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## View Wire Transfer Detail

### Fed Wire Transfer (FED)

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Control Number  
93705343

Debit Account Number - Debit Account Name  
153555453833 - Checking

Amount  
\$5,000.00

Send Date (MM/DD/YYYY)  
01/26/2017

### Beneficiary Bank Information (BBK)

Bank ABA (Routing / Transit Number)  
091408734

Name  
GREAT WESTERN BANK OF WATERTOWN SD

Address Line 1

Address Line 2

City  
WATERTWON

State or Territory  
SD

Bank Account Number

### Beneficiary Information (BNF)

Name  
WinnettPerico, Inc

Address Line 1  
12725 West Indian School Road

Account Number  
13461785

Address Line 2  
Suite E-101

City  
Avondale

State or Territory  
AZ

Notification Email Address  
(If populated, email will be sent)

### Beneficiary Details

Reference for Beneficiary (RFB)  
DeanSmith

Originator to Beneficiary Information (OBI)

### Bank to Bank Information (BBI)

Bank to Bank Information

### Originator Information (ORG)

Name Account Number

Address Line 1 Address Line 2

City State or Territory

[Cancel](#) [View History](#)



## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, January 26, 2017 4:25 PM  
**To:** [REDACTED]  
**Subject:** Promissory Note

Ray – Need a promissory note due April 1<sup>st</sup> for \$5025.00 in favor of Dean T. Smith from Winnett Perico, and required Board paperwork as well. Thanks.

Regards,  
Dennis

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



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## Dennis Brewer

---

**From:** Raymond Sullivan <[REDACTED]>  
**Sent:** Thursday, January 26, 2017 6:58 PM  
**To:** Dennis Brewer  
**Subject:** Re: FW: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Dennis,

They look OK. Not sure why there is a separate agreement for Money Wise Capital Markets, LLC, since the WMW agreement covers all its subsidiaries and affiliates; and, Money Wise Capital Markets, LLC appears to be at least an affiliate. The only major difference, except in the verbiage, is the governing state law in the event of a dispute.

Also, I am a little concerned that if Ken Sheppard is continuing to be copied on much of the correspondence, it might be in both parties' interest to have him sign on; or quickly reach an understanding that he will not be a recipient of any confidential information that he does not already have access to.

Regards,

Ray

Raymond F. Sullivan

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

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

---

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

On Thu, Jan 26, 2017 at 5:46 PM, Dennis Brewer <[REDACTED]> wrote:

Please review.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

[623-207-9675](tel:623-207-9675) [520-549-6245](tel:520-549-6245)

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---

**From:** moneywisefinancial [mailto: [REDACTED]]  
**Sent:** Thursday, January 26, 2017 5:37 PM  
**To:** Dennis Brewer < [REDACTED] > Ken Sheppard < [REDACTED] >  
**Cc:** 'Ken Sheppard' < [REDACTED] >  
**Subject:** RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Dear Dennis

Please find the attached your executed nda as well MW & WMW nda for your review and execution .

I got tied up w one of our deals today and not sure until afar time it would be ok fit need to call you.

Sincerely

Lex Gubsky

CEO

WHITESTONE MONEY WISE

INVESTMENT PARTNERS LLC

"Your Trusted Asset Management Company"

Sent via the Samsung Galaxy Note5, an AT&T 4G LTE smartphone

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

From: Dennis Brewer <[REDACTED]>

Date: 1/23/17 3:47 PM (GMT-05:00)

To: 'MONEY WISE CAPITAL GROUP' <[REDACTED]>

Cc: 'Ken Sheppard' <[REDACTED]>

Subject: RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Lex – Our standard NDA attached. I look forward to speaking with you. Out tomorrow, back in Wednesday.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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Pleasure is all mine

Please allow me to review the ppt and let's exchange NDAs which will make out into sharing easier.

Thank you

Lex Gubsky

COO

WHITESTONE MONEY WISE

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Sent from my iPhone 7 Plus

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Ken – Thanks for the introduction.

Regards,

Dennis

Dennis Brewer

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<image004.png>

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**From:** Ken Sheppard [<mailto:>   
**Sent:** Friday, January 20, 2017 3:13 PM  
**To:**   
**Cc:** 'Dennis Brewer' <  
**Subject:** FW: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Dear Dennis and Lex,

By this email, please permit me to introduce you to each other.

Lex,

Dennis is the principal,

Dennis,

Lex has an interest in learning more and has a substantial capital base from which to operate.

All, Please kindly copy my office on any correspondence.

Kind regards,

Creative Flips, Inc.

Ken Sheppard

President

5200 White Oak Avenue # 13

Encino, CA 91316

(office) [310-358-7087](tel:310-358-7087)

(cell) [818-585-9706](tel:818-585-9706)

(fax) [818-783-8819](tel:818-783-8819)



Email [REDACTED]

Corporate Web Site [www.creativeflips.webs.com](http://www.creativeflips.webs.com)

Radio Show Web Site [www.dealswithkd.com](http://www.dealswithkd.com)

Skype kensheppard51

USA Conference Call Number [712-432-1680](tel: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.

