

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, February 24, 2016 3:29 PM
To: [REDACTED]
Subject: Decision Time

Aubree - Just called Jim's phone again – no answer. We need to make a decision today about whether we move forward and sign the deal or scrap the deal. I have a crew waiting to start on Tuesday and need to let them know what to do. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
Winnett Perico, Inc.
520-745-4403 970-744-3205
www.winnettorganics.com



Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, February 24, 2016 6:02 PM
To: [REDACTED]
Subject: Recap
Attachments: WinnettOrganics Rev7 Kingman Hyder 2016 Proforma 160128.xlsx; Chief-Executive-Officer-Salary 140828 Salarycom.pdf

Recapping our conversation of today:

50% interest to Kingman Farms for \$10MM land contribution with a 4 times call (\$40MM) by the company at any time within four years as a condition of the deal, timing of call at my discretion

3 total outside directors – (we may have to have one of these appointed by the other major shareholder)

2 total inside directors - CEO, CFO

Other issues:

My pay – will not work for nothing but willing to make some adjustment to pay going forward. Pay rate is based upon analysis by Salary.com attached.

No pledge agreement from me due to major structural change in deal.

Kingman Farms will have to agree to guarantee debt of company as a condition of deal as will other shareholder.

Regards,
Dennis

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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 26, 2016 11:30 AM
To: 'Barry Oliver'
Subject: RE: Investment

Thanks, Barry. I will let you know of changes in our situation day to day. We may still get the land swap done quickly. We will be leasing your property.

Regards,
Dennis

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Organic Fresh Food Specialists

From: Barry Oliver [mailto:[REDACTED]]
Sent: Friday, February 26, 2016 11:24 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Investment

Thank you for the information. I know two people that might be interested and I will talk to them soon as I can. My son and I are putting a little over a million dollars per section into the farm to get it prepared to lease and we have over 30 sections. So we will have a major investments in the farm in any event. I will keep you informed as soon as I have any information on the financial.

Regards
Barry

On Feb 26, 2016 6:39 AM, "Dennis Brewer" <[REDACTED]> wrote:

The sender has shared a file with you. To view it, click the link below.



[WinnettOrganics Rev8 Hyder 2016 Proforma 160128.xlsx](#)

Barry – Sorry to be the bearer of bad news but I wanted you to know as soon as I could. It appears unlikely we will make our March 1 deposit payment date as our \$10 million land swap investor keeps moving the goal post. So, it is possible there will be no investment from them. We had our entire team lined up to start at Kingman on March 1st but that will not happen.

We are still in the process of raising other funds from multiple sources including investment bankers and private sources but do not have those funds in hand yet. And, our IPO has been delayed until at least summer due to market conditions. Roth Capital and Cowen and Company have both indicated interest in raising money for us once we have established ourselves.

I do have an investor who is willing to put up \$7 million now but requires other investment with his investment. Since we may not be able to get to agreement with the \$10 million investor, we are looking for options for the short term. Would you be interested (or know of someone interested) in investing \$7 million in our organic fresh foods business? We would buy you/them out at a three times multiple (\$21MM) from cash flow within the next two years. As you can see from our attached projection, cash flow is excellent and we should be able to buy you/them out in about nine to fifteen months.

You/they would have a Board seat, receive my weekly status report right along with the other shareholders, and could track our progress on the ground. You/they would own about 20% of the company until bought out. Please let me know whether you have an interest and what questions you might have. Thanks in advance for your consideration. And, my apologies again for the bad news.

What you do not need to do is look for another tenant. Our lease will be implemented as planned. Your land is the core of our franchise. We will make this situation work out for the best.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

Winnett Perico, Inc.

[520-745-4403](tel:520-745-4403) [970-744-3205](tel:970-744-3205)

www.winnettorganics.com



Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 26, 2016 8:39 AM
To: [REDACTED]
Subject: Investment
Attachments: WinnettOrganics Rev8 Hyder 2016 Proforma 160128.xlsx; WP Executive Summary 160105.pdf; WP PPM FINAL Draft.pdf

Barry – Sorry to be the bearer of bad news but I wanted you to know as soon as I could. It appears unlikely we will make our March 1 deposit payment date as our \$10 million land swap investor keeps moving the goal post. So, it is possible there will be no investment from them. We had our entire team lined up to start at Kingman on March 1st but that will not happen.

