

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, December 1, 2016 4:37 PM
To: 'Christopher Nichols'
Subject: RE: Meeting week of Dec 12

Chris - Let's meet the morning of the 15th 9AM at Ramsey Corner Café 86 Main St – same place as before with Sandi. That doubles as my conference room when I am in town. Bring a big appetite and we'll have breakfast while we talk.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Christopher Nichols [mailto:[REDACTED]]
Sent: Thursday, December 1, 2016 3:56 PM
To: [REDACTED]
Subject: Meeting week of Dec 12

Good afternoon Dennis

Just an update, we are working through the senior management review process and expect to be completed by the end of next week.

Would you be available Wednesday the 14th or morning of the 15th to get together and review/discuss with myself and VP Sales, Bill Toerpe? We are available to meet anywhere you choose.

Chris

The information contained in this electronic communication and any accompanying document is confidential, may be attorney-client privileged, and is intended only for the use of the addressee. It is the property of Ryder System, Inc. Unauthorized use, disclosure or copying of this communication, or any part of it, is strictly prohibited and may be unlawful. If you have received this communication in error, please notify the sender immediately by return email, and destroy this communication and all copies of it, including all attachments. Electronic communication may be susceptible to data corruption, interception and unauthorized tampering and Ryder disclaims all liability of any kind for such actions or any consequences that may arise directly or indirectly therefrom.

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, December 5, 2016 3:20 PM
To: 'Steve Frambes'
Subject: Updated PPM
Attachments: WinnettOrganics Investor Presentation 161115.pptx; Winnett Perico PPM 161203.pdf; OTA_Laura_Batcha_Organic Produce_Summit.pdf

Steve – Good to speak with you today. I look forward to our continuing conversation. Attached please find an updated PPM and some other relevant materials.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, December 5, 2016 11:29 AM
To: [REDACTED]
Subject: RE: No response to last week's email

Richard – Thanks for your reply. On the conventional produce, let's get the customers' take on what they would like to pay and we will accept or reject based upon our costing model.

We have several firms lined up to do our \$60MM deal. If D&D does not succeed swiftly, we will address this in February. We are currently looking for \$250K to \$1MM to get us through Feb and get through our initial customer commitments. If you can help us with that, I'll do the same \$50K flat rate deal for a productive introduction I am doing with the firm currently helping us with that over the next 30-45 days.

I am willing to reestablish a retainer based upon results coming from the conventional side or the above referral but not until that happens. We cannot afford a non-productive relationship even for a few months given our tenuous cash flow situation for the next while as we work to get the \$60MM.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: [REDACTED] [mailto:[REDACTED]]
Sent: Monday, December 5, 2016 11:07 AM
To: [REDACTED]
Subject: Re: No response to last week's email

Dennis,
We are working on several programs and plan on completing this month. We also have major interest on Organic Year round produce contracts. The conventional produce below is coming with what discount below market pricing? I'd like a long term representative agreement for Organic too.

For me personally, I'd like a contract reestablished with long term commitment retroactive back to 9/23 for consulting. I felt comfortable being part of the "Teams Goals" too, with personal income anticipated. My group, Catering Team USA's commission has nothing to do with a consulting agreement for me, and the milestones planned around monies coming in October which didn't happen. I am committing to other's who are retaining me, which is distracting my time commitments.

I am meeting with my funding brokerage team tomorrow on several topics, subscriptions, PPMs, and I'd like a status update on Dominick & Dickerman.

I'm also working on some other options for Winnett Organics in AZ, too Keep you posted, as things develop.

Kindest Regards,

Richard Miller
Richard A Miller Consulting, LLC
607.761.1798 c 570.996.7628 o
skype ramiller.consulting
PO Box 83, Tunkhannock, PA 18657
Transportation Food Safety Solutions, LLC
Site Management Solutions, LLC
Catering Team USA, LLC
BanWaste for a Better World
ACTS Freedom Farms International
www.ACTSffa.com www.olingroup.com www.linkedin.com/pub/richard-miller/17/825/685/

And let us consider how to stir up one another on to love and good deeds and works, not neglecting to meet together, as is the habit of some, but encouraging one another, and all the more as you see the Day drawing near.
Hebrews 10:24-25 (NIV)

-
In a message dated 12/5/2016 7:25:20 A.M. Eastern Standard Time, [REDACTED]
writes:

Richard – We will need the \$70 to \$80 million of preliminary orders for conventional produce, including estimated quantities by product, by the end of December. Total orders will need to be in the range of 5.5 to 6.8 million cartons to fulfill this level of order backlog. This is required to support our funding efforts (we need the order backlog to raise the \$60MM needed to purchase and ramp Kingman) and to give us time to react if the deadline is missed. Please let me know as soon as possible if your team will be able to meet this deadline. Thanks.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

623-207-9675 520-549-6245

www.winnettorganics.com



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, December 5, 2016 5:09 PM
To: 'Randy Jennings'
Subject: RE: Status

Thanks, Randy. I appreciate the update and look forward to learning more.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Randy Jennings [mailto:[REDACTED]]
Sent: Monday, December 5, 2016 4:52 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Status

Dennis,

I met with our consulting and systems engineering teams last week where we completed our analysis of the data that you have provided and you and I had gone over previously. We are right now in the process of preparing detailed drawings to show the configuration of the concepts for your planned facility.

The details that you shared as to what you are looking for as key points are greatly appreciated and we will certainly address these with our proposed solution.

As I get more details for sharing with you as the week goes on I will be back in touch with you to set up a time for next contact together.

Thank you

Randy Jennings
Director Food & Beverage Sales
WDS Americas
Swisslog Logistics, Inc.
mobile: +1 757-746-0298
email: [REDACTED]
www.swisslog.com/na

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, December 05, 2016 8:31 AM
To: Randy Jennings < [REDACTED]>
Subject: Status

I wanted to check in and see how you were coming on developing your conceptual and budgetary response. Two key points I hope you will address early are the ease of cleaning and sanitization of your solution, and the need for it to operate in a very high humidity environment (98% typical). I look forward to reviewing your concept and budget in the coming days.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

This message may contain legally privileged or confidential information and is therefore addressed to the named persons only. The recipient should inform the sender and delete this message, if he/she is not named as addressee. The sender disclaims any and all liability for the integrity and punctuality of this message. The sender has activated an automatic virus scanning, but does not guarantee the virus free transmission of this message.

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, December 8, 2016 8:57 PM
To: 'Ken Sheppard'
Cc: 'Daniel Krewson'
Subject: RE: Overview

Ken – That is good news. We are in process on orders from Kroger but I do not know the order of magnitude as yet. Walmart is still trying to decide what to do. We will be going after seven more retailers and five large wholesalers in January. An agent is in the process of selling our \$70 to \$80 million of conventional produce for 2017. We can reasonably expect a backlog of \$100 million by sometime in February.

We have not concluded negotiations with the Kingman landlord as we do not have funds to lock down a deal as yet but I expect that with funds for escrow we can reach a purchase price in the \$92 to \$94 million range. We have reached agreement with Cotton Logistics on a \$180 million five year housing program at Kingman. We are near agreement with Ryder on \$33 million of transportation equipment and have two sources for \$35 million of A/R financing. We are working toward a lease line for \$15 million of harvesting aids, post-harvest cooling equipment, and personnel transportation equipment.

