

Dennis Brewer

From: Michael Callahan <[REDACTED]>
Sent: Saturday, May 13, 2017 10:02 AM
To: Dennis Brewer
Cc: Hugh Fleming
Subject: Re: Management Company

Dennis - let me think on this but I think we should stay focused on the cattle opportunity in the near term. Once we are engaged we can rollout the whole plan but let's not get ahead of ourselves. Talk on Monday.

Regards,
Michael Callahan
Managing Director
Investment Banking
Dominick and Dickerman
(O) 646 780-8432
(M) 917 930-9490

On May 12, 2017, at 6:33 PM, Dennis Brewer <[REDACTED]> wrote:

Michael – I realize we have a long way to go to get to home base with Transom but want to establish that we will do this with Winnett Perico as the management company:

- 1) License for use of fertilizer process and use of brand name – percentage of revenue
- 2) Contract for administrative services including CEO, Finance, IT, Sales, Marketing – percentage of revenue
- 3) Incentive compensation – percentage of EBITDA
- 4) Basic and increasing piece of company – time and milestone weighted release of shares

This will allow us to pursue the rest of the package of products we want to put together, in addition to the Cattle Company, with other investors.

Regards,
Dennis

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

<image003.png>
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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, May 15, 2017 3:54 PM
To: 'Michael Lee'
Subject: RE: AGI Partners, LLC has pursued the Project "Value Added Producer To Revolutionize Cattle Production, Double Revenue Stream, Adding Organic Fertilizers"
Attachments: s1filing Signed DB 151223.pdf; WP Executive Summary 170507.pdf

Michael - So you know, there is no CIM for the cattle/fertilizer deal but here is our S-1 (never filed due to bad timing), and Executive Summary. The rest I can talk you through when you have a chance.

Regards,
Dennis

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



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From: Michael Lee [mailto:[REDACTED]]
Sent: Monday, May 15, 2017 3:31 PM
To: [REDACTED]
Cc: Dennis Brewer <[REDACTED]>
Subject: RE: AGI Partners, LLC has pursued the Project "Value Added Producer To Revolutionize Cattle Production, Double Revenue Stream, Adding Organic Fertilizers"

Dennis,

It's nice to meet you albeit electronically. Thank you for sharing this investor material. We will quickly review and get back to you.

Regards,
Michael

Michael Lee
Vice President
AGI Partners LLC
470 Seventh Avenue, 5th Floor
New York, NY 10018
Direct: (646) 766-0676
Mobile: (718) 690-1005
Email: [REDACTED]
Website: www.agi-llc.com

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From: Dennis Brewer [mailto: [REDACTED]]
Sent: Monday, May 15, 2017 3:20 PM
To: Michael Lee
Subject: RE: AGI Partners, LLC has pursued the Project "Value Added Producer To Revolutionize Cattle Production, Double Revenue Stream, Adding Organic Fertilizers"

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

 [Winnett Cattle Company Investor Presentation 170515.pptx](#)

Michael – Thanks for your interest. Attached please find an updated presentation. Once you have a chance to review it, we should set a time to talk.

Regards,
Dennis

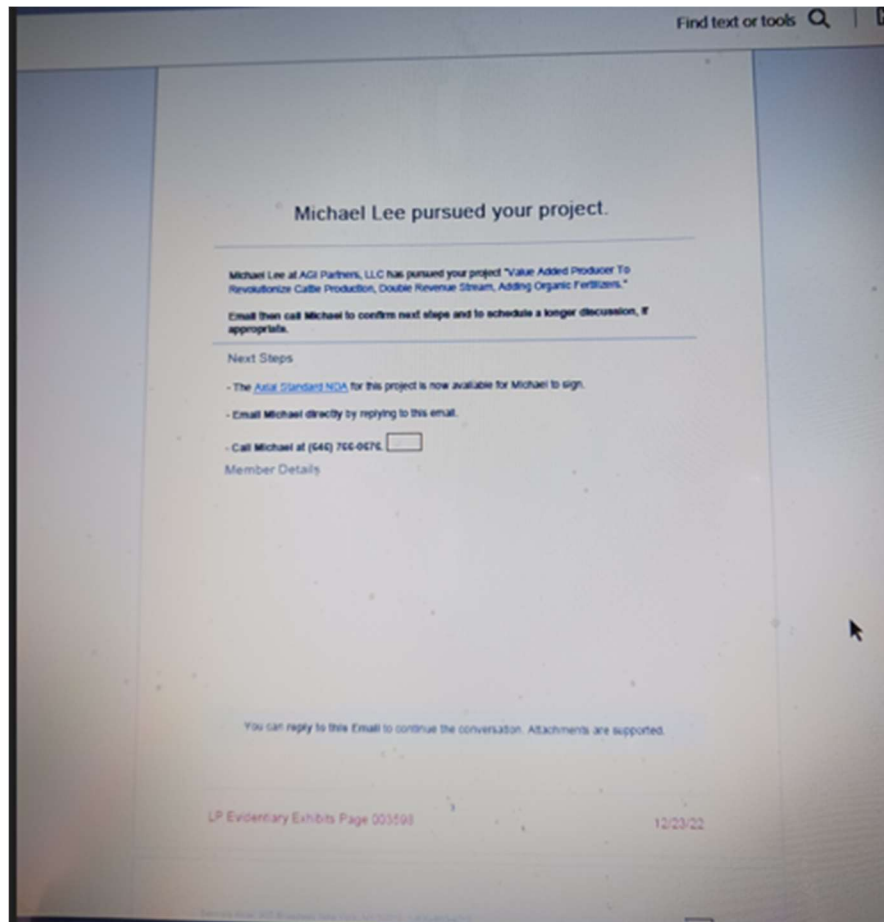
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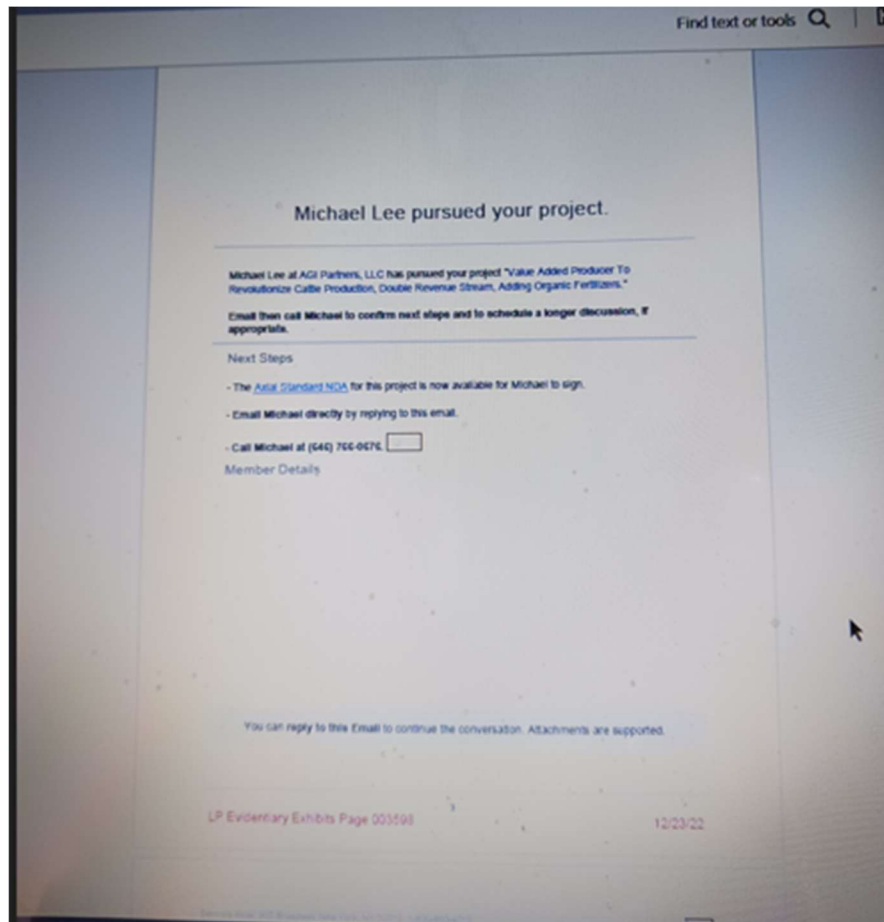
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From: Michael Lee [mailto: [REDACTED]]
Sent: Monday, May 15, 2017 3:18 PM
To: Dennis Brewer < [REDACTED] >
Subject: AGI Partners, LLC has pursued the Project "Value Added Producer To Revolutionize Cattle Production, Double Revenue Stream, Adding Organic Fertilizers"

This page blew up in printing due to a thumbnail image embedded in the email which did not have sufficient pixels to print in the Defendant United States issued version of Adobe used by Lead Plaintiff. The document is produced from a screenshot below. The factory standard version would have a workaround for this issue since it is a very common issue for users. This further evidences system management by Defendant United States of Lead Plaintiff's computer system in its continuing violations of civil and Constitutional rights of indentured persons including, without limitation, Lead Plaintiff.



