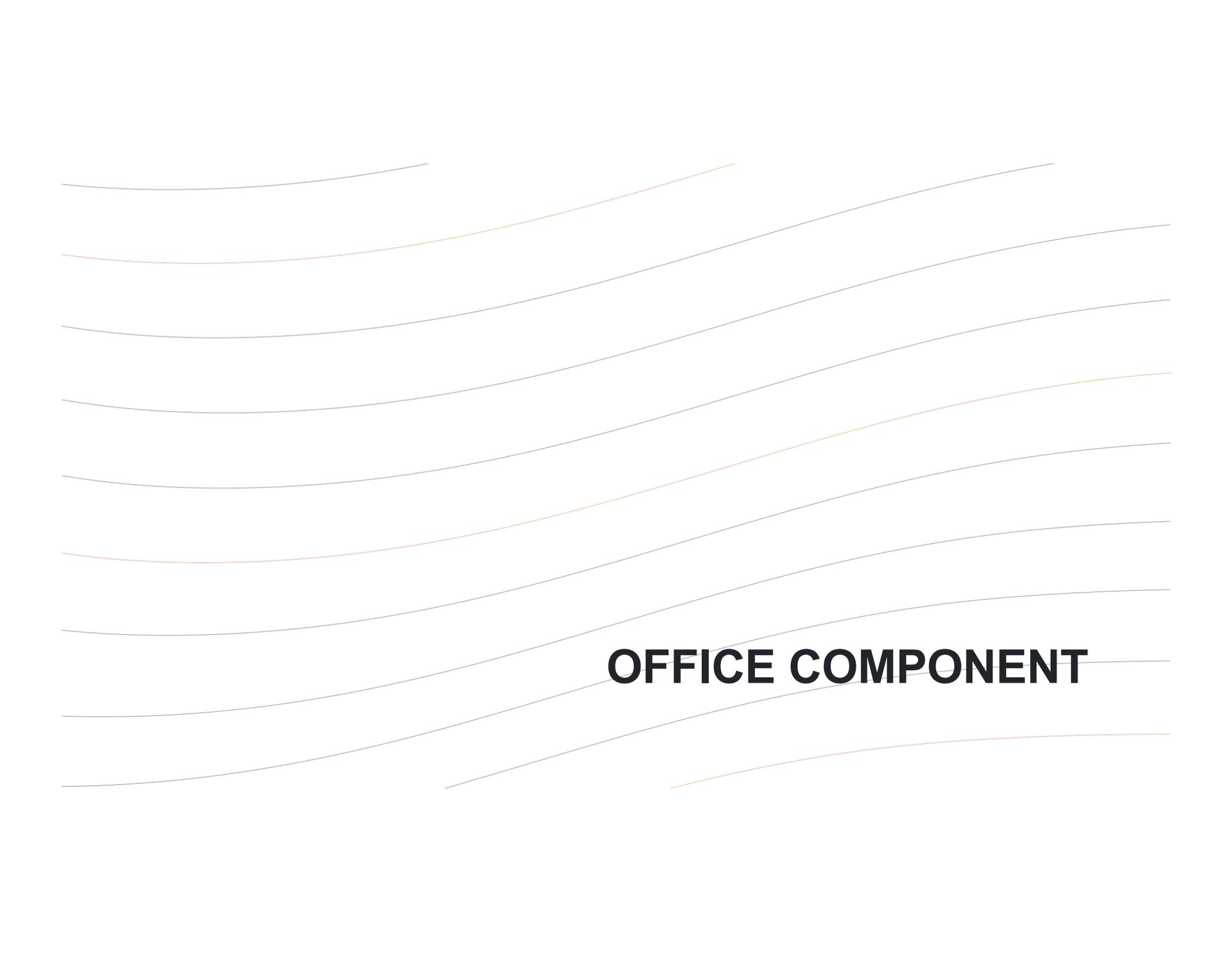


VERA
COMMERCIAL
Team

1600 South Federal Highway, Pompano Beach



Existing Office Building + Approved Development Project



OFFICE COMPONENT

Existing Office Component: Property Highlights

- The Federal Tower office building is a highly prominent 11 story, Class B office building located in Pompano Beach, Florida . The building has a strong history of high occupancy with long term tenants. Current rents are below market with significant upside potential.

PROPERTY HIGHLIGHTS

- Iconic office tower in NE Fort Lauderdale/ SE Pompano market area
- Strong history of full occupancy with long term tenants
- Solid opportunity for upside in current rental rates
- Well maintained building with little to no deferred maintenance
- Highly visible site with future development potential on 2.33 acres
- New HVAC Chiller
- Branch Bank with (2) drive -through on the ground floor
- Close proximity to upscale residential areas and 2 major hospitals

LOCATION DESCRIPTION

- The property is located on the southern border of Pompano Beach and the northern border of Fort Lauderdale, in close proximity to two major hospitals and upscale residential communities



GBA 68,711 NRA 63,347

Office Component: Financial Summary

Stabilized Income Statement		\$\$
Rental Revenue		\$1,870,024
Additional Income		\$0
Vacancy		(\$56,101)
Net Revenue		\$1,813,923
Property Tax/ School Taxes		(\$250,000)
Insurance		(\$120,000)
Maintenance		(\$98,200)
Staff and Management		(\$96,918)
Utilities		(\$155,000)
Expenses		(\$742,118)
Net Operating Income		\$1,071,806
YOC		6.7%
Cash on Cash Return (Initial Equity)		6.5%

