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

From: Raymond F. Sullivan [mailto: [REDACTED]]
Sent: Friday, March 03, 2017 8:08 AM
To: info < [REDACTED]>
Subject: Incline Law Group | Legal Services Nevada and California "Buyer representation in agricultural land purchase"

From: Raymond F. Sullivan < [REDACTED]>
Subject: Buyer representation in agricultural land purchase

Email: [REDACTED]
Phone:

Message Body:

I am outside general counsel to WinnettOrganics, Inc. I am seeking possible representation in the purchase by Winnett, of land in Gerlach, known as Black Rock Farm. There have been some negotiations between Winnett's CEO and the owner's; but at this point we may want to move very quickly to contract and closing.

Please advise re: terms of engagement and to schedule a call to discuss further.

Thank you.

Ray

--

This e-mail was sent from a contact form on Incline Law Group | Legal Services Nevada and California (<http://inclinelawgroup.com>)

Dennis Brewer

From: [REDACTED]
Sent: Sunday, March 5, 2017 2:24 PM
To: Rafael Gomez
Cc: Dennis Brewer
Subject: Land report maps Gerlach Nv
Attachments: Land Report BlackStone Reality Investors LLC.pdf; Land Report High Rock Holdings LLC.pdf

Rafael,

I have enclosed the land report maps I prepared they should show you the location of parcels as listed on the data sheet.

If you have any questions or need additional information, please let me know

Bill

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

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

www.winnettorganics.com

Dennis Brewer

From: Winnett Perico, Inc. <[REDACTED]>
Sent: Monday, March 6, 2017 7:48 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: Purchase Order from Winnett Perico, Inc.
Attachments: Purchase_Order_1008_from_Winnett_Perico_Inc.pdf; Winnett Organics 2475 x3 rev. 03.02.17 (2).pdf

Paul- Please see attached for a big P.O.
I've attached the Quote that needs to be signed as well.
Note- this quote says that it expires today, but I don't think we want to send until funding is in.

----- Purchase Order Summary -----
Purchase Order # : 1008
Purchase Order Date: 03/06/2017
Total: \$1,544,254.88
The complete version has been provided as an attachment to this email.

Dennis Brewer

From: Jonathan Cross <[REDACTED]>
Sent: Tuesday, March 7, 2017 7:44 PM
To: Dennis Brewer
Subject: Re: Stockton Hill Farms - Proposal

Dennis,

Understood, we are in committee now.

JONATHAN CROSS

PRESIDENT

PRIVATE EQUITY



477 MADISON AVENUE

SIXTH FLOOR

NEW YORK, NEW YORK 10022

212.367.7079

PRIVATE EQUITY ACCESS

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From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, March 7, 2017 7:30 PM
To: Jonathan Cross
Subject: FW: Stockton Hill Farms - Proposal

Jonathan – We need to move on this financing right away if we are to preserve our Kingman farming option – see below.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

623-207-9675 520-549-6245

www.winnettorganics.com



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From: Bob Saul [mailto:[REDACTED]]
Sent: Tuesday, March 7, 2017 12:05 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Stockton Hill Farms - Proposal

I have signed term sheet from other party and have a meeting scheduled with our Investment Committee on Friday at 2 EST.

Keep me updated on your progress.

Thanks,

Bob

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

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From: Bob Saul [[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]]
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 24th 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

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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.
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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

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From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, March 7, 2017 7:30 PM
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Subject: FW: Stockton Hill Farms - Proposal

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Sent: Saturday, February 18, 2017 11:19 AM
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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.

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Bob

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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

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Dennis Brewer

From: Marshall de Leon <[REDACTED]>
Sent: Tuesday, March 7, 2017 2:11 PM
To: [REDACTED]
Subject: Jason Waseman

Good morning Dennis,

I understand that Jason has now on-boarded as V.P. of Transportation with Winnett Organics, although he has been working in a 'part time' capacity for some time now.

As such, I feel that it is now time to invoice out the recruitment fee for the placement.

I can do this in one of two ways, and as a gesture of hoping that continued success comes to Winnett under your leadership I will outline those for you.

