

projects. I am specifically reluctant to now start on the next phase equity / debt raise for the following reasons:

- I believe our chances for the next phase financing are very minimal without successfully completing the Hyder financing.
- And I am also very concerned about raising large amounts of equity / debt for the Kingman farm because of: 1) other agribusinesses failing in the county (like Grimmway Farms for organic carrots), and 2) most of our business consultants including Greg strongly advising us not to farm there.

Please note that if we are successful with the Hyder financing, I would then be happy to budget time to work with you to quickly complete the projections for raising equity / debt financing to successfully grow WinnettOrganics in both the field and shadehouse / greenhouse programs relating to expanding Hyder, starting Buckeye and finding other organic farming opportunities.

I would like to discuss this with you on the phone when it is convenient for you.

I hope you understand.

Best,  
Paul

Paul Smith  
Vice President - Finance & Admin  
WinnettOrganics  
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Boulder, CO 80303  
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m (303) 601-6333  
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Organic Fresh Food Specialists

On Oct 4, 2016, at 4:56 PM, Dennis  
Brewer

<[REDACTED]>

[m](#)> wrote:

Thanks, Paul. We will need to hit it hard next week with the five year projection which our investment bankers need to work our offering for Kingman as well as for the underwriting of the facility leases on the greenhouses and packing plant. We also need the five year projection to make our presentation available to the Washington DC VC firm.

Regards,  
Dennis

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<image002.png>  
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**From:** Paul Smith  
[mailto: [REDACTED]  
om]  
**Sent:** Tuesday, October 4, 2016 6:51 PM  
**To:** Brewer Dennis  
< [REDACTED]>  
>  
**Subject:** Re: Bill for September 2016

Hi Dennis:

I was unavailable this morning when you called. Greg is waiting for labor rates coming from California which he believes could significantly impact both farm labor and hauling labor. He wanted to wait until the end of this week. I will contact him again on Friday to see if he is ready to input everything into the model.

Thanks.

Regards,  
Paul

Paul Smith  
Vice President - Finance & Admin

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Regards,  
Paul

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## Dennis Brewer

---

**From:** AltaVista Capital Markets <[REDACTED]>  
**Sent:** Monday, October 17, 2016 2:51 PM  
**To:** 'Dennis Brewer'  
**Subject:** RE: Checking In  
**Attachments:** Investment Commitment - Winnett Perico, Inc..pdf; Market - Winnett Perico, Inc..pdf  
  
**Importance:** High

Per your emails, see the attached revised agreements.

I will address some of the obvious questions you may have:

**1. *if we are going to make an investment, why do we not just make the investment?***

**Answer:** The Firm's Master Feeder Fund that supplies most of the liquidity to the firm is our "Federal Fixed Income Fund", and that fund is not limited to only Accredited Investors and/or QIBs (*Qualified Institutional Investors*), it also has a number of non-accredited investors that are part of the fund (*or part of the venture funds*). When we raise funds, we do so "from the masses", we choose to operate in the level that is just under accredited, better known as "qualified investors", that is annualized household income of \$120,000 USD per year or greater. This segment of the investment marketplace is under marketed to, and it bears way more fruit than the oversaturated accredited investor space where the supply of money is way, way, way too little to address the demands for those limited dollars.

Because of this "shareholder stack" that we have, we are restricted from making investments in restricted securities (*Regulation D Securities*) unless the investment is in a PIPE Transaction (*Private Investment in a Public Entity*), and the reason we can make a Regulation D Investment in a PIPE Transaction is that there is "*sufficient public information about the financial status of the public company that the restrictive nature of the securities involved in the investment will be removed in six months*". One of the main requirements for any fund that has non-accredited investor load is "*liquidity in the holdings*", and the very nature of the Private Placement Regulation D for a non-public company is no liquidity in the holding, especially for a company that is not listed on an ATS (*Alternative Trading Platform*), OTC Market or a National Securities Market.

The Regulation A Registration Statement is the fastest path to a security that is free of these restrictive legends (*generally 45 days from the date of submission to the SEC, our fastest is 20 days*), and a listing on AltaVista Capital Markets "Nanocap Market" (*a closed ATS that is only accessible to Registered Investment Advisory Firms, FINRA Broker Dealers, Investment Bankers, Hedge Funds, Market Makers, Family Offices, Pension Funds, Asset Managers, Insurance Companies and Endowments*) is the shortest and easiest path to both a qualified registration statement and listing on a liquid market that gives true liquidity in the investor's holdings.

The sole purpose of these funds are to provide "*liquidity to our Nanocap Market Issuers*" as a "first in investor" to give the target companies initial capitalization while syndication of the complete investment plays out. Though the initial capital investments may all, or partially come from AltaVista Capital Markets Fund or Funds, generally we will try during the registration to place securities with other investment firms, as to "*syndicate*" the investment as much as possible (*the old saying applies, "better other party's money than our money"*). In the event we make the majority of the investment, after the investment, we will divest much of our investment to other parties.

Now, as a Registered Investment Advisor, when we divest or place securities with other shareholders, it does not mean you have more shareholders to communicate with, it is actually the opposite. When we divest, we do so where the new shareholders are "*assets under management of our firm*", so you may have 100 shareholders of record, but you only



report to AltaVista, and we report to the pool for whom we are managing investments as an Asset Manager & Investment Advisor.

We do require our issuers to be part of our on-going “Nanocap” and “Microcap” series of Live Roadshows (*though you do not have to attend live, you can do a 20 min presentation from your offices with a standard webcam and microphone. Generally these are recorded days earlier and edited for best content*), and part of our AltaVista Digital TV Broadcasts (*issuers have to do a digital streaming interview with members of AltaVista Broadcasting every 3-6 months, it is like a Skype Sit-down interview*), this will give our companies continuous media coverage, both on a closed scale (*only accessible to industry professionals on the Nanocap Market or Microcap Market*) and on an open scale (viewable by anyone on planet Earth). This helps as the company grows and makes it easier to secured future rounds of capital in an extremely short amount of time, and it helps with exposure as the company moves towards a VC investment (next round), or a capital markets listing (next round or future round).

## **2. Why a Convertible Preferred Stock Investment as opposed to a Common Stock Investment?**

The Reason is the easiest one, your book value of the Company will not support the offering price of the common shares issued to the investing public. An audit today would not support the price of Common Stock you would be issuing to the public. Now, some VCs are structured as LPs and LLCs, and may be happy to share in losses of your firm. Most funds and people are not structured that way, and many (actually, “most”) of our investment managers have compensation tied to performance. If they invest in a stock at a price of \$0.50 per share, but the book value is \$0.05 per share, that is an initial \$0.45 loss per share (dilution), which hinders their performance numbers.

By going with a Preferred Stock with a cumulative dividend of 7%, the investor gets a 7% per year return on their books (*which is good for them*), then in years 3, 4 or 5, the investor can convert to Common Stock in the Company at the stated discount (*this is their VC investment upswing*).

This method also really works for the issuer. If you do a Common Round today, you probably give up 30% to 50% of the company (*if your successful*), because your valuation today is probably low (*most institutional investors do not invest on “speculative future values”*). But, let’s say in five years your company is valued at \$200M, then at conversion, your equity for this round was only 5% of the Company’s equity. No way you are getting that today. I always suggest looking at your Proforma Statement, see where your earnings are projected to be in 5 years, then select a multiple of a same or similar publicly traded company, and see where your projected value in five years is, and see what your projected company value and stock price will be. I think you will see the conversion too common in five years is a much more favorable equity play than it is here today.

With that said, I would hope you reconsider your position to pass, but I will understand if you still choose to pass (*even if I do not*).

Thank you, and we look to hear back from you in the forthcoming days.

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 11:20 AM  
**To:** [REDACTED]  
**Subject:** Checking In

Danny – Do you expect to be issuing a new proposal for our review? If so, when should we expect it? Thanks.

Regards,

Dennis

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## Dennis Brewer

---

**From:** Michael Callahan <[REDACTED]>  
**Sent:** Monday, October 17, 2016 4:01 PM  
**To:** Dennis Brewer; Mark Gross  
**Cc:** [REDACTED]  
**Subject:** RE: Meeting with AltaVista

Dennis – Wednesday after 2:30 works for us.

