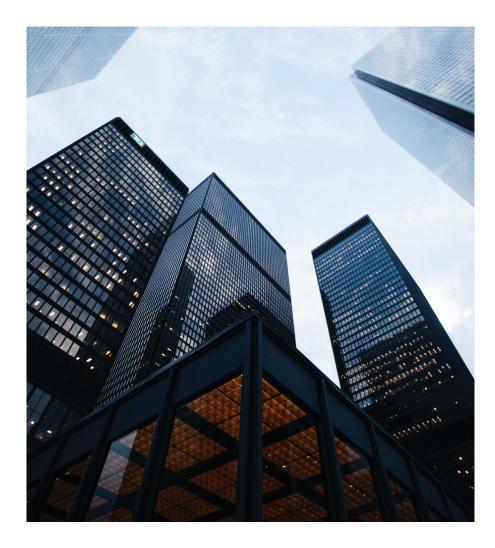


1995 E Oakland Park Blvd, Fort Lauderdale

Multifamily Development Opportunity

Offering Memorandum



Executive Summary

- Vera Fund ("VF") is seeking a potential buyer or a JV partner for a multifamily ground-up development project located at 1995 East Oakland Park Blvd,
 Fort Lauderdale, FL, with all approvals to build a 10-story, 63-unit multifamily residential building of approximately 165,000 GBA, featuring an affordable housing component (Live Local Program) (the "Property" or the "Project").
- The asking price (or valuation in case of a JV) is \$6.5mm.
- VF is also open to a joint venture structure where VF will contribute the Property, along with all improvements and plans, into the joint venture at the asking price, and will act as the sponsor and developer of the project.
- The property is uniquely located at the center of everything including local amenities (parks, groceries, shopping malls, gyms, beaches, etc.), transport accessibility (US-1 and I-95) and is a proven multifamily location with the 'next-door comp Oaklyn', plus a shortage of new quality projects.
- VF acquired this Property in 2022 and subsequently, after the acquisition closing, started to work on (a) site plan approval for the future development project, and (b) significantly increasing the NOI of the current property through OPEX optimization, improving the quality of the tenants, and increasing rents to market level.
- At the asking price, the development proforma shows attractive YOC of around 6.8% that is 150 bps higher than forecasted cap rate of 5.25%.
- Gross project level returns are planned to be on the following level: IRR 25.2% on a 5-year hold, \$23.6mm of profit and 2.33x MOIC. For more
 information, please refer to Financial Summary on the next slide.



Key Project Highlights

\mathbf{O}	 Unique location Proven multifamily location Low supply of quality multifamily buildings 	The property enjoys a unique location at the center of everything — encompassing local amenities such as parks, groceries, shopping malls, gyms, beaches, etc. It boasts transport accessibility via US-1 and I-95 and is situated in a proven multifamily area, next to the main comparable property, Oaklyn. Additionally, there is a scarcity of new quality projects in the area.
		Since 2020, Oaklyn is the only new building that has been constructed in the area and serves as the primary comp for the project. Proforma rents are based on those of Oaklyn and are still 20-25% lower than the rates in downtown Fort Lauderdale.
	Live LocalAffordable Housing Benefits	The project will include an affordable housing component, with 40% of the units set at 120% of AMI. This will allow the project to benefit from both a zoning bonus and a real estate tax abatement, with the details of the abatement to be confirmed by the zoning council.
	JV OptionSeller is open to a JV structure	VF is also open for a joint venture structure where VF will contribute the Property, with all improvements and plans into the joint venture. VF is an active developer and investment company with over 10 years of experience and \$100m+ capital invested.
	Returns IRR - 25.24% MOIC - 2.33x Profit - \$23.6mm 5-year	Our sensitivity analysis shows a good cushion for returns in case of decreasing rates or increases to the budget.