1. We had our agreement of 25% of Jason's salary (\$110,000) –that can be billed out under my previous company giving a total fee due of \$27,500
2. I have the option of billing out under my new company and am prepared to offer a one-time discount fee of 22% giving a total fee of \$24,200

Let me know which one would work for you and I can generate the appropriate invoice for you.

I wish you continued success in building the company.

Marshall de Leon

Hunter Price Associates

Executive Recruitment Specialists

Salem, Oregon 97301

425.358.1350



Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 7:56 AM
To: 'Jonathan Cross'
Subject: RE: Winnett

Jonathan – We have a full complement of personnel in place or on their way as required to conduct current operations. I will send their CVs in a separate email. We do not yet have our sales and customer support team in place. They will come as the customer count rises. I am focusing on fifteen strategic accounts right now and working to get commitments from some of them such as we have from Kroger. We are also missing a VP of Controlled Environment Growing but do not need them until we begin construction on greenhouses and shadehouses for the 2018 season. Finally, we are missing a VP of Field Growing but have two growers on their way scheduled to start once the farms have been acquired. These people mostly report to me at the moment but we will introduce our hierarchy as we grow and add personnel.

We did not expect Kingman to happen this quickly – the timing was pressed upon us. We originally expected that we had more time and would make an offer once the D&D offering was in place and begin farming it for the 2017 fall season. There are other acres available in the area, about 13,000 in total, but they are not as well developed as the farm you saw and would cost more to develop than the excellent infrastructure available to us at Stockton Hill Farm.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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From: Jonathan Cross [mailto:[REDACTED]]
Sent: Wednesday, March 8, 2017 7:38 AM
To: Dennis Brewer <[REDACTED]>
Subject: Winnett

Dennis,

A few questions and requests from last nights meeting:

Is your whole team in place and can you send us full CV's on each of them. If they aren't in place what positions are needing to be filled.

In our original structure, we were introducing you to \$1M and then Dominic and Dickerman was going to put together an offering for up to \$60M. This offering would have taken considerable time - how did you expect to take down Kingman in the midst of the offering with only \$1M in place?

JONATHAN CROSS

PRESIDENT

PRIVATE EQUITY



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 4:13 PM
To: 'Jonathan Cross'
Subject: Barings Deadline

Jonathan – Will you have a decision on funding by 10AM Friday morning or should I tell Bob Saul at Barings that we cannot meet his deadline on Stockton Hill Farm? Whatever we do, I do not want to burn any bridges there as we may have future opportunity to interact with him as one of the only two people in the ag and natural resources group for Mass Mutual, Barings parent company. They have extensive capital to deploy and have expressed an interest in converting the debt on Stockton Hill Farm into equity at some point - so they may be a useful partner in the future whether we do Stockton Hill Farm or not. Thanks.

Regards,
Dennis

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Dennis Brewer

From: Jonathan Cross <[REDACTED]>
Sent: Wednesday, March 8, 2017 2:12 PM
To: Dennis Brewer
Subject: Re: Waseman Resume

Dennis,

Got it.

JONATHAN CROSS

PRESIDENT

PRIVATE EQUITY



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NEW YORK, NEW YORK 10022

212.367.7079

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From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 12:09 PM
To: Jonathan Cross
Subject: Waseman Resume

Here is the last resume – Waseman – Logistics.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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Dennis Brewer

From: Robert Finkelstein <[REDACTED]>
Sent: Wednesday, March 8, 2017 5:39 PM
To: Dennis Brewer
Subject: Re: Update - DelMorgan & Co.

Hello Dennis,

You should be in good hands with Dominick & Dickerman, but if for any reason they under deliver, I trust you'll give DelMorgan the opportunity to prove how capable we are. Needless-to-say, I wish you only success. Perhaps we will be a part of your future plans.

As you requested in your email, I'll check in periodically, as I've done over the past six months. If anything should change in the interim, please feel free to reach out to me at any time.

Again, thank you for your consideration.

Regards,
Robert

Robert Finkelstein

Managing Director

DelMorgan & Co.

100 Wilshire Blvd., Suite 750

Santa Monica, CA 90401

(310) 234-9838 Direct

(310) 493-9838 Mobile
[REDACTED]

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From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, March 7, 2017 3:13 PM
To: Robert Finkelstein
Subject: RE: Update - DelMorgan & Co.

