

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, September 7, 2016 7:28 AM  
**To:** [REDACTED]  
**Subject:** Termination

Richard – It has been five months with no tangible results so I am terminating our arrangement effective September 23, 2016. We will pay you for these five months when funds are available.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
520-745-4403 520-549-6245  
[www.winnettorganics.com](http://www.winnettorganics.com)



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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, September 7, 2016 7:26 AM  
**To:** 'Kiki Heredia'  
**Subject:** Contracts

Kiki - Would your company be able to develop contracts worth \$50MM to \$100MM for organic produce, deliveries beginning in October 2017, by December 31, 2016? The reason I am asking is that our investment bankers want to raise \$30MM to \$60MM for us in 2017 but need these sales contracts in place before they begin to demonstrate market acceptance and traction. These contracts could be with any reputable U.S. or Canadian retailer. We would pay usual commission rates, plus a 10% of commissions bonus on any contracts signed before December 31, 2016. You would have an exclusive in the U.S. and Canada until June 30, 2017, assuming you wrote at least \$50MM in contracts before December 31, 2016.

Our primary products for fall/winter 2017-18 will be iceberg lettuce, romaine lettuce, bell peppers, cucumbers, tomatoes – beefsteak and roma, squash, broccoli, celery, cabbage, watermelon, and cantaloupe. We can grow other items as requested if the quantities are sufficient – 10 acres or more. We will have at least 2,560 acres of fields and 200 acres of greenhouses by that time. It is possible we will have up to 5,000 acres of field grown summer vegetables in 2017, but we do not have that land nailed down as yet.

Please confidentially discuss this with your team and let me know your thoughts in the next week or so. We would like to have an agreement in place with someone this month. Thanks.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dean T. Smith <[REDACTED]>  
**Sent:** Thursday, September 8, 2016 10:58 AM  
**To:** Dennis Brewer  
**Subject:** Re: Status Report

Dennis,

All sounds great but if there is no funding by October 1, 2016 the pressure is on me.

Dean

**From:** [Dennis Brewer](#)  
**Sent:** Thursday, September 08, 2016 3:02 AM  
**To:** [REDACTED] ; [REDACTED] ; [REDACTED] ; [REDACTED] ; [Rafael Gomez](#) ;  
[REDACTED] ; [Bruce Blitch](#) ; [REDACTED] ;  
**Subject:** Status Report

Greg and Paul have continued their work on the Hyder funding proposal this past week and are nearing completion. Greg is working out some remaining details and it should be put together by later this month.

If construction gets started at Hyder early next month, we will have a chance to grow a thousand acres or so of melons in March for late spring/early summer harvest. That would add about \$15MM of revenue to 2017. If construction is delayed further, our first crop there will be harvested in November 2017.

We will begin work on due diligence for our investment bankers in late September. They will need our new pro forma, an executive summary, and a new private placement memorandum in October to raise our next funding tranche of \$30MM late this year or early next year for our next farming operation ramp-up. If this tranche is raised quickly enough (by January) and we find we have a cooperative partner (by November), we could be in operation as early as next spring on our northern Arizona option.

I will be back in touch with the VC funding source in Washington, DC once the detailed pro forma and private placement memorandum are published. And Paul has an excellent potential PE source in California once we have been operational for a time.

Regards,  
Dennis

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

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# WinnettOrganics

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520-745-4403

# Broad Based Consumer Movement Toward Organic Fresh Food



- ▶ 43% of consumers prefer organic food when it is available. Most consumers understand fresh foods are a key to healthy living
- ▶ 53% of those 18 to 29 include organic foods in diet. Likely to become loyal organic shoppers as availability improves
- ▶ 42% of households with income under \$30,000 actively try to include organic food in diet. Organic food trend not limited to upper incomes
- ▶ \$755 annual fresh foods purchases per household. Loyal organic shopper has lifetime value of \$10,000 to \$15,000

