

I got tied up w one of our deals today and not sure until a far 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
WinnettOrganics, Inc.
623-207-9675 520-549-6245
www.winnettorganics.com

<image002.png>
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From: MONEY WISE CAPITAL GROUP [[mailto:\[REDACTED\]](#)]
Sent: Monday, January 23, 2017 3:28 PM
To: Dennis Brewer <[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

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
INVESTMENT PARTNERS LLC
"Your Trusted Asset Management Company"

Sent from my iPhone 7 Plus

On Jan 20, 2017, at 3:17 PM, Dennis Brewer <[REDACTED]>
wrote:

Lex – Nice to make your acquaintance. I look forward to speaking with you about this exciting opportunity. I am available next week except on Tuesday to discuss what we are working on with you. Please let me know a good time to contact you. I'm in NJ so am on Eastern Time.

Ken – Thanks for the introduction.

Regards,
Dennis

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

<image004.png>
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From: Ken Sheppard [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, January 20, 2017 3:13 PM
To: [REDACTED]
Cc: 'Dennis Brewer' <[REDACTED]>
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, pleased 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

(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#

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

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

From: Ken Sheppard [[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
(cell) 818-585-9706
(fax) 818

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, February 1, 2017 6:39 AM
To: [REDACTED]
Subject: FW: Black Rock Farms Comprehensive Soil Analysis Report
Attachments: Winnett Organics Comparative Soil Analysis Results Report.pdf

Rick, Bill – Here are soil test results for Gerlach. Please weigh in on the suggested approach to composting.

Regards,
Dennis

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



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From: Cody Witt [mailto:[REDACTED]]
Sent: Wednesday, February 1, 2017 12:25 AM
To: Dennis Brewer <[REDACTED]>
Cc: Craig Witt <[REDACTED]>
Subject: Black Rock Farms Comprehensive Soil Analysis Report

Hello Dennis,

We just finished up compiling all of the data and writing the report. This is a comprehensive report with lots of information. Please read through everything and let me know if you have any questions.

Full Circle's approach to soil fertility may require a paradigm shift. We focus on targeted mineral nutrition for long-term project success while decreasing costs. I am more than happy to explain anything within the report. Below is a breakdown:

- Pages 1-3:
 - Soil Sample Locations and Site Visit Notes
- Page 4:
 - Averaged Soil Sample Results
- Pages 5-8
 - Detailed Description of Nutrient Results and Corresponding Recommendations
- Pages 8-9
 - Full Circle Methodology, Cost Savings, and Plan
- Page 10
 - Initial Custom Blend Cost Per Acre (Delivery Not Included)
- Pages 11-20

- Original Soil Analysis Results

I will be in the office tomorrow after 9 AM PST. Please give me a call at 775-450-6674 and we can discuss.

This is our initial recommendations. We can also create base line organic compost products with no minerals; however, based on the initial volumes requested, overall costs need to be evaluated between options based on transportation, application, and growth response.

Thanks,

Cody Witt

Strategic Everything

Full Circle Soils & Compost

Good for Plants, Good for the Planet

P 775-450-6674 | E [REDACTED]

<http://fullcirclecompost.com>

Biocycle Article: <http://www.biocycle.net/2015/10/21/compost-entrepreneuring-in-nevada/>

[Northern Nevada Green Business of the Year](#)

FULL CIRCLE SOILS & COMPOST SENSITIVE DOCUMENT STATEMENT OF CONFIDENTIALITY:

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 2, 2017 6:49 PM
To: 'Andy Altahawi'
Subject: RE: Dropbox

Thanks, Andy.

Regards,
Dennis

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



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From: Andy Altahawi [mailto:[REDACTED]]
Sent: Thursday, February 2, 2017 6:48 PM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Dropbox

Dennis,

I shared the dropbox as requested.

Regards
Andy

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Thursday, February 02, 2017 12:03 PM
To: 'Andy Altahawi'
Subject: RE: Dropbox

Andy – This is full scope due diligence. Since you have the most complete set of documents, we would like for Jonathan to have access to everything in the files.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
623-207-9675 520-549-6245
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From: Andy Altahawi [mailto: [REDACTED]]
Sent: Thursday, February 2, 2017 11:44 AM
To: Dennis Brewer < [REDACTED]>
Cc: Jonathan Cross < [REDACTED]>
Subject: Re: Dropbox

Dennis,

I hope all is well.