Robert – As of today, we are trying to close on \$60MM from three institutional investment firms. That would allow us to farm on three locations in Nevada and Arizona, totaling 17,000 acres this year and 34,000 acres in future years. Beyond that, we are looking for a long term agreement with Walmart which would allow us to expand by an additional 40,000 to 80,000 acres over the next several years. Since we have not yet tested Dominick & Dickerman's abilities, we are awaiting that test before making any decisions about working with you. Please keep in touch from time to time as you never know what might develop.

Regards,
Dennis

Dennis Brewer
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From: Robert Finkelstein [mailto:[REDACTED]]
Sent: Tuesday, March 7, 2017 6:01 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Update - DelMorgan & Co.
Importance: High

Hello Dennis,

I trust all is well. Per your request, I'm contacting you again in early March. I really hope all your meetings were hugely successful.

Raising all of your needed capital would be the just the beginning of a long and prosperous relationship between your company and our firm. That being said, is there a place for DelMorgan in your future plans? If so, I'd certainly like to schedule an immediate follow-up call with Rob Delgado and I to explore how and when we can help. If not...well, let's not go down that road just yet.

Thank you for your consideration.

Regards,
Robert

Robert Finkelstein
Managing Director
DelMorgan & Co.
100 Wilshire Blvd., Suite 750
Santa Monica, CA 90401
(310) 234-9838 Direct
(310) 493-9838 Mobile
[REDACTED]

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DelMorgan & Co., LLC

From: Robert Finkelstein
Sent: Friday, February 10, 2017 3:08 PM
To: Dennis Brewer
Subject: Re: Update - DelMorgan & Co.

Dennis,

Thanks for the immediate reply. I appreciate it.

Good luck with Wal-Mart. I'll reach out to you again in a few weeks.

Regards,
Robert

Robert Finkelstein
Managing Director
DelMorgan & Co.
100 Wilshire Blvd., Suite 750
Santa Monica, CA 90401
(310) 234-9838 Direct
(310) 493-9838 Mobile
[REDACTED]

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DelMorgan & Co., LLC

From: Dennis Brewer <[REDACTED]>
Sent: Friday, February 10, 2017 3:03 PM
To: Robert Finkelstein
Subject: RE: Update - DelMorgan & Co.

Robert - We meet with Walmart on the 21st and close on \$60MM on the 24th so we will know a lot more soon. Contact me in early March and I can give you a better assessment of where things are at. Thanks for your follow-up.

Regards,
Dennis

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



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From: Robert Finkelstein [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, February 10, 2017 6:00 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Update - DelMorgan & Co.

Hello Dennis,

I trust you're doing well.

We last spoke a little over a month ago, and I believe you recommended I call you in February. I'm wondering if you've had your meeting with Wal-Mart. It's a very exciting time for your company. Needless-to-say, the firm and I remain hopeful that we'll have the opportunity to work with you. You were having some doubts about the investment bank you had engaged. Has the status improved, remained the same, or at the point where DelMorgan needs to step in and make this happen?

I look forward to hearing from you. Thank you for your consideration. Have a terrific weekend.

Regards,
Robert

Robert Finkelstein
Managing Director
DelMorgan & Co.
100 Wilshire Blvd., Suite 750
Santa Monica, CA 90401
(310) 234-9838 Direct
(310) 493-9838 Mobile

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DelMorgan & Co., LLC

From: Dennis Brewer <[REDACTED]>
Sent: Friday, January 6, 2017 2:18 AM
To: Robert Finkelstein
Subject: RE: Update - DelMorgan & Co.

Robert – It was sent intentionally as I wanted to update you on our progress. Please call me again any time before 5PM Eastern time and we can chat.

Regards,
Dennis

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



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From: Robert Finkelstein [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, January 6, 2017 1:55 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Update - DelMorgan & Co.
Importance: High

Hello Dennis,

After receiving this email a couple of days ago, I left you a voice message. Although it came to my email address and I'm VERY intrigued, I'm not sure if you intended to send it to me. If you did, thank you. I would certainly like to speak with you again at your earliest convenience. If not, I'd still like to speak with you again and see if DelMorgan can be of service to you, as you look to raise capital.

All the best to you.

