

## Business Overview

Asia Pacific Group Ltd. ("APG" or the "Company") is a specialty finance and consulting company headquartered in Plano, TX with lending operations commencing in central cities throughout Australia.

The Company is seeking growth capital of US\$100 million in staged expansion financing. The post-expansion platform will represent one of the largest non-bank finance companies providing mezzanine finance to some of the top developers in Australia.

Capital will be used to develop townhouses in Melbourne, Sydney and other capital cities in Australia. Funding will also be used to provide additional working capital, not to exceed 1% of total capitalization, for continued support of growing administrative and operational functions.

## Investment Case

**Income Guarantee:** The investment will yield 10.25% interest, paid quarterly and guaranteed by Wells Fargo.

**High Project Margins:** Projected stabilized EBITDA margins exceed 50%.

**Sector Demand:** The demand for housing in Australia is projected to continue to increase at 15-25% CAGR given consumer demand, organic population growth, dwelling approval deficits and regulatory changes.

**Strong Risk Management:** The principals have a 30 year track record of financing and developing property throughout the region. The company is targeting established suburbs with proven underlying values and is never exposed to more than 40% of the completed end value of anyone project. Townhouses are pre-sold before construction starts to cover the majority of debt and builders are required to provide a performance guarantee prior to starting on site. The coupon which forms part of the feasibility and the security is cost into every project and must be paid before anyone else. Projects that do not meet a minimum 25% profit on all funds employed are not considered and the company never places more than 40% of available funds into any one project.

**Scalability:** The Company can build upon their experience and deep relationships with prime developers to continue isolating, financing and developing mixed use residential real estate projects throughout the Asia Pacific. The region is experiencing significant growth through immigration and Foreign Direct Investment, and according to the most recent Regional Economic Outlook published by the IMF, "the area remains the most dynamic region of the global economy".

ESCAP, the regional development arm of the United Nations which serves as the main economic and social development center for the United Nations in Asia and the Pacific states the region accounts for over 30% of total Foreign Direct Investment as of 2016. According to the Migration Policy Institute, Australia and Asia account for 25-35% of the distribution of permanent and long-term arrivals of immigrants globally.

Further deepening and broadening of regional cooperation and integration through initiatives such as the One Belt-One Road are expected to create growth in demand for FDI across the region. Growth in demand for new housing and infrastructure has provided developers with a pipeline of work to deliver inner city residential projects and mixed-use projects in order to meet demand.

According to a report titled *Infrastructure Development in Asia Pacific: The Next 10 Years* written by PwC, "Asia's infrastructure market is forecast to grow by 7% to 8% annually over the next decade, nearing US\$5.3 trillion by 2025 or 60% of the world total.... In Indonesia, headline capital asset investment ratio is 34% of GDP, with much of it going into high-end apartments and real estate compared with the infrastructure needed for continued and sustainable economic growth, such as transport networks, power, water, and waste."

**Supply of Projects:** The Company is currently looking at a number of sites for future development with a goal of financing 10 to 15 projects over the next 12 months that will revolve every 12 to 18 months.

## Key Value Drivers

**Competitive Position:** The Company is uniquely positioned against competitors due to the strength and expertise of the management team combined with solid relationships around experienced developers in the region. APG, through their CEO and management, have been involved in over US\$400 million of completed real estate projects in Australia with existing developer relationships.

**Regulatory Changes:** Traditionally, developers would go to local municipalities for project approvals. Now state government in Australia has implemented new rules making it easier to obtain development approval, thus allowing developers to take projects through to completion in a timely fashion.

**Evolution of the Market:** The evolution of property development in the region over the past three years has been steadily increasing due to migration, population growth, and evolving economies like India and China. An increase in wages and the cheap cost of money have fuelled development and the demand for housing. Pressure has been put on most major cities to increase accommodation, in particular Australia where 80% of growth is attributable to overseas migration and inner city housing that must keep pace with demand.

**Rental Vacancy Rates:** Vacancy rates in the region have remained low for some time. Melbourne's current rental vacancy rate has been steady at 2.7% and Sydney, where rental demand is higher, is approximately 1.6%.

**Dwelling Approval Deficit:** Dwelling approvals are currently running at an annualized completion rate of only 120,000 units, well below the long-run average of 150,000 and underlying housing demand of 185,000 units.

**Geographic Barriers to Entry:** Providing mezzanine finance to developers in Australia requires knowledge of the property market in the region and relationships with developers who have access to a pipeline of projects. The Company CEO is a native of Australia and has major personal real estate holdings in the Melbourne area.

