



Sustainably Grown, Organically Pure, Transparently Better

From: laura akoto [mailto: [REDACTED]]
Sent: Wednesday, March 8, 2017 5:42 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: hello dear

yes dear we will

From: Dennis Brewer < [REDACTED]>
Sent: Wednesday, March 8, 2017 10:37:48 PM
To: 'laura akoto'
Subject: RE: hello dear

We will get there

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

623-207-9675 520-549-6245

www.winnettorganics.com



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From: laura akoto [mailto: [REDACTED]]
Sent: Wednesday, March 8, 2017 5:36 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: hello dear

yes dear love and they will happen for you , am am going to be happy to see your fight life company getting started dear , that will be great dear to know and that will happen soon dear love

From: Dennis Brewer < [REDACTED]>
Sent: Wednesday, March 8, 2017 10:30:48 PM
To: 'laura akoto'
Subject: RE: hello dear

Yes, sweetie, I believe you are correct, soon this will all come together, and then we will be together

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

623-207-9675 520-549-6245

www.winnettorganics.com



From: laura akoto [mailto: [REDACTED]]
Sent: Wednesday, March 8, 2017 5:30 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: hello dear

that is true and the best will come out soon dear love

From: Dennis Brewer < [REDACTED]>
Sent: Wednesday, March 8, 2017 10:20:36 PM
To: 'laura akoto'
Subject: RE: hello dear

Yes, as you so often say, we hope for the best

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

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From: laura akoto [mailto: [REDACTED]]
Sent: Wednesday, March 8, 2017 5:18 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: hello dear

ohhh ok and that seems to be great and means there is assurance but maybe they wont get to you on time , but wish they do so you can start work in the company dear

From: Dennis Brewer < [REDACTED]>
Sent: Wednesday, March 8, 2017 10:08:51 PM
To: 'laura akoto'
Subject: RE: hello dear

Yes, they have a committee to make decisions and it takes them some time to make up their collective minds, so they are playing it straight even though they are slow

Regards,

Dennis

Dennis Brewer

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From: laura akoto [mailto: [REDACTED]]
Sent: Wednesday, March 8, 2017 5:07 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: hello dear

ohhh ok and are you sure this people are not playing mind games with you and your company dear

From: Dennis Brewer < [REDACTED]>
Sent: Wednesday, March 8, 2017 10:01:04 PM
To: 'laura akoto'
Subject: RE: hello dear

Yes, I have asked this afternoon iif they will make a decision by Friday so we can buy kingman farm but have not heard anything yet

Regards,

Dennis

Dennis Brewer

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From: laura akoto [mailto: [REDACTED]]
Sent: Wednesday, March 8, 2017 4:59 PM

To: Dennis Brewer <[REDACTED]>
Subject: Re: hello dear

ohhh ok dear and let hope for the best dear love

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 4:09:38 PM
To: 'laura akoto'
Subject: RE: hello dear

We have supplied the information but do not know when they will decide for sure to fund us. I hope it will be soon but do not know for sure.

Regards,

Dennis

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, March 8, 2017 10:54 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: hello dear

does that mean that they are ready to get you the fund when you guys have what the question looks for dear

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 3:41:12 PM
To: 'laura akoto'
Subject: RE: hello dear

This morning our funders asked a question and also asked for the team's resumes so we are still moving in the right direction, though very slowly

Regards,

Dennis

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, March 8, 2017 10:39 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: hello dear

hope things are getting started there and looks promising also dear

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 12:19:15 PM
To: 'laura akoto'
Subject: RE: hello dear

Thanks, dear

Regards,

Dennis

Dennis Brewer

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From: laura akoto [[mailto:\[REDACTED\]](#)]
Sent: Wednesday, March 8, 2017 7:17 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: hello dear

I HOPE soo as for you and for my self as well also

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 12:00:48 PM
To: 'laura akoto'
Subject: RE: hello dear

Thanks love. I love you very much and hope your afternoon goes well despite your lack of funds

Regards,

Dennis

Dennis Brewer

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, March 8, 2017 6:58 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: hello dear

is all about believe and trusting that we have a way out once that we have GOD dear

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 11:54:42 AM
To: 'laura akoto'
Subject: RE: hello dear

Thank you love, I appreciate your attitude during these difficult moments

Regards,

Dennis

Dennis Brewer

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, March 8, 2017 6:53 AM

To: Dennis Brewer <[REDACTED]>

Subject: Re: hello dear

yes dear and hope for the best for us and wished for the best for the company as well also

From: Dennis Brewer <[REDACTED]>

Sent: Wednesday, March 8, 2017 10:45:36 AM

To: 'laura akoto'

Subject: RE: hello dear

Yes, I am really broke too so I cannot help even with something small at the moment. We will get where we are going one way or another