Regards,
Robert

Robert Finkelstein
Managing Director
DelMorgan & Co.
100 Wilshire Blvd., Suite 750
Santa Monica, CA 90401
(310) 234-9838 Direct
(310) 493-9838 Mobile
[REDACTED]

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DelMorgan & Co., LLC

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, January 3, 2017 4:24 PM
To: Robert Finkelstein
Subject: Update

Walmart meeting scheduled for February. We have presented a \$7 billion seven year proposal to them which would result in the construction of three 750,000 sf packing/packaging/distribution centers (PPDCs) across the country with farms in the same regions for a total investment approaching \$3 billion. It is a very expansive plan but they sell over twenty billion dollars of produce every year so their organic requirements going forward are very large. This pending arrangement is very confidential and should remain so. Please do not broadcast this. At the appropriate time and with Walmart's approval, we will make it publicly known.

Jason is looking at office space on our behalf. We will likely be locating in the Deer Valley area near I-17 instead of Buckeye. The schools are better in the north and east portion of Phoenix and I want our headquarters employees to have a broad range of housing and school choices, neither of which was the case in Buckeye.

We will likely be locating our first PPDC in Kingman to be a bit closer to our production point in Gerlach and within a day's round trip of Hyder. Assuming Walmart signs, we will be putting 1,500 acres of shadehouses and 1,000 acres of greenhouses in Kingman over several years to complement the 200 acres of greenhouses in Buckeye. In addition, the Buckeye site is in a residential area not well suited to the traffic and noise of a six day a week, twenty-four hour a day packing and distribution operation with a hundred foot tall building at its core. The Kingman PPDC will be co-located with our growing operations there, well away from any residential areas.

We have selected Swisslog as our distribution automation partner. We will be implementing an ASRS system to support our distribution picking operation. The ASRS is comprised of racking and automated picking cranes which replace forklift operations with automation. This will keep our product density high, our stock rotation precise, our pallet and case picking extremely accurate, and result in fewer employees in our distribution operations. Walmart uses the same system to support its existing produce and dairy operations in a dozen or more locations and is continuing to expand their use. The system includes six temperature/ethylene zones to maintain the cold chain and segregate ethylene producing and ethylene sensitive products. It is sized to accommodate 500,000 case throughput each day which is our five year peak throughput in each of our PPDCs. The \$40MM 200,000 sf system implementation includes the required project management, all hardware, and the software needed to run the system.

The other elements of our 750,000 sf PPDCs will be root vegetable and other packing lines 100,000 sf, commodity storage areas for root vegetables and the like 100,000 sf, shipping and receiving 150,000 sf, offices 50,000 sf, and eventually including value added produce production lines 100,000 sf.

Our million dollar seed round fund raise started yesterday. Hopefully, it will conclude shortly and we can move on to our larger raise, get our land locked down, and get our key customer agreements signed. We want to be in production very soon. Kroger is ready for us as soon as we can make it happen and Walmart is not going to be too far behind. Once we have some funds, I will begin calling in earnest on other retailers and wholesalers.

Regards,
Dennis

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



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PAUL M. SMITH, MBA & CPA

255 Barcelona Drive, Boulder, Colorado 80303
Cell: (303) 601-6333 • Email: [REDACTED]

SUMMARY OF QUALIFICATIONS

Accomplished **SENIOR BUSINESS EXECUTIVE** having broad general, operational & financial management experience with consistent success in consumer & business product companies (start-ups to public companies).

- Excellent track record as CFO and President in building business value by leading companies in solving business problems, and implementing strategies to improve sales and operating performance.
- Successful as CFO in building business value in high growth companies. A representative example includes leading a 50% sales increase and implementing new profit improvements of \$5 million over three years, which quadrupled profits and business value.
- Successful as Interim President leading turnaround of \$400 million global business: directly managing largest \$200 million division, & implementing \$10 million plus of global profit improvements.
- Recognized for building strong financial / operating organizations; implementing proactive business reporting / forecasting, SEC reporting, and financial controls relating to corporate governance; and reengineering / streamlining business systems using new IT technology.
- Highly successful presenting businesses and raising equity / debt capital. Expertise working with boards, investors, bankers, financial & legal counsel, & investment bankers. Directed twenty M&A's.