We will begin negotiations with the Hyder landlord again in January to get that 15,000 acres of land leased and 3,000 acres prepared in time for fall planting there. We expect to receive a commitment in the neighborhood of \$23 million for production ramp up and \$33 million for irrigation improvements on that property. We have been discussing this arrangement since July but are taking a break for the holidays.

Our 200 acres of greenhouses, 500 acres of shadehouses, and 350,000 sf packing plant/distribution center design should begin in late January once the exact nature of our distribution technology solution is determined. We are currently in discussions with three vendors on that solution and should have that process completed and a contract negotiated with one of them by mid-January. We have already done a preliminary layout of our packing equipment which can be adapted to the new facility.

As previously mentioned, we will use the \$60 million to fund the \$20 million down payment on Kingman and the \$40 million working capital ramp up of production there. At the same time, we will conclude an arrangement with the Kingman landlord as described above or make the same arrangement on another parcel of land we have identified in southern Arizona. This will provide us with year round coverage of cool season vegetables when combined with a 5,000 acre operation in northern Nevada which we intend to acquire in the spring of 2018. The total acreage under cultivation will eventually total 34,000 acres, plus 3,000 acres of shadehouses, and up to 1,000 acres of greenhouses by 2019. We will acquire additional conventional land in 2020 and 2021 to convert to organic to continue the growth of our organic fresh foods business.

Please let me know what else I can do to assist you.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Ken Sheppard [mailto: [REDACTED]]
Sent: Thursday, December 8, 2016 7:44 PM
To: 'Dennis Brewer' < [REDACTED]>
Cc: 'Daniel Krewson' < [REDACTED]>
Subject: RE: Overview

Hi Dennis,

Good evening to you. We have identified a possible target for your \$60M equity raise request. Please kindly provide us with a status update.

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
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". All the shows are archived and downloadable. 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.

Find over 200,000 investors in real estate at www.kenreradio.com. It is available for free and a great connection point for active investors to network!

Please Note: This electronic mail transmission is intended only for the addressee(s) shown above. All investment information contained in this electronic mail has been secured from sources Creative Flips, Inc. believes are reliable, but we make no representations or warranties, expressed or implied, as to the accuracy of the information. The views, opinions, conclusions, and other information expressed in this electronic mail are not the responsibility of Creative Flips, Inc. in any manner. Creative Flips, Inc. accepts no liability for the content of this email, or for the consequences of any actions taken on the basis of the information provided. Creative Flips, Inc. recommends that you consult with a Financial Advisor, Attorney, Accountant, and any other professional that can help you to understand and assess the risks associated with any investment opportunity.

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, October 18, 2016 10:23 AM
To: 'Ken Sheppard' < [REDACTED]>
Cc: 'Daniel Krewson' < [REDACTED]>
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

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



Sustainably Grown, Organically Pure, Transparently Better

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

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.

Find over 200,000 investors in real estate at www.kenradio.com. It is available for free and a great connection point for active investors to network!

Please Note: This electronic mail transmission is intended only for the addressee(s) shown above. All investment information contained in this electronic mail has been secured from sources Creative Flips, Inc. believes are reliable, but we make no representations or warranties, expressed or implied, as to the accuracy of the information. The views, opinions, conclusions, and other information expressed in this electronic mail are not the responsibility of Creative Flips, Inc. in any manner. Creative Flips, Inc. accepts no liability for the content of this email, or for the consequences of any actions taken on the basis of the information provided. Creative Flips, Inc. recommends that you consult with a Financial Advisor, Attorney, Accountant, and any other professional that can help you to understand and assess the risks associated with any investment opportunity.

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, December 8, 2016 8:08 AM
To: 'Sandi L. Aquilino'
Cc: 'Christopher Nichols'; 'Michael Callahan'; 'Mark Gross'; 'Susan P. Gerard'; 'William J. Toerpe'; 'Lori Herrera'; 'Jeff Wright'
Subject: RE: Investment

Sandi - We are looking for sales contracts from Kroger and Walmart on organic fresh foods, as well as some conventional fresh foods customers. It is likely to be January now before anything is in written form. Kroger has us in front of the decision makers who have indicated they will give us 124 stores in Arizona, about 5% of Kroger's total retail grocery outlets. With Walmart, we are currently working with a staff person whose boss heads up the fresh foods merchandising group. The conventional sales are currently being handled through an agent. We expect to be in front of seven more power retailers and five large wholesalers in January.

Our initial operating line will be from a factoring company, likely Interstate Capital or Hitachi Business Finance. We have not negotiated an agreement as yet. Our contact at Interstate is Lori Herrera 800-422-5995 x147. Our contact at Hitachi is Jeff Wright 248-658-3236. Both are copied on this email.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Sandi L. Aquilino [mailto:[REDACTED]]
Sent: Thursday, December 8, 2016 7:43 AM
To: 'Dennis Brewer' <[REDACTED]>
Cc: Christopher Nichols <[REDACTED]> 'Michael Callahan' <[REDACTED]>
<[REDACTED]> 'Mark Gross' <[REDACTED]> Susan P. Gerard <[REDACTED]>
<[REDACTED]> William J. Toerpe <[REDACTED]>
Subject: RE: Investment

Dennis, we did talk to Michael Callahan so thank you for that information. We are still looking for copies of the contracts once signed. Also, can we have your bank contact name, the one who would give you the line of credit? Thank you.

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Monday, November 21, 2016 3:52 PM
To: Sandi L. Aquilino
Cc: Christopher Nichols; 'Michael Callahan'; 'Mark Gross'
Subject: Investment

Sandi – Rather than waiting on a letter or email from our investment bankers, I thought I would provide the detail direct, along with their contact info. This is an excerpt from a message to Walmart – the rest of the message was about our current staff and consultants. We can shortcut the process with direct contact between you and Michael Callahan (below):

Our investors are a farmer/logistics company CEO, a banking CEO, and me. We have a commitment of \$75 million from Target Logistics, a subsidiary of \$1.5 billion Algeco Scotsman. Target Logistics is a personnel logistics firm which will be providing housing at our farms. MetLife and Barings, an international investor with a major Connecticut-based land investment fund (and a sub of MassMutual), have agreed to finance the \$72 million of our Kingman farm that we will not yet own outright. Our Hyder farmland lessor, Diversified Farms, is working toward a \$56 million commitment in January to develop the land at Hyder so we would not be expending our own resources to develop it. Our greenhouse provider has committed to construct our solar-powered greenhouses, farm pre-cooling terminals, and our central packing/distribution plant, \$104 million total, and up to \$180 million if we include the 3,000 acres of CEA we will be building in the next several years. The 40 megawatts of related solar power development will cost \$2.5 million per megawatt and is in addition to this amount. This financing is coming through Deutsche Bank.

We are working toward an agreement with Ryder to fund our \$33 million fleet of 100 tractors and 200 reefer trailers for shuttle and OTR operations. We are also working with several vendors to select our \$30 million to \$50 million automated pallet and case picking systems and expect to lease this technology through LeaseQ, a Boston-based equipment finance company.

