From: Dennis Brewer <

Sent: Wednesday, June 29, 2016 8:28 AM

To:

**Subject:** RE: Update

Thanks, Richard.

Regards, Dennis

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



Organic Fresh Food Specialists

From: [mailto:

Sent: Wednesday, June 29, 2016 8:25 AM

Subject: Re: Update

Dennis,

I'm just leaving a hotel in Baltimore, and will follow-up on C&S. I also am contacting Reinhart soon. I had a meeting scheduled in VA today, was postponed, Chairman won't be able to see me to early July, his flight in was delayed days.

My efforts are concentrating on raising up to \$10 million and equity tied to RE after the debt is reduced and also a seed investor \$2 million to get us started.

Will keep you posted as I get closer to \$s Best, Richard

Richard A Miller Consulting, LLC 607.761.1798 c 570.996.7628 o skype ramiller.consulting PO Box 83, Tunkhannock, PA 18657 www.sitemanagementsolutions.com www.olingroup.com www.smartsim.com www.winnettorganics.com

www.theentrepreneursalliance.com www.linkedin.com/pub/richard-miller/17/825/685/

In a message dated 6/29/2016 8:01:01 A.M. Eastern Daylight Time,

writes:

Regards,
<u>Dennis</u>
Donnie Brower
<u>Dennis Brewer</u>
Chief Executive Officer
Winnett Perico, Inc.
<u>520-745-4403 970-744-3205</u>
www.winnettorganics.com
Organic Fresh Food Specialists

Richard - An update today, please. Anything new from C&S Wholesale Grocers on the PO?

From: Dennis Brewer < Thursday, June 30, 2016 11:45 AM Sent: 'Neal Conlon' To: **Subject:** RE: Checking in **Attachments:** SO-WinnettOrganics-06-25-16-DB EXECUTED.pdf; WinnettOrganics-MSA-06-25-16-DB EXECUTED.pdf Signed as requested. Note that no work should begin until funding is confirmed. Regards, **Dennis Dennis Brewer** Chief Executive Officer Winnett Perico, Inc. 520-745-4403 970-744-3205 www.winnettorganics.com **Organic Fresh Food Specialists** ----Original Message-----From: Neal Conlon [mailto Sent: Thursday, June 30, 2016 10:46 AM Subject: Checking in Hi Dennis, I'm following up to see if I can ask you to sign the contract that we discussed this week. I completely understand that Winnett is waiting for some financing to come in but I want to also make sure we are allocating resources on our end. We can be flexible on receiving the first payment (net 30) and if the financing didn't come through for some reason and we hadn't started the engagement we would not hold you to the contract. I would really appreciate it. Neal Sent from my iPhone

From: Dennis Brewer <

**Sent:** Thursday, June 30, 2016 4:58 PM

To: 'Grasse, Jon'

**Subject:** RE: Concept Document

I understand. We are putting the offices at UA Tech Park as the rent in the building we were after on Oracle was not appropriate. We got gross for the price of NNN by locating at the tech park.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Grasse, Jon [mailto:

Sent: Thursday, June 30, 2016 4:54 PM

To: Dennis Brewer <

Subject: Re: Concept Document

#### Hi Dennis,

IF your office is going to be on Oracle and Magee, Vail is an hour and 15 minutes or more drive away. I have worked the Vail area as well so I know how far that is. It's far!

There are some fantastic horse properties here in the NW, not to mention land opportunity by the Catalina Mountains and you would only be minutes vs 1 hours and 15 minutes or more from the office. If anyone has told you it's not far from the office, that is not the case

Please let me know how I can help.

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/jongrasse

From: Dennis Brewer <

Sent: Thursday, June 30, 2016 1:21:43 PM

To: Grasse, Jon

**Subject:** RE: Concept Document

Jon – I have decided against the airpark as the runway and taxiway are too close together. We are going to put the plane at TIA instead. So, I am looking at the Vail area to get more property to build a home. I still do not know hen I will be in Tucson, we are working on funding here in New York now.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Grasse, Jon [mailto:

Sent: Thursday, June 30, 2016 3:46 PM

To: Dennis Brewer <

Subject: Re: Concept Document

Hi Dennis.

It's been a while since we corresponded. Therefore I wanted to take the time to wish you and your family a wonderful 4th of july.

Also...

There have been properties since we last spoke that are now under contract at the LA Cholla Air Park. So.. I thought it may be beneficial to you that I set up my Virtual Finder for you. What it will do is send you the properties via email to your in box. I can set it up and you will receive a message to log in with a new password that I create for you (first initial and last name). Once a new listing becomes active in the airpark you will be notified that day, the program will also show properties that have price reductions, sold and much more. May I set you up on this?

Lastly, a couple of the properties that I wanted to show you are now under contract. Therefore, I was thinking of sending out a mailer to the residents to see if any of them are interested in selling their property. Would that be something you would like for me to do for you?