Regards,

Dennis

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, March 8, 2017 5:44 AM

To: Dennis Brewer <[REDACTED]>

Subject: Re: hello dear

i understand you alot and i am hoping for the best for you as at the moment all we have to hope and believe is that GOD will make a way where there seems not to be one , am really broke out here dear and was hoping something will come out and you could have help me with something small

From: Dennis Brewer <[REDACTED]>

Sent: Wednesday, March 8, 2017 10:37:12 AM

To: 'laura akoto'

Subject: RE: hello dear

Well, we will see what happens, I have done all I can so things will happen

Regards,

Dennis

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, March 8, 2017 5:36 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: hello dear

ohhh and that means this investor have to come up with something from today and tomorrow , dont worry all will be well and they will ok dear , is a matter of GOD making it happen for you dear

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 8, 2017 10:31:56 AM
To: 'laura akoto'
Subject: RE: hello dear

Yes and if they do not, we have a backup plan, though we will not be able to get kingman farm after friday

Regards,

Dennis

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From: laura akoto [[mailto:](#) [REDACTED]]

Sent: Wednesday, March 8, 2017 5:30 AM

To: Dennis Brewer <[REDACTED]>

Subject: Re: hello dear

great so as they know that they have to fund it before it will be late dear

From: Dennis Brewer <[REDACTED]>

Sent: Wednesday, March 8, 2017 10:27:52 AM

To: 'laura akoto'

Subject: RE: hello dear

I do not have other contacts that know them otherwise I would talk to them as well. But we will know something soon, maybe today, and can make our plans based on solid information. I have repeatedly discussed with them our sense of urgency and they are well aware of the timing issues.

Regards,

Dennis

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, March 8, 2017 5:23 AM

To: Dennis Brewer <[REDACTED]>

Subject: Re: hello dear

once they said they understand there is a sense of urgency in there means they will commit ok in funding it so you have to stay put and do all what you need to do to make it happen and that could be if you know anyone that know them and can have influence on them to fund you start to contact them as at this point they need assurance from other to commit dear

From: Dennis Brewer <[REDACTED]>

Sent: Wednesday, March 8, 2017 10:16:45 AM

To: 'laura akoto'

Subject: RE: hello dear

They did tell me they understood the urgency but said nothing about their plans so I do not know what is holding them up. They have not asked any new questions and in fact asked very few questions during the entire process.

Regards,

Dennis

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Wednesday, March 8, 2017 5:12 AM

To: Dennis Brewer <[REDACTED]>

Subject: Re: hello dear

so that means they did not got to you yesterday right , wow or they did after you had told me and wanted you bring out something or what is making them keep long dear

From: Dennis Brewer <[REDACTED]>

Sent: Wednesday, March 8, 2017 9:52:54 AM

To: 'laura akoto'

Subject: RE: hello dear

Hi love still waiting on some more communication about our funder's decision so I do not have any news as yet. I am well and doing fine, hope you are too

Regards,

Dennis

Dennis Brewer

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From: laura akoto [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Wednesday, March 8, 2017 3:17 AM
To: [REDACTED]
Subject: hello dear

hello dear and how are you doing dear , hope all is well and how was your sleep as well also dear love ,
how are things going on there

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 15, 2017 2:48 PM
To: 'Doug Petersen'
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Doug – Plan B is Dominick and Dickerman (D&D) raising the money with some help of a million from Shefford's fund raising, Plan C is D&D with some cash from another investor as D&D requires \$25K deposit to proceed. Plan D is D&D with a sign-off from Walmart in which case they would not require the \$25K retainer. One way or another we will get what we need.

Regards,
Dennis

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From: Doug Petersen [mailto:[REDACTED]]
Sent: Wednesday, March 15, 2017 2:38 PM
To: Dennis Brewer <[REDACTED]> [REDACTED]
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Hi Dennis,

I am sure that the wait is discouraging. If this investor falls through, can you refresh my memory, what is plan B? Also do we have a plan C?

Thanks,
Doug

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Tuesday, March 14, 2017 6:19 PM
To: [REDACTED] Doug Petersen <[REDACTED]>
Subject: FW: Invoice 4174.6085 from LUX OFFICES, LLC

Any chance of a \$600 loan so we can keep the phones on for another month? As you know, we are three weeks behind on our \$60MM investment. We are currently two weeks behind on our phone answering bill. Thanks for your consideration – I expect to be able to stop doing this very soon.

Regards,
Dennis

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From: Sharon Benson [<mailto:sharon@luxoffices.com>]
Sent: Tuesday, March 14, 2017 6:05 PM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Hello Dennis,

Still waiting on your rent payment, I will be sending April invoices out next Monday so I need March invoice paid right away.