**Relationship with Service Providers:** The Company has a long standing personal relationship with one of the top developers in the region who has built iconic properties in major cities throughout Australia. Additional value comes from the developer relationships with leading architects and consultants in the region that have successfully delivered results on a variety of projects in commercial, residential and sensitive heritage buildings along with land subdivisions in prime locations.

## Strategy & Operational Overview

APG's strategy is built around replicating the traditional mezzanine finance model used in real estate for providing a bridge between the amount local banks will fund and the total project cost. Subject to the approval of a loan by the Company's Credit Committee, we anticipate advancing proceeds to the development project for the purchase of land, stamp duty or government fees, planning law fees or building, legal costs, agent fees, town planning costs, architects fees and all forms of project expenses required to establish the project. It is anticipated that at this time, the Company will take a first mortgage in the development property. If the project qualifies for senior bank financing (construction finance), it is anticipated that APG's loan will be subordinated to such senior bank financing. It is anticipated that APG's mortgage will remain in place at all times until completion of the project and will be removed once the Company's loan to the development project is repaid. Loans to development projects are anticipated to be made only on the basis of a maximum 40% contribution to the end value of any one project. A typical project will run from between 18 to 24 months and, as such, the Company anticipates that its loan to a development project will be a minimum of two years.

**Lending Operations:**

The Credit Committee at APG is responsible for ensuring loans are securely placed in viable projects on terms compliant with the Company's investment criteria.

**STAGE 1 – LOAN APPLICATION**

The loan approval process is initiated when the developer submits a loan application to the APG Credit Committee. The developer is required to address six key project investment criteria, as set out below.

**1. Project Summary with Supporting Evidence Outlining:**

- Description of Opportunity
- Executive Summary
- Location
- Site or Building Details
- Proposed Development or Use
- Due Diligence Procedures and Consultants
- Surrounding Projects
- Market Commentary
- Proposed Sale Process
- Timing

**2. Cash Flow Statement**

A monthly cash flow statement outlining all projected costs and proposed sales revenue and identifying a minimum profit target of 25% return on all funds employed.

**3. Funding Table**

Loan funds committed to the proposed project do not exceed 40% of the total project end value. The APG Credit Committee will also require a separate funding table setting out APG's 40% drawdowns and timing for payments showing that a maximum of 40% of the total end value will not be exceeded.

**4. Supporting Market Value Evidence**

The proposed development will have supporting market evidence through similar projects completed in the surrounding area. The developer, through its knowledge and involvement in recent projects and through its industry contacts, will consider recent sales and rates achieved and provide an analysis of the various project components and market circumstances driving outcomes. This data will provide APGL with an underlying market value confirming the credentials of the proposed project and expected rate of return. Market value is defined as "the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing."

**5. Preliminary Appraisal Assessment**

The Preliminary Appraisal Assessment is a brief overview and market consideration document provided to the developer by a registered appraiser with a preliminary assessment of the proposal in order to substantiate the material being put forward by the developer relating to use, project mix and achievable values.

**6. Project Time Line**

The Project Time Line is a month-by-month progressive chart in Microsoft Excel format. The time line will aim to show APG that the 40% contribution towards the total end value will be employed for a certain period, and therefore what APG may expect as a return.

**STAGE 2 – LOAN ASSESSMENT AND PROCEEDS RELEASED**

The Credit Committee reviews the loan application to ensure it addresses and complies with the six key investment criteria. In doing so, it undertakes the following process.

**1. Loan Assessment** - The Credit Committee will review the Executive Summary with the express purpose of considering a loan application received from the developer. The Credit Committee reviews the information provided as part of the loan application to ensure it satisfies the six key investment criteria. Where the Credit Committee deems it does not satisfy all criteria it may seek further clarifying information from the developer and/or engage an external consultant to conduct further due diligence. Should the provision of further information from all sources not satisfy the objectives of APG, or it does not satisfy all items specified in the project investment criteria, the loan application is denied and the developer informed.

**2. Loan Approval** – Where a loan application satisfies all six key investment criteria, an approval letter is issued. This requires authorization in writing from three of the four Credit Committee members. Due to the Credit Committee member's various locations, approval in principle can be given by way of email or fax to offices of APG's legal counsel.

**3. Indicative Loan Offer** – If a loan is approved, the Credit Committee will provide an indicative loan offer in writing through APG's legal counsel. The letter is then forwarded to the developer for its consideration and review. The developer may accept the offer, decline the offer or seek alternative terms. Where it seeks alternative terms, the Credit Committee will consider the request. Should it accept the alternative terms, the developer is reissued with the revised new terms which are signed and formalized as part of the loan approval process.

**4. Valuation** – The developer accepts the loan by way of signing and returning the loan offer to APG's legal counsel. APG's legal counsel will then instruct one of the approved appraisers on APG's chosen panel to prepare a formal valuation for mortgage purposes.

