

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, February 22, 2017 5:51 AM  
**To:** 'Ronald G. McCormick'  
**Subject:** Revised Proposal  
**Attachments:** WinnettOrganics Rev1 Walmart Presentation 170221.pptx; 6-Plex Model APH=134A.pdf; Phase I DFAC Single Seating 440 Persons .pdf

Ron – It was nice to meet you in person. Thanks again for arranging the opportunity to present to your leadership team. I have revised our proposal to be more in line with Walmart's time horizon. Also, please find key milestones on the Volume slide 3 which should help to visualize our ramp up. I have included our availability chart. Note that the chart omits types, for example, it has a single line for beets, not mentioning red, gold, and Chioggia. So you will need to interpret the lines broadly to get to our overall list of 70 or so items. If there are other concerns or issues to be addressed in our proposal, please let me know.

You asked about our national brand strategy. We do intend to place our brand with retailers who will carry it. We will promote it actively in new media outlets including social media and provide customers with a loyalty program. We have budgeted 3.5% of sales for promotional activities and premiums, including green dinner parties and three year free electric car leases. We expect the loyalty program to drive traffic to our brand and to those stores that will carry it.

Shawn asked about housing. I have attached an example drawing of a 6 plex housing unit and one of our dining facility. Our worker lodges will also feature recreation halls, medical facilities with free medical care, soccer fields, etc.,. We are working to create a safe, friendly environment for our workforce so they will want to remain with the company.

I look forward to learning of Walmart's interest in pursuing this approach to consistent organic supply.

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:** Thursday, February 23, 2017 5:26 AM  
**To:** [REDACTED]; [REDACTED]; Rafael Gomez;  
[REDACTED]; Bruce Blitch; [REDACTED]  
[REDACTED]  
**Cc:** 'Michael Callahan'; 'Mark Gross'  
**Subject:** Status Report  
**Attachments:** WinnettOrganics Rev1 Walmart Presentation 170221.pptx

Closing – No information has been provided. If we do not close tomorrow, we will cancel next week's meetings and reschedule them after the new closing date. If they do not close, we will revert to the second group which offered us financing and see what we can work out.

Walmart – Meeting went moderately well. Our seven year time horizon was too long for them so I have broken it into two consecutive three year commitments. I met with nine members of their leadership team. Plenty of dialog and interest. There was natural skepticism of a startup supporting a very large retailer. We will have feedback from the meeting shortly.

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:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, February 24, 2017 6:46 AM  
**To:** 'Bob Saul'  
**Subject:** RE: Stockton Hill Farms - Proposal

Bob- I'll have an answer on the financing in a few hours. The process is running a few days behind schedule as their investment committee is meeting today, about a week later than planned. We will make up the time by pushing the definitive agreement through quickly if we can. The term sheet was very detailed so there should not be any surprises in the definitive agreement.

As for the JV, we are not interested in pistachios as we want to use the virgin ground for organic vegetables and related crops and convert the alfalfa ground over the next couple of years. Thanks for bringing it to our attention.

Regards,  
Dennis

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Chief Executive Officer  
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**From:** Bob Saul [mailto:[REDACTED]]  
**Sent:** Thursday, February 23, 2017 4:08 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Cc:** Nick Schupbach <[REDACTED]>  
**Subject:** RE: Stockton Hill Farms - Proposal

Dennis,

Not sure where you are with the financing. We are beginning to talk more substantively with another group, but, as stated, you are our favored land use. This other group has morphed into a JV with a combination of alfalfa ground (offering a price similar to yours), and a pistachio build out on all the northern and western acres (7000 acres or so). The pistachio partner would fund all the development of the pistachio groves with the other buyer contributing land. Does this JV concept have any place in your plan, or not. If so, I could pass it on. If not, no problem, but there is some time pressure here as we approach the end of the month.

Thanks,

Bob

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, February 20, 2017 3:41 PM

**To:** Bob Saul <[REDACTED]>  
**Subject:** [EXTERNAL] RE: Stockton Hill Farms - Proposal

Hi Bob – I had a few extra hours to kill at O'Hare so I was able to draft the revised letter proposal. It is attached. I look forward to your comments. The proof of funds will be forthcoming no later than Friday. My equity financing contact took a long weekend but we are due to close on Friday.

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:** Bob Saul [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Monday, February 20, 2017 9:45 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Stockton Hill Farms - Proposal

Dennis,

Thanks for the quick response. The other group vying for the property is not nearly as responsive so this bodes well for both of us.

So three other additions to the term sheet. 1) The book value of the rig and drilling equipment is \$3.538 million. We can provide back up for that to the data room. 2) The actual acres are 16,105 so, to be fair, your purchase price number should be adjusted down by \$308,178. 3) The simplest way to do this deal, in good faith, would be for us agree to continue to fund farming and drilling expense on our current schedule (now drilling on Section 30 with the big rig which will move to Section 31), plus continue with the two test holes across the road. This would add about \$1 million to your balance sheet as we funded capex, assuming a closing on April 30. If you can add these plusses and minuses to the term sheet, we can start to get more serious when we get your financing letter.

