

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, May 31, 2016 11:38 AM  
**To:** 'Cardone, Andrew'  
**Subject:** RE: Following up RE: May 2nd?

Thanks, Andrew.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
Winnett Perico, Inc.  
520-745-4403 970-744-3205  
[www.winnettorganics.com](http://www.winnettorganics.com)



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**From:** Cardone, Andrew [mailto:[REDACTED]]  
**Sent:** Tuesday, May 31, 2016 11:37 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Following up RE: May 2nd?

Ok – I'll advise the banker and see what can be done. I'll reconnect shortly.

Thanks -

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**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Tuesday, May 31, 2016 11:20 AM  
**To:** Cardone, Andrew <[REDACTED]>  
**Subject:** RE: Following up RE: May 2nd?

Winnett Perico was blacklisted by the BA Risk Management unit as was I for depositing fraudulent checks into both our business and my personal accounts last year. We did so unknowingly but were nonetheless punished for doing so. I hold no grudge against BA but this would need to be cleared up before we could do business together. That said, I'd be happy to meet on the phone any day this week.

Regards,  
Dennis

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**From:** Cardone, Andrew [[mailto:](#) [REDACTED]]  
**Sent:** Tuesday, May 31, 2016 11:12 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Following up RE: May 2nd?

Dennis –

We enjoyed having you to our symposium. I'd like to make an introduction to a commercial banker at BAML in your local market. Her name is Adriana Kong-Romero. Do you have some time this week for an introductory call?

Thanks!

Andrew

---

**From:** Dennis Brewer [[mailto:](#) [REDACTED]]  
**Sent:** Tuesday, April 26, 2016 3:31 PM  
**To:** Cardone, Andrew <[REDACTED]>  
**Subject:** RE: May 2nd?

I plan to attend.

Regards,  
Dennis

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**From:** Cardone, Andrew [[mailto:](#) [REDACTED]]  
**Sent:** Tuesday, April 26, 2016 3:29 PM  
**To:** Caitlin Walker <[REDACTED]> [REDACTED]  
**Subject:** RE: May 2nd?

Dennis –

Just following up again on the below. This is going to be a great opportunity to meet subject matter experts in your industry and learn more about how and why deals are getting financed.

We're going to shut registration down Thursday – there is still space. Let me know if you're interested in attending.

Thanks –

Andrew

**From:** Caitlin Walker [mailto: [REDACTED]]  
**Sent:** Thursday, April 14, 2016 3:37 PM  
**To:** [REDACTED]  
**Cc:** Cardone, Andrew  
**Subject:** May 2nd?

Dennis -

Andrew and Bob of Bestwick Cardone Group wanted me to reach out and invite you to the Natural Foods talk their putting together on May 2nd. The details are below. Can you make it?

## 2016 Natural Food Symposium: Feeding Your Valuation

Join Bank of America Merrill Lynch; Abrams & Company Inc; Anchin; and select private equity partners who support the Natural Food Industry to learn best practices on how to prepare, plan, and drive valuations to grow your business.

### Agenda:

8:00 – 8:30 AM	Registration, Breakfast, & Networking
8:30 – 8:45 AM	Opening Remarks & Introduction:
8:45 – 9:15 AM	Financing & Advising Emerging Food & Beverage Businesses
9:15 – 9:45 AM	How to Optimize Ownership Structure In Advance of an Exit or Capital Raise
9:45 – 10:15 AM	Conversation about Due Diligence: What a Brand Should Expect and How to Prepare for Review
10:30–11:30 AM	Business Executive Panel / Q & A with Michael Naimy, Former CEO, Tate’s Bake Shop; Alan Murray, CEO, Good Belly; Eric Haley, Co-Founder & CFO of Gotham Greens

Please RSVP Business Name, Attendee Name by April 27<sup>th</sup> to Adisa Hecimovic at [REDACTED]

**Monday May 2<sup>nd</sup> 2016**  
**8AM – 11:30 AM**  
**Bank of America Merrill Lynch**  
**One Bryant Park**  
**Central Park Room**  
**New York NY 10036**

### Speakers:

**Mario DiCerbo**  
Senior Vice President  
Market Manager  
Commercial Banking

**Ivan Abrams**  
President  
Abrams & Company

**Scott Cooper**  
Managing Director/Wealth Strategist  
Merrill Lynch

**Gregory Wank, CPA, CGMA**  
Partner & Leader,  
Food & Beverage Group  
Anchin

**Marc Nadritch, CPA, MBA**  
Managing Director,  
Transaction Advisory Services -  
Due Diligence  
Anchin



## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, June 1, 2016 11:26 AM  
**To:** 'Grasse, Jon'  
**Subject:** RE: Concept Document

Understood – thanks.

Regards,  
Dennis

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**From:** Grasse, Jon [mailto:[REDACTED]]  
**Sent:** Wednesday, June 1, 2016 11:23 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Concept Document

Thanks Dennis, I'll keep my plans as scheduled. However if in the event your schedule unexpectedly changes and it does in fact fall over the aforementioned time frame just let me know I can cancel to accommodate.

Talk to you soon



Jon Grasse'  
Long Realty  
Cell: 520-275-4324  
**Oh by the way... I'm never too busy for any of your referrals!**  
Click link below to download my Mobile App  
<http://longrealtyapp.com/jongrass>

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, June 1, 2016 8:16:19 AM  
**To:** Grasse, Jon  
**Subject:** RE: Concept Document

Jon - No need to cancel on my account. It is not yet clear when I will be coming to Tucson. Thanks for checking in.

Regards,  
Dennis

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**From:** Grasse, Jon [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Wednesday, June 1, 2016 11:11 AM  
**To:** [REDACTED]  
**Subject:** Re: Concept Document

Hi Dennis,

How are you? I wanted to take a moment to ask if your coming to Arizona over the next couple weeks because... I will be in the Scottsdale 6-9 thru 6-12 but in the event you will be in town I will cancel my plans to meet.

Kind Regards,

Jon



Jon Grasse'  
Long Realty  
Cell: 520-275-4324

**Oh by the way... I'm never too busy for any of your referrals!**

Click link below to download my Mobile App

<http://longrealtyapp.com/jongrass>

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, May 18, 2016 4:33:24 PM

**To:** Grasse, Jon  
**Subject:** RE: Concept Document

Thanks, Jon. I look forward to seeing the subject and other properties that may fit the bill. I'll let you know my travel plans once made.