**5. Legal documentation** – APG will instruct its legal counsel to prepare draft loan documentation in order to circulate documents pending the receipt of the formal valuation.

Draft loan documents will be circulated to all parties for comment and revision. Upon receipt and acceptance of a satisfactory valuation report by the Credit Committee, the final loan documents will be issued and signed. Final loan documents are required to be exchanged within seven days.

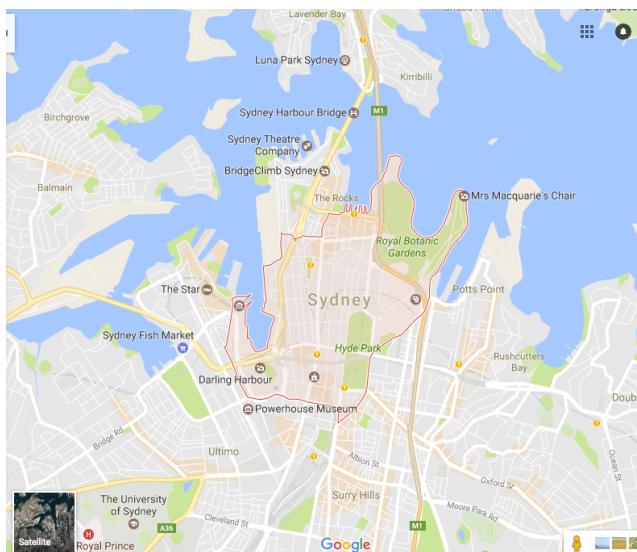
**6. Settlement of Loan Proceeds** - Legal counsel representing APG attends the property settlement and registers its security. Pending the receipt of signed loan documentation legal counsel for APG will propose a settlement date. APG's legal counsel will attend settlement, ensure all legal documentation is compliant and lodge the appropriate security. Proceeds are advanced to the developer by bank transfer.

#### Growth Strategy:

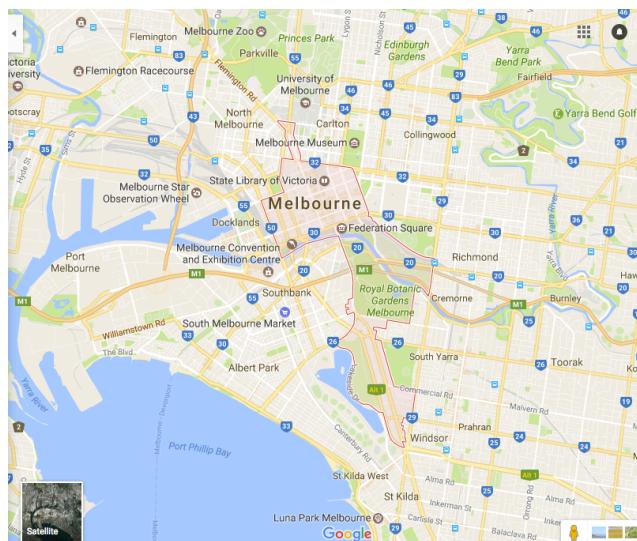
**Sustaining Corporate Growth:** The Company employs independent contractors and consultants in various fields. This allows APG to expand and withdraw from commitments as we see necessary rather than have full time in-house staff. The property industry in South East Asia is well serviced across all professions. We envision having one to two full time project managers looking after several projects at once.

**Relationships with Developers:** The Company has maintained relations with local developers in the region for over 20 years and thus sees numerous viable projects on a regular basis in need of financing. Each project is treated on a stand-alone basis and as such, no long term contracts need to be in place within our network of developers.

**Relationship to the Real Estate Market:** APG is minimally sensitive to changes in the price of real estate in the region as development operations in capital cities occur in established suburbs. Housing in these locations rarely decreases in value as the target buyers are high income professionals who want to live close to major facilities and highly developed infrastructure. Market conditions can vary slightly however margins and returns on APG projects are very high, providing absorption of most economic changes or movement in interest rates.

**Target Areas of Operation:**


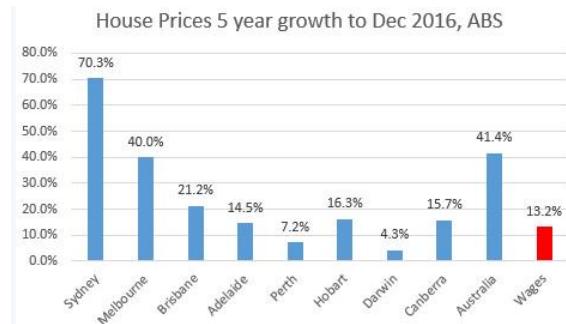
Sydney, Australia has a population of 5 million plus inhabitants, being the first Australian city to reach these levels and absorbed 78% of New South Wales population increase over the 2015-2016 period. Projections state the population will grow to 6 million by 2028.



