RE: $75,000,000 Limited Partnership
Private Equity Investment
(Syndication Potential @ $25M each)

TO: Private Equity Partners

I would like to introduce my sponsor, **Mr**. **Peter Woodfine**, an experienced commercial real estate developer in Canada. I have met face to face with Mr. Woodfine in the last two weeks, and in reviewing the extensive documentation on his projects, feel a very high confidence level that this is worthy of strong consideration. I have already provided you with the Investor pitch deck, and am summarizing the deal to support the additional documentation I have received.

Essentially, the sponsor has in the past 25 years built numerous large retail, office building, power centers (Walmart, Target, etc.) and industrial space in western Canada. He focuses on secondary markets where growth is underway, and has relationships with the major tenants to lease the stores he builds. Construction, leasing and development is his expertise.

The Projects
The products being built have good upside growth potential, as each of the projects are in secondary core markets. The Sponsor currently has, or proposes to make available to investors, real-estate assets that fall into four categories of qualified investments:

PROFESSIONAL CENTRES
TECH INDUSTRIAL
RETAIL SELECT
SUBURBAN OFFICE

Sponsor History
Until 2005, the project funding has come from two personal ultra-high-net-worth individuals in Alberta in the form of Joint Ventures. However, the JV partners have reached their 90's, their wealth has been distributed, and they are no longer a funding source. Hence the reason for structuring the LP's.

After 2005, the sponsor sold his interests for $105 Million dollars. Since that time, he has been developing, constructing and leasing one-off projects, and has now returned to the formula that made him successful prior to 2005. The projects are built using a template for each asset class.

For the last 3 or 4 years, the sponsor has been laying the groundwork for the regulatory structure and locking up certain target properties for development. Today, he is a listed public non-traded Canadian entity with the Canadian securities agency.

Investor Returns

The sponsor is paying out 3x at 20% annually for ten years. The current deals are in the development stage, and the payout can either be through distributions starting in the 4th year, or the investor can sell his share for the yield. It is up to the LP how they would hold or exit the arrangement.

15% is the projected compounded annual return on the capital investment during the development phase, with annual distributions of over 20% during the management phase.

Current Opportunity

By becoming a reporting issuer, the sponsor is a public, non-listed real estate fund that allows us to get 5x leverage, and allows investors to have freely transferable units, as well as transparency to the investors. Financial Statements are audited by Price Waterhouse.

Strategy

1. The first set of buildings is constructed using all cash from the sale of limited partnership units
2. As buildings are leased, the sponsor issues exchange-traded debentures, maintaining a 1.2% interest coverage ratio.
3. The proceeds from issuing debentures are used to build a second set of buildings.
4. With the second set of buildings leased, more debentures are issued and a third set of buildings is built.
5. Once the leverage ratios are achieved and construction ends, the sponsor distributes 90% of the net income. The remaining 10% is used to pay down the debt, allowing distributions to grow organically over time.

The sponsor will be in New York in the next 10 days in his office there, and is available to meet in person. He is currently attending and presenting this opportunity at a Super Investor conference in Germany.