Regards,  
Dennis

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From: [REDACTED]  
To: [REDACTED]  
Subject: Concept Document  
Date: Wed, 18 May 2016 23:24:23 +0000  
Hi Dennis,

Per your request, attached is a conceptual of the property with a road from Kachina and an eastern Road along side of the property. Along with two additional structures and helipad. If I may, I'd like to offer an idea for cost containment and or reduction.

The "south eastern" property line does have a large block wall to which I believe is about 8 ft in height. In order to create an eastern drive on the property would require the wall to be partially torn down. What I would suggest is to utilize the existing driveway and eliminate the idea of the road from kachina and the eastern roadway. Thereby reduce the cost of laying an extensive roadway. Then you can allocate money toward those areas that mean the most to you.

With that said...Upon your arrival to Oro Valley, I'd like to show you 3-4 other properties that have some of the features currently in place and priced very well. Which could very well reduce your overall expenditure due to the fact that the cost for existing upgrades are sunk cost vs the cost of developing your desired features from the ground up. Food for thought.

Please feel free to call me anytime

Jon



Jon Grasse'  
Long Realty  
Cell: 520-275-4324

Oh by the way... I'm never too busy for any of your referrals!

Click link below to download my Mobile App

<http://longrealtyapp.com/jongrass>

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Saturday, June 4, 2016 9:23 AM  
**To:** [REDACTED]  
**Subject:** RE: Private Label Brands

Great – thanks.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Saturday, June 4, 2016 9:20 AM  
**To:** [REDACTED]  
**Subject:** Re: Private Label Brands

Thank you Dennis,  
I forwarded to my contact at C&S, Eric Winn, VP of Fresh Procurement and Sales. I know the team there and was involved with Rick Cohen's acquisition of Bruno's and BiLo's years back. Dan Nestor my Sales VP for Transportation Food Safety Solutions, also has relationships with them for further quality reinforcements, and access.

Keep you posted, traveling to Ohio on Tuesday.

Best,  
Richard

Richard A Miller Consulting, LLC  
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skype ramiller.consulting  
PO Box 83, Tunkhannock, PA 18657  
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[www.olingroup.com](http://www.olingroup.com)  
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[www.theentrepreneursalliance.com](http://www.theentrepreneursalliance.com)  
[www.linkedin.com/pub/richard-miller/17/825/685/](http://www.linkedin.com/pub/richard-miller/17/825/685/)

In a message dated 6/4/2016 8:20:35 A.M. Eastern Daylight Time, [REDACTED] writes:

<!--[if lte mso 15 || CheckWebRef]-->

Dennis Brewer has shared a OneDrive file with you. To view it, click the link below.

 [WinnettOrganics C&S Presentation 160604.pptx](#)

<!--endif-->

Richard - Try this for starters and we can modify if needed.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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---

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

**Sent:** Saturday, June 4, 2016 8:01 AM

**To:** [REDACTED]

**Subject:** Private Label Brands

Dennis,

-

I'm communicating with the VP of Fresh Procurement at C&S Wholesale. Prior to speaking to their executive team, they have to internal brands: Best Yet (primary) and Piggly Wiggly. they serve 6500 stores in 50 states from 15 including, also, Stop & Shop, Safe Way and target, etc.

Eric would like to know more about how we could provide them a Private label program with a major PO?

I discussed a 1st "partner" status for organic program with minimum \$100 million \$ PO

-

What would be best way to respond for intro-statement?

-

They are located in Keene NH HQ. We also are involved in Food Safety with them++

-

Best Richard

-

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[www.linkedin.com/pub/richard-miller/17/825/685/](http://www.linkedin.com/pub/richard-miller/17/825/685/)

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, June 5, 2016 8:39 AM  
**To:** [REDACTED]  
**Subject:** Inspection

Jason - Please arrange an inspection of the office space at 5151 E Broadway, Suite 1230, with Sandy Alter 520-275-3328. Note any defects and pass them on to both Sandy and me. We will likely be leasing this space for our offices for the next two years, though we should communicate to the leasing agent that this is one of our options. There are other spaces in the same 5000 sf range around town but this seems to be the most likely location as it is class A space with good parking at among the most reasonable rates I have found. Thanks.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, June 8, 2016 10:23 AM  
**To:** 'Bestwick, Robert'; 'Cardone, Andrew'  
**Subject:** Contract Finance

I attended your natural food symposium a while back. We are a Tucson based organic fresh foods startup with experienced management. We are seeking a \$20 million short term loan against a \$100 million contract currently in negotiation with C&S Wholesale Grocers which serves 6500 retail outlets. Any referral you can provide would be appreciated.

Regards,  
Dennis

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, June 8, 2016 4:36 PM  
**To:** 'Lino Belli'  
**Subject:** RE: Winnett FC calc for May

Lino - We are actively working a \$100 plus million PO from C&S Wholesale Grocery for a private label organic produce package. C&S serves 6500 retail outlets from 75 locations. If we get the PO, we can use PO financing to pay direct expenses and then use profits to pay indirect expenses like your bill. We also have a Japanese group interested to the tune of \$20 million. They have forwarded our financing package to their attorneys for review so we are making some progress there. In addition, we have four individual investors from CA interested – but the poor CA cherry harvest may derail those as they are cherry growers.

So, the news continues to be generally good. I keep thinking this will be the week as so many things are close to coming together but we are not there yet. Thanks again for your patience. We will have more work for you once we have paid your bill as we have terminals to design and the plant/cooler to complete.

Regards,  
Dennis

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**From:** Lino Belli [mailto:[REDACTED]]  
**Sent:** Wednesday, June 8, 2016 4:25 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Cc:** Teri Belli <[REDACTED]>  
**Subject:** FW: Winnett FC calc for May

Dennis,  
Please find the attached finance charge calculation thru the month of May.  
How are your financing activities panning out?  
Hopefully things are coming together, I thought you had something scheduled for June?

Best,

lino



**LINO BELLI, AIA** ARCHITECT, LEED AP

---

LINO@BELLIAG.COM 831.424.4620  
235 MONTEREY STREET, SUITE B, SALINAS, CA 93901  
**BELLIAG.COM**

---

f in

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**From:** Teri Belli  
**Sent:** Wednesday, June 08, 2016 1:15 PM  
**To:** Lino Belli  
**Subject:** Winnett FC calc for May

Thank You,  
Teri K Belli, CPA



**TERI K. BELLI, CPA**

---

[REDACTED] 831.424.4620  
235 MONTEREY STREET, SUITE B, SALINAS, CA 93901  
**BELLIAG.COM**

---

f in

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, June 8, 2016 10:46 PM  
**To:** 'Mike Castro'  
**Subject:** RE: New Water Treatment for Salinity

Looks good. Do we know anything about lead times for the treatment units and controllers?