Sensitivity Analysis

Returns S	ensitivity to Res	i Rental Rates	and Hare	d Cost															
Free Mark	et Rents					\$3,10	5	\$3,1	88	\$3,2	72	\$	3,356	\$3,4	40	\$3,5	24	\$3,6	08
Affordable	e Rates					\$2,25	8	\$2,3	19	\$2,3	80	\$	2,441	\$2,5	02	\$2,5	63	\$2,62	24
	\$\$, total	\$\$, excluding parking	Per total GBA	Per GBA exluding parking		-7.5%	6	-5.()%	-2.5	5%	0.0	%	2.5	%	5.0	%	7.59	%
. 69	\$28,122,208	\$22,003,144	\$171	\$ 19 8	- 10 %	24.2%/	2.3 x	26.1%/	2.4x	28.0%	2.5x	29.9%/	2.7x	31.7%/	2.8x	33.5%/	2.9x	35.2%/	3.0 x
incl. :y, \$\$	\$29,684,553	\$23,225,541	\$180	\$209	-5%	21.8%/2	2.1x	23.8%/	2.3 x	25.7%/	2.4x	27.5%/	2.5x	29.3%/	2.6 x	3 1.1%/	2.7x	32.8%/	2.9 x
Hard Cost in contingency,	\$31,246,898	\$24,447,938	\$190	\$221	0%	19.5%/	2.0 x	21.5%/	2.1x	23.4%/	2.2x	25.2%/	2.3x	27.1%/	2.4x	28.8%/	2.6x	30.6%/	2.7
Hard	\$32,809,242	\$25,670,334	\$ 19 9	\$232	5%	17.3%/	1.9 x	19.2%/	2.0 x	21.1%/	2.1x	23.0%/	2.2x	24.8%/	2.3 x	26.6%/	2.4 x	28.3%/	2.5x
тß	\$34,371,587	\$26,892,731	\$209	\$243	10 %	15.1%/ 1	.7x	17.1%/	1.8 x	19.0%/	1.9 x	20.8%/	2.1x	22.7%/	2.2x	24.4%/	2.3 x	26.2%/	2.4 x

• The base case pro forma projects a 25.2% IRR and a 2.3x return on invested capital.

- In a downside scenario, with a 7.5% decline in rents and a 10% increase in construction costs, the pro forma still indicates solid returns of 15.1% IRR and a 1.7x multiple on invested equity over a 5-year period.
- Conversely, in an upside scenario with a 7.5% increase in rents and a 10% reduction in construction costs, the pro forma becomes even more attractive, forecasting a 35.2% IRR and a 3.0x multiple on invested equity.

Property Highlights

- Address:
- 1995 East Oakland Park Blvd, Fort Lauderdale, FL

SFED-MU, South Federal Highway Corridor Mixed-Use

• Offering Price: \$6,500,000

Current Buildings:

- **GBA:** 20,000 sf
- Current annual NOI: \$230,000
- Zoning:
- District
- Fully Leased
- All tenants have demo clause



Vera Fund



Proposed Concept:

• GBA:	165,000 sf incl. 54,000 sf of covered parking									
NRA Total:	88,000 sf									
	- NRA Market rate: 53,000 sf									
	- NRA Affordable: 35,000 sf									
• Parking:	135 spots									

Project Location and Local Amenities

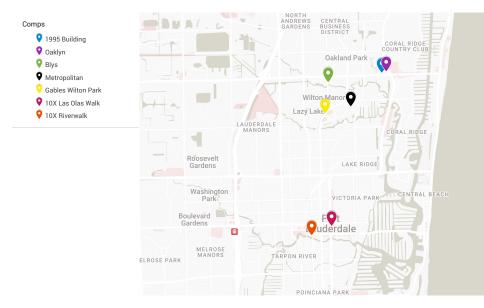


- The project's location is quite unique, situated close to the beaches and immediately adjacent to the US-1 highway.
- The location borders with the prestigious Coral Ridge Country Club.
- Project is in a proximity to various type of local amenities such as parks, gyms, grocery stores, cinema etc.
- Proven multifamily destination –
 Oaklyn multifamily complex show a good lease-up pace and great rents.

Lieber Park

Rental Comps Analysis

1995 Project Comparables



- Average current rent on the comp set is \$2,862 per month for 1BR and \$3,865 for 2BR apartment. This comp set includes two 10x properties in downtown Fort Lauderdale.
- Without 10x average rent is slightly lower \$2,522 for 1BR and \$3,456 for 2BR.
- Proforma rents are just 7% higher than average comp set numbers without 10x to account for the 2025 development start date.
- Additionally, proforma numbers still represent a significant discount of 20-25% over 10x properties in downtown Fort Lauderdale.
- See below detailed comp set.