#### Happy 4 th of July

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/jongrasse

From: Dennis Brewer <

Sent: Wednesday, June 1, 2016 8:25 AM

To: Grasse, Jon

Subject: RE: Concept Document

Understood – 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: Grasse, Jon [mailto:

Sent: Wednesday, June 1, 2016 11:23 AM

To: Dennis Brewer <

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/jongrasse

From: Dennis Brewer <

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

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



Organic Fresh Food Specialists

From: Grasse, Jon [mailto:

Sent: Wednesday, June 1, 2016 11:11 AM

To:

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/jongrasse

From: Dennis Brewer <

**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

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

From:

To:

**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/jongrasse

From: Dennis Brewer <

**Sent:** Friday, July 1, 2016 2:04 PM **To:** 'david fisherenterprisesllc.com'

**Subject:** RE: Up to \$60,000,000 Funding for Winnett Organics

Sorry, but without a name we will not proceed to the next stage as it involves paying money to someone we have not dealt with before. We have been burned for over \$20K in these situations in the past and take precautions like this to avoid further episodes.

Regards, Dennis

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



Organic Fresh Food Specialists

**From:** david fisherenterprisesllc.com [mailto

Sent: Friday, July 1, 2016 1:57 PM

To: Dennis Brewer <

**Cc:** eve arends < eve fisherenterprisesllc.com <

Subject: RE: Up to \$60,000,000 Funding for Winnett Organics

#### Dennis-

You and your counsel will have adequate time to vet them once they have issued their proposal....it should not be a problem.

Best regards,

#### David A Franklin Managing Partner



Fisher Enterprises LLC 322 Central Park West Penthouse New York, New York 10025 Phone 212-223-1044 extension 222

www.FisherEnterprisesLLC.com



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On July 1, 2016 at 1:16 PM Dennis Brewer <	wrote:
Okay. We will not circumvent but do need the name provided to our general counsel so he firm. You can coordinate with him or with me. He is at	can vet the
Pogards	
Regards,	
Dennis	
Dennis Brewer	
Chief Executive Officer	
Winnett Perico, Inc.	
520-745-4403 970-744-3205	

www.winnettorganics.com



### Organic Fresh Food Specialists

From: david fisherenterprisesllc.com [mailto:

**Sent:** Friday, July 1, 2016 1:01 PM

To: Dennis Brewer < Cc: eve arends <

**Subject:** RE: Up to \$60,000,000 Funding for Winnett Organics

Dennis-

Not to worry.

We would not be representing them if we were not satisfied with their credentials.

I am sure you will be as well.

Best regards,

#### David A Franklin Managing Partner



Fisher Enterprises LLC 322 Central Park West Penthouse New York, New York 10025 Phone 212-223-1044 extension 222

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## On July 1, 2016 at 12:53 PM Dennis Brewer wrote:

David - I am willing to sign a non-circumvention agreement with you in order for you to provide the name of this firm so we may perform some due diligence on them prior to committing to any proposal they may provide. Thanks.

Regards,

Dennis

**Dennis Brewer** 

Chief Executive Officer

Winnett Perico, Inc.

520-745-4403 970-744-3205



#### Organic Fresh Food Specialists

From: david fisherenterprisesll	c.com [mailto:
Sent: Friday, July 1, 2016 12:02	PM
To: Dennis Brewer <	
Cc: eve arends <	eve fisherenterprisesllc.com
<	
<b>Subject:</b> Up to \$60,000,000 Fur	ding for Winnett Organics

#### Dennis-

Regarding your request for up to \$60,000,000 + in start-up funding for your organic food company in Arizona, we can help with a bond consulting company who can structure 100% of the total start-up costs as needed.

Based on the representations made in our loan worksheet this transaction would qualify for this type of bond funding program as shown in the attachment.

# The 41 year old bond consulting company and its affiliates and partners, that we are representing, have closed over \$200 Billion in loans of this type in the last 10 years alone.

If you want to proceed with the terms as outlined above and in the attachment we will prepare formal broker engagement documents and would require a \$5,000 REFUNDABLE retainer. The retainer is 100% refundable if the borrower does not receive a proposal from the bond consulting company in accordance with the above.

A 2 point broker closing fee for arranging the financing would be required payable out of the funding amount as funded.

Please advise.

Best regards,

David A Franklin Managing Partner



Fisher Enterprises LLC 322 Central Park West Penthouse New York, New York 10025 Phone 212-223-1044 extension 222

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

From: "david fisherenterprisesllc.com"

To: Klaus Drosch <

Cc: eve arends < "eve

fisherenterprisesllc.com"

Date: June 29, 2016 at 2:38 PM

Subject: RE: \$1,000,000 Start-Up Funding

Klaus-

David A Franklin Managing Partner



Fisher Enterprises LLC 322 Central Park West Penthouse New York, New York 10025 Phone 212-223-1044 extension 222

www.FisherEnterprisesLLC.com



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On J	une i	28,	2016	at (	6:11	PM	Klaus	Droscl	n
<						W	rote:		

Hello David

Sending you the documents.

Best regards

Klaus.



Klaus Drosch

Inventor, CEO

**BITIDENTIFY TECHNOLOGY AB** 

Headquarters

Veddesta Centrum

17572 Jarfalla / Sweden

Phone

Stockholm: +46 708 88 66 66

Berlin: +49 30 992 744 430

Los Angeles: +1 213 784 2206

www.bitidentify.com

From: david fisherenterprisesllc.com

[mailto:

**Sent:** Tuesday, June 28, 2016 4:24 PM

To: Klaus Drosch < Cc: eve arends <

eve

fisherenterprisesllc.com

Subject: \$1,000,000 Start-Up Funding

Klaus-

Thanks very much for the new funding request for \$1,000,000 USD.