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-
-

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, May 15, 2017 11:11 AM
To: 'a.soto at isaac.com'
Subject: RE: WinnettComplete Organic Biofertilizer and Natural Cattle

Great. I look forward to it.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
WinnettOrganics, Inc.
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From: a.soto at isaac.com [mailto:[REDACTED]]
Sent: Monday, May 15, 2017 11:08 AM
To: Dennis Brewer <[REDACTED]> a.soto at isaac.com <ext-[REDACTED]>
Subject: Re: WinnettComplete Organic Biofertilizer and Natural Cattle

I'll call you at 2pm

Armando Soto | Managing Director
Isaac Capital Group, LLC.
www.isaac.com
[REDACTED]
C.7188100563
O.2122928186

Time & Life Building
1271 Avenue of the Americas

#4300

New York, New York 10020

From: Dennis Brewer <[REDACTED]>
Sent: Sunday, May 14, 2017 11:28 AM
To: a.soto at isaac.com
Subject: RE: WinnettComplete Organic Biofertilizer and Natural Cattle

Great. I'm available Monday afternoon – on Eastern time. Let me know what time and you can call me on 520-549-6245 direct.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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From: a.soto at isaac.com [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Sunday, May 14, 2017 11:24 AM
To: Dennis Brewer <[REDACTED]>
Subject: Re: WinnettComplete Organic Biofertilizer and Natural Cattle

let's schedule a call I'm intrigued.

On May 14, 2017, at 10:54 AM, Dennis Brewer <[REDACTED]> wrote:

 Attachment: [Winnett Cattle Company Investor Presentation 170512.pptx](#)

Just look at the first two slides in the attached presentation... the results will surprise you

Dennis Brewer
[Winnett Perico](#)
623-207-9675

This conversation began in the context of:
[Value Added Producer To Revolutionize Cattle Production, Double Revenue Stream, Adding Organic Fertilizers](#)
Revenue (2016E): \$65.0M | EBITDA (2016E): \$6.0M
Matched [Consumer Goods](#)

You can **reply to this Email** to continue the conversation. Attachments are supported.

Sent via Axial: 902 Broadway New York, NY 10010. [1-800-860-4519](#)
[Report a Concern](#)



Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, May 15, 2017 4:12 PM
To: 'Randy Jennings'
Subject: RE: Automated pallet storage

Very thorough and quick – thanks!

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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From: Randy Jennings [mailto:[REDACTED]]
Sent: Monday, May 15, 2017 3:53 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Automated pallet storage

Dennis,

Please see below a high level summary comparison side by side of a conventional facility vs. automated with the ROM \$ values. Please note that I did not take into account any site preparation work, welfare employee space and or engine room for equipment for temperature and humidity control as I anticipate that is a part of the overall construction at the site and not a part of this additional warehouse piece:

<u>TEMP CONTROLLED WAREHOUSE</u>		Manual Warehouse	ASRS - Automation
Width		420	150
Depth		357	400
Square Feet		150,000	60,000
ROM \$ cost/Sq. Ft. building		\$110	\$130
Estimated Warehouse Building Cost		\$16,500,000	\$7,800,000
<u>TEMP CONTROLLED LOADING DOCK</u>		-	-
Width		420	150
(Manual Dock - 60'0") Depth		60	45
Square Feet		25,210	6,750
ROM \$ cost/Sq. Ft. building		\$115	\$115
Estimated Loading Dock Building Cost		\$2,899,160	\$776,250

Building Sub-Totals	\$19,399,160	\$8,576,250
Estimated Total Building Square Feet	175,210	66,750
<u>MATERIAL HANDLING ESTIMATE</u>	Manual Warehouse	ASRS - Automation
Rack storage positions	25,000	25,000
Automation Project ROM \$ VALUE		\$15,625,000
Warehouse Racks (<i>Manual @\$115 ea.</i>)	\$2,875,000	
WMS & Software Services	\$250,000	
Material Handling System Totals	\$3,125,000	\$15,625,000
Estimated Project Totals	\$22,524,160	\$24,201,250

In addition I have attached a quick ROI document that I use when doing quick analysis for feasibility of the designs that we work on to see that we are indeed offering solutions that make good business sense.

Please note that in the spreadsheet there are 3 tabs at the bottom for:

- LABOR COMPARE – quick analysis for staffing the operations of a conventional facility as compared to automated based on the through put volumes
- Bldg. Estimate – comparison in building costs along with capital expenditures for equipment
- ASRS ROI – analysis for anticipated operational costs along with capital expenditures for Return On Investment for business case estimates

Please let me know what additional questions you may have.

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]]
Sent: Monday, May 15, 2017 2:07 PM
To: Randy Jennings <[REDACTED]>
Subject: RE: Automated pallet storage

Randy - Would appreciate your input on a turnkey price for this entire structure, including docks. Thanks.

Regards,
Dennis

Dennis Brewer
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From: Randy Jennings [mailto: [REDACTED]]
Sent: Monday, May 15, 2017 12:56 PM
To: Dennis Brewer < [REDACTED]>
Subject: RE: Automated pallet storage

Dennis,

I have not included the cost of the building and or the associated loading docks.

In my mind, the building in this case would be a rack supported structure, whereas the IMP (Insulated Metal Panels) that are the siding and the roof of the structure are attached to the warehouse rack and the loading dock would be a conventional built building steel structure attached to the warehouse.

Do you need the cost of these buildings as well? or do you have estimates to use for this?

If you need some ROM \$ values for this as well, please let me know.

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]]
Sent: Monday, May 15, 2017 12:03 PM
To: Randy Jennings < [REDACTED]>
Subject: RE: Automated pallet storage

Thanks – what is excluded from the price?

Regards,
Dennis

Dennis Brewer
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From: Randy Jennings [mailto: [REDACTED]]
Sent: Monday, May 15, 2017 11:40 AM
To: Dennis Brewer < [REDACTED]>
Subject: RE: Automated pallet storage

Dennis,

The solution that fits this to a "T" is our POWER STORE (please see attached) automated storage solution. Low SKU count, pretty good volumes for through put with need for high density storage and minimal footprint.

A good ROM \$ value to use for this is \$15,625,000. This I believe would also offer the smallest building footprint for this operation as well.

Any questions, please let me know.

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]]
Sent: Monday, May 15, 2017 8:19 AM
To: Randy Jennings < [REDACTED]>
Subject: RE: Automated pallet storage

Inbound pallets come from an adjacent production line, except packaging materials, which will add about 600 pallets per day of outside receiving (mainly bottles which have pretty much the same footprint as the finished product).