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:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, October 17, 2016 3:58 PM  
**To:** Michael Callahan <[REDACTED]> Mark Gross <[REDACTED]>  
**Cc:** [REDACTED]  
**Subject:** Meeting with AltaVista

I'd like to do a sit-down meeting with the AltaVista team tomorrow afternoon or Wednesday. What times work for the two of you? We would meet at World Trade Center 85<sup>th</sup> Floor in their office.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, October 17, 2016 4:27 PM  
**To:** 'AltaVista Capital Markets'  
**Cc:** 'Michael Callahan'; 'Mark Gross'  
**Subject:** RE: Meeting with AltaVista

Okay. Let us know a good time in the middle or latter part of next week.

I have comments on the proposed agreements for your review anyway:

In reviewing the Investment Commitment document I noted the following:

- 1) The original document said "commits to provide \$20,000,000"  
The new document says "commits to provide up to \$40,000,000"  
We are looking for a firm commitment as indicated in your original document. That is what attracted me to this deal in the first place.
- 2) The common stock vesting schedule in favor of the broker/underwriter still says a total of 2.5%. You had proposed 1.5% in a recent email. Please make the appropriate modification by deleting the first three tranches of common stock to your firm so that it totals 1.5%.

Finally, I had brought up the idea of a bridge loan. Do you have that capability or would you be prepared to support my efforts to secure one in the next couple of weeks? We would use the funds primarily to secure contracts with major customers which will enhance the marketability of this deal.

Thanks.

Regards,  
Dennis

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**From:** AltaVista Capital Markets [mailto:[REDACTED]]  
**Sent:** Monday, October 17, 2016 4:05 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Subject:** RE: Meeting with AltaVista  
**Importance:** High

That is too short of notice, a time middle of next week or the following week works best. We are in the middle of test broadcasts at our Venice Beach, California offices (see attached), we have site visits in regards to our Broker Dealer Registration, and we have test trading going on for the Nanocap Market and Microcap Market.

Your enthusiasm is appreciated, but with everything going on this week, later next week or the following week works best so all involved can be in attendance.

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, October 17, 2016 12:58 PM  
**To:** 'Michael Callahan' <[REDACTED]> 'Mark Gross' <[REDACTED]>  
**Cc:** [REDACTED]  
**Subject:** Meeting with AltaVista

I'd like to do a sit-down meeting with the AltaVista team tomorrow afternoon or Wednesday. What times work for the two of you? We would meet at World Trade Center 85<sup>th</sup> Floor in their office.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, October 17, 2016 8:46 PM  
**To:** 'Ronald G. McCormick'  
**Subject:** Our Meeting  
**Attachments:** WinnettOrganics Availability Chart 161017.xlsx

I look forward to our conversation tomorrow. Among the issues we may want to discuss are:

- 1) Our item selection and volume – We will be offering all non-root vegetable items in 2017 and root vegetables commencing in mid-2018 when our new packing/distribution facility opens in Buckeye, AZ. There is an availability chart at our website and attached to this email. Due to Wal-Mart's GFS food safety requirement, we will offer products to Wal-Mart in the fourth quarter of 2017 and beyond. Our Q4 2107 volume will consist of approximately 8 million cases of organic products and 2 million cases of conventional products. In 2018, we will offer about 33 million cases of organic and 10 million cases of conventional product.
- 2) Our farms in Hyder, AZ (near Yuma), and Kingman, AZ, as well as our greenhouses in Buckeye, AZ will provide strong winter supplies which may be useful in merchandising programs well beyond the local range of DCs we will support year round. We will also be supplementing our summer program with a farm near Reno, Nevada for summertime production of cool season vegetables beginning in 2018. Those summer cool season items are not yet shown on our availability chart.
- 3) We have a free/reduced freight volume program for larger customers. For example, if a customer moves \$100 million of product in 12 months under contract, we will pay all freight to 750 miles on full truckloads. The following points would be free: Los Angeles, Albuquerque, Reno, Salt Lake City and, of course, Buckeye. Truckload freight to Dallas would be less than \$700 per load, and Denver less than \$300 per load.
- 4) We will have a fully implemented QR code loyalty program by Q3 2017. The program features digital coupons and premium prizes as well as complete traceability to the consumer using their smartphone. We expect it will create good buzz among shoppers as they get a shot at a free three year Tesla Model S lease once per quarter just for signing up.
- 5) Wal-Mart's unique expectations – I want to make sure we understand your unique expectations regarding merchandising, logistics, case marking, replenishment and so forth. We are an agile organization and are implementing business systems now. We will want to hit the ground running with you and we have ample time to prepare for a highly successful relationship.

Thanks again for your interest in WinnettOrganics.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 6:36 PM  
**To:** 'laura akoto'  
**Subject:** RE: hello dear

The New York investment group that we talked about the 20 to 40 million group had a bad actor in a management role previously. He seems to have left the scene now but we are not sure they have the money they say or the ability to raise it. We are checking them out now and looking into our options.

Regards,  
Dennis

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**From:** laura akoto [mailto:[REDACTED]]  
**Sent:** Tuesday, October 18, 2016 6:32 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: hello dear

That is a great news from your cfo dear love and what is wrong with the new York people dear love .is there anything going on there dear love and what is it all about dear  
Get [Outlook for Android](#)

On Tue, Oct 18, 2016 at 10:25 PM +0000, "Dennis Brewer" <[REDACTED]> wrote:

Thanks sweetie. I love you very much. We are working through the challenges, my cfo has decided to help as much as he can so things are looking better there. We are trying to figure out these new York investors whether they are for real or not it is confusing but we will figure it out soon I think. Great to hear from you I miss you and look forward to our day coming soon. Love, Den

Regards,  
Dennis

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**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 6:19 PM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** RE: hello dear

Wow and that is great to hear as things are going well there and also hoping for it to be well over there ,I wished for the best of luck at your side for you and the company dear love as that is what you aNd the company needs dear love ,soon a great and good news will come for the company to start dear love  
Get [Outlook for Android](#)

On Tue, Oct 18, 2016 at 10:02 AM +0000, "Dennis Brewer" < [REDACTED]> wrote:

Hi sweetie, my night was good, I do not remember my night dreams but when I daydream it is about you and a wonderful life with you. I am so pleased to have you in my life, your wonderful attitude is a boost to me and I truly appreciate that. Nothing new as yet here, trying to get final language in the 40 million financing if we can do it. Hoping my cfo is doing his job. Will be looking today to see if we can get a bridge loan done so we can get started In a small way. Have a meeting today with Wal-Mart via a video conferencing service. I love you very much

Regards,  
Dennis

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**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 3:36 AM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** Re: hello dear

hello  
dear love and how are you doing , how is you night going as well also and what was your dream al l about dear love hahahha, miss you and how was work yesterday and what is new with you at work and at home ,i have being hoe all this while but life is good as always as you know you love is was happy no matter what as i have got you dear love .love you de ar love .

---

**From:** Dennis Brewer < [REDACTED]>  
**Sent:** Monday, October 17, 2016 3:37:44 PM

**To:** 'laura akoto'  
**Subject:** RE: hello dear

Yes, good things lie ahead but he is having trouble being objective right now. I am doing what I can to keep him moving ahead as we need his services for the next month at least and will need someone to fill that role in the days and months ahead

Regards,  
Dennis

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---

**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 11:35 AM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** Re: hello dear

ohhh ok dear love and do that and  
let him know what is at hand for the company and you and himself as well also dear love

---

**From:** Dennis Brewer < [REDACTED]>  
**Sent:** Monday, October 17, 2016 3:31:56 PM  
**To:** 'laura akoto'  
**Subject:** RE: hello dear

We will see, I will know for sure today or tomorrow. If I do not hear from him I will contact him again and can catch up what he does not do if I must. Anyway, other than that just waiting on some news from new York investment banker on 40 million offer

Regards,  
Dennis

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**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 11:30 AM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** Re: hello dear

he should start doing something to help the company as that is what you guys want dear

---

**From:** Dennis Brewer < [REDACTED]>  
**Sent:** Monday, October 17, 2016 3:25:43 PM  
**To:** 'laura akoto'  
**Subject:** RE: hello dear

I agree with you and hope he will do that. Last thing I heard from him was another complaint so I do not know if he is doing what he has been asked to do or not – we will see. I can do the same work if I need to but have other things to do right now. Anyway it will come out okay in the end I think.

