

Email [REDACTED]
Corporate Web Site www.creativeflips.webs.com
Radio Show Web Site www.dealswithkd.com
Skype kensheppard51

USA Conference Call Number 712-432-1680 with pin code 317850# Please request an invitation to join our Linked In Community and invite us to Join Your Linked In Community.

Listen to our free radio internet show at www.blogtalkradio.com. It is called "Making Money In Real Estate When You Have No Money". We broadcast live each week at 8 AM in Los Angeles on Wednesday and all the shows are archived. Please join us for an informative discussion on many topics in this exciting industry. Many times we have very compelling guests from various sectors in this industry for your listening pleasure.

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From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Monday, October 17, 2016 12:55 PM
To: [REDACTED]
Cc: 'Daniel Krewson' <[REDACTED]>
Subject: Overview

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

 [WinnettOrganics Investor Presentation 160921.pptx](#)

Nice to speak with you. Here is our investor presentation for your review. I'm happy to supply additional detail as needed.

Regards,
Dennis

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



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, October 18, 2016 10:58 AM
To: 'Ronald G. McCormick'
Subject: Wal-Mart
Attachments: WinnettOrganics Retailer Presentation 161002.pptx

Ron – Thanks again for your time this morning. We are delighted to learn of your interest in WinnettOrganics and excited about the possibility of working with all of you to spread the organic fresh foods opportunity across your organization and with your customers. As we discussed, we are a full line supplier with operations in Arizona and soon to be in Nevada as well. We can support your private label program and provide our own brand with some excitement attached to it for consumers – a three year Tesla Model S lease given to a consumer registrant every quarter somewhere in the country. We can also provide logistics if that is desired. We have a 750 miles of free freight program for full truckloads which can be used to support and reduce landed costs in your system. This program requires \$100 million of annual purchased volume. Other programs are also available.

We can deliver volume – 33 million cases of organic product in 2018 as well as competitive long-term pricing. We have a very experienced team, from growers through logistics to senior management. We are dedicated to supporting our customers efforts to deliver fresh, high quality produce to our consumers and willing to put our brand alongside yours to support that goal. I look forward to developing a strong relationship with you and your team.

Regards,
Dennis

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www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, October 18, 2016 11:03 AM
To: [REDACTED]; [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch; [REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'
Subject: Status Report

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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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 19, 2016 8:43 AM
To: 'Chris Hughes'
Subject: RE: Reg A with VC follow on

Thanks, Chris. I appreciate the input.

We are in process with Wal-Mart and Kroger, and are expecting to begin talks with Costco in the near future. Wal-Mart has indicated interest in us for both the West and Midwest regions of their company's distribution network. We expect to commence operations, after development of 5,000 acres of organic land, in March 2017 and have first revenue in May 2017 from that 5,000 acres as well as 6,575 acres of conventional land.

I will keep you informed of our progress.

Regards,
Dennis

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From: Chris Hughes [mailto:[REDACTED]]
Sent: Wednesday, October 19, 2016 8:34 AM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Reg A with VC follow on

Thanks for note, Dennis.

We don't come across companies that have done what you are contemplating very often, and don't think we've invested in one to my knowledge...so while it is not a complete turn off, it does raise questions that are probably more negative than positive.

Better if you are raising preferred equity from accredited investor(s) in private markets initially to keep things clean and simple on your end for prospective investors.

Hope all is well.

Christopher Hughes
REVOLUTION GROWTH
Office: 202.776.1416 | Mobile: 240.515.4964

From: Dennis Brewer [<mailto:>]
Sent: Wednesday, October 19, 2016 7:00 AM
To: Chris Hughes
Subject: Reg A with VC follow on

We are considering doing a SEC Reg A preferred stock offering of \$40MM early next year. If we complete this offering and demonstrate good results, would Revolution still be potentially interested in making an investment?

I am asking because our investment bankers, Dominick and Dickerman, have expressed concern about potential prejudicial effects of such an offering on the willingness of accredited, sophisticated investors to invest in such a scenario. I personally have been involved in situations where a group of doctors made investments to get things started and venture capitalists came along later to fund the company's ramp up of sales and distribution. As a result, we have different perspectives on the matter. I would greatly appreciate your firm's input on this issue.

Thank you.

Regards,
Dennis

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www.winnettorganics.com



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Dennis Brewer

From: Chris Hughes <[REDACTED]>
Sent: Wednesday, October 19, 2016 8:34 AM
To: Dennis Brewer
Subject: RE: Reg A with VC follow on

Thanks for note, Dennis.

We don't come across companies that have done what you are contemplating very often, and don't think we've invested in one to my knowledge...so while it is not a complete turn off, it does raise questions that are probably more negative than positive.

Better if you are raising preferred equity from accredited investor(s) in private markets initially to keep things clean and simple on your end for prospective investors.

Hope all is well.

Christopher Hughes
REVOLUTION GROWTH
Office: 202.776.1416 | Mobile: 240.515.4964

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Wednesday, October 19, 2016 7:00 AM
To: Chris Hughes
Subject: Reg A with VC follow on

We are considering doing a SEC Reg A preferred stock offering of \$40MM early next year. If we complete this offering and demonstrate good results, would Revolution still be potentially interested in making an investment?