Thank you,

Sharon
Sharon Benson, Director



LUX
OFFICES



12725 W. Indian School Road
Suite E-101
Avondale, AZ 85392
P: 623.512.4900
F: 623.512.4906
W: luxoffices.com



From: Dennis Brewer [<mailto:dennis@luxoffices.com>]
Sent: Monday, March 06, 2017 2:13 PM
To: [REDACTED]
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Sharon – Thanks. We are still waiting on our funder who is not in the office today. I will have some more information on our closing date in the next day or two I believe.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer



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From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Monday, March 6, 2017 4:10 PM
To: [REDACTED]
Subject: Invoice 4174.6085 from LUX OFFICES, LLC

LUX OFFICES, LLC

Invoice *Due:02/20/2017*
4174.6085

Amount Due: **\$285.93**

Dear Dennis:

Rent is always due on the first day of each month and considered late if not received on the 5th. Late fees have been charged as rent has not been received. Your updated invoice-4174.6085 for \$285.93 is attached.

Should you have any questions please contact me via e-mail at [REDACTED] or by phone at 623-512-4900

Sincerely,
Sharon
Sharon Benson, Director

Lux Offices L.L.C.
12725 W. Indian School Road
Suite E-101
Avondale, AZ 85392

P: 623.512.4900
F: 623.512.4906
W: luxoffices.com
FB: facebook.com/LuxOffices

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INTENDED FOR INTERNAL USE

MEMO – SITE ASSEMENT

March 15, 2017

GERLACH NEVADA FARM

Overview:

The Gerlach farm located in the Black Rock Desert Region of NW Nevada, was presented as an investment to WO. The property was represented in working order and in compliance for organic crop certification. A plan was put in motion for a purchase and talks were developed with principals of Blackstone Realty Investors. During price discovery and talks, no principals of WO, had officially reviewed the project in detail.

I was handed off project, and asked to perform a pre-feasibility evaluation of the critical due diligence issues for a fast closing, I was then requested to do a sight visit to ensure facts.

Findings:

Pre-feasibility: Online review of land ownership records showed conflict of use on certain land parcels; hydrology and water right records showed similar conflict of registry and use.

Interviews: Interview with principal was polite but not forth coming, interview with employees was more forth coming, but added suspicion upon principals claims of organic compliance, talks with third party vendors yielded a very negative history of the farm's success, as well as a deep story on current owner's success or "lack off" which would lead to reasons of wanting to sale property and how it was obtained.

Valuation: Property is overpriced on current market, further incurable defects along with mandatory maintenance and required Cap-x investments would discount the property deeply.

Site visit:

- 1) Location: *remote and isolated no phone service for 2 hr drive in, at Interstate*



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WEB: WWW.WINNETTORGANICS.COM

EMAIL: [REDACTED]

- 2) Condition: *Poor too bad, nothing is operating, pivots look to be in good shape hand lines have been destroyed and scattered, drip irrigation is currently being scrapped. All buildings are in disrepair. Most wells look to be operable, with some pulled, some with no power units. Much of property is just for grazing, abandoned drip fields and abandoned alfalfa fields for most part.*
- 3) Irrigation and Hydrology:
 - a. *Quality – No signs of salinity some signs of sodic conditions*
 - b. *Quantity – average wells pump around 800 to 1200 gpm, pivots are tipped at 900+/- or 7 to 7.5 gpm per irrigated acre*
 - c. *Power – No power (poor designed, very inefficient) no outside power resources to be expected all self-generation.*
 - d. *Cap x and Improvements - pivots (new), hand line repairs, well repairs, pump repairs, redesign with self-generation services. Soil is sodic low water absorption capacity will need gypsum, and rip to 36" to restore soil structure for crop production.*

Recommendation:

Find a plan B acquisition target for the planting window of Gerlach.

Dennis Brewer

From: U.S. Bank Notification <[REDACTED]>
Sent: Wednesday, March 15, 2017 3:59 PM
To: [REDACTED]
Subject: Notification of Account Transaction

At the request of our customer, Active Air Freight LLC, we are providing you notification that a wire transfer in the amount of \$1000.00 has been processed by Active Air Freight LLC and will post to your account on March 15, 2017. If you have any questions regarding this transaction, please contact Active Air Freight LLC.

Please do not respond to this message.

You are receiving this message as a courtesy at the request of the U.S. Bank customer above. If you no longer wish to receive this notification, or if you need to change your email address, please contact the customer listed above. We will never send you an email asking for personal information. View the U.S. Bank Privacy Pledge: <http://www.usbank.com/privacy>. Learn more at <http://www.usbank.com>.

To ensure that you continue to receive these email notifications, please add us to your Address Book

[REDACTED] Thank you.

U.S. Bank Treasury Management BC-MN-H20P, 800 Nicollet Mall, Minneapolis, MN 55402, USA U.S. Bank National Association Member FDIC © 2005 - 2017 U.S. Bank

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 15, 2017 6:25 PM
To: 'Dean T. Smith'
Subject: RE: Wire

Receipt of funds confirmed – thanks again.

