


*presents***WEST PALM BEACH**

A 282-UNIT CLASS "AAA" CORE LUXURY MULTIHOUSING INVESTMENT OPPORTUNITY

JUNE 22, 2016



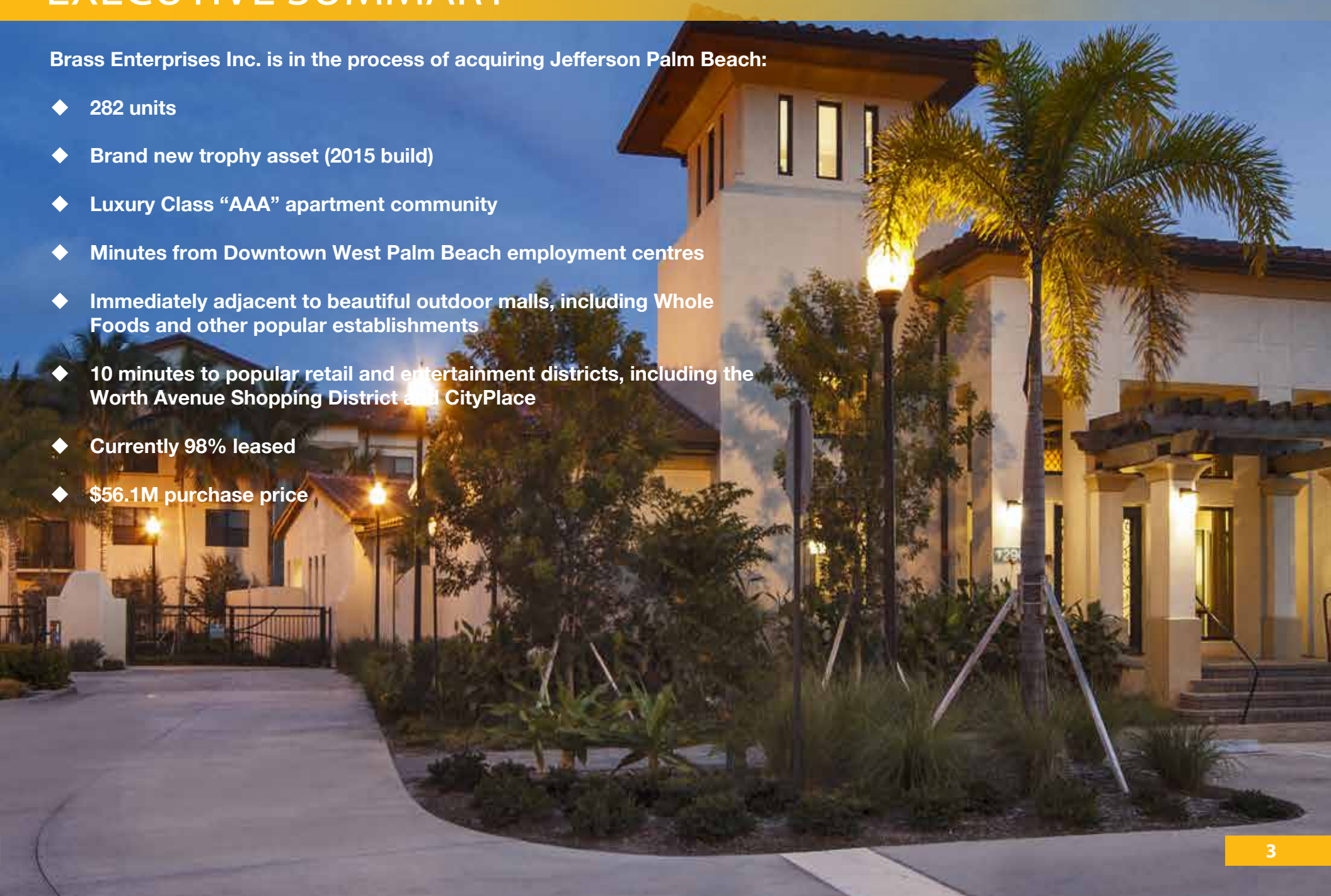
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EXECUTIVE SUMMARY

Brass Enterprises Inc. is in the process of acquiring Jefferson Palm Beach:

- ◆ 282 units
- ◆ Brand new trophy asset (2015 build)
- ◆ Luxury Class “AAA” apartment community
- ◆ Minutes from Downtown West Palm Beach employment centres
- ◆ Immediately adjacent to beautiful outdoor malls, including Whole Foods and other popular establishments
- ◆ 10 minutes to popular retail and entertainment districts, including the Worth Avenue Shopping District and CityPlace
- ◆ Currently 98% leased
- ◆ \$56.1M purchase price



QUALIFIER

This presentation and the information contained within, including the Term sheet, Executive Summary, Pro forma, Firm Overview (collectively, the “Offering Memorandum”) is confidential, proprietary and for authorized use only. No person is authorized to make any representations regarding the securities offered under this Offering Memorandum except as set forth in this Offering Memorandum. Prospective investors should not rely on any information that is not contained in this Offering Memorandum.

This Offering Memorandum is being presented to prospective investors solely for such investors’ confidential use, with the express understanding that, without the prior permission in writing from Brass Enterprises Inc. (“Brass”), the investor will not copy, reproduce or distribute this document or any portion of it or use any information contained herein for any purpose other than evaluating a potential investment in securities of Dedicated West Palm Beach ON LP (the “Ontario Partnership”) and Dedicated West Palm Beach, LP (the “US Partnership,” and collectively the “Partnerships”).