I am asking because our investment bankers, Dominick and Dickerman, have expressed concern about potential prejudicial effects of such an offering on the willingness of accredited, sophisticated investors to invest in such a scenario. I personally have been involved in situations where a group of doctors made investments to get things started and venture capitalists came along later to fund the company's ramp up of sales and distribution. As a result, we have different perspectives on the matter. I would greatly appreciate your firm's input on this issue.

Thank you.

Regards,
Dennis

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www.winnettorganics.com



Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, October 20, 2016 5:42 AM
To: 'Michael Broadway'
Subject: RE: Kingman 16000 acres

Michael – I'm in northern NJ, near Manhattan, so let's see if we can do this via email and phone calls. What I would like to see is:

- 1) Appraisal supporting MetLife loan
- 2) Equipment list
- 3) Well list and map
- 4) Irrigated and non-irrigated areas map
- 5) Any soil tests
- 6) Information on the MetLife first mortgage balance
- 7) Proposed second mortgage amount and terms

Thanks.

Regards,
Dennis

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From: Michael Broadway [mailto:[REDACTED]]
Sent: Wednesday, October 19, 2016 9:07 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Kingman 16000 acres

Have maps together, contact u in the morning. I am willing to fly there for presentation.

On Oct 19, 2016 15:34, "Michael Broadway" <[REDACTED]> wrote:

Contact u in 1 hour

On Oct 19, 2016 3:32 PM, "Dennis Brewer" <[REDACTED]> wrote:

Hi Michael – Am expecting a written proposal from you on the 16,000 acres at Red Lake outlining the terms of a deal, including a revised price, first and second mortgage amounts, and a detailed equipment list. Hopefully, you will be able to provide that soon. Our funds should be available in January to close a deal if there is one to be made. We would like to start farming the conventional ground immediately upon closing and begin developing the organic ground as well. As I mentioned, we will be investing \$15MM over three years to develop the organic ground and will be investing up to \$33MM in shadehouses as well.

Thanks.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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Dennis Brewer

From: Stacy Spencer <[REDACTED]>
Sent: Thursday, October 20, 2016 4:49 PM
To: Dennis Brewer
Subject: RE: Account

Good Afternoon Dennis,

I just wanted to see if you had any updates on your financial situation. I understand that you are waiting on other people for your funding, but your account now has a balance due of over \$6,000. We really need to make some big progress on this by the end of the month or unfortunately, we are going to need to shut down your account.

We really hope that it works out to keep working with you!



Stacy Spencer
Bookkeeper

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From: Stacy Spencer
Sent: Tuesday, October 11, 2016 10:14 AM
To: 'Dennis Brewer' <[REDACTED]>
Cc: Ryan Harris <[REDACTED]>
Subject: RE: Account

Dennis,

Thank you for the updated card. Just wanted to let you know that a \$100 payment was processed for today.

Thank you again,



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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, October 11, 2016 9:50 AM
To: Stacy Spencer < [REDACTED]>
Cc: Ryan Harris < [REDACTED]>
Subject: RE: Account

Sorry – They changed passwords when they went to a new system and I did not receive the password so I was not sure how much was in the account. I will call you with a new card later today.

Regards,
Dennis

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From: Stacy Spencer [mailto: [REDACTED]]
Sent: Tuesday, October 11, 2016 12:40 PM
To: Dennis Brewer < [REDACTED]>
Cc: Ryan Harris < [REDACTED]>
Subject: RE: Account

Good Morning Dennis,

Thank you for your email. I attempted to charge \$100 to the credit card we have on file, and unfortunately, the payment could not be processed. I understand things are tight, but I really need some type of payment to keep your account open.

Also, I was looking over your account trying to find ways to save you money. I saw that you are paying \$175 for five additional members on your profile (\$35 per executive). Would you like to eliminate the ability to transfer calls to some of these additional executives to help cut some costs?

Please let me know your thoughts.

Thank you,



Stacy Spencer
Bookkeeper


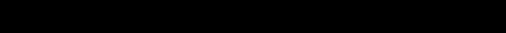
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From: Dennis Brewer [[mailto:](#) 
Sent: Monday, October 10, 2016 10:00 AM
To: Stacy Spencer <
Subject: RE: Account

Stacy - Please try to take \$100 from our usual place. If that does not work, let me know. We are currently waiting on a procrastinator to get the major funding done. Not much I can do to speed things up.

Regards,
Dennis

Dennis Brewer
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From: Stacy Spencer [[mailto:](#) [REDACTED]]
Sent: Monday, October 10, 2016 12:53 PM
To: Dennis Brewer <[REDACTED]>
Cc: Ryan Harris <[REDACTED]>
Subject: RE: Account

Good Morning Dennis,

I apologize for the delay in responding to your email, and I appreciate your update very much. I understand that things are tight, but we haven't received a payment since the end of August. Is there any way we can get at least a \$100 payment this week? I really need to show my manager and the corporate office that we are making progress on your balance.

We really want to continue working with you!