Value at 5.50% cap rate	\$19,487,377
Value at 6.00% cap rate	\$17,863,429
Value at 6.50% cap rate	\$16,489,319

S&U			
Sources	\$\$	PSF GBA	%%
Senior Loan	\$0	\$0	0.0%
Equity	\$16,010,000	\$253	100.0%
Total	\$16,010,000	\$253	100.0%
Uses	\$\$	PSF GBA	%%
Acquisition	\$16,000,000	\$253	99.9%
Legal	\$5,000	\$0	0.0%
Title	\$5,000	\$0	0.0%
Total	\$16,010,000	\$253	100.0%

Annual Cash Flow			
\$	Year 1	Year 2	Year 3
Effective Potential Income	\$1,717,715	\$1,822,423	\$1,885,581
OPEX	(\$437,700)	(\$446,454)	(\$455,383)
RE tax	(\$250,000)	(\$255,000)	(\$260,100)
Management Fee	(\$51,531)	(\$54,673)	(\$56,567)
NOI	\$978,483	\$1,066,296	\$1,113,530
Capex Reserve	(\$25,766)	(\$27,336)	(\$28,284)
Unlevered Costs	(\$16,010,000)	\$0	\$0
Net Disposition	\$0	\$0	\$20,414,306
Unlevered CF	(\$15,057,283)	\$1,038,959	\$21,499,552
YOC	6.11%	6.66%	6.96%

IRR	14.73%
Profit	\$ 7,481,229
Peak Equity	\$ 15,940,555
EM	1.47x

Office Component: Rent Roll Analysis

- Business Plan contemplates to mark-to-market tenants once leases expire. Some of the rates are already at or above the market.
- Current vacancy rate – 4.9%
- Current blended rate is around \$25 psf per annum. In the current rent roll the rates are highly volatile and some of the spaces (especially the 10th and 11th floors) already have rates that are very close to market. We plan the property could achieve a blended \$30 psf rate once all the tenants are stabilized.

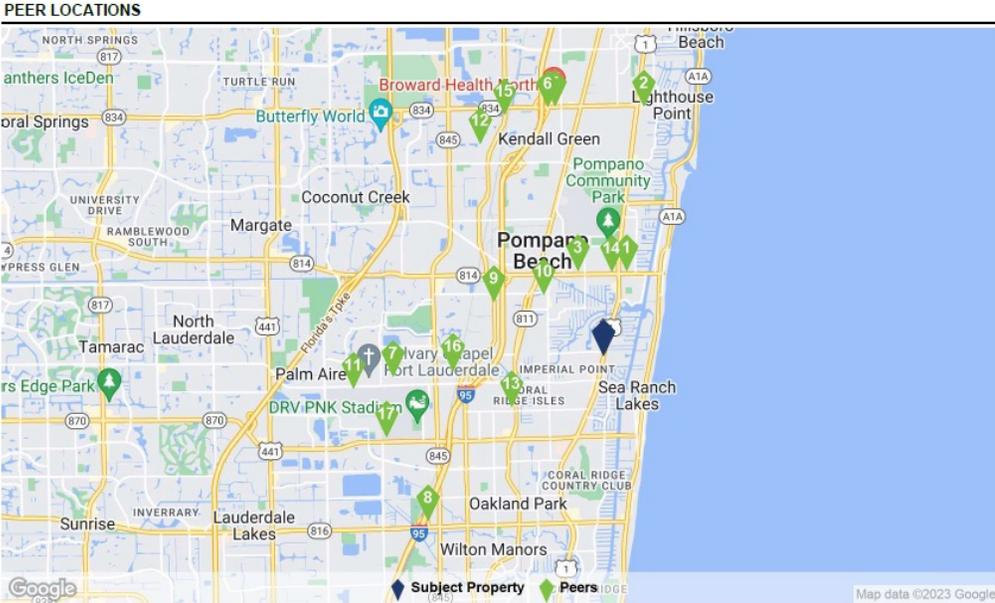
Current Rent Roll				
	SF	Monthly Rent	Rent PSF	Annual Rent
Floor 1	3,446	\$14,620	\$51	\$175,441
Floor 2	5,220	\$10,629	\$24	\$127,543
Floor 3	5,968	\$10,874	\$22	\$130,493
Floor 4	5,923	\$10,830	\$22	\$129,956
Floor 5	6,092	\$11,821	\$23	\$141,847
Floor 6	6,095	\$7,705	\$15	\$92,456
Floor 7	5,839	\$11,603	\$24	\$139,237
Floor 8	5,841	\$12,329	\$25	\$147,945
Floor 9	6,075	\$11,858	\$23	\$142,301
Floor 10	3,415	\$7,002	\$25	\$84,028
Floor 11	9,433	\$20,290	\$26	\$243,480
Total	63,347	\$129,561	\$25	\$1,554,728