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You/they would have a Board seat, receive my weekly status report right along with the other shareholders, and could track our progress on the ground. You/they would own about 20% of the company until bought out. Please let me know whether you have an interest and what questions you might have. Thanks in advance for your consideration. And, my apologies again for the bad news.

What you do not need to do is look for another tenant. Our lease will be implemented as planned. Your land is the core of our franchise. We will make this situation work out for the best.

Regards,
Dennis

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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, February 29, 2016 6:49 AM
To: 'Aubree Green'
Subject: RE: Status
Attachments: WinnettOrganics Rev7A Kingman Hyder 2016 Proforma 160128.xlsx; Winnett Perico Shareholder Rights Agreement 160307.docx; WP - Kingman Lease 160229.pdf

Jim – I have come up with a structure that will give you 50% and protect our minority shareholders who were unhappy with the original deal. As agreed, we will sell common shares to you with a 4 year call at 4 times your \$10MM land investment. We will sell preferred shares to our other new shareholder with a put of up to 20% of shares in any year after 2016. The combination of puts and calls will minimize the dilution to our minority shareholders. See attached spreadsheet Cap table for details.

I am willing to have my base compensation capped by the Board's Compensation Committee for 2016 if the net after tax difference between that and \$785K goes to purchase common shares at the same price as you have purchased your shares through the land contribution.

And, so everything is out on the table, we would like to defer the first four month's rent and pay it in October to improve cash flow during the startup period.

If this package is okay with you, please sign the lease as attached (it has been modified to include the number of shares of stock, the stock repurchase, and the deferred rent) and forward it to me. We will need your signature together with the legal description of the land you are contributing for stock. The stock certificate will be presented in the name of Kingman Farms, Inc., together with the \$1 million lease deposit, at closing on the land. The land closing will occur within 5 days after the \$7 million investment by our other new shareholder. Once the lease is signed, I will work to get the \$7MM closing done here in New York this week and, hopefully, we can meet in Kingman to finish this deal next Monday 3/7.

I am also waiting for our farm equipment lease line to be approved as we cannot proceed without it. I expect it this week.

We'd like to get our team on the land as quickly as possible so we do not miss any more weeks of the season than necessary. They will be ready to go on Tuesday 3/8.

Thanks.

Regards,
Dennis

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Organic Fresh Food Specialists

From: Aubree Green [mailto: [REDACTED]]
Sent: Thursday, February 25, 2016 8:45 PM
To: 'Dennis Brewer' < [REDACTED]>
Subject: RE: Status

Dennis,

Please give Jim a call to discuss.

Best,
Aubree

Aubree L. Green
General Counsel
8912 Spanish Ridge Avenue, Ste. 200
Las Vegas, Nevada 89148
Phone: 702-478-8375
Direct: 702-570-7216
Mobile: 702-579-5756
Fax: 702-586-3527

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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Thursday, February 25, 2016 4:09 PM
To: [REDACTED]
Subject: Status

Jim – Please advise status at your earliest convenience. We need to get the legal description and make this deal work or move on quickly to alternatives. Thanks.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, February 29, 2016 7:36 PM
To: [REDACTED]
Subject: Call

Jim – Good to speak with you briefly today. I'll call around 9 AM Tuesday. Just added up the total revenue to Kingman Farms from the lease as written: \$148 million over 7 years. \$108 million of ordinary income and \$40 million of capital gains.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, February 29, 2016 11:37 AM
To: 'Marshall De Leon'
Subject: RE: Checking in~

Marshall – We are on track. I am working on simultaneous closings with two investors now and, if I can finally get agreement today or tomorrow, will be done with that process next week. We will start our entire team shortly thereafter. But, a word of caution, I cannot guarantee the outcome until the closings actually occur. I have been working with both investors since December and it has not been an easy process trying to please them both.