PROFESSIONAL EXPERIENCE

PS VENTURES – BOULDER, COLORADO

2004-PRESENT

CFO business advisory firm providing services to consumer product, software & business technology companies

CFO Business Advisor

Advise / lead multiple companies in developing business plans, proactive financial reporting & forecasting, business strategies, building management teams, raising capital and mergers & acquisitions.

- Advise multiple businesses in developing effective business strategies to build business value; highly successful in raising equity-debt capital, banking relationships, and mergers & acquisitions.
- Assisting the start-up of a high growth, branded fresh organic vegetables company selling to retail channel by hiring management team, developing financial projections and raising equity / debt capital.

ENERPATH – REDLANDS, CALIFORNIA

2009-2015

\$50 million revenue energy efficiency company providing programs & software to utilities & businesses

Chief Financial Officer

Direct report to CEO, and member of BOD & leadership team. CFO responsibilities included financial control, planning & analysis, treasury, audit / tax, acquisitions, IT, HR, and legal functions.

- Led business strategies to move Company from Southern California to a national leader in energy efficiency programs & software; achieved \$140 million contracted business backlog (3 years).
- Secured \$3 to 4 million LOC to finance sales growth during 2009-10 banking crisis.
- Successfully sold Company to public company completing merger integration & SEC Sch. 14C filing.

CHARTER BAKING COMPANY – BOULDER, COLORADO

2006-2007

\$70 million revenue high growth, organic branded consumer products Company owned by private equity

Chief Financial Officer

Direct report to CEO and member of executive team. CFO responsibilities included financial control, planning & analysis, board of director interaction, treasury, audit / tax, acquisitions, IT, HR, and legal functions.

- Integrated four acquisitions into a high growth, organic branded Rudi's consumer products Company.
- Successful raising \$7.5 million in equity and \$5.5 million in debt to finance acquisitions / expansion.

SENSIENT TECHNOLOGIES CORPORATION – COLOR GROUP – ST. LOUIS, MISSOURI

2002-2004

\$400 million revenue group of a billion \$ global public company in consumer, business and technology products

Chief Financial Officer, Color Group and Interim Group President

Direct report to President & member of executive team; performed both President & CFO roles for 8 months. Led global operations of 6 divisions & 25 business units in Americas, Europe & Asia. As CFO, managed worldwide Finance, IT, HR, & interfacing on SEC matters / acquisitions. As President, directed worldwide operations & managed \$200 million North America (NA) division including sales, manufacturing & logistics.

- Recognized for building strong worldwide financial / operating organizations; implementing proactive business reporting / forecasting, SEC reporting, & financial controls relating to corporate governance.
- Redirected strategies & sales / profit improvements by: 1) stopping competitor sales & deep discounting in NA, 2) consolidating global manufacturing, and 3) implementing manufacturing, product cost, SKU & transfer pricing efficiencies. Achieved \$10 million plus of global profit improvements.
- Directed successful integration of six acquisitions in Europe / North America.

NANCY'S SPECIALTY FOODS – NEWARK, CALIFORNIA**1996-2002***\$70 million revenue natural branded consumer products Company owned by private owner and private equity***Chief Financial Officer**

Direct report to CEO and member of executive team. Played primary role in leading Company in developing / executing business strategies and managing day-to-day operations. CFO responsibilities included board of director interaction, financial analysis & control, treasury, audit / tax, acquisitions, IT, HR, customer service, and legal functions.

- Initiated & led sales / profit improvement strategies increasing sales by 50% and quadrupling profits to \$8.5 million over a three year period. Grew sales \$20 million by shifting resources to secure new product line; saved \$5 million annually from profit initiatives including product / packaging cost reductions, manufacturing / distribution efficiencies, and promotional / overhead efficiencies.
- Quadrupled shareholder value realized upon sale of the Company after third year due to improved sales and profit performance. Developed strategy, presented business and managed sale of Company.
- Restructured debt reducing borrowing rates by 100 basis points. Redesigned wage compensation to pay for performance, and 401K / profit sharing plan increasing participation from 33% to 85%.
- Directed reengineering of business implementing new ERP, customer service and promotional spending management, and analytical database systems and new WAN / LAN networks.