In addition to this \$400 million to \$650 million of equity, debt, and lease funding, I am working with our investment bankers, Dominick and Dickerman, on the investments which will come simultaneously with agreements with large customers, ranging from \$60 million to the billion dollar accelerated program we have discussed. Institutional investors will be making these investments. Dominick and Dickerman, a Wall Street presence since 1870 and holder of NYSE Seat Number 3, has confirmed their expectation of additional funding. You may contact Michael Callahan, Managing Director, for further details, if you wish, at 646-780-8432 direct.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

The information contained in this electronic communication and any accompanying document is confidential, may be attorney-client privileged, and is intended only for the use of the addressee. It is the property of Ryder System,

Inc. Unauthorized use, disclosure or copying of this communication, or any part of it, is strictly prohibited and may be unlawful. If you have received this communication in error, please notify the sender immediately by return email, and destroy this communication and all copies of it, including all attachments. Electronic communication may be susceptible to data corruption, interception and unauthorized tampering and Ryder disclaims all liability of any kind for such actions or any consequences that may arise directly or indirectly therefrom.

Dennis Brewer

From: Gregory P. Crossgrove <[REDACTED]>
Sent: Thursday, December 15, 2016 3:38 PM
To: Dennis Brewer
Subject: Re: Kroger and Walmart Update

Great! Thanks! Have a good evening!

Sent from my iPhone

On Dec 15, 2016, at 1:28 PM, Dennis Brewer <[REDACTED]> wrote:

Greg - Okay. I am available at 10 AM Eastern/8AM Arizona time for up to an hour as well. You can call me on 520-549-6245. I look forward to it.

Regards,
Dennis

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

<image001.png>
Sustainably Grown, Organically Pure, Transparently Better

From: Gregory P. Crossgrove [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Thursday, December 15, 2016 3:24 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Kroger and Walmart Update

Dennis- We should do a review by phone tomorrow morning, if you have the time. I have calls 6-8 AM Arizona time. I can do Friday 8-9 AM Arizona Time, with you. Thanks! Greg

Sent from my iPhone

On Dec 15, 2016, at 10:11 AM, Dennis Brewer <[REDACTED]> wrote:

As you know, Kroger has agreed to use us in its 124 Fry's stores in Arizona beginning July 2017. Here is an analysis of likely sales from those stores:

<image001.png>

We will confirm this sales level in January. We may also have a chance to sell some of our conventional produce in those stores. That will require additional contact with buyers in Cincinnati which we will undertake after the first of the year if our agent does not sell out this category in the meantime.

Walmart has asked us to bid on 9 items for supply beginning in May, so we have our first real opportunity to work with them. I do not yet know the order of magnitude on these items. I will also note that we will not be able to supply Walmart until we get our GFS certification in August 2017.

Regards,
Dennis

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

<image005.png>
Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: [REDACTED]
Sent: Thursday, December 15, 2016 8:35 AM
To: Dennis Brewer
Subject: Re: Conventional Produce

They are working it.
I am chasing contracts and income \$s aggressively for this year.

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

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

From: Dennis Brewer
Date: Wed, Dec 14, 2016 7:20 PM
To: [REDACTED]
Cc:
Subject: Conventional Produce

Any update on the \$70-\$80MM conventional produce sales by your team? Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
[623-207-9675](tel:623-207-9675) [520-549-6245](tel:520-549-6245)
www.winnettorganics.com



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, December 16, 2016 11:49 AM
To: [REDACTED]
Subject: Gerlach

Greg – Thanks again for your time this morning. I will look into Gerlach as our initial planting spot for field crops. Please provide the name and contact info for the attorney who has control of the farm at Gerlach. Also, do you know how far the farm is from electrical power and/or natural gas? We will need some type of electrical service, either utility company power or a natural gas turbine, to go with our housing there.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Gregory P. Crossgrove <[REDACTED]>
Sent: Friday, December 16, 2016 12:06 PM
To: Dennis Brewer
Subject: Re: Gerlach

Dennis- Housing is already in place with kitchens, probably enough for 75-150, maybe more- I may not have seen all of the housing. Facilities have not been used for about 8-10 years, will need cleaning-up and repairs etc. The attorney should have all the information of the property. Would also be ideal for a greenhouse operation. Will forward contact information. I know the contact fairly well. I think the power is on a generator and irrigation is propane??? Greg

Sent from my iPhone

On Dec 16, 2016, at 9:49 AM, Dennis Brewer <[REDACTED]> wrote:

Greg – Thanks again for your time this morning. I will look into Gerlach as our initial planting spot for field crops. Please provide the name and contact info for the attorney who has control of the farm at Gerlach. Also, do you know how far the farm is from electrical power and/or natural gas? We will need some type of electrical service, either utility company power or a natural gas turbine, to go with our housing there.

Regards,
Dennis

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

<image001.png>
Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, December 18, 2016 3:33 PM
To: 'Dave Hinson'; 'Sean Lyle'
Subject: Definitive Agreements - Kingman Greenhouses, Packing/Distribution Center

Gentlemen - We want to enter into a definitive agreement for you to construct, if possible, 500 acres of greenhouses at Kingman during the early part of 2017, continuing into 2018/19 until a total of 1,500 acres of greenhouses have been erected. We will acquire the land and develop the water resource with you supplying the buildings. We want an option to purchase the buildings and related infrastructure at fair market value at any time after five years from the date operations begin. If things go well as we expect, we would plan to construct a total of 3,000 acres of greenhouses at Kingman.

I recognize this is a large undertaking which will essentially double the US greenhouse capacity. We believe it makes good business sense and is on the front edge of a trend toward more intensive farming practices. The Andalusia region of Spain alone has more than 88,000 acres of greenhouses as compared to Europe's population of about 750 million. We have perhaps 3,000 acres of greenhouses in the US and Canada as compared to a population of 375 million. So, clearly there is a compelling case to be made for a dramatic increase in product availability from greenhouses with their very low levels of water consumption and versatile high-value crop production. And, the solar power can power our refrigerated plant and up to 7,500 bed lodging facility as well as the local region's further development.

We are also nearing the point at which we need to discuss the packing plant/distribution center. We will have the form factor of the facility identified by mid-January and want to begin final design shortly thereafter. We need to determine where the building will be sited, how it will be powered, and how it will be financed. It appears that, in final form, the building will exceed 500,000 square feet and part of the building will be 120 feet in height. All in costs, including our array of production and distribution equipment will be in the range of \$400 per square foot. Given the residential aspect of the environment in Buckeye and the noise and congestion from hundreds of daily truck trips, I am concerned about site suitability. We want to consider placing the facility at the Kingman site as there are likely to be no height restrictions, the average year round temperature is 14 degrees lower resulting in less energy use, and much of our production will come from the Kingman greenhouses so total logistics costs will be lower. Also, we can reach our Gerlach farm in one day each way and our Hyder farm with a round trip each day, further reducing shuttle logistics costs. Let's plan on a detailed discussion once we have the form factor nailed down in January.

We expect to have funding in February once our initial tranche of customer orders is completed. We are working with an agent on a \$70-\$80 million conventional produce commitment, Kroger on a \$20 to \$40 million initial organic sales commitment, with Walmart on something similar, and will be working with eight additional retailers and five wholesalers during January to complete this initial tranche of sales orders. We expect to have over \$100 million in orders by late January. 2017 sales are expected to top \$250 million if all goes well with greenhouse construction and availability (or shadehouses, if we cannot do enough greenhouses).