Regards,
Dennis

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



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From: Dean T. Smith [mailto:[REDACTED]]
Sent: Wednesday, March 15, 2017 4:00 PM
To: Dennis Brewer <[REDACTED]>
Subject: Wire

Dennis

Wire for \$1,000 went through as

Control Number	PAR Number	
	94626404	170315039526

You should see funds tomorrow. unlike that last time, I made sure the order was done properly should be no delays I will check it tomorrow as well.

Dean

From: [Dennis Brewer](#)
Sent: Tuesday, March 14, 2017 3:49 PM
To: ['Dean T. Smith'](#)
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Dean - Thank you very much. Wiring instructions below:

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

Great Western Bank 1721 N Arizona Ave Chandler AZ 85225

Routing 091408734

Account 13461785

I will get you new Notes tomorrow.

Not sure I can help on the boxes but I will try.

Regards,
Dennis

Dennis Brewer
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WinnettOrganics, Inc.
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From: Dean T. Smith [<mailto:> [REDACTED]]
Sent: Tuesday, March 14, 2017 6:42 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Invoice 4174.6085 from LUX OFFICES, LLC

I will you send you a 1000.00 if do a note to return by May , you can extend the other money I sent to May as well as April is around the corner.

Let's call it no later than Memorial weekend?

And one last favor, need your help finding no wax 1/3 or 1/2 bushel produce boxes it's a damn racket! LOL

Dean

From: [Dennis Brewer](#)
Sent: Tuesday, March 14, 2017 3:19 PM
To: [REDACTED] ; [REDACTED]
Subject: FW: Invoice 4174.6085 from LUX OFFICES, LLC

Any chance of a \$600 loan so we can keep the phones on for another month? As you know, we are three weeks behind on our \$60MM investment. We are currently two weeks behind on our phone answering bill. Thanks for your consideration – I expect to be able to stop doing this very soon.

Regards,
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From: Sharon Benson [<mailto:> [REDACTED]]
Sent: Tuesday, March 14, 2017 6:05 PM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Hello Dennis,

Still waiting on your rent payment, I will be sending April invoices out next Monday so I need March invoice paid right away.

Thank you,

Sharon
Sharon Benson, Director



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OFFICES



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Suite E-101

Avondale, AZ 85392

P: 623.512.4900

F: 623.512.4906

W: luxoffices.com



From: Dennis Brewer [<mailto:> [REDACTED]]
Sent: Monday, March 06, 2017 2:13 PM
To: [REDACTED]
Subject: RE: Invoice 4174.6085 from LUX OFFICES, LLC

Sharon – Thanks. We are still waiting on our funder who is not in the office today. I will have some more information on our closing date in the next day or two I believe.

Regards,
Dennis

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From: [REDACTED] [mailto:[REDACTED]]
Sent: Monday, March 6, 2017 4:10 PM
To: [REDACTED]
Subject: Invoice 4174.6085 from LUX OFFICES, LLC

LUX OFFICES, LLC

Invoice Due:02/20/2017
4174.6085

Amount Due: **\$285.93**

Dear Dennis:

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Should you have any questions please contact me via e-mail at [REDACTED] or by phone at 623-512-4900

Sincerely,
Sharon
Sharon Benson, Director

Lux Offices L.L.C.
12725 W. Indian School Road
Suite E-101
Avondale, AZ 85392

P: 623.512.4900
F: 623.512.4906
W: luxoffices.com
FB: facebook.com/LuxOffices

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Dean T Smith
White Wolf Properties, LLC
Sasha's Farm Fresh, LLC
630-699-4348

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Dean T Smith

White Wolf Properties, LLC

Sasha's Farm Fresh, LLC

630-699-4348

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 16, 2017 12:07 PM
To: 'Gregory P. Crossgrove '
Subject: RE: Status Report

Understood, we will discuss prior to any contemplated transaction. Thank you.

Regards,
Dennis

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



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From: Gregory P. Crossgrove [mailto:[REDACTED]]
Sent: Thursday, March 16, 2017 12:05 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Status Report

Dennis- Mike Timony and Ari Schiff (Integrated Ag) have asked, that I be their agent for leasing their ground. Rick King works with me on these projects. As of now, John Prader, Ari Schiff and Mike Timony assume I am their agent, which I have not accepted because of their business ethics. John Prader was in contact with me yesterday. I think, you and I need to discuss. Have a great day! Greg

Sent from my iPhone

On Mar 16, 2017, at 8:45 AM, Dennis Brewer <[REDACTED]> wrote:

Greg, thanks. I will do that once we are funded. I will also get Bill Reed on the phone as he is dealing with Integrated Ag on the 4,000 acres in Hyder they mentioned to me in a recent introductory phone call.