# Organic Fresh Foods Growing \$1.5 Billion Per Year



- ▶ 11% annual growth, resource base constrains growth
- ▶ \$14.4 billion sales in 2015, 13% of \$110 billion fresh foods market
- ▶ \$50B-\$60B market potential based on current consumer attitudes, 53% of millennials include organic foods in diet, and trends toward organic and fresh are growing
- ▶ Highest growth rate is in mass market chains (16.4%), followed by healthy foods chains, foodservice is laggard but could come on strong as supply improves



# Industry Structure Leaves Strategic Space For Dominant Player



- ▶ In other organic categories, 83% of purchases are branded products, 17% are private label
- ▶ Fragmented organic fresh food supply, largest company is \$0.8B in \$14B marketplace
- ▶ 10 largest companies in conventional fresh foods have combined 35% conventional share, are eventual consolidation targets to convert to organic
- ▶ Low investment in R&D, infrastructure, and brand development
- ▶ Little innovation in technology, consumer experience

# Channel Development Trends

## Favor A Direct Sales Model



Channel	Growth (\$millions)		Model
National/Mass Market - e.g., Kroger, Albertsons, SuperValu, Ahold, Wal-Mart, Costco	\$825	55%	Primarily direct
Natural/Organic - e.g., Whole Foods, Sprouts, PCC	\$450	30%	Direct/Wholesale
Regional chains and local markets, foodservice	\$225	15%	Wholesale
Total Growth - all channels	\$1,500	100%	

# Organic Price Premiums Provide Margins For Brand Development & Excellent ROI



Item	Price Premium 2015
Iceberg lettuce	38%
Tomato	23%
Pepper, Bell Type	69%
Celery	90%
Cucumber	41%

# Success Favors A Consumer Value Driven Business Model



- ▶ Unifying presence to drive brand dominance - broad distribution in healthy food chains (early adopters), and mass market channels (mid adopters)
- ▶ Value oriented consumer driven - selective price leadership, e-dominance in category to drive brand awareness and purchase
- ▶ High volume growth relative to market growth - \$300MM to \$400MM annual wholesale volume growth drives \$550MM to \$800MM retail growth



# Building North American Organic Brands: WinnettOrganics Consumer Strategy



- ▶ Pristine brand, Ugly brand - premium and low cost organic foods, eliminating major food waste at source of production
- ▶ Distinctive identity - sustainable, organic, traceable with consumer compostable packaging
- ▶ Focused digital strategy - point of sale app integrated to website provides traceability, nutrition info, complimentary foods, recipes
- ▶ Market leadership - keep high value in front of consumer, pull products through retailer. Proven to be the fastest way to a multi-billion dollar company



# Building North American Organic Brands: WinnettOrganics Retailer Strategy



- ▶ Price leadership - select long term discounts to move volume and pull other items through the channel
- ▶ Free/reduced freight - giving retailers reasons to buy branded items in truckload quantities
- ▶ RPC incentives - sharing cost savings with retailers and enhancing sustainability

# Running A Familiar Path: Leadership Experienced In Brand Development



- ▶ Senior leadership team averages 36 years experience in consumer branded products and fresh foods, from retail floor to leadership
- ▶ All aspects of integrated brand development covered - branding, IT, operations, culture, channels
- ▶ Previous experience at scale and scaling up - startup to \$3B sales
- ▶ National and regional mass market contacts, invitations from Kroger (\$112B) and Albertsons (\$58B)

# Low Cost Scalable Production Strategy

## *Controlled Environment Agriculture*



- ▶ Controlled Environment Agriculture (shadehouses, greenhouses) accounts for 60% of revenue
- ▶ 200 acres of shadehouses in 2017, from tomatoes to peppers to cucumbers, growing to 6,000 acres in 2021
- ▶ Shadehouses offer crop protection, longer growing season, and five times the yield of field grown crops
- ▶ 200 acres of solar-powered greenhouses in 2017, growing to 700 acres, offers ten times field grown yields