Thanks Dennis,



Stacy Spencer
Bookkeeper

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From: Dennis Brewer [[mailto:](#) [REDACTED]]
Sent: Monday, October 03, 2016 9:06 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: Account

Stacy - You are welcome and thank you again for your understanding. We have made some progress toward the presentation to our Hyder landlord for a \$23MM loan but have not yet presented as we are waiting on some feedback as to pricing from labor contractors. As soon as we get that, we will make the presentation. I am also working to try to get a \$1MM bridge loan but we need to get a signed contract before that can happen. That may come from Wal-Mart in the fairly near future but has not yet happened either. There is a lot going on to solve our cash flow problem but it is not yet resolved.

Regards,
Dennis

Dennis Brewer
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From: Stacy Spencer [mailto: [REDACTED]]
Sent: Monday, October 3, 2016 12:01 PM
To: Dennis Brewer < [REDACTED]>
Subject: RE: Account

Happy Monday Dennis,

Just wanted to check in with you again and see if any progress had been made over the past week.

Thanks for the updates!



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Bookkeeper

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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, September 20, 2016 6:39 AM
To: Stacy Spencer < [REDACTED]>
Subject: RE: Account

No problem – thanks for staying in touch. We are expecting to meet with our funder the week of September 26th. This is a delay from my prior expectation but our CFO went to Italy so progress pretty much stopped for two weeks. I would

have preferred he complete the budget before he left but that did not happen, and since his pay right now is the same as mine – nothing - I have limited ability to influence behavior. He is back on Friday and the budgeting process will be back on track shortly thereafter. I do not know how long it will take for our funder to make funds available but am now hoping for early October. The funding is \$23MM so we will be able to pay you off then. Sorry for the delay, our intentions have not changed and we are making progress.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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From: Stacy Spencer [[mailto:](#) [REDACTED]]
Sent: Tuesday, September 20, 2016 9:26 AM
To: [REDACTED]
Subject: Account

Hi Dennis,

I'm sorry for all of my emails asking you about updates. I'm just trying to make sure we stay in communication so I can give status reports back to my manager. Have you made any progress on your contract? I'm trying to see if we can schedule a payment and possibly one that makes a dent in the balance due.

Thank you Dennis,



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Bookkeeper

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From: Stacy Spencer
Sent: Wednesday, September 07, 2016 9:29 AM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: August Invoice

Good Morning Dennis,

Hope you are doing well. I wanted to follow up with you and see if you had made any progress on your Hyder contract.

Thank you,



Stacy Spencer
Bookkeeper

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From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Monday, August 29, 2016 6:41 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: August Invoice

Stacy - We are working with the Hyder, AZ landlord to receive a \$15MM disbursement as part of a \$22.7MM capital project on 2,560 acres there. I do not have an exact date as yet but expect the disbursement to occur in early September. In the meantime, please take a \$100 payment from our account. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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www.winnettorganics.com



Organic Fresh Food Specialists

From: Stacy Spencer [mailto: [REDACTED]]
Sent: Monday, August 29, 2016 9:35 AM
To: Dennis Brewer < [REDACTED]>
Subject: RE: August Invoice

Good Morning Dennis,

Hope you are doing well. I just wanted to email you and see how things were going. I know you mentioned making a large payment the beginning of September, and I wanted to see if that is still something you are planning to do?

Thanks so much,



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Bookkeeper

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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Wednesday, August 03, 2016 11:08 AM
To: Stacy Spencer < [REDACTED]>
Subject: RE: August Invoice

We will have to do \$100 this time. I expect to have funding to catch you up by this time in September if not sooner. We are working with a funder on detailed due diligence right now and will be working to close with them after a final meeting next Thursday in Phoenix.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.

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www.winnettorganics.com



Organic Fresh Food Specialists

From: Stacy Spencer [<mailto:> [REDACTED]]
Sent: Wednesday, August 3, 2016 2:06 PM
To: Dennis Brewer <[REDACTED]>
Cc: Ryan Harris <[REDACTED]>
Subject: August Invoice

Good Morning Dennis,

Hope this email finds your well. I just wanted to check in and see if we could schedule another payment towards your account. Is there any way we can start scheduling payments for more than \$100 at a time? Your current account balance is over \$5,300, and I really don't want to see you fall any further behind. Let me know your thoughts and if Ryan or I can be any help to you.

Thanks Dennis,



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Bookkeeper

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From: Dennis Brewer [<mailto:> [REDACTED]]
Sent: Wednesday, July 13, 2016 10:22 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Sure. \$100 is fine. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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www.winnettorganics.com



Organic Fresh Food Specialists

From: Stacy Spencer [mailto: [REDACTED]]
Sent: Wednesday, July 13, 2016 12:59 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: April Invoice

Good Morning Dennis,

Hope you are doing well. I wanted to check in and see if we could schedule another payment.

Thank you,



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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Thursday, June 23, 2016 8:04 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Please take another \$100. Thank you.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
Winnett Perico, Inc.
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www.winnettorganics.com



Organic Fresh Food Specialists

From: Stacy Spencer [[mailto:](#) [REDACTED]]
Sent: Thursday, June 23, 2016 10:26 AM
To: Dennis Brewer <[REDACTED]>
Subject: RE: April Invoice

Hi Dennis,

Hope you are doing well. I just wanted to check in and see how things were going? Can we schedule another payment?

Thanks for the help!