Regards,
Dennis

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

<image002.png>

From: Gregory P. Crossgrove [mailto: [REDACTED]]
Sent: Thursday, March 16, 2017 9:45 AM
To: Dennis Brewer < [REDACTED]>
Subject: Re: Status Report

Dennis, I can give you an update on all the Hyder ground available, if interested. Give me a call. Have a great day! Greg

Sent from my iPhone

On Mar 16, 2017, at 3:55 AM, Dennis Brewer < [REDACTED]> wrote:

Shefford Closing – still no closing date. Background checks ongoing for all team members. I have ruled out the firm that was next in line due to a problem with their credentials. We will need \$25,000 for our retainer with Dominick and Dickerman if Shefford fails to come through. As you may recall, Shefford was originally to raise \$1MM for us to provide limited operating funds and the D&D retainer.

Kingman – We lost our opportunity to purchase Stockton Hill Farm. It went to another party on Friday as we could not provide proof of funds in time. We are looking into other land available in the region.

Gerlach – Owner has added about 1500 acres by buying an adjoining farm, so our offer needs to be updated. Bill Reed is working on that.

Hyder – We have been offered an additional 4,000 acres which will be ready by fall. Bill Reed will check it out for us.

Office – Jason Waseman is working out two office options in the Deer Valley and Anthem areas of Phoenix.

Warehouse Automation – To manage operating costs better, I have asked Swisslog to provide a two phase approach – first packing 250,000 cases per peak day by 2018, then 500,000 cases per peak day by 2020. We would also postpone the in-house fresh processing and frozen processing until 2020. They are also assisting us in looking into design/build/lease options so we would not need to own the facility initially but be given the option to buy it should we choose to do so. So far, Tippman Group has expressed initial interest in this design/build/lease approach.

Pre-cooling – Since our farms are generally some distance from the PPDC, I am working with a company to develop portable hydro-cooling and vacuum cooling which can be moved from farm to farm as the season progresses. We also have a firm which can provide portable forced air cooling for products requiring that cooling method.

Frozen foods – Looking into freezing selected items using a couple of contractors in California to do the processing for us in the short term. This would support additional machine harvested products while we build out the housing required for hand harvested products.

Walmart – no news. They were at an internal conference all last week.

Albert's, Oppenheimer – Both open to meeting with me as soon as I can schedule another trip west.

Equipment leasing – we have a \$20 million equipment lease line with Utica Leaseco for our initial tranche of farm equipment, pickups, and the like. While not cheap, it does preserve millions of working capital for other uses. The rep who found it for us indicates that other, lower priced lessors will be interested as soon as we have a few months of positive earnings and cash flow.

Ryder – Ready when we are to provide transportation equipment.

Employee housing - looking into both contract housing and owned housing options for employee housing at all three farms. We would provide meal service in all cases as this would better meet the needs of employees.

As you can tell, there is a great deal going on despite the lack of funding. This activity will accelerate dramatically as soon as funding is available.

Regards,
Dennis

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

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 16, 2017 8:01 AM
To: 'Randy Jennings'
Cc: 'Michael J McClendon'; 'Matthew Hirsch' ([REDACTED]); 'Richard Kooistra'; [REDACTED]
Subject: RE: Refrigerated Facility Developers

I just checked the websites very briefly. We are not interested in a 3PL per se but rather someone who will own and lease the facility to us for our own use – a landlord. In addition to distribution, we will be doing extensive packing operations beginning in phase 1, and in phase 2, processing operations as well.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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From: Randy Jennings [mailto:[REDACTED]]
Sent: Thursday, March 16, 2017 7:43 AM
To: Dennis Brewer <[REDACTED]>
Cc: Michael J McClendon <[REDACTED]>; Matthew Hirsch ([REDACTED]); [REDACTED]; Richard Kooistra <[REDACTED]>
Subject: RE: Refrigerated Facility Developers

Dennis,

I suggest that we set up a time for a call as soon as possible for introducing the people that I was telling you about that I believe are the perfect team for developing the project together with us in Arizona.

By cc to this message I have included who I believe are the appropriate people for moving this conversation forward. Mike McClendon of Lineage Logistics, Matt Hirsch of Primus Builders and our Richard Kooistra whom you met with me recently in New York.

Please let me know what is a good time for you for me to set up an introductory call with all participants so that we can get the ball rolling.

Thank you

Randy Jennings
Director Food & Beverage Sales
WDS Americas

Swisslog Logistics, Inc.
mobile: +1 757-746-0298
email: [REDACTED]
www.swisslog.com/na

From: Randy Jennings
Sent: Wednesday, March 15, 2017 10:34 AM
To: 'Dennis Brewer' <[REDACTED]>
Subject: RE: Refrigerated Facility Developers

Dennis,

I have had some conversations with the people that I discussed with you yesterday and they are certainly interested in a much more detailed discussions together to be able to address developing your refrigerated facility in either Kingman or Phoenix.

We are in the midst of a kickoff meeting with all the proper participants now at a site in Texas and I will reach out to you to set up a time in the next day or two where we may all discuss this together.