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---

**From:** Ken Sheppard [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Thursday, December 22, 2016 1:11 PM  
**To:** 'Lex Gubsky' <[\[REDACTED\]](mailto:[REDACTED])>  
**Subject:** FW: Overview \$60M in Equity for Company in Organic Food

---

**From:** Ken Sheppard [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Monday, December 19, 2016 4:25 PM

**To:** 'Lex Gubsky' <[REDACTED]>  
**Subject:** FW: Overview \$60M in Equity for Company in Organic Food

Hi Lex,

Good evening to you. Please kindly respond to the below/attached.

Kind regards,

Creative Flips, Inc.

Ken Sheppard

President

5200 White Oak Avenue # 13

Encino, CA 91316

(office) [310-358-7087](tel:310-358-7087)

(cell) [818-585-9706](tel:818-585-9706)

(fax) 818

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Thursday, January 26, 2017 5:21 PM  
**To:** 'Randy Jennings'  
**Cc:** 'Richard Kooistra'; 'Parker Beebe'; [REDACTED]  
**Subject:** RE: ASRS meetings in NYC

All looks good – thank you, very thorough. I will contact the architect and let him know of your need. We are tentatively planning an all-hands meeting in Phoenix on Feb 27<sup>th</sup> and would be available the afternoon of the 28<sup>th</sup> to meet with you for next go-round, assuming Walmart wants to proceed, which I will establish with them on Feb 21<sup>st</sup>.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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623-207-9675 520-549-6245  
[www.winnettorganics.com](http://www.winnettorganics.com)



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---

**From:** Randy Jennings [mailto:[REDACTED]]  
**Sent:** Thursday, January 26, 2017 4:55 PM  
**To:** Dennis Brewer ([REDACTED]) <[REDACTED]>  
**Cc:** Richard Kooistra <[REDACTED]> Parker Beebe <[REDACTED]>  
**Subject:** ASRS meetings in NYC

Dennis,

We certainly appreciate the time taken to meet in New York City this week to discuss the anticipated automated warehouse project to be built in Arizona.

We have taken the time to document some of the questions that we have coming out of the meetings and have compiled some notes as well that I invite you to look over to confirm that we are in the same path together with you moving forward from here at this time. We look forward to your added comments and or questions to what we have summarized below.

**Swisslog Questions:** see the questions below and then notes in red text that were taken with answers and or clarifications

Where is the production facility going to be located?

Expected to be on one of the sides of the ASRS, location is 'TBD'. Please provide whatever plans that you currently have for this facility in electronic format so that we may work to integrate what will make the most sense for the operation of the automated warehouse attached.

What are the production hours of operation / when do they need packaging material?

Plan for 16 hrs./day for the delivery of the packaging materials to the production facility from the warehouse. The receipt of the packaging materials into storage may take place over any of the intended 24 x 6 hours of operations

How are production materials received and shipped?

Pallets of RPCs and corrugate materials are received to the warehouse and then to be distributed to the to farmers via outbound trailers and or to production, means of conveyance to be defined as noted below.

Can we convey / transport pallets to the production facility?

Yes as needed for sending out to the farms and or to the production facility. Multiple means of transportation are under consideration at this time, conveyors, overhead electrified mono-rail, AGVs (automated Guided Vehicles) tugger trains, etc..

Packaging material pallet / load details?

Same as product specifications for the defined pallet height locations in the warehouse to maintain maximum flexibility for future use

50/50 split of RPC and corrugate and plastic wrap for pallet counts

~1/3 of pallet count can be stored in temperature chambers (RPCs storage) to make efficient use of the available cranes

~2/3 of pallet count should allocated to be stored in dedicated chambers due to temp issues

How many SKUs are there in the 18,000 packaging material locations?

Plan for 250 SKUs maximum

#### **Notes:**

- Updated proposal and designs are needed after the meeting with Walmart (2/21/17) in Bentonville
  - This will determine the pace of the project, the outcome of this meeting will help in determining if this is to be the one single site for now in Arizona or plan for the 3 sites as driven by the anticipated Wal-Mart demands on volumes.
  - Next meeting will be planned to be in either Phoenix or Kingman, AZ with the Winnett executive team after the Wal-Mart scheduled meeting
  - Swisslog will need to be heavily involved with the builder of the temperature controlled facility and Dennis would like for us to involve recognized industry experts for the design build of the temperature controlled facility
  