# Low Cost Scalable Production Strategy

## *Twenty-nine thousand field grown acres*



- ▶ 2,560 leased acres planned in Kingman, Arizona growing to 14,000 acres in 2019 - mid-altitude desert similar to central California, summer growing area
- ▶ 2,560 leased acres in Hyder, Arizona under development growing to 15,000 acres in 2019 - low altitude desert similar to Yuma, winter growing area

# Low Cost Scalable Production Strategy

## *Organic high tech field grown crops*



- ▶ Microbial soil additives to enhance yields to near conventional levels
- ▶ Organic crop protection and insectaries to sustain conventional quality and appearance levels
- ▶ Water savings and use of lower quality water through treatment technology and irrigation techniques
- ▶ High tech sensor networks to improve water efficiency and ensure low plant stress levels

# Low Cost Scalable Distribution Strategy



- ▶ Buckeye Distribution Center - 350,000 square foot leased solar powered distribution center planned for 2018, four season use is unique advantage
- ▶ Interim distribution through 70,000 square foot Phoenix DC and Yuma custom cooling operations
- ▶ iTrade based contracts and order management



# Selective R&D To Further Competitive Advantages



- ▶ Ugly brand market research - increase revenue and effective yields by 10%, generating an additional \$825 per acre
- ▶ Insectaries and beneficial insect rearing - entomological research and application to eliminate organic bug sprays with improved insectaries, saving \$400 per acre
- ▶ Arid lands watering techniques - team with University of Arizona to research improved irrigation techniques, saving \$100 to \$250 per acre
- ▶ Controlled Environment Agriculture cultural techniques - team with University of Arizona and Firestone Specialty Products to increase yields by 10%, \$4000 per acre, and reduce water use by up to 60% simultaneously, saving \$100 per acre
- ▶ Weeding automation research - applied research of automated weeding systems, saving up to \$600 per acre

# Ongoing Strategic Advantages Favor WinnettOrganics



- ▶ First mover advantage as branded, vertically integrated, consumer focused, digital high touch innovator in organic fresh foods
- ▶ Leasing avoids \$300MM in early stage capital spending while leaving \$2B sales production and distribution infrastructure in our control for twenty years and more
- ▶ Arizona is less expensive to lease and operate, by 5% to 8%, than California, the only other four season state, where most industry competitors are based
- ▶ Scale facilitates automation, technology leverage, an 8% to 12% advantage
- ▶ Single \$2B capacity production/distribution facility for all seasons gives lower cost, higher productivity than typical two facility operations of competitors



# Strategic Risks Mitigated



- ▶ Consolidator - industry knowledge base required (NOP, FSMA), limited organic land base available, prices for land would rapidly rise, providing permanent cost disadvantage
- ▶ Single season low cost supplier - four season supply required, this limits area of operation to four season growing climates or requires at least two separate operations to sustain
- ▶ Distributed greenhouse network - high costs for management and energy relative to volume, high capital costs to establish

# Rapid Sales Ramp Drives Excellent Financial Results



- ▶ WinnettOrganics financial results will be driven by market and volume leadership, high productivity, and low cost production strategies
- ▶ Public natural and organic foods companies sell for 16.9 times trailing 12 month EBITDA (Pro forma below assumes 2017 Kingman start)

(\$millions)	2017	2018	2019	2020	2021
Revenue	\$181	\$560	\$934	\$1,386	\$1,900
EBITDA					
Valuation					

# Funding and Commitments To Date - \$140 million



- ▶ \$23MM for production ramp up at Hyder, AZ
- ▶ \$6MM for initial 2,560 acres of irrigation development at Hyder, AZ, eventually 15,000 acres, \$33MM total. Control of \$100MM farm for 20 years, then purchase option
- ▶ \$70MM for 350,000 sf packing and distribution facility
- ▶ \$4MM for 200 acres of greenhouses, eventually 700 acres, \$14MM