Thank you

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

From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Monday, March 13, 2017 4:46 PM
To: Randy Jennings <[REDACTED]>
Subject: Refrigerated Facility Developers

Randy – Do any of your construction contacts know developers who might be interested in developing our refrigerated facility in either Kingman or Phoenix? We would lease for five to seven years, then purchase the facility. If the first one went well and the Walmart deal materializes as we think it might, we could repeat the process two to four more times around the country. This route is more expensive than owning the facilities but results in less dilution to current shareholders (me included) so that is why we are interested in this possible approach. Thanks.

FYI – We are currently waiting on our investors to finish their due diligence. They are about two weeks behind schedule at the moment. We think they will wrap up soon but do not have a closing date as yet.

Regards,
Dennis

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INTENDED FOR INTERNAL USE

MEMO – Plan B “alternative” March 20, 2017 PLAN – B for GERLACH FARM

Overview:

The Gerlach farm located in the Black Rock Desert Region of NW Nevada, was presented as an investment to WO. The property was represented in working order and in compliance for organic crop certification. A plan was put in motion for a purchase and talks were developed with principals of Blackstone Realty Investors. During price discovery and talks, no principals of WO, had officially reviewed the project in detail.

I was handed off project, and asked to perform a pre-feasibility evaluation of the critical due diligence issues for a fast closing, I was then requested to do a sight visit to ensure facts. The findings and site visit were not adequate to support Gerlach as a critical growing area.

Key concerns:

- Price to high
- Sodic conditions
- Power “lacking”
- History negativities
- Logistic negativities

Recommendation:

Find an alternative farm operation, that is priced competitively, and supports the size and growing window to support the Winnett Organics crop plan. I believe I can develop an alternative in an area with a history of production, better yet a history of organic production which will better illustrate and support the story of success within the investment scheme.

I have a target property that I have looked at in 2010 for my own my family’s portfolio, the property at the time was certified organic, the property was purchased by a hay company that converted farm to 100% alfalfa of which the market has fallen and they are divesting.

The property is approximately 4000 net irrigated acres, under pivot irrigation. All facilities in place and within a proven crop area near a trade corridor. With comparative distance from Kingman planned PPDC.

Key Risk: bringing farm back into certified organic compliance
Key Advantage: Investment “all in cost” is < 20,000,000.00



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After the time expended in the Gerlach target, it was determined perception was lost and risk was not weighed. I believe it is essential that RECT of the WO group adhere to the guidelines of the selection process:

STEP 2 - PRELIM FARM ANALYSIS

1. LOCATION & SIZE & WATER: The location of the property and its size are directly correlated to Interest along with water access and rights. General guideline;
 - a. > 320 ac if within <25 miles of other managed property | > 1200 ac if outside > 25 miles distance.
 - b. Water rights analysis / hydrology
 - c. Soil analysis
 - d. Analysis of enterprise value as an individual operation, or an extension of nearby lands to include;
 - i. crop mix potential
 - ii. proximity of custom operators or scalable to internal farming
 - iii. sales outlets
 - iv. access to shipping lanes
 - v. proximity to equipment and vendor dealers

This as part of the complete selection protocol should protect, from emotional targeting within the RECT and other executive team members.

Dennis Brewer

From: [REDACTED]
Sent: Monday, March 20, 2017 10:49 AM
To: Dennis Brewer
Subject: Gerlach memo with plan b memo
Attachments: Gerlach site assesment memo.pdf; Gerlach Plan B Memo UTAH.pdf

Please review

**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: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 30, 2017 5:34 AM
To: [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch; [REDACTED]
[REDACTED]
Cc: 'Michael Callahan'
Subject: Status Report
Attachments: WinnettOrganics Investor Presentation 1700327.pptx

Funding – Working about 50 VC type firms (low probability) and 8 warm leads from suppliers and customers (medium probability).

Customers – Albert's (\$600MM organic) and Oppenheimer (\$600MM conventional and organic) are looking at our North American brand sales and marketing proposal. They would be given exclusives except for ten customers we would retain. They would (jointly with us) administer our 10% of sales marketing budget in their channels. This would keep our sales costs down and allow us to concentrate more resources on brand building and less on pitching retailers. Sales targets are \$300MM each over the three year period of the proposal but these will doubtless need to be negotiated. Walmart – nothing yet. Swisslog let me know this lack of communication is normal during Walmart's internal process – it took Swisslog three months to get any communication on a dairy automation project they had proposed. Now Walmart wants to do seven dairy automation projects with them. I will keep our Walmart contact warm with periodic news about our progress.

Current investor presentation – attached.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, March 22, 2017 11:46 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: Backup Plan

Absent firm indications from Shefford this week, I am proceeding with our backup plan. We will need a source for a minimum of \$50,000, including \$25,000 to pay Dominick and Dickerman's retainer and the balance to pay travel and continuing overhead expenses. Please let me know if you have any sources for these funds. We will bring in one more investor at the same price that you are in at. I will introduce this investor to Dominick and Dickerman so they can verify their legitimacy. We have all the ingredients in place to make a success of this opportunity – farms, customers, personnel, and a verified funding source in D&D. D&D has indicated they can raise the required \$60MM for about 40% of the company.

