

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, July 10, 2016 10:40 AM
To: [REDACTED]
Subject: Akoto Brewer Fund

Ray- Please create the Akoto Brewer Fund, LLC in Arizona sometime in the next two weeks. I will be the Manager of the fund. Use 5151 E Broadway Blvd, Suite 1600 Tucson AZ 85711 for the address. Business is any lawful purpose. We intend for it eventually to be a mostly charitable fund but do not want to be limited to that activity from the get go. Thanks.

Regards,
Dennis

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



Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, July 11, 2016 7:57 AM
To: 'Michael Callahan'
Subject: Update

Michael – Thought I would update you on our current status. I mentioned this info to Andrew Cardone earlier this morning. I will likely be signing a \$43MM Term Sheet this week. Assuming that funding closes, it will provide \$12.5MM for shadehouses (similar to greenhouses), \$15.5MM for equipment, and \$15MM cash for ramp-up costs. Since it will satisfy our immediate needs to get crop production started on 10,00 acres of field grown and 500 acres of shadehouse grown crops, we will now shift our focus to raising equity for other parts of the operation. We now seek \$36MM to \$70MM in equity:

\$30MM for root vegetable facilities and equipment (potatoes, carrots, and onions at our new facility in Casa Grande, AZ), including \$24.6MM for production equipment, \$2MM for facility deposit to landlord, and \$3.4MM for farm and logistics equipment related to root vegetable production. Root vegetables account for 40% of overall organic vegetable demand so this is an important step toward being a full-line supplier.

\$6MM for cattle operations, including \$1.4MM for 1400 head ranch, \$2.8MM for cattle to stock the ranch, and \$1.8MM for operating expenses.

\$34MM for accounts receivable financing, to avoid \$6.3MM in annual factoring charges in 2017.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, July 11, 2016 3:50 PM
To: [REDACTED]
Subject: RE: FYI

I should be available at 1PM.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

From: [REDACTED] [mailto:[REDACTED]]
Sent: Monday, July 11, 2016 3:47 PM
To: [REDACTED]
Subject: Re: FYI

Hi Dennis,
Great news on all counts!

Do you have time to speak tomorrow? I'm tied up from 2-4.

Eric Winn, VP of Fresh Procurement at C&S is not available till after the 15th. I am looking to get an audience with him and Jay Sharrock, SVP procurement.

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 7/11/2016 12:24:45 P.M. Eastern Daylight Time, [REDACTED] writes:

<https://www.equities.com/news/winnettorganics-makes-their-move-into-the-multi-billion-dollar-organic-produce-sector>

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 12, 2016 2:50 PM
To: 'Cardone, Andrew'
Subject: RE: Harris Williams report re Valuations

I was pleased with how it went and impressed with the people I met. We had a good conversation. I will make it a point to arrange something with you before I leave the area. And, thanks again for the referral!

Regards,
Dennis

Dennis Brewer
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From: Cardone, Andrew [mailto:[REDACTED]]
Sent: Tuesday, July 12, 2016 2:48 PM
To: [REDACTED] <[REDACTED]>
Subject: RE: Harris Williams report re Valuations

Dennis - heard your meeting went well. Hopefully they can be helpful. I'd enjoy meeting with you before you move to cowboy town!

Thanks,

Andrew

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

From: Dennis Brewer [REDACTED]
Sent: Tuesday, July 12, 2016 01:37 PM Central Standard Time
To: 'Michael Callahan'; [REDACTED]
Cc: Cardone, Andrew
Subject: Harris Williams report re Valuations

Nice to meet all three of you this morning. I enjoyed our conversation. Here is the latest version of the industry report I referred to this morning. See Natural/Organics page 5 for valuation. I certainly recognize these firms are farther down the road than we are today.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 12, 2016 2:11 PM
To: 'Drew Figdor'
Subject: RE: Venture Prospect

Nice to meet you. We are engaged with an old line Wall Street firm Dominick and Dickerman for our private placement. I will discuss your interest with them to see if they would like to partner with you in this effort.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

From: Drew Figdor [mailto:[REDACTED]]
Sent: Tuesday, July 12, 2016 10:06 AM
To: dennis_brewer <[REDACTED]>
Subject: Venture Prospect

Hello:Dennis Brewer

It is a pleasure to connect with you on this business network. I am Drew Figdor and i am a partner at Pioneer Finances Advisory Limited a Paris based firm that specializes in raising capital for public or privately owned companies through acquisition,private placement,or reverse merger.