Regards,  
Dennis

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**From:** Mike Castro [mailto:[REDACTED]]  
**Sent:** Wednesday, June 8, 2016 8:51 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** New Water Treatment for Salinity

I came across this new Swiss Technology for saline water with high conductivity. It is currently being used by the largest melon operation in the world and they are increasing their treated acreage tremendously. The Swiss Company is aggressively adding sales staff worldwide. It may be less than half the cost of Reverse Osmosis, and it will also make fertilizers and water more efficient. This will really help in Hyder or anywhere else where we have marginal water quality.

<https://www.aqua4d-irrigation.com/en/contact.html>

Sent from my iPad

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, June 9, 2016 10:24 AM  
**To:** [REDACTED]  
**Subject:** RE: more info

Okay. Thanks.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Thursday, June 9, 2016 10:22 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: more info

That [is my](#) approach with US Foods.  
My approach with C&S and Reinhart is PO financing.

*Sent from my LG G4, an AT&T 4G LTE smartphone*

----- Original message-----  
**From:** Dennis Brewer  
**Date:** Thu, Jun 9, 2016 9:30 AM  
**To:** [REDACTED]  
**Cc:**  
**Subject:** RE: more info

Do you think it would be possible to get an advance payment of, say, \$10 million, on our C&S contract for example? If we did, we could give them a small amount of equity at the IPO price of \$12 in exchange for the advance payment and avoid the need for other equity in the short run as we would have enough to pay those expenses not eligible to be PO financed.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Thursday, June 9, 2016 9:26 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: more info

My personal priority to, just fyi on others in my geoup

*Sent from my LG G4, an AT&T 4G LTE smartphone*

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

**From:** Dennis Brewer  
**Date:** Thu, Jun 9, 2016 9:18 AM  
**To:** [REDACTED]  
**Cc:**  
**Subject:**RE: more info

Thanks for the added information. POs and a small amount of equity are key right now. I do not want to begin losing people to other opportunities so we need to move on those items quickly.

We need some cash to carry on normal activities and to complete the 2015 yearend audit and an audit through June 30<sup>th</sup> so we can IPO in the fall. That will make up for any shortfall in other equity sources and do so at a higher price, less dilution.

Regards,  
Dennis

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Thursday, June 9, 2016 9:07 AM  
**To:** [REDACTED]  
**Subject:** more info

Dennis, I wanted to share some other activity being worked on by my team:

<http://www.micromanos.com> is part of my team set-up to handle H2A visas and immigrants, and temp workers. We are negotiating with a Executive to expand our program on the West Coast based in Phoenix Hitachi Capital has already accessed and will work with us on financing all of A/Rs for our payroll tied to 6500 workers plus. There are 70 million immigrants in America We also have a virtual payroll/check cashing and fund transfer program in place to handle there families needs with sending them money. We have a telecom company for low cost phone services: <http://holamanos.com> They all want phones before anything else. It's also works well with HR services.

They will also be handling our Transportation Food Safety Solutions, LLC for trailer compliance based in Boulder CO all training and HR services for workers handling spray equipment and Vital Oxide Chemicals for non wipe Sanitation kill agent for all bacterias

We have PO financing available.

I will also be making a presentation to US Foods in conjunction with Clayton Dubilier & Rice, Where Ed Liddy is a Managing Director and Chairman of US Foods. I have his personal assistant as my contact, and the directors of all services at US Foods.

More to follow later

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[www.linkedin.com/pub/richard-miller/17/825/685/](https://www.linkedin.com/pub/richard-miller/17/825/685/)

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, June 12, 2016 12:56 PM  
**To:** [REDACTED]  
**Subject:** RE: Investor Page Content

Good questions. This is a Reg D Rule 506c offering which permits general solicitation under the JOBS Act so long as stock is sold only to accredited investors. There is no liability exposure associated with publishing the offering price or the expected IPO price.

Regards,  
Dennis

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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, June 12, 2016 12:49 PM  
**To:** [REDACTED]  
**Subject:** Re: Investor Page Content

Hi Dennis,  
I like what I see.  
Just a minor concern, FYI;  
Did you run this by your SEC attorney for public content, the rules by FINRA are changing, all the time, on "crowdfunding" and content tied to social media, which includes the web site.

One of my concerns is stating Pre-IPO price and Post IPO price "publicly"

If we don't hit \$12.00 do we have a liability to investors that "invested" because of that statement?

Richard Miller  
Richard A Miller Consulting, LLC  
Site Management Solutions, LLC  
607.761.1798-C  
570.996.7628-O  
PO Box 83  
Tunkhannock, PA 18657  
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[www.olingroup.com](http://www.olingroup.com)  
[www.theentrepreneursalliance.com](http://www.theentrepreneursalliance.com)  
[www.mysmartsim.com](http://www.mysmartsim.com)

-

In a message dated 6/12/2016 10:11:46 A.M. Eastern Daylight Time, [REDACTED]  
writes:

I've added substantial content to the Investor tab at our website since it is seeing nearly 2,000 hits per month. Check it out at:

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

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, June 16, 2016 2:51 PM  
**To:** 'Bill Tarazewich'  
**Subject:** RE: catching up

Bill - In the next ten days, I expect a response from the Japanese on a \$2 million investment; a response from Kevin, a California grower, on a \$1 million investment; and dates established or introductions completed with three other growers in California who are friends of Kevin, in the \$1 million range each.

I also expect feedback on funder interest from Pedro Flores, a funding broker who has displayed significant interest in a \$22 million equity and \$37 million debt package. I have been working with Pedro for the past week on this and revised the PPM and presentation for his use specifically with three equity/debt funders he will be talking to this week and next.

Once we have any of these, we will be undertaking the email blast to raise an additional \$2 to \$5 million from accredited investors and beginning the 2015 yearend audit so the S-1 registration statement can be filed as soon as the June 30, 2016 audit is completed. The IPO funds - \$12 to \$25 million – should be available about 4.5 to 6 months from now, depending upon SEC comments and turnaround time.