Thanks and happy holidays to you and yours.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Ling Xia <[REDACTED]>
Sent: Monday, December 19, 2016 11:19 AM
To: [REDACTED]
Subject: Service Request

--

Good day Dennis Brewer

Huadian Power International Corporation and its subsidiaries develop, construct, operate and manage large power plants throughout China and North America require your services as an account receivable agent to our customers in Canada and USA on a 6 months contract basis, You will be responsible for collection of all account receivables due to the Company in the above region to directly support sales operations.,

it's part time job that takes less than an hour of your time daily with a 5% commission and \$4,900 monthly salary payment.

Regards
Ling Xia
Senior Business Consultant
Huadian Power International Corp.
Email: [REDACTED]
Website: <http://www.hdpi.com.cn>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, December 20, 2016 4:03 PM
To: [REDACTED]
Subject: Anything I Should Add to This Email Prior to Sending?

Jack – Good to speak with you. We can do a binding LOI (subject to Purchaser's inspection) prior to December 31, 2016, under the following circumstances:

- 1) Seller is Blackstone Realty Investors, LLC. Purchaser is Winnett Perico, Inc and/or its affiliates and assigns. Property is approximately 5,000 acres and improvements in Washoe County, Nevada commonly known as Black Rock Farms.
- 2) Total proceeds to Seller \$23,625,000, payable as follows:
\$100,000 on or before January 15, 2017
\$2,400,000 on or before February 15, 2017
\$21,125,000 on or before December 31, 2017
- 3) All amounts refundable until final inspection by Purchaser, which inspection shall occur on or before January 31, 2017. Purchaser will endeavor to inspect prior to January 15, 2017, weather and schedule permitting. Purchaser's inspection shall be undertaken at its own expense, with Seller's cooperation.
- 4) All buildings accepted in as is condition. All center pivots, wells, motors, generators and related equipment to be in good working order upon delivery to Purchaser on or before February 15, 2017, with any required repairs in excess of a cumulative total of \$25,000 during 2017 at Seller's expense. Routine maintenance shall be performed by Purchaser at its own expense.
- 5) Purchaser represents, but does not guarantee, that it has a reasonable expectation of providing funds to Seller according to the payment schedule in section 1) above. Purchaser shall have possession and use as a tenant from the time of delivery of the \$2,400,000 payment above and shall have full possession and title as owner-in-fact upon payment of the \$21,125,000 payment above. Purchaser shall be given forty-five days to cure any event of default.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Kroger Organic

Item	PACK	Weekly Ave	
Romaine Lettuce	12ct	200	10400
Red Leaf Lettuce	12ct	200	10400
Green Leaf Lettuce	12ct	250	13000
Head Lettuce	12ct	300	15600
Red Beets	12ct	300	15600
Gold Beets	12ct	90	4680
Cantaloupe	9ct	200	10400
Personal Washed	6ct	200	10400
Eggplant	24ct	100	5200
Zucchini Squash	22lb	200	10400
Yellow Squash	22lb	120	6240
Red Bell Pepper	24ct	300	15600
Orange Bell Pepper	24ct	140	7280
Yellow Bell Pepper	24ct	100	5200
		140400	19.8 2,779,920.00

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, December 21, 2016 9:53 AM
To: [REDACTED]
Subject: RE: comments and notice

Okay, you will get paid when we do. That point was made clear to you at the beginning of our relationship before we signed up and in front of witnesses – you seem to have forgotten that.

Thanks for giving me no notice on your default on your promise to sell our conventional produce. You requested that representation agreement. Now we must scramble to make up for the time you have cost us on that front.

50 grand down the drain, no results. Worst record of cost to results of anyone I have hired to represent us in the capital markets.

Terrible way to end things, but end things it does.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: [REDACTED] [mailto:[REDACTED]]
Sent: Wednesday, December 21, 2016 9:42 AM
To: [REDACTED]
Subject: comments and notice

Dennis,

After further review and discussions with major food distributor executives on my advisory board, my private equity team, and our Investment Banks:

1. Winnett Organics defaulted on our consulting agreements based on milestones not met and previously committing payment for services rendered.
2. Winnett Organics defaulted on our agreement to issue warrants 60 days after signatures.
3. Making payment of \$50,000, even as monthly payments, contingent on new consideration of brokering future plantings, is not an acceptable way to do business with our companies.

I can no longer represent your opportunity to my Investment Bankers, investors or produce buyers, unless previous contract is in good faith executed on. I will except \$5,000 per month until \$50,000 is paid in full.

Balance of amount owed is due in full when Winnett Organics receives it's first investment or purchase orders received.

First payment of \$5,000 is due immediately and by the 10th of each month here after. When these terms our met we will, at that time consider a new, seperate agreement to represent the sale of your potential products.

Sincerely,

Richard Miller
Richard A Miller Consulting, LLC
607.761.1798 c 570.996.7628 o
skype ramiller.consulting
PO Box 83, Tunkhannock, PA 18657
Transportation Food Safety Solutions, LLC
Site Management Solutions, LLC
Catering Team USA, LLC
BanWaste for a Better World
ACTS Freedom Farms International
www.ACTSffa.com www.olingroup.com www.linkedin.com/pub/richard-miller/17/825/685/

And let us consider how to stir up one another on to love and good deeds and works, not neglecting to meet together, as is the habit of some, but encouraging one another, and all the more as you see the Day drawing near.
Hebrews 10:24-25 (NIV)

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, December 22, 2016 12:24 PM
To: 'Jack Palmeri'
Subject: RE: Gerlach

Jack – Just got off the phone with my investment banker on our small tranche of funds due in early January. Per my discussion with him, we can do a binding LOI (subject to Purchaser's inspection) prior to December 31, 2016, under the following circumstances:

- 1) Seller is Blackstone Realty Investors, LLC. Purchaser is Winnett Sustainable Ag Lands, Inc. Property is approximately 5,000 acres in Washoe County, Nevada commonly known as Black Rock Farm.
- 2) Total proceeds to Seller \$23,625,000, payable as follows:
\$100,000 on or before January 16, 2017
\$2,400,000 on or before February 15, 2017
\$21,125,000 on or before December 31, 2017
- 3) All amounts refundable until final inspection by Purchaser, which inspection shall occur on or before January 31, 2017. Purchaser will endeavor to inspect prior to January 16, 2017, weather and schedule permitting. Purchaser's inspection shall be undertaken at its own expense, with Seller's cooperation.
- 4) All buildings accepted in as is condition. All center pivots, wells, pumps, motors, generators and related equipment to be in good working order upon delivery to Purchaser on or before February 15, 2017, with any required repairs in excess of a cumulative total of \$25,000 during 2017 at Seller's expense. Routine maintenance shall be performed by Purchaser at its own expense. No farming equipment included in sale.
- 5) Purchaser shall have possession and use as a tenant from the time of delivery of the \$2,400,000 payment above and shall have full possession and title as owner-in-fact upon payment of the \$21,125,000 payment above. Purchaser shall be given forty-five days to cure any event of default.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Jack Palmeri [mailto:[REDACTED]]
Sent: Tuesday, December 20, 2016 2:37 PM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Gerlach

Good Morning Dennis,

As we discussed, my firm final price today is \$23.625MM, that number being good through December 31, 2016. After January 1, we will be well into spending for our own intended season and would need to commensurately increase our asking price.