Regards,
Dennis

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From: Randy Jennings [mailto: [REDACTED]]
Sent: Monday, May 15, 2017 8:05 AM
To: Dennis Brewer < [REDACTED]>
Subject: RE: Automated pallet storage

Dennis,

I can prepare this pretty quick. My few questions at this time would be as follows:

- How many pallets per hour (day) received and into the system?
- How many pallets per hour (day) out of the system?
- How many hours per day operations?
- How many days per week operations?

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: Saturday, May 13, 2017 4:19 PM

To: Randy Jennings <[REDACTED]>

Subject: Automated pallet storage

Randy – Can you provide a budget for a 10 sku, 4.5 foot tall 2400 pound pallet layout automated system, pallet pick only? The product is liquid fertilizer and the total pallets to be stored is a max of 25,000 pallets at any one time, no height restriction. Nothing fancy required, just a rough order of magnitude budget number. Our only temperature requirement is keep from freezing. Thanks.

Regards,
Dennis

Dennis Brewer

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Monday, May 15, 2017 5:09 PM
To: [REDACTED]; [REDACTED]; Rafael Gomez;
[REDACTED]; Bruce Blitch; [REDACTED]
[REDACTED]
Cc: 'Michael Callahan'
Subject: Update

As of this afternoon, we have six interested parties. Dominick and Dickerman or I have had preliminary conversations with three of them. I expect we might find one or two more among the 75 Axial PE firms who have not yet responded.

Regards,
Dennis

Dennis Brewer
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Dennis Brewer

From: Van Argiros <[REDACTED]>
Sent: Tuesday, May 16, 2017 2:43 PM
To: Dennis Brewer
Subject: RE: Letter

Dennis,

Scott is available late on Friday - 4:30 pm EST. How does that work for you?

Van



Van Argiros

Director, Produce Procurement

Albert's Organics

2450 17th Ave, Suite 250

Santa Cruz, CA 95062

p : 800-625-5661 ext. 62244

f : 866-472-9980

c : 831-706-0833

www.albertsorganics.com

www.unfi.com

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Tuesday, May 16, 2017 10:03 AM
To: Van Argiros
Subject: RE: Letter

Thanks, Van. If Friday does not work, we can do it Thursday late in the day Eastern time but I would have to use a cell phone at that time which can sometimes be hard to hear.

Regards,
Dennis

Dennis Brewer
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From: Van Argiros [mailto:[REDACTED]]
Sent: Tuesday, May 16, 2017 1:01 PM

To: Dennis Brewer <[REDACTED]>

Subject: RE: Letter

Will look for an option on Friday afternoon.

Van

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

Sent: Tuesday, May 16, 2017 8:30 AM

To: Van Argiros

Subject: RE: Letter

Van - Just got off a call with our i-bankers and it turns out that Friday would work best if possible – anytime. Thanks.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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From: Van Argiros [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Tuesday, May 16, 2017 11:29 AM

To: Dennis Brewer <[REDACTED]>

Subject: RE: Letter

Thanks Dennis – will check Scott’s availability and get back with you.

Van



Van Argiros

Director, Produce Procurement

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Santa Cruz, CA 95062

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www.unfi.com

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

Sent: Tuesday, May 16, 2017 8:18 AM

To: Van Argiros
Subject: RE: Letter

Van – Nice to hear from you, hope all is well. I am available in the afternoon Eastern time either day. Let me know what works for both of you. Thanks.

Regards,
Dennis

Dennis Brewer
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From: Van Argiros [[mailto:](#) [REDACTED]]
Sent: Tuesday, May 16, 2017 10:44 AM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Letter

Hi Dennis,

Can you let me know what your availability may be for a conference call either Thursday or Friday this week to discuss current program with Scott and me.

Thanks,

Van



Van Argiros
Director, Produce Procurement
Albert's Organics
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Santa Cruz, CA 95062
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f : 866-472-9980
c : 831-706-0833
www.albertsorganics.com
www.unfi.com

From: Dennis Brewer [[mailto:](#) [REDACTED]]
Sent: Tuesday, April 25, 2017 12:28 PM
To: Van Argiros
Subject: RE: Letter



Van – Thanks for the update. I understand scheduling difficulties. I look forward to our further discussions.

Regards,
Dennis

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




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From: Van Argiros [<mailto:> 
Sent: Tuesday, April 25, 2017 3:27 PM
To: Dennis Brewer < >
Subject: RE: Letter

Hi Dennis,

Sorry for the delay. Scott and I plan to meet today. Our schedules have not aligned with recent travel - I will reach out to you after we connect so we can discuss next steps.

Van

From: Dennis Brewer [<mailto:> 
Sent: Tuesday, April 25, 2017 2:48 AM
To: Van Argiros
Subject: Letter

Van – We have an investor who has indicated they need comfort letters from several of our prospective customers. If you are interested in buying from us, I would very much appreciate if you could write me a brief email letter so indicating. Thanks and I look forward to meeting with Scott and you at your earliest convenience.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, May 16, 2017 1:03 PM
To: 'Van Argiros'
Subject: RE: Letter

Thanks, Van. If Friday does not work, we can do it Thursday late in the day Eastern time but I would have to use a cell phone at that time which can sometimes be hard to hear.

Regards,
Dennis

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Sent: Tuesday, May 16, 2017 1:01 PM
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Subject: RE: Letter

Will look for an option on Friday afternoon.

Van

From: Dennis Brewer [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Tuesday, May 16, 2017 8:30 AM
To: Van Argiros
Subject: RE: Letter

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From: Van Argiros [[mailto:](#) [REDACTED]]
Sent: Tuesday, May 16, 2017 11:29 AM
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Subject: RE: Letter

Thanks Dennis – will check Scott's availability and get back with you.

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To: Van Argiros
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From: Van Argiros [[mailto:](#) [REDACTED]]
Sent: Tuesday, May 16, 2017 10:44 AM

To: Dennis Brewer <[REDACTED]>

Subject: RE: Letter

Hi Dennis,

Can you let me know what your availability may be for a conference call either Thursday or Friday this week to discuss current program with Scott and me.

Thanks,

Van



Van Argiros

Director, Produce Procurement

Albert's Organics

2450 17th Ave, Suite 250

Santa Cruz, CA 95062

p : 800-625-5661 ext. 62244

f : 866-472-9980

c : 831-706-0833

www.albertsorganics.com

www.unfi.com

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

Sent: Tuesday, April 25, 2017 12:28 PM

To: Van Argiros

Subject: RE: Letter

Van – Thanks for the update. I understand scheduling difficulties. I look forward to our further discussions.

Regards,

Dennis

Dennis Brewer

Chief Executive Officer

WinnettOrganics, Inc.

623-207-9675 520-549-6245

www.winnettorganics.com



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From: Van Argiros [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Tuesday, April 25, 2017 3:27 PM

To: Dennis Brewer <[REDACTED]>

Subject: RE: Letter

Hi Dennis,

Sorry for the delay. Scott and I plan to meet today. Our schedules have not aligned with recent travel - I will reach out to you after we connect so we can discuss next steps.

Van

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, April 25, 2017 2:48 AM
To: Van Argiros
Subject: Letter

Van – We have an investor who has indicated they need comfort letters from several of our prospective customers. If you are interested in buying from us, I would very much appreciate if you could write me a brief email letter so indicating. Thanks and I look forward to meeting with Scott and you at your earliest convenience.

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: Cardone, Andrew <[REDACTED]>
Sent: Tuesday, May 16, 2017 9:37 AM
To: Dennis Brewer
Subject: Dennis - thought you might be interested given the new venture.
Attachments: BAML-Natural Food Symposium (2017).pdf

Andrew Cardone

Vice President
Financial Advisor
Bestwick Cardone Group
NMLS ID 1395719
<https://fa.ml.com/bestwickcardonegroup/>

Merrill Lynch, Pierce, Fenner & Smith Inc.