Anything over \$0.5 million raised brings you on board to begin working on purchase orders. We will be bringing the whole team on board at \$2 million, and begin sales and other hiring at about \$4 million.

We should also have feedback on potential PO's from C&S and Reinhard in this timeframe, possibly from US Foods as well.

I hope this helps and that you can hang in there until we have the feedback on these opportunities. As I have said before, we have more interest now than we have ever had before and the fund raising funnel will work.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
Winnett Perico, Inc.  
520-745-4403 970-744-3205  
[www.winnettorganics.com](http://www.winnettorganics.com)



*Organic Fresh Food Specialists*

**From:** Bill Tarazewich [mailto:[REDACTED]]  
**Sent:** Thursday, June 16, 2016 2:13 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** catching up

Hi Dennis,  
I'm hoping all is going good with you this week. Thanks again for sending over the weekly updates. The theme seems to be the same regarding good leads that change directions. I continue to follow an entrepreneurial

approach towards the opportunity with Winnett. I need to continue to be faithful and patient during this process but I'm leaning on you for a better detailed expectation for the next 10 days.

During the last two months, I have turned down a relocation offer to move with Taylor Farms to Salinas, California. This was an easy decision to make. In addition, I have also recently turned down an executive role with Del Monte Fresh Produce as well as DiMare Fresh. Both positions would have been rewarding but I maintained the opportunity with W.O. as being a great fit for me and my family. As mentioned to you two weeks ago, my employment with Taylor Farms will end this month. I turn in my company vehicle next week and my cell and IT equipment the following. I will need to join Cobra for extended insurance coverage starting July 1 at a cost around \$1,200/month. Timing seemed to be right in line with joining the W.O. team but now indications look more like more time will be needed. Just how much is certainly not easy to discuss yet.

During my interview process with Winnett, I was also selectively talking with six produce companies. Two of the 6 have offered relocations to markets my family and I would not be interested in. As stated, I have recently turned down two other opportunities. But, as of this week, I have one of the six making an offer for a July 1 start date. My concern is the continued risk I am putting on my family while we wait for progress regarding our funding. Do you have a clearer vision of what we are to expect? I would appreciate your candid response to my concerns.

I know the discussions are mirroring not "if" but "when" Winnett can get started. Some on your team can continue a patient wait. I'm not sure how long I can. Any feedback would be greatly appreciated.

Thanks,  
Bill



**Proposal For  
Winnett Organics**



**June 23rd, 2016**

## **Winnett Organics**

Winnett Perico, Inc. is the parent company of Winnett Organics, Inc. Winnett Perico is developing the Winnett Organics brand as an integrated organic foods operation. Winnett Perico holds the following advantages within the \$31B organic foods industry:

- Using a balanced organic strategy, including microbial soil builders, the Company's profitability will be much less dependent on oil prices or on the price fluctuations of a single commodity than is typical.
- By focusing on two very fast growing segments, organic fresh vegetables and beef, company revenue will grow rapidly. And, collaboration with smaller suppliers will add further growth to our sales base at little incremental cost.
- Winnett Organics will become an attractive takeover target at some point due to its rapid growth and development in the carefully targeted short of supply organic vegetable and beef market segments. Rapid growth is a relatively rare phenomenon in the very mature conventional food industry. With strong growth and a strong asset base, the Company will command a healthy takeover premium. Recent transactions in this space range up to nine times sales revenue.
- Management has prior experience growing organic and natural foods companies quickly to hundreds of millions in annual sales.
- Strategic supply chain services, a strong service ethic, and a high service approach will enhance customer loyalty and encourage rapid new customer acceptance of Winnett Perico.

Winnett Perico is in the pre-IPO phase and has millions in backlogged orders for organic fresh foods. The company is poised to grow very rapidly. Consumers are convinced organics are the healthy future for food. Our experienced management team has put together a straightforward strategy where risks are mitigated, technology leverages our profitability, highly productive land and operations are acquired, and a national distribution footprint is developed in wholesale, supermarket, and big box chains.

### **Financial Statistics/Contact Info:**

Exchange: Private

Market Cap: NA

Institutional Ownership: NA

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

Main Contact: Dennis Brewer, Chief Executive Officer

Email: [REDACTED]

Phone: [970-744-3205](tel:970-744-3205)

### **History/Marketing Challenge**

Neal Conlon and Matt Paul held a conference call on Thursday, June 23rd, with CEO, Dennis Brewer to learn about the business and to discuss their marketing plans for the pending IPO.

Winnett needs to start creating interest in their story and we can help now with an investor (and general public) awareness campaign for Winnett Organics as they prepare for an IPO filing.

Winnett is already planning to launch a direct email campaign to 370,000 financial advisors and 650,000 accredited investors. As discussed, Equities will be able to augment this effort with our content and inbound marketing program. Winnett has an interesting story to tell and we will be able to help amplify the story to a much wider audience through our platform.

**Proposal Overview:**

We propose a customized 12 month subscription that will include editorial coverage that will begin almost immediately and will introduce and energize the Equities.com viewership to Winnett Organics prior to its IPO filing.

The package is designed to provide consistent coverage for Winnett organics and our native advertising platform will extend the outreach across a much larger network. Finally, the proposal includes 2 corporate videos whereby Winnett Organics executive management has the opportunity to articulate the company’s story directly to investors in a professionally scripted and hosted forum. Equities can also repurpose any existing video content and distribute such through our platform.

The beauty of the Equities platform is the ability to communicate through our network throughout the business life-cycle, starting as a private company, IPO, and then after-market. Winnett Organics will be able to incorporate the Equities platform into their ongoing investor awareness strategy.