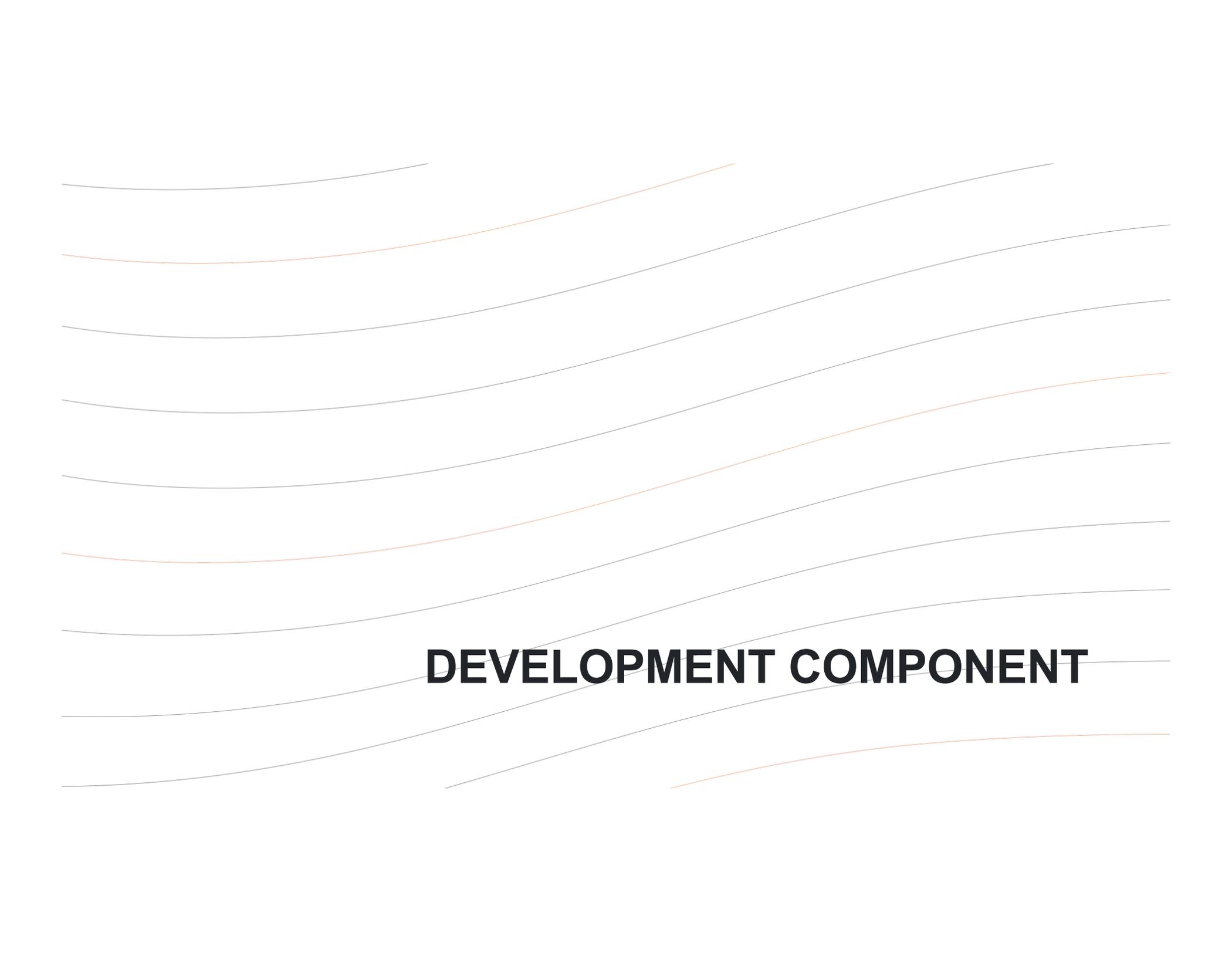
Proforma Rent Roll				
	SF	Monthly Rent	Rent PSF	Annual Rent
Floor 1	3,446	\$15,059	\$52	\$180,705
Floor 2	5,220	\$11,438	\$26	\$137,260
Floor 3	5,968	\$13,145	\$26	\$157,735
Floor 4	5,923	\$12,967	\$26	\$155,604
Floor 5	6,092	\$13,801	\$27	\$165,612
Floor 6	6,095	\$13,896	\$27	\$166,757
Floor 7	5,839	\$14,111	\$29	\$169,331
Floor 8	5,841	\$14,613	\$30	\$175,351
Floor 9	6,075	\$14,686	\$29	\$176,230
Floor 10	3,415	\$8,538	\$30	\$102,450
Floor 11	9,433	\$23,583	\$30	\$282,990
Total	63,347	\$155,835	\$30	\$1,870,024

Office Market Analysis

- During past 12 months, the Fort Lauderdale market has seen 170,000 SF of negative absorption, and 20,000 SF has been removed from inventory. Total availability, which includes sublease space, is 12.8% of all inventory.
- Space rated 3 Star is the most dominant subtype, with 5.2 million SF in this category. There is 4.5 million SF of 1 & 2 Star space and 1.4 million SF of 4 & 5 Star space.
- Rents are around \$31.00/SF, which is a 4.7% increase from where they were a year ago. In the past three years, rents have increased a cumulative 18.1%. This is also an affordable submarket, relative to Fort Lauderdale as a whole, where average rents are \$35.00/SF.
- About 210,000 SF is under construction, representing a 1.9% expansion of inventory. In the past 12 months, 53 sales have taken place. Sales have averaged \$290/SF, and the estimated value for the submarket as a whole is \$222/SF.
- The most frequent of these transactions have been in the 1 & 2 Star space, which is not the largest subtype in the Fort Lauderdale submarket, with 42 sales of this space type.
- Over the past three years, there have been 206 sales, which have traded for approximately \$290 million. The market cap rate for Fort Lauderdale is 7.7%, slightly above its trailing three-year average of 7.5%.