Forward-looking Information

This presentation and the information contained in the Offering Memorandum (including the Pro Forma information and the other summary financial information and projections provided) contains “forward-looking information” within the meaning of Canadian securities legislation and Section 27A of the U.S. Securities Act of 1933, as amended and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. This information and these statements, referred to herein as “forward-looking statements” are made as of November 30, 2015, with updated rental data based on March 2016 financial statements. Forward-looking statements relate to future events or future performance and reflect current estimates, predictions, expectations or beliefs regarding future events. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects”, “anticipates”, “plans”, “projects”, “estimates”, “envisages”, “assumes”, “intends”, “strategy”, “goals”, “objectives” or variations thereof or stating that certain actions, events or results “may”, “can”, “could”, “would”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-

looking statements.

All forward-looking statements are based on Brass’ current beliefs as well as various assumptions made by, and information currently available to, it. These assumptions include, without limitation: (i) revenues; (ii) expenses; (iii) interest rates; (iv) the availability and continuity of financing; (v) acquisition costs; (vi) reasonable contingency requirements; and (vii) tax rates. Additional assumptions are discussed elsewhere in this Offering Memorandum.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future events. We caution readers not to place undue reliance on these forward-looking statements as a number of important factors could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. These risk factors may be generally stated as the risk that the assumptions and estimates expressed herein do not occur, but specifically include, without limitation, risks relating to general economic and market conditions, risks of real estate investments (including changes in property values, management of residential rental units and natural disasters), renewal of financing, illiquidity of investment, illiquidity of partnership units, environmental liability, reliance on certain individuals, competition from other market participants, the ability to access capital, interest rates, tax rates, possible changes in laws and the risk of fluctuation and variation in actual operating results, including, without limitation, revenues/rents and expenses. The foregoing list of factors that may affect future results is not exhaustive and other unknown or unpredictable factors could harm future results.

When relying on our forward-looking statements, readers of this presentation should carefully consider the foregoing factors and other uncertainties and potential events. Neither Brass nor the Partnerships undertake to update any forward-looking statements, whether written or oral, that may be made from time to time by Brass and/or the Partnership, except as may be required by law.

For greater certainty, the pro-forma financial information contained in pages 16-21, the mortgage details contained in page 19 and the cash flow and IRR models and assumptions contained in pages 20-21 are forward-looking statements.

Tax Considerations

This Offering Memorandum does not address the Canadian or United States tax consequences of the acquisition, holding or disposition of interests of the Partnerships by Canadian or United States residents, or other non-residents of Canada. Prospective purchasers of interests in the Partnerships should consult their own legal and tax advisors with respect to the Canadian, United States, and other tax considerations of an investment in the Partnerships, including without limitation, the acquisition, holding and disposition of interests in the Partnerships. Neither Torkin Manes LLP, Greenberg Traurig, P.A. nor Scale Capital Management Inc. are providing any tax advice to such prospective purchasers.

Enforcement of Legal Rights against the Partnerships

There may be difficulty in enforcing legal rights against the Partnerships and their directors, officers and employees who are residents outside Canada. All or substantially all of the assets of the Partnerships are located outside of Canada and, as a result, it may not be possible to satisfy a judgment against the Partnerships in Canada or to enforce a judgment obtained in Canadian courts against a Partnership outside of Canada.

Market Information

Certain information contained in this Offering Memorandum relating to the real estate market in general and the real estate market in West Palm Beach, Florida in particular has been obtained from publicly available sources. We make no representations as to the reliability of the information on which their analysis is based. Further, the analysis reflected in these reports are subject to a series of assumptions and projections about the drivers of value which are not disclosed in detail in the reports. These reports consider the real estate market generally and do not purport to provide advice as to any particular investment or guidance with respect to any particular investment objective. While Brass believes that these reports are reliable, neither Brass nor the Partnerships have independently verified the accuracy or completeness of any information or assume any responsibility for the completeness or accuracy of the information derived from these reports.

Investment in the Partnerships

Investors will purchase limited partnership units of the Ontario Partnership and/or the US Partnership.

The US Partnership will acquire a 92% tenancy-in-common ownership

interest in the Jefferson Palm Beach property.

Canadian investors will invest in limited partnership units of the Ontario Partnership and US Partnership. US investors will invest in limited partnership units of the US Partnership. The US Partnership is an indirect subsidiary of the Ontario Partnership. Canadian investors and US investors will have the same economic equivalent in the Jefferson Palm Beach property. Dedicated West Palm Beach GP, LLC (the “US GP”) will have a 0.1% interest in the US Partnership. Subject to the payments set forth on page 6 herein, Dedicated West Palm Beach Managers, LP (“Managers”) will have a 0.05% interest in the US Partnership. Dedicated West Palm Beach GP Inc. (the “Ontario GP”) will have a 0.001% interest in the Ontario Partnership. US GP, Managers and Ontario GP are indirectly held by a principal of Brass Enterprises Inc.

Purchasers under the Offering Memorandum are investing solely in the Partnerships and are not investing in Brass or directly in the Jefferson Palm Beach property.

The material agreements relating to a prospective purchaser’s investment in the Partnerships are: the partnership agreements for Dedicated West Palm Beach ON LP, Dedicated West Palm Beach, Holdings, LP, Dedicated West Palm Beach, LP, the subscription agreement for the units of the Ontario Partnership and this offering memorandum.