- ASRS AND BUILDING DESIGN NOTES FOR UPDATES:
  - Rearrange the chambers in the ASRS according to building temperatures such that the 33F is the farthest away from the dock to help minimize the number of door openings for air loss, the chamber in the middle to be the 50F and the closest to the dock is the 65F
  - 100% of the picked order pallets should go back through the ASRS and not at the 80/20 rate as has been used to date in the MFD details
  - Bus bar for ASRS cranes will be on the top of aisle
  - Plan for the inclusion of the RPC and corrugate packaging materials as documented above, a total of ~18,000 pallet positions of materials
  - Plan for forklift trucks to be powered by hydrogen fuel and not conventional battery charging stations
  - Full Time Employee #'s and totals = average and peak totals to be updated as discussed along with the updates to the MFD with average and peak flows
  - On the updated drawings and MFD, be sure to label # of pick faces in MFD and in the drawings
  - Look at the dock size again along with the required number of doors and connection to the production facility - no staging on the dock
  - Don't use the dock area for buffer inbound or outbound, pallets as they arrive to be put away immediately and outbound pallets to go straight to the designated trailer
  - Received product from farms will need to be strapped and a LPN (license plate) placed on the pallets upon receipt from the farms, this represents 60% of the volumes
  - Update the drawings to provide automatic corner protectors & strapping instead of stretch wrapping machines both for receipt of products from the farm and for case picked pallets before being sent back into the ASRS

- PPDC - Pick, Pack Distribution Center
- Can we make the chambers convertible for different temperatures?, Yes - we should plan for this in the building design
- 
- Production building connection - robotic palletizing in this building
  - 7 production lines = 1 robotic area = full pallets only
  - Located on one side or the other
  - Layout TBD once everything is locked down
- LABOR - With the updated proposal provide more details with regards to anticipated required labor for:
  - Planned maintenance hours and times – that will be needed for operations defined as both peak and average operations
  - FTE (Full Time Employee) #'s and totals for both average and peak operations updated in the MFD for operating the facility
  - We should offer an onsite maintenance team in our proposal for what has been discussed as “systems operations”
  - Define ramp up support requirements for Swisslog onsite folks
- OPTIONAL FREEZER chamber - TBD – most probable location is on the back side of facility with its own receiving and shipping dock
  - Will need a separate dock, 36 degrees on the dock for receiving and shipping frozen products
  - Freezer temperature designed for -10 degrees
  - 30,000 tons of product
  - 1500 lbs./pallet
  - 1.24 sq./ft./bushel
  - 8-10 SKUs to start with, anticipating a maximum of 50 SKU's in future state
  - Inventory turns 4 times a year
  - 10,000 pallet positions needed in the freezer ASRS

I look forward to your feedback at your convenience as we keep moving forward with the details as noted above.

Thank you

**Randy Jennings**  
 Director Food & Beverage Sales  
 WDS Americas

Swisslog Logistics, Inc.  
 161 Enterprise Drive  
 Newport News, VA 23603  
 USA

mobile: +1 757-746-0298

email: [REDACTED]

[www.swisslog.com/na](http://www.swisslog.com/na)



**About Swisslog**

Swisslog designs, develops and delivers best-in-class automation solutions for forward-thinking hospitals, warehouses and distribution centers. We offer integrated systems and services from a single source – from consulting to design, implementation and lifetime customer service. Behind the company's success are 2 500 employees worldwide, supporting customers in more than 50 countries. Swisslog is part of the KUKA Group, a leading global supplier of intelligent automation solutions.

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, January 27, 2017 7:17 PM  
**To:** 'MONEY WISE CAPITAL GROUP'  
**Cc:** 'Ken Sheppard'  
**Subject:** RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Lex – I have a commitment this evening and will call you at 9AM tomorrow. Thanks for your voice mail and email.

Regards,  
Dennis

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



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---

**From:** MONEY WISE CAPITAL GROUP [mailto:[REDACTED]]  
**Sent:** Friday, January 27, 2017 7:14 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Good evening  
Called and left you a message. Please call at your convenience: 215 520 1344

Thank you

Lex Gubsky  
COO  
WHITESTONE MONEY WISE  
INVESTMENT PARTNERS LLC  
"Your Trusted Asset Management Company"

Sent from my iPhone 6

On Jan 27, 2017, at 5:48 AM, Dennis Brewer <[REDACTED]> wrote:

Signed agreements attached.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
623-207-9675 520-549-6245  
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<image002.png>

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Sent via the Samsung Galaxy Note5, an AT&T 4G LTE smartphone

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<image004.png>

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**Cc:** 'Dennis Brewer' <██████████>  
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(cell) 818-585-9706  
(fax) 818-783-8819  
Email ██████████

Corporate Web Site [www.creativeflips.webs.com](http://www.creativeflips.webs.com)

Radio Show Web Site [www.dealswithkd.com](http://www.dealswithkd.com)

Skype kensheppard51


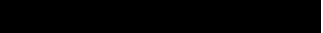
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---

**From:** Ken Sheppard [<mailto:>   
**Sent:** Thursday, December 22, 2016 1:11 PM  
**To:** 'Lex Gubsky' <  
**Subject:** FW: Overview \$60M in Equity for Company in Organic Food

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**From:** Ken Sheppard [<mailto:>   
**Sent:** Monday, December 19, 2016 4:25 PM  
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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

<Signed Whitestone Moneywise Confidentiality and NCND exec 2016.pdf>

<Signed NDA 2017.pdf>

## Dennis Brewer

---

**From:** [REDACTED]  
**Sent:** Friday, January 27, 2017 11:54 AM  
**To:** Dennis Brewer  
**Subject:** RE: TASK WORKSHEET

My buyer is in Sacramento, flat rate buying no discounts. Money has always been good "no credit risk" issues. a very large organic feed supplier of dairy markets for west coast.