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Bookkeeper

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From: Dennis Brewer [[mailto:](#) [REDACTED]]
Sent: Wednesday, June 08, 2016 5:10 PM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Stacy - Go ahead and take another \$100 payment. I am hoping for a breakthrough this month that will put us back on track and get us current again but do not know for certain that it will happen.

Regards,

Dennis

Dennis Brewer
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Organic Fresh Food Specialists

From: Stacy Spencer [<mailto:> [REDACTED]]
Sent: Wednesday, June 8, 2016 8:06 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: April Invoice

Good Afternoon Dennis,

Hope things are going well for you. I wanted to thank you for working on catching up on your account – we really appreciate it. As an update, I wanted to let you know that your current balance is \$4,309.10. Would you like to schedule another payment? And would you like to keep your payments at \$100 or would you like to increase it? Please let me know.

Thank you,



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From: Stacy Spencer
Sent: Tuesday, May 24, 2016 10:12 AM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: April Invoice

Great! I'll go ahead and get that payment processed.

Have a great day,



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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, May 24, 2016 10:07 AM
To: Stacy Spencer < [REDACTED]>
Subject: RE: April Invoice

Yes. Thanks, Stacey.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Organic Fresh Food Specialists

From: Stacy Spencer [mailto: [REDACTED]]
Sent: Tuesday, May 24, 2016 1:05 PM
To: Dennis Brewer < [REDACTED]>
Subject: RE: April Invoice

Good Morning Dennis,

Hope things are going well for you. Just wanted to check in and see if we could schedule another \$100 payment.

Thank you,



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From: Dennis Brewer [[mailto:](#) [REDACTED]]
Sent: Tuesday, May 10, 2016 6:44 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Yes, thanks.

Regards,
Dennis

Dennis Brewer
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Winnett Perico, Inc.
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Organic Fresh Food Specialists

From: Stacy Spencer [[mailto:](#) [REDACTED]]
Sent: Tuesday, May 10, 2016 9:42 AM
To: Dennis Brewer <[REDACTED]>
Subject: RE: April Invoice

Thanks Dennis – do you still want to use card ending in 5149?



Stacy Spencer
Bookkeeper



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From: Dennis Brewer [<mailto:> 
Sent: Tuesday, May 10, 2016 6:41 AM
To: Stacy Spencer <
Subject: RE: April Invoice



\$100 would be fine. Thanks, Stacy.

Regards,
Dennis

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



Organic Fresh Food Specialists

From: Stacy Spencer [<mailto:> 
Sent: Tuesday, May 10, 2016 9:40 AM
To: Dennis Brewer <
Subject: RE: April Invoice

Good Morning Dennis,

Hope things are going well for you. I wanted to see if we could set up another payment for this week.

Please let me know if that will work and the amount you would like to pay.

Thank you Dennis!



Stacy Spencer
Bookkeeper

5151 E Broadway Blvd Ste 1600
Tucson, AZ 85711
P: (520) 512-5400

1846 E. Innovation Park Dr.
Oro Valley, 85755
P: (520) 318-5400



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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, April 26, 2016 10:27 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Yes, same info as last time. Thank you.

Regards,
Dennis

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



Organic Fresh Food Specialists

From: Stacy Spencer [mailto: [REDACTED]]
Sent: Tuesday, April 26, 2016 1:25 PM
To: [REDACTED]
Subject: RE: April Invoice

Good Morning Dennis,

Hope things are going well for you. I just wanted to follow up and see if we could schedule another \$100 payment for this week. Please let me know if that works for you.

Thank you,



Stacy Spencer
Bookkeeper

5151 E Broadway Blvd Ste 1600
Tucson, AZ 85711
P: (520) 512-5400

1846 E. Innovation Park Dr.
Oro Valley, 85755
P: (520) 318-5400



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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, March 28, 2016 4:02 PM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Thanks very much.

Regards,
Dennis

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

From: [REDACTED]
To: [REDACTED]
CC: [REDACTED]
Subject: RE: April Invoice
Date: Mon, 28 Mar 2016 23:00:57 +0000

Thank you Dennis. And I have included Amy in this email. She will be able to get your mail forwarded to you.

Thank you,



Stacy Spencer
Bookkeeper

5151 E Broadway Blvd Ste 1600
Tucson, AZ 85711
P: (520) 512-5400

1846 E. Innovation Park Dr.
Oro Valley, 85755
P: (520) 318-5400



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From: Dennis Brewer [[mailto:](#) [REDACTED]]
Sent: Monday, March 28, 2016 8:47 AM
To: Stacy Spencer <[REDACTED]>
Subject: RE: April Invoice

Thanks Stacy. We can make a payment by April 10th.

Also, please have someone mail me the contents of our mailbox. I am looking for the debit card on our new bank account so we can use that for payment going forward. Thanks very much.

450 Island Road #35
Ramsey, NJ 07446

Regards,
Dennis

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



Organic Fresh Food Specialists

From: Stacy Spencer [mailto: [REDACTED]]
Sent: Monday, March 28, 2016 11:24 AM
To: [REDACTED]
Cc: Ryan Harris <[REDACTED]>
Subject: April Invoice

Good Morning Dennis,

Hope you are doing well.

