  
**To:** Paul Zaffaroni  
**Subject:** Traction

Paul – We spoke a couple of weeks ago regarding our situation. We are filing an S-1 this week and are looking for someone to work with us on that. You had mentioned that we needed to show some activity. We have an opportunity to sign a major contract with Dole Fresh Vegetables for tens of millions in sales. If we have that contract but have not yet shown any sales would that be enough or do we need to have progressed further in terms of sales activity?

Regards,  
Dennis

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Please access the attached hyperlink for an important electronic communications disclaimer:

<http://www.roth.com/main/Page.aspx?PageID=1070>

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 25, 2016 11:16 AM  
**To:** [REDACTED]  
**Subject:** RE: Gerlach and Dole

Yes, I was talking about Gerlach for May. The reason I am interested in purchase is that if we could purchase for cash and stock, we would net \$8-10MM to use in farming operations, assuming the owner has a reasonable purchase price. Once you know the Gerlach situation, we will set up a conference call with Greg. Thanks.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Monday, January 25, 2016 11:10 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Gerlach and Dole

Regarding Gerlach, I'll talk to my friend Doug Langum who is currently farming on some acreage there. I understand that the owner lives in Florida and is on a year long vacation with his new girlfriend and left everything in custody of his lawyer and Doug. I think it would be very easy to get in bed with Doug and have him farm for us, with our help of course, and operate there right away without massive negotiations for a purchase. That could be taking place parallel to us getting some crops planted. As I mentioned, the owner's main interest is not losing the water rights because this would seriously devalue his land value by about \$125M. I'll talk to Doug this morning about some framework for a deal.

You mention planting acreage in May, are you referring to Gerlach?

No problem talking to Dole anytime.

I'm available for a call anytime today.

Regards,

Mike

Michael Castro  
Vice President Operations  
Winnett Organics  
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Suite 1600  
Tucson, AZ. 85711

Off. 520-745-4403  
Cell 619-892-2319  
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----- Original Message -----

Subject: Gerlach and Dole

From: "Dennis Brewer" <[REDACTED]>

Date: Mon, January 25, 2016 7:34 am

To: "Mike Castro" <[REDACTED]>

Mike – Who do I contact about renting or buying the farm at Gerlach? Who has info on the Gerlach infrastructure and soils? I remember there are 4200 acres irrigated and about 5,000 acres total but that is about it.

If funds come through as expected in February, we would start prep at Gerlach in March for a first crop in June. That requires moving very fast on a portion of the land to get prep work completed. We would then have more time to work the rest of the prep work. If we have a crew of 75 people doing fences, plowing and disking, setting irrigation pipe, etc., how many acres do you think we could complete in March and April for planting in May?

Assuming we have good news on the financing front this week, I'd like you to meet with Dole next week to discuss how much product they want from us – baby greens and other. Let's plan to have a conference call with Greg Crossgrove later today to discuss our approach.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 25, 2016 2:01 PM  
**To:** Steve Marchal  
**Subject:** FW: WO 2015 Financials  
**Attachments:** WP Financial Statements 151231.xlsx; Untitled attachment 05625.htm; wTD Ameritrade & Paypal.zip; Untitled attachment 05628.htm; xCompensation.zip; Untitled attachment 05631.htm; xExpense Reports.zip; Untitled attachment 05634.htm; xInvoices.zip; Untitled attachment 05637.htm

Financials, as discussed. Call or email me with your proposed fee and schedule. Thanks.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Monday, January 25, 2016 1:27 PM  
**To:** Brewer Dennis <[REDACTED]>  
**Subject:** WO 2015 Financials

Hi Dennis:

Attached are the WO 2015 Financials including supporting documentation. I will review the notes later but I wanted to get these to you now.

Thanks!

Best,  
Paul

Paul Smith  
Vice President - Finance & Admin  
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m (303) 601-6333

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 25, 2016 4:25 AM  
**To:** [REDACTED]  
**Subject:** RE: TD Ameritrade Wire Transfers

The two \$5000 deposits went to me. I will trace the \$9975 today.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, January 24, 2016 9:28 PM  
**To:** Brewer Dennis <[REDACTED]>  
**Subject:** TD Ameritrade Wire Transfers

Hi Dennis:

Would you please provide me the detail including payee and purpose for the following wire transfers out to the TD Ameritrade account:

\$5,000 Wire Transfer on 10.21  
\$9,975 Wire Transfer on 10.27  
\$5,000 Wire Transfer on 11.10

Thanks!

Regards,  
Paul

Paul Smith  
Vice President - Finance & Admin  
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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 25, 2016 4:38 AM  
**To:** [REDACTED]  
**Subject:** RE: TD Ameritrade Wire Transfers

\$9975 was the financing fee paid for the Jabor International scam.

Regards,  
Dennis

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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, January 24, 2016 9:28 PM  
**To:** Brewer Dennis <[REDACTED]>  
**Subject:** TD Ameritrade Wire Transfers

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\$9,975 Wire Transfer on 10.27  
\$5,000 Wire Transfer on 11.10

Thanks!

Regards,  
Paul

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, January 26, 2016 3:58 PM  
**To:** 'Andy Altahawi'  
**Subject:** RE: Status

Thanks, Andy.

Regards,  
Dennis

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**From:** Andy Altahawi [mailto:[REDACTED]]  
**Sent:** Tuesday, January 26, 2016 3:56 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Subject:** RE: Status

I am really trying with big guys overseas. Including the sovereign fund of Kuwait. They take their sweet time.

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Tuesday, January 26, 2016 3:48 PM  
**To:** 'Andy Altahawi'  
**Subject:** RE: Status

Okay. We are working on the assumption there will be some funds available to us in February. Hopefully, that turns out to be the case.

Regards,  
Dennis

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