What documents are you looking for?

I'm currently out of the office, I'll get you what you need when I get back.

Regards
Andy

Sent from my iPhone

On Feb 2, 2017, at 11:29 AM, Dennis Brewer < [REDACTED]> wrote:

Andy – Please provide access to the Winnett Perico dropbox to [REDACTED]
ASAP. Thanks!

Regards,
Dennis

Dennis Brewer
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WinnettOrganics, Inc.
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www.winnettorganics.com

<image001.png>
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 2, 2017 4:49 PM
To: 'Jonathan Cross'
Subject: RE: Kingman Visit 2/7,8

Sounds good.

Regards,
Dennis

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



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From: Jonathan Cross [mailto:[REDACTED]]
Sent: Thursday, February 2, 2017 4:49 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Kingman Visit 2/7,8

Dennis,

I will get Linda right on it.

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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From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 2, 2017 4:26:13 PM
To: Jonathan Cross
Subject: Kingman Visit 2/7,8

Jon – We are on for a tour on Wednesday, February 8th. Meet in the front lobby of the Westgate Las Vegas Hotel 3000 Paradise Road at 7:45AM. We will be meeting Kristine Volk there and driving with her to the Stockton Hill Farm. We will tour and have lunch with other members of our team there and return to McCarran.

The hotel is the former Las Vegas Hilton, now renamed:

<https://www.westgatedestinations.com/nevada/las-vegas/westgate-las-vegas-hotel-casino/overview/maps-directions? ga=1.182604644.371752743.1474565928>

My cell phone is 551-252-8164. I arrive in Las Vegas at 8:11 PM on Tuesday.

Regards,
Dennis

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



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Regards,
Dennis

Dennis Brewer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 2, 2017 1:59 PM
To: 'Michael Callahan'; 'Mark Gross'
Subject: Documents
Attachments: WinnettOrganics Term Sheet Executed.pdf; WinnettOrganics Walmart Presentation and Attachments 170221.pptx

Michael – Good to speak with you. Documents attached.

Regards,
Dennis

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



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Dennis Brewer

From: Dean T. Smith <[REDACTED]>
Sent: Thursday, February 2, 2017 12:54 PM
To: Dennis Brewer
Subject: Re: Status Report

That is great news Dennis.

From: [Dennis Brewer](#)
Sent: Thursday, February 02, 2017 2:41 AM
To: [REDACTED] ; [REDACTED] ; [REDACTED] ; [Rafael Gomez](#) ;
[REDACTED] ; [Bruce Blich](#) ; [REDACTED] ;
[REDACTED]
Cc: '[Michael Callahan](#)' ; '[Mark Gross](#)' ; '[Jonathan Cross](#)'
Subject: Status Report

Three institutional investor groups, led by Shefford Capital, will be acquiring 49% of the company for \$60 million. The deal is expected to close by February 24th. All three groups have both talent and resources to assist us. One of the groups is a \$3 billion ag fund, a subsidiary of an American icon. This information is confidential. More information on the investors will be internally disclosed once the deal closes.

Gerlach – Soil sample reports have been received and reviewed. Soil quality is good, nutrient levels are generally poor, and pH is high. A balanced nutrient plan has been proposed by the regional compost supplier which will require only 140 truckloads of materials to the site so the process can be completed in three to four weeks, a more rapid timeframe than originally anticipated. We can expect good yields across all crop types as a result.

Kingman – Working to secure a deal structure that will allow us to close on 16,000 acre Stockton Hill Farm. Had a conference call on Wednesday with Barings, the owners, regarding our plans and capabilities. Strong interest from them in our plan for the property.

Reminder that Task Lists are due to me on February 10th.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Dean T Smith
White Wolf Properties, LLC
Sasha's Farm Fresh, LLC

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 3, 2017 12:00 PM
To: 'Jonathan Cross'
Subject: RE: Kingman

No, the realtor is the following:

<http://broadwayrealtyprofessionals.com/>

The broker is Michael Broadway. Our direct contact is Kristine Volk.