I can accept the final payment term within the end of calendar year 2017 and will wait to hear back from you on how much more you are comfortable increasing the upfront funds against the total price.

As always, do not hesitate to contact me with any questions you may have.

Sincerely,

Jack Palmeri
Chief Executive Officer



1200 W. Cypress Creek Road
Fort Lauderdale, FL 33309
P. 954-670-1500

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are herewith notified that any dissemination, distribution or copy of this is strictly prohibited. If you have received this communication in error, please notify us immediately by return email and delete the original message. If you are the intended recipient and have any problems with this transmission or are unable to open any attachment hereto, please contact the sender at the telephone number listed above. Thank you.

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, December 19, 2016 1:49 PM
To: 'Jack Palmeri' < [REDACTED] >
Subject: RE: Gerlach

Jack – Thank you for the general background. I have heard some about the general conditions there from a couple of sources, including Greg Crossgrove.

My understanding is that the property is off the grid. What is the power source used for the wells, pivots, and homes?

What is the general condition of the improvements? I have heard they have not been used or maintained for several years.

What can you tell me about water pH, salinity, and TDS, and about soil pH and soil types?

Subject to due diligence, would you be willing to lease the property for one year at \$250 per acre if we executed a purchase agreement simultaneous with the lease and paid \$21 million cash for the property at the end of the one year lease period? We would refurbish the improvements at our own expense to use them in the meantime, to a maximum of \$350,000.

So you know, we expect to have a \$60 million equity investment in January to help us ramp our operations in 2017. We are currently working toward a \$100 million sales order backlog by late January and have indications from an agent of a \$70-\$80 million conventional produce order and from Kroger of a \$30 million organic produce order. We are also

working with Walmart and several other prominent retailers and wholesalers to secure additional organic sales orders. We expect to do upwards of \$200 million sales in 2017.

We have no problem with your conditions for proper detailed due diligence. Assuming we can reach some kind of tentative deal in the next few weeks, we would provide an LOI, proof of funds, and conduct a detailed inspection in January to enable us to finalize a deal in February and begin pre-planting operations in March. Thanks again for the information. I look forward to hearing from you – and happy holidays!

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Jack Palmeri [mailto: [REDACTED]]
Sent: Monday, December 19, 2016 11:39 AM
To: 'Dennis Brewer' < [REDACTED]>
Subject: RE: Gerlach

Good Morning Dennis,

Broadly, our Farm consists of more than 5,000 acres with all of the attached surface water rights and underground water rights. We have 18 wells and 19 new pivots covering most of the land. The Property also has multiple residences for migrant workers. Most all the land is tillable and suitable for organic farming.

All of our land and water rights are maintained under Blackstone Realty Investors LLC (in case you begin your due diligence verifying the above with the county and state offices).

Our asking price is \$25MM. We prefer to avoid seller financing, but would be open to a small Note under the right circumstances. I am happy to answer more marco questions. Before sharing any micro details or commencing due diligence on our Farm, I would ask for an executed NDA, non-binding LOI and proof of funds.

Do not hesitate to follow up with any further questions you may have.

Sincerely,

Jack Palmeri
Chief Executive Officer



1200 W. Cypress Creek Road
Fort Lauderdale, FL 33309
P. 954-670-1500

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are herewith notified that any dissemination, distribution or copy of this is strictly prohibited. If you have received this communication in error, please notify us immediately by return email and delete the original message. If you are the intended recipient and have any problems with this transmission or are unable to open any attachment hereto, please contact the sender at the telephone number listed above. Thank you.

From: Dennis Brewer [<mailto:> [REDACTED]]
Sent: Friday, December 16, 2016 6:03 PM
To: [REDACTED]
Subject: Gerlach

Jack – Sorry I missed your call. We are interested in potentially acquiring the Gerlach property to use in organic vegetable production in 2017. I would appreciate whatever information you can provide on the property, total acres, tillable acres, price, terms, improvements, wells, water quality, aquifer, soil samples, irrigation systems, relevant state water restrictions, if any, etc. Thank you.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, December 23, 2016 2:52 PM
To: 'Merced, Jose F'
Subject: RE: Checking In

Jose – A great Christmas present! Thank you. And best wishes to you and yours for the holidays.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Merced, Jose F [mailto:[REDACTED]]
Sent: Friday, December 23, 2016 2:40 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Checking In

Hi Dennis,

Sorry for the delay in getting this back to you.

Item	PACK	Weekly Ave
Romaine Lettuce	12ct	200
Red Leaf Lettuce	12ct	200
Green Leaf Lettuce	12ct	250
Head Lettuce	12ct	300
Red Beets	12ct	300
Gold Beets	12ct	90
Cantaloupe	9ct	200
Personal Watermelon	6ct	200
Eggplant	24ct	100
Zucchini Squash	22lb	200
Yellow Squash	22lb	120
Red Bell Peppers	24ct	300
Orange Bell Peppers	24ct	140
Yellow Bell Peppers	24ct	100

Happy Holidays!
Jose

From: Dennis Brewer [<mailto:> [REDACTED]]
Sent: Thursday, December 01, 2016 9:02 AM
To: Merced, Jose F
Subject: Checking In

Jose – Just checking in to see how the dream list is coming along. As you know, we are very interested in working with you, your distribution team, Fry's, and Kroger's other banners. Let me know if there is anything I can do to assist. Thanks.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

This e-mail message, including any attachments, is for the sole use of the intended recipient(s) and may contain information that is confidential and protected by law from unauthorized disclosure. Any unauthorized review, use, disclosure or distribution is prohibited. If you are not the intended recipient, please contact the sender by reply e-mail and destroy all copies of the original message.

Discussion

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, December 28, 2016 12:16 PM
To: [REDACTED]
Subject: Dematic Proposal
Attachments: Winnett MHE Slide 12142016.pdf

FYI – to compare the two bidders.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, December 28, 2016 9:26 AM
To: [REDACTED]
Subject: FW: Swisslog Budget Proposal P-007192 for Winnett Organics
Attachments: Winnette Organics- Swisslog - Budget Proposal 12-28-2016 v1_1.pdf

FYI – please review and get any preliminary questions to me early next week. Thanks and happy new year!

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

From: Randy Jennings [mailto:[REDACTED]]
Sent: Wednesday, December 28, 2016 8:22 AM
To: Dennis Brewer <[REDACTED]>
Subject: Swisslog Budget Proposal P-007192 for Winnett Organics

Dennis,

Please see attached the Swisslog budget proposal P-007192 that we have prepared for your future automated facility per the information available to date. We know that you are in the process of developing more in depth details for what you intend to build in Arizona and this budget offering is pursuant to our discussions to date and known solutions as integrated with others in temperature and humidity controlled environments.

We look forward to the opportunity of participating with you in the development of the solution that will provide you with the optimal operating conditions as you move forward with this planned new facility.

Upon your review of the information attached, please contact me at your convenience with questions and comment so that I may assist you with defining the optimum facility for planned operations.