I regret this is taking so long but am completely determined to make it work out for us all.

Regards,
Dennis

Dennis Brewer
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Dennis Brewer

From: White Wolf Properties, LLC <[REDACTED]>
Sent: Wednesday, March 22, 2017 8:14 PM
To: Dennis Brewer
Subject: Re: Funding

I am not in a position to offer.

My freight company that I sold September 2015 I still have a business line of credit and I've used three quarters of it I have got to clear up and I have my farm to save from financial disaster sorry

Dean T Smith
Business Development

On Mar 22, 2017, at 5:03 PM, Dennis Brewer <[REDACTED]> wrote:

Sadly, the Shefford deal is a bust. They have failed to return my messages to them for about ten days now. While we are working on finding the next small tranche of funding, would either/both of you be willing to guarantee a loan to the company by a third party? If yes, the company will give you options to buy 30,000 additional shares at \$1.67. This one year \$50,000 loan will get the investment bankers (Dominick and Dickerman) started immediately on the required due diligence and documents and lead to funding by Wall Street institutional investors within a few months. It will also provide a small amount of travel funds for me to secure additional customers such as Albert's Organics and Oppenheimer. In the meantime, I will work to get the loan paid off by another investor at the same price point you came in at. Since the investment bankers are working at a \$5.50 per share valuation, it should not be too hard to sell shares at \$1.67 to pay off the loan. If you would like to speak with our Managing Director at Dominick and Dickerman to discuss the funding process or D&D's credentials, that can be arranged. I have attached their standard pitchbook for your review.

Thanks for your consideration.

Regards,
Dennis

Dennis Brewer
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<Dominick 2017 - Standard Pitchbook.ppt>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 23, 2017 6:28 AM
To: Cardone, Andrew
Subject: Financing Update
Attachments: WinnettOrganics Investor Presentation 1700323.pptx

Andrew – The Shefford Capital financing was a scam to steal a small sum from the company. We are looking for an investor or loan guarantor in the \$50,000 to \$100,000 range to secure the seed funding we need to pay Dominick and Dickerman's \$25K retainer and some travel and related expenses so we can sign up additional customers. D&D will present the company and shares at the \$5.50 A Round price, the investor will purchase shares at the \$1.67 seed round price. Our current pitch deck is attached. Let me know if you know of someone. Thanks.

Regards,
Dennis

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www.winnettorganics.com



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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 23, 2017 8:00 AM
To: [REDACTED]
Subject: RE: Financing Update

Yes, Shefford did not come through. Whitestone Moneywise has a similar MO according to a reliable source. So, we are left with Dominick and Dickerman in New York or DelMorgan in L.A. Both have excellent reputations and both require a retainer to get started.

Regards,
Dennis

Dennis Brewer
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From: [REDACTED] [mailto:[REDACTED]]
Sent: Thursday, March 23, 2017 7:55 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Financing Update

Dennis,

This relates to the first fund you have been pursuing? What about the back up Funder?

Dan



Daniel Krewson, SVP, Senior Advisor
MultiFunding, LLC
[\(610\) 761-0466](tel:6107610466) [REDACTED]

Sent from my iPhone

On Mar 23, 2017, at 7:24 AM, Dennis Brewer <[REDACTED]> wrote:

Dennis Brewer has shared a OneDrive file with you. To view it, click the link below.

<image00001.png> [WinnettOrganics Investor Presentation 1700323.pptx](#)

Dan – The Shefford Capital financing was a scam to steal a small sum from the company. We are looking for an investor or loan guarantor in the \$50,000 to \$100,000 range to secure the seed funding we need to pay Dominick and Dickerman's \$25K retainer and some travel and related expenses so we can sign up additional customers. The investor will purchase shares for the investment or receive options for the loan guaranty at the \$1.67 seed round price. D&D will present the company and shares at the \$5.50 A Round price, so there is a 3.2x immediate return and a 120-170x long range return on the shares or options. Our current pitch deck and D&D info are attached. Please call me on 520-549-6245 to discuss. Thanks.

Regards,
Dennis

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

<image003.png>
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<Dominick 2017 - Standard Pitchbook.ppt>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Thursday, March 23, 2017 6:47 PM
To: 'White Wolf Properties, LLC'
Subject: RE: Collateral

I am working on a potential deal involving DelMorgan where a third party would pay their initial fee and we would gain the benefit of that to get the deal done at \$60 to \$100 million.

Regards,
Dennis

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



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From: White Wolf Properties, LLC [mailto:[REDACTED]]
Sent: Thursday, March 23, 2017 6:44 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Collateral

Thought I'd give it a shot ty sir

Dean T Smith
Business Development

On Mar 23, 2017, at 2:50 PM, Dennis Brewer <[REDACTED]> wrote:

Dean - Checked the IRS website: You can make a loan to someone using IRA funds but cannot use an IRA as collateral to secure a loan.