We should be able to help.

## Learn more about us at www.FisherEnterprisesLLC.com

In order to proceed we need to have the attached loan worksheet completed and returned in order to provide you with a preliminary financing proposal.

Best regards,

David A Franklin Managing Partner



Fisher Enterprises LLC 322 Central Park West Penthouse New York, New York 10025 Phone 212-223-1044 extension 222

www.FisherEnterprisesLLC.com



"Wealthy people observe the potential gain and focus on the rewards. Other people observe the potential loss and focus on the risks"

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From: Dennis Brewer <

Sent: Sunday, July 3, 2016 9:59 AM

To: 'Gregory P. Crossgrove '

Subject: RE: Oliver Term Sheet 160705

Great - safe travels!

Regards, Dennis

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



Organic Fresh Food Specialists

**From:** Gregory P. Crossgrove [mailto] **Sent:** Sunday, July 3, 2016 9:58 AM

To: Dennis Brewer <

Subject: Re: Oliver Term Sheet 160705

Dennis- Marcy and I are traveling to our place in Idaho. I will review this while traveling and get back with you by tomorrow, if that meets your approval? Have a good 4th of July! Greg

Sent from my iPhone

On Jul 3, 2016, at 6:50 AM, Dennis Brewer < wrote:

Greg – In an effort to speed up the process, I have designed a Term Sheet for Barry Oliver and his company Diversified Farms to construct shadehouses, shop, and office and for Barry to guarantee certain obligations of WinnettOrganics. Please review and let me know what you think. I have not discussed any of this with Barry as yet so please keep it to yourself for now.

Regards, Dennis

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

<image001.png>

Organic Fresh Food Specialists

<Oliver Term Sheet 160705.pdf>

From: Dennis Brewer <

**Sent:** Monday, July 4, 2016 12:06 PM

**To:** 'Winnett Organics'

**Subject:** RE: Kevin

Thanks, Rafael. We can use any amount down to \$49,500 minimum investment (9,000 shares) to keep things moving. Obviously, \$250,000 is preferred. Have a great day!

Regards, Dennis

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



Organic Fresh Food Specialists

From: Winnett Organics [mailto

Sent: Monday, July 4, 2016 12:02 PM

**To:** Dennis Brewer < **Subject:** Re: Kevin

Yes-I am speaking with him tomorrow and put an end to this. Happy 4th!

Kind Regards,

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

Winnett Organics, Inc. "Organic Specialist"

On Jul 2, 2016, at 9:05 AM, Dennis Brewer <

wrote:

Rafael - Please get a read on whether Kevin intends to invest, the amount, and the date of the investment by Tuesday morning, July 5<sup>th</sup>. Thanks!

Regards, Dennis

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

<image001.png>
Organic Fresh Food Specialists

From: Dennis Brewer <

**Sent:** Monday, July 4, 2016 3:24 PM **To:** 'White Wolf Properties, LLC'

Subject: RE: Conference call Wednesday July 6, 2016 09:00 Pacific - 12 Noon Eastern

I'm okay with either one of those options so far.

Regards, Dennis

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



Organic Fresh Food Specialists

From: White Wolf Properties, LLC [mailto:

**Sent:** Monday, July 4, 2016 3:23 PM

To: Kiki Heredia < Dennis Brewer <

Subject: Re: Conference call Wednesday July 6, 2016 09:00 Pacific - 12 Noon Eastern

Tuesday the 12 is better for me

Dennis?

Dean T Smith

**Business Development** 

On Jul 4, 2016, at 11:52 AM, Kiki Heredia <

wrote:

Hi Dean

Due to conflicting schedule is it possible to postpone the confrence call to Monday the 11th of July at the same time 9:00 a.m.? Please let me know. Thanks!

Enrique "Kiki" Heredia Triple Fresh Produce 2585 N.Grand Ave.Suite#1 Nogales,Arizona 85621 1-844-433-7374 toll free 1-520-415-5980 office

1-520-415-5981 fax

#### Good afternoon,

Below please find the dial in information for our conference call this Wednesday. If the times do not work for any reason please advise.