Regards,
Dennis

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



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From: Jonathan Cross [mailto:[REDACTED]]
Sent: Friday, February 3, 2017 11:49 AM
To: Dennis Brewer <[REDACTED]>
Subject: Kingman

Dennis,

Are you dealing with Chambers Realty on Kingman?

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: [REDACTED]
Sent: Friday, February 3, 2017 9:34 AM
To: Dennis Brewer
Subject: Re: Address

Ok no problem

Kristine Volk
(702)334-4669

> On Feb 3, 2017, at 4:35 AM, Dennis Brewer <[REDACTED]> wrote:

>

> Thanks, Kristine. Jon Cross will be arriving at 10AM Wednesday the 8th
> so we will need to adjust our schedule accordingly. You can pick me up
> and we will go to the airport to pick him up, drive down, have lunch,
> then tour the property.

>

> Regards,
> Dennis

>

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

>

>

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>

> -----Original Message-----

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

> Sent: Thursday, February 2, 2017 8:47 PM

> To: Dennis Brewer <[REDACTED]>

> Subject: Address

>

>

>

>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 3, 2017 1:37 PM
To: 'Winnett Organics'
Subject: RE: Invite - RSVP Please

Okay, thanks. Best of luck with Margie.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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www.winnettorganics.com



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From: Winnett Organics [mailto:[REDACTED]]
Sent: Friday, February 3, 2017 1:33 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Invite - RSVP Please

Hello Dennis,

Thank you for the invitation, at this time I will no be able to attend since I am in the middle of some projects. I hope everything goes well and best luck!

Also, Margie came back into the picture yesterday, I received a call from her asking about the project's progress, I will follow up to her Monday just to keep her around.

Kind Regards,

Rafael Gomez
VP. Food Safety-QA & Organic Integrity
209-401-9225

Winnett Organics, Inc.
"Organic Specialist"

On Feb 2, 2017, at 1:33 PM, Dennis Brewer <[REDACTED]> wrote:

We will be touring the Stockton Hill Farm in Kingman at 10AM Wednesday February 8. Please RSVP as soon as possible. No need to travel a great distance or disrupt other plans to attend. Jon Cross, Shefford Capital, and I will be touring and all are invited to tour and lunch on the farm with us. I will get back to you with the specific directions to the meeting place.

Regards,
Dennis

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

<image001.png>

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 3, 2017 7:43 AM
To: Bruce Blitch
Subject: FW: Address
Attachments: IMG_4213.PNG; Untitled attachment 02072.txt

Bruce - Address attached. We will meet at the farmhouse at NOON, then tour - change of plans. Any difficulty finding the place call 702-334-4669.

Regards,
Dennis

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

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

From: [REDACTED] [mailto:[REDACTED]]
Sent: Thursday, February 2, 2017 8:47 PM
To: Dennis Brewer <[REDACTED]>
Subject: Address

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 3, 2017 10:18 AM
To: 'Paul Smith'
Subject: RE: Insurance

Due diligence started today, Steve Case fund is not involved. No reason for you to go on tour. There will be chances later for you to see farming operations.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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From: Paul Smith [mailto:[REDACTED]]
Sent: Friday, February 3, 2017 10:14 AM
To: Brewer Dennis <[REDACTED]>
Subject: Re: Insurance

Hi Dennis:

I am not sure if you sent it to me earlier. But thanks because it looks like one to check out. I have also been talking to an insurance broker whom worked for my previous company that is owned by an ag insurance company,

Is everything going well with the due diligence. Is the American Icon that you referred to Steve Chase from AOL whom you mentioned was interested thru his fund? I would not mention this to anybody else.

It will be difficult for me to go the farming tour, but how important is that meeting? I am glad Bruce is going.

Best,
Paul

Paul Smith
Vice President - Finance & Admin
WinnettOrganics
255 Barcelona Drive
Boulder, CO 80303
w (520) 745-4403

m (303) 601-6333
www.winnettorganics.com
Organic Fresh Food Specialists

On Feb 3, 2017, at 8:07 AM, Dennis Brewer <[REDACTED]> wrote:

<http://www.wgis.com/business-home>

Can't remember if I sent you this a while back or not.