I wanted to email your April invoice but also talk to you about your next payment. You will have noticed that on your last few months invoices, there is a 10% late fee for the balance not paid. This is something that is required from our Corporate office, and I can't remove the fee entirely. I spoke with Ryan, and if you can make a \$100 payment by April 10 and continue to make consistent \$50 - \$100 payments every few weeks, I can lower the Late fee to \$25 on each of your January, February, March and April invoices. This would decrease the balance due on your account by \$885.11. We appreciate you and how open you have communicated with us over the last few months. We hope that this eliminates some pressure from you.

Please let either Ryan or I know if you have any questions.

Thank you Dennis,



Stacy Spencer
Bookkeeper

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Oro Valley, 85755
P: (520) 318-5400



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, October 20, 2016 1:01 PM
To: 'Ronald G. McCormick'
Subject: Approximate Annual Production

Ron – This is our approximate annual production in cases:

Approximate Cases	2017 (6 mo.)	2018	2019	2020	
Organic	8,425,837	35,787,324	50,982,687	66,447,198	80,3
Conventional	6,310,609	9,889,983	9,889,983	15,036,541	30,0

Regards,
Dennis

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



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Dennis Brewer

From: Sharon Benson <[REDACTED]>
Sent: Friday, October 21, 2016 2:24 PM
To: [REDACTED]
Subject: Professional Telephone Answering Lease and Set Up Form
Attachments: Professional Telephone Answering Lease.pdf; Lux Telephone Config Form.pdf

Hello Dennis,

It was nice to speak with you on the phone this morning. Attached you will find the lease for Professional Telephone Answering and the telephone configuration form so my team and I can best service you. We look forward to working with you and your team in the near future. Should you have any questions please do not hesitate to ask me.

Thank you,

Sharon
Sharon Benson, Director



Lux Offices L.L.C.
12725 W. Indian School Road
Suite E-101
Avondale, AZ 85392

P: 623.512.4900
F: 623.512.4906
W: luxoffices.com
FB: facebook.com/LuxOffices

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, October 22, 2016 7:35 PM
To: 'Andrew Kunsak'
Subject: RE: S-1 Update

Andrew – We may have scared off our underwriters. One of their media operatives, not part of the broker-dealer, is a bad actor. We confronted the managing director about this and have not heard back from them since so we will see if this is going anywhere in due time.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
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From: Andrew Kunsak [mailto:[REDACTED]]
Sent: Wednesday, October 19, 2016 9:56 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: S-1 Update

Dennis, please send me the underwriting agreement when it is executed.

Also, if you can send me the financials before the audit is complete so I can begin updating the S-1, it will help to get this filed timely.

Thanks,

On Mon, Oct 17, 2016 at 11:32 AM, Dennis Brewer <[REDACTED]> wrote:

Sure, call me when you can. The only significant changes are two fewer potential employees, some options issued and the preferred stock units we will be issuing (7% cumulative dividend and convertible to common based upon a formula). The units will be well described in the underwriting contract I will send you as soon as it is signed.

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



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From: Andrew Kunsak [mailto:[REDACTED]]
Sent: Monday, October 17, 2016 12:28 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: S-1 Update

Dennis, I'll need to review our files. Will you have time for a brief call tomorrow afternoon? I'll be able to let you know at that time how everything looks on our end.

On Mon, Oct 17, 2016 at 11:18 AM, Dennis Brewer <[REDACTED]> wrote:

Andrew - We expect a final contract on a firm \$40MM underwriting by AltaVista Capital, NYC, today or tomorrow. Do you have time to update the S-1 and file it on Nov 7th? Our audits are supposed to be signed off on Nov 4th. Other than that, things are about the same with a couple of personnel losses and a few options issued. Please let me know. Thanks.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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

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--

Regards,

Andrew Kunsak
Project Manager
Securities Compliance Group, Ltd.
[888.978.9901](tel:888.978.9901) Tel.
[312.754.9499](tel:312.754.9499) Intl.
[630.689.9471](tel:630.689.9471) Fax



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--

Regards,

Andrew Kunsak
Project Manager
Securities Compliance Group, Ltd.
[888.978.9901](tel:888.978.9901) Tel.
[312.754.9499](tel:312.754.9499) Intl.
[630.689.9471](tel:630.689.9471) Fax



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Dennis Brewer

From: [REDACTED]
Sent: Saturday, October 22, 2016 2:06 PM
To: Dennis Brewer
Subject: RE: Phone Number Needed

The cell would be best.
Thanks,
Jason

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

Subject: RE: Phone Number Needed

From: "Dennis Brewer" <[REDACTED]>

Date: Sat, October 22, 2016 8:29 am

To: <[REDACTED]>

Thanks Jason. Would you prefer home or cell? We are switching phone answering to Avondale as of Nov 1.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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www.winnettorganics.com



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From: [REDACTED] [[mailto:\[REDACTED\]](#)]
Sent: Saturday, October 22, 2016 11:24 AM
To: Dennis Brewer <[REDACTED]> Rafael Gomez
<[REDACTED]> Bruce Blitch <[REDACTED]>
Subject: RE: Phone Number Needed

Hi Dennis,

The Broadway office has my home office number on file. You can also list my cell 520-591-0770.