Regards,  
Dennis

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**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 11:24 AM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** Re: hello dear

he should try and do that as that is what the company needs at the moment dear love

---

**From:** Dennis Brewer < [REDACTED]>  
**Sent:** Monday, October 17, 2016 3:17:22 PM  
**To:** 'laura akoto'  
**Subject:** RE: hello dear

Yes, thanks, love. I am hoping my cfo will do his job for a few more weeks in good fashion as I have been having a good deal of trouble with him for months now. We will see what he does with his two new assignments and then decide how to go forward with him or without him. Otherwise things are shaping up well and I am pleased with our progress

Regards,  
Dennis

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**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 11:11 AM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** Re: hello dear

yes dear and that you will get as it is about time something big comes up for the company to get started dear love , as this you have worked hard for dear love .

---

**From:** Dennis Brewer < [REDACTED]>  
**Sent:** Monday, October 17, 2016 2:41:48 PM  
**To:** 'laura akoto'  
**Subject:** RE: hello dear

Thanks sweetie, I hope you are enjoying your day, not too bored, I am also working to get one million in a bridge loan so we can hire our president and get him and a couple of other people started working for us. We want to get some planning done for our new farms and also get some big customers signed up like wal-mart and Kroger so the one million will come in handy. It would also be used to pay me regularly so we could be together when that happens. I will keep you informed about my progress on this as well. I have two possible sources for it but need to get the 40 million commitment first.

Regards,  
Dennis

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**From:** laura akoto [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 10:38 AM  
**To:** Dennis Brewer < [REDACTED]>  
**Subject:** Re: hello dear

that is great to know that they are still interested in the deal and will come out with great deal that you want as that is what you want for the company , again am happy to hear that mum is also doing a little better of late , happy to hear that dear .

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, October 17, 2016 2:30:25 PM  
**To:** 'laura akoto'  
**Subject:** RE: hello dear

Hi love, I am waiting on a 40 million proposal from the new York bankers, hopefully that will come today. Just got off the phone with some brokers for leasing companies who are interested in leasing equipment to us next year. Also waiting on a proposal from the owner of the farm in northern Arizona that we will try to buy. So work is going okay.

Hope you are doing well today.

I talked to mum she is feeling marginally better but not good yet, still having some problems she has not been able to get completely over. Love you, Den

Regards,  
Dennis

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**From:** laura akoto [[mailto:\[REDACTED\]](#)]  
**Sent:** Monday, October 17, 2016 10:23 AM  
**To:** [REDACTED]  
**Subject:** hello dear

hello dear love and how are you doing dear , miss you dear ,  
how has work being so far dear love and what is new out there as well also dear love

## Dennis Brewer

---

**From:** AltaVista Capital Markets <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 3:09 PM  
**To:** 'Dennis Brewer'  
**Subject:** RE: Checking In

1. We have zero interest in participating in a common stock round for a start-up company on the OTC Market.
2. Why would you even want to go to the OTC Market pre-revenue? Why would you want to be thinly traded? Going to the OTC Market in NO WAY guarantees a company capitalization, it is just as hard to raise capital pre-revenue on or off the OTC Market.

Our offer is our offering, we have zero interest in participating in anything other than what it is we have offered. We have a method to our operations, we do not, and will not deviate from that operating procedure.

Our offer is as written, no variance. If you want to go to the OTCQX (why you think you qualify for the OTCQX by any other means other than obtaining the paid in cash capital from an investment alone, I do not know) of the OTC Market, you need to do that with another firm.

Also, I want to make sure we are on the same page as well, in the use of funds schedule for any funds from our firm, we DO NOT in any way allow for the payment of upfront fees to other financial services providers. We have multiple relationships with "real" OTC / NASDAQ and NYSE-MKT Market Makers. If, and only when a company is "ready" to proceed with a "real" OTC Market or Regulated Market IPO, we have plenty of relationships with "real underwriters" that can provide pre market listing capitalization. We DO NOT participate in the intermediary BS and "upfront fee" madness.

So, our agreement is as written, if you want to meet to press the flesh in the next week or two, I can pencil you in. We have no problems if you want another Investment Banking firm to participate, but their expectation should not be the receipt of any funds for any retainers or for payment of services rendered, because they will be sadly disappointed in the outcome of the meeting.

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, October 17, 2016 1:54 PM  
**To:** 'AltaVista Capital Markets' <[REDACTED]>  
**Cc:** 'Michael Callahan' <[REDACTED]> 'Mark Gross' <[REDACTED]>  
**Subject:** RE: Checking In

One additional issue:

We would like to make this offering on Form S-1 so we can use the existing offering document updated with appropriate audits to move to the OTCQX market as soon as we commence active operations. Also, we prefer not to be locked out of the equity market for a full year.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.



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---

**From:** AltaVista Capital Markets [[mailto:](#) [REDACTED]]

**Sent:** Monday, October 17, 2016 2:51 PM

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

**Subject:** RE: Checking In

**Importance:** High

Per your emails, see the attached revised agreements.

I will address some of the obvious questions you may have:

**1. *if we are going to make an investment, why do we not just make the investment?***

**Answer:** The Firm's Master Feeder Fund that supplies most of the liquidity to the firm is our "Federal Fixed Income Fund", and that fund is not limited to only Accredited Investors and/or QIBs (*Qualified Institutional Investors*), it also has a number of non-accredited investors that are part of the fund (*or part of the venture funds*). When we raise funds, we do so "from the masses", we choose to operate in the level that is just under accredited, better known as "qualified investors", that is annualized household income of \$120,000 USD per year or greater. This segment of the investment marketplace is under marketed to, and it bears way more fruit than the oversaturated accredited investor space where the supply of money is way, way, way too little to address the demands for those limited dollars.

Because of this "shareholder stack" that we have, we are restricted from making investments in restricted securities (*Regulation D Securities*) unless the investment is in a PIPE Transaction (*Private Investment in a Public Entity*), and the reason we can make a Regulation D Investment in a PIPE Transaction is that there is "*sufficient public information about the financial status of the public company that the restrictive nature of the securities involved in the investment will be removed in six months*". One of the main requirements for any fund that has non-accredited investor load is "*liquidity in the holdings*", and the very nature of the Private Placement Regulation D for a non-public company is no liquidity in the holding, especially for a company that is not listed on an ATS (*Alternative Trading Platform*), OTC Market or a National Securities Market.

The Regulation A Registration Statement is the fastest path to a security that is free of these restrictive legends (*generally 45 days from the date of submission to the SEC, our fastest is 20 days*), and a listing on AltaVista Capital Markets "Nanocap Market" (*a closed ATS that is only accessible to Registered Investment Advisory Firms, FINRA Broker Dealers, Investment Bankers, Hedge Funds, Market Makers, Family Offices, Pension Funds, Asset Managers, Insurance Companies and Endowments*) is the shortest and easiest path to both a qualified registration statement and listing on a liquid market that gives true liquidity in the investor's holdings.

The sole purpose of these funds are to provide "*liquidity to our Nanocap Market Issuers*" as a "first in investor" to give the target companies initial capitalization while syndication of the complete investment plays out. Though the initial capital investments may all, or partially come from AltaVista Capital Markets Fund or Funds, generally we will try during the registration to place securities with other investment firms, as to "*syndicate*" the investment as much as possible (*the old saying applies, "better other party's money than our money"*). In the event we make the majority of the investment, after the investment, we will divest much of our investment to other parties.

Now, as a Registered Investment Advisor, when we divest or place securities with other shareholders, it does not mean you have more shareholders to communicate with, it is actually the opposite. When we divest, we do so where the new

shareholders are “*assets under management of our firm*”, so you may have 100 shareholders of record, but you only report to AltaVista, and we report to the pool for whom we are managing investments as an Asset Manager & Investment Advisor.

We do require our issuers to be part of our on-going “Nanocap” and “Microcap” series of Live Roadshows (*though you do not have to attend live, you can do a 20 min presentation from your offices with a standard webcam and microphone. Generally these are recorded days earlier and edited for best content*), and part of our AltaVista Digital TV Broadcasts (*issuers have to do a digital streaming interview with members of AltaVista Broadcasting every 3-6 months, it is like a Skype Sit-down interview*), this will give our companies continuous media coverage, both on a closed scale (*only accessible to industry professionals on the Nanocap Market or Microcap Market*) and on an open scale (viewable by anyone on planet Earth). This helps as the company grows and makes it easier to secured future rounds of capital in an extremely short amount of time, and it helps with exposure as the company moves towards a VC investment (next round), or a capital markets listing (next round or future round).