717 5th Avenue
6th Floor
New York, NY 10022
Tel: 212.415.7712
Fax: 646.461.1152
[REDACTED]

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Dennis Brewer

From: [REDACTED]
Sent: Tuesday, May 16, 2017 4:12 PM
To: [REDACTED]
Subject: winnettorganics.com Contact: Form Submission



Name

John Prader

Email

[REDACTED]

Subject

10,000 acres in Hyder Valley

Message

This message is for Dennis Brewer. Our organization controls 10,000 acres in Hyder Valley, AZ presently. We custom design/build farms for our growing partners. Our mutual friends at Helena Chemical mentioned you are looking for acres to grow on in Hyder. I would like to speak with you regarding your organizations future plans in Hyder and how we might possibly work together in the near future. Best, John Prader 831.905.9333

Optin

False

This message was submitted from your website contact form:

<http://www.winnettorganics.com/contact.html>

Use your free GoDaddy Email Marketing Starter account to follow up with contacts who agreed to receive email campaigns! Click [here](#) to get started.

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, May 16, 2017 4:44 PM
To: 'Doug Petersen'
Subject: RE: Assistance

I feel pretty good about all six investors we have brought to the table so far. D&D will bring more. I am looking to have a minor competition to see who will do the best for us. We will buy the cattle feedlot using the investor's funds and arrange for Winnett Perico to get a share of sales each month to pay overhead and give us some profit we can reinvest into the produce business. I am also discussing a \$320 million three year produce contract with Albert's Organics on Friday afternoon, so things are progressing pretty well at the moment.

Great Western Bank 1721 N Arizona Ave, Chandler AZ 85225
Routing 091408734
Account 13461785
Winnett Perico Inc. 12725 West Indian School Road #e-101 Avondale, AZ 85392

Regards,
Dennis

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



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From: Doug Petersen [mailto:[REDACTED]]
Sent: Tuesday, May 16, 2017 4:36 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Assistance

You are welcome. How optimistic are you for the current leads? Also, you won't be able to purchase the Cattle farm unless you get the money right?

Also, which bank account is it?
Thanks,
Doug

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Tuesday, May 16, 2017 4:32 PM
To: Doug Petersen <[REDACTED]>
Subject: RE: Assistance

Thanks very much – it is greatly appreciated. I'll get a share certificate out to you tomorrow.

Regards,
Dennis

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



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From: Doug Petersen [<mailto:> [REDACTED]]
Sent: Tuesday, May 16, 2017 4:30 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Assistance

Hi Dean,

I will wire you \$2,500. Good luck,
Doug

From: Dennis Brewer [<mailto:> [REDACTED]]
Sent: Tuesday, May 16, 2017 12:58 PM
To: Doug Petersen <[REDACTED]>
Subject: Assistance

Doug - Dean Smith, our other shareholder, has let me know that he cannot provide the \$1,000 to \$2,500 we need. Would it be possible for you to do it? Thanks.

I am meeting with Dominick and Dickerman on Thursday, signing contract for Winnett Cattle Company. We have six interested parties, they are going to approach 25 to 30 more and do so quickly, so we have a good shot at getting something done soon and somebody else's cash in the door in June.

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: Tuesday, May 16, 2017 6:00 PM
To: 'Doug Petersen'
Subject: RE: Assistance

Doug - Each of them, save one, is capable of doing the entire \$33 million we are looking for. We will also secure about \$35 million in bank loans from Rabo. The reason total funding is so high is that we are going to implement a biofertilizer business and that will cost \$36.5 million in 2018 to build out the infrastructure.

Winnett Cattle Company is owned by Winnett Perico (WP) which will be a minority shareholder in the Cattle Company when the financing is done. We will manage the Cattle Company from WP and have royalties from the fertilizer sales and be reimbursed for all sales, marketing, finance, admin, IT, logistics, CEO, and other services provided by WP.

Regards,
Dennis

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



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From: Doug Petersen [mailto:[REDACTED]]
Sent: Tuesday, May 16, 2017 5:52 PM
To: Dennis Brewer <[REDACTED]>
Subject: RE: Assistance

That sounds encouraging about the 6 investors. How much would you estimate that would bring in? How much will you need for the cattle piece?

For the cattle piece, are you putting that under a different corporate structure? If so, what is the relationship between the two corporations?

Thanks,
Doug

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Tuesday, May 16, 2017 4:44 PM
To: Doug Petersen <[REDACTED]>
Subject: RE: Assistance

I feel pretty good about all six investors we have brought to the table so far. D&D will bring more. I am looking to have a minor competition to see who will do the best for us. We will buy the cattle feedlot using the investor's funds and arrange for Winnett Perico to get a share of sales each month to pay overhead and give us some profit we can reinvest

into the produce business. I am also discussing a \$320 million three year produce contract with Albert's Organics on Friday afternoon, so things are progressing pretty well at the moment.

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, May 17, 2017 10:29 AM
To: 'Michael Lee'
Subject: Accepted: Meeting with Dennis / AGI

Dennis Brewer

Subject: Winnett Organics
Location: Conference Call 877-873-8018 code 43 613 34 #

Start: Fri 5/19/2017 4:30 PM
End: Fri 5/19/2017 5:30 PM

Recurrence: (none)

Meeting Status: Accepted

Organizer: Van Argiros

Scott and Dennis introduction. Dennis to provide update on Winnett Organics program and progress.

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Wednesday, May 17, 2017 1:50 PM
To: 'Michael Maloney'
Subject: RE: AZ farming project / Housing
Attachments: Winnett Cattle Company Investor Presentation 170516.pptx

Great - see attached. We are signing with Dominick and Dickerman, i-bankers, tomorrow in NYC to take on Winnett Cattle Company, Inc. We are purchasing a \$65MM revenue feedyard and transitioning it to natural beef and biofertilizer. We will be starting work on our vegetable program shortly - we are currently negotiating a \$320 million three year contract to launch that business.

Thanks for thinking of us!

Regards,
Dennis

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

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

From: Michael Maloney [mailto:[REDACTED]]
Sent: Wednesday, May 17, 2017 12:59 PM
To: Dennis Brewer <[REDACTED]>
Subject: Re: AZ farming project / Housing

Dennis,

I hope this email finds you well. I met with an old friend that works for a large Private Equity firm and is looking at investing in projects like yours. Is there any update or information you could share?

Best
Mike

> On Nov 7, 2016, at 11:02 AM, Dennis Brewer <[REDACTED]> wrote:
>
> Mike - I do not have a project specific teaser. The real estate
> brochure for the Kingman Farm is attached.
>
> Our investment bankers are Dominick and Dickerman, NYC, Michael
> Callahan, at
> 646-780-8432 or [REDACTED]

>
>
> Regards,
> Dennis
>
> Dennis Brewer
> Chief Executive Officer
> WinnettOrganics, Inc.
> 623-207-9675 520-549-6245
> www.winnettorganics.com
>
>
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>
> -----Original Message-----
> From: Michael Maloney [mailto: [REDACTED]]
> Sent: Monday, November 7, 2016 10:48 AM
> To: [REDACTED]
> Subject: AZ farming project / Housing
>
> Dennis
>
> Thank you for your time. Could you forward me a teaser on the project
> and contact at the investment bank?
>
> Regards,
> Mike
>
> <KingmanAZ Broadway 030316 KV.PDF>

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, May 19, 2017 10:17 AM
To: [REDACTED]
Subject: Stock Certificate
Attachments: Stock Cert 011 Preferred Series A Doug Petersen 170519.pdf

Doug - Stock certificate attached. Thanks again!