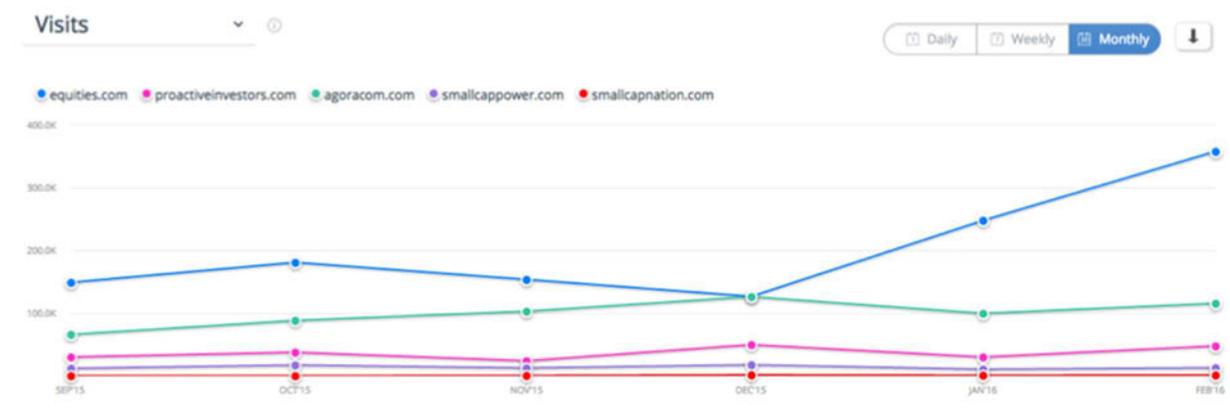
**Who is Equities.com®?**

Equities.com® is a leading financial news source for emerging growth and innovation companies. Designed as an advanced financial data portal and social content network, Equities.com is aimed at connecting self-directed investors with the world’s most innovative and undiscovered companies.

Through its in-depth coverage of the equities markets, comprehensive research, issuer products, and dynamic events, Equities.com® provides the content, tools, and insights to drive tomorrow’s investment relationships, opportunities, and visibility for underserved yet fast growing private and publicly traded companies.

**Equities.com is the #1 Website for Emerging Growth Public and Private Companies in the United States and Canada**

**Public Company Portals**



## Private Company Portals

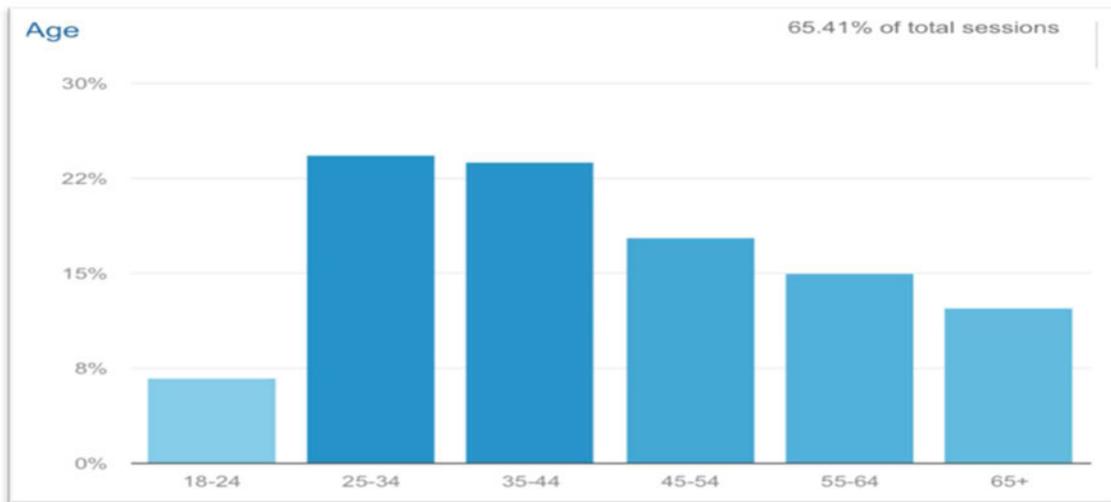


### Our Focus:

1. **Content Marketing:** Our Editorial Squad follows your firm's news, events, and creates ongoing editorial that is published consistently on Equities.com®.
2. **Native Advertising:** Native Advertising meets Investor Awareness. Equities® extends your content reach through our partnerships with over 250+ financial websites including Business Insider, Bloomberg, Reuters, and many others. Over 44 million users per month.
3. **Targeted Distribution:** Equities Newswire distribution has a reach of over 17 million users. Our distribution reaches all major financial media outlets including Bloomberg, Reuters, Yahoo Finance, Nasdaq.com, Marketwatch, and many others.

### Our Audience:

- Financial professionals make up about 10% of the audience
- New investors: 23% are self-directed millennials
- High affinity to Avid Investors and News junkies, people seeking information on stocks and the market
- Highly targeted audience of economic news enthusiasts and avid investors account for the top 15%



### Proprietary Native Advertising Distribution

250+ financial media sites reaching 44,000,000 financial media users. Combined monthly traffic of financial media sites is over 200 million unique visitors per month.

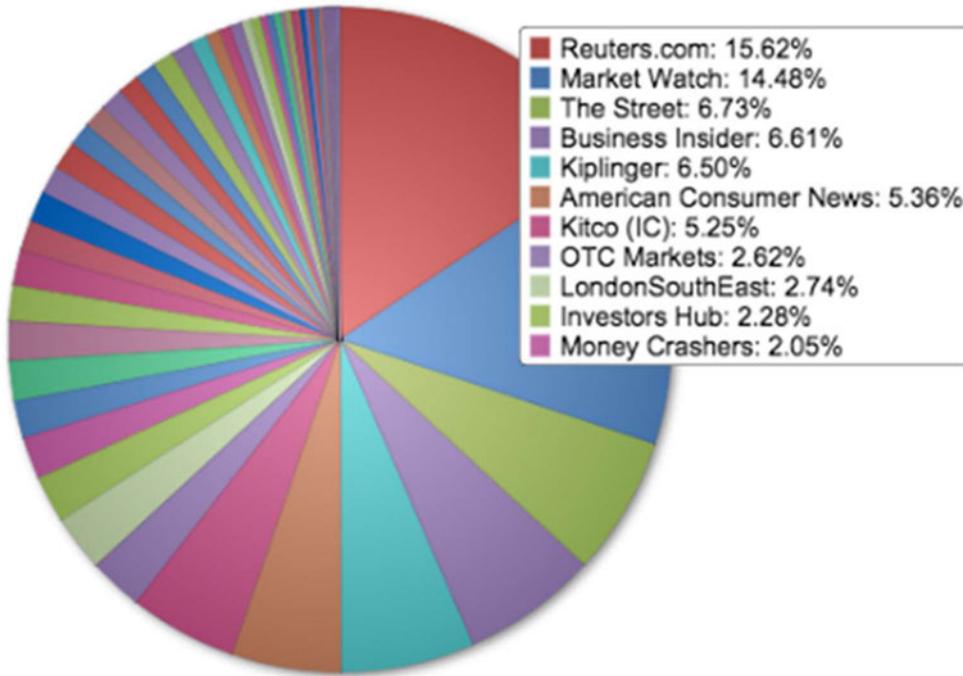


### Performance and Analytics

Equities provides monthly analytical reports that will include

- Impression reporting
- Click through rate by publisher
- Equities.com traffic
- Additional “color” on performance

**Clicks by publisher**



## Proposed Solution

The minimum subscription is a 12 month engagement. It is important to think about Equities as an ongoing and essential part of your investor marketing and communication platform. The equities platform is designed to provide continuous communication to the self-directed investor community.