I suspect with wheat you are looking at a base price then a premium discount scale, ups are always short and discount are deep has been my experience, if it doesn't hit the protein minimum a whole load is discounted to feed salvage price, the discount is usually deeper than barley flat price, but you are now loaded with inputs trying to get premium scale price. most mills in southwest don't know how to blend and you are at their mercy on settlement. I will be happy to review contract with you when you come out. I just don't want to see us get into a "jackpot" at harvesting right out of the gate on any crop if my experience can lend to help.

FYI for your consideration: the barley will be better for the soil, the root structure of barley is much more dominant than wheat and will break up soil, another good tool for soil tilth in organic production is milo, it fits a summer rotation and there is a strong demand for milo in organic feed and a white food grade milo (conventional and organic) used by Haines Celeste and other in their products, I was one of their first suppliers on the pilot program in early 90's. Both barley and milo will use much less water than their comps (wheat and corn) grow better on lower inputs and are more forgiving of the climate, soil, or poor water conditions to get better yields. My experience the crops that follow these do much better than behind wheat and corn. Also it would be essential to get one of these as a monocot non-host environment in front of potatoes to keep down nematode populations as we will not have a fumigant for control under organic production.

Dennis, I am sure you got an overload of information right now, especially with back office work, we can discuss more when you come out.

----- Original Message -----  
Subject: RE: TASK WORKSHEET  
From: "Dennis Brewer" <[REDACTED]>  
Date: Fri, January 27, 2017 8:34 am  
To: <[REDACTED]>

We will be making a due diligence visit there in the next two weeks. I'll let you and Rick know as soon as I can re-date and we will go from there.

Barley is another option – wheat is desired by Modesto Milling – the reason I selected it but if there is a relatively close-by buyer we could do barley.

Regards,  
Dennis

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



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**From:** [redacted] [mailto:[redacted]]  
**Sent:** Friday, January 27, 2017 10:30 AM  
**To:** Dennis Brewer <[redacted]>  
**Subject:** RE: TASK WORKSHEET

Dennis,

I feel your urgency.

I have the flexibility in my schedule. I need to get eyes on that farm in Gerlach to scope out a critical path on the TLC. I can also lend to risk on equipment and inputs for peas, beans, and Potatoes.

I would suggest consider organic feed barley as opposed to organic feed wheat or organic food wheat. there is not a product on the market to push a high enough analysis of N to meet the protein requirements for wheat, unless you stress it with water restrictions. while protein has the potential you will lower the overall yield of the crop.

I have excellent organic feed and organic food commodity contacts, I can take the marketing lead on the small grains, large grains, dry beans and dry peas to carry some of this load immediately then pass off when we have a full trading floor. I can provide you with production plans and qualifying financial models on each as well to consider in the rotations. But I do highly recommend we start with organic feed barley over wheat in the rotation as you have planned, cost are lower, risk are lower, but the margin of profits is equal.

Please let me know on Gerlach. The weather is breaking I would like to take the window and get across the farm for inventory.

Bill

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

Subject: TASK WORKSHEET

From: "Dennis Brewer" <[redacted]>

Date: Fri, January 27, 2017 7:11 am

To: <[redacted]>  
<[redacted]> "Rafael Gomez"  
<[redacted]>  
"Bruce Blitch" <[redacted]>  
<[redacted]>

We have an acceptable Term Sheet and a timeline for closing. We also have a possible second bidder. In any event, we expect to have a signed Term Sheet by no later than Thursday, February 2<sup>nd</sup> and closing by February 24<sup>th</sup>.

We will be meeting in our office at 12725 West Indian School Road, Suite E-101 Avondale on February 27th at 8:00 AM. Please do not stop whatever you are doing quite yet as we must still get through due diligence. I do not expect any problems but do not want anyone left hanging if something were to go wrong on the way to closing. Jason, Bill and I will also be

meeting our PPDC automation vendor, Swisslog, on February 28<sup>th</sup> from 1PM to 5PM to discuss the ASRS.

Please immediately prepare a 6 month task list for yourself with total time requirements and start and completion dates using the attached format. Please also prepare a list of items we need from others, indicating lead times to availability for those items, be they equipment or services. Place your name in the Excel spreadsheet file name, i.e., First Name Last Name TASK WORKSHEET. **Submit to me no later than February 10<sup>th</sup>**. I will review and discuss with you individually the following week.