DAKOTA BRANDS INTERNATIONAL – BOISE, IDAHO**1995-1996***\$5 million revenue consumer products start-up company***President / Co-Founder Owner**

Directed business strategies / sales development; transformed manufacturing facility to viable business tripling sales revenues / profitability by growing customer base. Co-owned business (50% owner) from 1992 to 2000.

SENSIENT TECHNOLOGIES CORPORATION – FROZEN FOOD DIVISION – BOISE, IDAHO**1992-1994***\$300 million revenue consumer products division of a billion \$ public company***Divisional Controller**

Developed / led execution of profit improvement strategies increasing annual profits by 50% or \$9 million, received President's Award for outstanding leadership / contribution to performance. Presented / managed Division sale at high PE ratio; led oligopoly issues resolution for favorable Hart-Scott-Rodino Antitrust ruling.

JLFOODS – EUGENE, OREGON**1987-1992***\$1 billion revenue consumer products division of multi-billion \$ public companies, John Labatt / H.J. Heinz***VP Finance-Crestar Foods; Manager Financial Analysis/ Control- JL Foods**

Directed turnaround strategies consolidating business units; improved annual profits by \$4 million; received President's Award for contribution. Managed finance / control in seven high growth, operating companies. Reengineered business reporting / forecasting process to enable proactive decision making.

INTEL CORPORATION – HILLSBORO, OREGON**1986-1987***Multi-billion \$ high technology public company***Senior Financial Analyst****DELOITTE & TOUCHE – PORTLAND, OREGON****1979-1986***Big four international CPA firm***Audit Manager****EDUCATION**

Master of Business Administration - Santa Clara University; **Bachelor of Science, Economics** - University of Oregon; **CPA** - State of Oregon

Dennis Brewer

From: Gregory P. Crossgrove <[REDACTED]>
Sent: Thursday, March 9, 2017 4:59 PM
To: Dennis Brewer
Subject: Re: Status Report

I agree- Never come forth, unless they request. Have a good evening! Thanks! Greg

Sent from my iPhone

On Mar 9, 2017, at 2:37 PM, Dennis Brewer <[REDACTED]> wrote:

Greg - We have a couple of grower candidates with harvest experience as well – they are candidates at this point. We are hoping that Shefford is about done with their process without additional interviews but recognize we may need to address this issue with them. Their due diligence process has been mostly on paper which has surprised me but I am just being responsive to their queries, not volunteering other info than what they have requested.

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: Gregory P. Crossgrove [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Thursday, March 9, 2017 3:55 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Status Report

Dennis- The last 3-5 years, the banks and investment groups, have been just as interested in the detailed resumes of the companies growers, harvesting and ranch food safety personnel, with their detailed past work history, especially with new organic operations. This has come about with the new Obamacare food safety act, that came out in 2012. A few times I have taken these individuals, to be interviewed by the potential lenders. More than once these individuals have been flown to the lenders headquarters for continued interviewing. I know you have the food safety covered, how about the other 2 positions? Greg

Sent from my iPhone

On Mar 9, 2017, at 9:01 AM, Dennis Brewer <[REDACTED]> wrote:

Shefford – Not very communicative as we get close to the deadline for the purchase of Kingman’s Stockton Hill Farm which is tomorrow at 2PM. I inquired about status

yesterday afternoon and have received no reply. Their last communication yesterday morning was a request for all team resumes which we provided within two hours of the request.

I am in contact with our backup source as of this morning and have indicated we will be reaching out if Shefford fails to close timely.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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www.winnettorganics.com

<image002.png>
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 9, 2017 4:37 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Status Report

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Regards,
Dennis

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From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Thursday, March 9, 2017 3:55 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Status Report

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Sent from my iPhone

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Regards,
Dennis

Dennis Brewer
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<image002.png>

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 9, 2017 10:21 AM
To: 'Ken Sheppard'
Subject: RE: PPM and S-1

You bet. If they fail to fund soon, I will be back in touch with your team.

Regards,
Dennis

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



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From: Ken Sheppard [mailto:[REDACTED]]
Sent: Thursday, March 9, 2017 10:17 AM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: PPM and S-1

Hi Dennis,

Thank you for this. Please kindly keep us advised of your progress.