#### Attendees:

Triple Fresh Produce Kiki Heredia Adam Polan Manny Dinnis

Winnett Organics Dennis Brewer Dean Smith

TOLL FREE DIAL IN: 1.877.817.1622

Pass Code: is 461142

## Thank you

## **Dean Smith**

From: Kiki Heredia

Sent: Thursday, June 30, 2016 6:49 PM

**To:** Dean T. Smith **Cc:** Dennis Brewer

Subject: Re: Conference call between Triple Fresh Produce and Winnett Organics

#### Hi Dean

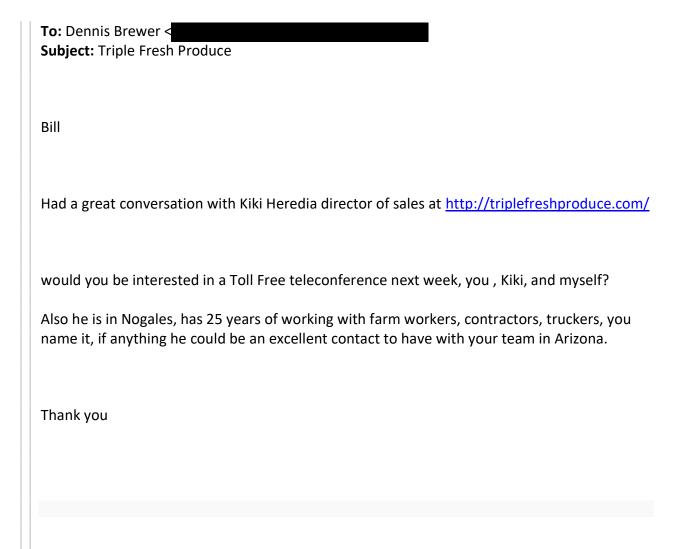
I would like to include my partners Adam Polan & Manny Dinnis . How about Wednesday anytime after 9:00 am. Please let me know. Thanks!

Enrique "Kiki" Heredia Triple Fresh Produce 2585 N.Grand Ave.Suite#1 Nogales,Arizona 85621 1-844-433-7374 toll free 1-520-415-5980 office 1-520-415-5981 fax 1-520-313-5961 cell

On Jun 30, 2016 6:45 PM, "Dean T. Smith" <

wrote:

Good evening Kiki,			
Dennis Brewer CEO of Winnett Organics would like to have the 3 of us talk next week. What day/time is best for you? Dennis is 3 hours up on us on the East Coast.			
I have a toll free dial in service and will schedule.			
Thank you!			
Dean			
From: Dennis Brewer  Sent: Thursday, June 30, 2016 6:04 PM  To: 'Dean T. Smith'  Subject: RE: Triple Fresh Produce			
$\label{eq:Dean-Ideal} \mbox{Dean-I'd be happy to join in the conversation next week. Let me know what works for both of you.}$			
Regards,			
Dennis			
Dennis Brewer			
Chief Executive Officer			
Winnett Perico, Inc.			
<u>520-745-4403</u> <u>970-744-3205</u>			
www.winnettorganics.com			
<image003.png></image003.png>			
Organic Fresh Food Specialists			
From: Dean T. Smith [mailto:			
Sent: Thursday, June 30, 2016 8:10 PM			



Dean T Smith White Wolf Properties, LLC Sasha's Farm Fresh, LLC 630-699-4348

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Dean T Smith White Wolf Properties, LLC Sasha's Farm Fresh, LLC 630-699-4348

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From: Dennis Brewer <

**Sent:** Tuesday, July 5, 2016 2:05 PM

To:

**Subject:** RE: Personnel at Admin Offices

It does help. Thanks.

FYI – awaiting word on California investor from Rafael sometime today I believe but will be small if anything. Working on our Hyder landlord to see if he will front us some funds and lease shadehouses to us. While not the perfect location for shadehouses due to housing issues, this combination may be one that can get us going.

Regards, Dennis

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



Organic Fresh Food Specialists

From: [mailto

**Sent:** Tuesday, July 5, 2016 1:59 PM

To: Dennis Brewer <

**Subject:** Personnel at Admin Offices

Morning Dennis,

Sorry for the delay on getting this info. back. I was waiting on both Jason and Rafael so here is my best questimate.

Logistics- Jason does not expect anyone else in his department to need space at Corporate. He plans on having people at the Farm Terminal and Shipping point.

QC/QA - I think Rafael would need an assistant to act as Coordinator for lab testing and Reports. His managers will also be staged at the Field, Farm terminal and shipping points.

Operations - We will have a Chief Agronomist, Manager of Operations and Maint. overseeing ongoing construction projects, and probably some type of Admin. Asst. for the Dept. Everyone else, such as Field Agronomists, Irrigation and Tractor Foreman, and Harvest Managers, will work out of the Farm Terminal Office and Production Facilities (Packing Sheds).

Hope this helps.

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

### Organic Fresh Food Specialists



From: Dennis Brewer <

**Sent:** Tuesday, July 5, 2016 1:55 PM

**To:** 'pedro ivan flores' **Subject:** RE: Organic food - USA

Pedro – Nice to hear from you. Here are my answers to your questions:

Equity only - raise \$60 million, yields 45% of total outstanding shares to investor

Debt only – raise \$60 million, no equity to investor

Debt plus small equity – raise \$50 million debt plus \$10 million equity, yields 7.5% of total outstanding shares to investor

Regards, Dennis

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



Organic Fresh Food Specialists

From: pedro ivan flores [mailto:

Sent: Tuesday, July 5, 2016 1:39 PM

To: Dennis Brewer <

Subject: Re: Organic food - USA

Hello Dennis,

I think we have to wait to have the better alternative...

- My Funder1 (that I can not send by now), he would review for Equity+debt... and IF ALL IS OK, he can give the funds\$\$ in short/average time...
- Now, the Funder2 (that look for 50M or 100M or more)... he would review for Equity or Debt or MIX (equity+debt) too... but here, I am not direct, so the fee/comission for 3%... if all ok, we could close in short time too...

Then, 2 direct questions.. for a "X Funder 1,2,3", ok... pls inform... very important... thanks...