Regards,

Jason

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

Subject: Phone Number Needed

From: "Dennis Brewer" <[REDACTED]>

Date: Sat, October 22, 2016 7:32 am

To: "Rafael Gomez" <[REDACTED]>

< [REDACTED] "Bruce Blitch"
< [REDACTED] < [REDACTED]

Please provide a phone number for WinnettOrganics calls to be forwarded to you. Thanks.

Regards,
Dennis

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



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, October 22, 2016 6:16 AM
To: 'White Wolf Properties, LLC'
Subject: RE: Funding

Sure. We will be glad to help out with Sasha's once we have some capability to do so. I believe we are almost there as well. Thanks for the investment. Here is where to send it:

Make check to Winnett Perico, Inc.
Endorse the back as follows:

For deposit only
Winnett Perico, Inc.
13461785

Send to:
Great Western Bank
1721 N Arizona Avenue, Suite 1
Chandler, Arizona 85225

And thanks again!

Regards,
Dennis

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



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From: White Wolf Properties, LLC [mailto:[REDACTED]]
Sent: Friday, October 21, 2016 9:52 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Funding

Tell you what I'll send you 2500 and after you settle in as thanks you can give some input and perhaps help me market Sashas Farm? I have great product am USDA GAP certified but have only 1 organic Co-Op and Geneva National Golf Course steak house as buyers

The USDA at this time will not allow hydroponic grow is to be certified organic my product is healthier than 90% of what's on the market I need some contacts I need some breaks I know I can sell it I'm in cold calling like crazy and hitting brick walls because I don't have the black-and-white organic label

Oh by the way the consortium of farmers are pushing the USTA to ban greenhouses and hydroponic container type of ours from ever being organic or even selling to the public I don't think that will pass but they do not want it about organic unless it's in the earths crust keep that in mind I'll forward you the article on greenhouse operations. Even if your greenhouse has soil it's not what they now call "Earth Crust planting" cute huh?

I'm capable of producing 4000 to 5000 heads of lettuce every month and would be an ideal supplier for a local grocer or restaurant chain like a Chipolte which obviously has NO food safety protocols that work. Our product is so good and clean and safe if you washed it at home with tapwater you would actually be contaminating our product it's almost like being grown in a clean room of semi conductor chips and yet it is vibrant in color excellent taste. I even had a lab test on a molecular level.

I obtained the co-op customer through cold calling but people like Hy-Vee Walmart Panera Supervalu you name it unless you know someone I'm just a guppy in a big ocean

It's not a bribe or blackmail but my farm is bleeding cash of about 2500 monthly I have \$160,000 in investments gone sour may get pennies on dollar back but I believe you are right on the cusp of breaking thru

I've supported you for over a year I'm asking for some of your contacts expertise etc in supporting me and I'm in no way direct competition but perhaps a good incubator to learn what goes on when growing in a greenhouse container type environment My small farm has excellent experience I think you'll find interesting.

Dean T Smith
Business Development

On Oct 21, 2016, at 5:45 PM, Dennis Brewer <[REDACTED]> wrote:

I had expected to have the Hyder \$23MM funding some time ago but we are still waiting for that meeting to transpire. The consultant in charge of the proposal process for us is a perfectionist and is still waiting on H2A adverse effect wage rates for 2017 to be announced. Without getting into all the technical details, that may yet be a while, up to a month or so. We desperately need \$2500 to fund telephone service and to allow me to travel to Cincinnati to meet with Kroger. Our phones go dead on October 31 if we do nothing. I'm sure you are tired of my pleading - I know I am - but need your support one more time if you can find it in yourselves to do it.

I believe we will be successful at getting the \$23MM from the Hyder landlord. The Reg A offering seems to be off as we identified a bad actor in the group at the underwriter's firm and, having confronted the Managing Partner about it, have not heard from them since. Subject to receiving some cash beyond the \$23MM for ramp up and for a down payment, we have figured out ways to acquire the \$99MM 16,000 acre farm north of Kingman and put up shadehouses and housing on it using very little of our own money. Dominick and Dickerman are busy trying to identify a better source for the funds we need to complete that purchase. We are moving down the road with Wal-Mart on a Midwest and West Coast program involving as many as half their 43 grocery distribution centers. I am working Costco and Amazon Fresh to get meetings. We have identified a 5,000 acre organic farm in northern Nevada to plug our summertime gap, making us much more appealing to the large retailers.

We have a great many good things going on and will get the cash we need to make this thing fly sometime soon. In the meantime, I bang the tin cup one more time. Thanks for considering it. I really appreciate the support you have provided.

Regards,
Dennis

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

<image002.png>

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, October 24, 2016 1:16 PM
To: 'Cardone, Andrew'
Subject: RE: How's it going? Anything bearing fruit?

Thanks, Andrew – we'll chat then.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
www.winnettorganics.com



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From: Cardone, Andrew [mailto:[REDACTED]]
Sent: Monday, October 24, 2016 1:13 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: How's it going? Anything bearing fruit?

That's great –

Looking forward to our call next week with John Kiely.

Best,

Andrew

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Monday, October 24, 2016 1:12 PM
To: Cardone, Andrew <[REDACTED]>
Subject: RE: How's it going? Anything bearing fruit?