Regards,
Dennis

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

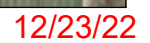


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Winnet Organics

Lewisville, Idaho 83431

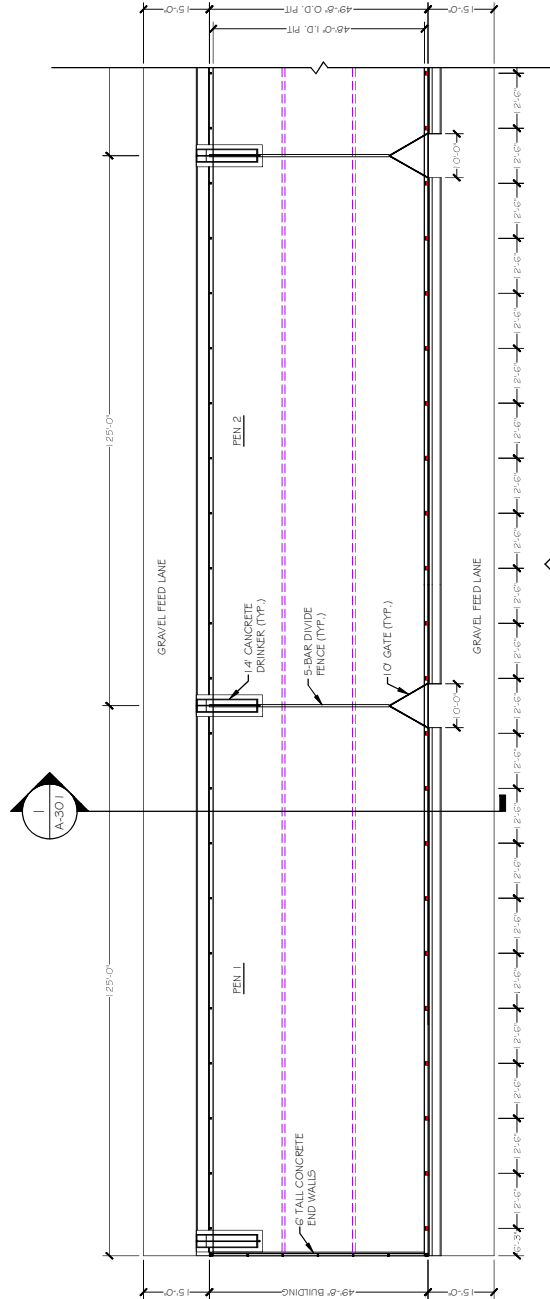
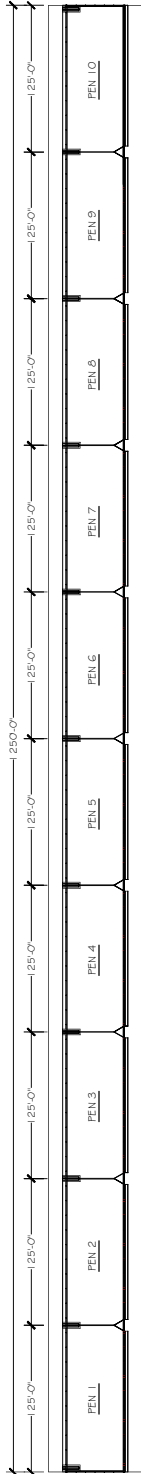
SHEET 111E

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DRUG NAME	
DRUG START DATE	06/23/17
DRUG IN	
PCG	

PROJECT #:



PEN/ BUNK/ DRINKER SCHEDULE																		
Pen #	Dimensions		SOFT	Max. Bunk Length (ft.)	20 SQ. / HD			22 SQ. / HD			24 SQ. / HD			25 SQ. / HD				
	W (ft.)	L (ft.)			Pen Cap (Hd)	Bunk / Hd (in)	Drinker / Hd (in)	Pen Cap (Hd)	Bunk / Hd (in)	Drinker / Hd (in)	Pen Cap (Hd)	Bunk / Hd (in)	Drinker / Hd (in)	Pen Cap (Hd)	Bunk / Hd (in)	Drinker / Hd (in)		
1	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
2	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
3	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
4	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
5	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
6	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
7	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
8	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
9	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
10	49.7	125	6,208	236	20	310	9.1	0.7	282	10	0.8	258	10.9	0.9	248	11.4	0.9	
TOTALS				62,075	2,360	200	3,100	9.1	0.7	2,820	10	0.8	2,580	10.9	0.9	2,480	11.4	0.9

Dennis Brewer

From: Williams, Steven <[REDACTED]>
Sent: Tuesday, May 23, 2017 5:48 PM
To: Dennis Brewer
Cc: 'Sam Sanders'
Subject: RE: Natural Cattle

Dennis,

We are very interested in Organic beef. At this time our company has an organic poultry plant on the East Coast and we have two separate lines of natural beef, one that is produced in Tolleson Arizona and one in Greeley Colorado. Today, we do not produce organic beef but have been researching it recently. I think it would be best if we could schedule a call sometime at your convenience, I am in the office the rest of this week and early next week after the holiday Steve

Steve Williams

Cattle Procurement

[REDACTED] | www.jbssa.com

O: 970-506-7903

1770 Promontory Circle | Greeley, CO 80634

From: Dennis Brewer [mailto:[REDACTED]]
Sent: Tuesday, May 23, 2017 3:30 PM
To: Williams, Steven
Cc: 'Sam Sanders'
Subject: Natural Cattle

Steve – I'm Dennis Brewer, CEO of Winnett Cattle Company and its related entities. Sam Sanders mentioned our interest in natural cattle to you, and asked to be kept in the loop, so I thought I would write rather than call. We would like to transition the Skaar facility to NE3 natural cattle in 2018 and grow the feedlot capacity from 50,000 to over 100,000 head by 2021. Our interest in NE3 stems from two reasons – (1) the rest of our operations are natural and organic, (2) we would like to be able to use the manure products in organic agriculture and be able to state there are no steroids or antibiotics in the organic fertilizers we use. I recognize that traces are allowed but we would like to avoid these traces completely for marketing reasons. Hopefully, this will fit in with your overall plans to grow your business as well. I am very interested in learning how we might be able to work together to accomplish the goals of both organizations and look forward to your comments. Thank you.

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: Tuesday, May 23, 2017 6:13 PM
To: 'Williams, Steven'
Cc: 'Sam Sanders'
Subject: RE: Natural Cattle

Steve – One of the projects on my plate for this fall is the acquisition of three ranches in Nevada, New Mexico, and Texas where we would produce organic beef. We could only do about 5,300 head per year by 2020 if we are able to take down the three ranches as the Texas ranch requires three years to convert to organic. We could probably get to 16,000 head by 2022. These would be “grass” finished (alfalfa/sainfoin) beef due to the pasture requirements for organic beef. Finishing would occur in the Texas Panhandle near Dalhart beginning in 2021.

Based upon your comments, I am assuming that sending our natural cattle to Greeley would be possible. Please let me know if that is not the case.

I am out in the morning but will call tomorrow afternoon. I look forward to speaking with you.

Regards,
Dennis

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



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From: Williams, Steven [mailto:[REDACTED]]

Sent: Tuesday, May 23, 2017 5:48 PM

To: Dennis Brewer <[REDACTED]>

Cc: 'Sam Sanders' <[REDACTED]>

Subject: RE: Natural Cattle

Dennis,

We are very interested in Organic beef. At this time our company has an organic poultry plant on the East Coast and we have two separate lines of natural beef, one that is produced in Tolleson Arizona and one in Greeley Colorado. Today, we do not produce organic beef but have been researching it recently. I think it would be best if we could schedule a call sometime at your convenience, I am in the office the rest of this week and early next week after the holiday Steve

Steve Williams

Cattle Procurement

[REDACTED] | www.jbssa.com

O: 970-506-7903

From: Dennis Brewer [mailto: [REDACTED]]
Sent: Tuesday, May 23, 2017 3:30 PM
To: Williams, Steven
Cc: 'Sam Sanders'
Subject: Natural Cattle

Steve – I'm Dennis Brewer, CEO of Winnett Cattle Company and its related entities. Sam Sanders mentioned our interest in natural cattle to you, and asked to be kept in the loop, so I thought I would write rather than call. We would like to transition the Skaar facility to NE3 natural cattle in 2018 and grow the feedlot capacity from 50,000 to over 100,000 head by 2021. Our interest in NE3 stems from two reasons – (1) the rest of our operations are natural and organic, (2) we would like to be able to use the manure products in organic agriculture and be able to state there are no steroids or antibiotics in the organic fertilizers we use. I recognize that traces are allowed but we would like to avoid these traces completely for marketing reasons. Hopefully, this will fit in with your overall plans to grow your business as well. I am very interested in learning how we might be able to work together to accomplish the goals of both organizations and look forward to your comments. Thank you.

Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, May 23, 2017 2:32 PM
To: 'David Halgerson'
Subject: RE: Teton River Farm, Fay Ranches!

We are in process on another farm in the region. If that deal goes, we will look hard at this farm as well. Check back in a month to see how it is going. Thanks.

Regards,
Dennis

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



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From: David Halgerson [mailto:[REDACTED]]
Sent: Tuesday, May 23, 2017 2:24 PM
To: [REDACTED]
Subject: Teton River Farm, Fay Ranches!

Hello Dennis
Thanks for checking out the info regarding the Teton River Farm. The farm is a giant in the seed spud production and a beautiful area, looking at the Teton Mountains and the Teton drainage.

Let me know if we can get you additional info.

Thanks



Dave Halgerson / Designated Broker
[REDACTED] / 208.869.8807

Fay Ranches, Inc.
800.238.8616 | fax 406.586.4020
PO Box 1693, Boise, ID 83701
www.fayranches.com

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, May 26, 2017 8:05 AM
To: [REDACTED]
Subject: FW: Integrated Ag - Hyder Valley

Regards,
Dennis

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



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From: John Prader [mailto:[REDACTED]]
Sent: Tuesday, May 23, 2017 8:50 PM
To: [REDACTED]
Cc: John Prader <[REDACTED]>
Subject: Integrated Ag - Hyder Valley

Dennis,

Please see the link below for access to our dropbox folder with info regarding the first of two farms we own in Hyder Valley AZ.

<https://www.dropbox.com/sh/oyxhdqkz6u2ckoe/AADZMKBweOzJoRnszNUCUzR7a?dl=0>

Currently there are 3,370.3 acres available, the majority of those acres being sub surface drip irrigation.

If you have any questions about the information we can set up a call with our farm manager out there who handles day to day activities in the area. He is well educated on the water/soil/conditions of Hyder and can explain the area in great detail.

Talk with you next Wednesday. Best of luck with your client.

Best,

John Prader
831.905.9333



John M. Prader

Integrated Ag LP

9237 E. Via De Ventura Blvd., Suite 220

Scottsdale, AZ 85258

P: 831.905.9333

Email: [REDACTED]

Website: www.Integrated-Ag.com

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Dennis Brewer

From: [REDACTED]
Sent: Friday, May 26, 2017 7:31 AM
To: Dennis Brewer
Subject: RE: Contract Fertilizer Packager
Attachments: image003.png

Ideal location?

Sent from my Windows 10 phone

From: [Dennis Brewer](#)
Sent: Thursday, May 25, 2017 4:41 PM
To: [Bruce Blich](#)
Subject: Contract Fertilizer Packager

Bruce – Please reach out to your former colleagues to see if anyone knows of a contract fertilizer packager who would be willing to do 4 million gallons of retail quarts and gallons for us. 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: Dennis Brewer <[REDACTED]>
Sent: Friday, May 26, 2017 11:57 AM
To: 'Michael Maloney'
Subject: RE: Winnett Organics capital interest

Mike - Great, thanks for your outreach.

D&D would have to agree to the 50% fee split - we cannot do that for them. But I can provide you the name and contact info for the appropriate MD: Michael Callahan 646-780-8432. Feel free to call him direct and tell him I have suggested that you talk. Once the two of you have agreed, I would be happy to introduce your prospect to the opportunity.

We will certainly entertain your housing proposal when the time is right. We are working a \$320 million three year customer deal to launch the vegetable business and hope to know something next week. With the right launch deal, we will want to be in harvest mode by November which means we will need a significant amount of labor by September in order to pull that off.

Regards,
Dennis

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

Sustainably Grown, Organically Pure, Transparently Better

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

From: Michael Maloney [mailto:[REDACTED]]
Sent: Friday, May 26, 2017 11:42 AM
To: Dennis Brewer <[REDACTED]>
Cc: Kevin Singer <[REDACTED]>
Subject: Winnett Organics capital interest

Dennis,

We would like to introduce you to a potential investor. This is a PE firm with over \$10 billion in equity currently invested but is rarely identified by typical New York focused bankers in an equity raise effort. The firm has a new team dedicated to the food and agri market and eager to put out capital. We discussed the opportunity and they are very interested and would like to have an introductory call.

Typically, someone in your position will carve out or have a lower fee for existing investors or for relationships you or someone close to you bring to the investment. Often times there is a list of 3-7 names that comprise these relationships. In this case we would be ok with a 50% split of the fee (3% of capital invested). We would also ask for an opportunity to beat the housing proposal you have received for the potential vegetable project.

Thanks

Mike

Dennis Brewer

From: Michael Maloney <[REDACTED]>
Sent: Friday, May 26, 2017 11:42 AM
To: Dennis Brewer
Cc: Kevin Singer; [REDACTED]
Subject: Winnett Organics capital interest

Dennis,

We would like to introduce you to a potential investor. This is a PE firm with over \$10 billion in equity currently invested but is rarely identified by typical New York focused bankers in an equity raise effort. The firm has a new team dedicated to the food and agri market and eager to put out capital. We discussed the opportunity and they are very interested and would like to have an introductory call.

Typically, someone in your position will carve out or have a lower fee for existing investors or for relationships you or someone close to you bring to the investment. Often times there is a list of 3-7 names that comprise these relationships. In this case we would be ok with a 50% split of the fee (3% of capital invested). We would also ask for an opportunity to beat the housing proposal you have received for the potential vegetable project.

Thanks
Mike

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Friday, May 26, 2017 6:49 PM
To: 'Hugh Fleming'
Subject: RE: Commented Projection for D&D Model Update

Hugh – no problem. Call me tomorrow morning at your convenience and we will work through your questions.

Regards,
Dennis

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



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From: Hugh Fleming [mailto:[REDACTED]]
Sent: Friday, May 26, 2017 6:40 PM
To: Dennis Brewer <[REDACTED]>
Cc: James Ju <[REDACTED]> Michael Callahan <[REDACTED]>
Subject: Commented Projection for D&D Model Update

Dennis,

Please find attached a commented model containing questions, that when answered, will enable us to construct a model on our end.

It is likely most efficient for you to hop on a call with James and I at a time that is convenient for you this weekend (if you are available, I know it is holiday) to walk through the questions.

Please let us know what day/time works best for you.

Looking forward to continuing the dialogue.

Regards,
Hugh

Tab "Projection":

1. Row 10 – **Feed Cost:** Please explain the fluctuations in the feed cost/feed cost per head.

2. Row 10 – **Actual Land & Equipment Acquisition Cost:** The price listed in the offering presentation is \$10 mm. What will the incremental \$24 mm be used for and how are we arriving at \$25mm as a purchase price as the offering presentation says the feedlot, farmland and rolling stock are available for \$10 mm?
3. Row 11 & 12 – **Sales & Marketing:** Please explain the formula behind "Sales and Marketing Expenses", i.e. what is salary base and labor unit required for each function.
4. Row 13 – **Other Cost (Excl Depreciation):** Please explain how "Other Cost (excluding Depreciation)" relates to Total Sales (expressed as % of Revenue) and what particular items count towards Other Cost.
5. Row 14 – **Adjusted Opex in Historical in Projection Relative to Financials:** The opex in the projection is adjusted relative to the financial statements. What line items were adjusted?
6. Row 16 – **Interest:** The current annual interest rate for both Long-Term and Short-Term Debt is 4.5%. Should we expect any difference in interest rate between LT and ST Debt?
7. Row 17 – **Depreciation:** The Useful Life for depreciation of "Equipment" and "Improvement" is 7 and 20 years respectively in the model. Please explain the difference in Useful Life.
8. Row 35 through 37 – **Capital Spending:** Please explain the 2017 capital spending for equipment, improvements and land respectively, i.e. \$2.1M, \$2.5M and \$4.7M.
9. Row 40 – **Lines of Credit Borrowings:** Please explain the formula for Lines of Credit, i.e. 0.8 in the formula.
10. Row 41 – **LT Debt Borrowings:** Please explain the formula for LT Debt in 2017, i.e. 0.65 and 0.8 in the formula.
11. Row 51 – **Balance Sheet:** What are the AR days, Inventory days, AP days, assumptions for the biofertilizer business? This information will enable us to correctly reflect these line items in the updated model?