				Cor	nparables	s in Proxim	nity - 1995	E Oaklan	d Park Blv	d Multifa	nily Proje	ct						
Name	1995 E Oal	land P Blvd		Oaklyn			Blys		N	1etropolit	an	Gab	les Wiltor		Average		Average	
Apartment Type	1-BDR	2-BDR	Studio	1-BDR	2-BDR	Studio	1-BDR	2-BDR	Studio	1-BDR	2-BDR	Studio	1-BDR	2-BDR	Studio	1-BDR	2-BDR	Average
Address			3333 N Federal Hwy. Oakland Park			3000 NE 6th Ave, Oakland Park			1220 NE 24th St. Wilton Manors			513 NE 2:	1st Ct, Wilt	on Manors				
Price	\$2,700	\$3,700	\$2,298	\$2,434	\$3,613	\$2,210	\$2,555	\$3,085	\$2,350	\$2,800	\$3,600	\$2,016	\$2,300	\$3,528	\$2,219	\$2,522	\$3,457	
Square Feet	600	950	474	550	1.172	601	705	1.241	627	816	1.171	686	824	1,236	597	724	1,205	
PSF pa	\$54.00	\$46.74	\$58.18	\$53.11	\$36.99	\$44.13	\$43.49	\$29.83	\$44.98	\$41.18	\$36.89	\$35.27	\$33.50	\$34.25	\$45.64	\$42.82	\$34.49	\$42.32
			Trash - :	\$25, Pest -	\$7. Pet -													
			\$100. F	Renter's In	surance,		T 1 60	-	Pet - \$2	5, \$500 (1-	time fee),	Trash -	\$35. Pet F	ee - \$25.				
Extra Fees?			Amenity	Fee \$250) - (1-time		Trash - \$25			Trash - \$28, Rental Insurance			(1-time), Pe	est - \$4				
				fee)														
Eff. Year Built	20	026		2023		2023			2016				2010					
Total Sq. Feet (Lot)	164	.835	55.511			401.840			296.921				223,426					
Occupancy			- 50% of a	all uni <mark>t</mark> s		- 90% of available units			= 99% of all units			< 90% of all units						
Promotions?						1.5-month free, 14-mth lease,												
14-month Lease Price			\$2,298	\$2,434	\$3,613	\$2,210	\$2,555	\$3,085	\$2,350	\$2,800	\$3,600	\$2,006	\$2,290	\$3,523	\$2,216	\$2,520	\$3,455	
Photo #1				Į														
Photo #2																		

Project Rental Comps Analysis

Name	1995 E Oak	land P Blvd	10X	Las Olas	Walk	10	X Riverw	alk		Average		
Apartment Type	1-BDR	2-BDR	Studio 1-BDR 2-BDR			Studio	1-BDR	2-BDR	Studio	1-BDR	2-BDR	Average
Address			106 S F	ederal H	wy. Fort	4 W L	as Olas Bl	vd, For <mark>t</mark>				
Address			1	Lauderdal	е	l	Lauderdal	е				
Price	\$2,700	\$3,700	\$3,392	\$3,566	\$5,579	\$3,415	\$3,514	\$3,603	\$3,404	\$3,540	\$4,591	
Square Feet	600	950	616	871	1.448	600	694	1,130	608	783	1,289	
PSF pa	\$54.00	\$46.74	\$66.08	\$49.13	\$46.23	\$68.30	\$60.76	\$38.26	\$67.19	\$54.95	\$42.25	\$54.79
			Applic	ation Fee	- \$150.	Applic	ation Fee	- \$150.				
Extra Fees?			Upfront Lease Fee - \$395.			Upfront	Lease Fe	e - \$395,				
			Pet Fee - \$20, \$500 (1-time)			Pet Fee	\$20, \$50	0 (1-time)				
Eff. Year Built	20	026		2022			2021					
Total Sq. Feet (Lot)	164,835		81.415				47.454					
Occupancy			« 60-70% of available units « 60-70% of available units									
Promotions?			\$1,000 of	f on selec	t apartmer	\$1,500 of	r.					
14-month Lease Price			\$3,392	\$3,566	\$5,579	\$2,537	\$2.818	\$3,565	\$2,965	\$3,192	\$4,572	
Photo #1			LUN N									
Photo #2					HI-							

Downtown Fort Lauderdale Rental Comps Analysis

Vera Fund



Private Investment Platform for real estate projects located in South Florida

10+ years successful track record

\$100M+

invested projects done

Investment

Vera Fund has over 10 years of history and a proven track record in real estate investing in the residential and commercial sectors. With a wealth of experience and intuition, our performance results in a complete transformation of real estate asset values.