# Equity, Debt, Lease Funding Priorities 2017 and 2018 - \$240 million



- ▶ 2016-17 Production Ramp Up - Kingman Farm, \$120MM purchase, irrigation mainlines, and cooling terminal - lease
- ▶ 2017 Production Ramp Up - Kingman Farm 2,560 organic acres \$30MM working capital - equity
- ▶ 2017-18 Production Infrastructure - Kingman, Hyder Shadehouses and Housing 700 acres \$60MM fixed assets - debt and/or leases
- ▶ 2018 Production and Distribution Infrastructure - Buckeye Plant 350,000 sf \$30MM fixed assets - lease

# Next Steps



- ▶ Internal consideration and notification
- ▶ Letter of intent
- ▶ Due diligence
- ▶ Closing

# Forward Looking Statements



- ▶ Some of the statements herein, constitute forward-looking statements, which can be identified by the use of forward- looking terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “continue” or the negative of these terms or other comparable terminology. These forward-looking statements include information about our plans, objectives, expectations, intentions, assumptions, and other statements in this Presentation that are not statements of historical fact. These statements involve known and unknown risks, uncertainties, and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Factors that may cause such a difference include, but are not limited to: our limited operating history; our Ability to meet our business plans; our Ability to build and retain a qualified management team; our Ability to grow and maintain growth; governmental monetary and fiscal policies, as well as legislative and regulatory changes; our Ability to adequately capitalize our firm; and the effects of competition from other organic operating companies operating in our market areas or elsewhere, including substantially larger and well established organizations, and other factors that might cause such discrepancy.
- ▶ Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of these statements. We are under no duty to update any of the forward-looking statements after the date of this Presentation to conform these statements to actual results.

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, September 11, 2016 6:52 AM  
**To:** 'Gregory P. Crossgrove '  
**Subject:** RE: Conventional Crops

Greg - That is fine so long as we do not lose sight of the fact that our long term goal is to be a national organic brand.

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:[REDACTED]]  
Sent: Saturday, September 10, 2016 8:58 PM  
To: Dennis Brewer CEO <[REDACTED]>  
Cc: Paul Smith <[REDACTED]>  
Subject: Conventional Crops

Dennis- I am going to inject conventional crop budgets in the proposal we will present to Barry Oliver.

I found out today Bolthouse and Grimmway has started injecting conventional crops into their crop programs.

Have a good week-end! Greg

Sent from my iPhone



## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, September 11, 2016 7:17 PM  
**To:** [REDACTED]  
**Subject:** RE: targeted Investment info

See PPM Exhibit B for Subscription Agreement.

Regards,  
Dennis

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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, September 11, 2016 7:13 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: targeted Investment info

Most of my contacts prefer Subscriptions, not full PPMs

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

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

**From:** Dennis Brewer  
**Date:** Sun, Sep 11, 2016 6:45 PM  
**To:** [REDACTED]  
**Cc:**  
**Subject:** RE: targeted Investment info

No action on PPM, we plan to substantially revise in October.

Regards,  
Dennis

Dennis Brewer  
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**From:** [REDACTED] [mailto:[REDACTED]]

**Sent:** Sunday, September 11, 2016 6:43 PM

**To:** Dennis Brewer <[REDACTED]> [a=""]>><[REDACTED]>

**Subject:** Re: targeted Investment info

Thank you for the better understanding.

Any action on the PPM?

Tuesday I'm making contact with 2 RIA to for there Accredited investor program.

I also have a portal at a large PE Real Estate focused [fund](#). They may like a % of revenue too, fyi for your discussion