One final detail that I will leave out of this discussion, is an option to convert some of our \$46 million second mortgage to equity in your enterprise. Right now, we have no way to value that, but if we got comfortable with your plan and resources before closing, we might consider it. The \$600 million contract with Walmart certainly sounds like a winner.

Thanks,

Bob

---

**From:** Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Saturday, February 18, 2017 11:19 AM  
**To:** Bob Saul <[REDACTED]>  
**Subject:** [EXTERNAL] RE: Stockton Hill Farms - Proposal



Bob – Thanks for your comments. Here is our response, including revised Letter (attached):

- This has to be an asset sale (there are many reasons for that), but there are no operating losses of consequence. **Okay, we have revised letter to reflect this approach.**
- Not sure how \$10 plus \$10 plus second mortgage between \$38 and \$49 equals a value between \$75 and \$88. Did you mean you would assume the MetLife loan or am I missing something else. **We would assume MetLife loan. Letter has been revised to simplify the transaction.**
- Break-up fee is fine but it has to be reciprocal **Okay, see new language**
- Do you want all the acres? We have other term sheets we are assessing and want to maximize value **We strongly prefer all the acres.**
- Proof of funds is not in your LOI **We will provide on 24<sup>th</sup> latest. Our partner did not get it done on time so we will probably have it Tuesday, given holiday.**
- You will need to come up \$1000 on your value on “pasture” to be in the game **Done**
- I will get you the book value of drill rig **Thanks**
- If we get to terms, we will go straight to an PSA with a closing date within 45 days **Okay, we will work to expedite closing process.**
- How would you want to handle farming the property this year? **We would prefer to take over all farming at Closing**
- We will have to craft step in provisions carefully. **We will attempt to expedite closing but are flexible on this.**

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
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**From:** Bob Saul [<mailto:> [REDACTED]]  
**Sent:** Friday, February 17, 2017 10:49 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Stockton Hill Farms - Proposal

Dennis, this is the first of many comments and questions but let me start with these.

- This has to be an asset sale (there are many reasons for that), but there are no operating losses of consequence.
- Not sure how \$10 plus \$10 plus second mortgage between \$38 and \$49 equals a value between \$75 and \$88. Did you mean you would assume the MetLife loan or am I missing something else.
- Break-up fee is fine but it has to be reciprocal
- Do you want all the acres? We have other term sheets we are assessing and want to maximize value
- Proof of funds is not in your LOI
- You will need to come up \$1000 on your value on “pasture” to be in the game
- I will get you the book value of drill rig
- If we get to terms, we will go straight to an PSA with a closing date within 45 days
- How would you want to handle farming the property this year?

- We will have to craft step in provisions carefully.

Finally, if you get me some of these answers, I can craft a better response. Because of your end use for the property, I am inclined to keep working on this. The values will have to change as described above, but once we get some clarification, we could move fast. Growing season is upon us!!

Thanks,

Bob

---

**From:** Dennis Brewer [<mailto:> [REDACTED]]  
**Sent:** Wednesday, February 15, 2017 4:10 PM  
**To:** Bob Saul <[REDACTED]>  
**Subject:** [EXTERNAL] Stockton Hill Farms - Proposal

Bob – We are pleased to present our proposal for the acquisition of Red Lake Ventures, LLC and the affiliated well drilling company. Bill Reed, our VP of Real Estate and Construction, was primary drafter of the proposal and is out of town much of this week but I will be happy to answer any questions you may have about our proposal. We look forward to working through this transaction with you. You can reach me direct at 520-549-6245. I am in NJ so am on Eastern time.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
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## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Saturday, February 25, 2017 8:31 AM  
**To:** 'Jonathan Cross'  
**Subject:** RE: Update

Thanks for the update. We are in need of some definitive information to pass on to Barings. They are facing internal pressure to have something committed by the end of the month on Tuesday. And, of course, my team is awaiting a firm start date as we want to begin planting our early spring crops.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
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**From:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Saturday, February 25, 2017 8:25 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Update

So far we are fine, we do have a few questions. Our auditors came in on Wednesday so we have been hind up satisfying them. I will talk with you on Monday.

Jonathan Cross  
President  
Shefford Capital Partners, Inc.  
Private Equity  
477 Madison Avenue  
Sixth Floor  
New York, New York 10022

212.367.7079

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, February 24, 2017 3:58:20 PM  
**To:** Jonathan Cross  
**Subject:** Update

Any update on a planned closing date or is this deal dead?