Prospective purchasers of interests in the Partnerships should review these agreements and should have these agreements reviewed by their own legal and financial advisors. Prospective purchasers should consult their own legal and financial advisors and such other advisors as such prospective purchasers require in order to evaluate the investment in the Partnerships and to fully understand their rights and obligations thereunder, including without limitation, with respect to the trading and resale restrictions imposed by applicable securities laws. Prospective purchasers and their legal and financial advisors should review the subscription agreement and limited partnership agreements in conjunction with offering memorandum.

Scale Capital Management Inc. is acting as the agent of the Ontario Partnership and US Partnership to market the securities of the Ontario Partnership and US Partnership to residents of Canada only. For greater clarity, Scale Capital Management Inc. is not acting as agent to market any securities of the Ontario Partnership or US Partnership in the United States. Scale Capital Management Inc. assumes no responsibility or any liability for the accuracy of the disclosure contained herein.

DEDICATED WEST PALM BEACH INVESTMENT SUMMARY SHEET

Brass Enterprises Inc. is a real estate investment company focused exclusively on multifamily residential properties. Our objective as a major investor in all of our projects is to create investment opportunities and nurture them throughout the life of the venture. Our aim is to provide solid cash flow on a monthly basis, while carefully maintaining and often upgrading the properties, accelerating their appreciation.

Investment Size	\$22,055,872
Min. Purchase	\$250,000, subject to waiver.
Term	The life of the partnerships, i.e., until the property as defined below is sold and its assets are distributed. The expected hold period is 4-7 years. The loan terms allow for multiple resizings of the loan throughout the life of the investment. These draws can be utilized to return capital to the investors.
Investment Objectives	The business objective is to directly purchase, rent/lease, manage, improve, and sell the property currently known as Jefferson Palm Beach, located at 290 Courtney Lakes Circle West Palm Beach, FL 33401 (the "property").
How to subscribe	PLEASE CONTACT: Sorelle Simmons, J.D. CEO, Brass Enterprises Inc. (647) 502-0770 ssimmons@brassenterprises.com
Use of Proceeds	The entire proceeds will be used as the equity portion to acquire a 92% tenancy-in-common ownership interest in the property along with the associated expenses and fees.

Currently, Brass Enterprises Inc. is in the midst of purchasing Jefferson Palm Beach, a 282-unit rental community on 11 acres. The US Partnership will purchase a 92% tenancy-in-common ownership interest in the property. The remaining 8% tenancy-in-common ownership interest in the property will be purchased by GP Florida, LLC, a Delaware limited liability company. The property is situated in West Palm Beach, with easy access to downtown West Palm Beach and its popular employment and recreational hubs. Completed in 2015, the property offers a mix of one-, two-, and three-bedroom luxury apartments. Jefferson Palm Beach is located within an infill neighborhood with a dense renter population and ample retail amenities. The offer and sales of the interests of the Ontario Partnership and US Partnership to residents of Canada will be made through Scale Capital Management Inc.

Projected Returns	1) Monthly distributions beginning upon purchase: 7-year average annualized Cash on Cash return of 7.3% 2) Return of equity on supplemental loans 3) Capital gains from the sale of the property
Projected IRR	10.2%-15.2% depending on outgoing cap-rate.
Fees	Brass Enterprises Inc.'s fee/payment structure consists of the following four components: 1) Property Acquisition Fee. This fee equals 2% of the property's purchase price; 2) Asset Management Fee. Approximately 1.5% of gross collections; 3) Disposition Fee. Brass collects a 15 over 8 disposition allocation (i.e., 15% of the realized capital gains is paid to Brass, if investors receive a minimum of 8% per annum); 4) Refinancing fee. Equal to 2% of the principal amount of the new loan facility, minus any third party broker fees paid with respect to such refinancing.
Legal Counsel	US legal counsel is Greenberg Traurig, P.A. Canadian legal counsel is Torkin Manes LLP

Brass is in the process of purchasing Jefferson Palm Beach, a brand new, luxury, Class “AAA” garden-style apartment community located just minutes from downtown West Palm Beach, Good Samaritan Medical Centre, and immediately adjacent to the new Palm Beach Outlet Mall and Interstate-95.

INVESTMENT DETAIL JEFFERSON PALM BEACH	
PRICE	\$56,104,500
YEAR OF CONSTRUCTION	2015
TOTAL UNITS	282
RENTABLE SQUARE FEET	289,416
AVERAGE UNIT SIZE	1,026
MARKET RENT PER UNIT	\$1,520
MARKET RENT PER RSF	\$1.51
OCCUPANCY	96% OCCUPIED 98% LEASED
ADDRESS	290 COURTNEY LAKES CIRCLE WEST PALM BEACH, FL 33401

KEY INVESTMENT HIGHLIGHTS

TROPHY ASSET WITH BEST-IN-CLASS AMENITY PACKAGE

- Completed by Jefferson Apartment Group (JAG) in 2015, this trophy asset is truly “Best in Class” with a prime location in one of the top performing submarkets in the region.
- Jefferson Palm Beach offers spacious one-, two- and three-bedroom floor plans equipped with full size washers and dryers, stainless steel appliances, private patio/balconies, 9’ ceilings, wood-style flooring, and oversize walk-in closets.
- In addition to for-sale quality unit features, the residents enjoy an array of amenities, including a chic clubhouse with Wi-Fi bar, resort style pool with private cabanas, state-of-the-art fitness centre, outdoor billiards lounge, and an outdoor terrace with TV lounge seating, kitchen, and grilling area.