- a) if **ONLY Equity**, what is the MAX value\$\$ you would want to RISE... ex: \$50M-70M... and for that, what Equity% to GIVE to Investor ex: 40%... 60% equity to Funder...
  - b) if **ONLY Loan/Debt**, what is the MAX value\$\$ you would want to RISE... ex: \$90M, 100M...

c) if **ONLY loan/debt** + **little equity**, what is the MAX value\$\$ you would want to RISE. and what Equity% to GIVE to Investor... ex: \$100M (and how: 80M+20M)... & ex: 15% equity...

\_

Regards, Pedro Ivan

From: Dennis Brewer <
To: 'pedro ivan flores' <

**Sent:** Thursday, June 30, 2016 10:53 AM

Subject: RE: Organic food - USA

Thanks for the update. The total amount we are raising is over \$50 million if you include debt. We would be willing to substitute equity for debt if that would work for your second funder. Then we could raise still more debt to increase our total raise to around \$100 million (up from \$59 million) and grow faster than projected. We could use more of our 31,000 acre land base sooner as well as build our shadehouses (\$22,000 per acre capital cost, \$300,000 per acre annual revenue) more quickly. And we could start our new packing plant (\$24 million) months sooner than planned so we could pack root vegetables by the middle of 2017 instead of the beginning of 2018.

Regards, Dennis

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



Organic Fresh Food Specialists

From: pedro ivan flores [mailto:

**Sent:** Thursday, June 30, 2016 11:42 AM

To: Dennis Brewer <

Subject: Re: Organic food - USA

Hello Dennis,

- the project is with me... the funder i want to review, said can not receive more projects by now... so I need to wait...
- other funder ONLY review for 50M or more, so I can not send to him, right...

Once I can move this deal I will update to you... thanks...

Regards, Pedro Ivan

From: Dennis Brewer <

To: 'pedro ivan flores' <

**Sent:** Wednesday, June 29, 2016 4:54 AM

Subject: RE: Organic food - USA

#### Any news?

Regards, Dennis

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



Organic Fresh Food Specialists

From: pedro ivan flores [mailto:

**Sent:** Thursday, June 16, 2016 12:44 PM

To: Dennis Brewer <

Subject: Re: Organic food - USA

#### Good day – Thanks for your interest.

1 -- I am revising the PPM and the presentation to make it clear **good...** we are talking dollars in thousands. I will send these revised documents later today. **ok**, **good...** Thanks for your comments about this.

2 – We are looking for \$22 million in equity now and \$12 to \$25 million in equity in our IPO in 4 to 6 months. According to our revised documents, we can accept up to \$37 million in debt and leases from either banks or investors. The debt portion would be 5 years at 5.5%. A mix of debt and equity from an investor would be acceptable.

Dont understand...

- a) \$22M, NOW... ok...
- b) And \$37M (5.5%rate) in debt... when... NOW...
- so, you are looking NOW for \$59M for a MIX (equity+debt).. yes/not.. pls confirm... if yes, then i can focus in one of my Funders that prefer to review MIX (than Only euqity), right... and 59M is not problem if they decide to go, rigth...
- 3 Commissions The Company can only pay these to licensed broker-dealers in the US. I will check on out of country consultants and see what we can do. I do not know what the funder can do but that is their business not ours.
- a) I work with 3 USA Funders and they have No probems with me...in any case, the FUNDER can deduce my fee%(3-4%) from the Funds (ex: 59M) and then you receive the balance and no problem... One Funder, then my group ask 4%.. in this case the Client (by Fee Agreement) paid to one of the group, he is in USA... pay the full 4% to him, ok.. and then HIM pay to me and my other partner of the group, that is out of USA too... so you pay to my contact in USA, and he pay to me and my contact.. so you have NO problem... this is normal, ok...
- b) My consult: you will pay to me (depending on Which Funder I will dedice) my 3% (If I alone) or 4%(if with group) from that 10% of Adamsom, or you wil pay apart/separate that 3-4%... pls confirm...

Regards, Dennis

Dennis Brewer

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



#### Organic Fresh Food Specialists

From: pedro ivan flores [mailto:

**Sent:** Thursday, June 16, 2016 9:33 AM

To: Dennis Brewer <

Subject: Re: Organic food - USA

Hello Mr Dennis,

1)

- so we would be talking in PROFITS for \$242M (in the 5y), right... now thats good... profits for \$6.9M... 78M... 242M... good...
- pls "review and modify" your 2 files to that "financial projetions" be Very CLEAR (informing if numbers are in hundred, thousand, millions) to any potential Investor when review your files, right... anybody will review and see/understand just \$242K (when you know is 242M), right... and pls resend to me... important...

2)

- So, you are looking for \$22M only as Equity... yes/not..
- In file say, for a \$29M debt... pls explain...
- So you need to raise a total of 22+29= **\$51M**.. is it... I can review also with a Fudner that like to work for MIX ( debt + equity)...

3)

- In the shares price say 10% to "Adamson" as fee/commission...
- As Informed I am consultant too, right.. so that 10% of Adamson would be share with me (or my group)... pls inform to undertsnad...
- Depend on the Funder I can review, then I ask 3% (to me) or 4% (to my group)...
- And you say "lisenced broker", well as you can see on my Linkedin I am NOT in USA... so as usual, the client pay/transfer my fee/commission to my Abroad account, right...