## **2. Why a Convertible Preferred Stock Investment as opposed to a Common Stock Investment?**

The Reason is the easiest one, your book value of the Company will not support the offering price of the common shares issued to the investing public. An audit today would not support the price of Common Stock you would be issuing to the public. Now, some VCs are structured as LPs and LLCs, and may be happy to share in losses of your firm. Most funds and people are not structured that way, and many (actually, “*most*”) of our investment managers have compensation tied to performance. If they invest in a stock at a price of \$0.50 per share, but the book value is \$0.05 per share, that is an initial \$0.45 loss per share (dilution), which hinders their performance numbers.

By going with a Preferred Stock with a cumulative dividend of 7%, the investor gets a 7% per year return on their books (*which is good for them*), then in years 3, 4 or 5, the investor can convert to Common Stock in the Company at the stated discount (*this is their VC investment upswing*).

This method also really works for the issuer. If you do a Common Round today, you probably give up 30% to 50% of the company (*if your successful*), because your valuation today is probably low (*most institutional investors do not invest on “speculative future values”*). But, let’s say in five years your company is valued at \$200M, then at conversion, your equity for this round was only 5% of the Company’s equity. No way you are getting that today. I always suggest looking at your Proforma Statement, see where your earnings are projected to be in 5 years, then select a multiple of a same or similar publicly traded company, and see where your projected value in five years is, and see what your projected company value and stock price will be. I think you will see the conversion too common in five years is a much more favorable equity play than it is here today.

With that said, I would hope you reconsider your position to pass, but I will understand if you still choose to pass (*even if I do not*).

Thank you, and we look to hear back from you in the forthcoming days.

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Monday, October 17, 2016 11:20 AM  
**To:** [REDACTED]  
**Subject:** Checking In

Danny – Do you expect to be issuing a new proposal for our review? If so, when should we expect it? Thanks.



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:** Tuesday, October 18, 2016 7:12 PM  
**To:** 'AltaVista Capital Markets'  
**Subject:** RE: Further to your message

Okay, let's meet at WTC if possible. Thanks.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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---

**From:** AltaVista Capital Markets [mailto:[REDACTED]]  
**Sent:** Tuesday, October 18, 2016 7:10 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Subject:** RE: Further to your message

I will follow-up with you tomorrow to let you know, also we have extended the response deadline to the 28<sup>th</sup> in your agreement. Once I have a version back from the Paralegal, I will forward to you.

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Tuesday, October 18, 2016 1:17 PM  
**To:** 'AltaVista Capital Markets' <[REDACTED]>  
**Cc:** 'Michael Callahan' <[REDACTED]> 'Mark Gross' <[REDACTED]>  
**Subject:** RE: Further to your message

Thanks very much for the clarifications and prompt response. We would like to meet with you next week in your WTC office or at Dominick and Dickerman's office at 570 Lexington Avenue. Let me know what works and we will do our best to meet your schedule.

Regards,  
Dennis

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---

**From:** AltaVista Capital Markets [mailto: [REDACTED]]

**Sent:** Tuesday, October 18, 2016 4:08 PM

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

**Subject:** RE: Further to your message

Mueller is not a member of the firm, the firm's corporate structure is:

Synergistics International, LLC (20% Owner)

Owner is Mr. Geoff Thompson

Mr. Thompson is also the majority owner of the publicly traded Accelera Innovations, Inc. (OTCQB)

Mr. Koorosh "Danny" Rahimi (25% Owner)

Former Vice President of Investment Banking at Merrill Lynch & Morgan Stanley

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More than 10 years Operations Officer for Publicly Traded Companies

Eighty-Six Eighty-Nine, Ltd (Nevis)

Owner is Mr. Chris LeSaffre

More than \$10M USD in Assets

Syndicated \$30M USD in Assets for a single issuer on a six-week international RoadShow

Del Rey Holdings, LLC (20% Owner)

Shareholder

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Fashion: Pending

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Restaurants & Nightclubs: <http://www.altavistarealestateventures.com/>  
Retail & E-Commerce: <http://www.altavistaretailventures.com/>  
Technology: <http://www.altavistatechnologyventures.com/>  
Transportation: <http://www.altavistatransportationventures.com/>

As well as further disclosure of our Fixed Income Fund ([www.FederalFixedIncomeMortgageFund.com](http://www.FederalFixedIncomeMortgageFund.com)), and our Alternative Trading Platforms, the Nanocap Market ([www.NanocapMarket.com](http://www.NanocapMarket.com)) and the MicrocapMarket ([www.MicrocapMarket.com](http://www.MicrocapMarket.com)). These revisions are scheduled to be submitted for final approval in 5-10 business days, the disclosures are quite lengthy.

I think any legal counsel looking at the Nanocap Market or Microcap Market Rulebooks as published on the front pages of the Nanocap and Microcap Market (as well as the ADV2 as attached) will show we are the real deal.

Because of the number of “non-accredited” investors associated with our Firm, we do not do any investments in Regulation D securities for companies that are not either publicly traded (PIPE) or have the current asset value to securitize against (speculative futuristic values do not apply), so we are not in the bridge loan business. We do though, have private parties that can, and have in the past, provided venture / bridge loans that convert to unrestricted shares upon SEC qualification of a Regulation A or S-1 registration statement, generally at a “hefty discount”, but they only do so at the receipt of the initial SEC Comment letter that provides clarity on the probability of the Company becoming publicly traded. Those discounted shares are generally restricted for 6 months after IPO, and have the traditional leak-out provisions (the lesser of 1% of the issued and outstanding, or 1% of the previous days / weeks average trade volume). We do not approach any firms any earlier than the first comment letter, that comes down to “time value of money”, it takes personnel time to do that, and the number of closings is too small to warrant the effort.

Any additional questions of counsel, we would be more than happy to provide any information that is required.

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 12:45 PM  
**To:** 'AltaVista Capital Markets' <[REDACTED]>  
**Cc:** 'Michael Callahan' <[REDACTED]> 'Mark Gross' <[REDACTED]>  
[REDACTED]  
**Subject:** Further to your message

We are not proposing a common stock offering – only to use an updated and revised S-1 to raise the funds you are proposing so we can get to OTC eventually and not be locked out of the equity markets for a year by going with a Reg A+ offering. We had agreed on a 1.5% fee but that is not what your most recent agreement states – it is still at 2.5% - so I cannot sign it. We will not release common shares to your firm until funds are available as indicated in Phases IV, V, and VI of your compensation table. We will require proof of funds prior to issuing any stock to your firm as compensation.

We are looking for a \$1MM bridge loan against a legitimate offering. The bridge loan can come either from your firm or from another firm. The bridge loan funds will be used to pay sales and related salaries so we can ramp up our backlog of orders and contracts, not to pay other investment banks. The use of funds table in the S-1 is obsolete and relates to a prior offering which was not carried out last January as I had previously mentioned.

One of your apparent principals has come adversely to our attention. A Mr. Steven Mueller has been identified as a bad actor in other financing situations. Do we have the wrong person or what is the story? Also, our investment bankers did

not find the proper licenses identified with Mr. Koroosh Rahimi as President or with the firm as a Broker-Dealer. What is the present situation?

We are cautiously interested in pursuing a \$40MM firm offering if these issues can be cleared to counsel's satisfaction. No meeting is required if these issues cannot be cleared, otherwise we would be happy to meet next week.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Raymond Sullivan <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 4:40 PM  
**To:** Dennis Brewer  
**Subject:** Re: FW: Further to your message

Dennis,

This is where I found Stephan Muehler associated with AltaVista - [www.secinfo.com/d1YQ7g.we.htm](http://www.secinfo.com/d1YQ7g.we.htm).

Muehler seems to be complained of frequently.

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]

---

The information contained herein is confidential and is intended solely for the addressee(s) and protected from disclosure. If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by replying to this message and deleting it from your computer.