Thank you

Randy Jennings
Director Food & Beverage Sales
WDS Americas
Swisslog Logistics, Inc.
mobile: +1 757-746-0298
email: [REDACTED]
www.swisslog.com/na

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, December 05, 2016 8:31 AM
To: Randy Jennings < [REDACTED]>
Subject: Status

I wanted to check in and see how you were coming on developing your conceptual and budgetary response. Two key points I hope you will address early are the ease of cleaning and sanitization of your solution, and the need for it to operate in a very high humidity environment (98% typical). I look forward to reviewing your concept and budget in the coming days.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

This message may contain legally privileged or confidential information and is therefore addressed to the named persons only. The recipient should inform the sender and delete this message, if he/she is not named as addressee. The sender disclaims any and all liability for the integrity and punctuality of this message. The sender has activated an automatic virus scanning, but does not guarantee the virus free transmission of this message.

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, December 29, 2016 4:03 PM
To: [REDACTED]; [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch; [REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'; 'Jonathan Cross'
Subject: Update

I have accepted Walmart's invitation to visit them in Bentonville the first week in February. I will be meeting with the SVP of Produce and his team to discuss a strategic relationship and what we can do to support them beginning as soon as we are GFSI certified. I had previewed a long term product and geographic expansion plan with them some weeks ago based upon some comments from my contact there.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, December 30, 2016 6:07 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Sprouts

Yes, sir, please do. And Happy New Year to you!

Regards,
Dennis

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

Sustainably Grown, Organically Pure, Transparently Better

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

From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Friday, December 30, 2016 5:08 PM
To: Dennis Brewer CEO <[REDACTED]>
Subject: Sprouts

Dennis- I have been asked to set in on a marketing meeting Tuesday, with Sprouts, to discuss 2017 and 2018 availability of conventional and organic vegetables, especially during the desert slots.

Do you want me to inject Winnett into the conversation?

Happy New Year!
Greg

Sent from my iPhone

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, December 30, 2016 6:21 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Sprouts

Sure, it never hurts to work from both ends. I have contacts with senior management at all three companies as you know.

Regards,
Dennis

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

Sustainably Grown, Organically Pure, Transparently Better

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

From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Friday, December 30, 2016 6:17 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Sprouts

Dennis- I believe I told that Kroger, Walmart and Costco have field people out visiting with growers, making direct contact now, which before always have gone through the grower/ shippers. The reps are now lining up meeting for the next several weeks in Imperial Valley, Yuma and Phoenix areas. I already have lined up meetings for the 17th & 18th in Phoenix and Yuma.

I will expose Winnett with them, if you wish. We will be getting agendas on the meetings soon.

Greg

Sent from my iPhone

> On Dec 30, 2016, at 4:07 PM, Dennis Brewer <[REDACTED]> wrote:
>
> Yes, sir, please do. And Happy New Year to you!
>
> Regards,
> Dennis
>
> Dennis Brewer
> Chief Executive Officer
> WinnettOrganics, Inc.
> 623-207-9675 520-549-6245

> www.winnettorganics.com
>
>
> Sustainably Grown, Organically Pure, Transparently Better
>
> -----Original Message-----
> From: Gregory P. Crossgrove [mailto: [REDACTED]]
> Sent: Friday, December 30, 2016 5:08 PM
> To: Dennis Brewer CEO < [REDACTED]>
> Subject: Sprouts
>
> Dennis- I have been asked to set in on a marketing meeting Tuesday, with
> Sprouts, to discuss 2017 and 2018 availability of conventional and
> organic vegetables, especially during the desert slots.
>
> Do you want me to inject Winnett into the conversation?
>
> Happy New Year!
> Greg
>
> Sent from my iPhone
>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, December 30, 2016 8:49 AM
To: 'Michael Callahan'; 'Mark Gross'
Subject: WMT, Swisslog

Gentlemen - As you know, Walmart has invited me to Bentonville in late January or early February to discuss a strategic relationship. I would like to have Michael come along to discuss Dominick and Dickerman's role with us and to hear firsthand the development of this relationship. I think it will benefit us both as it will back up my assertions that we can do the job WMT needs and allow for a stronger initial presentation to investors. We also need to do the following:

- 1) Consider the impact of this strategic relationship on company valuation. The total relationship could be worth on the order of 2 to 3 billion in sales over the next five years or so.
- 2) Review our total initial raise amount. Consider raising \$100MM right out of the gate. These funds would be used to purchase Kingman, get all three locations up and running at a faster pace, and to begin development of our now 500k sf packing and distribution center. And, with a higher initial valuation from the WMT relationship, we should be able to accomplish this without a change in control.
- 3) Meet with Swisslog to better understand the logistics solution we will need for WMT and the rest of our customers. We should do this at your office prior to the WMT meeting so you can begin to get a clearer picture of what we have to accomplish to move the ball forward in a big way.

I hope you have been able to enjoy the holidays. I will speak with you next week at some point.

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Saturday, December 31, 2016 2:40 PM
To: 'Michael Callahan'; 'Mark Gross'; [REDACTED]
Subject: Five Year Expansion Plan

Here is the five year plan I intend to expose to Walmart. It will, of course, require a significant investment on their part in terms of sales. I would expect 35% to 45% of total sales shown here would be to Walmart. The balance would be to other retailers (about 30% to 35%), and to the large wholesalers (about 25% to 35%). The plan requires a five year investment – equity, debt, and leases – of \$2.745 billion by us, including about a billion of equity. This is an expansive plan but may catch their imagination and lead to the partnership we are looking for. Any feedback is appreciated.

Five Year Expansion Plan								
				Field	Shadehouse	Greenhouse	Gross Revenue	Pounds
Packing/Packaging/Distribution Center (PPDC)				Acres	Acres	Acres	at Capacity	Capacity
		Opens						
	Kingman	2018		40,000	1,000	500	\$1.3 Billion	2 billion \$:
	Columbus	2020		40,000	1,000	500	\$2.6 Billion	4 billion \$:
	Memphis	2022		40,000	1,000	500	\$3.9 Billion	6 billion \$:
		Total		120,000	3,000	1,500	\$3.9 Billion	6 billion \$:
		Grand Total						
Packing/Packaging/Distribution Center General Design Parameters						Services		
	Packing/Packaging		200,000	square feet		Full Line Basic Produce		
	Commodity Storage		100,000	square feet		Value-Added Produce		
	Distribution/Picking		250,000	square feet		Store Pick/DC Cross-Dock		
	Shipping/Receiving		150,000	square feet		Next-Day DC Support - Walm		
	Office		50,000	square feet				
			750,000	square feet				

Regards,
Dennis

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



Sustainably Grown, Organically Pure, Transparently Better

Account Name : BusCheck0001 WINNETT PERICO DDA ACCOUNT - GREAT WESTERN BANK JAN-DEC 2016