We will review the combined and amended lists at our meeting. Our goal for the meeting is to have a clear picture of who will be doing what and when, including, for example, hiring team members, implementing information systems, organic certification, shadehouse construction, and equipment purchasing. Our overall operating goal is to be in production by mid-March, with first harvest about 55-65 days later. We will be starting at Gerlach with 5,000 acres – 250 of fresh mixed vegetables, 1250 of frozen peas then fresh potatoes, 1250 of frozen green beans, and 2250 of feed grain (wheat, most likely). Gerlach has an excellent system of pivots and drip in place and some buildings requiring TLC to make them suitable for habitation. We need everything else to make a farm run independently as it is miles from anywhere. And, we will have to do it quickly to make a timely pea harvest. This farm is our top priority for the first few weeks.

We will be housing our offices at 2225 West Whispering Wind Drive in the near future – as soon as we can get a lease signed, internet service, and furniture to the facility. In the meantime, you may remain in your current living circumstances and make trips as required. Within a month of the office opening, you will need to have a place to live in the greater Phoenix area. As we discussed with each of you, we will reimburse actual moving expenses for your relocation.

We have a great deal to do and I have confidence that this is the team to do it. The pace will be unrelenting so don't forget to take care of yourself as this is a marathon, with periodic sprints thrown in. I look forward to seeing all of you in Phoenix.

Questions? Call me on 520-549-6245. Thank you.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Saturday, January 28, 2017 8:54 AM  
**To:** [REDACTED]  
**Subject:** Swisslog  
**Attachments:** Winnette Organics- Swisslog - JAN Mtg 1-24-2017 v1.pdf

Jan 24 meeting with Swisslog pdf attached for your information.

Regards,  
Dennis

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**Dennis Brewer**

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, January 29, 2017 6:05 PM  
**To:** [REDACTED]  
**Subject:** RE: Stockton Hill Farms

Just talked to the broker, may have one tomorrow, best we can do.

Regards,  
Dennis

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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, January 29, 2017 5:55 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Stockton Hill Farms

Do you have a copy of property tax bill?

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

Subject: Stockton Hill Farms  
From: "Dennis Brewer" <[REDACTED]>  
Date: Sun, January 29, 2017 5:19 am  
To: <[REDACTED]>

Bill - Please review documentation and work up a price range for this property near Kingman by close of business MONDAY. They surprised me with a BAFO deadline of Monday, January 30<sup>th</sup>.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Sunday, January 29, 2017 6:05 PM  
**To:** [REDACTED]  
**Subject:** RE: Stockton Hill Farms

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Regards,  
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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Sunday, January 29, 2017 5:55 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Stockton Hill Farms

Do you have a copy of property tax bill?

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

Subject: Stockton Hill Farms  
From: "Dennis Brewer" <[REDACTED]>  
Date: Sun, January 29, 2017 5:19 am  
To: <[REDACTED]>

Bill - Please review documentation and work up a price range for this property near Kingman by close of business MONDAY. They surprised me with a BAFO deadline of Monday, January 30<sup>th</sup>.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 30, 2017 8:57 AM  
**To:** 'MONEY WISE CAPITAL GROUP'  
**Cc:** [REDACTED] 'Ken Sheppard'  
**Subject:** Timing

Lex – Just a reminder that if you are interested in this project, we will need to discuss it today or tomorrow and receive your Term Sheet, if any, no later than Wednesday, 5 PM Eastern Time. No intent to pressure you but that is the timing on our existing proposed Term Sheet from a group in New York. We will accept that offer if you decide not to respond. You can reach me at 520-549-6245 prior to 6PM Eastern today or tomorrow.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, January 30, 2017 5:27 AM  
**To:** [REDACTED]  
**Subject:** RE: Stockton Hill Farms

Bill – Call Kristine Volk at 702-334-4669 to get permission. Last I heard the drip has been repaired and Larry Hancock is off the place but I could be mistaken.. We will not be adding pivots, rather solid set or drip. Thanks for a speedy response – sorry we do not have more time but I just got wind of this BAFO thing.

Regards,  
Dennis

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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Monday, January 30, 2017 12:57 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Stockton Hill Farms

Dennis,

I got my rough appraisal built on document review alone. I need to get eyes on it, their numbers do not look right on equipment. I know they are overpaying on much of what they were purchasing and services they were booking from larry hancock, he is making significant profit on Bob right now.

Can you get me authorization to freelance the property tomorrow. I can make a fast run up there its only a few hours for me. Also there are issues with drip systems on that farm that jim rhodes installed unless they have repaired.

Also my overlay of land reports shows that both larry hancock and jim rhodes have spiked this property against growth and development with in holding ownership, it could be held for ransom on some of the tracts to economically develop. I have a due diligence plan ready to go, but i prefer to keep the money soft until we are satisfied.