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:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, February 27, 2017 9:48 AM  
**To:** Cardone, Andrew  
**Subject:** Update

Andrew – Hope all is well with you. Here is a quick update:

- 1) Walmart says a three year agreement is as far out as they are willing to go. That does not mean we have an agreement in place yet. But it was the SVP of Produce who said it so they are seriously considering us as a strategic supplier.
- 2) Our \$60MM funders are making a final decision tomorrow to acquire 49% of the company. The funders include Shefford Capital Partners, Agricultural Capital Management, and TIAA-CREF Global Ag Fund II.
- 3) We have reached an agreement to acquire two farm properties, 5,000 organic acres in northern Nevada and 16,000 acres (including 7,000 organic) in northern Arizona to go with our 20 year lease on 15,000 organic acres in southern Arizona, giving us year-round coverage of most organic vegetables and melons. The owner of the northern Arizona farm (Barings) is potentially interested in converting their \$46MM second mortgage into equity.

Things are moving ahead nicely.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Monday, February 27, 2017 1:23 PM  
**To:** 'Jonathan Cross'  
**Subject:** RE: Winnett  
**Attachments:** Copy of WP Financial Statements 161231.xlsx; GWB Checking Jan through Dec 2016.csv

Jonathan - I am also sending them direct to you attached to this email. The financials include the G/L detail on the same spreadsheet. GWB checking includes all activity for 2016.

Regards,  
Dennis

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WinnettOrganics, Inc.  
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**From:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Monday, February 27, 2017 1:06 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Winnett

Dennis,

Can you add the 2016 financials, bank statement and general ledger to the DropBox?

*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:** Monday, February 27, 2017 10:37 AM  
**To:** 'Michael Callahan'  
**Subject:** RE: Update

Will do. We are poised to get started and have numerous things from seed to equipment to land acquisition to sales appointments lined up based upon a close this week.

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:** Michael Callahan [mailto:[REDACTED]]  
**Sent:** Monday, February 27, 2017 10:35 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: Update

Good Luck – let me know as soon as you hear.

Regards,  
Michael J Callahan  
Managing Director  
Investment Banking  
Dominick and Dickerman LLC  
570 Lexington Ave  
Suite 4200  
New York, NY 10022  
Direct 646 780-8432  
Cell 917 930-9490

**DOMINICK & DICKERMAN LLC** | *Member FINRA, SIPC*

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**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Monday, February 27, 2017 9:21 AM  
**To:** [REDACTED]  
[REDACTED] Rafael Gomez  
<[REDACTED]> Bruce Blitch



<[REDACTED]>  
[REDACTED]  
Cc: Michael Callahan <[REDACTED]>

Mark Gross <[REDACTED]>

**Subject:** Update

Shefford will make a final decision tomorrow at their next Investment Committee meeting and have committed to moving as quickly as possible from there.

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Tuesday, February 28, 2017 11:01 AM  
**To:** 'Jonathan Cross'  
**Subject:** RE: Winnett

\$140,000 to date

Regards,  
Dennis

Dennis Brewer  
Chief Executive Officer  
WinnettOrganics, Inc.  
623-207-9675 520-549-6245  
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**From:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Tuesday, February 28, 2017 11:00 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Winnett

Dennis,

The total investment in Winnett, to date, is \$100,000, correct?

*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:** Tuesday, February 28, 2017 6:21 PM  
**To:** [REDACTED]  
**Subject:** deadline

Dennis,  
I have 100% of everything to support a lawsuit against you and W-O for default on our contract, as well as your un-professional slanderous statements.

Tomorrow everything goes to my lawyer!

I gave you an opportunity to be a stand up, professional business man seeking to achieve a quality reputation in a very competitive marketplace. Your actions and performance speaks for itself.

Tomorrow at 5:00 EST it's out of my hands!

Richard Miller  
Richard A Miller Consulting, LLC

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

Olin Group, LLC  
Site Management Solutions, LLC  
Transportation Food Safety Solutions, LLC  
Catering Team USA, LLC  
BanWaste For a Better World  
ACTS Freedom Farms  
Pro-Office Support  
Capital Resource Associates

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

## Dennis Brewer

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**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, March 1, 2017 8:58 AM  
**To:** 'Jonathan Cross'  
**Subject:** RE: Winnett  
**Attachments:** Dennis Brewer Deloitte Confirmation Letter.pdf; REFERENCES.docx; Dennis Brewer Resume 3.pdf

Jonathan –

Prior employment – speak to references for Establish (VP), CNA Consulting (Managing Director), PCC Natural Markets (Chair, Board member), AeA (Chair, Board member)

Establish Consulting website: [www.establishinc.com](http://www.establishinc.com)

See attached letter for Deloitte employment.

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:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Wednesday, March 1, 2017 7:07 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Winnett

Dennis,

As we prepare the definitive agreement, I would like to discuss a few things with you.

Let me know a few times you are available later this morning.

*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

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**From:** [REDACTED]  
**Sent:** Wednesday, March 1, 2017 11:10 AM  
**To:** Dennis Brewer  
**Subject:** Re: PSA, Escrow



Kristine Volk  
(702)334-4669

On Mar 1, 2017, at 7:39 AM, Dennis Brewer <[REDACTED]> wrote:

Kristine – see attached. Thanks.