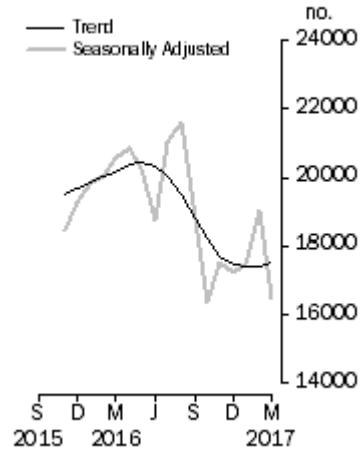
Melbourne, Australia has a population of 4.6 million people and is the fastest growing city in the country, growing by an average 82,250 people per year from 2010-2015. The population of Melbourne is expected to double from current levels by 2031.

**Market Overview**

Australia is in a home construction super cycle, building more homes than ever before. The house price growth is largely related to investor activity in Sydney and Melbourne. Low interest rates and tax incentives such as negative gearing and capital gains tax discounts are adding extra fuel to price growth.



Home prices in Sydney increased 70.3%, the most over the 5 year period ending 2016, with Melbourne next at 40% and Brisbane in third at 21.2%. The average home price appreciation for all of Australia was 41.4%, more than 7% higher than home prices in the U.S. over the same period.

**Dwelling units approved**


*Australia Bureau of Statistics for Period Ending March 2017*

### Factors Influencing Demand for Housing:

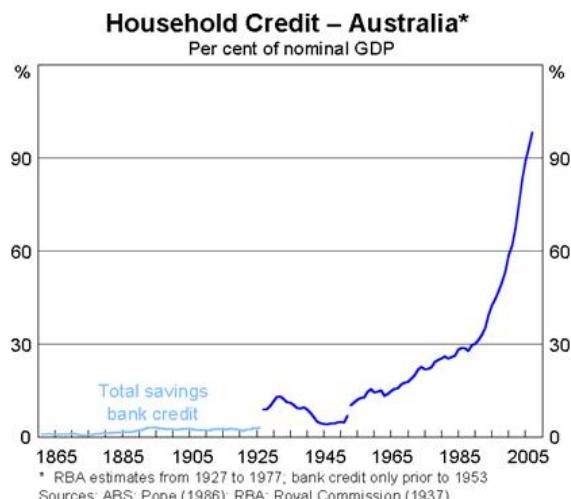
**Higher Incomes:** As Australia has lifted its productivity, and benefited from the higher prices for its commodity exports due to a recent resource boom, average incomes and household wealth have increased. Households spend some of this increased income on improving the quality of their housing. For wealthier residents, there has also been increased demand for second homes (holiday homes) particularly in coastal regions. With limited supply, this increased demand leads to higher prices. For many couples, household incomes are higher because both partners now work as indicated by rising labor force participation rates.

**Demographics:** Australia has relatively strong population growth for an advanced economy. A large component of this reflects relatively high immigration compared to comparable countries. Higher immigration rates have added to demand for housing, especially as immigrants tend to be disproportionately young adults. Immigrants have also tended to head for areas where housing is already short, such as Sydney, rather than to country regions. This partly reflects a perception of where the best job opportunities are located. It has a self-reinforcing aspect as new arrivals prefer to locate in areas where friends or relatives have already gone or where there are shops and cultural facilities catering to people from their ethnic background. About 50% of the growth in households in Melbourne is attributable to overseas migration which is projected to reach 80% over the next 30 years. In Sydney, almost all of the recent growth in households is attributable to overseas migration.

**Lower Interest Rates:** The decline in the standard home loan interest rates from the mid-1990s to early 2002 increased the amount that households could borrow, thus giving them the ability to bid up house prices. If this mechanism were the only driver of prices, then prices would have fallen back again as interest rates have since risen. However, there is an indication of inertia in the system, as vendors are reluctant to accept low bids. This would imply that affordability will only be restored by the gradual rise in incomes rather than a fall in nominal house prices.

**Monetary Policy:** Given that underlying inflation has recently risen above the Reserve Bank's 2-3 per cent medium-term target band, it could be argued that aggregate demand in the economy has been allowed to grow faster than aggregate supply. A loose monetary policy is likely to result in rises in asset prices, including house prices, as well as generalized inflationary pressures.

**Increased Availability of Credit:** In addition to interest rates being lower, loans have become easier to obtain. In the longer term this has been a welcome result of financial deregulation. Non-bank lenders have increased the availability of credit for housing, tapping into securitization markets. Since deregulation, the Australian housing finance market has developed a wide range of products and credit is available to all potential borrowers who can afford the repayments.