Regards,
Dennis

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Organic Fresh Food Specialists

From: Marshall De Leon [mailto:[REDACTED]]
Sent: Monday, February 29, 2016 11:26 AM
To: [REDACTED] <[REDACTED]>
Subject: Checking in~

Good morning Dennis
Any word on how long it will be before Jason Waseman goes “live” with you?
My hierarchy is asking as the last discussion we had it was going to be February or March.

Just so as I can get word back to the Accounting Department.

Many thanks~

Marshall de Leon
Executive Recruiter



phone – 925.831.8551 | fax – 925.831.0265 | cellphone – 925.487.4707

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 3, 2016 7:08 AM
To: Mike Castro; [REDACTED]
[REDACTED] Rafael Gomez;
[REDACTED] Bruce Blitch;
Subject: Status Report

We are basically waiting on a decision from the Kingman landlord as to what he wants to do. He assured me three weeks ago that he was ready to go but has since changed his mind a couple of times about certain terms of the lease so I am not quite sure what to expect. I spoke with him three times on Monday and Tuesday but nothing since. Once we have the Kingman land swap done, we can secure the \$7 million cash from another investor to go with it. The \$7.5MM line of credit, \$8.5MM farm equipment lease line, and \$15MM receivables finance line are being worked on as a package which should improve the chances that all elements will be approved shortly. I have also been asked to meet next week with the head of the credit unit for Ryder, our likely truck supplier. We are looking to Ryder for a \$23MM lease facility. That would give us \$71 million in total capitalization.

Bruce Blitch and Paul Smith are working other investors for us.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 4, 2016 3:52 PM
To: 'Lino Belli'
Subject: RE: Payment

Understood. I'm doing my best.

Regards,
Dennis

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Organic Fresh Food Specialists

From: Lino Belli [mailto:[REDACTED]]
Sent: Friday, March 4, 2016 3:51 PM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Payment

Dennis,
Thank you for the update.
My consultants are getting anxious, I need to pay them soon or risk losing them for further projects.
I have my fingers crossed for Monday.
Thanks again,

lino



From: Dennis Brewer [mailto:[REDACTED]]
Sent: Friday, March 04, 2016 10:29 AM
To: Lino Belli
Subject: Payment

Lino – I have made a very generous offer for a land lease in Kingman, AZ which includes an investment by the owner in our company. If he agrees, we will have access to \$17 million in equity capital, including \$14.5 million in cash in fairly short order. I hope to know whether my generous offer has been accepted by Monday. If it is accepted, we should be able to pay you within days and get busy on the terminal project. My apologies again for the delay. I have been working with these same two investors since December and would have thought we would be well underway with our operations by now. In any event, I will keep you informed of our progress.

Regards,
Dennis

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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 4, 2016 2:56 PM
To: 'Mike Castro'
Subject: RE: Website contact info

Great. Just trying to get the deal done. We have previously agreed on all the pieces, now trying to get his signature on what he had already agreed to verbally. He has had the lease since December so you would think it would be a no-brainer. The lease is very generous to him, but I'm trying to get year round coverage for us to compete with Cal-Organic in the chains so we need the land in that quantity to do it.

Regards,
Dennis

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From: Mike Castro [mailto:[REDACTED]]
Sent: Friday, March 4, 2016 2:50 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Website contact info

Good. I looked at the video of the farm on their website and the crops looked pretty decent.

Sent from my iPad

On Mar 4, 2016, at 11:46 AM, Dennis Brewer <[REDACTED]> wrote:

Yes, Jim Rhodes and yes they had a veg trial.

Regards,
Dennis

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<image002.png>

Organic Fresh Food Specialists

From: Mike Castro [mailto: [REDACTED]]
Sent: Friday, March 4, 2016 2:45 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: Website contact info

Thanks for trying.

Are you dealing with Jim Rhodes? Is that the Kingman Farms operation that had a 200 acre trial of vegetables?