Regards, Pedro Ivan

From: Dennis Brewer <

To: 'pedro ivan flores' <

Sent: Wednesday, June 15, 2016 1:54 PM

Subject: RE: Organic food - USA

Our numbers are dollars in thousands. We will have nearly \$2Billion in sales by 2020.

Regards, Dennis

**Dennis Brewer** 

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



Organic Fresh Food Specialists

From: pedro ivan flores [mailto:

**Sent:** Wednesday, June 15, 2016 12:27 PM

To: Dennis Brewer <

Subject: Re: Organic food - USA

Hello Mr Dennis,

Thanks for your contact...

- I dont understand well your numbers...
- Your files talk a lot of the MARKET 31bi... but what is the % of this 'market' you will get...1%, 10% of the market of 31Bi...
- So, you are looking for \$22M only as Equity... yes/not...
- In file say, for a \$29 debt... pls explain...
- So you need to raise a total of 22+29= 51M.. is it... I can review also with a Fudner that like to work for MIX ( debt + equity)...
- In pag7 (of 31p file), we have the ONLY "financial projections" and I don't understand nothing here... you talk in \$6,921... 78,050 ... 242, 394.. is it.. or that is MILLIONS... are you saying that in 2020 you PROFT is just \$242K.... or \$460K (460,586 as pag24 of power point)...not sense, right... and how it turns to \$16.7M or \$24.4M... I don't undertand...
- HOW you will buyback the \$22M in shares of the X Fudner/Investor if don't have money as the Profit is SO LOWER (and we are talking in the 2020).. as you say in 5y (2020) you will grow to \$900M... how, with a minimal profit of just \$242K... also, need to payback a loan/debt of 29M ( + interest), right... pls inform/explain... important.. thanks...
- The "market" can have 31Bi, can have 100bi or more... the point is, what "you" will sell ( revenue, cost, PROFITS) to arrive to \$900M in 5y... if you have a "financial projections" showing this 900M would be good and very interested... not a \$242k or 460K, right...
- In the shares price say 10% to "Adamson" as fee/commission...
- As Informed I am consultant too, right.. so that 10% of Adamson would be share with me (or my group)... pls inform to undertsnad...
- Depend on the Funder I can review, then I ask 3% (to me) or 4% (to my group)...
- And you say 'lisenced broker', well as you can see on my Linkedin I am NOT in USA... so as usual, the client pay/transfer my fee/commission to my Abroad account, right...

Waiting your comments to understand in better way... important.. thanks...

Regards, Pedro Ivan From: Dennis Brewer <

To:

Sent: Wednesday, June 15, 2016 5:33 AM

**Subject:** Information

Attached please find requested information. We do not pay advance fees to any entity, only success fees from proceeds to licensed broker-dealer.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Dennis Brewer <

**Sent:** Tuesday, July 5, 2016 5:50 AM

To:

**Subject:** 

Cc:

**Attachments:** Oliver Term Sheet 160705.pdf

Term Sheet

Barry – In an effort to speed things along, I have put together a Term Sheet for you to consider. The Term Sheet includes the office, shop, and 500 acres of shadehouses to be constructed at Hyder this year. It also contains fee-based lease guaranty and loan guaranty arrangements. Taken together with the existing land lease, it provides \$8.2 million of income to you and Diversified Farms in 2017, and \$9.25 million in 2018 and 2019 as acreage climbs to 15,000 acres. And, the new water treatment process we have uncovered may allow us to expand further into areas of your farm which have higher concentrations of total dissolved solids. After you have had a chance to review the Term Sheet, I would like to discuss it with you by phone or in person. I have shown it to Greg Crossgrove, so you might want to get his input on it and on our future prospects.

We are currently working on two important aspects of getting the company to the next level. We have hired our Senior Vice President of Sales and Marketing. He has 33 years of sales and management experience in the produce industry. He will begin this week the process of contracting with our customers for next year's sales volume. We are also working on a \$20 million equity financing package which involves a private placement and an IPO. I feel very good about this package as it involves numerous smaller investments from a large number of people. It is being managed by Zack's Direct, an offshoot of the Zack's stock market research firm you may be familiar with. Zack's Direct reports good success using their platform to publicize and drive accredited investors to our site to make investments directly in the company. We are also partnering with Equities.com to increase investor traffic to our site where they may register to obtain offering materials.

Thanks for your consideration of the Term Sheet. We look forward to working with you for many years to come.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Dennis Brewer <

Sent: Wednesday, July 6, 2016 1:13 PM

To: 'Bill Tarazewich'
Subject: RE: Good Morning

Bill - Okay. I understand your position and will definitely keep you in mind for our executive team.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Bill Tarazewich [mailto:

Sent: Wednesday, July 6, 2016 1:08 PM

To: Dennis Brewer <

Subject: Re: Good Morning

## Hi Dennis,

Sorry for the delay in responding - I just now was able to get emails from 4 days out. As mentioned in earlier discussions, my employment with Taylor Farms ended last month. After we talked on Friday afternoon, I received an email from Taylor corporate asking me to turn over all my company equipment (desk top, laptop, cell phone, company vehicle) on Saturday, July 2. My agreement with Taylor Farms was I would be gone by the start of their new fiscal year - July 1. It has been obvious the company was not pleased with my decision to turn down the promotion and relocation to Salinas. I have lost email communication since Saturday (my personal desktop was getting a virus removed). I should have my desktop repaired and operating this evening. I should also have a new cell by this evening - working with Taylor Farms to keep my same number.