On Tue, Oct 18, 2016 at 4:13 PM, Dennis Brewer <[REDACTED]> wrote:

FYI – See below. I will request a meeting next week and we will go from there.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

[520-745-4403](tel:520-745-4403) [520-549-6245](tel:520-549-6245)

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



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---

**From:** AltaVista Capital Markets [mailto: [REDACTED]]

**Sent:** Tuesday, October 18, 2016 4:08 PM

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

**Subject:** RE: Further to your message

Mueller is not a member of the firm, the firm's corporate structure is:

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Mr. Thompson is also the majority owner of the publicly traded Accelera Innovations, Inc. (OTCQB)

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Former Vice President of Investment Banking at Merrill Lynch & Morgan Stanley

Member of FINRA for 25 years

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Hotel & Hospitality: <http://www.altavistahotelventures.com/>

Manufacturing: <http://www.altavistamanufacturingventures.com/>

Medical Device & Pharm: <http://www.altavistamanufacturingventures.com/>

Mining & Mineral Rights: <http://www.altavistaminingventures.com/>

Oil & Natural Gas: <http://www.altavistaoilandgasventures.com/>

Real Estate: <http://www.altavistarealestateventures.com/>



Restaurants & Nightclubs: <http://www.altavistarealestateventures.com/>

Retail & E-Commerce: <http://www.altavistaretailventures.com/>

Technology: <http://www.altavistatechnologyventures.com/>

Transportation: <http://www.altavistatransportationventures.com/>



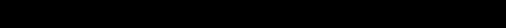
As well as further disclosure of our Fixed Income Fund ([www.FederalFixedIncomeMortgageFund.com](http://www.FederalFixedIncomeMortgageFund.com)), and our Alternative Trading Platforms, the Nanocap Market ([www.NanocapMarket.com](http://www.NanocapMarket.com)) and the MicrocapMarket ([www.MicrocapMarket.com](http://www.MicrocapMarket.com)). These revisions are scheduled to be submitted for final approval in 5-10 business days, the disclosures are quite lengthy.

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---

**From:** Dennis Brewer [<mailto:>   
**Sent:** Tuesday, October 18, 2016 12:45 PM  
**To:** 'AltaVista Capital Markets' <  
**Cc:** 'Michael Callahan' < 'Mark Gross'

< [REDACTED] [REDACTED]  
**Subject:** Further to your message

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Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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## Dennis Brewer

---

**From:** AltaVista Capital Markets <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 4:08 PM  
**To:** 'Dennis Brewer'  
**Subject:** RE: Further to your message  
**Attachments:** AltaVista Private Client ADV 2.pdf

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Any additional questions of counsel, we would be more than happy to provide any information that is required.

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 12:45 PM  
**To:** 'AltaVista Capital Markets' < [REDACTED] >  
**Cc:** 'Michael Callahan' < [REDACTED] > 'Mark Gross' < [REDACTED] >  
**Subject:** Further to your message

We are not proposing a common stock offering – only to use an updated and revised S-1 to raise the funds you are proposing so we can get to OTC eventually and not be locked out of the equity markets for a year by going with a Reg A+ offering. We had agreed on a 1.5% fee but that is not what your most recent agreement states – it is still at 2.5% - so I cannot sign it. We will not release common shares to your firm until funds are available as indicated in Phases IV, V, and VI of your compensation table. We will require proof of funds prior to issuing any stock to your firm as compensation.

We are looking for a \$1MM bridge loan against a legitimate offering. The bridge loan can come either from your firm or from another firm. The bridge loan funds will be used to pay sales and related salaries so we can ramp up our backlog of orders and contracts, not to pay other investment banks. The use of funds table in the S-1 is obsolete and relates to a prior offering which was not carried out last January as I had previously mentioned.

One of your apparent principals has come adversely to our attention. A Mr. Steven Mueller has been identified as a bad actor in other financing situations. Do we have the wrong person or what is the story? Also, our investment bankers did

not find the proper licenses identified with Mr. Koroosh Rahimi as President or with the firm as a Broker-Dealer. What is the present situation?

We are cautiously interested in pursuing a \$40MM firm offering if these issues can be cleared to counsel's satisfaction. No meeting is required if these issues cannot be cleared, otherwise we would be happy to meet next week.

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:** Michael Callahan <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 12:51 PM  
**To:** Dennis Brewer  
**Cc:** Mark Gross  
**Subject:** Re: Status Report

Agreed

Sent from my iPhone

On Oct 18, 2016, at 11:44 AM, Dennis Brewer <[REDACTED]> wrote:

I am going to let the AltaVista thing play out but I do agree with our original course of action and expect we will go that route. The exception would be if they can demonstrate performance on the \$40MM in the form of a firm commitment with proof of funds. I consider that unlikely.

Regards,  
Dennis

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<image001.png>  
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---

**From:** Michael Callahan [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Tuesday, October 18, 2016 11:07 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Cc:** Mark Gross <[REDACTED]>  
**Subject:** Re: Status Report

Dennis,  
Great first step. I would advise staying on our original plan of execution and funding. I don't have any confidence in Alta Vista and that relationship may undermine your long term fund raising capabilities. I am available if you want to discuss further.

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

On Oct 18, 2016, at 11:03 AM, Dennis Brewer <[REDACTED]> wrote:

I had an excellent meeting with Wal-Mart. We discussed using WinnettOrganics to support their organization nationwide during the winter as well as year round for local operations in California, Nevada, Arizona, and New Mexico. They are going to convey this information to their merchants in Bentonville who make merchandising decisions throughout their system. We will get back together In a few weeks to discuss the opportunity further. They like to assign commodities to suppliers for three to five years at a time and we will be discussing that option in our next visit.

Regards,  
Dennis

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<image001.png>

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## Dennis Brewer

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**From:** Michael Callahan <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 11:07 AM  
**To:** Dennis Brewer  
**Cc:** Mark Gross  
**Subject:** Re: Status Report

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Regards,  
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Managing Director  
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<image001.png>  
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## Dennis Brewer

---

**From:** Michael Callahan <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 7:39 PM  
**To:** Dennis Brewer  
**Cc:** Mark Gross; [REDACTED]  
**Subject:** Re: Further to your message

Dennis,  
Exactly who are you addressing these em's to? I want too have a phone conversation with the individual responding. Have they answered the question of when they have raised \$20m and how long it took? And if they do respond to that let's have a call with that client to get their experience. Focus on Walmart, lose Alta Vista's number.

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

On Oct 18, 2016, at 6:48 PM, Dennis Brewer <[REDACTED]> wrote:

Revolution and all the investors like them that I have spoken to are very interested until we tell them we do not have current operations. This was true even when we had current orders a couple of years back so I am concerned that we are back in coffin corner if we do not commence operations so am looking for a way to do that. Hyder landlord is one way and he may be more encouraged to do something if there is an offer on the table, even one we ultimately do not accept. Also, as I mentioned, we could use a bridge loan to bring on our president and get seriously engaged in sales to dozens of retailers as well as the large ones I am working with. These smaller companies are more nimble and may be more inclined to sign up with us more quickly – as I found with my five orders in five phone calls two years ago. Once we have some orders, the larger firms will come along more easily for fear of getting left out.

If we secure legit funding under A+ and demonstrate our capabilities, it seems to me there is an equity market for us. My tech startup attracted venture capital once individual investors, a bunch of doctors, funded prototype development and our first couple of sales. We then sold the company for about seven times the initial investment to another mid-size firm. Our financials at the time were as bad as our financials are today.

I continue to have doubts about AltaVista's ability to execute and we will check that out as well as the licensing situation.

Also, below is a MoFo treatise on Reg A+:

<https://media2.mofo.com/documents/150326regulationa.pdf>

Regards,  
Dennis

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<image001.png>

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---

**From:** Mark Gross [<mailto:> [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 5:06 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Cc:** Michael Callahan <[REDACTED]>  
**Subject:** RE: Further to your message

Dennis,

Let's see what they come back with and perhaps speak tomorrow as well.

In the meantime, we would advise that you confer with your legal counsel as well. On our side, we are getting into an area that make us uncomfortable with respect to the SEC and securities regulators. I don't know if our compliance guys would even allow us to host such a meeting at D&D. I don't believe we could reasonably come to a working relationship with these guys and I'm concerned that you'd be pretty much shut out of the private capital markets after a transaction with this firm. That is our market view. You may wish to speak to counsel with respect to the potential consequences of this structure for your continued ownership, control and/or potential liability to Winnett.

This response is mostly a rehash of prior emails. But we are not securities lawyers and we did not opine as to whether they were "required to be a Broker Dealer for [this] transaction." We merely pointed out that they appeared to be represented themselves as such (including providing a CRD number) and that we didn't believe that to be the case. This seems to be confirmed in their response. In our opinion, that alone is disqualifying.

Mr. Muller is indicated as a key person in the presentation they gave you only a few days ago. Suddenly, when questions of past dealings are raised, Mr. Mueller is not associated with the firm.