**Deliverables:** Extended Visibility Coverage package

## Editorial Coverage:

Equities.com® Editorial team will establish a series of articles from inception of the campaign that utilize interviews with management, most recent press releases, and commentary from our Business Analysts to develop articles and other content on the Equities platform.

- 4 Spotlight Articles: Usually a CEO interview or in-depth research editorial conducted by our Research Team. You receive One article per quarter or at your discretion for material news and announcements (4 total)
- 2 to 3 Sponsored Articles per month: Shorter 500 word news stories written on an ongoing basis, based on material press release output.

## Standard Distribution:

- All articles on Equities.com® are distributed via 8,000+ media outlets
- Published on Equities.com® with an average of 400,000 monthly unique visitors.
- 90,000 + email subscribers and registered members.
- Enhanced Corporate Profile on Equities.com®
- 5 Regulation Fair Disclosure Compliant Press Releases (unlimited word count) via Nasdaq Globe Newswire partnership. (Can be used for editorial) *Equities is one of the only companies allowed to publish editorial content over the newswire.*

## Native Advertising Distribution:

- Distribution of your Spotlight articles over Equities® Financial Media network. Guaranteed 10,000,000 impressions, media, creative and content development provided by Equities® Editorial Client Content Group.
- Native Advertising Units Include: Over 250+ financial media sites reaching 44,000,000 financial media users. Combined monthly traffic of financial media sites is over 200 million unique visitors per month. Including: Bloomberg, Reuters, Business Insider, TheStreet, Yahoo Finance.
- In Article Integration on Mobile, Tablet & Desktop.

## Equities Video Distribution:

Equities.com® Editorial team can offer a variety of video options in conjunction with an editorial content strategy. Video content will be distributed through the Equities network.

- Equities TV on demand – 1 Corporate video shot on-site (travel expenses not included)
- Equities TV - EQ Segment – 1 In-studio interview at Nasdaq MarketSite in Times Square, NYC, video editing & e-syndication

<b>Price Proposal</b>	12 Month Subscription <b>\$38,250 USD</b> <u>(5,400)</u> bundled discount
<b>ANNUAL ENGAGEMENT TOTAL *</b>	<b>\$32,900 USD</b> 8,225/ quarter

\* Additional 10% discount will be offered for payment upfront

Thank you for the opportunity to work with you.

Best,

Neal Conlon

Director of Sales

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, June 24, 2016 2:24 PM  
**To:** 'Greg Crossgrove'  
**Subject:** RE: Clarification on Processors/ Grower-Shippers Needs- Winnett's First Year

Great. Thanks for the clarification. We are focused on contracts right now due to the desire to create a backlog which will assist in our funding process. Long term we intend to reserve a portion of our output for the spot market for all types of fruits and vegetables that we grow. That will allow us to maximize revenue and ensure our A list customers have adequate supply and do not have to turn to others to pick up contract shortfalls.

Regards,  
Dennis

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*Organic Fresh Food Specialists*

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**From:** Greg Crossgrove [mailto:[REDACTED]]  
**Sent:** Friday, June 24, 2016 2:00 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Clarification on Processors/ Grower-Shippers Needs- Winnett's First Year

Dennis,

I need to clarify and complete the statement I stated about the first year with the processors and grower/ shippers for contracts. I started at Captiva Verde February 2015, I was persistent contacting the processors and grower/ shippers in Salinas, every 7-10 days, by email, text or call. I sent updates by pictures etc., this enabling me to always be in their minds. Captiva Verde started harvest early September 2015, I had request from 3-4 processors for organic leafy greens, at all times, because of the short supply and the excellent quality, even though Captiva had arrival problems at times, because of poor harvest practices, which I was not allowed to be at harvest. Captiva was able to harvest 200,000-300,000+ pounds per week, if they had the product, which pretty much took care of crop in the ground. I also had request for 10-15 acres of organic romaine hearts each week, which Captiva could only supply 5-8 acres per week. I was also able to get interest in Kale, which I do not know if they had planted enough to supply the request.

So, as you can see, the spot market was always open as long as someone had good quality product and an excellent set-up with their food safety program. By the end of the first year, a company wants to be able to go to the table of the processors and grower/ shippers, with a good track record the first year, for contracts as time goes on.

Please don't hesitate to contact me for additional information.

Regards,

Greg

Greg Crossgrove  
Gregory P. Crossgrove, Inc.  
Agricultural & Produce Consulting Services  
<http://www.crossgroveconsulting.com/>  
(602) 908-6357

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, June 27, 2016 9:56 AM  
**To:** 'Hussain Ibrahim Alfardan'  
**Subject:** RE: FUNDING PROJECT

No interest due to advance fee requirements. Thank you.

Regards,  
Dennis

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**From:** Hussain Ibrahim Alfardan [mailto:[REDACTED]]  
**Sent:** Monday, June 27, 2016 9:54 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: FUNDING PROJECT

Dear Mr Dennis,

I have been waiting for your response of my mail i sent to you since 7th of june 2016 please tell me if you are not interested for your funding of your project.  
Reply me as soon as possible.

Regards

Omar Shekira Esq

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**From:** Hussain Ibrahim Alfardan  
**Sent:** Friday, June 17, 2016 7:52:56 AM  
**To:** Dennis Brewer  
**Subject:** Re: FUNDING PROJECT

*Hello Dennis,  
My attorney told me that he has send you some mail,WHY i never hear from you please reply and let me know what is going on.  
Best regards  
Hussain*

---

**From:** Hussain Ibrahim Alfardan  
**Sent:** Wednesday, June 8, 2016 9:52:14 AM  
**To:** Dennis Brewer  
**Subject:** Re: FUNDING PROJECT

*Greetings*

*Dear Mr Dennis,*

*How are you doing today? I know you are doing well i want to let you know that i am back from my journey please i want to find out if the attorney has send you any document if he has please send them to me so that i will look into it and check if it is in other.*

*I looking forward to hearing from you soon.*

*Regards*

*Hussain*

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, May 31, 2016 6:57:31 AM  
**To:** 'Hussain Ibrahim Alfardan'  
**Subject:** RE: FUNDING PROJECT

Hussain – I am still waiting to hear from him.