**Speculative Demand:** Many households are borrowing to purchase a second property for investment purposes, with investors now accounting for about a third of new home loans. Except for the brief period of 'irrational exuberance' about hi-tech stocks around 2000, Australians have generally regarded property as a better investment destination than equities.

**Favorable Tax Climate:** This speculative demand for housing may be encouraged by some aspects of the taxation system and significant tax concessions, which makes investing in housing more attractive than alternative investments. Capital gains on investor housing held for over a year are taxed at half the marginal tax rate applied to other income. Capital gains and land tax on owner-occupied housing are exempt from income tax. Negative gearing refers to allowing investors to deduct losses on rental property from their other income (not just other property income) and so lowers their tax liabilities. These are all aspects of the taxation system which favors housing as an asset class and increases demand for it. The combined total of capital gains tax arrangements, land tax exemption and negative gearing arrangements is estimated to be in the order of \$50 billion per year in Australia.

## Corporate Profile

### Management Team:

#### **Bruce Johnson – Founder, Director & Secretary**

Bruce is the founder of ERP Services Group, a digital marketing agency specializing in driving investor leads for RIA's and Financial Advisors. Previously he had been an Associate Partner with the SAP Mobility & Innovation Center of Excellence at IBM Corporation. Prior, he was President, Sky Technologies, and Director, ERP Integration with PEAK Technologies. He holds an Associate Degree, Music Performance from Australian Army School of Music and a Master's Degree, International Business from RMIT University Melbourne. Bruce is an active industry speaker and continues to have an active interest and role in the property industry in Australia.

#### **Steven Donnelly - Director, Credit Committee**

Steve founded the Donnelly Group of companies in 1981. From inception of small residential and commercial developments, he has guided the company into a sizable multi-story commercial and residential development company. Steve's projects have included; planning issues, coordination of project consultants, liaising with banks and financiers, marketing and construction management, retail shops, warehouses,

and industrial complexes to showroom offices and historical projects involving the restoration of old Victorian buildings, restaurants as well as overseas marketing in Asia. They built the first air rights project in Victoria, a number of prime residential projects both above existing commercial buildings and the refurbishment of existing structures, as well as acquired one of the largest parcels of development land in the central business district of Melbourne. The latter consisted of 92 residential apartments, 300 car spaces, 45 retail shops and the structure to support a 60 level tower with 350 residential apartments.

#### **Cabe W. Chadick, F.S.A., M.A.A.A. - Senior Vice President & Principal, Consulting Actuary, Credit Committee**

Chad has held the position of Second Vice President, Health Operations, Pan American Life, Associate – Provider Group, Foster Higgins and Actuarial Analyst, The Travelers Companies. He holds a B.A., Mathematics, Minor in Computer Science from Louisiana State University and is a Fellow, Society of Actuaries and Member, American Academy of Actuaries.

#### **Peter M. Lewis – Director, Credit Committee**

Peter is currently Project Team Leader with Stream Group managing five project managers and supporting staff in the multi-unit reconstruction process following the 2010, 2011 Christchurch earthquakes. Since 1980, he has been involved as a Certified Carpentry & Joinery and Licensed Builder with a number of Construction firms and projects. Peter is a senior project manager and leader in the construction/management industry.



**Service Providers:**

**Accountant:** Timothy Pike, CPA, CFE. Howard & Co., LLP  
8350 Meadow Road, Suite 286, Dallas, TX 75231  
Direct (214) 346 – 0797.

**Legal:** Michael S. Colvin, Miller, Egan, Molter & Nelson LLP. 2911 Turtle Creek Blvd., Suite 1100, Dallas, TX 75219  
Direct (214) 628 – 9518.

**Bank:** Josh Torres, Vice President, Wells Fargo, 9021 W University Dr. McKinney TX 75071

**Insurance:** Rhett McKeller, Flowers & McKeller Insurance Services. 213 E Louisiana St, Suite 255, McKinney, TX 75069. Direct (972) 658 – 4532.

**Compensation:** No executive officer is expected to receive cash compensation in excess of \$100,000 in the Company's current fiscal year, which commenced on January 1, 2017. There are no current plans to pay or distribute cash or non-cash bonus compensation for fiscal 2017 to the management team. However, the Board of Directors may allocate salaries and benefits to the officers for fiscal year 2018 in its sole discretion. No such person is subject to a compensation plan or arrangement that results from his or her resignation, retirement, or any other termination of employment with the Company or from a change in control of the Company or a change in his or her responsibilities following a change in control.

**Corporate Structure:** The Company is a Delaware Limited Liability Company. There is currently two corporate shareholders, Mr. Bruce Johnson, who owns forty four percent (44%) of the Company and Trade Hill Investments Limited an offshore company that owns fifty six percent (56%) of the company.