PREMIER LOCATION IN WEST PALM BEACH

- Located less than a 1/2 mile from the new Palm Beach Outlet Mall and the Marketplace at the Outlets – featuring over 100 stores including: Whole Foods Market, Bed Bath & Beyond, Nordstrom Rack, Brooks Brothers, and Saks Fifth Avenue Off 5th.
- Jefferson Palm Beach represents a brand new multihousing community near the major employment centre of downtown West Palm Beach – with over 3 million square feet of office space.
- Only 10 minutes from West Palm Beach’s Clematis Street District and CityPlace, two of the most popular retail and entertainment venues in South Florida, offering fashionable martini bars, trendy night clubs, elite boutiques and dining options.
- Just a short drive from Palm Beach are land attractions, including the famous Breakers Hotel, world class shopping on Worth Avenue, and beautiful South Florida beaches.

SURGING MULTIFAMILY PERFORMANCE

- As of Q3-2015, average rent in the West Palm Beach submarket increased 6.8% year-over-year and boasts a 95.5% average occupancy level.
- Reaching stabilization in only 10 months from completion, the Property is currently 98% leased and has increased rent nearly 8% since receiving its Certificate of Occupancy (CO) in late 2014.

RECENT LEASE ANALYSIS

Apt #	Unit Type	Size	Move-in Date	New Lease Rent	Effective Rent	Effective Rent PSF
13-314	A1	753	03/25/16	\$1,300	\$1,300	\$1.73
13-216	A1C	753	03/09/16	\$1,325	\$1,325	\$1.76
5-206	B1	1141	05/14/16	\$1,530	\$1,530	\$1.34
13-307	B1	1141	04/19/16	\$1,555	\$1,555	\$1.36
3-308	B2	1201	04/01/16	\$1,655	\$1,655	\$1.38
5-304	B1	1141	05/01/16	\$1,565	\$1,565	\$1.37
5-204	B1	1141	04/28/16	\$1,555	\$1,555	\$1.36
10-302	A2C	796	04/02/16	\$1,385	\$1,385	\$1.74
4-102	C1	1385	03/18/16	\$1,885	\$1,885	\$1.36
11-110	B1	1141	05/20/16	\$1,575	\$1,575	\$1.38
3-105	B1	1141	04/01/16	\$1,585	\$1,585	\$1.39
10-301	A2	796	04/01/16	\$1,385	\$1,385	\$1.74
12-203	A2	796	05/06/16	\$1,355	\$1,355	\$1.70
4-106	B1	1141	04/08/16	\$1,575	\$1,575	\$1.38
10-307	B2	1201	05/02/16	\$1,605	\$1,605	\$1.34
9-202	C1	1385	05/20/16	\$1,845	\$1,845	\$1.33
12-304	A2	796	05/28/16	\$1,375	\$1,375	\$1.73
9-306	A2	796	04/15/16	\$1,355	\$1,355	\$1.70
Average					\$1,523	\$1.51

LEASED RENT & OCCUPANCY TREND



Reaching stabilization in only 10 months from completion, the property is currently 98% leased and has increased rents nearly 8% since receiving its final certificate of occupancy (CO) in late 2014.

SUPERB REGIONAL ACCESSIBILITY

Jefferson Palm Beach is located on the east side of Interstate 95, less than five miles east of Florida's Turnpike. Both of these major north-south thoroughfares provide convenient and easy access to numerous employment and entertainment centres throughout the South Florida region.

The All Aboard Florida passenger rail service will transform the way people travel throughout Florida. The \$1.5 billion project launched at the end of 2015 with an initial section from South Florida to Orlando, with stops in Miami, Fort Lauderdale and West Palm Beach. It is estimated that the project will create 6,000 construction jobs and over 1,000 permanent jobs. The West Palm Beach All Aboard Florida Station is located downtown between Datura and Evernia Street, less than 10 minutes from Jefferson Palm Beach.

DEMOGRAPHICS

From 2008 to 2013, the U.S. saw a remarkable shift in the mix of owner and renter households. Population among the 20 to 34 year old age group was among the key drivers, which grew faster than the total population – 6.5% compared to 4.0%. The prime renting age group also grew faster in Florida than the state's total population – 9.8% compared to 6.7%. The South

Florida region experienced much stronger growth rates in the prime renting age group with Miami at 23.3%, Fort Lauderdale at 21.0% and West Palm Beach at 15.4%. By comparison, the total population grew by 9.1% in Miami, 8.4% in West Palm Beach, and 5.0% in Fort Lauderdale. As employment opportunities become more plentiful for young adults, South Florida has an incredible chance of leveraging growth into stronger apartment demand for years to come.

SURGING MULTIFAMILY PERFORMANCE

According to MPF Research, as of Q3-2015, average rent per square foot in the West Palm Beach submarket increased by 6.8% compared to the same period last year.

According to MPF Research, average occupancy in the metro area as of Q3-2015 was 95.5%.

MPF Research reports that occupancy in West Palm Beach submarket was 95% as of Q3-2015, up 20 basis points over the previous quarter.

Only two market rate apartments were delivered within the submarket over the past 12 months – Alexander Lofts, 85 units in downtown West Palm and Cameron Estates, 548 units just north of Jefferson Palm Beach.



STRONG EMPLOYMENT TRENDS

Employment in the West Palm Beach Metropolitan Statistical Area (“MSA”) increased by 2.5% during the 12 months ending August 2015, adding approximately 14,200 jobs. During the same period, the unemployment rate in Palm Beach County dropped by 1.0% to 5.5%.