Account Number : 13461785

Date Range : 01/01/2016-12/31/2016

Date	Description	Memo	Debit	Credit	Misc	Bank fees	Travel	Rent	Grand total
			\$ (10,474.36)	\$ 10,425.00	\$ 4,064.26	\$ 373.94	\$ 2,104.13	\$ 2,181.99	\$ 8,724.32
12/30/2016	SERVICE CHARGE		\$ (4.95)			\$ 4.95			
11/30/2016	SERVICE CHARGE		\$ (4.95)			\$ 4.95			
	ATM W/D 1003 11/30/16 00005011 RAMSEY T RAMSEY NJ		\$ (403.00)		\$ 403.00				
11/30/2016	ATM FEE 1003 11/30/16 00005011 RAMSEY T RAMSEY NJ		\$ (2.50)			\$ 2.50			
11/29/2016	WIRE TRANSFER FEE		\$ (15.00)			\$ 15.00			
11/29/2016	WIRE TRANSFER CREDIT DENNIS BREWER 450 ISLAND RD APT 35			\$ 425.00					
11/14/2016	DBT CRD 0242 11/11/16 00015986 OTG MANAGEMENT EWR NEWARK NJ		\$ (30.01)				\$ 30.01		
11/10/2016	DBT CRD 0405 11/10/16 00070298 EL VAQUERO BLUE ASH OH		\$ (20.53)				\$ 20.53		
11/10/2016	DBT CRD 1132 11/10/16 00056284 STARBUCKS STORE 21 BLUE ASH OH		\$ (5.70)				\$ 5.70		
11/9/2016	POS DEB 0439 11/09/16 95431832 NJT RAMSEY P&R 0538 1 SPRING STREET		\$ (17.75)				\$ 17.75		
11/7/2016	DBT CRD 1448 11/06/16 00087031 FEDEXOFFICE 0000 800-4633339 TX		\$ (60.16)				\$ 60.16		
11/7/2016	ATM W/D 0943 11/05/16 00001796 RAMSEY T RAMSEY NJ		\$ (203.00)		\$ 203.00				
11/7/2016	ATM W/D 1042 11/07/16 00159717 RAMSEY SQUARE SH C RAMSEY NJ		\$ (163.00)		\$ 163.00				
11/7/2016	ATM FEE 1042 11/07/16 00159717 RAMSEY SQUARE SH C RAMSEY NJ		\$ (2.50)			\$ 2.50			
11/7/2016	ATM FEE 0943 11/05/16 00001796 RAMSEY T RAMSEY NJ		\$ (2.50)			\$ 2.50			
11/3/2016	DBT CRD 2315 11/02/16 00056410 INTELLIGENT OFFICE 520-5125400 AZ		\$ (100.00)					\$ 100.00	
11/2/2016	DBT CRD 2302 11/01/16 00079955 IN *LUX OFFICES LL 480-2654515 AZ		\$ (973.62)					\$ 973.62	
11/1/2016	ATM W/D 1058 11/01/16 00001283 RAMSEY T RAMSEY NJ		\$ (203.00)		\$ 203.00				
11/1/2016	ATM FEE 1058 11/01/16 00001283 RAMSEY T RAMSEY NJ		\$ (2.50)			\$ 2.50			
10/31/2016	SERVICE CHARGE		\$ (4.95)			\$ 4.95			
10/31/2016	DBT CRD 1328 10/29/16 00078786 UNITED 016232 800-932-2732 TX		\$ (708.20)				\$ 708.20		
10/31/2016	DBT CRD 1632 10/29/16 00015375 SOS REGISTRATION F 303-860-6962 CO		\$ (10.00)		\$ 10.00				
10/31/2016	DBT CRD 1632 10/29/16 00021204 SOS REGISTRATION F 303-860-6962 CO		\$ (10.00)		\$ 10.00				
10/31/2016	DBT CRD 1632 10/29/16 00021475 SOS REGISTRATION F 303-860-6962 CO		\$ (10.00)		\$ 10.00				
10/31/2016	DBT CRD 1632 10/29/16 00018197 SOS REGISTRATION F 303-860-6962 CO		\$ (10.00)		\$ 10.00				
10/28/2016	Web Xfer From/To: 13461785-D/ 13461806-D		\$ (20.00)		\$ 20.00				
10/26/2016	DDA B/P 1313 10/26/16 00005791 MICROSOFT *OFFIC 800-642-7676 WA		\$ (10.94)		\$ 10.94				
10/24/2016	WIRE TRANSFER FEE		\$ (15.00)			\$ 15.00			
10/24/2016	WIRE TRANSFER CREDIT ACTIVE AIR FREIGHT LLC ATTN DEAN SMITH			\$ 2,500.00		\$ -			
9/30/2016	SERVICE CHARGE		\$ (4.95)			\$ 4.95			
9/26/2016	DDA B/P 1311 09/26/16 00005132 MICROSOFT *OFFIC 800-642-7676 WA		\$ (10.94)			\$ 10.94			
9/16/2016	DDA B/P 1936 09/15/16 00008345 DNH*GODADDY.COM 480-5058855 AZ		\$ (270.96)		\$ 270.96				
9/7/2016	DBT CRD 0425 09/07/16 00002142 ARIZONA CORP COMM .CC.STATE.AZ.AZ		\$ (45.00)		\$ 45.00				
8/31/2016	SERVICE CHARGE		\$ (4.95)			\$ 4.95			
8/30/2016	DBT CRD 0103 08/30/16 00001001 INTELLIGENT OFFICE 520-512-5400 AZ		\$ (100.00)					\$ 100.00	
8/26/2016	DBT CRD 0056 08/26/16 00084871 NJT HOBOKEN HOBOKEN NJ		\$ (10.75)				\$ 10.75		
8/26/2016	DDA B/P 0412 08/26/16 00000899 MICROSOFT *OFFIC 800-642-7676 WA		\$ (10.94)		\$ 10.94				
8/25/2016	POS DEB 0625 08/25/16 58538233 NJT RAMSEY P&R 0538 1 SPRING STREET		\$ (10.75)				\$ 10.75		

Account Name : BusCheck0001 WINNETT PERICO DDA ACCOUNT - GREAT WESTERN BANK JAN-DEC 2016