I know this is a pivot-able purchase for your plans, but their is an underlying reason this is property is being flipped so quickley, bob saul fund set this as a long term project, he has run into one wall after another as rumors go, he is being bled dry by the local contractor, and they are only on their second year. I am not worried about farming it, and budgeting the development without getting squeezed I want to know what we are going to expect in ongoing pumping restrictions, also what are they actually pumping the well logs are not complete and what I did see I was not impressed with. I need their well id numbers for a adwr report from the state. then i can bring in hydrologist once we are on contract.

please let me know if I can run that way tommorrow, ill have a report finished up for you on my valuations.

Bill

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

Subject: RE: Stockton Hill Farms

From: "Dennis Brewer" <[REDACTED]>

Date: Sun, January 29, 2017 4:05 pm

To: <[REDACTED]>

Just talked to the broker, may have one tomorrow, best we can do.

Regards,  
Dennis

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---

**From:** [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]

**Sent:** Sunday, January 29, 2017 5:55 PM

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

**Subject:** RE: Stockton Hill Farms

Do you have a copy of property tax bill?

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

Subject: Stockton Hill Farms

From: "Dennis Brewer" <[REDACTED]>

Date: Sun, January 29, 2017 5:19 am

To: <[REDACTED]>

Bill - Please review documentation and work up a price range for this property near Kingman by close of business MONDAY. They surprised me with a BAFO deadline of Monday, January 30<sup>th</sup>.

Regards,  
Dennis

Dennis Brewer



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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, January 31, 2017 4:04 PM  
**To:** 'Jonathan Cross'  
**Subject:** RE: Financial Partner

Great – strong partners with talent and pockets.

Regards,  
Dennis

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---

**From:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Tuesday, January 31, 2017 3:54 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Financial Partner

Dennis

We are going to bring TIAA-CREF Asset Management into the deal. They just closed a new fund TIAA-CREF Global Agriculture II late last year - \$3B. They are a big farmland investor. Also, Agriculture Capital Management - they are much smaller, but very active. Check them both out so you are familiar with them.

*JONATHAN CROSS*

PRESIDENT

PRIVATE EQUITY

**SHEFFORD CAPITAL PARTNERS, INC.**

**477 MADISON AVENUE**

SIXTH FLOOR

NEW YORK, NEW YORK 10022

212.367.7079

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, January 31, 2017 2:26 PM  
**To:** [REDACTED]  
**Subject:** RE: Stockton Hills Funding

Bill – What is your phone number? I will get back to you in a few minutes after I review your document.

Regards,  
Dennis

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Chief Executive Officer  
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---

**From:** [REDACTED] [mailto:[REDACTED]]  
**Sent:** Tuesday, January 31, 2017 2:22 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Stockton Hills Funding

Dennis,

Please review the "needs" data sheet.

I'm not sure where we are standing on funding?

We are giving Bod what he "has to have" on developed tracts, but I am modeling the "plugged value" from my land reports on the development land of which he has flexibility on.

We are going to need to show strength in our ability to do a quick dd, I am feeling March 15th before a decision then 30 days for escrow to go hard with another 15 days to 30 to close all.

Bob, does not know us, worse yet is we will need to give him a strong intro and show proof of eligibility on the LOI for it to be considered in presented by Mr. Saul to the board of directors as Barings.

Once you confirm this is our direction;

I will build the full cash flow investment model for the acquisition and carry request; while also developing a draft for the term sheet for the purchase agreement

FYI: Our competing buyers -

1 LOI on the table, the 2 other buyers are expected to have their LOI's in by Friday or Monday

please send me your thoughts

Bill

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, January 31, 2017 6:35 PM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** FW: Available Organic Certified Ground

Rick - Thanks

Bill - Please follow this lead with Rick and let's see where it goes.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
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-----Original Message-----

**From:** Herbert Wood [mailto:[REDACTED]]  
**Sent:** Tuesday, January 31, 2017 6:32 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Available Organic Certified Ground

There is currently 1500 acres of certified ground in the Gilabend area that is in durum and will be available in August. The ground is under center pivot and the owner is willing to drip the corners.

Sent from my iPhone

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, January 31, 2017 11:09 AM  
**To:** 'Daniel Krewson'  
**Subject:** RE: FW: PPM and S-1

Yes, by Feb 24<sup>th</sup> is what I intended to say.

Regards,  
Dennis

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**From:** Daniel Krewson [mailto:[REDACTED]]  
**Sent:** Tuesday, January 31, 2017 11:07 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: FW: PPM and S-1

Dennis,

When we spoke about the timing of the first equity tranche, you mentioned before the end of January, but did you mean before the end of February?