We provide financial and strategic advisory services to growing companies and to entrepreneurs and brings strategic partners to these projects,working with clients whom are both private and institutional investors.

Once again nice to be connected to you and I look forward to our further communication.

Regards,

Drew Figdor
Partner Pioneer Finance Advisory Limited
277 Boulevard Saint-Germain
75007 Paris, France.
[Tel:+33970734035](tel:+33970734035)
Email:[REDACTED]
www.pfadl.com

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 12, 2016 2:11 PM
To: 'Drew Figdor'
Subject: RE: Venture Prospect

Nice to meet you. We are engaged with an old line Wall Street firm Dominick and Dickerman for our private placement. I will discuss your interest with them to see if they would like to partner with you in this effort.

Regards,
Dennis

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Organic Fresh Food Specialists

From: Drew Figdor [mailto:[REDACTED]]
Sent: Tuesday, July 12, 2016 10:06 AM
To: dennis_brewer <[REDACTED]>
Subject: Venture Prospect

Hello:Dennis Brewer

It is a pleasure to connect with you on this business network. I am Drew Figdor and i am a partner at Pioneer Finance Advisory Limited a Paris based firm that specializes in raising capital for public or privately owned companies through acquisition,private placement,or reverse merger.

We provide financial and strategic advisory services to growing companies and to entrepreneurs and brings strategic partners to these projects,working with clients whom are both private and institutional investors.

Once again nice to be connected to you and I look forward to our further communication.

Regards,

Drew Figdor
Partner Pioneer Finance Advisory Limited
277 Boulevard Saint-Germain
75007 Paris, France.
[Tel:+33970734035](tel:+33970734035)
Email:[REDACTED]
www.pfadl.com

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, July 13, 2016 10:40 AM
To: [REDACTED]
Cc: [REDACTED] 'RickyIking'
Subject: Meeting

Barry – I just got off the phone with Greg Crossgrove. We will be able to work with Greg and Rick reporting to you as well as me. I do not see a problem with that. I understand that Greg wants to speak with his wife before making a final commitment.

We have a bit of work to do to put the details together in a presentable way, so I would like to meet with you, Rick, and Greg next Tuesday morning if that works for you. We can meet at the Crowne Plaza at the airport if you want. I will try and get the materials to you by email no later than Monday so you can review them ahead of time. I will also arrange for Mike Castro, our SVP Operations, and Paul Smith, our CFO, to be there as well.

I am very pleased to have the opportunity to work this project with you.

Regards,
Dennis

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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, July 14, 2016 10:06 AM
To: 'Michael Callahan'
Subject: RE: Internet Fax Job

Okay - thanks for letting me know.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

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

From: Michael Callahan [mailto:[REDACTED]]
Sent: Thursday, July 14, 2016 10:03 AM
To: Dennis Brewer <[REDACTED]>
Cc: Mark Gross <[REDACTED]>
Subject: Re: Internet Fax Job

Dennis,
That sounds good. I am on vacation the last week of July so let's plan on meeting the first week in August. We look forward to working with you.

Regards,
Michael Callahan
Managing Director
Investment Banking
Dominick and Dickerman
(O) 646 780-8432
(M) 917 930-9490

> On Jul 14, 2016, at 7:29 AM, Dennis Brewer <[REDACTED]> wrote:
>
> Michael - I am trying to work out a termination/resolution of our
> current advisor arrangement as quickly as possible and will sign the
> LOA as soon as I can. I am booked for the next week but would be happy
> to meet with you and your team sometime before months end. I will get
> back to you on potential dates.
>
> Regards,
> Dennis

>
> Dennis Brewer
> Chief Executive Officer
> WinnettOrganics, Inc.
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>
>
> Organic Fresh Food Specialists
>
> -----Original Message-----
> From: Michael Callahan [mailto:[REDACTED]]
> Sent: Wednesday, July 13, 2016 2:06 PM
> To: Dennis Brewer <[REDACTED]>
> Cc: Mark Gross <[REDACTED]>
> Subject: FW: Internet Fax Job
>
> Dennis,
> We have attached the LOA outlining our terms for your perusal and execution.
> Mark and I are excited to be part of your vision and the future of
> WinnettOrganics. We would like to schedule a follow up meeting, in our
> office, to introduce you to our team. Let us know what works best for you.
> Thanks.
>
> 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
>
>
>
> -----Original Message-----
> From: Dominick Dickerman [mailto:[REDACTED]]
> Sent: Wednesday, July 13, 2016 2:56 PM
> To: Mark Gross <[REDACTED]> Michael Callahan
> <[REDACTED]>
> Subject: Internet Fax Job
>
> Image data has been attached.
>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, July 14, 2016 1:30 PM
To: [REDACTED] 'RickyIking'; Mike Castro;
Subject: Meeting