No. Peers	Direct Asking Rent/SF	Availability Rate	Vacancy Rate
17	\$2.17	34.6%	28.7%





DEVELOPMENT COMPONENT

Development Component: Massing Analysis for Residential Parcel



Development Component: Massing Analysis for Residential Parcel



Development Component: Financial Summary

Annual Cash Flow				
\$	Year 1	Year 2	Year 3	Year 4
Effective Potential Income	\$0	\$0	\$134,819	\$4,258,498
OPEX	\$0	\$0	(\$113,591)	(\$695,179)
RE tax	\$0	\$0	(\$91,390)	(\$559,307)
Management Fee	\$0	\$0	(\$4,045)	(\$127,755)
NOI	\$0	\$0	(\$74,206)	\$2,876,257
Capex Reserve	\$0	\$0	\$0	\$0
Unlevered Costs	(\$13,798,227)	(\$23,773,592)	(\$19,811,326)	\$0
Net Disposition	\$0	\$0	\$0	\$85,399,758
Unlevered CF	(\$13,798,227)	(\$23,773,592)	(\$19,885,533)	\$88,276,015
YOC	2.00%	4.07%	7.78%	8.05%

IRR	18.84%
Profit	\$30,818,663
Peak Equity	\$57,457,352
EM	1.54x

Financing Costs	(\$993,181)	(\$574,305)	(\$2,628,443)	(\$860,679)
Loan Proceeds	\$0	\$17,285,392	\$22,439,769	(\$39,725,161)
Interest Paid from CF	\$0	\$0	\$74,206	(\$2,287,322)
Refinance Proceeds	\$0	\$0	\$0	\$0
Closing Costs	\$0	\$0	\$0	\$0
Debt Service	\$0	\$0	\$0	\$0
Levered CF	(\$14,791,409)	(\$7,062,505)	(\$0)	\$45,402,853
C-o-C	0.00%	0.00%	-0.34%	13.16%

- Most of the operating assumptions are based on the market research and analysis and are confirmed by the detailed valuation prepared by JLL
- This underwriting is based on the sale right after the stabilization without refinancing construction loan to permanent one.
- Cap rate is confirmed by JLL.

IRR	24.0%
Profit	\$23,548,939
Peak Equity	\$21,853,914
EM	2.08x

Development Component: Financial Summary

S&U Sources	\$\$	PSF GBA	%%
Senior Loan	\$40,585,840	\$185	65.0%
Equity	\$21,853,914	\$99	35.0%
Total	\$62,439,754	\$284	100.0%

Uses	\$\$	PSF GBA	%%
Acquisition	\$6,880,000	\$31	11.0%
Hard Costs	\$45,265,335	\$206	72.5%
Soft Costs	\$5,237,810	\$24	8.4%
Financing Costs	\$5,056,609	\$23	8.1%
Total	\$62,439,754	\$284	100.0%

- Our base case proforma is underwritten at 65% LTC at 8.5% fixed rate that is consistent with financing brokers' opinion.

Stabilized Income Statement	\$\$	psf NRA
Residential Rental Revenue	\$4,649,881	\$41.89
Additional Income	\$299,820	\$2.70
Vacancy	(\$103,739)	(\$0.93)
Net Revenue	\$5,083,212	\$45.80
Property Tax/ School Taxes	(\$527,048)	(\$4.75)
Insurance	(\$264,000)	(\$2.38)
Maintenance	(\$96,100)	(\$0.87)
Staff and Management	(\$305,379)	(\$2.75)
Utilities	(\$102,300)	(\$0.92)
Landscape	(\$19,800)	(\$0.18)
Marketing and Events	(\$20,000)	(\$0.18)
Expenses	(\$1,334,626)	(\$12.02)
Net Operating Income	\$3,748,585	\$33.77
YOC		6.0%

Value at 4.75% cap rate	\$78,917,584
Value at 5.00% cap rate	\$74,971,705
Value at 5.25% cap rate	\$71,401,624