Dan

On Mon, Jan 30, 2017 at 4:59 PM, Dennis Brewer <[REDACTED]> wrote:

FYI – see below.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

[623-207-9675](tel:623-207-9675) [520-549-6245](tel:520-549-6245)

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---

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

**Sent:** Monday, January 30, 2017 4:57 PM

**To:** 'MONEY WISE CAPITAL GROUP' < [REDACTED] >

**Subject:** PPM and S-1

Lex – It was a pleasure to speak with you today. Attached please find our PPM and an S-1 from about 12 months ago. I look forward to speaking with you further. In addition to the \$60MM equity, we will need \$100MM in debt secured by real estate – farmland in northern Nevada (5,000 acres, \$23.625MM) and northern Arizona (16,000 acres, approximately \$94 million), as well as the debt against equipment that we spoke about. I look forward to our further conversation tomorrow.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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--



**Daniel Krewson, SVP, Senior Advisor**  
**MultiFunding, LLC**  
(610) 761-0466 [REDACTED]

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## Dennis Brewer

---

**From:** MONEY WISE CAPITAL GROUP <[REDACTED]>  
**Sent:** Tuesday, January 31, 2017 6:23 PM  
**To:** Dennis Brewer  
**Subject:** Re: Timing

Dennis hi

I have not received anything from you what we discussed that you would send me.  
I had a chance to talk to one of our large capital partners - a hedge fund and we have interest.

Thank you

Lex Gubsky  
COO  
WHITESTONE MONEY WISE  
INVESTMENT PARTNERS LLC  
"Your Trusted Asset Management Company"

Sent from my iPhone 6

On Jan 30, 2017, at 8:57 AM, Dennis Brewer <[REDACTED]> wrote:

Lex – Just a reminder that if you are interested in this project, we will need to discuss it today or tomorrow and receive your Term Sheet, if any, no later than Wednesday, 5 PM Eastern Time. No intent to pressure you but that is the timing on our existing proposed Term Sheet from a group in New York. We will accept that offer if you decide not to respond. You can reach me at 520-549-6245 prior to 6PM Eastern today or tomorrow.

Regards,  
Dennis

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<image001.png>

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, February 1, 2017 7:25 PM  
**To:** 'Jonathan Cross'  
**Subject:** Term Sheet et al  
**Attachments:** WinnettOrganics Term Sheet 1.31.17 (4) Signed 170201.pdf; WinnettOrganics Investor Presentation 170107.pptx; Rick Wood Actual RESUME.rtf; William Reed Resume 2016 v2.pdf; Winnett Perico PPM 161203.pdf

Term sheet is signed. Please have Linda provide me the wiring instructions again.

Would you prefer to travel next week or the following week and on which days? We will go to Vegas and drive to Kingman and Stockton Hill Farm. That farm is operational and has drip, pivots, and some undeveloped land so you will get a better sense for things.

I will request a link for you to our due diligence dropbox. You should have it in a day or so. I've attached our current pitch deck, PPM, and a couple of resumes which were not in the dropbox.

Regards,  
Dennis

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, February 1, 2017 8:59 AM  
**To:** 'Jonathan Cross'  
**Subject:** RE: Another Investor

No, just was not sure about your thoughts – we will proceed as planned and introduce them later.

Regards,  
Dennis

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---

**From:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Wednesday, February 1, 2017 8:58 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Another Investor

Dennis,

I don't believe that is going to fly - my group would want to maintain our 49%, at least until some value was created.

If you would like, we can withdraw the term sheet to give you some time to negotiate with this group.

*JONATHAN CROSS*  
PRESIDENT  
PRIVATE EQUITY

**SHEFFORD CAPITAL PARTNERS, INC.**  
477 MADISON AVENUE  
SIXTH FLOOR  
NEW YORK, NEW YORK 10022

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---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, February 1, 2017 8:34:30 AM  
**To:** Jonathan Cross  
**Subject:** Another Investor

Jonathan – While we are reviewing the Term Sheet, I have another possibility I would like to bring up. We have another investor interested in this project. Would you be opposed to squeezing another \$20 to \$45 million into the 49% pool of investors? We have an indication of interest and will know how serious they are today. They are a small fund and i-bank with strong connections, somewhat like your firm.

If no, I will save the contact for a future round. If yes, I will continue my dialog with them. We would use the funds to further accelerate our development of all three farms – Gerlach, Kingman, and Hyder, including shadehouses and greenhouses at Kingman.

Let me know what you think. Thanks.

Regards,  
Dennis

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



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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, February 1, 2017 2:31 PM  
**To:** 'MONEY WISE CAPITAL GROUP'; 'Ken Sheppard'  
**Subject:** RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Thanks, Lex. One of the institutional investors in our deal is a name fund as well with \$3 billion in this particular fund. Our lead investor is known to me for five years and I am confident of the deal. Our general counsel has reviewed and our securities attorney will also review the definitive agreement. Thanks again for your time. We will let you know of our progress. We are interested in making the \$109MM debt side of this work as well as I mentioned in my last email.