We will be meeting Tuesday, July 19 at 8:30 AM at One East Washington Street, Suite 500 (Regus at Cityscape) in downtown Phoenix. See you there!

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 19, 2016 7:59 PM
To: [REDACTED]
Subject: Kingman
Attachments: KingmanAZ Broadway 030316 KV.PDF

Brandt – We are in the final stages of securing \$45MM in debt financing to commence farm construction at Hyder, AZ in August and would like to discuss the conditions under which you would consider purchasing and leasing to us the property we previously discussed in Kingman, AZ as our summer location. We would need to start construction on Kingman this fall in order to have the 7000 acres of organic ground partially ready for crops next spring. So, if you are still interested, we would need you to move on the Kingman land sometime in September. Thanks for your consideration.

Regards,
Dennis

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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, July 18, 2016 5:33 AM
To: [REDACTED]
Cc: [REDACTED] Mike Castro; [REDACTED] 'RickyIking'
Subject: Presentation materials
Attachments: aaaaWO ProForma Presentation V1.pdf

Barry - Attached please find our presentation materials. We will bring hard copies as well as laptops with the original spreadsheets on them to the meeting so we can fully explain our costs, as well as cash flow, revenue, and profits. We will be able to get a shortened season in this winter beginning in January if we get started August 1st.

I want to highlight a change due to an error I made in my original proposal. I assumed \$12.5 million for the shadehouses, shop, and office. I failed to include the terminal required to load reefer trailers In my cost estimate and the shadehouses came out to be more than initially planned due mainly to the addition of 3 acres of transplant related equipment not originally included, so the actual amount required is \$14.5 million rather than \$12.5 million. This will increase the rent due on shadehouses et al from \$937,500 to \$1,087,500 per year.

We look forward to meeting with you tomorrow.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, July 18, 2016 5:36 AM
To: [REDACTED] 'Cliff Olin'
Cc: [REDACTED]
Subject: Termination

Richard, Cliff – We'd like to be excused from our contract effective July 29th, except for the tail period provisions. We have located another firm that we believe will be able to serve our needs over the long haul. They are a Wall Street boutique established since 1876. We'd like Richard to continue working with your current list of prospective customers but for you to cease all contact with prospective investors effective this week. We expect to pay Richard \$30,000 for monthly fees to date within four weeks.

FYI – I am traveling today through Wednesday and will be difficult to reach during that time due to my travel and meeting schedule.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 19, 2016 7:25 AM
To: 'Mike Castro'
Subject: RE: Flight cancellations

Yep, you bet.

Regards,
Dennis

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Organic Fresh Food Specialists

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

From: Mike Castro [mailto:[REDACTED]]
Sent: Tuesday, July 19, 2016 7:24 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Flight cancellations

Well today's gonna be great day!

Sent from my iPhone

> On Jul 19, 2016, at 4:21 AM, Dennis Brewer <[REDACTED]> wrote:

>

> Thanks. I got in about 3.5 hours late due to weather at both ends and
> a balky equipment door on the aircraft. One of those days.

>

> Regards,
> Dennis

>

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

>

>

> Organic Fresh Food Specialists

>

> -----Original Message-----

> From: Mike Castro [mailto:[REDACTED]]