Regards,
Dennis

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

<image001.png>

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, February 6, 2017 2:37 PM
To: 'Ken Sheppard'
Cc: 'Daniel Krewson'
Subject: RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Ken - Little news, closing and funding \$60MM on the 24th. All plans are based upon that funding date. Dan will provide several LOIs on equipment debt later this week. Due diligence moving ahead normally.

Regards,
Dennis

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



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From: Ken Sheppard [mailto:[REDACTED]]
Sent: Monday, February 6, 2017 2:35 PM
To: 'Dennis Brewer' <[REDACTED]> 'MONEY WISE CAPITAL GROUP' <[REDACTED]>
Subject: RE: Overview \$60M in Equity for Company in Organic Food I/Introduction by Ken Sheppard to Lex Gubsky and Dennis Brewer

Hi Dennis,

Good morning to you. Please kindly provide a status update for our files.

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.

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From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, February 01, 2017 11:31 AM

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

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

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



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From: MONEY WISE CAPITAL GROUP [[mailto:\[REDACTED\]](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 overalls 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 st 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

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.

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From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, February 01, 2017 10:29 AM

To: 'MONEY WISE CAPITAL GROUP' <moneywisefinancial@comcastnet>

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

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

<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
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.

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

Sent: Thursday, January 26, 2017 2:59 PM

To: 'moneywisefinancial' <moneywisefinancial@comcastnet>

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 2nd in the absence of a better offer.

Thanks for your interest.

Regards,
Dennis

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

<image001.png>

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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' <moneywisefinancial@comcastnet>
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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www.winnettorganics.com

<image002.png>
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From: MONEY WISE CAPITAL GROUP [[mailto:](#) [REDACTED]]
Sent: Monday, January 23, 2017 3:28 PM
To: Dennis Brewer <[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

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
INVESTMENT PARTNERS LLC
"Your Trusted Asset Management Company"

Sent from my iPhone 7 Plus

On Jan 20, 2017, at 3:17 PM, Dennis Brewer <[REDACTED]>
wrote:

Lex – Nice to make your acquaintance. I look forward to speaking with you about this exciting opportunity. I am available next week except on Tuesday to discuss what we are working on with you. Please let me know a good time to contact you. I'm in NJ so am on Eastern Time.



Ken – Thanks for the introduction.

Regards,
Dennis

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

<image004.png>

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From: Ken Sheppard [<mailto:> 
Sent: Friday, January 20, 2017 3:13 PM
To: moneywisefinancial@comcastnet
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, pleased 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
(cell) 818-585-9706
(fax) 818-783-8819
Email 
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#
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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.
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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

From: Ken Sheppard [<mailto:> 
Sent: Monday, December 19, 2016 4:25 PM
To: 'Lex Gubsky' <
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

(cell) 818-585-9706

(fax) 818

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, February 6, 2017 1:36 PM
To: 'TJ Zaharis'
Cc: [REDACTED] Bruce Blitch;
Subject: RE: Freezer Space

The Term Sheet is signed, closing and funding are scheduled for the 24th. I will be in Phoenix the week of the 27th. You should coordinate with Jason Waseman (copied on this email) from here as I will be increasingly difficult to reach over the next several weeks but will be signing the lease for space beginning around May 1st occupancy with setup in April (wireless communications for bar code scanners).

Regards,
Dennis

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



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From: TJ Zaharis [mailto:[REDACTED]]
Sent: Monday, February 6, 2017 1:31 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Freezer Space

Hi Dennis – wanted to follow up on our discussion from a couple weeks ago and see how the Term Sheet came together. Let me know if we are ready to push forward with the space.

Thanks!

TJ Zaharis
VP | Designated Broker



2152 S Vineyard, Suite 116
Mesa, AZ 85210
480.610.2400 o
480.628.6363 c
480.610.2407 f

www.coberealestate.com

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, January 24, 2017 8:16 PM
To: TJ Zaharis < [REDACTED]>
Subject: RE: Freezer Space

Okay. We will revert to public warehouse for freezer and stick with Cowley for cooled space. This is temporary through the end of 2018 we believe. Thanks.