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

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

**From:** Dennis Brewer

**Date:** Sun, Sep 11, 2016 5:44 PM

**To:** [REDACTED]

**Cc:**

**Subject:** RE: targeted Investment info

Tucson 0, no longer our HQ

1. Hyder 30MM, for 200 acres of shadehouses and ramp up

4. Kingman 40MM for ramp up of 5,000 acres field grown

Gerlach 0, being farmed by others

Las Vegas 0, former terminal location for compost hauling only

Yuma 0, possible site for shadehouses, abandoned

Willcox 0, possible site for shadehouses and greenhouses, abandoned

3. Phoenix/Buckeye Cooler/Packing Plant/DC packing and warehouse eqpt \$30MM

2. Buckeye greenhouses fit out, appx \$10MM is current estimate, may change with more info in next three weeks

Casa Grande 0, abandoned cooler site

Texas location-Cattle \$18MM to purchase, \$20MM to stock

Post Harvest Terminal 0, to be funded by Kingman landowner

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, September 11, 2016 5:22 PM  
**To:** [REDACTED]  
**Subject:** targeted Investment info

Hi Dennis,  
I have listed:  
Tucson  
Hyder  
Kingman  
Gerlach  
Las Vegas  
Yuma  
Willcox  
Phoenix  
Casa Grande  
Texas location-Cattle  
Post Harvest Terminal

Please give me Equity dollar amounts(\$2mm increments) and a list for 1st, 2nd, 3rd for those dollar amounts. I am needing to give a focused discussion and corresponding debt tied to the acreage, which I am focused on operating cash as stock/equity investment. I have many debt companies tied to equipment and the Post Harvest Terminal, I've spoken to.

Also how much equipment would be needed to be financed for the 200 acres of solar greenhouses, already financed? I have a company specifically interested in Indoor Farming.

Is there any real estate investments available for specific investors? Whom would also bring some equity too? How many acres, where, and how much equity to get started.

Do you have specific equity investments to meet the min on your PPM or did some of your sources previously mentioned, accredited investors do this for you?

I am very focused on Funding right now! Many follow-ups for \$2mm increments vs \$25mm requests Still seeing where the Produce Purchase Agreement develops interest, too.

Thank you and Best Regards,

Richard Miller  
Richard A Miller Consulting, LLC  
Site Management Solutions, LLC  
[607.761.1798](tel:607.761.1798)-C  
[570.996.7628](tel:570.996.7628)-O  
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[www.theentrepreneursalliance.com](http://www.theentrepreneursalliance.com)  
[www.mysmartsim.com](http://www.mysmartsim.com)

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**To:** Dennis Brewer  
**Subject:** Re: targeted Investment info

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**Sent:** Sunday, September 11, 2016 5:22 PM  
**To:** [REDACTED]  
**Subject:** targeted Investment info

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Richard Miller

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Site Management Solutions, LLC

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

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

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, September 13, 2016 2:01 PM  
**To:** 'Gregory P. Crossgrove '  
**Subject:** RE: ACTS Freedom Farms

Greg - I am checking it out now. Came from a soon to be former advisor in PA.

Regards,  
Dennis

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---

**From:** Gregory P. Crossgrove [mailto:[REDACTED]]  
**Sent:** Tuesday, September 13, 2016 1:57 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: ACTS Freedom Farms

Dennis- Do you think there is an avenue that could benefit Winnett, with this group? Greg

Sent from my iPhone

On Sep 13, 2016, at 11:26 AM, Dennis Brewer <[REDACTED]> wrote:

Interesting. I will check this out with them and with David at my next opportunity. Thanks.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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<image003.png>

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---

**From:** Gregory P. Crossgrove [mailto:[REDACTED]]  
**Sent:** Tuesday, September 13, 2016 1:25 PM

**To:** Dennis Brewer CEO <[REDACTED]>  
**Subject:** Fwd: ACTS Freedom Farms

Dennis- ACTS Freedom Farms was referred to David Hinson by one of your advisors/ contacts in New York City. They used your name as a reference to possibly invest into some greenhouses with David. Greg

Sent from my iPhone

Begin forwarded message:

**From:** Greg Crossgrove <[REDACTED]>  
**Date:** September 13, 2016 at 3:32:49 AM MDT  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: ACTS Freedom Farms  
**Reply-To:** Greg Crossgrove <[REDACTED]>

Thank you- Have a great day! Greg

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

On Tuesday, September 13, 2016 3:28 AM, Dennis Brewer  
<[REDACTED]> wrote:

[Greg - There is no connection that I know of. Have never heard of them until now.](#)

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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[www.winnettorganics.com](http://www.winnettorganics.com)

<image002.png>  
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---

**From:** Greg Crossgrove [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Tuesday, September 13, 2016 5:20 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** ACTS Freedom Farms

Dennis- Good morning, How is Winnettorganic's connected with "ACTS Freedom Farms"?