> Sent: Tuesday, July 19, 2016 7:20 AM
> To: Dennis Brewer <[REDACTED]>
> Subject: Re: Flight cancellations
>
> Got it. I should be there on time. We were already boarding 3 hours
> late when they cancelled. Hope you have a great big breakfast!
>
> Sent from my iPhone
>
>>> On Jul 19, 2016, at 4:07 AM, Dennis Brewer
>> <[REDACTED]> wrote:
>>
>> Okay. You need to go to 1 East Washington St, Suite 500, Regus at
>> Cityscape in downtown Phoenix for our meeting. Any problems you can
>> call my cell at 551-252-8164. Thanks.
>>
>> Regards,
>> Dennis
>>
>> Dennis Brewer
>> Chief Executive Officer
>> WinnettOrganics, Inc.
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>>
>>
>> Organic Fresh Food Specialists
>>
>> -----Original Message-----
>> From: Mike Castro [mailto:[REDACTED]]
>> Sent: Tuesday, July 19, 2016 4:42 AM
>> To: Dennis Brewer <[REDACTED]> Giora Giladi
>> <[REDACTED]>
>> Subject: Flight cancellations
>>
>> Dennis my late night flight was canceled from LAX I will not be
>> arriving until 730 in the morning on a different airline I'll be
>> spending the night here at LAX so I will miss the breakfast please
>> hopefully you will be able to find each other so you can continue
>> with the meeting and get the information we need from Giora. I will
>> go directly to Barry's office once I arrive.
>>
>> Sent from my iPhone
>
>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 19, 2016 5:58 PM
To: 'Bill Tarazewich'
Subject: Meeting

We had a good meeting today. Barry Oliver wants to do this with a bank and is going to approach two of them tomorrow and let me know what he finds. We do not yet have a bank committed but should shortly. We may not make our August 1 target but should be funded very soon thereafter. Call me when it is convenient for you Try 970-744-3205 or my cell 551-252-8164.

Regards,
Dennis

Dennis Brewer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, July 19, 2016 8:03 PM
To: Mike Castro; [REDACTED]
[REDACTED] Rafael Gomez;
[REDACTED] Bruce Blitch;
[REDACTED]
Subject: Presentation

Our presentation with the landlord at Hyder went well today. He is willing to guarantee the \$45MM financing we will need. We are now searching for the right bank to do this project with. He has two candidate banks and I have two candidate banks so we should have some response by the end of the week. Here is the presentation we made today – attached.

Regards,
Dennis

Dennis Brewer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, July 20, 2016 7:23 PM
To: 'Joel Levy'
Subject: Referral

Joel – Thanks for your call. Merrill Lynch has referred us to Dominick and Dickerman in NYC so we are going to try them in August through year end.

Regards,
Dennis

Dennis Brewer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, July 20, 2016 10:53 AM
To: [REDACTED]
Subject: LOC

Since Barry did not indicate whether he wanted to own the shadehouses, it got me to thinking. Let's restructure our proposal as a three year line of credit for \$45 million. That way, we can sell him the shadehouses if he wants them and use the LOC again for our RV park as it will cost about \$25,000 per employee. Then perhaps we can find someone to sell the RV park to and free up the LOC once again or get long term financing for it after we can show two years of profits.

Also, got to looking at our proposal a little more closely and realized we have funds in to irrigate a total of 18 sections, more than we will plan to use during the fall of 2017. We can reduce that to the number of sections Mike thinks we can handle in the fall, perhaps 15 or so. We will need to make sure then that we have enough reservoirs and fences in the budget for those 15 sections.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, July 21, 2016 3:29 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Barry Oliver

Okay.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Organic Fresh Food Specialists

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

From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Thursday, July 21, 2016 3:26 PM
To: Dennis Brewer CEO <[REDACTED]>
Subject: Barry Oliver

Dennis, We need to talk. I will be home in an hour and call you. Greg

Sent from my iPhone

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, July 22, 2016 5:21 AM
To: 'Van De Graaff, K (Kenneth)'
Subject: RE: Financing

Ken – The guarantor has decided he would prefer to fund this directly. I'll be back in touch if he changes his mind.
Thanks.

Regards,
Dennis

Dennis Brewer
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From: Van De Graaff, K (Kenneth) [mailto:[REDACTED]]
Sent: Tuesday, July 19, 2016 8:36 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Financing

Dennis,

To start with I would need his financial statements and tax returns for the last three years.

I would also need your current financial statement showing current equity.

Ken

From: Dennis Brewer
Sent: Tuesday, July 19, 2016 7:22:24 PM
To: Van De Graaff, K (Kenneth)
Subject: RE: Financing

Ken - Okay. The info I provided is our best projection for the next twelve months considering Hyder only, no operations in Kingman. Please let me know what you would need from us and from our guarantor to get closer to a commitment. Thanks for considering this.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Organic Fresh Food Specialists

From: Van De Graaff, K (Kenneth) [<mailto:> [REDACTED]]
Sent: Tuesday, July 19, 2016 7:05 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Financing

Dennis,

I'd be willing to look but couldn't commit anything.