Regards,
Dennis

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

<image003.png>

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From: Dean T. Smith [mailto: [REDACTED]]
Sent: Thursday, March 23, 2017 3:27 PM
To: Dennis Brewer < [REDACTED]>
Subject: Re: Collateral

Dennis,

I have numerous vacation properties but wife would strangle me.

The farm in Wisconsin, see attached.

It is under a Self Directed IRA not sure if that is allowed could ask my custodian.

From the first inspection to me having to give State Auto Insurance and update on upgrades, definitely worth

\$175,000 for 4.2 acres

\$80,000 for the Freight Farms Hydroponic grow unit.

Also the grow unit is cranking out 1000 items a month, and have the following 2 new customers

Hy-Vee Foods a 7 state grocer you probably know them and remember the Rams Kurt Warner fame.

Their 3 Madison Stores now weekly buyers

<https://www.hy-vee.com/stores/store-finder-results.aspx?zip=zip&state=WI&city=&olfloral=False&olcatering=False&olgrocery=False&olpre=False&olbakery=False&diet=False&chef=False>

Willy Street Cooperative , Madison Wisconsin 3 stores

Committed last week to purchase 200 ounces of basil weekly at 1.50 per ounce.

Sasha's Farm Fresh, LLC is USDA GAP Certified (attached) and the farm itself is zoned Walworth County AG-1

We have identified a potential source of funds but need approximately \$100,000 of collateral to put up against those funds. If you know of someone who would like to pledge collateral against a one year loan to the company and receive options on 60,000 shares at \$1.67, let me know. Thanks. The loan will be retired in a few months from proceeds raised by Dominick and Dickerman.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer

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623-207-9675 520-549-6245
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Dean T Smith
White Wolf Properties, LLC
Sasha's Farm Fresh, LLC
630-699-4348

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Dennis Brewer

From: Cardone, Andrew <[REDACTED]>
Sent: Friday, March 24, 2017 9:45 AM
To: Dennis Brewer
Subject: RE: Financing Update

For some reason I can't open – I think our firewall scrubs the onedrive link.

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Thursday, March 23, 2017 6:28 AM
To: Cardone, Andrew <[REDACTED]>
Subject: Financing Update

Dennis Brewer has shared a OneDrive file with you. To view it, click the link below.



[WinnettOrganics Investor Presentation 1700323.pptx](#)

Andrew – The Shefford Capital financing was a scam to steal a small sum from the company. We are looking for an investor or loan guarantor in the \$50,000 to \$100,000 range to secure the seed funding we need to pay Dominick and Dickerman's \$25K retainer and some travel and related expenses so we can sign up additional customers. D&D will present the company and shares at the \$5.50 A Round price, the investor will purchase shares at the \$1.67 seed round price. Our current pitch deck is attached. Let me know if you know of someone. Thanks.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, March 24, 2017 12:42 PM
To: 'Robert Finkelstein'
Subject: RE: Revised Investor Information

Robert - Yes, I am working the issue as well. It is my top priority.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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www.winnettorganics.com



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From: Robert Finkelstein [mailto:[REDACTED]]
Sent: Friday, March 24, 2017 12:41 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: Revised Investor Information

Hello Dennis,

Thank you for providing the revised documents, and adding the request for another \$50K. If the firm I spoke with yesterday shows an interest, with your permission, I'll share this information...although I would recommend a phone call with them first. I hope to hear something positive today.

In the meantime, I'll make some inquiries and see if I can find another lead. I trust you'll do the same.

I'll be in touch as soon as I have an update.

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, March 24, 2017 6:19 AM
To: Robert Finkelstein
Subject: Revised Investor Information

Robert - Due to the later start this year, I have revised our financial projection. Due to a small loss in 2017, rather than the expected profit from the longer growing season originally contemplated, our financial requirement has grown from \$60MM to at least \$65MM. I have used \$80MM in the projection as the baseline investment number. That can easily be changed to whatever we finally decide is appropriate. Both the investor presentation and the financial projection have been changed to reflect this reality. There have been no changes to the S-1 and 12/31/16 financial statement. Please discard the email I sent yesterday afternoon with these documents attached and use this one instead. Thanks.

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: Robert Finkelstein <[REDACTED]>
Sent: Friday, March 24, 2017 12:41 PM
To: Dennis Brewer
Subject: Re: Revised Investor Information

Hello Dennis,

Thank you for providing the revised documents, and adding the request for another \$50K. If the firm I spoke with yesterday shows an interest, with your permission, I'll share this information...although I would recommend a phone call with them first. I hope to hear something positive today.

In the meantime, I'll make some inquiries and see if I can find another lead. I trust you'll do the same.

I'll be in touch as soon as I have an update.

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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