Tab "Cap Budget":

1. Row 3 through 5 - **Barns:** Please explain the calculation behind the monoslope barns and barn watering and manuring system.

Tab "Fert Prodn":

1. Row 3 through 9 – **Biofertilizer Assumptions:** Can you walk us through the math for cells A3 through A9?
2. Row 14 – **Head – Daily Average:** Please advise on the calculation for Daily Head Average, i.e. what is the number 105 in the formula based on?

Tab "Purch Price":

1. Row 3 & 4 – **Feedlot; Equipment:** Please explain the calculation behind Feedlot and Equipment.

Tab "Conv Nat":

1. Row 2 – **Cattle Revenue & Acquisition Cost:** Can you provide sources of per head revenue and acquisition cost info for conventional and natural so that we can point to the source if and when an investor asks the question?
2. Row 6 – **Other Costs:** What are the components of this number?

Hugh Fleming
DOMINICK & DICKERMAN, LLC
570 Lexington Ave. 42nd Fl.
New York, NY 10022
Direct: [646.780.8448](tel:646.780.8448)
Mobile: [215.480.3016](tel:215.480.3016)
Email: [REDACTED]

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Dennis Brewer

From: Webel, Peter <[REDACTED]>
Sent: Tuesday, May 30, 2017 12:29 PM
To: Michael Callahan; Dennis Brewer
Subject: RE: Winnett Cattle Company

Michael, 11 tomorrow works well for me. Thank you.

Peter

From: Michael Callahan [mailto:[REDACTED]]
Sent: Tuesday, May 30, 2017 12:27 PM
To: Webel, Peter; Dennis Brewer
Subject: RE: Winnett Cattle Company

Peter – I look forward to talking with you as well. Does 11:00 tomorrow work? If so I will send out an invite.

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

DOMINICK & DICKERMAN LLC | *Member FINRA, SIPC*

From: Webel, Peter [mailto:[REDACTED]]
Sent: Tuesday, May 30, 2017 7:57 AM
To: Dennis Brewer <[REDACTED]>
Cc: Michael Callahan <[REDACTED]>
Subject: RE: Winnett Cattle Company

Dennis, thank you for the prompt response and I am looking forward to learning more.

Michael, nice to meet you via email and look forward to connecting. Tomorrow is better for me and I can generally speak between 11-4 ET if there is a time that works for you. Thanks,

Peter

Peter Webel
Principal

Arlon Group LLC
767 Fifth Avenue, 15th floor

New York, NY 10153

Tel: 212-207-5330

Fax: 212-207-5378

www.arlongroup.com

From: Dennis Brewer [<mailto:>]
Sent: Tuesday, May 30, 2017 7:40 AM
To: Webel, Peter
Cc: 'Michael Callahan'
Subject: RE: Winnett Cattle Company

Peter – You bet. Our potential investor relations are being handled by Dominick and Dickerman, Michael Callahan, Managing Director, who is copied on this email and will get back to you shortly. Once you have had a chance to speak with Michael, I will be happy to answer any questions you might have.

I must note that the biofertilizer portion of the project is still planned but the quantities envisioned in the original proposal will not be realized, so biofertilizer revenue is less than anticipated in the email I sent to Daniel. It is still substantial, so revenues will grow from \$65mm at present to over \$290 million by 2021.

Thanks for your interest.

Regards,
Dennis

Dennis Brewer
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From: Webel, Peter [<mailto:>]
Sent: Tuesday, May 30, 2017 7:25 AM
To: [REDACTED]
Subject: FW: Winnett Cattle Company

Dennis,
I hope that all is well. My colleague Daniel passed your email along to me and I wanted to reach out and see if there is still an opportunity to learn more about the business and possible investment.

Thanks,
Peter

Peter Webel

Principal

Arlon Group LLC

767 Fifth Avenue, 15th floor

New York, NY 10153

Tel: 212-207-5330

Fax: 212-207-5378

www.arlongroup.com

From: Dennis Brewer [<mailto:>]
Sent: Wednesday, May 10, 2017 9:19 AM
To: Weiner, Daniel
Subject: Winnett Cattle Company

Daniel - Winnett Cattle Company is purchasing a \$65 million cattle producer in the western US. We will modernize the facilities, adding new technology to produce a value-added organic fertilizer/microbe blend which can be sold for as much as the cattle that produce it. We are seeking \$30 million for the transaction and modernization. A major ag lender has agreed to match the equity with debt. The company will grow from \$65 million in 2017 to over \$400 million by 2021. Both the natural beef and organic fertilizer markets are growing at rates in excess of 15%, rapidly replacing conventional products in both marketplaces.

Regards,
Dennis

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Sent: Tuesday, May 30, 2017 7:40 AM
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Thanks for your interest.

Regards,
Dennis

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From: Webel, Peter [mailto:[REDACTED]]
Sent: Tuesday, May 30, 2017 7:25 AM
To: [REDACTED]
Subject: FW: Winnett Cattle Company

Dennis,
I hope that all is well. My colleague Daniel passed your email along to me and I wanted to reach out and see if there is still an opportunity to learn more about the business and possible investment.

Thanks,
Peter

Peter Webel
Principal

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Sent: Wednesday, May 10, 2017 9:19 AM
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Subject: Winnett Cattle Company

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Regards,
Dennis

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Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, May 30, 2017 6:19 AM
To: 'Williams, Steven'
Subject: An Organic Cattle Program (with some conventional in the meantime)

Steve – I hope you enjoyed the long weekend. Here is what we could do for you at your Cactus, TX feedlots and processing facility. We would present 29,000 conventional or natural head in 2018 through 2020 for finish feeding at your feedlots. This would allow us to productively use the irrigated triticale and wheat we will plant on the Perico, TX ranch (halfway between Dalhart and Texline) during the three year conversion to organic.

As for organic cattle, we start with 24,000 organic slaughter cattle in the third and fourth quarter of 2021 and build from there to 52,650 by 2023, and more beyond. We will raise some of these cattle on ranches in New Mexico and Nevada, as shown on the first line below. We will buy in some organic calves to finish on the 10,000 acre irrigated ranch at Perico, TX. I am confident we can find some ranchers in the Panhandle or northern New Mexico who will be willing to feed their cows organic hay in winter and put up with the organic paperwork given the right price and a guaranteed market for their organic calves. As you pointed out, given the 30% pasture DMI rule for organic feeders, we will have lighter weights than finished conventional cattle but there is simply no way around that reality. Carcass weights will likely be 200 pounds lighter than conventional.

WINNETTORGANICS CATTLE COMPANY, INC.	2018	2019	2020	2021
Organic calves born on our ranches	-	-	-	-
Organic weaned calves purchased				24,000
Organic calves - finished				24,000
Conventional yearlings - to feedlot	29,131	29,131	29,131	

And here is what we plan to finish at Skaar in Lewisville, Idaho through Winnett Cattle Company (a separate entity with another set of investors):

WINNETT CATTLE COMPANY, INC.					
	2017 (4 mos.)	2018	2019	2020	2021
Closeouts (head)	13,333	45,000	65,000	85,000	110,000

I look forward to our further discussions and to meeting you in the near future.