Ken

From: Dennis Brewer
Sent: Tuesday, July 19, 2016 6:13:54 PM
To: Van De Graaff, K (Kenneth)
Subject: RE: Financing

Ken – This is our landlord at Hyder who definitely has enough in the assets department but would not be considered an expert in the industry and does not have three years of cash flow information to rely upon. We are an extension of his operation only in the sense that he owns the underlying land which is being leased to us.

Regards,
Dennis

Dennis Brewer
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Organic Fresh Food Specialists

From: Van De Graaff, K (Kenneth) [<mailto:> [REDACTED]]
Sent: Tuesday, July 19, 2016 6:10 PM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Financing

Dennis,

There is a lot of information that would be requested, but obviously with the "RIGHT" guarantor or co-borrower we could look at something.

I would suppose this guarantor would have expertise in the industry, historical cash flow for the last three years and adequate assets (both current and long term) to honor the guarantee if called upon to do so.

If this operation is an "extension" of their current operation, so much the better.

Ken

Ken Van De Graaff

Vice President

Rabo AgriFinance

1910 S. Stapley Drive, Suite 109, Mesa, AZ 85204

Phone: (480) 497-3063 Cell: (602) 524-6453

Email: [REDACTED]

 Please consider the environment before printing this email.

From: Dennis Brewer [mailto:[REDACTED]]

Sent: Tuesday, July 19, 2016 3:05 PM

To: Van De Graaff, K (Kenneth) <[REDACTED]>

Subject: Financing

Ken – Would you be interested in looking at an \$45MM loan package from us as a startup if we had the right guarantor? We are seeking \$14.5MM for shadehouses, \$15.5MM for equipment, and \$15MM for operations. Basic package attached. Thanks for your feedback.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, July 22, 2016 10:43 AM
To: [REDACTED]
Subject: RE: Termination

Thank you, Cliff.

Regards,
Dennis

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



Organic Fresh Food Specialists

From: Cliff Olin [mailto:[REDACTED]]
Sent: Friday, July 22, 2016 10:38 AM
To: [REDACTED]
Cc: Richard Miller <[REDACTED]>
Subject: Termination

Hi Dennis

Per your request, please find a letter acknowledging the termination of our agreement signed in May of 2016.

Best Regards,

Cliff

Cliff Olin, MBA, CEPA

[FINRA Series 79 Licensed - Investment Banker](#)

[FINRA Series 63 Licensed- Uniform Sec. Agent](#)



OLIN CAPITAL ADVISORS

www.olincapital.com

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(607) 592-6852 mobile
(607) 639-1359 Fax

468 Algerine St.

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, July 25, 2016 5:34 AM
To: 'Bill Tarazewich'
Subject: Need Your Help

Bill - I have not been able to raise the \$2500 we need from our shareholders to keep our website and phones up and pay my travel expenses for another trip to Phoenix. All my credit cards are maxed out. The bank has called my personal line of credit and I must pay it off before month's end so I am unable to use that as I have many times to pay these types of expenses. Since you are the only one of the four of us (three SVPs and CEO) drawing a salary right now, I have turned to you. Would you please loan the company \$2500 until we get the money from our landlord? I would greatly appreciate it.

To complete this transaction, make your check out to Winnett Perico, Inc. Endorse the back of the check as follows:

For Deposit Only
Winnett Perico, Inc.
13461785

Send your check by overnight mail to:

Great Western Bank
1721 North Arizona Avenue, Suite 1
Chandler, AZ 85225

Sorry to be a burden and have to do this at all but it is necessary at this time. We will succeed with the landlord and pay off your loan. Thanks for your continued commitment to our joint effort.

Regards,
Dennis

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



Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, July 27, 2016 6:59 AM
To: [REDACTED]
Subject: FW: Akoto Brewer Fund
Attachments: 201607261503.pdf

Regards,
Dennis

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



Organic Fresh Food Specialists

From: Raymond Sullivan [mailto:[REDACTED]]
Sent: Tuesday, July 26, 2016 3:26 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Akoto Brewer Fund

Dennis,

Attached is the required filing for the Arizona LLC - Akoto Brewer Fund, LLC.