**Offering Summary:** The Company is currently offering an aggregate total of one hundred million U.S. dollars (\$100,000,000) in Ownership Units at a minimum amount of fifty thousand U.S. dollars (\$50,000) per Unit, for a total of two thousand (2,000) Ownership Units. The Units come with a dividend of ten and one quarter percent (10.25%), paid quarterly and guaranteed by Wells Fargo over a 24 month term.

**Pipeline:** The current projects in the developer pipeline include the Hightett, Northcote, Hampton, and Kew properties, all in prime locations representing an aggregate amount of \$32 Million in required capital.

**Powers of Executives and Directors:** The CEO & Secretary, Bruce Johnson, will handle all executive responsibilities of the Company. The Company Credit Committee will administer analysis of proposed development projects and underwriting decisions. The CEO will report to shareholders as and when required. All loan contracts must meet the criteria laid out by the Company Credit Committee as outlined in the "Strategy and Operational Overview: Lending Procedures". Any other operational issues will be authorized and signed by the CEO.

**Company Procedures:** The Credit Committee operates under the loan criteria provisions and risk management procedures outlined in the document titled APG Property Development & Risk Management Procedures. There are no other formal documents that exist as all projects are qualified through market evidence via a formal appraisal and real costs which make up the basis for decision making by the Committee.

**Board Meetings:** The board meets throughout the year at intervals relative to projects undertaken and demand. There is a minimum of two meetings whereby all members of the committee meet to discuss company issues followed periodically when required. Each member has flexible schedules and can meet quickly if required in any location. Minutes of board meetings will be held at the company offices.

## Pro Forma Financial Summary

Year	2017	2018	2019
<b>Profit &amp; Loss Projection</b>			
Operating Income	100,000,000	100,000,000	200,000,000
Establishment Fee (1%)	1,000,000	1,000,000	2,000,000
Capitalization Fee (6%)	6,000,000	6,000,000	12,000,000
Profit Share		10,000,000	20,000,000
<b>Total Operating Income</b>	<b>7,000,000</b>	<b>17,000,000</b>	<b>34,000,000</b>
Interest Income	10,250,000	10,250,000	10,250,000
<b>Total Non-Operating Inc.</b>	<b>10,250,000</b>	<b>10,250,000</b>	<b>20,500,000</b>
<b>Total Income</b>	<b>17,250,000</b>	<b>27,250,000</b>	<b>54,500,000</b>
<b>Operating Expenses</b>			
Accounting and Legal	60,000	70,000	80,000
Advertising	10,000	10,000	15,000
Insurance	5,000	5,500	6,000
Interest Expense	10,250,000	10,250,000	20,500,000
Postage	1,000	1,000	1,000
Rent	30,000	30,000	30,000
Salaries and Wages	250,000	350,000	450,000
Taxes and Licenses	5,000	5,000	5,000
Telephone	12,000	12,000	12,000
Travel	120,000	120,000	120,000
Utilities	4,800	4,800	4,800
Web Hosting & Domains	450	450	450
Consulting Fees	5,000,000	5,000,000	10,000,000
<b>Total Operating Exp.</b>	<b>15,748,000</b>	<b>15,858,000</b>	<b>31,224,000</b>
<b>Net Inc. Before Taxes</b>	<b>1,501,000</b>	<b>11,391,000</b>	<b>23,275,000</b>
<b>Net Income</b>	<b>1,501,000</b>	<b>11,391,000</b>	<b>23,275,000</b>

## Risk Factors

An investment in the Company's securities involves a high degree of risk and should be regarded as speculative. As a result, you should consider making an investment in the Company only if you can afford a loss of your entire investment. Before you invest in the Company, you should carefully consider the risks described below. The risks and uncertainties described below are not the only ones faced by the Company. Additional risks and uncertainties not presently known to the Company could materialize and impair its business. In addition, this Summary Information Memorandum contains forward-looking statements regarding future events and the future financial performance of the Company based on current assumptions and expectations that involve significant risks and uncertainties. You are cautioned that such statements are just predictions and beliefs, and the Company's actual results are likely to differ materially from those forward-looking statements as a result of certain factors discussed in this section and elsewhere in this Summary Information Memorandum.

### ***Risk of Doing Business in Australia***

Results of operations and financial condition may be significantly affected by disruptions caused by Australia's economic environment, however, Australia has a predictable and transparent political, legal, and business environment with well developed capital markets. While the Australian banking system is well capitalized and banking regulation is in line with international standards, Australia's economy is vulnerable to global economic shocks. Australia has a central bank and the Australian government has the ability to manage monetary policy.