Finally, by their own admission, they raise money from pools of non-accredited investors. We raise money almost exclusively pursuant to Reg D and other registration exemptions, i.e., from ACCREDITED investors (like Revolution). It is our view that the ability to attract private capital from accredited investors in future would be severely inhibited by this type of structure.

We understand the urgency of your cash situation. But we have little hope of being successful if we don't approach this in a structured manner.

Let us know if you are available to speak tomorrow afternoon.

Best,  
MWG

Mark W. Gross  
Managing Director, Investment Banking  
**DOMINICK & DICKERMAN LLC**  
Direct Line: +1.646.780.8447 Mobile: +1.646.229.6981  
*Founded 1870 Member FINRA/SIPC*

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 4:17 PM  
**To:** 'AltaVista Capital Markets' < [REDACTED]>  
**Cc:** Michael Callahan < [REDACTED]> Mark Gross  
< [REDACTED]>  
**Subject:** RE: Further to your message

Thanks very much for the clarifications and prompt response. We would like to meet with you next week in your WTC office or at Dominick and Dickerman's office at 570 Lexington Avenue. Let me know what works and we will do our best to meet your schedule.

Regards,  
Dennis

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<image005.png>  
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**From:** AltaVista Capital Markets [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 4:08 PM  
**To:** 'Dennis Brewer' < [REDACTED]>  
**Subject:** RE: Further to your message

Mueller is not a member of the firm, the firm's corporate structure is:

Synergistics International, LLC (20% Owner)

Owner is Mr. Geoff Thompson

Mr. Thompson is also the majority owner of the publicly traded Accelera Innovations, Inc. (OTCQB)

Mr. Koorosh "Danny" Rahimi (25% Owner)

Former Vice President of Investment Banking at Merrill Lynch & Morgan Stanley

Member of FINRA for 25 years

Boerum Holdings, LLC (Ms. Cindy Boerum)

More than 10 years Operations Officer for Publicly Traded Companies

Eighty-Six Eighty-Nine, Ltd (Nevis)

Owner is Mr. Chris LeSaffre  
More than \$10M USD in Assets  
Syndicated \$30M USD in Assets for a single issuer on a six-week international RoadShow

Del Rey Holdings, LLC (20% Owner)  
Shareholder

Also, we are not required to be a Broker Dealer for our transaction, again, legal counsel should know this. But, for further disclosure, we are going through the BD registration process, though the BD will never be used or even required for our transaction as we will NEVER be involved in (1) the public solicitation of any investments, (2) ever be compensated in the form of a commission for the sale of any securities. Again, legal counsel should have keyed in on this fact.

The Firm will complete its RIA in NYC and CA in November (a copy of the ADV 2 is attached, its pending a comment revision for the disclosure of our venture funds), which are:

Agriculture: <http://www.altavistaagricultureventures.com/>  
Aviation: <http://www.altavistaaviationventures.com/>  
Energy: <http://www.altavistaenergyventures.com/>  
Entertainment: <http://www.altavistaentertainmentventures.com/>  
Fashion: Pending  
Financial Services: <http://www.altavistafinancialservicesventures.com/>  
Food & Beverage: <http://www.altavistafoodandbeverageventures.com/>  
Hotel & Hospitality: <http://www.altavistahotelventures.com/>  
Manufacturing: <http://www.altavistamanufacturingventures.com/>  
Medical Device & Pharm: <http://www.altavistamanufacturingventures.com/>  
Mining & Mineral Rights: <http://www.altavistaminingventures.com/>  
Oil & Natural Gas: <http://www.altavistaoilandgasventures.com/>  
Real Estate: <http://www.altavistarealestateventures.com/>  
Restaurants & Nightclubs: <http://www.altavistarealestateventures.com/>  
Retail & E-Commerce: <http://www.altavistaretailventures.com/>  
Technology: <http://www.altavistatechnologyventures.com/>  
Transportation: <http://www.altavistatransportationventures.com/>

As well as further disclosure of our Fixed Income Fund ([www.FederalFixedIncomeMortgageFund.com](http://www.FederalFixedIncomeMortgageFund.com)), and our Alternative Trading Platforms, the Nanocap Market ([www.NanocapMarket.com](http://www.NanocapMarket.com)) and the MicrocapMarket ([www.MicrocapMarket.com](http://www.MicrocapMarket.com)). These revisions are scheduled to be submitted for final approval in 5-10 business days, the disclosures are quite lengthy.

I think any legal counsel looking at the Nanocap Market or Microcap Market Rulebooks as published on the front pages of the Nanocap and Microcap Market (as well as the ADV2 as attached) will show we are the real deal.

Because of the number of “non-accredited” investors associated with our Firm, we do not do any investments in Regulation D securities for companies that are not either publicly traded (PIPE) or have the current asset value to securitize against (speculative futuristic values do not apply), so we are not in the bridge loan business. We do though, have private parties that can, and have in the past, provided venture / bridge loans that convert to unrestricted shares upon SEC qualification of a Regulation A or S-1 registration statement, generally at a “hefty discount”, but they only do so at the receipt of the initial SEC Comment letter that provides clarity on the probability of the Company becoming publicly traded. Those discounted shares are generally restricted for 6 months after IPO, and have the traditional leak-out provisions (the lesser of 1% of the issued and outstanding, or 1% of the previous days / weeks

average trade volume). We do not approach any firms any earlier than the first comment letter, that comes down to “time value of money”, it takes personnel time to do that, and the number of closings is too small to warrant the effort.

Any additional questions of counsel, we would be more than happy to provide any information that is required.

---

**From:** Dennis Brewer [[mailto: \[REDACTED\]](#)]  
**Sent:** Tuesday, October 18, 2016 12:45 PM  
**To:** 'AltaVista Capital Markets' <[REDACTED]>  
**Cc:** 'Michael Callahan' <[REDACTED]> 'Mark Gross' <[REDACTED]>  
**Subject:** Further to your message

We are not proposing a common stock offering – only to use an updated and revised S-1 to raise the funds you are proposing so we can get to OTC eventually and not be locked out of the equity markets for a year by going with a Reg A+ offering. We had agreed on a 1.5% fee but that is not what your most recent agreement states – it is still at 2.5% - so I cannot sign it. We will not release common shares to your firm until funds are available as indicated in Phases IV, V, and VI of your compensation table. We will require proof of funds prior to issuing any stock to your firm as compensation.

We are looking for a \$1MM bridge loan against a legitimate offering. The bridge loan can come either from your firm or from another firm. The bridge loan funds will be used to pay sales and related salaries so we can ramp up our backlog of orders and contracts, not to pay other investment banks. The use of funds table in the S-1 is obsolete and relates to a prior offering which was not carried out last January as I had previously mentioned.

One of your apparent principals has come adversely to our attention. A Mr. Steven Mueller has been identified as a bad actor in other financing situations. Do we have the wrong person or what is the story? Also, our investment bankers did not find the proper licenses identified with Mr. Koroosh Rahimi as President or with the firm as a Broker-Dealer. What is the present situation?

We are cautiously interested in pursuing a \$40MM firm offering if these issues can be cleared to counsel's satisfaction. No meeting is required if these issues cannot be cleared, otherwise we would be happy to meet next week.

Regards,  
Dennis

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

<image006.png>



## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 5:24 PM  
**To:** 'Mark Gross'  
**Cc:** 'Michael Callahan'; [REDACTED]  
**Subject:** RE: Further to your message

Thanks, Mark. We will do what we can to accelerate the delayed funding from the Hyder landlord. As I mentioned, that would ease our cash flow situation but would not put our President on the payroll as that is not allowed for under the Hyder proposal. So, we would like to have a legitimate offer on the table to pursue a bridge loan opportunity we have identified even if we decline that specific funding in favor of other funding sources deemed to serve our long term interests better.

I will suggest a meeting with counsel at their offices to keep it out of your office. You can decline to participate if you prefer. I will report back before doing anything binding and final.

There is an EDGAR filing on AltaVista Capital LLC including the following re Muehler:

**AltaVista Capital Markets, LLC  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS**

### NOTE 1. ORGANIZATION AND NATURE OF BUSINESS

AltaVista Capital Markets, LLC, (the "Company") was organized in November of 2015 in the State of California.

AltaVista Capital Markets, LLC is a Limited Liability Company in which ownership is documented in the form of Membership Units, not Interests or Percentages. The distribution of earnings to an LLC's members is governed through operating agreements and may not be in direct relations to a member's percentage of ownership.