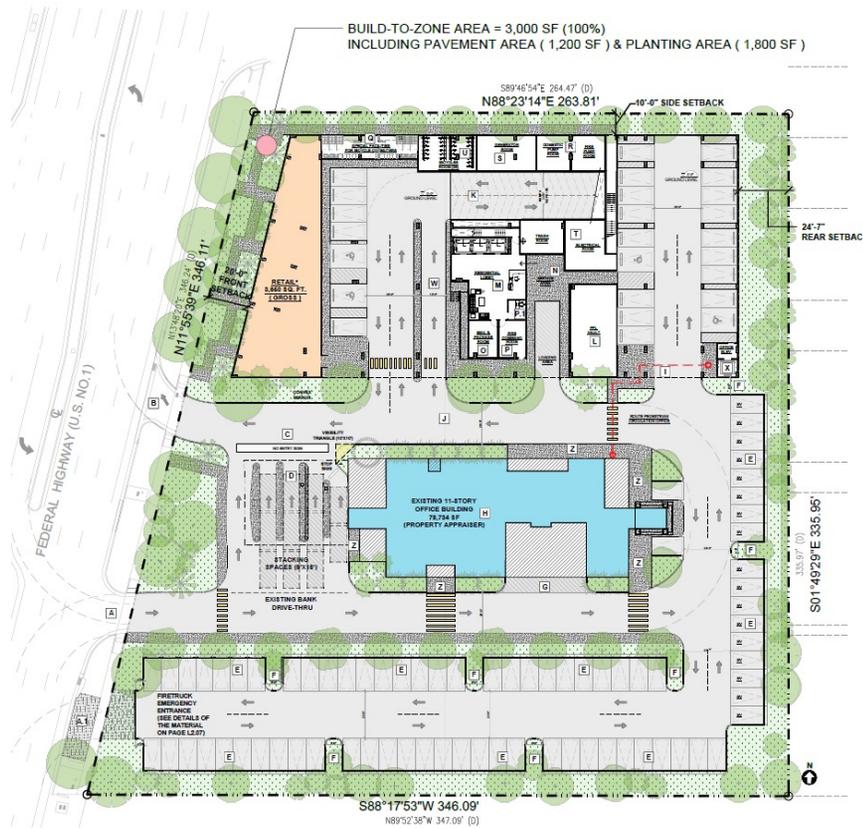
- We believe that the site will be fully site plan approved by the end of the year, however, to keep the things moving and for the sake of saving time we can start working on the design development right away.
- Design development and construction documentation will take approximately 10 months.
- Construction to follow with 20-24 months schedule.

Development Component: Sensitivity Analysis

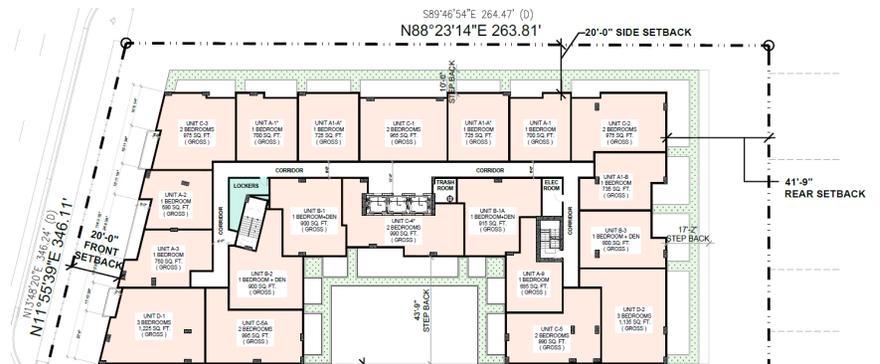
Returns Sensitivity to Resi Rental Rates and Hard Cost						\$2,759	\$2,834	\$2,908	\$2,983	\$3,058	\$3,132	\$3,207
Free Market Rents												
	\$\$, total	\$\$, excluding parking	Per total GBA	Per GBA excluding parking		-7.5%	-5.0%	-2.5%	0.0%	2.5%	5.0%	7.5%
Hard Cost incl. contingency, \$\$	\$40,738,802	\$40,738,802	\$185	\$271	-10%	23.2% / 2.0x	25.4% / 2.2x	27.5% / 2.3x	29.5% / 2.4x	31.4% / 2.6x	33.3% / 2.7x	35.1% / 2.8x
	\$43,002,068	\$43,002,068	\$196	\$286	-5%	20.3% / 1.9x	22.5% / 2.0x	24.7% / 2.1x	26.7% / 2.2x	28.7% / 2.4x	30.6% / 2.5x	32.5% / 2.6x
	\$45,265,335	\$45,265,335	\$206	\$301	0%	17.4% / 1.7x	19.7% / 1.8x	21.9% / 2.0x	24.0% / 2.1x	26.1% / 2.2x	28.0% / 2.3x	29.9% / 2.4x
	\$47,528,602	\$47,528,602	\$216	\$316	5%	14.5% / 1.6x	16.9% / 1.7x	19.2% / 1.8x	21.3% / 1.9x	23.4% / 2.0x	25.4% / 2.1x	27.3% / 2.3x
	\$49,791,869	\$49,791,869	\$226	\$331	10%	11.7% / 1.4x	14.1% / 1.6x	16.4% / 1.7x	18.6% / 1.8x	20.8% / 1.9x	22.8% / 2.0x	24.8% / 2.1x

- Base case proforma provides 24.0% IRR and 2.1x on invested capital.
- In the downside case with 7.5% drop in rents and a 10% increase in cost of construction, the proforma still shows doable digits returns of 11.7% IRR and 1.4x multiple on invested equity over 4-year period.
- Alternatively, an upside case with a 7.5% increase in rents and a 10% decrease in construction gives an attractive 35.1% IRR with 2.8x multiple.