Regards,  
Dennis

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**From:** MONEY WISE CAPITAL GROUP [mailto:[REDACTED]]  
**Sent:** Wednesday, February 1, 2017 2:14 PM  
**To:** Ken Sheppard <[REDACTED]> Dennis Brewer <[REDACTED]>  
**Subject:** Re: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Dennis that's ok, but truth is it's not up to investors who's money you use. If they cost of capital is lower or better overall terms, it's none of their concerns.

You do what you want but this is a red flag (long term or short term). Ask any attorney who has been doing corporate finance deals for at least a decade.

Why don't you let me take a look at their term sheet as an attorney confidentially and free of charge? just to be safe that you not going to be put into position where you would put a hedge fund w 8 bil in assets (can't share name w you yet but Ken knows who I m talking about) on hold needlessly. Cause let me tell you that one if the worse things you can deal w investors on- is come back to them later after you put them on hold in preference of someone else.

You lose nothing but I know whether the offer you got is feasible or even possible.

Because it appears to me that this company has not done any due diligence on investment and this is very strange.

All the best

Thank you

Lex Gubsky  
COO  
WHITESTONE MONEY WISE  
INVESTMENT PARTNERS LLC  
"Your Trusted Asset Management Company"

Sent from my iPhone 7 Plus

On Feb 1, 2017, at 1:55 PM, Ken Sheppard <[REDACTED]> wrote:

Hi Dennis,

Thank you for your call today. Please kindly send us the narrative as discussed for your thoughts going forward.

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](http://www.creativeflips.webs.com)  
Radio Show Web Site [www.dealswithkd.com](http://www.dealswithkd.com)  
Skype kensheppard51

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Attorney, Accountant, and any other professional that can help you to understand and assess the risks associated with any investment opportunity.

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**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Wednesday, February 01, 2017 10:29 AM  
**To:** 'MONEY WISE CAPITAL GROUP' < [REDACTED] >  
**Cc:** 'Ken Sheppard' < [REDACTED] > 'Daniel Krewson' < [REDACTED] >  
**Subject:** RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Lex – I tried to get the new investors to consider adding Whitestone Money Wise to their investor group but they do not want to do so right now and offered to pull their Term Sheet which I did not want them to do. As a result, we are going to go with their \$60 million and will follow up with you in a few months once we are in operation and Walmart has made their decision about the pace of progress. The valuation will be higher but the risk will be reduced. Thank you for the time you have taken to understand the project.

Regards,  
Dennis

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<image001.png>  
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**From:** MONEY WISE CAPITAL GROUP [mailto: [REDACTED]]  
**Sent:** Wednesday, February 1, 2017 1:16 PM  
**To:** Ken Sheppard < [REDACTED] >  
**Cc:** Dennis Brewer < [REDACTED] >  
**Subject:** Re: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Dennis hi  
Could you pls give me an idea what we doing?  
I recovered all your emails in my bulk folder so I figured that this is urgent to you

Thank you

Lex Gubsky  
COO  
WHITESTONE MONEY WISE  
INVESTMENT PARTNERS LLC  
"Your Trusted Asset Management Company"

Sent from my iPhone 6



On Jan 27, 2017, at 9:15 AM, Ken Sheppard <[REDACTED]> wrote:

Hi Dennis,

Thank you for this.

Lex,

Please kindly respond to the below/attached.

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](http://www.creativeflips.webs.com)

Radio Show Web Site [www.dealswithkd.com](http://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](http://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](http://www.kenreradio.com). It is available for free and a great connection point for active investors to network!

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**From:** Dennis Brewer [mailto: [REDACTED]]  
**Sent:** Thursday, January 26, 2017 2:59 PM  
**To:** 'moneywisefinancial' < [REDACTED]>  
**Cc:** 'Ken Sheppard' < [REDACTED]>  
**Subject:** RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Lex – We are reviewing your NDA et al and will sign once review is completed. If you have time tomorrow, I am available all morning. Call me on 520-549-6245.

We do have a Term Sheet for Preferred Series B \$10 par, convertible one for one to common, \$20MM initial investment with \$40MM to follow within weeks. We currently have 16.2 million common shares out to me, and 81,000 Preferred Series A out to 2 accredited investors, as well as 480,000 options to employees and consultants (1 year cliff, 3 year vest).

If you are interested in this project, we should meet on or before Monday with a Term Sheet on or before Wednesday assuming you like what you see. Am available all weekend and Monday, happy to meet you here or there.

We will be signing the existing Term Sheet on Thursday Feb 2<sup>nd</sup> in the absence of a better offer.

Thanks for your interest.

Regards,  
Dennis

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

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**From:** moneywisefinancial [mailto: [REDACTED]]  
**Sent:** Thursday, January 26, 2017 5:37 PM  
**To:** Dennis Brewer < [REDACTED]> Ken Sheppard < [REDACTED]>  
**Cc:** 'Ken Sheppard' < [REDACTED]>  
**Subject:** RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Dear Dennis  
Please find the attached your executed nda as well MW & WMW nda for your review and execution .