On June 1<sup>st</sup>, 2016 – The Company issued a Note to Mr. Steven J. Muehler in the amount of \$71,000 for the reimbursement of Costs payed by Muehler Muehler for operations of the Company since inception to June 1<sup>st</sup>, 2016.

On June 20<sup>th</sup>, 2016 – The Company issued 250 Equity Membership Units to Mr. Koorosh "Danny" Rahimi at a price of \$0.01 USD per Membership Unit.

On June 20<sup>th</sup>, 2016 – The Company issued 250 Equity Membership Units to Synergistic International Asset Management Limited at a price of \$0.01 USD per Membership Unit.

On June 20<sup>th</sup>, 2016 – The Company entered into an agreement to issue 250 Equity Membership Units to Eighty Six Eighty Nine, Ltd. at a price of \$0.01 per Membership Unit. These Membership Units are to be held in the Company's Treasury until they are transferred to Eighty Six Eighty Nine, Ltd. within the next 365 Calendar Days. Eighty Six Eighty Nine, Ltd. will be allowed to vote these shares for a period of 90 days, a period that may be increased by periods of 90 days as agreed to by the Company.

On June 20<sup>th</sup>, 2016 – The Company issued 250 Equity Membership Units to Del Rey Holdings, LLC at a price of \$0.01 USD per Membership Unit.

<https://www.sec.gov/Archives/edgar/data/1665279/000166527916000002/regulationaaltavistacapitalm.htm>

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.





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---

**From:** Mark Gross [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 5:06 PM  
**To:** Dennis Brewer < [REDACTED]>  
**Cc:** Michael Callahan < [REDACTED]>  
**Subject:** RE: Further to your message

Dennis,

Let's see what they come back with and perhaps speak tomorrow as well.

In the meantime, we would advise that you confer with your legal counsel as well. On our side, we are getting into an area that make us uncomfortable with respect to the SEC and securities regulators. I don't know if our compliance guys would even allow us to host such a meeting at D&D. I don't believe we could reasonably come to a working relationship with these guys and I'm concerned that you'd be pretty much shut out of the private capital markets after a transaction with this firm. That is our market view. You may wish to speak to counsel with respect to the potential consequences of this structure for your continued ownership, control and/or potential liability to Winnett.

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Let us know if you are available to speak tomorrow afternoon.

Best,  
MWG

Mark W. Gross  
Managing Director, Investment Banking

**DOMINICK & DICKERMAN LLC**

Direct Line: +1.646.780.8447 Mobile: +1.646.229.6981

Founded 1870 Member FINRA/SIPC

---

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

**Sent:** Tuesday, October 18, 2016 4:17 PM

**To:** 'AltaVista Capital Markets' < [REDACTED] >

**Cc:** Michael Callahan < [REDACTED] > Mark Gross < [REDACTED] >

**Subject:** RE: Further to your message

Thanks very much for the clarifications and prompt response. We would like to meet with you next week in your WTC office or at Dominick and Dickerman's office at 570 Lexington Avenue. Let me know what works and we will do our best to meet your schedule.

Regards,  
Dennis

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**From:** AltaVista Capital Markets [mailto: [REDACTED]]

**Sent:** Tuesday, October 18, 2016 4:08 PM

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

**Subject:** RE: Further to your message

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Owner is Mr. Geoff Thompson

Mr. Thompson is also the majority owner of the publicly traded Accelera Innovations, Inc. (OTCQB)

Mr. Koorosh "Danny" Rahimi (25% Owner)

Former Vice President of Investment Banking at Merrill Lynch & Morgan Stanley

Member of FINRA for 25 years

Boerum Holdings, LLC (Ms. Cindy Boerum)

More than 10 years Operations Officer for Publicly Traded Companies

Eighty-Six Eighty-Nine, Ltd (Nevis)

Owner is Mr. Chris LeSaffre

More than \$10M USD in Assets

Syndicated \$30M USD in Assets for a single issuer on a six-week international RoadShow

Del Rey Holdings, LLC (20% Owner)

## Shareholder

Also, we are not required to be a Broker Dealer for our transaction, again, legal counsel should know this. But, for further disclosure, we are going through the BD registration process, though the BD will never be used or even required for our transaction as we will NEVER be involved in (1) the public solicitation of any investments, (2) ever be compensated in the form of a commission for the sale of any securities. Again, legal counsel should have keyed in on this fact.

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Aviation: <http://www.altavistaaviationventures.com/>  
Energy: <http://www.altavistaenergyventures.com/>  
Entertainment: <http://www.altavistaentertainmentventures.com/>  
Fashion: Pending  
Financial Services: <http://www.altavistafinancialservicesventures.com/>  
Food & Beverage: <http://www.altavistafoodandbeverageventures.com/>  
Hotel & Hospitality: <http://www.altavistahotelventures.com/>  
Manufacturing: <http://www.altavistamanufacturingventures.com/>  
Medical Device & Pharm: <http://www.altavistamanufacturingventures.com/>  
Mining & Mineral Rights: <http://www.altavistaminingventures.com/>  
Oil & Natural Gas: <http://www.altavistaoilandgasventures.com/>  
Real Estate: <http://www.altavistarealestateventures.com/>  
Restaurants & Nightclubs: <http://www.altavistarealestateventures.com/>  
Retail & E-Commerce: <http://www.altavistaretailventures.com/>  
Technology: <http://www.altavistatechnologyventures.com/>  
Transportation: <http://www.altavistatransportationventures.com/>

As well as further disclosure of our Fixed Income Fund ([www.FederalFixedIncomeMortgageFund.com](http://www.FederalFixedIncomeMortgageFund.com)), and our Alternative Trading Platforms, the Nanocap Market ([www.NanocapMarket.com](http://www.NanocapMarket.com)) and the MicrocapMarket ([www.MicrocapMarket.com](http://www.MicrocapMarket.com)). These revisions are scheduled to be submitted for final approval in 5-10 business days, the disclosures are quite lengthy.

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**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 12:45 PM  
**To:** 'AltaVista Capital Markets' < [REDACTED]>  
**Cc:** 'Michael Callahan' < [REDACTED]> 'Mark Gross' < [REDACTED]>  
[REDACTED]  
**Subject:** Further to your message

We are not proposing a common stock offering – only to use an updated and revised S-1 to raise the funds you are proposing so we can get to OTC eventually and not be locked out of the equity markets for a year by going with a Reg A+ offering. We had agreed on a 1.5% fee but that is not what your most recent agreement states – it is still at 2.5% - so I cannot sign it. We will not release common shares to your firm until funds are available as indicated in Phases IV, V, and VI of your compensation table. We will require proof of funds prior to issuing any stock to your firm as compensation.

We are looking for a \$1MM bridge loan against a legitimate offering. The bridge loan can come either from your firm or from another firm. The bridge loan funds will be used to pay sales and related salaries so we can ramp up our backlog of orders and contracts, not to pay other investment banks. The use of funds table in the S-1 is obsolete and relates to a prior offering which was not carried out last January as I had previously mentioned.

One of your apparent principals has come adversely to our attention. A Mr. Steven Mueller has been identified as a bad actor in other financing situations. Do we have the wrong person or what is the story? Also, our investment bankers did not find the proper licenses identified with Mr. Koroosh Rahimi as President or with the firm as a Broker-Dealer. What is the present situation?

We are cautiously interested in pursuing a \$40MM firm offering if these issues can be cleared to counsel's satisfaction. No meeting is required if these issues cannot be cleared, otherwise we would be happy to meet next week.

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

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**From:** Mark Gross <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 5:06 PM  
**To:** Dennis Brewer  
**Cc:** Michael Callahan  
**Subject:** RE: Further to your message

Dennis,

Let's see what they come back with and perhaps speak tomorrow as well.

In the meantime, we would advise that you confer with your legal counsel as well. On our side, we are getting into an area that make us uncomfortable with respect to the SEC and securities regulators. I don't know if our compliance guys would even allow us to host such a meeting at D&D. I don't believe we could reasonably come to a working relationship with these guys and I'm concerned that you'd be pretty much shut out of the private capital markets after a transaction with this firm. That is our market view. You may wish to speak to counsel with respect to the potential consequences of this structure for your continued ownership, control and/or potential liability to Winnett.

This response is mostly a rehash of prior emails. But we are not securities lawyers and we did not opine as to whether they were "required to be a Broker Dealer for [this] transaction." We merely pointed out that they appeared to be represented themselves as such (including providing a CRD number) and that we didn't believe that to be the case. This seems to be confirmed in their response. In our opinion, that alone is disqualifying.