Sent from my iPad

On Mar 4, 2016, at 11:15 AM, Dennis Brewer < [REDACTED]> wrote:

Sorry, cannot retrieve it, apparently it was too far back. I checked a couple of places and it was not there any longer.

Also, fyi, I sent a new offer to Kingman Farms this morning with a deadline of Monday. It is generous so if there is a way to get this done, we will.

Regards,
Dennis

Dennis Brewer
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<image001.png>
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From: [REDACTED] [mailto: [REDACTED]]
Sent: Friday, March 4, 2016 1:59 PM
To: Dennis Brewer < [REDACTED]>
Subject: Website contact info

Hey Dennis,

Please resend the message form the website from the gentleman who was looking for employment opportunity. He has a Msc from U of A and I wanted to get his resume. Says he has organic production experience in US and Mexico. I lost that file when I was saving. Thanks.

Regards,

Mike

Michael Castro
Vice President Operations
Winnett Organics

5151 East Broadway Blvd.
Suite 1600
Tucson, AZ. 85711

Off. 520-745-4403
Cell 619-892-2319
Skype - verdura619
www.winnettorganics.com

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<image003.jpg>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 4, 2016 9:35 AM
To: [REDACTED]
Subject: Lease

Jim – Our current offer is worth \$1370 per acre per year over seven years. We would be willing to amend the terms of the lease to \$1648 per acre as follows:

\$10 million land swap for 10% of common shares (\$5.10 per share) with a \$70 million call over seven years. (This will be taxed at capital gains rates giving Kingman Farms a higher effective total return than if we were to increase the rental rate. The \$5 plus share price means we can legally appeal to a broader audience when selling our next \$100 million of stock as we would not be a penny stock.)

This would give Kingman Farms \$6 million for six thousand acres for one year, \$17 million for seventeen thousand acres over six years, plus \$10 million per year over seven years for a total of \$1648 per acre per year, \$178 million. We would be willing to renew the lease at \$1250 per acre for an additional fourteen years.

This proposal is subject to the other existing terms and conditions of the lease as written and expires Monday, March 7th at close of business.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 17, 2016 2:14 PM
To: 'Sandi L. Aquilino'
Cc: Christopher Nichols
Subject: Pro Forma
Attachments: WinnettOrganics Rev 11 Hyder 2016 Proforma 160128.xlsx; WinnettOrganics Rev 12 Willcox Hyder 2016 Proforma 160128.xlsx

Sandi – Two views of our track for 2016. Rev 11 shows Hyder only with the IPO in June. Rev 12 shows Hyder and Willcox with \$14 million total funds injected in March/April and the \$12 million IPO in June.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, March 21, 2016 1:06 PM
To: 'Greg Crossgrove'
Subject: RE: Hyder Property

Greg - I talk to Barry every week or so about our financing situation. What you say does not surprise me though I am trying to keep from having another party lease the land. Thanks for the heads up.

Regards,
Dennis

Dennis Brewer
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-----Original Message-----

From: Greg Crossgrove [mailto:[REDACTED]]
Sent: Monday, March 21, 2016 1:01 PM
To: Dennis Brewer CEO <[REDACTED]>
Subject: Hyder Property

Dennis,

You know I have a lot of contacts in Salinas and Yuma and hear a lot of things. I understand someone wants to control Barry's 20,000 acres of organic ground at Hyder, for future organic crops the next several years.

This is a heads up on Hyder property, you might want to give Barry a call, to get an update on the status of the property. I wouldn't state anything about someone trying to get the 20,000 acres, just getting a current status and maybe tell Barry, Winnett's status.

Mike and I discussed the greenhouse deal, that's great. I saw the Utah greenhouse operation from the highway, I'm going to ask Mike if he can get me a tour next week, on my way back to Arizona.

Best Regards,

Greg

Sent from my iPhone

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, March 22, 2016 4:43 PM
To: 'Winnett Organics'; 'Mike Castro'
Cc: 'Paul Smith'; [REDACTED]
Subject: RE: New Investor Lead

Thanks, Rafael. Let me know how I can help you.