Regards,  
Dennis

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

<image002.png>  
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**From:** [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Wednesday, March 1, 2017 10:37 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: PSA, Escrow

Please provide me with the terms you have agreed to with Bob thank you I can get this done tomorrow

Kristine Volk  
(702)334-4669

On Mar 1, 2017, at 7:34 AM, Dennis Brewer <[REDACTED]> wrote:

Kristine – Hope all is well with you. Please send me the PSA and escrow agreements you mentioned so we can have our attorney review them. We expect to provide proof of funds very soon and complete this transaction. Thanks.

Regards,  
Dennis

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

<image001.png>

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<WinnettOrganics Rev 2 LOI Barings-Stockton Hill Farm 170220.pdf>



## Dennis Brewer

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**From:** Sharon Benson <[REDACTED]>  
**Sent:** Wednesday, March 1, 2017 11:43 AM  
**To:** 'Dennis Brewer'  
**Subject:** Credit Card Declined

Hello Dennis,

I just wanted to inform you that I tried to run your credit card today for March 2017 rent. The card that we have on file for you was declined. Can you check your credit card ending in 5149 for any updates, and let me know when I can run your card again.

Best Regards,

Sharon  
Sharon Benson, Director



12725 W. Indian School Road  
Suite E-101  
Avondale, AZ 85392  
P: 623.512.4900  
F: 623.512.4906  
W: [luxoffices.com](http://luxoffices.com)



## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, March 1, 2017 7:18 AM  
**To:** 'Bob Saul'  
**Subject:** FW: Winnett

Bob - As you can see from the message below, we are moving forward toward an investment by Shefford, Ag Capital Management, and TIAA-CREF Global Ag Fund II. I will do whatever I can to expedite the process and get you what you need.

Regards,  
Dennis

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



*Sustainably Grown, Organically Pure, Transparently Better*

---

**From:** Jonathan Cross [mailto:[REDACTED]]  
**Sent:** Wednesday, March 1, 2017 7:07 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Winnett

Dennis,

As we prepare the definitive agreement, I would like to discuss a few things with you.

Let me know a few times you are available later this morning.

*JONATHAN CROSS*

PRESIDENT

PRIVATE EQUITY

**SHEFFORD CAPITAL PARTNERS, INC.**

**477 MADISON AVENUE**

**SIXTH FLOOR**

**NEW YORK, NEW YORK 10022**

**212.367.7079**

**PRIVATE EQUITY ACCESS**

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, March 1, 2017 4:53 PM  
**To:** 'John Marvel'; 'Raymond Sullivan'; 'John Marvel'  
**Subject:** RE: Purchase of Black Rock Farms - Gerlach

Johnnie – We want to go direct to contract and close by March 15<sup>th</sup> as we need to begin cultivating for our pea crop that week or the following week. The terms are:

Total purchase price \$23,625,000. 10% at closing and a note for the balance payable on or before December 31, 2017. If we spend more than \$25,000 repairing pivots in 2017, we can back charge the seller. We accept buildings in as-is condition.

I will get you the name of the legal entity selling the property shortly.

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:** John Marvel [mailto:[REDACTED]]  
**Sent:** Wednesday, March 1, 2017 3:54 PM  
**To:** Raymond Sullivan <[REDACTED]> John Marvel <[REDACTED]>  
**Cc:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Purchase of Black Rock Farms - Gerlach

Thank you, Ray. I'll look forward to obtaining additional information concerning this transaction.

Johnnie

On Wednesday, March 1, 2017 12:47 PM, Raymond Sullivan <[REDACTED]> wrote:

John,

Thank you for your time on the phone. As I indicated, I will speak with Dennis Brewer later today regarding the best way to discuss moving ahead with an offer and/or purchase agreement.

I understand that once we give you some information regarding the parameters of an offer, you will propose something in the way of a retainer to engage you to represent Winnett in the negotiation and potential drafting of a purchase agreement.

My contact information is below; however, if reaching me by phone, my cell phone is best - 410-530-6212.

Thank you,

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]

---

—

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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, March 1, 2017 11:38 AM  
**To:** 'Raymond Sullivan'  
**Subject:** RE: Johnnie Marvel

Black Rock Farm

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:** Raymond Sullivan [mailto:[REDACTED]]  
**Sent:** Wednesday, March 1, 2017 11:37 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: Johnnie Marvel

Dennis,

Called and left message. What is the name of the ranch/property in Gerlach?

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]

---

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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 Wed, Mar 1, 2017 at 10:53 AM, Dennis Brewer <[REDACTED]> wrote:

[775-738-9881](tel:775-738-9881)

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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

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



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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Wednesday, March 1, 2017 9:56 AM  
**To:** [REDACTED]; [REDACTED]; Rafael Gomez;  
[REDACTED]; Bruce Blitch; [REDACTED]  
[REDACTED]  
**Cc:** 'Michael Callahan'; 'Mark Gross'  
**Subject:** Update

The definitive agreement will be provided to me no later than tomorrow morning so we are on track to close soon. Please be prepared to purchase any long lead items that are required for our operations as soon as this Friday. Remember that POs are required for all purchases over \$1000 and can be obtained from Paul Smith. We will have the ability to wire funds to vendors as soon as this transaction closes.