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:> 
Sent: Thursday, March 09, 2017 7:13 AM
To: 'Ken Sheppard' <
Subject: RE: PPM and S-1



Still waiting on definitive agreement – two weeks late.

Regards,
Dennis

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



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From: Ken Sheppard [<mailto:> 
Sent: Thursday, March 9, 2017 10:12 AM
To: 'Dennis Brewer' <
Subject: RE: PPM and S-1

Hi Dennis,

Good morning to you. Please kindly advise the status on the below.

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, March 01, 2017 12:32 PM
To: 'Ken Sheppard' <[REDACTED]>
Subject: RE: PPM and S-1

Ken - We are in process on the \$60MM and will close in the next few days after signing the definitive agreement tomorrow.

Regards,
Dennis

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



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From: Ken Sheppard [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, March 1, 2017 2:47 PM

To: 'Dennis Brewer' <[REDACTED]>

Subject: RE: PPM and S-1

Hi Dennis,

Good morning to you. I hope this email finds you well. Please kindly advise if you closed the round for the first \$20M of the \$60M.

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

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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, January 30, 2017 2:00 PM
To: 'Ken Sheppard' < [REDACTED] < [REDACTED]>
Subject: FW: PPM and S-1

FYI – see below.

Regards,
Dennis

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



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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, January 30, 2017 4:57 PM
To: 'MONEY WISE CAPITAL GROUP' <moneywisefinancial@comcastnet>
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
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Dennis Brewer

From: tom@ surefreshproduce.com <[REDACTED]>
Sent: Thursday, March 9, 2017 11:49 AM
To: Dennis Brewer
Subject: RE: Cancelling appointment

Dennis,

No problem. I have been asking a few of the used equipment broker for quotes. They have found a green bean line that was in production in Western Canada that runs 20,000 lbs/hr. If you are interested it may be worth taking a trip. Also, our production for the winter season is ending in 2 weeks, so this is a good point to make modifications. Are you looking to run the snap peas this season?

Might be worth having a pricing discussion at this point. Also, if you are interested I can get pricing on bulk to poly repack from Frozsun and Inn Foods if you need it.

Look forward to your thoughts.

Thank you,

Tom Witt
Sure Fresh Produce, Inc.
Phone: 805.349.2677
Cell: 805.680.2080
Fax: 805.349.2674
[REDACTED]



From: Dennis Brewer [mailto:[REDACTED]]
Sent: Thursday, March 09, 2017 4:58 AM
To: tom@ surefreshproduce.com
Subject: Cancelling appointment

Tom – Regrettably, I must cancel our appointment as I have had to remain in NJ. I will contact you to reschedule.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 9, 2017 11:01 AM
To: [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch;
[REDACTED]
Cc: 'Michael Callahan'; 'Mark Gross'
Subject: Status Report

Shefford – Not very communicative as we get close to the deadline for the purchase of Kingman's Stockton Hill Farm which is tomorrow at 2PM. I inquired about status yesterday afternoon and have received no reply. Their last communication yesterday morning was a request for all team resumes which we provided within two hours of the request.

I am in contact with our backup source as of this morning and have indicated we will be reaching out if Shefford fails to close timely.

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Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 10, 2017 10:16 AM
To: 'Jonathan Cross'
Subject: RE: Personal Background Issues

Sure, no problem.

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, March 10, 2017 10:15 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Personal Background Issues

Dennis,

Thank you for this. It will help with some of what we are seeing. We will probably need to discuss these issues at length.

JONATHAN CROSS
PRESIDENT
PRIVATE EQUITY



**477 MADISON AVENUE
SIXTH FLOOR
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From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 10, 2017 8:22:51 AM
To: Jonathan Cross
Subject: Personal Background Issues

Jonathan – Your firm’s civil background check on me should find the following three issues:

IRS tax lien - I took over my ex-wife’s unpaid self-employment taxes from 1998 through 2005 in our divorce. I was able to pay off all but a remnant of 2004 and the 2005 liability. The balance will be paid as soon as I return to regular employment.