Regards,  
Dennis

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**From:** Hussain Ibrahim Alfardan [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Tuesday, May 31, 2016 9:56 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: FUNDING PROJECT

Greeting,

Hi Mr Dennis is my attorney contacted you if he has please i need your feed back because want to find out and i am coming back on Friday.

Best regards  
Hussain

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**From:** Hussain Ibrahim Alfardan  
**Sent:** Monday, May 23, 2016 11:53:40 AM  
**To:** Dennis Brewer  
**Subject:** Re: FUNDING PROJECT

*Greatings*

*Dear Mr Dennis,*

*How are doing i know you are doing well my attorney is going to send you official funding approval letter/ pls every loan documents should be forwarded to me for conformation. Because i will be traveling to London on Wednesday coming back next week. Looking forward to hearing from you soon.*

*Regards*

*Hussain*

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, May 12, 2016 11:27:17 AM  
**To:** 'Hussain Ibrahim Alfardan'  
**Subject:** RE: FUNDING PROJECT

I accept the proposed 4% interest rate on a four year loan in the principal amount of \$40 million. I look forward to receiving the loan documents for negotiation and execution.

Regards,  
Dennis

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*Organic Fresh Food Specialists*

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**From:** Hussain Ibrahim Alfardan [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Thursday, May 12, 2016 2:21 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: FUNDING PROJECT

Greatings,

We have reviewed your business plan and wish to let you know that it was rated as a profitable investment project by members of our Board of Directors. We are ready to negotiate about the investment terms & condition of funding this presented project. Alfardan Group is willing to approve your business investment

proposal after proper agreement between both parties. We guarantee to exhibit a profound commitment to this ongoing investment negotiations and ready to offer you a "Funding Approval Letter" to officially confirm our interest in this project funding. Please endeavour to outline in your next email the type of investment funding that will be suitable for your business proposal. We are open to negotiate on various funding opportunities which includes debt financing/Loan, Joint Venture Partnership and equity funding.

Alfardan Group generated more than \$950 000.000.00 USD in the year 2015 hence our intention to diversify our financial portfolio into viable investment proposals with the intention of increasing our company's net worth. However, during the last phase of the year 2015, we expanded our manufacturing plant to increase production and supply of our products. As a matter of fact, we are targeting to generate \$1.5 Billion United State Dollars at the end of this 2016.

The presented business plan was reviewed separately by each member of our Board of Directors and they all commented positively about the profitability of the business proposal, hence our profound interest to discuss further with you for a business co-operation. Please note that, due to our tight business engagements we will prefer to participate in funding the presented business plan as debt financing/loan. This is because we prefer to be a silent partner so we can have enough time to concentrate on our numerous business engagements. Only financial participation will be expected from Thai Pride Cement Co., Limited in this funding arrangement. We have successfully secured two business contracts locally in Alfardan Group that have a so many companies products for massive building of a commercial 5000 units of a three bedroom flats in Bangkok city, we have already received an engagement Letter from the contracting company. The contract alone involves more than \$61 000 000.00 USD.

After proper evaluation of the presented project, we are proposing 4% fixed interest rate for a duration of 4 years. After expiration of this loan duration both parties may agree to roll over the capital and renew the agreement for a longer term. In line with Thai Investment relief law, we resolved to offer your company a 12 months moratorium/grace period. The Payment of the annual return on investment (AROI) shall commence after expiration of the 12 months moratorium period, this is to enable full establishment of the project accordingly. Upon acceptance of our proposed terms as stated above we shall make proper arrangements to offer your company with a funding approval letter which will officially indicate our profound interest to investing in the proposed project. The terms & conditions agreed by both parties will be consolidated in an agreement which will be signed by the participating shareholders for immediate disbursement of the approved funds.

Anticipating for your swift email correspondence.

Yours Sincerely,

Hussain

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Saturday, April 9, 2016 7:00:21 AM  
**To:** 'Hussain Ibrahim Alfardan'  
**Subject:** RE: FUNDING PROJECT

Your Excellency - Thank you for your email. I look forward to your final decision and to reviewing documents as prepared by your legal counsel.

Regards,  
Dennis

Dennis Brewer

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**From:** Hussain Ibrahim Alfardan [<mailto:> [REDACTED]]  
**Sent:** Saturday, April 9, 2016 9:55 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: FUNDING PROJECT

*Dear Mr. Dennis Brewer,  
I have received your feedback and i thank you for the detailed clarifications as well as your obligations over this presented investment offer.  
Your proposed business analysis are positive and it is my utmost interest to participate financially with your project team on this investment venture.  
However while i still look through your company's fact plan as already received,i will be having an advise discussion with my investment legal attorney to make my final decision after which i have my attorney prepare my finance terms for participating in the proposed business venture as required in line with the global ethical business practice.  
I hope to get back to you soon on this process.*

*Regards,*

*Hussain*

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, April 7, 2016 11:46 AM  
**To:** 'Hussain Ibrahim Alfardan'  
**Subject:** RE: FUNDING PROJECT

Greetings to you. We are eager to learn of your decision regarding our project. Here is the email I sent to you on Monday in reply to your email:

We would prefer an equity investment in the total amount of \$40 million, in return we offer 38% of the company on an undiluted basis. We do not have other investors who will be involved if you take the full \$40 million as no further investment is required, except that we will be offering \$12 million to public investors in our public offering set for June/July 2016.

If to be done by a loan, we offer 3.5% interest only for fifteen years. The company will have a very high rate of profit as you can see from our pro forma. So covering the interest charges will be no problem

As partial collateral for any loan, we can offer equipment and real estate (prime farmland) in the amount of approximately 50% of the total investment.

I look forward to working with you to determine the final terms and conditions of any MOU between Winnett Perico and your excellency.

Regards,  
Dennis

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*Organic Fresh Food Specialists*

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**From:** Hussain Ibrahim Alfardan [<mailto:> [REDACTED]]  
**Sent:** Thursday, April 7, 2016 2:43 PM  
**To:** [REDACTED]  
**Subject:** FUNDING PROJECT

Greeting,

Mr Dennis Brewer,

How are you and how about your business i know all is moving well i have been expecting your reply of my mail which i sent to you.