**IF this transaction closes by Friday, we will meet on Saturday to launch the company and review our Task Worksheets.**

We will be changing our stock option plan from three year vesting to five year vesting for all future stock grants as an accommodation to Shefford et al. That is the only significant change they requested.

Regards,  
Dennis

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



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## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, March 3, 2017 6:42 AM  
**To:** 'Gregory P. Crossgrove '  
**Subject:** RE: Hyder Ground

Thanks - we are right there and may be funded today.

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: Gregory P. Crossgrove [mailto:[REDACTED]]  
Sent: Friday, March 3, 2017 6:41 AM  
To: Dennis Brewer <[REDACTED]>  
Subject: Re: Hyder Ground

Dennis- Just wanting to keep you updated, after your last few emails, with the starting date possibly getting closer.

Keep in mind, Rick also has more hands on and more updated on the Kingman area, than myself.

Have a good week-end!

Greg

Sent from my iPhone

> On Mar 3, 2017, at 4:27 AM, Dennis Brewer <[REDACTED]> wrote:  
>  
> Greg - Sorry I did not get back to you yesterday. Busy day. Today  
> looks to be the same as we try to get this deal funded. We are working  
> through the details of the definitive agreement so we can close on the funds soon.  
>  
> Thanks for looking at options for additional ground. I will be in  
> Arizona the 13th through the 15th and will contact you before then to  
> discuss options we can review at that time. I will be relocating soon  
> so it will be easier to get together and review these things.  
>  
> Please email me an up to date bill through the end of February so we  
> can pay you in the next couple of weeks. Have Rick King do the same,

> please. Thanks for all your work for us.

>

> Regards,

> Dennis

>

> Dennis Brewer

> Chief Executive Officer

> WinnettOrganics, Inc.

> 623-207-9675 520-549-6245

> www.winnettorganics.com

>

>

> Sustainably Grown, Organically Pure, Transparently Better

>

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

> From: Gregory P. Crossgrove [mailto: [REDACTED]]

> Sent: Friday, March 3, 2017 12:37 AM

> To: Dennis Brewer CEO < [REDACTED]>

> Subject: Hyder Ground

>

> Dennis- You will need to make a commitment to ground in the Dateland/

> Hyder area, as soon as funds are available, so that you have ground to

> plant as soon as the Kingman planting time slot ends August/

> September. You are looking at 4-5 months to have wells, pipelines and

> ground ready to plant September/ October.

>

> As of today, Rick King and myself, looked at the 4 only landlords that

> could have ground available for Winnett's needs, between Gila Bend

> and Yuma, that would fit Winnett's program. Please keep me posted.

> Best Regards, Greg

>

> Sent from my iPhone

>

## Dennis Brewer

---

**From:** Gregory P. Crossgrove <[REDACTED]>  
**Sent:** Friday, March 3, 2017 12:37 AM  
**To:** Dennis Brewer CEO  
**Subject:** Hyder Ground

Dennis- You will need to make a commitment to ground in the Dateland/  
Hyder area, as soon as funds are available, so that you have ground to plant as soon as the Kingman planting time slot  
ends August/ September.

You are looking at 4-5 months to have wells, pipelines and ground ready to plant September/ October.

As of today, Rick King and myself, looked at the 4 only landlords that could have ground available for Winnett's needs,  
between Gila Bend and Yuma, that would fit Winnett's program. Please keep me posted. Best Regards, Greg

Sent from my iPhone

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, March 3, 2017 4:30 PM  
**To:** 'Jonathan Cross'  
**Subject:** Stockton Hill Farm

Jonathan - Just got off the phone with Barings. We need to have this deal put to bed by Wednesday so he can go to his Board recommending our offer for Stockton Hill farm the following week.

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:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, March 3, 2017 2:42 PM  
**To:** 'Jonathan Cross'  
**Subject:** Definitive Agreement

Jonathan – Any idea when we will see the definitive agreement and how long it will take from there to funding?

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:** Dustin Marvel <[REDACTED]>  
**Sent:** Friday, March 3, 2017 2:52 PM  
**To:** Raymond Sullivan  
**Cc:** Dennis Brewer; John Marvel; Amber Konakis; Veronica Eldridge; Administrative Assistant  
**Subject:** Re: Black Rock Farms - Marvel & Marvel Retainer Agreement

Dear Raymond:

John and I typically work together on many aspects of a farm/ranch sale. However, I will primarily handle the drafting of the Purchase and Sale Agreement and collateral documents, and I will perform most of the property and corporate research and review. John will be involved in the final editing and review of the Agreement and related documents, and will also be involved in reviewing the title reports and dealing with escrow matters.

Yes, I am located in the Reno office.

Sincerely,

On Fri, Mar 3, 2017 at 11:37 AM, Raymond Sullivan <[REDACTED]> wrote:  
Dustin,

Thank you. Do you expect that you or John would be primarily working on this matter? Are you in the Reno office?