Mr. Muller is indicated as a key person in the presentation they gave you only a few days ago. Suddenly, when questions of past dealings are raised, Mr. Mueller is not associated with the firm.

Finally, by their own admission, they raise money from pools of non-accredited investors. We raise money almost exclusively pursuant to Reg D and other registration exemptions, i.e., from ACCREDITED investors (like Revolution). It is our view that the ability to attract private capital from accredited investors in future would be severely inhibited by this type of structure.

We understand the urgency of your cash situation. But we have little hope of being successful if we don't approach this in a structured manner.

Let us know if you are available to speak tomorrow afternoon.

Best,  
MWG

Mark W. Gross  
Managing Director, Investment Banking  
**DOMINICK & DICKERMAN LLC**  
Direct Line: +1.646.780.8447 Mobile: +1.646.229.6981  
*Founded 1870 Member FINRA/SIPC*

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 4:17 PM  
**To:** 'AltaVista Capital Markets' < [REDACTED]>  
**Cc:** Michael Callahan < [REDACTED]> Mark Gross < [REDACTED]>  
[REDACTED]  
**Subject:** RE: Further to your message

Thanks very much for the clarifications and prompt response. We would like to meet with you next week in your WTC office or at Dominick and Dickerman's office at 570 Lexington Avenue. Let me know what works and we will do our best to meet your schedule.

Regards,  
Dennis

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**From:** AltaVista Capital Markets [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 4:08 PM  
**To:** 'Dennis Brewer' < [REDACTED]>  
**Subject:** RE: Further to your message

Mueller is not a member of the firm, the firm's corporate structure is:

Synergistics International, LLC (20% Owner)

Owner is Mr. Geoff Thompson

Mr. Thompson is also the majority owner of the publicly traded Accelera Innovations, Inc. (OTCQB)

Mr. Koorosh "Danny" Rahimi (25% Owner)

Former Vice President of Investment Banking at Merrill Lynch & Morgan Stanley

Member of FINRA for 25 years

Boerum Holdings, LLC (Ms. Cindy Boerum)

More than 10 years Operations Officer for Publicly Traded Companies

Eighty-Six Eighty-Nine, Ltd (Nevis)

Owner is Mr. Chris LeSaffre

More than \$10M USD in Assets

Syndicated \$30M USD in Assets for a single issuer on a six-week international RoadShow

Del Rey Holdings, LLC (20% Owner)

Shareholder

Also, we are not required to be a Broker Dealer for our transaction, again, legal counsel should know this. But, for further disclosure, we are going through the BD registration process, though the BD will never be used or even required for our transaction as we will NEVER be involved in (1) the public solicitation of any investments, (2) ever be compensated in the form of a commission for the sale of any securities. Again, legal counsel should have keyed in on this fact.

The Firm will complete its RIA in NYC and CA in November (a copy of the ADV 2 is attached, its pending a comment revision for the disclosure of our venture funds), which are:

Agriculture: <http://www.altavistaagricultureventures.com/>  
Aviation: <http://www.altavistaaviationventures.com/>  
Energy: <http://www.altavistaenergyventures.com/>  
Entertainment: <http://www.altavistaentertainmentventures.com/>  
Fashion: Pending  
Financial Services: <http://www.altavistafinancialservicesventures.com/>  
Food & Beverage: <http://www.altavistafoodandbeverageventures.com/>  
Hotel & Hospitality: <http://www.altavistahotelventures.com/>  
Manufacturing: <http://www.altavistamanufacturingventures.com/>  
Medical Device & Pharm: <http://www.altavistamanufacturingventures.com/>  
Mining & Mineral Rights: <http://www.altavistaminingventures.com/>  
Oil & Natural Gas: <http://www.altavistaoilandgasventures.com/>  
Real Estate: <http://www.altavistarealestateventures.com/>  
Restaurants & Nightclubs: <http://www.altavistarealestateventures.com/>  
Retail & E-Commerce: <http://www.altavistaretailventures.com/>  
Technology: <http://www.altavistatechnologyventures.com/>  
Transportation: <http://www.altavistatransportationventures.com/>

As well as further disclosure of our Fixed Income Fund ([www.FederalFixedIncomeMortgageFund.com](http://www.FederalFixedIncomeMortgageFund.com)), and our Alternative Trading Platforms, the Nanocap Market ([www.NanocapMarket.com](http://www.NanocapMarket.com)) and the MicrocapMarket ([www.MicrocapMarket.com](http://www.MicrocapMarket.com)). These revisions are scheduled to be submitted for final approval in 5-10 business days, the disclosures are quite lengthy.

I think any legal counsel looking at the Nanocap Market or Microcap Market Rulebooks as published on the front pages of the Nanocap and Microcap Market (as well as the ADV2 as attached) will show we are the real deal.

Because of the number of “non-accredited” investors associated with our Firm, we do not do any investments in Regulation D securities for companies that are not either publicly traded (PIPE) or have the current asset value to securitize against (speculative futuristic values do not apply), so we are not in the bridge loan business. We do though, have private parties that can, and have in the past, provided venture / bridge loans that convert to unrestricted shares upon SEC qualification of a Regulation A or S-1 registration statement, generally at a “hefty discount”, but they only do so at the receipt of the initial SEC Comment letter that provides clarity on the probability of the Company becoming publicly traded. Those discounted shares are generally restricted for 6 months after IPO, and have the traditional leak-out provisions (the lesser of 1% of the issued and outstanding, or 1% of the previous days / weeks average trade volume). We do not approach any firms any earlier than the first comment letter, that comes down to “time value of money”, it takes personnel time to do that, and the number of closings is too small to warrant the effort.

Any additional questions of counsel, we would be more than happy to provide any information that is required.

---

**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Tuesday, October 18, 2016 12:45 PM  
**To:** 'AltaVista Capital Markets' < [REDACTED]>  
**Cc:** 'Michael Callahan' < [REDACTED]> 'Mark Gross' < [REDACTED]>  
[REDACTED]  
**Subject:** Further to your message

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Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 11:44 AM  
**To:** 'Michael Callahan'  
**Cc:** 'Mark Gross'  
**Subject:** RE: Status Report

I am going to let the AltaVista thing play out but I do agree with our original course of action and expect we will go that route. The exception would be if they can demonstrate performance on the \$40MM in the form of a firm commitment with proof of funds. I consider that unlikely.

Regards,  
Dennis

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**From:** Michael Callahan [mailto:[REDACTED]]  
**Sent:** Tuesday, October 18, 2016 11:07 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Cc:** Mark Gross <[REDACTED]>  
**Subject:** Re: Status Report

Dennis,  
Great first step. I would advise staying on our original plan of execution and funding. I don't have any confidence in Alta Vista and that relationship may undermine your long term fund raising capabilities. I am available if you want to discuss further.

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

On Oct 18, 2016, at 11:03 AM, Dennis Brewer <[REDACTED]> wrote:

I had an excellent meeting with Wal-Mart. We discussed using WinnettOrganics to support their organization nationwide during the winter as well as year round for local operations in California, Nevada, Arizona, and New Mexico. They are going to convey this information to their merchants in Bentonville who make merchandising decisions throughout their system. We will get back together In a

few weeks to discuss the opportunity further. They like to assign commodities to suppliers for three to five years at a time and we will be discussing that option in our next visit.

Regards,  
Dennis

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<image001.png>

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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, October 18, 2016 1:23 PM  
**To:** 'Ken Sheppard'  
**Cc:** 'Daniel Krewson'  
**Subject:** RE: Overview

Thanks, Ken. Things are progressing daily. Once I have the information from the landlord and broker regarding the first and their willingness to carry a significant second I will let you know.

Regards,  
Dennis

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**From:** Ken Sheppard [mailto:[REDACTED]]  
**Sent:** Tuesday, October 18, 2016 12:52 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Cc:** 'Daniel Krewson' <[REDACTED]>  
**Subject:** RE: Overview

Dear Dennis,

Thank you for this and for your gracious telephone call yesterday. Please kindly advise us of any new developments as discussed. Very nice to connect with you.

Kind regards,

Creative Flips, Inc.  
Ken Sheppard  
President  
5200 White Oak Avenue # 13  
Encino, CA 91316  
(office) 310-358-7087  
(cell) 818-585-9706  
(fax) 818-783-8819