Major employers in West Palm Beach include Office Depot, Tenet Healthcare, NextEra Energy, Florida Power & Light Company, Florida Atlantic University, The Breakers, Good Samaritan Hospital, Boca Raton Resort & Club, Florida Crystals, Hospital Corporation of America (HCA), Veterans Health Administration, Bethesda Memorial Hospital, Scripps Florida and G4S.

Residents of the property enjoy convenient access to major employment

areas. The property is located just outside of downtown West Palm Beach, which comprises more than four million square feet of office space. In addition, the residents in the area enjoy convenient access to numerous employment locations within Palm Beach county including:

- North Palm Beach (2.0 million SF of office space)
- Boynton Beach (1.5 million SF of office space)
- Jupiter/Juno Beach (3.1 million SF of office space)
- Delray Beach (1.7 million SF of office space)
- Boca Raton (9.9 million SF of office space)





SINGER ISLAND

PARROT ISLAND

PALM BEACH COUNTRY CLUB

GOOD SAMARITAN HOSPITAL

INTRACOASTAL WATERWAY

GAINES PARK AND COMMUNITY CENTER

BANYAN CAY GOLF CLUB AND RESORT

PALM BEACH LAKES BLVD.

PALM BEACH OUTLETS
ALDO
chico's
BED BATH & BEYOND
DKNY
rj-maxx
Tollfree



CAMERON ESTATES



BrandsMart U.S.A.

EXECUTIVE CENTER DRIVE



NORTH CONGRESS AVENUE



EXPLOSIVE GROWTH ON THE PALM BEACH LAKES BOULEVARD CORRIDOR

1995



2015



Palm Beach Outlets Palm Beach Outlets is anchoring the revival of the Palm Beach Lakes corridor. Featuring over 460,000 square feet of retail on 60 acres, the Palm Beach Outlets opened in February 2014, drawing over 200,000 shoppers on grand opening weekend and 1 million visitors during the first month. The open-air outlet mall features over 100 stores, and is expected to have a \$319 million economic impact in the area. Situated directly off Interstate 95, Palm Beach Outlets is located less than a half mile from Jefferson Palm Beach.

Marketplace at the Outlets Marketplace at the Outlets is a 300,000 square foot retail centre adjacent to Palm Beach Outlets on Palm Beach Lakes Boulevard. This open-air shopping centre features approximately 20 stores including Bed, Bath & Beyond, DSW Shoe Warehouse, Old Navy, Ulta, and Whole Foods. Retailers have exceeded sales expectations, further establishing this area as one of Palm Beach County's most visited shopping destinations.

Banyan Cay Golf Club and Resort, formerly the Presidential Country Club, measures more than 240 acres with water views of Lake Mangonia and was recently sold for \$26 million. Its new owner has received approval for redevelopment plans which include a 250-room hotel, 23 resort villas alongside the hotel, a 15,000 square foot spa and 94 single family homes.





FINANCIAL ANALYSIS



PRO FORMA

JEFFERSON PALM BEACH, FL

Year 1

Suite Mix Type	Number
1 Bed - 1 Bath - A1	6
1 Bed - 1 Bath A1C	18
1 Bed - 1 Bath - A2	54
1 Bed - 1 Bath - A2C	36
2 Bed - 2 Bath B1	102
2 Bed - 2 Bath B1C	6
2 Bed - 2 Bath B2	36
3 Bed - 2 Bath - C1	24
Total	282

Year 1 Pro Forma Revenue	Amount
Rental Income	\$ 5,070,773
Misc. Income (utility reimbursement)	221,154
Other Income (admin and cable fees)	170,197
Model Suites	- 34,558
Bad Debt	- 18,600
Subtotal	5,408,966
Less: Vacancy	- 202,831
Total Current Revenue	5,206,135

Year 1 Expenses	Amount
Real Estate Taxes	1,059,799
Utilities	325,403
Repairs & Maintenance	222,830
Salaries & Wages	407,916
Property Mgmt (2.75% of revenue)	143,169
Insurance	137,906
General & Administrative	120,359
Marketing	82,322
Total Current Expenses	2,499,703

Current Net Operating Income **\$ 2,706,432**

Purchase Price	\$ 56,104,500
Price Per Suite	\$ 198,952.13
Pro Forma Cap Rate	4.8%





INCOME & EXPENSES PROJECTION

Year 7

Suite Mix Type	Number
1 Bed - 1 Bath - A1	6
1 Bed - 1 Bath A1C	18
1 Bed - 1 Bath - A2	54
1 Bed - 1 Bath - A2C	36
2 Bed - 2 Bath B1	102
2 Bed - 2 Bath B1C	6
2 Bed - 2 Bath B2	36
3 Bed - 2 Bath - C1	24
Total	282

Year 7 Pro Forma Revenue	Amount
Rental Income	\$ 6,416,146
Retail Income	
Misc. Income (utility reimbursement)	264,070
Other Income (admin and cable fees)	191,670
Model Suites	- 43,727
Bad Debt	- 23,536
Subtotal	6,804,623
Less: Vacancy	- 256,646
Total Projected Revenue	6,547,977

Projected Expenses	Amount
Real Estate Taxes	1,257,784
Utilities	388,548
Repairs & Maintenance	298,614
Salaries & Wages	459,380
Property Mgmt (2.75% of revenue)	180,069
Insurance	164,667
General & Administrative	135,543
Marketing	92,707
Total Projected Expenses	2,977,312