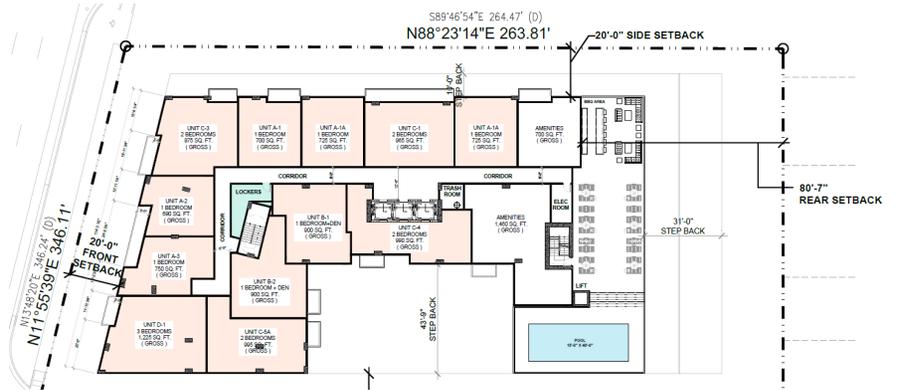
Development Component: Preliminary Plans for Residential Parcel



Typical Floorplan



PH level Floorplan





COMBINED

COMBINED CASH FLOW

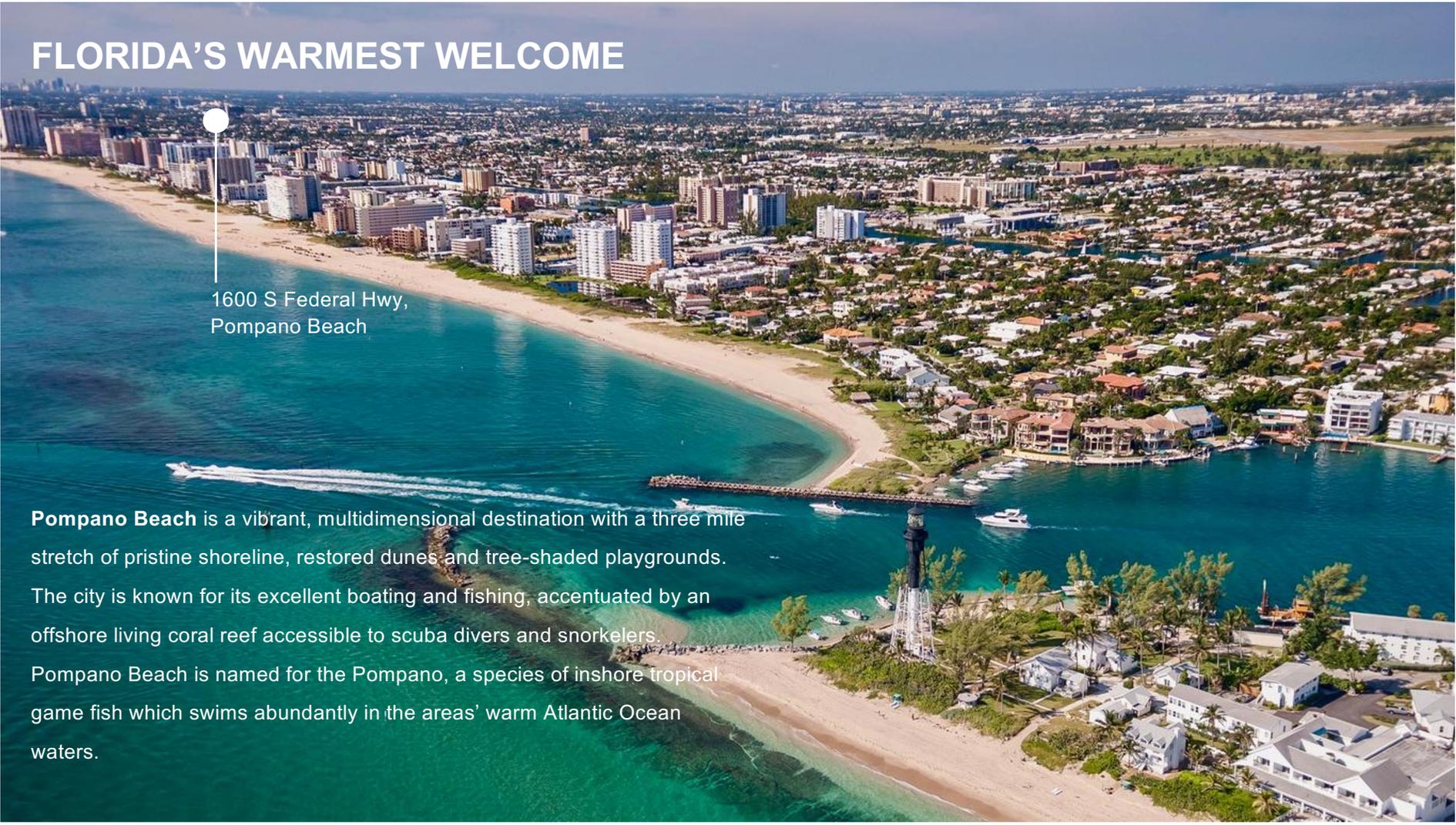
COMBINED PROJECT				
\$	Year 1	Year 2	Year 3	Year 4
Multifamily Development	(\$14,791,409)	(\$7,062,505)	\$0	\$45,402,853
Office CF	(\$15,057,283)	\$1,038,959	\$21,499,552	\$0
Combined CF	(\$29,848,691)	(\$6,023,546)	\$21,499,552	\$45,402,853

IRR	28.32%
Profit	\$31,030,168
Peak Equity	\$36,911,197
EM	1.84x



LOCATION

FLORIDA'S WARMEST WELCOME



1600 S Federal Hwy,
Pompano Beach

Pompano Beach is a vibrant, multidimensional destination with a three mile stretch of pristine shoreline, restored dunes and tree-shaded playgrounds. The city is known for its excellent boating and fishing, accentuated by an offshore living coral reef accessible to scuba divers and snorkelers. Pompano Beach is named for the Pompano, a species of inshore tropical game fish which swims abundantly in the areas' warm Atlantic Ocean waters.