You are the sole member and organizer, and you are the statutory agent for service on behalf of the LLC. Don't mail until you are certain of being an Arizona resident. You need to sign and date the Articles of Organization, sign and date the Statutory Agent Acceptance, and mail all papers to Arizona Corporation Commission with check for \$50.00 payable to them. Address is A.C.C., Corporate Filings Section, 1300 Washington Street, Phoenix, AZ 85007.

Regards,

Ray

Raymond F. Sullivan

Law Offices of Raymond F. Sullivan
10440 Little Patuxent Parkway
Suite 900
Columbia, MD 21044

410-884-4036 (Tel)
410-740-5603 (Fax)

[REDACTED]

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On Sun, Jul 10, 2016 at 10:39 AM, Dennis Brewer <[REDACTED]> wrote:

Ray- Please create the Akoto Brewer Fund, LLC in Arizona sometime in the next two weeks. I will be the Manager of the fund. Use 5151 E Broadway Blvd, Suite 1600 Tucson AZ 85711 for the address. Business is any lawful purpose. We intend for it eventually to be a mostly charitable fund but do not want to be limited to that activity from the get go. Thanks.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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

www.winnettorganics.com



Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, July 28, 2016 6:54 PM
To: 'Raymond Sullivan'
Subject: RE: Contract with Diversified Farms

Looks okay to me. We can give this to Oliver with the proposal and let him hack it up if he chooses.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



Organic Fresh Food Specialists

From: Raymond Sullivan [mailto:[REDACTED]]
Sent: Thursday, July 28, 2016 5:57 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Contract with Diversified Farms

Dennis,

Attached is a working draft of a loan agreement with Oliver/Diversified Farms. At least it is a starting point.

Regards,

Ray

Raymond F. Sullivan

Law Offices of Raymond F. Sullivan
10440 Little Patuxent Parkway
Suite 900
Columbia, MD 21044

410-884-4036 (Tel)
410-740-5603 (Fax)
[REDACTED]

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On Thu, Jul 28, 2016 at 8:20 AM, Raymond Sullivan <[REDACTED]> wrote:

Yes, good idea. I will call you this afternoon to get some more detail.

Raymond F. Sullivan

Law Offices of Raymond F. Sullivan
10440 Little Patuxent Parkway
Suite 900
Columbia, MD 21044

[410-884-4036](tel:410-884-4036) (Tel)
[410-740-5603](tel:410-740-5603) (Fax)
[REDACTED]

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On Thu, Jul 28, 2016 at 7:43 AM, Dennis Brewer <[REDACTED]> wrote:

Okay. Thought we should do this before your surgery.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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



Organic Fresh Food Specialists

From: Raymond Sullivan [mailto: [REDACTED]]
Sent: Thursday, July 28, 2016 7:38 AM
To: Dennis Brewer < [REDACTED]>
Subject: Re: Contract with Diversified Farms

I will have to draft a working document later today or tomorrow.

Sent from my iPhone

On Jul 28, 2016, at 6:37 AM, Dennis Brewer < [REDACTED]> wrote:

Do you have a note/contract form that we can review with Diversified Farms/Barry Oliver next week? We want to have him make one advance of \$45 million initially and have it bear interest at the rate of 15% annually, payable monthly. Three year maturity, secured by all assets except A/R.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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

www.winnettorganics.com

<image001.png>

Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, July 29, 2016 11:09 AM
To: 'Greg Crossgrove'; 'Mike Castro'
Subject: RE: Budget- Table of Contents..... Of the Vegetable Portion of one of my Financial Budgets

Thanks, Greg. How is Noon Pacific/Arizona time for both of you? Call in to 712-432-1500 access code 792748

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



Organic Fresh Food Specialists

From: Greg Crossgrove [mailto:[REDACTED]]
Sent: Friday, July 29, 2016 11:03 AM
To: Mike Castro <[REDACTED]>
Cc: Dennis Brewer <[REDACTED]>
Subject: Budget- Table of Contents..... Of the Vegetable Portion of one of my Financial Budgets

See Attached! We need to talk guys.

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

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, July 30, 2016 12:00 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Eloy Cooler

Great - 625 N 27th, Phoenix, Cowley owns the building. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com

Organic Fresh Food Specialists

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

From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Saturday, July 30, 2016 11:57 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Eloy Cooler

I know the Kodiak people, I can call them, open till 12 today. What is the address of the facility you are looking at?

Sent from my iPhone

> On Jul 30, 2016, at 8:37 AM, Dennis Brewer <[REDACTED]> wrote:

>

> I'm checking with the broker on Phoenix, the cooler was recently
> vacated by a produce company - Kodiak Produce - so it may already be certified.