Development

We have significant experience in innovative development and design within budget and on time, maximizing returns and minimizing risk. Vera Fund is uniquely positioned to evaluate each project for its optimal purpose and its successful investment outcomes in the future.



Brokerage Experience

Since 2012 we have been having boots of multiple agents on the ground and see each market movement on our fingertips. We obtained a deep understanding of the South Florida real estate market, justifying every move and thereby enhancing asset value.

Asset Management

Competent and transparent review of deal investment rationale, development and implementation of sound operating strategies, oversight of capital improvements projects, ongoing market analysis and asset disposition strategies to maximize returns.

Leadership

Nick Polyushkin

Co-founder, CEO

Has over 10 years of real estate experience. Vera Fund has invested \$100+ million of equity into South Florida projects - from single family homes to ground up development. Data-driven strategies, deep understanding of the real estate market, intuition based on years of experience, transforming properties and generating positive long-term economic impact are the operating factors that drive Nick's success. Vera Fund's impeccable track record and the company's reputation for integrity and transparency are a major source of pride for him. Nick holds a Masters in Economics from the University of Miami and a Bachelor in Marketing from the University of Florida.

Konstantin Shmaraev Co-founder, Partner

Has over 30 years of international business and real estate experience in Florida since 2007. Worked in Arab countries until 1991. In addition to English, he is fluent in Arabic. Konstantin is the founder of Russia's first instant noodles production company (ANACOM). Rich experience in building international format business allows Konstantin to competently develop real estate business and implement investment strategies with maximum profitability. Konstantin holds a Masters in Interpretation and MBA Marketing.

Yury Kharitonenkov CIO, Partner

Investment Executive with 15+ years of experience in raising capital, buying, financing, selling and developing high profile properties in the U.S. and internationally in different real estate asset classes. Transaction executive for more than a decade for high profile real estate companies in NYC, Europe and Middle East, with responsibility for all aspects of deals, bridging from underwriting through business and legal negotiation and structuring, acquisition or developing, then ultimately selling over \$1BN of dollars of property. Yury graduated magna cum laude from Finance Academy (Moscow, Russia) and holds Masters in investment analysis.

Contact

Nick Polyushkin



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nick@vera.fund

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VERAFUND

Vera Fund

General Disclaimer

THE INTERESTS OFFERED IN THIS CONFIDENTIAL OFFERING MEMORANDIUM OF INTERESTS HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AS AMENDED. OR ANY STATE SECURITIES I AWS. IN RELIANCE UPON SEROM REGISTRATION PROVIDED BY SECTION 4(2) OF THE SECURITIES ACT AND SIMILAR EXEMPTIONS FROM REGISTRATION PROVIDED BY ADDRESS TATE SECURITIES AWS. THE INTERESTS HAVE NOT DEPONDED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES 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 REEN 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 APPLICARIE STATE SECURITIES LAWS. PURSUANT TO REGISTRATION OR EXEMPTION THEREFORD 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 Trained to fail to a significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to project provide significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to project provide significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to project provide significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to project provide significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to project provide significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to project provide significant number of fenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to provide significant number of tenants or an anchor tenant is unable to meet it to soligations to the property owner, the cash receipts and cash variable to provide significant number of tenants or an anchor tenant is unable to meet its soligations to the property owner, the cash receipts and cash variable to provide significant number of tenants or an anchor tenant is unable to meet its soligations to the property owner, the cash receipts and cash variable to provide significant number of tenants or an anchor tenant is unable to meet its soligations to the property owner, the cash receipts and cash variable to provide significant number of tenants or an anchor tenant is unable to meet its soligations to the provide significant number of tenants or an anchor tenant is unable to meet its soligations to the provide significant number of tenants or an anchor tenant is unable to meet i

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, any tenant(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 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 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 labilities 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 labilities 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 labilities 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 labilities may develop.

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 agreeate assets. The presence of or the failure to property indicate 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 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 guarter to make distributions to investors.

Lack of Liquidity and Public Market Interests for 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 eneage 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 of the rompany or the property owner's business. Accordingly, no person should purchase interests will not be on the sole of the company of the property owner's business. 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," "expects," "pleives," "believes," "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 arisine 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

Ownership in Competing Businesses: The Sponsor may engage in or hold interests in business or 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 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 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 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 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 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 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 existing investments in real estate in the immediate vicinity of the Property which investments are in competition with the Property. 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 investment