### ***Risk of Real Estate Development***

Real estate development is considered to be one of the riskiest corporate activities there is. As the creation of real estate products is in many cases speculative and therefore in anticipation of an unknown future demand, risk and uncertainty are key elements of real estate development. The development business is to be regarded as highly cyclical and volatile. Real estate development is subject to a number of risk factors. Successful development, inter alia, depends on bringing the adequate real estate product to the market at the right time at the right price. The development profit depends on achieving all that while balancing costs against value.

Development is fixed both in time and space and involves relatively large amounts of capital. Furthermore, real estate development is a very complex and cross-disciplinary task as it typically demands a dedicated team including people with different skill sets and expertise and the coordination of a wide range of interrelated activities. Local authorities, legal requirements, residents and neighbors are to be satisfied, design teams and contractors to be managed, time scales, costs and contingencies to be monitored and lenders and other stakeholders - especially prospective tenants and investors - to be satisfied. In addition, real estate developers are often faced with considerable changes in their environment and new challenges driven by the macro-economic, social, urban-planning, political, legal, regulatory, environmental and technological framework conditions.

However, in spite of the high risk factors, the real estate development industry lags behind other industries in its sophistication and application of risk identification, evaluation, mitigation and control. Developers are often criticized for not sufficiently understanding and analyzing risk. The banking and insurance sectors have long developed and employed sophisticated systems of risk management techniques and methods and the amount of academic research in these areas is too numerous to list. Their efficacy is of course debatable following the global financial crisis, although this is likely to have been due to a lack of diligent application of said techniques. Compliance with statutory requirements on risk factors is also well established in the fields of quality, environment and safety. Risks that remain undetected or are detected too late can trigger crises at project level or even at corporate level.

Often irreversible damage has occurred or losses have been incurred by then. As a rule, minimal scope for action is left at this late stage and it is frequently no longer possible to achieve the necessary turnaround.

The real estate development business requires a great awareness of risk and its management. This not only stems from the risky nature of the development process and involved complexity but also from the regulatory, capital market and stakeholder pressures which call for greater awareness of risk and risk management.

#### ***Risk of Regulatory Pressure***

Regulatory and corporate governance provisions are increasingly requiring greater awareness of risk and risk management; it is no longer optional but a mandatory requirement in many countries in order to protect the organization's stakeholders from the implications of the organization defaulting on its obligations. The main thrust of regulation has been aimed at the board of directors, calling for more control and discipline towards effective and efficient operation, reliability of financial reporting as well as compliance with laws and regulation.

The regulatory reform of the banking sector through the re-vised guidelines of the Basel Capital Accord (especially Basel II and III) has an important impact on awareness of risk and risk management in real estate development. Capital adequacy ratios have to take into account credit risk, which lenders are now able to estimate based on an 'Advanced Internal Rating Based Approach'. This means that demonstrably high levels of risk management of the borrower increase the risk weighted asset value of its loan and lower the capital cost of lender. Therefore Basel should result in greater awareness of risk and risk management in real estate development and it should give a competitive advantage to risk management proficient property developers who will be able to borrow at more advantageous rates.

As a result of a series of EU directives, many European States have issued guidelines, which require or encourage publicly listed organizations to undertake risk management and to make appropriate disclosure to shareholders. Under these directives, risk management activities are taken into account in relation to statutory audit and financial reporting requirements. The audit committee of listed organizations is required to monitor the effectiveness of the organization's risk management systems and publicly listed organizations are required to publish an annual corporate governance statement including a description of the main features of any existing risk management systems and internal control systems in relation to the financial reporting process.

#### ***Risk of Capital Markets Pressure***

In addition to regulatory pressure, the capital market now also requires adequate corporate risk management. In this context, it has been noted that organizations, which are able to provide evidence of efficient risk management, may benefit from a more favorable cost of capital. In contrast, developers who cannot demonstrate systematic management of risks and opportunities, which is a key component of any corporate control mechanism focused on the creation of value, are not rewarded with a high level of confidence and are penalized by the capital markets. It can be assumed that the capital markets are increasingly determining risk management requirements, with shareholders and stakeholders appearing also as key recipients of risk reporting.

Effective risk management assists in the targeted control, transparency and communication of the corporate risk situation and should therefore contribute to an improved rating. Thus, against the background of intensified competition for capital, an established and sound risk management process will provide the organization with a future cost advantage in terms of borrowing costs and therefore a significant competitive edge.

Institutional and private investors, as well as other capital sources are increasingly take the specific risk of an investment and its strategic management into account when allocating capital.

In general, the higher the ensuing risk is considered to be, the higher the associated earnings expectations are.