A TRANQUIL HAVEN ON THE GOLD COAST

• Pompano Beach provides all—if not more—of the sublime natural beauty, the fulfilling lifestyle of any of South Florida’s greatest shoreline cities. Yet, there is a degree of tranquility and a certain sense of harmony here which cannot be matched elsewhere. Of course, wonderful destinations like Boca Raton, Fort Lauderdale and Miami are always within easy reach of your optimally-situated home at The Residences.



POMPANO BEACH



FT. LAUDERDALE
INTERNATIONAL
AIRPORT

LAS OLAS
BLVD.

POMPANO BEACH PIER

1600 S FEDERAL HWY

FISHING
VILLAGE

E. ATLANTIC BLVD

POMPANO BEACH
AIRPARK

GOLF COURSE

HILLSBORO INLET & PARK

HILLSBORO CLUB

Contact

Nick Polyushkin



+1 (352) 222-2526



nick@verarealty.com

VERA
COMMERCIAL
Team

General Disclaimer

THE INTERESTS OFFERED IN THIS CONFIDENTIAL OFFERING MEMORANDUM OF INTERESTS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, IN RELIANCE UPON EXEMPTIONS FROM REGISTRATION PROVIDED BY SECTION 4(2) OF THE SECURITIES ACT, AND SIMILAR EXEMPTIONS FROM REGISTRATION PROVIDED BY APPLICABLE STATE SECURITIES LAWS. THE INTERESTS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. ANY INVESTMENT IN THE INTERESTS INVOLVES RISKS, AND OFFEREES SHOULD THOROUGHLY CONSIDER THOSE DESCRIBED IN THIS MEMORANDUM AND CERTAIN SPECIAL CONSIDERATIONS CONCERNING THE PROPERTY OWNER DESCRIBED HEREIN. PLEASE REFER TO THE SECTION ENTITLED "RISK FACTORS."

INVESTORS MUST BE PREPARED TO BEAR THE RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD AND BE ABLE TO WITHSTAND A TOTAL LOSS OF THEIR INVESTMENT. IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EVALUATION OF THE TERMS OF THE OFFERING, INCLUDING THE RISKS INVOLVED.

THIS MEMORANDUM HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY IN ORDER TO ASSIST PROSPECTIVE INVESTORS IN EVALUATING A POTENTIAL INVESTMENT THE PROPERTY.

NEITHER THE DELIVERY OF THIS MEMORANDUM NOR ANY SALE MADE HEREUNDER SHALL CREATE, UNDER ANY CIRCUMSTANCE, ANY IMPLICATION THAT THERE HAS NOT BEEN ANY CHANGE IN THE AFFAIRS OF THE PROPERTY AND ANY OTHER INFORMATION CONTAINED HEREIN SINCE THE DATE HEREOF.

A PROSPECTIVE INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR, RESPECTIVELY, AS TO LEGAL, TAX AND OTHER MATTERS CONCERNING HIS, HER OR ITS PURCHASE OF THE INTERESTS.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM AND IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE OPERATING AGREEMENT WHICH IN THE MINIMUM REQUIRES THAT SUCH TRANSFERS BE APPROVED BY THE SPONSOR. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE INFORMATION PRESENTED HEREIN WAS PREPARED BY THE SPONSOR SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING. NOTHING CONTAINED HEREIN IS, OR SHOULD BE RELIED ON AS, A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF THE INTEREST OR PROPERTY.

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER THE SPECIFIC FACTORS SET FORTH BELOW AS WELL AS THE OTHER INFORMATION INCLUDED ELSEWHERE IN THIS MEMORANDUM AND OTHER DOCUMENTS IN CONNECTION WITH THIS OFFERING BEFORE DECIDING TO INVEST IN THE INTERESTS OFFERED HEREBY.

Real Estate, Economic and Certain Other Conditions: The real estate industry is cyclical and is sensitive to changes in general economic conditions nationwide, or on a local level in Miami, FL such as levels of employment, consumer confidence, income and certain other factors hereafter discussed. The timing of the completion of a development or renovation in Miami may be delayed for various reasons, including regulations, inspections and force majeure events.

Vacancies at Market Place: Vacancies can be expected to occur from time to time in the operation of any real estate asset, and significant vacancies could cause the cash available to pay operating expense or for distribution to investors to decrease.

Tenant Default or Bankruptcy: If a significant number of tenants or an anchor tenant is unable to meet its obligations to the property owner, the cash receipts and cash available to pay operating expense or for distribution to investors will decrease. At any time, a tenant at the Property may seek the protection of bankruptcy laws, which could result in the rejection and termination of their lease. Any tenant that has filed for bankruptcy protection may not continue making payments under its lease or may not make such payments in a timely manner.

Competition: The real estate industry is highly competitive and fragmented. Real estate owners compete not only for tenants, but also for desirable properties, financings, purchasers and management. The property owner competes with other local, regional and national real estate owners, some of which have longer operating histories and greater financial, marketing and sales resources than the property owner. Further, real estate(s) at the Property may compete with other area tenants for business in their respective industries.