Regards,
Dennis

Dennis Brewer
Chief Executive Officer
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www.winnettorganics.com



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Dennis Brewer

From: Malensky, Jennifer <[REDACTED]>
Sent: Tuesday, May 30, 2017 3:12 PM
To: Dennis Brewer
Subject: RE: Message from blending.royalchemical.com

Hi Dennis,

Thank you for reaching out to Royal Chemical. I believe our Hayward, CA plant might be able to assist you. If you would like us to quote your product(s), we would need the following to move forward.

- Formula
- SDS of the product
- Mix Instructions / QC Related Info
- Order Volumes (I assume those are annual volumes below)
- Package sizes (How many bottles per case)
- Any other important detail that would be helpful for your project (pictures, labels, tech sheets, etc.)

I also attached an overview of Royal Chemical and the capabilities of our 5 plants. If you'd like a NDA in place before passing over any information, please let me know and I can put one together for you. Also, if you'd like a tour of our Hayward facility, please let me know and I can work with our local Sales Rep and the Director of Operations at the plant set that up for you.

If you have any questions, please let me know. I look forward to hearing back from you. Thanks!

Jennifer Malensky Commercialization Manager
Royal Chemical
1755 Enterprise Parkway | Suite 600 | Twinsburg, OH 44087
Phone: 330-467-1300 ext. 5537 | **Fax:** 330-405-0975
Email: [REDACTED] | **Website:** www.royalchemical.com



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From: Website Lead [mailto:[REDACTED]]
Sent: Tuesday, May 30, 2017 2:36 PM
To: [REDACTED] Malensky, Jennifer <[REDACTED]>
Subject: Message from blending.royalchemical.com

EXTERNAL SENDER

Inquiry from blending.royalchemical.com

Name Dennis Brewer

Email [REDACTED]

Phone 623-207-9675

Overview Looking for contract packaging services to support retail customers, approximately 1 million gallons of organic liquid P and 200,000 gallons of organic ammonium sulfate into gallon to pint

size containers. We will manufacture the product and ship to your Hayward location for packaging and redistribution to big box hardware, small box hardware, and garden centers in the western US.

(Meta) matchtype b

(Meta) network o

(Meta) device c

(Meta) creative {creative}

(Meta) keyword 'custom%20chemical%20formulators'

(Meta) placement {placement}

(Meta) target {target}

(Meta) random {random}

(Meta) aceid {aceid}

(Meta) adposition {adposition}

(Meta) utm_source bing

(Meta) utm_medium cpc

(Meta) utm_campaign Contract%20Blending

(Meta) utm_term 'custom%20chemical%20formulators'

(Meta) utm_content Manufacturing

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, May 30, 2017 5:48 PM
To: 'Ed Leman'
Subject: RE: Revised Site Plan

Phasing looks fine, layout is okay though it will probably change again somewhat as we will need to allow for silage bunkers and high moisture corn bunkers and new feed mill. The digester will also have a processing building adjacent and some storage tanks. We will need to allow room for a future warehouse and bottling plant on the site as well.

Regards,
Dennis

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



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From: Ed Leman [mailto:[REDACTED]]
Sent: Tuesday, May 30, 2017 4:15 PM
To: [REDACTED]
Subject: Revised Site Plan

Dennis,
Attached is the latest revision on your site plan based on our conversation from late last week. The changes made include moving every building to north of the creek, downsizing the digester building, and adding a second digester building.

Note that ten of the cattle barns and one digester are highlighted in blue. These are what we are picturing as Phase One, to be built in 2018. The remainder could be built in 2019 and/or 2020. Assuming that you maintain the 25 square feet per head, this gives 21,750 head one time capacity for Phase One, with an additional one time capacity of 21,500 head in the following phase(s) for a total one time capacity of 43,250 head.

If you are in agreement with our breakdown of phases, we will focus on those initial ten buildings as we continue to hone our estimates.

Please feel free to call me with questions and/or comments. If we don't talk today, I will call you tomorrow.

Thanks again for the opportunity to partner with you on this project.

Ed Leman
Beef Specialist
Summit Livestock Facilities

Dennis Brewer

From: Dennis Brewer <[REDACTED]>
Sent: Tuesday, May 30, 2017 5:32 PM
To: 'David C Ibach Jr'
Subject: RE: Concept

Thanks David. We will not need a proposal for a few months yet as we will be greenlighting this project for design and construction purposes in September. I just needed to make sure what the order of magnitude was for a budget placeholder.

Regards,
Dennis

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



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From: David C Ibach Jr [mailto:[REDACTED]]
Sent: Tuesday, May 30, 2017 4:50 PM
To: 'Dennis Brewer' <[REDACTED]>
Cc: [REDACTED] 'Tobe Fluty' <[REDACTED]>
Subject: RE: Concept



Dennis,
Drawings attached as promised.
Please review, let me know any changes you might want to make.
As drawn including all concrete and labor excluding electrical outside of the module is about \$1.8 million.
I will finalize an estimate and write your proposal when I hear from you.

Regards,

David C. Ibach Jr.
Owner and President
Gearn, Inc.
Ferrell-Ross Roll Manufacturing, Inc.
3690 FM2856
Hereford, Texas 79045
T: 806-364-9051 at FRRM
F: 806-364-8853
E: [REDACTED]
T: 806-357-2222 at Gearn, Inc.
F: 806-357-2224
W: www.gearn.com



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From: Dennis Brewer [<mailto:> 
Sent: Sunday, May 28, 2017 4:26 PM
To: 
Subject: Concept

Hi – I am expecting a concept design and price proposal for my Idaho steam flake mill. Thanks.

Regards,
Dennis

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



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Dennis Brewer

From: Michael Callahan <[REDACTED]>
Sent: Wednesday, May 31, 2017 7:53 PM
To: Dennis Brewer
Cc: James Ju; Hugh Fleming
Subject: Re: Sales and EBITDA percentages, Other Issues
Attachments: image003.png

We will review and adjust accordingly.

Sent from my iPhone

> On May 31, 2017, at 6:22 PM, Dennis Brewer <[REDACTED]> wrote:

>

> 1. If we are going the salary route, we should make the pay realistic. For example:

>

> <http://swz.salary.com/SalaryWizard/Chief-Executive-Officer-Salary-Details-Idaho-Falls-ID.aspx>

>

> I continue to believe that a percentage of sales and of EBITDA for executive and administrative services is the right way to go at this, per my bid sheet. You can present as you wish but we will come back around to this method once we are working a specific deal with a particular party. My preference would be to present it this way from the beginning, with no minimum threshold on EBITDA. Use \$2 million or more as a starting point for executive and admin services in your presentation, let them come up with the percentages in their proposal. We will need more people in the exec and admin ranks to support the companies as they grow so our costs will be going up as sales grow. For example, with 100 people on board at WCC in 2021, a senior HR person will be needed (which position is not needed with 25 employees). That is why I believe a percentage is more reasonable than a fixed number.

>

> This approach makes it clear to everyone that WCC, WOCC, and WO are separate projects, funded differently, without overlap in the financial results or legal entities. For example, once the 1,000 acres of Skaar farmland are converted to organic, they would be leased at market rates from Winnett Cattle Company to WinnettOrganics for production of organic vegetables. The overlap would be only in the common name, systems used for accounting, common marketing approach, and the management team which oversees each of these separate businesses.

>

>

> 1. I have reached out to everyone and have not received a positive response yet on the \$100K for escrow.

>

>

> 1. I have requested a summary of the Digested Organics proposal but that may take some time. In the meantime, if you want to have James pick out a few points to place on a slide for this purpose, the entire proposal is attached. I will request something like this on the monoslope barns per your last email. <https://www.summitlivestock.com/beef/plans/> Also see Summit Buildings interviews on YouTube:

>

>

>

> https://www.youtube.com/watch?v=k41_bCZouQY

>

>

> 1. Rabo Amarillo is interested in the organic cattle deal we are working with JBS. I will be talking with Rabo tomorrow. This opportunity is in WinnettOrganics Cattle Company, a separate project from Winnett Cattle Company.