Regards,

Ray

Raymond F. Sullivan

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

[410-884-4036](tel:410-884-4036) (Tel)

[410-740-5603](tel:410-740-5603) (Fax)  
[REDACTED]

---

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On Fri, Mar 3, 2017 at 12:53 PM, Dustin Marvel <[REDACTED]> wrote:  
Gentlemen:

Attached please find a draft Marvel & Marvel, Ltd. retainer agreement for your review. If you have any questions about the retainer agreement, or any corrections of any of the information therein, please feel free to contact me.

Sincerely,

--

Dustin J. Marvel, Esq.

**Marvel & Marvel, Ltd.**

Attorneys at Law

Elko Office:

217 Idaho Street

Elko, NV 89801

[775-738-9881](tel:775-738-9881)

Reno Office:

275 Hill Street #250

Reno, NV 89501

[775-470-5838](tel:775-470-5838)

[775-738-0187](tel:775-738-0187) (fax)

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--

Dustin J. Marvel, Esq.

**Marvel & Marvel, Ltd.**

Attorneys at Law

Elko Office:

217 Idaho Street

Elko, NV 89801

775-738-9881


Reno Office:

275 Hill Street #250

Reno, NV 89501

775-470-5838

775-738-0187 (fax)



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**Winnett Perico, Inc.**

12725 West Indian School Road  
Suite E-101  
Avondale, AZ 85392 US

www.winnettorganics.com



## Purchase Order

**VENDOR**

Oxbo International Corp  
7275 Batavia-Byron Road  
P.O. Box 100  
Byron, NY 14422

**SHIP TO**

Winnett Perico, Inc.  
12725 West Indian School  
Road  
Suite E-101  
Avondale, AZ 85392 US

**P.O. NO.** 1004**DATE** 03/03/2017

ACTIVITY	QTY	RATE	AMOUNT
<b>72196</b> ALTERNATOR,140AMP DENSO,P TERM	1	556.50	556.50
<b>73133</b> STARTER,JD6090 ENGINE DENSO	1	1,098.84	1,098.84
<b>72713</b> SENSOR,OIL TEMP,SAUER #1090173	1	48.29	48.29
<b>70023</b> RELAY,12V POWER SPST 75AMP CONTINUOUS	2	38.95	77.90
<b>72543</b> RELAY,MICRO 280,SPDT, CONTINUOUS,PLUG-IN	2	4.0768	8.15
<b>72529</b> FUSE,3AMP,ATM TYPE	2	1.6365	3.27
<b>72532</b> FUSE,7.5AMP,ATM TYPE MINI,BROWN	2	1.6652	3.33
<b>72533</b> FUSE,7.5AMP,ATM TYPE MINI,BROWN	2	1.7992	3.60
<b>72534</b> FUSE,15AMP,ATM TYPE MINI,LT BLUE	2	1.7992	3.60
<b>72535</b> FUSE,20AMP,ATM TYPE MINI,YELLOW	2	1.7992	3.60

ACTIVITY	QTY	RATE	AMOUNT
<b>72528</b> FUSE,2AMP,ATM TYPE MINI,GRAY	2	1.4164	2.83
<b>70820</b> RELAY,30A,SPDT,PLUG IN	2	8.66	17.32
<b>71320</b> MOTOR,A/C HEATER	1	163.245	163.25
<b>1040-1018</b> MOTOR FOR 6007-0138 CONDENSOR (BADGE-AIR)	1	114.10	114.10
<b>6030-0089</b> MTR,GRTR,245CC EATON 2000	1	653.9947	653.99
<b>6007-0224</b> FILTER,HEAT & A/C J.D. C	3	26.85	80.55
<b>47073</b> FILTER,AIR CAB RECIRC	3	104.60	313.80
<b>402197</b> FILTER ELEMENT,OIL JD6090HF ENGINE	3	50.22	150.66
<b>402144</b> FILTER KIT,FUEL ELEMENT JD6090	3	135.795	407.39
<b>40263</b> MTR,GRTR,096CC EATON H	1	282.9658	282.97
<b>43947</b> FILTER,AIR ELEMENT	3	73.05	219.15
<b>404526</b> FILTER,AIR PRIMARY FOR POWER CORE PSD12	3	111.57	334.71
<b>404527</b> FILTER,AIR SAFETY FOR POWER CORE PSD12	3	69.615	208.85
<b>41444</b> FILTER ELEMENT,FOR 41443 AND 44475	6	46.17	277.02
<b>48250</b> FILTER ELEMNT,FOR 400145	3	88.74	266.22
<b>405019</b> SEAL KIT,GEAR MOTOR PARKER PGM511 SERIES	1	33.8395	33.84
<b>404729</b> SEAL KIT,EATON H MOTORS HI PRESS SHAFT SEAL	1	71.909	71.91
<b>41516</b> SEAL KIT,2000 SERIES C/L 006	1	77.1916	77.19
<b>58521</b> BELT ASSY,FEEDER HOUSE	1	1,542.7223	1,542.72