Regards,
Dennis

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



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From: TJ Zaharis [mailto: [REDACTED]]
Sent: Tuesday, January 24, 2017 3:48 PM
To: Dennis Brewer < [REDACTED]>
Subject: RE: Freezer Space

Hi Dennis – I’ve been scouring the market and attached are the only options that could meet your requirements and they will likely need modification as well. Here are my thoughts on each.

McKemy – this building is only for sale, but between the listing broker and me we can find someone to buy it that will be happy to lease it back to you. Finding out if the freezer can be expanded.

63rd Ave – the listing broker is trying to find out if the freezer is expandable, but the great thing here is that the Landlord owns multiple properties and would be willing to “grow” with you.

Cowley Industrial Park – the brochure is accurate as to what is available right now. They are willing to work with you but initially the only spaces ready to go are 104 and 102. Also, the dock situation is a bit more scattered here.

Let me know what you think and of any questions.

Thanks!

TJ Zaharis
VP | Designated Broker



2152 S Vineyard, Suite 116
Mesa, AZ 85210
480.610.2400 o
480.628.6363 c
480.610.2407 f

From: Dennis Brewer [<mailto:>]
Sent: Friday, January 20, 2017 1:50 PM
To: TJ Zaharis < >
Subject: RE: Freezer Space

- I assume you can stack the frozen vegetables, how high? This will obviously determine how much space you need. Two high or on pallet racking (preferred).
- Is the freezer requirement needed in May 2017 as well or just the refrigerated space? 2,500 pallets in April and 5,000 additional in August
- How much refrigerated space is needed and at what temperature? 1200 pallet positions 50% at 36 degrees, 15% at 50 degrees, 35% at 65 degrees
- Any dock door minimum? 10 doors
- Trailer parking? Yes, 30-40 trailers
- Small office (4-6 people), break & locker rooms 12-15 people, restrooms

Thanks, TJ.

Regards,
Dennis

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



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From: TJ Zaharis [<mailto:>]
Sent: Friday, January 20, 2017 3:26 PM
To: Dennis Brewer < >
Subject: RE: Freezer Space

Hi Dennis – good to hear from you, hope you had a nice holidays!

I appreciate the opportunity to assist – can you give me a bit more clarification on your needs?

- I assume you can stack the frozen vegetables, how high? This will obviously determine how much space you need.
- Is the freezer requirement needed in May 2017 as well or just the refrigerated space?
- How much refrigerated space is needed and at what temperature?
- Any dock door minimum?
- Trailer parking?

Thanks!

TJ Zaharis
VP | Designated Broker



2152 S Vineyard, Suite 116
Mesa, AZ 85210
480.610.2400 o
480.628.6363 c
480.610.2407 f

www.coberealestate.com

From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, January 20, 2017 12:07 PM
To: TJ Zaharis <[\[REDACTED\]](mailto:[REDACTED])>
Subject: Freezer Space

TJ – Looking for space in Phoenix for 380 truckloads (7600 pallet positions) of frozen vegetables with potential for expansion to double or triple that amount in 2018. We think we will be in operation by March based upon receipt of a Term Sheet next week so we will also need refrigerated space by May.

Regards,
Dennis

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



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 9, 2017 6:40 PM
To: [REDACTED]
Subject: RE: stockton hill farm visit

Sorry – missed your email. No worries – tour went well.

Regards,
Dennis

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



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From: [REDACTED] [mailto:[REDACTED]]
Sent: Wednesday, February 8, 2017 8:58 AM
To: Dennis Brewer <[REDACTED]>
Subject: stockton hill farm visit
Importance: High

Dennis,

If you get a chance this morning, please give me a call. As per conversation with Kristine there is to be some big conference from the farm today.

I have a bit of concern on placing a call to Bob, with an audience at that office.

My feeling is that our conversations going forward (other than document research) needs to be with Nick or Bob, it would not only be more professional, but needs to remain confidential on our offering, Kristine is posturing for information which is very disconcerting for me and of which she should have no concern. I can not be sure that our position is not being shared with other competitors. I talk in generalizations to her, not specifics.

