

January 8, 2016

WHARTON RM HOSPITALITY, LLC
\$9,400,000 Limited Liability Company Units

We are pleased to enclose a brief description of an investment opportunity in Wharton RM Hospitality, LLC (the “Company”) sponsored by an affiliate of Wharton Equity Partners (“Wharton”). The Company is acquiring two premium select service hotels (the “Properties”) through a privately negotiated transaction.

The Properties comprise a 125-room Comfort Suites located near the Raleigh-Durham International Airport and a 122-room Holiday Inn Express & Suites in Montrose, Colorado, gateway to the Telluride ski area. The Properties will benefit from professional hospitality management provided by Interstate Hotels and Resorts, the world’s largest independent management company.

Distributions, partially tax-sheltered, are projected at greater than 7% annually from inception, payable quarterly. The pre-tax equivalent annual yield is projected to average in excess of 13% over the anticipated five-year investment period. Please see the Investment Summary for more detail.

Wharton (www.whartonequity.com) is a New York City based diversified real estate investment firm and through affiliates has interests in over 20 hotels. Since 1987 Wharton has been a fiduciary to leading institutions, family offices and high net worth individuals.

Qualifying investors will be permitted to purchase Limited Liability Company Units (the “Units”) in the Company offered at \$100,000 per full Unit. The Company, in its discretion, may accept subscriptions for partial Units with a minimum of \$25,000. Affiliates of the Sponsor will purchase 5% of the Units on the same terms as other investors.

NHCohen Capital LLC is an SEC registered broker-dealer and a member of FINRA and is the Placement Agent for the Offering. NHCohen Partners, an affiliate of the Placement Agent, will provide Investment Supervision on behalf of the Members.

The Confidential Private Placement Memorandum (the “PPM”) describes the investment in greater detail and is the sole means for offering this investment. There are fees and expenses associated with this investment. This is a time sensitive transaction. If you are interested in this investment and desire a PPM, please promptly and carefully complete and return both the Accredited Investor Suitability Form to affirm your qualification to invest in this opportunity and the Investor Response Form to request the PPM.

Cordially,



Ned H. Cohen

Investing in real estate involves a substantial degree of risk, which may include fluctuations in property markets, capital markets and interest rates. A comprehensive evaluation and detailed review is required of all investor documents. No assurance is provided that any investment strategy described in the offering material will result in a profit or protect against a loss. This investment may not be suitable for all investors. An investor should not invest unless they can withstand the loss of their entire investment. The investment is illiquid. An investor should not invest if they anticipate that they may require any or all of their investment returned to them within the prescribed holding period.