In regard to the W.O. employment opportunity, I plan to bow out and pursue a less risky career path. Even though I believe your company and growth will happen, I do not see a green light for growing, operations, and sales until 2017 at the earliest. The difficulty in capturing enough start-up funding is not a good position for me. By turning down two strong produce careers over the last two months, I showed a sign of willingness and patience but I have concerns with the similar difficulties with funding we see each passing week. I now plan to start an executive position with a local company by next week. If early 2017 finds W.O. funded and moving forward, I would always consider any opportunity that might be a good fit for you and I.

I will reach out to you on phone by tomorrow. I did not want any more time to pass without starting this communication.

Thanks,

Bill

WinnettOrganics, Inc.

520-745-4403 970-744-3205

www.winnettorganics.com



From: Dennis Brewer <

**Sent:** Thursday, July 7, 2016 3:50 PM

**To:** 'Gregory P. Crossgrove '

**Subject:** RE: Term Sheet

Sure and thanks for your role in all of this. I'll cc you on the paragraph.

Regards, Dennis

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



Organic Fresh Food Specialists

**From:** Gregory P. Crossgrove [mailto **Sent:** Thursday, July 7, 2016 3:46 PM

To: Dennis Brewer <

Subject: Re: Term Sheet

Dennis- Would you send Barry a brief paragraph stating that, nothing more should be required at this time. After the meeting next week, you and Barry should be able to proceed.

Thanks

Greg

Sent from my iPhone

On Jul 7, 2016, at 1:35 PM, Dennis Brewer <

wrote:

Greg - Great news - this should be a real win-win.

We will pay off or refinance the loans and leases within three years. I was limiting them to three years so he would not be stuck guaranteeing forever and because by then we should be able to stand on our own two feet without the need for an outside guarantee.

Regards, Dennis

Dennis Brewer
Chief Executive Officer

WinnettOrganics, Inc. 520-745-4403 970-744-3205 www.winnettorganics.com

<image001.png>
Organic Fresh Food Specialists

From: Greg Crossgrove [mailto:

**Sent:** Thursday, July 7, 2016 3:25 PM

To: Dennis Brewer < Subject: Re: Term Sheet

Dennis,

Would you clarify to Barry, bottom of paragraph 3- "Provided, however, that such guaranty period shall not exceed 3 years". What happens after the 3 year period?

Barry wants to meet with Rick and I early next week, to review the project. Other than the above on the 3 year period, Barry sounds good on the Term Sheet. I think you may have a deal with Barry.

Thanks,

Greg

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

On Tuesday, July 5, 2016 2:49 AM, Dennis Brewer < war words:

Barry – In an effort to speed things along, I have put together a Term Sheet for you to consider. The Term Sheet includes the office, shop, and 500 acres of shadehouses to be constructed at Hyder this year. It also contains fee-based lease guaranty and loan guaranty arrangements. Taken together with the existing land lease, it provides \$8.2 million of income to you and Diversified Farms in 2017, and \$9.25 million in 2018 and 2019 as acreage climbs to 15,000 acres. And, the new water treatment process we have uncovered may allow us to expand further into areas of your farm which have higher concentrations of total dissolved solids. After you have had a chance to review the Term Sheet, I would like to discuss it with you by phone or in person. I have shown it to Greg Crossgrove, so you might want to get his input on it and on our future prospects.

We are currently working on two important aspects of getting the company to the next level. We have hired our Senior Vice President of Sales and Marketing. He has 33 years of sales and management experience in the produce industry. He will begin this week the process of contracting with our customers for next year's sales volume. We are also working on a \$20 million equity financing package which involves a private placement and an IPO. I feel very good about this package as it involves numerous smaller investments from a large number of people. It is being managed by Zack's Direct, an offshoot of the Zack's stock market research firm you may be familiar with.

Zack's Direct reports good success using their platform to publicize and drive accredited investors to our site to make investments directly in the company. We are also partnering with <a href="Equities.com">Equities.com</a> to increase investor traffic to our site where they may register to obtain offering materials.

Thanks for your consideration of the Term Sheet. We look forward to working with you for many years to come.

Regards, Dennis

Dennis Brewer Chief Executive Officer WinnettOrganics, Inc. 520-745-4403 970-744-3205 http://www.winnettorganics.com/

<image003.png>
Organic Fresh Food Specialists

From: Dennis Brewer <

**Sent:** Thursday, July 7, 2016 1:38 PM

To: 'Michael Callahan'
Cc: 'Cardone, Andrew'
Subject: RE: Introduction

Michael – I am available until noon Eastern Time, so you can call me on 970-744-3205. Thanks for your interest.

Thanks, Andrew for the introduction.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Michael Callahan [mailto:

Sent: Thursday, July 7, 2016 1:29 PM

To: Cardone, Andrew < Dennis Brewer <

Cc: Mark Gross <

Subject: RE: Introduction

Thanks Andrew.