Projected Net Operating Income **\$ 3,570,665**

Potential Value	\$ 74,020,099
Price Per Suite	\$ 262,483
Cap-rate, assumed	4.8%

Potential Value	\$ 82,579,489
Price Per Suite	\$ 292,835
Cap-rate, assumed	4.3%

Potential Value	\$ 67,068,435
Price Per Suite	\$ 237,831
Cap-rate, assumed	5.3%

FINANCING & CLOSING COSTS

Mortgages:	Amount
Principal on Mortgage	\$ 36,467,925
Annual Mortgage: P & I (int. only)	\$ 1,408,878

Funding Required on Closing	Amount
Appraisal	\$ 6,000
Survey	7,000
Syndication Fee (2%)	1,122,090
Inspection: Building	4,000
Inspection: Environmental	4,000
Documentary Stamp on Deed	395,500
Zoning Report	750
Legal	150,000
Mtg. Commitment Fee and Brokerage Fee	218,808
Mortgage Stamp Tax	200,574
Retrofit/Renovation	250,000
Corporate Searches	5,000
Escrow Fee	1,500
LP & GP Formations (Triad)	7,500
Title Insurance (Premium & endorsements)	50,000
Total Funding Required on Closing	\$ 2,422,721

Purchase Price	\$ 56,104,500
Purchase Price incl. Funding Req. on Closing	\$ 58,527,221
Cash Required	\$ 22,059,296





MORTGAGE DETAILS

US Mortgage Calculator

Inputs

Loan Amount	\$	36,467,925
Mortgage Rate		3.80%
Supplemental Mortgage Rate		4.55%
Blended Mortgage Rate (Beg. Year 5)		3.87%
Compound Period		Monthly
Amortization Period (in years)		30
Term (in years)		7
Payment Frequency		Monthly
Payment	\$	169,925

Fully Amortized

Interest Rate (per payment)		0.317%
New Int. Rate (per payment)		0.322%
Total Payments	\$	78,854,507
Total Interest	\$	38,811,001
Number of Payments		360
Last Payment Date		4/1/2043
Interest Savings		\$0.00

Totals	Interest		Principal		Debt Service
Year 1	\$	1,408,878	\$	-	\$ 1,408,878
Year 2	\$	1,408,878	\$	-	\$ 1,408,878
Year 3	\$	1,408,878	\$	-	\$ 1,408,878
Year 4	\$	1,408,878	\$	-	\$ 1,408,878
Year 5	\$	1,560,495	\$	-	\$ 1,560,495
Year 6	\$	1,574,278	\$	-	\$ 1,574,278
Year 7	\$	1,574,278	\$	-	\$ 1,574,278
Totals	\$	10,344,560	\$	-	\$ 10,344,560