Regards,
Dennis

Dennis Brewer
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From: Winnett Organics [mailto:[REDACTED]]
Sent: Tuesday, March 22, 2016 4:41 PM
To: Mike Castro <[REDACTED]>
Cc: Dennis Brewer <[REDACTED]> Paul Smith <[REDACTED]>
Subject: Re: New Investor Lead

I will provide any information after meeting with Margie. My goal is to plant the seed and get the second meeting for you guys to follow.

Kind Regards,

Rafael Gomez
Director Food Safety-QA & Organic Integrity
209-401-9225

Winnett Organics, Inc.
"Organic Specialist"

On Mar 22, 2016, at 1:30 PM, Mike Castro <[REDACTED]> wrote:

Dennis,

This is excellent! Rafael, please use. This document. In your discussion and please let us know if there is interest so Dennis can follow up.

Sent from my iPad

On Mar 22, 2016, at 1:19 PM, Dennis Brewer <[REDACTED]> wrote:

My suggestion is that he use the Executive Summary – attached. Best of luck. I will stand ready to assist however I can.

Regards,
Dennis

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<image003.png>
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From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Tuesday, March 22, 2016 4:06 PM
To: Dennis Brewer <[REDACTED]> Paul Smith
<[REDACTED]> Rafael G.
<[REDACTED]>
Subject: New Investor Lead

Good Afternoon Gentleman,

Rafael Gomez has brought us a lead on a group of investors who could be interested in hearing more about our deal. The group is lead by the Wife of "Delta Growers" from Stockton California. Rafael is a consultant for the owners and was able to meet the person in charge of the investor group. He was informed that they would like to discuss the opportunity for 10 minutes tomorrow. They recently backed out of an investment in the walnut processing industry and could be looking for another opportunity in the range of up to \$40M.

Since we are going through some changes on our focus for startup, and it's not possible to be there with him to explain more, I suggested to him that he should not postpone this opportunity. The goal of the meeting would be to present an "Elevator Pitch" that would spark interest in a second more in depth presentation.

Please give us your thoughts and wording on a sure fire pitch for tomorrow that would get us to first base.

Regards,

Mike

Michael Castro
Vice President Operations
Winnett Organics

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<image002.jpg>

<WP Executive Summary 160105.pdf>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, March 22, 2016 7:09 AM
To: 'Barry Oliver'
Subject: RE: Investment

Barry - We have new interest in \$7MM to go with our existing \$7MM. If this pans out, we will have \$14MM from our private placement before our \$12MM IPO in June.

Regards,
Dennis

Dennis Brewer
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From: Barry Oliver [mailto:[REDACTED]]
Sent: Monday, March 21, 2016 9:28 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Investment

Any news this week on financing.

On Mar 15, 2016 2:39 PM, "Dennis Brewer" <[REDACTED]> wrote:

Barry – No news this week. We still have \$7MM equity pending other investment and other interest but not commitments yet. Our \$12MM IPO in June is our backstop if we are unable to attract other funds in the meantime. That would give us \$19MM equity plus debt to work with. It will take \$8.5MM to ramp up Hyder.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

Winnett Perico, Inc.

[520-745-4403](tel:520-745-4403) [970-744-3205](tel:970-744-3205)

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From: Barry Oliver [mailto: [REDACTED]]
Sent: Tuesday, March 15, 2016 5:27 PM
To: Dennis Brewer < [REDACTED]>
Subject: RE: Investment

ANY NEWS ??

Sent from [Mail](#) for Windows 10

From: [Barry Oliver](#)
Sent: Saturday, March 12, 2016 11:35 AM
To: [Barry Oliver](#)
Subject: FW: Investment

Sent from [Mail](#) for Windows 10

From: [Dennis Brewer](#)
Sent: Tuesday, March 8, 2016 1:54 PM
To: ['Barry Oliver'](#)
Subject: RE: Investment

Barry - Our \$7MM investor shows continued interest and continues to require other money be put in alongside his funds. I had a talk today with our investment banker for the \$22MM private placement and \$12MM IPO and he will try to speed things up as best he can. He does have some interested parties. We also have \$31MM in debt pending and \$23MM in leases but again those depend upon getting the equity done. The IPO will take 90 days from here, the private placement could happen more quickly. The Kingman land swap does not seem to want to close no matter what I try – no reason given.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

Winnett Perico, Inc.