Dennis - I am free most of the day tomorrow so let me know what works for you.

Regards,

Michael J Callahan

**Managing Director** 

**Investment Banking** 

Dominick and Dickerman LLC

570 Lexington Ave

**Suite 4200** 

New York, NY 10022

Direct 646 780-8432

Cell 917 930-9490

**DOMINICK & DICKERMAN LLC | Member FINRA, SIPC** 

From: Cardone, Andrew [mailto

**Sent:** Thursday, July 07, 2016 1:21 PM

To: Dennis Brewer < Michael Callahan

**Subject:** Introduction

Dennis – I want to introduce you to a good friend who may be able to provide some guidance on your situation. Michael Callahan meet Dennis Brewer. Dennis's contact info is below. I'll leave it you to arrange a call.

Thanks - Andrew

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

## **Andrew Cardone**

Vice President Financial Advisor **Bestwick Cardone Group** NMLS ID 1395719

# **Merrill Lynch**

717 5th Avenue 6th Floor New York, NY 10022 Tel: 212.415.7712

Fax: 646.461.1152

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From: Sent:

To: Subject:	'Barry Oliver' RE: Three Year Limitation	
You bet.		
Regards, Dennis		
Dennis Brewer Chief Executive Officer WinnettOrganics, Inc. 520-745-4403 970-744-3205 www.winnettorganics.com		
Organic Fresh Food Specialists		
From: Barry Oliver [mailto Sent: Thursday, July 7, 2016 3:59 To: Dennis Brewer < Subject: Re: Three Year Limitatio		
Okay thanks for the clarification	on	
On Jul 7, 2016 12:56 PM, "De	ennis Brewer" <	vrote:
Barry – Per Greg Crossgrove	's request, I am clarifying the three year limitation on the	guarantee:
Sheet limits them to three year	f or refinance the loans and leases you guarantee within the ars so you will not be guaranteeing loans and leases indeficain financing without the need for an outside guarantee dele enterprise.	initely and because by
Thanks.		
Regards,		
	1	

Dennis Brewer < Thursday, July 7, 2016 3:59 PM

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

<u>520-745-4403</u> <u>970-744-3205</u>

www.winnettorganics.com



Subject:

From: Dennis Brewer <

Sent: Thursday, July 7, 2016 6:37 PM

To:

We are likely to receive a signed Term Sheet next week for \$43 million. If we do, I will need some additional investment to rally the management team before the final funding comes in. Would you be willing to commit an additional investment to the company on the expectation that we will be able to close on the Term Sheet? Same \$1.67 price as before. Last time we will see this price.

Term Sheet Expected, Your Help Needed

The Term Sheet is confidential but has the following terms: \$12.5 million for 500 acres of shadehouses, shop, and office \$15.5 million lease guarantee for equipment \$15 million loan guarantee for ramp up expenses

It will be from our landlord in Hyder where we will be farming 500 acres of shadehouses and 10,000 acres of field grown crops. Happy to answer any questions you may have. My direct number is 970-744-3205 or email me at your convenience. Thanks again for your support.

Regards, Dennis

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



From: Dennis Brewer <

**Sent:** Thursday, July 7, 2016 4:19 PM

To:

**Subject:** Contract

**Attachments:** Oliver Term Sheet 160705.pdf

Ray – We will very likely need you to turn the attached Term Sheet into a contract for us next week. I do not have a final sign off on the Term Sheet but consider it likely we will be there by Wednesday or so. We will want to turn this around as quickly as we can – of course. But, who knows, you might even get paid for your work if this deal goes through. Imagine that!

Regards, Dennis

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



From: Dennis Brewer <

**Sent:** Friday, July 8, 2016 11:47 AM

To: 'Neal Conlon'
Subject: RE: Following up

Neal - I fully expect the Term Sheet to be signed next week on or before Thursday. Then we will need loan approval from the bank which will be forthcoming based upon the excellent strength of our guarantor. It will take 2 to 4 weeks for the bank to make funds available to us. We will do everything in our power to fulfill our portion of the Equities.com contract with us. We appreciate your flexibility.

Regards, Dennis

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



Organic Fresh Food Specialists

From: Neal Conlon [mailto

Sent: Friday, July 8, 2016 11:42 AM

To: Dennis Brewer <
Cc: Jonathan Brickman <
Subject: Following up

Dennis,

Thanks for taking my call yesterday afternoon and good to hear that it sounds like Winnett Organics will get the funding needed to continue the path to IPO.

As I mentioned Equities prides itself as a partner and we have been along side companies in these types of scenarios many times before and we can be flexible with the first payment.

It sounded like the term sheet for financing should be signed by next Tuesday and then we just need to wait for the banks to transfer funds. Please confirm that my understanding is correct.

As long as the above is the case, and the contract will be honored, we will proceed and remain flexible on the first payment. The next steps will be for Tina from our client services to reach out and onboard Winnett Organics.

Hit me with questions.

**Neal Conlon** 

#### Director

# www.equities.com

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From: Dennis Brewer <

**Sent:** Friday, July 8, 2016 4:09 PM

To: 'Joel Levy'

**Subject:** Availability for a call

Good to speak with you. Available for a call:

Tuesday morning before noon Wednesday afternoon Thursday any time

Regards, Dennis

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