If acceptable, I prefer not to attend today, so that you can use my absents to refrain from a call with Bob. Allowing you to focus in showing the property to Mr. Cross to get a feeling on his concerns going forward with funding.

I don't want to show our hand on the offering, without a quick talk with the principals and not through Kristine. I would be happy to circumvent the farm and come to Vegas for an evening dinner with you and Mr. Cross, to discuss his concerns, after his tour or conference with you two by phone.

I would like this process to remain confidential, my concern is the protection of our interest and our success as a company.

Please advise.

Dennis Brewer

From: Susan Wall <[REDACTED]>
Sent: Thursday, February 9, 2017 11:50 AM
To: [REDACTED] Bob Saul; Dennis Brewer; Jonathan Cross
Subject: RE: Call

I do not believe Bob is available as he will be traveling, but I will let him weigh in on if he can take the call from the road.

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

From: [REDACTED] [mailto:[REDACTED]]
Sent: Thursday, February 09, 2017 10:18 AM
To: Bob Saul <[REDACTED]> Dennis Brewer <[REDACTED]> Susan Wall
<[REDACTED]> Jonathan Cross <[REDACTED]>
Subject: [EXTERNAL] Call

Good Morning All
Would 4pm Eastern time work for a call tomorrow?

Kristine Volk
(702)334-4669

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Dennis Brewer

From: [REDACTED]
Sent: Thursday, February 9, 2017 2:41 PM
To: Dennis Brewer
Subject: LOI draft SHF
Attachments: LOI Barrings-Stockton Hill Farm 09-02-2017 v.draft.pdf

Importance: High

Dennis,

Here is my first draft for the LOI - Barings/SHF

This is based on a carry through mortgage, dates might need to be massaged? I can build another quickly based on Barings carry as a minority investor rather than a mortgage holder.

We also need to have a a hard discussion, on the purchase of the SEU, special entity unity "red lake ventures llc" I believe this is a more fluid approach to the purchase that would serve both parties and at a discount on the transaction cost to everyone.

I am not sure that he 4.25% will be an acceptable return for them, if the carried the mortgage.

I have ideas on structuring this, that should work, please let me know when we can talk, and I would be happy to champion the pitch with Bob.

In addition, Items of consideration:

- additional cost to secure well drilling company
- an estoppel for LKH,
- the cohabitation of LKH on property through a future lease, managing employees and supplies together is a great concern and possible litigation, best for a clean cut at purchase is my opinion
- development funding and timeline

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 9, 2017 6:53 PM
To: [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch; [REDACTED]
[REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'; 'Jonathan Cross'
Subject: Status Report

Due diligence – Visited Stockton Hill Farm in Kingman with Shefford Capital and TIAA-CREF, two of our three new investors. TIAA-CREF is represented by its Global Agriculture Fund II – a \$3 billion fund. The third investor is Agriculture Capital Management. Due diligence proceeding normally.

Costco – Finally made contact with the appropriate people at Costco. They are interested in staying in touch but would not see me yet. There is work to be done to persuade them we are a viable supplier. It will take some time.

Other sales contacts – Working on getting appointments with Whole Foods, Albert's Organics, C&S Wholesale over the next three weeks.

Personnel – Rick Wood has decided not to take the VP – Field Growing position. We are actively seeking a replacement. We do have one good candidate so far.

Reminder: TASK WORKSHEETS are due to me tomorrow.

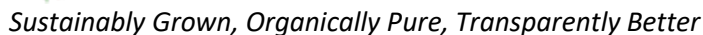
Regards,
Dennis

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



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



Bruce Blitch <blitch@cs.cmu.edu>
 Rafael Gomez <rafael@cs.cmu.edu>

Dennis,

Dod you make it home?

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

PRIVATE EQUITY ACCESS

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, February 9, 2017 6:53:26 PM
To: [REDACTED]; [REDACTED]; [REDACTED]
[REDACTED] Rafael Gomez;
[REDACTED] Bruce Blitch;
[REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'; Jonathan Cross
Subject: Status Report