Shareholders expect an effective allocation and efficient use of capital as well as a risk management strategy aligned to value creation. One of the most common mistakes made by developers in dealing with institutional capital providers is that they rarely identify and discuss the risks and their potential conflicts regarding a project sufficiently. The impact of the financial crisis and the deterioration in real estate markets across large parts of Europe since 2007/ 2008 clearly demonstrate the significance of the real estate industry for the world economy. The financial crisis led by failures in the sub-prime mortgage market that manifested itself in the USA in early 2007 and resulted insignificantly reduced real estate valuations across the majority of property sectors in the USA can be identified as the epicenter of the so called ‘global financial crisis’. In the context of the fallout from Greece, significant problems in the Eurozone as well as concerns about sovereign debt actually dominate the European capital markets in 2012.

One of the impacts of the crisis has been to see the lending paradigm shift back from investment banks to commercial banks and entails a back-to-basics approach for European real estate commercial lending going forward. This means that there is a greater awareness of risk and risk management in real estate development. Lenders have become extremely cautious about providing debt leading. In this tight capital markets, real estate development organizations will have to demonstrate strong risk management practice not to be shut out of the access to equity or debt sources. On a long term, the global financial crisis may likely act as a catalyst to a change the mentality of real estate development organizations making a risk management culture more entrenched in the industry.

#### ***Risk of Market Volatility***

A decrease in the market price for real estate could have a material adverse effect on our business, results of operations and financial condition. The Company loans money to developers for mixed-use residential real estate development. This concentration exposes the Company to market price volatility which could result in large fluctuations in revenue. Inverse Real Estate ETF’s are widely regarded as a way to hedge market price volatility. If the market for real estate falls, the Company could use hedging measures to smooth revenues.

#### ***Risk of Losing Key Personnel***

We depend on a number of key personnel and if we lose the services of any of these individuals while failing to attract and retain replacement key personnel, we may not be able to implement our business strategy or operate our business effectively. Our future success largely depends on the contributions of our management team and our relationships with developers. We believe that these individuals expertise and knowledge about our industry and their respective fields along with their relationships with other individuals in our industry are critical factors to our continued growth and success. We do not carry key person insurance. The loss of the services of any member of our management team or loss of relationship with developers could have a material adverse effect on our business and prospects. Our success also depends upon our ability to attract and retain additional qualified personnel as the Company grows.

#### ***The Company's Financial Projections are Inherently Uncertain***

The Company prepared the projections contained in this Summary Information Memorandum in good faith based upon assumptions that it believes to be reasonable. However, it cannot guarantee that it will attain the projections or that the assumptions on which they are based are reliable. The projections are subject to the uncertainties inherent in predicting its results of operations for future years. Certain assumptions that the Company used inevitably will not materialize and unanticipated events will occur. Therefore, the Company's actual results of operations are likely to vary from its projections, and the variations may be material and adverse.

***Currently There is No Market for the Company's Securities***

There is no public or active market for the Company's securities, and it is highly unlikely that an active market will develop for the securities in the foreseeable future. In addition, resale of the Company's securities will be restricted and may not be made unless an exemption is available from applicable federal and state registration and qualification requirements. Accordingly, it may be extremely difficult for you to sell your securities should you desire and be permitted to do so. Consequently, the Company's securities should be purchased only if you have no need for liquidity in your investment and if you can hold your securities for an indefinite period of time.

***Our Ability to Raise Capital in the Future may be Limited***

Our failure to raise capital when needed could prevent us from executing our growth strategy. The timing and amount of our working capital and capital expenditure requirements may vary significantly depending on many factors. If our capital resources are not sufficient to satisfy our liquidity needs, we may seek to sell equity in the Company or obtain additional debt financing from domestic or international sources. The sale of equity would result in dilution to current shareholders and additional debt would result in increased expenses and could result in covenants that would restrict our operations. We the exception of the debt facility to be entered in to as a part of this offering, we have not made arrangements to obtain additional financing. We may not be able to obtain additional financing, if required, in amounts or on terms acceptable to us, or at all.



## Contact Information

*This overview is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities. Any such offer will be made only pursuant to a Private Placement Memorandum that will be provided in connection with any such offering. The information contained herein includes (or is based in part on) projections, valuations, estimates and other financial data. This information has not been verified or substantiated by any third party sources. This information should not be relied upon for the purpose of making an investment. Any information regarding projected or estimated values, investment returns or distributions are estimates only and should not be considered indicative of the actual results that may be realized or predictive of any investment. This presentation is preliminary in nature. This document is a confidential document that is not to be made available to third parties and in particular must not be made available to the public nor be made available in jurisdictions where this would be contrary to local laws and regulations. Recipients of this document are required to inform themselves of and to comply with all applicable local laws and regulations in any jurisdiction in which they receive or use this document.*

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