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www.winnettorganics.com



Organic Fresh Food Specialists

From: Barry Oliver [<mailto:> [REDACTED]]

Sent: Tuesday, March 8, 2016 3:42 PM

To: Dennis Brewer <[REDACTED]>

Subject: Re: Investment

Any news on the financing?

On Feb 26, 2016 6:39 AM, "Dennis Brewer" <[REDACTED]> wrote:

The sender has shared a file with you. To view it, click the link below.

Barry – Sorry to be the bearer of bad news but I wanted you to know as soon as I could. It appears unlikely we will make our March 1 deposit payment date as our \$10 million land swap investor keeps moving the goal post. So, it is possible there will be no investment from them. We had our entire team lined up to start at Kingman on March 1st but that will not happen.

We are still in the process of raising other funds from multiple sources including investment bankers and private sources but do not have those funds in hand yet. And, our IPO has been delayed until at least summer due to market conditions. Roth Capital and Cowen and Company have both indicated interest in raising money for us once we have established ourselves.

I do have an investor who is willing to put up \$7 million now but requires other investment with his investment. Since we may not be able to get to agreement with the \$10 million investor, we are looking for options for the short term. Would you be interested (or know of someone interested) in investing \$7 million in our organic fresh foods business? We would buy you/them out at a three times multiple (\$21MM) from cash flow within the next two years. As you can see from our attached projection, cash flow is excellent and we should be able to buy you/them out in about nine to fifteen months.

You/they would have a Board seat, receive my weekly status report right along with the other shareholders, and could track our progress on the ground. You/they would own about 20% of the company until bought out. Please let me know whether you have an interest and what questions you might have. Thanks in advance for your consideration. And, my apologies again for the bad news.

What you do not need to do is look for another tenant. Our lease will be implemented as planned. Your land is the core of our franchise. We will make this situation work out for the best.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

Winnett Perico, Inc.

[520-745-4403](tel:520-745-4403) [970-744-3205](tel:970-744-3205)

www.winnettorganics.com



Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 24, 2016 12:33 PM
To: [REDACTED]
Subject: Auditors

Andy – Any word on auditors? We've lost yet another week with no progress.

We do have some interest in the private placement from other investors but nothing firm besides the \$7MM from MARV Capital. Any progress on that front?

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
Winnett Perico, Inc.
520-745-4403 970-744-3205
www.winnettorganics.com



Organic Fresh Food Specialists

[REDACTED]

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 25, 2016 3:15 PM
To: [REDACTED] Dennis Brewer
Cc: [REDACTED]
Subject: RE: Winnett Perico Inc.

Richard - As of this moment, I am available here in Ramsey on Wednesday through Friday of next week. My travel plans beyond then are unclear but I may have to make a trip west the following week. I appreciate your interest and am open to a \$40 million private financing plan.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
520-745-4403 970-744-3205
www.winnettorganics.com
Organic Fresh Food Specialists

From: [REDACTED]
Date: Fri, 25 Mar 2016 09:31:47 -0400
Subject: Winnett Perico Inc.
To: [REDACTED]
CC: [REDACTED]

Hi Dennis,
Thank you for the conversation on the 23rd. I have reviewed your documents and would like to set up an in person meeting with you to discuss investment strategy tied to your use of funds and potential synergy with a channel distribution plan for the USA. Adding additional support for the valuation of your company and your interest in raising \$40 million to maintain private status.

Please let me know some dates you are available for a meeting.

Best Regards,

Richard Miller
Richard A Miller Consulting, LLC
Site Management Solutions, LLC
607.761.1798
www.olingroup.com
www.theentrepreneursalliance.com
www.linkedin.com/pub/richard-miller/17/825/685/
PO Box 83
Tunkhannock, PA 18657

skype ramiller.consulting

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, March 26, 2016 11:35 AM
To: [REDACTED]
Subject: RE: Winnett Perico Inc.