Thanks, Greg

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

<image002.png>



## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, September 13, 2016 5:28 AM  
**To:** 'Greg Crossgrove'  
**Subject:** RE: ACTS Freedom Farms

Greg - There is no connection that I know of. Have never heard of them until now.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
520-745-4403 520-549-6245  
[www.winnettorganics.com](http://www.winnettorganics.com)



*Sustainably Grown, Organically Pure, Transparently Better*

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**From:** Greg Crossgrove [mailto:[REDACTED]]  
**Sent:** Tuesday, September 13, 2016 5:20 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** ACTS Freedom Farms

Dennis- Good morning, How is Winnettorganic's connected with "ACTS Freedom Farms"?

Thanks, Greg

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(602) 908-6357

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, September 13, 2016 2:40 PM  
**To:** [REDACTED]  
**Subject:** Household Incomes

This is why I do not buy the conventional wisdom on organic foods stagnation:

[http://www.nytimes.com/2016/09/14/business/economy/us-census-household-income-poverty-wealth-2015.html?\\_r=0](http://www.nytimes.com/2016/09/14/business/economy/us-census-household-income-poverty-wealth-2015.html?_r=0)

There is too much contradictory evidence. I think the mass market problem is merchandising, not economic fears.

Regards,  
Dennis

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, September 13, 2016 2:00 PM  
**To:** [REDACTED]  
**Subject:** Kingman

Richard – I remember you mentioning a group in Arizona interested in land in AZ. Would they be interested in acquiring and leasing a \$99MM 16,000 acre organic/conventional farm property near Kingman to us? The total investment would be in the neighborhood of \$130MM, including wells and irrigation mainlines and a cooling terminal.

Also, can you provide some insight on the David Hinson and ACTS Freedom Farms connection? This came back to me through another consultant. Thanks.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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## Dennis Brewer

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**From:** Michael Callahan <[REDACTED]>  
**Sent:** Wednesday, September 14, 2016 12:17 PM  
**To:** Dennis Brewer  
**Cc:** Mark Gross  
**Subject:** RE: Update

Dennis – sounds like a plan. Let's reconfirm the 9/26 call at the end of next week – then we will send out the dial in information. 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*

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**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Wednesday, September 14, 2016 12:09 PM  
**To:** Michael Callahan <[REDACTED]>  
**Subject:** RE: Update

Michael - We are awaiting our CFO's return from Italy the end of next week so we can wrap up our presentation to the Hyder landlord and close that debt financing by early to mid-October. We have several other initiatives underway including:

- Recruiting a team of sales agents for North America to develop the sales backlog we seek this fall
- Revamping our investor presentation to be more strategic for presentation to Revolution in October
- Working to get preliminary interest in leasing and debt offerings
- Working to get a final schedule for the buildout of our 200 acres of greenhouse
- Working to get a strategic partner for our Kingman farming operation
- Working to get a final schedule on our 350,000 sf solar powered packing plant
- Working to locate two outside Board members to build our street cred on branding and digital communications with consumers
- Potentially outsourcing our accounting functions to an Indian firm to leave our CFO free for strategic initiatives and analytical work

You will note an IGA contract is not among the items mentioned. I am terminating the consultant who brought us that and C&S due to lack of performance. We spent significant resources on legal and did not have the traction I was led to believe with either of those firms. We are choosing the sales agent team route to get the backlog up swiftly this fall as we will not have to recruit the sales team during that critical period. Both our SVP Sales and Marketing and I also have significant industry contacts to complement the sales agent team approach.