Environmental Matters: The property owner cannot assure that there are no potential environmental liabilities, that no environmental liabilities may develop, that no prior owner created any material environmental condition not known to the property owner, or that future uses or conditions, including, without limitation, changes in applicable environmental laws and regulations, will not result in liability for the property owner. The costs of any required remediation removal of environmentally hazardous substances may be substantial, and such liability could exceed the fair value of the Property and/or the property owner's aggregate assets. The presence of, or the failure to properly remediate substances when released may adversely affect the property owner's ability to sell the affected real estate or to borrow using the real estate as collateral.

Dependence on Management Personnel: The success of the property owner depends to a significant degree on the efforts of the property owner's management, which is provided by an affiliate of Vera Fund LLC (the "Sponsor" or the "Manager"), and on the efforts of the Property's management. The property owner's operations may be adversely affected if one or more members of senior management of the managing member cease to be active in the property.

Cash Flows May Not be Distributed: There is no guarantee that the property owner will have sufficient cash available in any given quarter to make distributions to investors.

Lack of Liquidity and Public Market Interest for the Interests: The interests are restricted and have not been registered pursuant to the Securities Act of 1933, as amended, or any states securities law. Also, the interests will be subject to restrictions on transfer, assignment and resale and may not be transferred, assigned or resold unless they are registered under appropriate federal and/or state laws, or unless exemptions from such registration requirements are available. The operating agreement restricts the transfer of membership interests. Investors should be prepared to hold their interests indefinitely.

Conflicts of Interest: The property owner is subject to potential conflicts of interest arising out of the relationship between the Sponsor and certain affiliated entities. These potential conflicts of interest will not be resolved through arms-length negotiations, but through the exercise of the managing member's judgment.

Compensation and Other Fees: The Sponsor will be reimbursed by the Company for all out-of-pocket expenses paid or incurred in the performance of any its or his duties, including services rendered pursuant to the property management agreement. The Sponsor or affiliate entities may be paid acquisition fees, asset management fees, brokerage fees, equity/structuring fees and/or other similar fees. The Company may also engage an affiliate of the Sponsor as the property manager and pay a property management fee. Additionally, an affiliate of the Sponsor may be paid a construction management fee or developer fee. Additional overhead shall be reimbursed to an affiliate of the Sponsor by the property.

No Control by Investors: The Sponsor has sole control over the business of the Company. Investors purchasing interests will have no voice in the day-to-day management or other decisions of the Company or the property owner's business. Accordingly, no person should purchase interests unless he or she is willing to entrust virtually all aspects of management of the property owner and the Company to the Sponsor.

Private Offering and Lack of Agency Review: Because this is a non-public offering, and, as such, is not registered under federal or state securities laws, the interests will not have the benefit of review by the Securities and Exchange Commission or by any state securities commission.

Tax Risks: Any investor is subject to a number of significant tax risks. The purchase of interests involves complex federal, state and local tax considerations that differ for each investor. Each investor will be allocated a portion of the annual income of the company without regard to actual cash distributions, thereby possibly resulting in a tax liability that could exceed cash distributions. Each prospective investor is strongly urged to consult with his or her own tax advisor with respect to his or her particular tax situation, the United States federal, state and local and foreign income tax consequences of the purchase, ownership and disposition of interests and possible changes in the tax laws or the regulations thereunder.

Some of the statements contained in this investment memorandum are forward looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, levels of activity, performance, or achievements of the property owner or the Property to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward looking statements. A number of these factors are described in the "Risk Factors" section and other sections of this memorandum.

In some cases, a forward looking statement can be identified by the use of terminology such as "may," "will," "should," "could," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue," or the negative of these terms or other similar terminology.

ALTHOUGH THE SPONSOR BELIEVES THAT THE EXPECTATIONS REFLECTED IN THE FORWARD LOOKING STATEMENTS ARE REASONABLE, THE SPONSOR CANNOT MAKE GUARANTEES OF FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE, OR ACHIEVEMENTS. NEITHER THE SPONSOR NOR ANY OTHER PERSON ASSUMES RESPONSIBILITY FOR THE ACCURACY AND COMPLETENESS OF FORWARD LOOKING STATEMENTS. NO ONE IS UNDER ANY DUTY TO UPDATE ANY OF THE FORWARD LOOKING STATEMENTS CONTAINED HEREIN AFTER THE DATE OF THIS INVESTMENT MEMO TO CONFORM THEM TO NEWLY DEVELOPED EXPECTATIONS OR ACTUAL RESULTS.

Transaction with Affiliates and Potential Conflicts of Interest

Services Provided by Affiliates: The Sponsor is subject to various potential conflicts of interest arising out of its relationship with Vera Fund LLC, and its affiliates. These potential conflicts of interest will not be resolved through arms-length negotiations, but through the exercise of the Managing entity's judgment.

No Specific Time Commitment of Manager: The Sponsor is not required to devote any specific amount of time to the business of the property owner.

Ownership in Competing Businesses: The Sponsor may engage in or hold interests in business ventures of every kind whether or not in competition with the property owner. Vera Fund LLC and its respective affiliates have existing investments in real estate in the immediate vicinity of the Property which investments are in competition with the Property. Vera Fund LLC and its respective affiliates have additional existing investments in real estate and may form other public or private entities with activities similar to the property owner and may retain interests in real estate for which they are developers, managers or investors. Investors shall not have any interest or right to participate in these existing or future investments.

Vera Fund