ACTIVITY	QTY	RATE	AMOUNT
<b>1021-0379</b> BELT BOLTED ASSY,INTAKE SJ CORN	1	1,696.4835	1,696.48
<b>58526</b> BELT ASSY,ELEV CONV BEAN OPTION	1	2,514.6706	2,514.67
<b>1021-0383</b> BELT BOLTED ASSY,ELEV SJ CORN	1	2,261.5154	2,261.52
<b>58564</b> BELT,8-RIB,2520MM POLY-VEE	1	193.6011	193.60
<b>500761</b> ASSY,DRIVE ROLLER TAPER-LOCK	1	722.9657	722.97
<b>55254</b> PAD,SRVC BRAKE REPLACE FOR 55252 (ONE SET)	1	76.9715	76.97
<b>59672</b> KIT,BRAKE LINING FOR 405862 CALIPER	1	150.26	150.26
<b>6030-0084</b> CABLE LEVELING .250 X 10 4.50 SJ/JD CAB	1	126.3144	126.31
<b>44194</b> KIT, O-RING,FACE SEAL -4 THRU -24 W/CONTAINERS	1	28.9875	28.99
<b>44147</b> KIT,O-RING,SAE BOSS -2 THRU -32	1	42.79	42.79
<b>1015-0143</b> BRG,1-1/4 PB	2	52.3479	104.70
<b>71076</b> CIRCUIT BREAKER,150A MANUAL	1	55.46	55.46

---

TOTAL	\$15,000.27
-------	-------------

Approved By \_\_\_\_\_

Date \_\_\_\_\_

**Dennis Brewer**

---

**From:** Winnett Perico, Inc. <[REDACTED]>  
**Sent:** Friday, March 3, 2017 10:02 AM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** Purchase Order from Winnett Perico, Inc.  
**Attachments:** Purchase\_Order\_1004\_from\_Winnett\_Perico\_Inc.pdf

----- Purchase Order Summary -----  
Purchase Order # : 1004  
Purchase Order Date: 03/03/2017  
Total: \$15,000.27  
The complete version has been provided as an attachment to this email.  
-----

## Dennis Brewer

---

**From:** Dennis Brewer <[REDACTED]>  
**Sent:** Friday, March 3, 2017 1:17 PM  
**To:** 'Bob Saul'  
**Subject:** RE: FW: Winnett

Bob - I am currently in NJ. I'm available at 520-549-6245 direct.

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:** Bob Saul [mailto:[REDACTED]]  
**Sent:** Friday, March 3, 2017 1:12 PM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** RE: FW: Winnett

Okay. I have the other term sheet this am. And where are you located? Where can I call you?

---

**From:** Bob Saul  
**Sent:** Wednesday, March 1, 2017 2:46 PM  
**To:** 'Dennis Brewer' <[REDACTED]>  
**Subject:** RE: [EXTERNAL] FW: Winnett

I won't have the signed term sheet from the other group until Thursday so there is time. I will not sign a term sheet until I am confident which group I will move ahead with, and that will only happen after I present to my Board. I will be in the LA area on other business all next week if a meeting is necessary. Thanks, Bob

---

**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Wednesday, March 1, 2017 7:18 AM  
**To:** Bob Saul <[REDACTED]>  
**Subject:** [EXTERNAL] FW: Winnett

Bob - As you can see from the message below, we are moving forward toward an investment by Shefford, Ag Capital Management, and TIAA-CREF Global Ag Fund II. I will do whatever I can to expedite the process and get you what you need.

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:** Jonathan Cross [[mailto:\[REDACTED\]](mailto:[REDACTED])]  
**Sent:** Wednesday, March 1, 2017 7:07 AM  
**To:** Dennis Brewer <[REDACTED]>  
**Subject:** Winnett

Dennis,

As we prepare the definitive agreement, I would like to discuss a few things with you.

Let me know a few times you are available later this morning.

*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:** Raymond Sullivan <[REDACTED]>  
**Sent:** Friday, March 3, 2017 1:02 PM  
**To:** Dennis Brewer  
**Subject:** Fwd: Black Rock Farms - Marvel & Marvel Retainer Agreement  
**Attachments:** Retainer Agreement.pdf

Dennis,

This looks pretty traditional at a quick read. I may have a few questions as I go through it.

I have also contacted a Reno firm, Incline Law Group. I am awaiting a response from them.

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]

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----- Forwarded message -----

**From:** Dustin Marvel <[REDACTED]>  
**Date:** Fri, Mar 3, 2017 at 12:53 PM  
**Subject:** Black Rock Farms - Marvel & Marvel Retainer Agreement  
**To:** [REDACTED]  
**Cc:** John Marvel <[REDACTED]> Amber Konakis <[REDACTED]> Veronica Eldridge <[REDACTED]>

Gentlemen:

Attached please find a draft Marvel & Marvel, Ltd. retainer agreement for your review. If you have any questions about the retainer agreement, or any corrections of any of the information therein, please feel free to contact me.