CASH FLOW MODEL & ASSUMPTIONS

Rent Roll	Year 1	Year 2	Change	Year 3	Change	Year 4	Change	Year 5	Change	Year 6	Change	Year 7	Change
Overall Average	\$ 1,498	\$ 1,558	4.0%	\$ 1,621	4.0%	\$ 1,686	4.0%	\$ 1,753	4.0%	\$ 1,823	4.0%	\$ 1,896	4.0%
Vacancy Rate	4.0%	4.0%		4.0%		4.0%		4.0%		4.0%		4.0%	
Current Revenue	Amount	Amount	Change	Amount	Change	Amount	Change	Amount	Change	Amount	Change	Amount	Change
Rental Income	\$ 5,070,773	\$ 5,273,604	4%	\$ 5,484,548	4%	\$ 5,703,930	4%	\$ 5,932,088	4%	\$ 6,169,371	4%	\$ 6,416,146	4%
Misc. Income (utility reimbursement)	221,154	227,789	3%	234,623	3%	241,661	3%	248,911	3%	256,379	3%	264,070	3%
Other Income (admin and cable fees)	170,197	173,601	2%	177,073	2%	180,615	2%	184,227	2%	187,911	2%	191,670	2%
Model Suites	- 34,558	- 35,941	4%	- 37,378	4%	- 38,873	4%	- 40,428	4%	- 42,045	4%	- 43,727	4%
Bad Debt	- 18,600	- 19,345	4%	- 20,118	4%	- 20,923	4%	- 21,760	4%	- 22,630	4%	- 23,536	4%
Subtotal	5,408,966	5,619,709	4%	5,838,748	4%	6,066,410	4%	6,303,037	4%	6,548,985	4%	6,804,623	4%
Less: Vacancy	- 202,831	- 210,944	4%	- 219,382	4%	- 228,157	4%	- 237,284	4%	- 246,775	4%	- 256,646	4%
Total Revenue	5,206,135	5,408,765	4%	5,619,366	4%	5,838,253	4%	6,065,754	4%	6,302,210	4%	6,547,977	4%
Current Expenses	Amount	Amount	Change	Amount	Change	Amount	Change	Amount	Change	Amount	Change	Amount	Change
Real Estate Taxes	1,059,799	1,128,461	6%	1,164,324	3%	1,185,238	2%	1,208,942	2%	1,233,121	2%	1,257,784	2%
Utilities	325,403	335,165	3%	345,220	3%	355,577	3%	366,244	3%	377,231	3%	388,548	3%
Repairs & Maintenance	222,830	233,972	5%	245,670	5%	257,954	5%	270,851	5%	284,394	5%	298,614	5%
Salaries & Wages	407,916	416,074	2%	424,396	2%	432,884	2%	441,541	2%	450,372	2%	459,380	2%
Property Mgmt (2.75% of revenue)	143,169	148,741	4%	154,533	4%	160,552	4%	166,808	4%	173,311	4%	180,069	4%
Insurance	137,906	142,043	3%	146,304	3%	150,694	3%	155,214	3%	159,871	3%	164,667	3%
General & Administrative	120,359	122,766	2%	125,221	2%	127,725	2%	130,280	2%	132,886	2%	135,543	2%
Marketing	82,322	83,968	2%	85,647	2%	87,360	2%	89,108	2%	90,890	2%	92,707	2%
Total Current Expenses	2,499,703	2,611,190	4%	2,691,316	3%	2,757,983	2%	2,828,989	3%	2,902,076	3%	2,977,312	3%
Net Operating Income	2,706,432	2,797,575	3%	2,928,050	5%	3,080,270	5%	3,236,765	5%	3,400,135	5%	3,570,665	5%
Other Cash Items													
Asset Management	- 91,107	- 94,653	4%	- 98,339	4%	- 102,169	4%	- 106,151	4%	- 110,289	4%	- 114,590	4%
Capital Replacement Reserve	- 70,500	- 74,025	5%	- 77,726	5%	- 81,613	5%	- 89,774	10%	- 94,263	5%	- 98,976	5%
Annual Income	2,544,824	2,628,897	3%	2,751,985	5%	2,896,488	5%	3,040,840	5%	3,195,584	5%	3,357,099	5%
Debt (1st & 2nd mortgages)	Amount	Amount		Amount		Amount		Amount		Amount		Amount	
Principal Outstanding at Beg. of Year	\$ 36,467,925	\$ 36,467,925		\$ 36,467,925		\$ 36,467,925		\$ 40,043,506		\$ 40,043,506		\$ 40,043,506	
Total Debt Service	\$ 1,408,878	\$ 1,408,878		\$ 1,408,878		\$ 1,408,878		1,560,495		1,574,278		1,574,278	
Income Flow	\$ 1,135,947	\$ 1,220,019		\$ 1,343,107		\$ 1,487,610		\$ 1,480,346		\$ 1,621,306		\$ 1,782,821	
Income Flow and Principal Paydown	\$ 1,135,947	\$ 1,220,019		\$ 1,343,107		\$ 1,487,610		\$ 1,480,346		\$ 1,621,306		\$ 1,782,821	
Returns	Amount	Amount		Amount		Amount		Amount		Amount		Amount	
Equity	\$ 22,059,296	\$ 22,059,296		\$ 22,059,296		\$ 22,059,296		\$ 18,655,227		\$ 18,655,227		\$ 18,655,227	
Cash on Cash	5.1%	5.5%		6.1%		6.7%		7.9%		8.7%		9.6%	
Reserved Cash (15% of Income Flow)	\$ 170,392	\$ 183,003		\$ 201,466		\$ 223,142		\$ 222,052		\$ 243,196		\$ 267,423	
Distributable Income	4.4%	4.7%		5.2%		5.7%		6.7%		7.4%		8.1%	
Seven-Year Average	Scenario 1												
Cash on Cash	7.1%												
Distributable Income	6.0%												
IRR 1*	12.6%	at a cap-rate of	4.8%										
IRR 2	15.6%	at a cap-rate of	4.3%										
IRR 3	10.6%	at a cap-rate of	5.3%										

*Assumes sale at incoming cap rate

IRR MODEL

Item	Pre Year 1	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
Initial Equity Inv.	\$ (22,059,296)							
Income Flow	-	\$ 1,135,947	\$ 1,220,019	\$ 1,343,107	\$ 1,487,610	\$ 1,480,346	\$ 1,621,306	\$ 1,782,821
Cash Returned on Refinancing	-					3,404,069		
Return of Renos Funds	-	-	-		-			1,510,674
Reserved Cash	- -	170,392 -	183,003 -	201,466 -	223,142 -	222,052 -	243,196 -	267,423
Equity	-							31,338,076
Total Cash Flow	\$ (22,059,296)	\$ 965,555	\$ 1,037,016	\$ 1,141,641	\$ 1,264,469	\$ 4,662,363	\$ 1,378,110	\$34,364,148

IRR at a cap-rate of	4.8%	12.6%
IRR at a cap-rate of	4.3%	15.6%
IRR at a cap-rate of	5.3%	10.6%

PROPERTY OVERVIEW



PROPERTY OVERVIEW

INVESTMENT DETAIL

PRICE	\$56,104,500
TERMS	Equity & financing
YEAR OF CONSTRUCTION	2015
TOTAL UNITS	282
RENTABLE SQUARE FEET	289,416
AVERAGE UNIT SIZE	1,026
MARKET RENT PER UNIT	\$1,520
MARKET RENT PER RSF	\$1.51
OCCUPANCY	96% Occupied 98% Leased



ACREAGE AND DENSITY	11.14+/- acres (25.31 units per acre)
BUILDINGS	10 residential apartment buildings, 1 leasing office/amenity building and 1 fitness center/mail kiosk
ACCESS	Main vehicular and pedestrian access is available via the south side of Executive Center Drive
LANDSCAPING	The project features well-maintained landscaping that compliments the appearance of the property with ornamental trees, shrubbery, and flowers
PARKING SPACES	503 surface spaces, 11 on-street, and 13 handicap spaces; 525 total spaces
PARKING SPACES PER UNIT	1.86