Summary judgement in Bergen County Superior Court - I paid payment insurance on a bankcard I held until 2010. In 2010, I was unable to continue payments as I lost my unemployment insurance. The payment insurance company said my inability to pay was not related to an insurable event (loss of job or disability) and cancelled my insurance. So, the owner of the credit card receivable got a summary judgement which I will settle once I return to regular employment.

NJ federal court litigation - In 2010, I suffered from depression which led to delusional thinking. Shortly after filing a lawsuit against the government in federal court, which was never served on anyone, I had myself psychiatrically evaluated. It was eventually determined that I suffer from depression. I now take a SSRI (selective serotonin reuptake inhibitor) and have had no further symptoms.

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: Friday, March 10, 2017 1:05 PM
To: 'Jonathan Cross'
Subject: Former Counsel

Jonathan - Suggest you have your counsel speak with these lawyers about their representation of me and my companies as a client:

Robert E Hibbs 425-489-9899
Michael A. Larson 206-340-2008
Michael W. Babcock 206-448-8100

I will give them permission to speak freely.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 10, 2017 6:08 AM
To: 'Jonathan Cross'
Subject: Stockton Hill Farm

Can we get a firm commitment from Shefford by noon today to preserve our opportunity to purchase Stockton Hill Farm? Barings meets at 2PM today to determine whether to accept our competitor's term sheet.

Regards,
Dennis

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Dennis Brewer

From: Marty Moore <[REDACTED]>
Sent: Saturday, March 11, 2017 1:27 AM
To: Dennis Brewer
Subject: Re: Shefford Capital

Hello Dennis,

Just a s q quick note to let you know that I did not receive a call from anyone on behalf of yourself or Winnett. I will continue to be on the lookout.

I haven't heard of this Investment Lender or Hedge Fund Investor or alike. I was just glad to hear it wasn't a group called Whitestone Capital. When you said New Jersey and more D.D required I cringed, knowing that NJ hosts thousands of Investors. I recently had a bad experience with this group. During your vetting process here are some names I recommend staying away from in the NJ area that claim to be the new lending kids on the Billionaire block.

Lex Guosky
George Schnider
Dimitre Tedone

Not to be invasive but just passing on information that could save you time and money in case you run across this dynamic trio.

I'm now working with the SEC & FBI for resolution on our deal. We lost \$250K `for DD that was falsified.

In any event Ill call or notify you right after I hear from anyone on your behalf.

Thanks,

Marty Moore

On Fri, Mar 10, 2017 at 12:09 PM, Dennis Brewer <[REDACTED]> wrote:

You may receive a call from Shefford Capital regarding employment with us as one of our key growers. Please let them know you are a strong candidate but the pre-employment process is not yet complete. Please be straightforward with them regarding your background and your employment history. We will be back in touch very soon as we will need expert services such as you can provide once the due diligence process is completed. Thanks.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

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Dennis Brewer

From: [REDACTED]
Sent: Friday, March 10, 2017 3:16 PM
To: Dennis Brewer
Subject: RE: Update

Really unfortunate about the Stockton farm.

Have a good weekend.

Regards,

Jason

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

Subject: RE: Update

From: "Dennis Brewer" <[REDACTED]>

Date: Fri, March 10, 2017 1:06 pm

To: <[REDACTED]>

Jason - Do not worry about it – there is a reasonable explanation for your distress. I have similar problems if it is any consolation. But I think they are running standard civil and criminal backgrounds, not credit scores. They would have to have individual consent for credit scores.

Regards,
Dennis

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From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, March 10, 2017 3:01 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Update

Hopefully they don't run credit score checks for obvious reasons.

Regards,

Jason

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

Subject: Update

From: "Dennis Brewer" <dennis@brentwood.com>

To: <[REDACTED]>

< [REDACTED] "Rafael Gomez"

"Bruce Blitch" <[REDACTED]>

△ [REDACTED] △ [REDACTED]

Shefford – is working on background checks for all employees and candidates. You may receive a call or email. Please be straightforward about any issues, litigation, employment history, etc. Thanks. This process ought to be wrapping up soon.

Kingman – Due to the due diligence delay in funding and Baring's deadline today, we will not be able to purchase Stockton Hill Farms. There is something on the order of 15,000 other acres available in the area so we are not completely closed out. It will take longer to bring these acres into production as we must develop these acres from scratch.

Regards,
Dennis

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