I've signed their contract and am referring any opportunities that come our way to them for review and action. Yes, they are very helpful and we will be smoothly on track as soon as we have some significant cash.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.



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From: Cardone, Andrew [[mailto:](#) [REDACTED]]
Sent: Monday, October 24, 2016 1:09 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: How's it going? Anything bearing fruit?

Oh nice – looks like you’re making solid progress.

Did you formally engage Michael and Dickerman? I would think having a single source banker running the show alongside of you would be helpful at this point – and allow you to focus more on the operational aspects vs fundraising

From: Dennis Brewer [[mailto:](#) [REDACTED]]
Sent: Monday, October 24, 2016 12:52 PM
To: Cardone, Andrew <[REDACTED]>
Subject: RE: How's it going? Anything bearing fruit?

Andrew – We are making some progress with Wal-Mart and Kroger, still in early exploration stage. No progress yet with Costco and Albertson’s. Our funding is coming along but we still lack the cash we need to be aggressive in the marketplace and hire key personnel. Our key financing objectives and status are:

- ▶ \$23MM for production ramp up at Hyder, AZ – should happen this week
- ▶ \$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 – should happen this week
- ▶ \$70MM for 350,000 sf packing and distribution facility - done
- ▶ \$4MM for 200 acres of greenhouses, eventually 700 acres, \$14MM - done
- ▶ \$205MM purchase, solar cooling terminal, housing at 16,000 acre Kingman, AZ area farm – expected to be complete by year end
- ▶ 2017 Production Ramp Up – Kingman Farm 2,560 organic acres, 6,575 conventional acres, \$50MM working capital, \$5MM irrigation mainlines, \$35MM equipment, and \$20MM down payment - \$60MM equity, \$50MM debt – needs to be completed by year end
- ▶ 2017-18 Production Infrastructure – Kingman, Hyder Shadehouses 1,500 acres, \$35MM fixed assets – leases – we will be building 500 acres of this next year, 1,000 in 2018
- ▶ 2018 Production and Distribution Infrastructure – Buckeye Plant Equipment 350,000 sf, \$30MM fixed assets – lease – needs to be completed by year end 2017
- ▶ 2018 Production Infrastructure – Gerlach, NV farm 5,000 organic acres, \$25MM – equity, debt – needs to be completed by year end 2017

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245



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From: Cardone, Andrew [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Monday, October 24, 2016 12:44 PM
To: Dennis Brewer <[REDACTED]>
Subject: How's it going? Anything bearing fruit?

Andrew Cardone

Vice President
Financial Advisor
Bestwick Cardone Group
NMLS ID 1395719

Merrill Lynch, Pierce, Fenner & Smith Inc.

717 5th Avenue
6th Floor
New York, NY 10022
Tel: 212.415.7712
Fax: 646.461.1152
[REDACTED]

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Dennis Brewer

From: AltaVista Capital Markets <[REDACTED]>
Sent: Tuesday, October 25, 2016 1:36 PM
To: 'Dennis Brewer'
Subject: Dennis Brewer

AltaVista Capital Markets today announced it completed its \$50 Million USD Capital Raise for its Fixed Income Venture Fund.

AltaVista Capital Markets today announced that it has successfully completed its \$50 Million USD Capital Raise for its Fixed Income Venture Fund, and will increase the Funds Capitalization by \$50 Million in 2017.

New York City, New York – (Monday, October 24th, 2016) Today, AltaVista Capital Markets, LLC announced that it has successfully completed its Series A Round of \$50 Million USD, with investments and forward commitments from a diversified group of domestic and foreign investment groups and individual high net worth investors. AltaVista Capital Markets, LLC also announced its intention to increase this Offering by \$50 Million USD through a Series B round starting in January of 2017.

AltaVista Capital Markets, LLC, provides Venture Capital, Private Equity, and Investment Banking solutions to Early Stage Development Companies and Growth Stage Companies primarily throughout North America.

The Company also announced that it will close on its first investments; Samba Brazilian Gourmet Pizza Corporation, Stock Market Bar & Grill, and two international Real Estate Ventures in January and February of 2017.

Additional Information about AltaVista Capital Markets, LLC can be found on the Company's websites:

<http://www.AltaVista-Cap.com>
<http://www.NanocapMarket.com>
<http://www.MicrocapMarket.com>

Media Requests can be sent to [REDACTED]

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 26, 2016 5:02 PM
To: 'AltaVista Capital Markets'
Subject: Update

Thanks for including us in the circulation of your press release regarding the \$50MM raise - and congratulations. About a week ago, you indicated you would be back to me shortly with a revised firm \$40MM underwriting agreement and a meeting date. Are those things still in your plans? When could we meet in your WTC office? I am around next week except for Wednesday, and the following week would be available on Monday or Tuesday.