Account Number : 13461785

Date Range : 01/01/2016-12/31/2016

	Debit	Credit	Misc	Bank fees	Travel	Rent	Grand total
8/22/2016 ATM W/D 1328 08/22/16 00001984 RAMSEY T RAMSEY NJ	\$ (103.00)		\$ 103.00				
8/22/2016 ATM FEE 1328 08/22/16 00001984 RAMSEY T RAMSEY NJ	\$ (2.50)			\$ 2.50			
8/15/2016 DBT CRD 2122 08/12/16 00035574 FUNDING POST 203-613-8242 CT	\$ (385.00)		\$ 385.00				
8/12/2016 DBT CRD 1924 08/11/16 00020044 CROWNE PLAZA PHOEN PHOENIX AZ	\$ (247.65)				\$ 247.65		
8/11/2016 CK ORDER BUSINESS CHECKS CCD 22219178	\$ (256.10)			\$ 256.10			
8/4/2016 DBT CRD 2013 08/03/16 00099032 AMERICAN AIR001238 FORT WORTH TX	\$ (264.10)				\$ 264.10		
8/4/2016 DBT CRD 0120 08/04/16 00001002 INTELLIGENT OFFICE 520-512-5400 AZ	\$ (100.00)					\$ 100.00	
8/4/2016 DDA B/P 2219 08/03/16 00054001 ADY*Skype www.skype.comNV	\$ (14.23)		\$ 14.23				
8/1/2016 DBT CRD 0115 08/01/16 00094452 SALARY.COM 781-989-9488 MA	\$ (79.95)		\$ 79.95				
8/1/2016 DBT CRD 2112 07/31/16 00058267 SKYPE 650-899-1504 CA	\$ (39.00)		\$ 39.00				
8/1/2016 DBT CRD 2126 07/29/16 00090196 SOS REGISTRATION F 303-894-2200 CO	\$ (10.00)		\$ 10.00				
8/1/2016 DBT CRD 2011 07/31/16 00086669 SKYPE.COM SKYPE.COM NV	\$ (25.00)		\$ 25.00				
7/29/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			
7/29/2016 DDA B/P 2254 07/28/16 00037525 RMG*REGUS 972-340-2021 TX	\$ (208.37)					\$ 208.37	
7/29/2016 DBT CRD 1124 07/29/16 00016679 STARBUCKS STORE 07 RAMSEY NJ	\$ (3.16)		\$ 3.16				
7/28/2016 ATM W/D 1224 07/28/16 00009227 *RAMSEY RAMSEY NJ	\$ (203.00)		\$ 203.00				
7/28/2016 ATM FEE 1224 07/28/16 00009227 *RAMSEY RAMSEY NJ	\$ (2.50)			\$ 2.50			
7/27/2016 REGULAR DEPOSIT		\$ 2,500.00					
7/26/2016 DDA B/P 1326 07/26/16 00000615 MICROSOFT *OFFIC 800-642-7676 WA	\$ (10.94)		\$ 10.94				
7/20/2016 DBT CRD 1411 07/19/16 00010378 JAVA MOON EXPRESS SECAUCUS NJ	\$ (6.47)				\$ 6.47		
7/20/2016 DBT CRD 1411 07/19/16 00010466 JAVA MOON EXPRESS SECAUCUS NJ	\$ (3.63)				\$ 3.63		
7/19/2016 DBT CRD 0419 07/19/16 00000073 PHILLIPS SEAFOOD - NEWARK NJ	\$ (22.25)				\$ 22.25		
7/19/2016 DBT CRD 0415 07/19/16 00000036 HUDSONNEWS ST794 ELIZABETH NJ	\$ (15.59)				\$ 15.59		
7/19/2016 DBT CRD 0415 07/19/16 00000160 HUDSONNEWS ST794 ELIZABETH NJ	\$ (14.98)				\$ 14.98		
7/18/2016 POS DEB 0754 07/18/16 49567907 NJT RAMSEY P&R 0540 1 SPRING STREET	\$ (17.75)				\$ 17.75		
7/15/2016 DBT CRD 2032 07/14/16 00041975 AMERICAN AIR001784 FORT WORTH TX	\$ (562.20)				\$ 562.20		
7/14/2016 DBT CRD 2249 07/13/16 00030639 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
7/13/2016 DBT CRD 0054 07/13/16 00063909 NJT HOBOKEN HOBOKEN NJ	\$ (10.75)				\$ 10.75		
7/13/2016 DBT CRD 1736 07/12/16 00013903 STARBUCKS #07353 N New York NY	\$ (6.29)				\$ 6.29		
7/12/2016 DBT CRD 0941 07/12/16 14387740 MTA VENDING MACHIN NEW YORK NY	\$ (20.00)				\$ 20.00		
7/12/2016 DBT CRD 0648 07/12/16 11039438 MTA PATH SMARTCARD NEW YORK NY	\$ (2.75)				\$ 2.75		
7/12/2016 POS DEB 0552 07/12/16 06235163 NJT RAMSEY P&R 0538 1 SPRING STREET	\$ (10.75)				\$ 10.75		
7/11/2016 ATM W/D 1010 07/11/16 00005895 RAMSEY T RAMSEY NJ	\$ (203.00)		\$ 203.00				
7/11/2016 ATM FEE 1010 07/11/16 00005895 RAMSEY T RAMSEY NJ	\$ (2.50)			\$ 2.50			
6/30/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			
6/27/2016 DBT CRD 2237 06/24/16 00042746 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
6/27/2016 DBT CRD 1631 06/26/16 00068577 VISTAPR*VistaPrint 866-8936743 MA	\$ (40.21)		\$ 40.21				
6/27/2016 DDA B/P 2033 06/26/16 00008153 MICROSOFT *OFFIC 800-642-7676 WA	\$ (10.94)		\$ 10.94				
6/13/2016 DBT CRD 1929 06/12/16 00090257 DNH*GODADDY.COM 480-5058855 AZ	\$ (15.17)		\$ 15.17				

Account Name : BusCheck0001 WINNETT PERICO DDA ACCOUNT - GREAT WESTERN BANK JAN-DEC 2016

Account Number : 13461785

Date Range : 01/01/2016-12/31/2016

	Debit	Credit	Misc	Bank fees	Travel	Rent	Grand total
6/10/2016 DBT CRD 2232 06/09/16 00071836 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
5/31/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			
5/26/2016 DDA B/P 0458 05/26/16 00013892 MICROSOFT *OFFIC 800-642-7676 WA	\$ (10.94)		\$ 10.94				
5/25/2016 DBT CRD 2230 05/24/16 00014602 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
5/11/2016 DBT CRD 2247 05/10/16 00063411 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
5/10/2016 CHECK	\$ (1,500.00)						
5/10/2016 DBT CRD 2013 05/09/16 00002166 SKYPE.COM SKYPE.COM NV	\$ (25.00)		\$ 25.00				
5/4/2016 DBT CRD 1415 05/03/16 00027585 WENDYS 3700 #007 RAMSEY NJ	\$ (8.12)				\$ 8.12		
5/3/2016 DBT CRD 0144 05/03/16 00080205 NJT HOBOKEN HOBOKEN NJ	\$ (10.75)				\$ 10.75		
5/2/2016 DBT CRD 1054 05/02/16 15332269 METROCARD VALUE @ NEW YORK NY	\$ (5.50)				\$ 5.50		
5/2/2016 POS DEB 0520 05/02/16 78300342 NJT RAMSEY P&R 0540 1 SPRING STREET	\$ (10.75)				\$ 10.75		
4/29/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			
4/29/2016 DDA B/P 2124 04/28/16 00037736 SKYPE 650-899-1504 CA	\$ (25.00)		\$ 25.00				
4/28/2016 POS DEB 1829 04/27/16 19701630 SHOPRITE RAMSE 2 INTERSTATE PLAZA	\$ (24.04)		\$ 24.00				
4/27/2016 DBT CRD 2015 04/26/16 00043966 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
4/20/2016 CHECK	\$ (250.00)						
4/19/2016 DBT CRD 0234 04/19/16 00011752 BLUESKYSEARCH LLC 928-329-1449 AZ	\$ (345.00)		\$ 345.00				
4/12/2016 DBT CRD 2020 04/11/16 00094984 IN *THE INTELLIGEN 520-5125400 AZ	\$ (100.00)					\$ 100.00	
4/8/2016 REGULAR DEPOSIT		\$ 2,500.00					
4/4/2016 DBT CRD 1055 04/03/16 00014583 EQUITYNET 479-4423638 AR	\$ (600.00)		\$ 600.00				
4/1/2016 CHECK	\$ (500.00)		\$ 500.00				
4/1/2016 DDA B/P 0206 04/01/16 00000205 MICROSOFT *OFFIC 800-642-7676 WA	\$ (21.88)		\$ 21.88				
3/31/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			
3/30/2016 ACH ITEM ACTIVE AIR FREIG CCD		\$ 2,500.00					
2/29/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			
1/29/2016 SERVICE CHARGE	\$ (4.95)			\$ 4.95			