Sincerely,



--

Dustin J. Marvel, Esq.

**Marvel & Marvel, Ltd.**

Attorneys at Law

**Elko Office:**

217 Idaho Street

Elko, NV 89801

[775-738-9881](tel:775-738-9881)

**Reno Office:**

275 Hill Street #250

Reno, NV 89501

[775-470-5838](tel:775-470-5838)

[775-738-0187](tel:775-738-0187) (fax)



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## Dennis Brewer

---

**From:** Raymond Sullivan <[REDACTED]>  
**Sent:** Friday, March 3, 2017 2:22 PM  
**To:** Dennis Brewer  
**Subject:** Re: Pea Harvester Lease

Looks OK Dennis.

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]

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On Fri, Mar 3, 2017 at 1:28 PM, Dennis Brewer <[REDACTED]> wrote:

For review.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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

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



*Sustainably Grown, Organically Pure, Transparently Better*

**Dennis Brewer**

---

**From:** [REDACTED]  
**Sent:** Saturday, March 4, 2017 5:43 PM  
**To:** Helena Flores  
**Cc:** Dennis Brewer  
**Subject:** RE: FW: Incline Law Group | Legal Services Nevada and California "Buyer representation in agricultural land purchase"

Ms. Flores, I will be in the area after tuesday evening of next week. I would be happy to stop in and meet briefly while I am in the area.

**William Reed, Vice President of Real Estate and Construction**  
**WinnettOrganics, Inc.**

[REDACTED]  
**o: 623-207-9675**  
**c: 928-503-2288**

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

Subject: RE: FW: Incline Law Group | Legal Services Nevada and California "Buyer representation in agricultural land purchase"  
From: Helena Flores <[REDACTED]>  
Date: Fri, March 03, 2017 3:41 pm  
To: Dennis Brewer <[REDACTED]> 'Raymond Sullivan' <[REDACTED]>  
Cc: "[REDACTED]" <[REDACTED]>

Mr. Brewer and Mr. Sullivan,

Thank you for the information that was provided. I did a conflict check and I did not think there was going to be an issue, but I just needed to confirm as an office formality. Ms. von Baeyer would be the attorney to assist you on this matter, but with regard to the water rights, there is a possibility that we may need to bring in outside counsel and/or consultants if necessary. If you would like to move forward, I can set up a conference call with Ms. von Baeyer on Monday or Tuesday to discuss the matter and go from there.

Please advise how you would like to proceed.

**Helena Flores**

**Legal Assistant to Cassell von Baeyer, Esq.**  
**and John C. Rogers, Esq., of Counsel**

264 Village Blvd., Suite 104 Incline Village, NV 89451 | Phone (775) 831-3666 Fax (775) 831-4044 |  
[www.inclinelaw.com](http://www.inclinelaw.com) | [REDACTED]

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**From:** Dennis Brewer [mailto:[REDACTED]]  
**Sent:** Friday, March 03, 2017 11:35 AM  
**To:** 'Raymond Sullivan' <[REDACTED]> Helena Flores <[REDACTED]>  
**Cc:** [REDACTED]  
**Subject:** RE: FW: Incline Law Group | Legal Services Nevada and California "Buyer representation in agricultural land purchase"

Water rights are the province of Bill Reed, our VP Construction and Real Estate, who can best answer any questions on that front. He is copied on this 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:** Raymond Sullivan [mailto:[REDACTED]]  
**Sent:** Friday, March 3, 2017 2:32 PM  
**To:** Helena Flores <[REDACTED]>  
**Cc:** Dennis Brewer <[REDACTED]>  
**Subject:** Re: FW: Incline Law Group | Legal Services Nevada and California "Buyer representation in agricultural land purchase"

Ms. Flores,

Thank you for your reply. The seller is Blackstone Realty Investors, LLC. The purchaser will be WinnettOrganics, Inc. or Winnett Sustainable Ag Lands, Inc.

I have copied Mr. Dennis Brewer, the companies CEO, on this email. He has had some prior negotiations with the seller, and may have some additional details on water rights, and other specifics. I presume, at this point, you are screening for potential conflicts of interest.

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]

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On Fri, Mar 3, 2017 at 2:14 PM, Helena Flores <[REDACTED]> wrote:  
Mr. Sullivan,

Thank you for contacting our office regarding your matter. In order for our office to better assist you, we will need additional information regarding all the parties involved, will this a be straight land purchase, are you purchasing any water rights, etc. . .

If you prefer, please contact me at the number below and I would be happy to discuss with you.

Again, thank you for contacting our office and I look forward to hearing back from you soon!

Helena Flores  
Legal Assistant to Cassell von Baeyer, Esq.  
and John C. Rogers, Esq., of Counsel  
264 Village Blvd., Suite 104 Incline Village, NV 89451 | Phone [\(775\) 831-3666](tel:7758313666)  
Fax [\(775\) 831-4044](tel:7758314044) | [www.inclinelaw.com](http://www.inclinelaw.com) | [REDACTED]

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