We are expecting good news from Wal-Mart and Kroger over the next several weeks, though it will likely take some time beyond that to conclude final agreements with them. Wal-Mart is talking about a five year scenario in the Midwest with us. I will be speaking with the Category Manager and Buyer at Kroger the week of November 7th.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, October 26, 2016 1:22 PM
To: [REDACTED]
Subject: Hyder Proposal

Greg/Paul – What is the status of the proposal on Hyder? When do you expect it will be delivered? Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
www.winnettorganics.com



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Dennis Brewer

From: Gregory P. Crossgrove <[REDACTED]>
Sent: Wednesday, October 26, 2016 4:42 PM
To: Dennis Brewer
Cc: [REDACTED]
Subject: Re: Hyder Proposal

Dennis/ Paul- I should start reviewing final draft with Paul by Friday or Monday. I should be able to present to Barry by the end of next week. Greg

Sent from my iPhone

On Oct 26, 2016, at 10:21 AM, Dennis Brewer <[REDACTED]> wrote:

Greg/Paul – What is the status of the proposal on Hyder? When do you expect it will be delivered?
Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
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<image001.png>
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, October 27, 2016 5:47 AM
To: [REDACTED]
Subject: WGA Pricing

Greg - I am doing a pricing study to quote Wal-Mart on organic items. Do you have access to any Western Growers organic pricing info you could share with me on a confidential basis?

Regards,
Dennis

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



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, October 27, 2016 7:52 AM
To: [REDACTED]
Subject: C&S

Richard – Let's go see C&S the week of Nov 14. I'll take the train to Albany and meet you there in the morning around 10 AM. We can be in Grimaldi's office about 2:00 PM and head back to Albany after that. It will be a long day but doable if the weather is good enough for you to drive. If we can get the deal with C&S, we will be able to raise the next round much faster than otherwise so it would be a good thing for all of us.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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623-207-9675 520-549-6245
www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, October 28, 2016 8:06 AM
To: [REDACTED]
Subject: RE: C&S

We can field pack under any label, just need the packaging design and some indication of demand so we can keep adequate supplies of packaging in stock.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
www.winnettorganics.com



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From: [REDACTED] [mailto:[REDACTED]]
Sent: Friday, October 28, 2016 8:01 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: C&S

Ok I'll get back to you. When can we do private label for the "Best" product line C& S has for it's independent stores?

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

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

From: Dennis Brewer
Date: Fri, Oct 28, 2016 7:50 AM
To: [REDACTED]
Cc:
Subject: RE: C&S

We can do packaging – field pack - in July for certain and we should make the visit with that in mind. That would allow us to ramp with melons then add leafy greens and broccoli, cauliflower and other such cool season crops as we work our way into fall in both Kingman and Hyder. Since he is close, it would be good to see him sooner than later.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
www.winnettorganics.com



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From: [REDACTED] [mailto:[REDACTED]]

Sent: Friday, October 28, 2016 7:43 AM

To: Dennis Brewer <[REDACTED]>

Subject: Re: C&S

Dennis I was in NYS all day yesterday in meetings. I think we should propose the 75% deal to Markon and a few other bulk buyers first until we have a fixed date for C&S on packaging for retail and confident delivery dates. I will be in NYC some of week of the 14th. I also need to be in Boston in November, I will check on those dates and planned to see Albert's availability then too.

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

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

From: Dennis Brewer

Date: Fri, Oct 28, 2016 7:29 AM

To: [REDACTED]

Cc:

Subject:FW: C&S

Grimaldi visit....when can you do it?

Regards,
Dennis

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

Sent: Thursday, October 27, 2016 7:52 AM

To: [REDACTED] <[REDACTED]>

Subject: C&S

Richard – Let's go see C&S the week of Nov 14. I'll take the train to Albany and meet you there in the morning around 10 AM. We can be in Grimaldi's office about 2:00 PM and head back to Albany after that. It will be a long day but doable if the weather is good enough for you to drive. If we can get the deal with C&S, we will be able to raise the next round much faster than otherwise so it would be a good thing for all of us.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, November 1, 2016 6:07 PM
To: 'Jonatha Cross'
Subject: RE: BlackPool Has Merged

Jon – Hope this works out well for you. Will stay in touch.

Regards,
Dennis

Dennis Brewer
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From: Jonatha Cross [mailto:[REDACTED]]
Sent: Tuesday, November 1, 2016 2:36 PM
To: Dennis Brewer <[REDACTED]>
Subject: BlackPool Has Merged

Dennis,

I hope this email finds you moving Winnett forward with your investors.

I thought I would drop you a quick note to let you know that BlackPool has merged with XL Investors and the combined companies will be moving forward as Shefford Capital Partners.

Intersecting BlackPool's capital and strategic capabilities with XL Investors's equity funds and broad investor base brings expanded resources to small companies interested in mergers and acquisitions through our [M&A Platform](#). and our new [Capital Formation Platform](#) allows early stage companies and companies focused on organic growth to be introduced to the right investors.

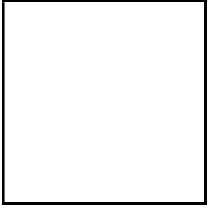
Let me know if you need any help.

Jonathan Cross
President

Shefford Capital Partners, Inc.
477 Madison Avenue
Sixth Floor
New York, New York 10022

[Shefford Capital Partners](#)
[Capital Access Point](#)

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, November 1, 2016 6:45 PM
To: [REDACTED]
Subject: Kingman
Attachments: Copy of Kingman Water Test Results.xlsx; Copy of Kingman Soil Samples.xlsx

Please review the attached soil and water samples for our planned farm at Kingman, AZ and let me know if you think you can help there. Thanks.

Regards,
Dennis

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