Richard – We'll meet at Starbucks 8 West Main Street, Ramsey, NJ [REDACTED] First building west of the train tracks on Main Street. See you Wednesday at 10:30. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
Winnett Perico, Inc.
520-745-4403 970-744-3205
www.winnettorganics.com



Organic Fresh Food Specialists

From: [REDACTED] [mailto:[REDACTED]]
Sent: Saturday, March 26, 2016 11:00 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: Re: Winnett Perico Inc.

Dennis,
How would 10:30 AM on Wednesday be in Ramsey? Please send address for meeting place.

Enjoy your Easter,

Richard Miller
Richard A Miller Consulting, LLC
Site Management Solutions, LLC
607.761.1798
www.olingroup.com
www.theentrepreneursalliance.com
www.linkedin.com/pub/richard-miller/17/825/685/
PO Box 83
Tunkhannock, PA 18657

skype ramiller.consulting

In a message dated 3/25/2016 3:15:03 P.M. Eastern Daylight Time, [REDACTED] writes:

Richard - As of this moment, I am available here in Ramsey on Wednesday through Friday of next week. My travel plans beyond then are unclear but I may have to make a trip west the following week. I appreciate your interest and am open to a \$40 million private financing plan.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
520-745-4403 970-744-3205
www.winnettorganics.com
Organic Fresh Food Specialists

From: [REDACTED]
Date: Fri, 25 Mar 2016 09:31:47 -0400
Subject: Winnett Perico Inc.
To: [REDACTED]
CC: [REDACTED]

Hi Dennis,
Thank you for the conversation on the 23rd. I have reviewed your documents and would like to set up an in person meeting with you to discuss investment strategy tied to your use of funds and potential synergy with a channel distribution plan for the USA. Adding additional support for the valuation of your company and your interest in raising \$40 million to maintain private status.

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Tunkhannock, PA 18657

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=

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, March 26, 2016 11:52 AM
To: 'Dean T. Smith'
Subject: RE: Opportunities and URGENT Need

Thanks very much, Dean. Please send it to me at 450 Island Road #35, Ramsey, NJ 07446 as soon as you can. It will be at the same price as your original investment and will be protected from dilution should we need to go that way.

These groups seem more reasonable, at least so far, than our prospective Kingman investor - who turned out not to live up to his words at any time during the process. So, I'll consider myself lucky that we did not conclude with him, assuming one of these new groups comes through.

Thanks again for your investment at a key moment.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
Winnett Perico, Inc.
520-745-4403 970-744-3205
www.winnettorganics.com



Organic Fresh Food Specialists

From: Dean T. Smith [mailto:[REDACTED]]
Sent: Saturday, March 26, 2016 11:42 AM
To: [REDACTED] Doug Petersen <[REDACTED]>
Subject: Re: Opportunities and URGENT Need

Dennis

I can offer at least half myself.

Dean

From: [Dennis Brewer](#)
Sent: Saturday, March 26, 2016 6:59 AM
To: [Dean T. Smith](#) ; [Doug Petersen](#)
Subject: Opportunities and URGENT Need

We have two exceptional opportunities and an urgent need. Our need is for \$5000 to pay travel expenses and for phone service while we make presentations to two groups that have the capacity to invest \$40 million. One group was referred to us by our Director- Food Safety and Organic Integrity Rafael Gomez. The other

group was developed out of an incoming referral from EquityNet. Both are very solid opportunities. We will be arranging the meeting with Rafael's contact next week and the other group shortly thereafter

The company currently has zero resources. We need to make progress quickly on these investor opportunities to avoid personnel losses and the possible loss of our land base. I would greatly appreciate your assistance in this matter as it could mean the company can begin operations within four to six weeks. If you need more information, please call or email me.

Thank you.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists
Dean T Smith
White Wolf Properties, LLC
Sasha's Farm Fresh, LLC
630-699-4348

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