>

> Regards,

> Dennis

>

> Dennis Brewer
> Chief Executive Officer
> WinnettOrganics, Inc.
> 520-745-4403 520-549-6245
> www.winnettorganics.com

>

>

> Organic Fresh Food Specialists

>

> -----Original Message-----

> From: Gregory P. Crossgrove [mailto:[REDACTED]]

> Sent: Saturday, July 30, 2016 11:29 AM
> To: Dennis Brewer <[REDACTED]>
> Subject: Re: Eloy Cooler
>
> I'm not concerned about Eloy, that cooler was certified 2 years ago.
> I'm concerned about Phoenix, I re-certified Scottsdale cooler 3 years
> ago, to meet regulation on the cooler took several months for
> monitoring and updating, just under 100K, did not include ice machine and hydro vac.

>
> Sent from my iPhone
>

>>> On Jul 30, 2016, at 8:14 AM, Dennis Brewer
>> <[REDACTED]> wrote:

>>
>> Okay. I will do that early next week. I have had telcons with the
>> Eloy City Public Works Director and the Fire Dept so I will contact
>> them again and see where this goes.

>>
>> Regards,
>> Dennis
>>
>> Dennis Brewer
>> Chief Executive Officer
>> WinnettOrganics, Inc.
>> 520-745-4403 520-549-6245
>> www.winnettorganics.com

>>
>>
>> Organic Fresh Food Specialists
>>

>> -----Original Message-----

>> From: Gregory P. Crossgrove [mailto:[REDACTED]]
>> Sent: Saturday, July 30, 2016 11:08 AM
>> To: Dennis Brewer <[REDACTED]>
>> Cc: Mike Castro <[REDACTED]>
>> Subject: Re: Eloy Cooler

>>
>> You need to contact the city on regulations and what it will take to
>> get a usage permit in the city limits. I've done the county, but not
>> the
> city.

>>
>> Sent from my iPhone
>>

>>>> On Jul 30, 2016, at 7:40 AM, Dennis Brewer
>>> <[REDACTED]> wrote:

>>>>
>>>> No, Greg. I was not able to reach anyone there. I tried the phone
>>>> and the email. I looked up the corporate record but there is no
>>>> further contact info there either, except a guy named Bruce Burden
>>>> listed as registered agent with what is apparently the cooler
>>>> address as contact address. If you have any further info on how to

>>> contact them, it would be
>> appreciated.
>>>
>>> One big concern is whether there is enough room at this location to
>>> put our sorter for pepper and tomatoes. We do have access to
>>> portable pre-coolers so if we do not have room at Eloy, we can do
>>> everything at Phoenix and have room to store our master supply of
>>> corrugate indoors as
>> well.
>>>
>>> Regards,
>>> Dennis
>>>
>>> Dennis Brewer
>>> Chief Executive Officer
>>> WinnettOrganics, Inc.
>>> 520-745-4403 520-549-6245
>>> www.winnettorganics.com
>>>
>>>
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>>>
>>> -----Original Message-----
>>> From: Gregory P. Crossgrove [mailto:]
>>> Sent: Saturday, July 30, 2016 10:30 AM
>>> To: Dennis Brewer CEO < >
>>> Subject: Eloy Cooler
>>>
>>> Dennis, Have you found out anything about the Eloy cooler? Greg
>>>
>>> Sent from my iPhone
>
>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, July 31, 2016 7:25 AM
To: Mike Castro
Cc: [REDACTED]
Subject: Aqua 4-D

Sorry, I heard you say \$150K on the water treatment but I did not then recall they want \$250K per section per our breakfast conversation in Phoenix. Paul – please adjust budget accordingly.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
520-745-4403 520-549-6245
www.winnettorganics.com



Organic Fresh Food Specialists

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, July 31, 2016 5:44 PM
To: [REDACTED]
Subject: IT PTI Integration Project Costs

Please have Bruce produce an rough order of magnitude estimate for integrating product tracking information from our NetSuite ERP and LandMagic farm tracking systems to our website for consumers. The goal is to have a tracking number for each lot of product printed on the product label or packaging and have the consumer be able to look up the tracking number online and get time-lapse images and production information about their product by mid-2017. We will need to add this project to our IT budget for 2017. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Organic Fresh Food Specialists