If you are ready for your funding for your project you need to reply my mail immediately because there are so many files om my table so i am waiting to hear from you soonest.

Best regards

Alfardan group

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, June 27, 2016 12:51 PM  
**To:** 'Greg Crossgrove'  
**Subject:** RE: FYI

Thanks, Greg. No worries here.

Regards,  
Dennis

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**From:** Greg Crossgrove [mailto:[REDACTED]]  
**Sent:** Monday, June 27, 2016 12:50 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** FYI

Dennis,

I would like to the opportunity to address my relationship with my brother. As you know, he currently works within the produce industry as the Vice President of Sales and Development for Nunes Company (Foxy), and has for 35 years. We take great pride in ensuring that we do not share our employers', clients' and customers' confidential information and have never compromised our employers, clients, customers, or our ethics in any way. We have done this throughout our careers and will continue to do so, as our reputation is critical in this business. I wanted to assure you that we are professionals and will not let our family relationship ever place us in a situation where we would compromise the information of our employers, clients and customers.

Thanks,

Greg

Greg Crossgrove  
Gregory P. Crossgrove, Inc.  
Agricultural & Produce Consulting Services  
<http://www.crossgroveconsulting.com/>  
(602) 908-6357

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, June 27, 2016 9:45 AM  
**To:** 'Marshall De Leon'  
**Subject:** RE: Follow up

Hi, Marshall – The IPO has been postponed to fall – market conditions, first in January with the market correction and now with the fallout from Brexit. We are pursuing a \$22 million private offering to accredited investors and hope to begin that around July 11. Once we have raised \$2 million from that, Jason will be joining us along with half a dozen others.

Regards,  
Dennis

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---

**From:** Marshall De Leon [mailto:[REDACTED]]  
**Sent:** Monday, June 27, 2016 9:40 AM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Cc:** Patrick O'Donnell <[REDACTED]> Lance A. Snider <[REDACTED]>  
**Subject:** Follow up

Good morning Dennis,  
I wanted to see how the IPO is progressing for Winnett? Any progress or possibility of it being completed this month?  
How does this affect Jason Waseman and his hire?

Hope all is well~

Marshall de Leon C.S.C.  
Executive Recruiter



phone – 925.831.8551 | fax – 925.831.0265 | cellphone – 925.487.4707

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, June 29, 2016 2:22 PM  
**To:** 'Barry Oliver'  
**Subject:** RE: Investment

Hi, Barry - We are working on getting some orders for produce in the next month or so. Then we can do purchase order financing through Wells Fargo or one of the less well known PO financing companies, so I have been told. We also have two new investment bankers working on the private placement and a third who will likely join them next month. We'll see if they do any better than Adamson who turned up nothing from cold mailing institutional investors. In addition, we will be emailing 650,000 accredited investors and 370,000 finance professionals next month to let them know about the private placement and direct them to our website where they can register to receive our offering materials.

Regards,  
Dennis

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*Organic Fresh Food Specialists*

**From:** Barry Oliver [mailto:[REDACTED]]  
**Sent:** Wednesday, June 29, 2016 2:02 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Investment

Hi Dennis any update on the financing? That's

On May 2, 2016 2:31 PM, "Dennis Brewer" <[REDACTED]> wrote:

Barry - Still waiting on Stockton to make a decision. They are supposed to be getting together early this week to make that decision. We have another group involved in making a decision as well – the Maines Paper and Food Service Co-Chair is actively considering a game changing investment of up to \$75 million, plus a PO for \$100 million of our produce. We have a new investment banker as of a week ago and this is what they have come up with so far – an excellent start. So, I am very encouraged that we will finally get this done. Thanks for checking in. I will let you know immediately upon receiving a definitive notice from either of these groups.

Regards,  
Dennis

Dennis Brewer

Chief Executive Officer

Winnett Perico, Inc.

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



*Organic Fresh Food Specialists*

**From:** Barry Oliver [mailto: [REDACTED]]

**Sent:** Monday, May 2, 2016 5:25 PM

**To:** Dennis Brewer < [REDACTED] >

**Subject:** RE: Investment

Any news on financing

On Apr 20, 2016 12:06 PM, "Dennis Brewer" < [REDACTED] > wrote:

Barry - We are still waiting on the Stockton group to make a decision – postponed from last Friday. We have an investment advisor looking for other sources now as well. And the \$7 million from NYC is still waiting on other funds to come in so we can get that in as well.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

Winnett Perico, Inc.

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



*Organic Fresh Food Specialists*

**From:** Barry Oliver [mailto: [REDACTED]]

**Sent:** Wednesday, April 20, 2016 2:03 PM

**To:** Dennis Brewer < [REDACTED]>

**Subject:** RE: Investment

Any news on the financing?

On Apr 4, 2016 6:29 AM, "Dennis Brewer" < [REDACTED]> wrote:

Barry - Yes, they are looking at the project now. We expect a meeting with them shortly, though I do not have a date as yet. I have six other interested prospects, though as usual they won't all pan out. We still have a \$7 million investor from New York who is willing to come in as soon as other money comes in with him. Also, the IPO is looking like late June with \$12 million.

Regards,  
Dennis

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To: [REDACTED]  
From: [REDACTED]  
Subject: RE: Investment  
Date: Mon, 4 Apr 2016 06:24:01 -0700

Any luck with the Stockton Company ??

Sent from [Mail](#) for Windows 10

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**From:** [Dennis Brewer](#)  
**Sent:** Friday, March 25, 2016 12:09 PM  
**To:** [Barry Oliver](#)  
**Subject:** RE: Investment

Thanks for the ad re Kingman, Barry. We have strong interest from an ag company in the Stockton, California area at the \$40 million level. Will know more next week.

Regards,  
Dennis

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Date: Fri, 25 Mar 2016 08:41:38 -0700  
Subject: RE: Investment  
From: [REDACTED]  
To: [REDACTED]

Hi Dennis I am going to forward you a real estate companies ad for a property in Kingman Arizona. It was sent to me by John Van hierden from Alberta Canada he is the man that got his leg cut off the two met at the hotel that day with me.

On Mar 22, 2016 4:09 AM, "Dennis Brewer" <[REDACTED]> wrote:

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

Chief Executive Officer





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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 ??**

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

Sent from [Mail](#) for Windows 10

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**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

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**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.

 [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 1<sup>st</sup> 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

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