CONSTRUCTION DETAIL

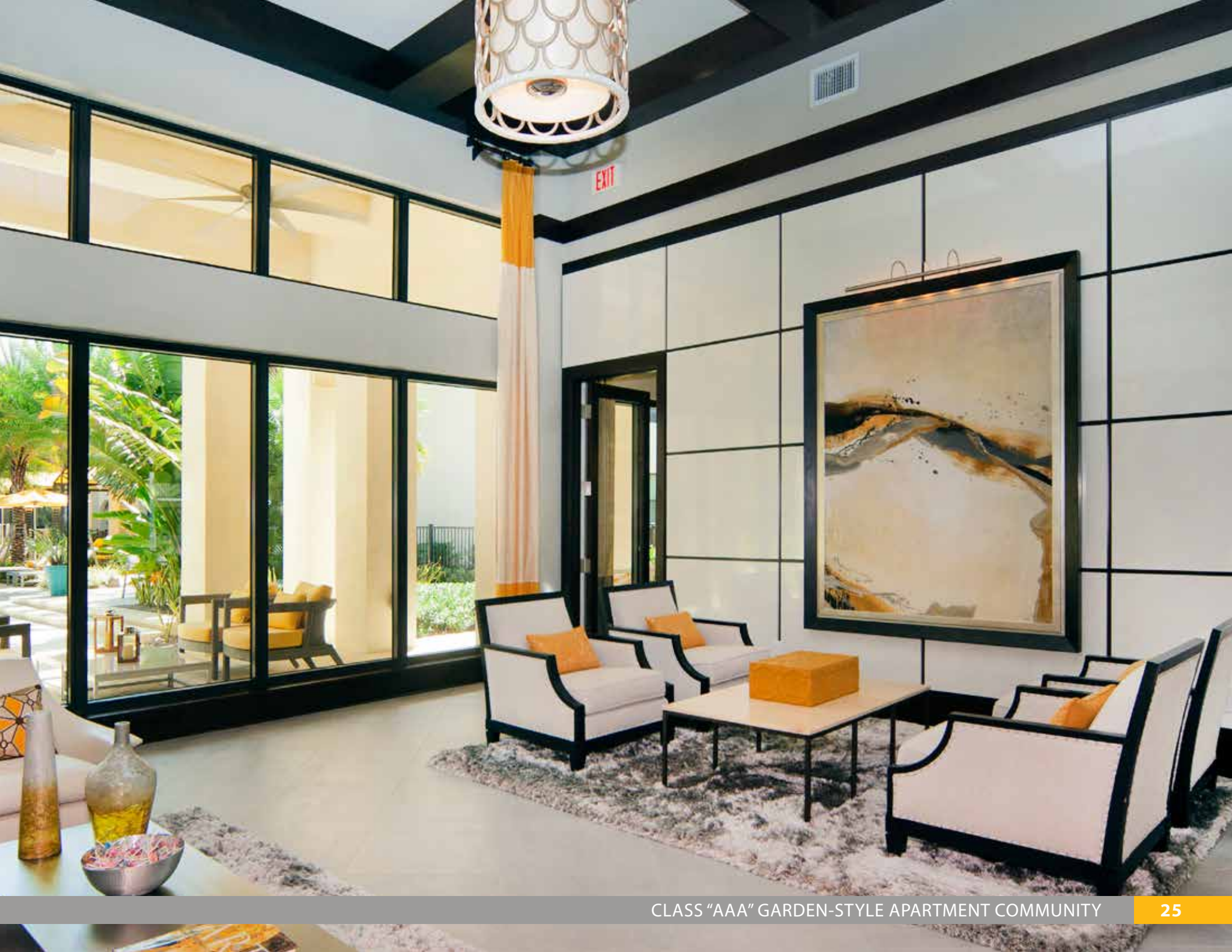
STYLE	Three-story, garden style apartment buildings
FOUNDATION	Concrete slab
EXTERIOR WALLS	Tunnel form structural shell with CMU infill and painted stucco finish
ROOF	Wood truss roofs with concrete terra cotta barrel tile roofs
FLOOR COVERINGS	Tile, carpet and wood-style LVT flooring
CEILING HEIGHTS	9' ceilings
WINDOWS	Impact resistant
PAVING	Concrete
PIPING	Water distribution piping is CPVC; drainage and vent piping is schedule 40 PVC
WIRING	Service feeders, secondary service feeders and subfeeds are aluminum
FIRE SAFETY	All units are equipped with functioning fire sprinklers and fire extinguishers

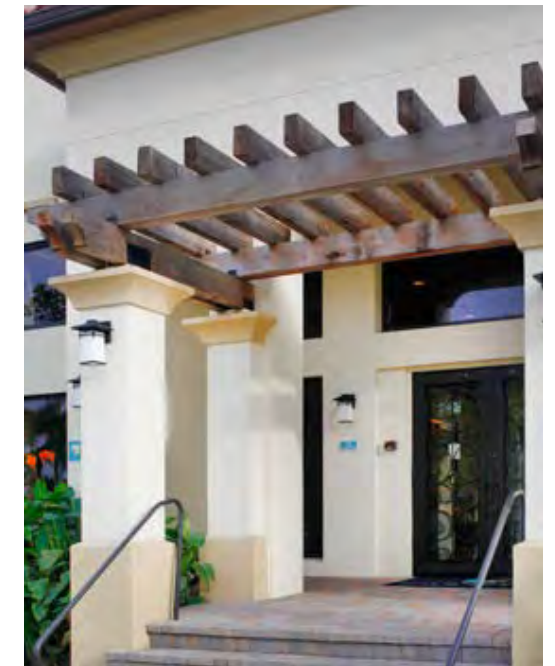
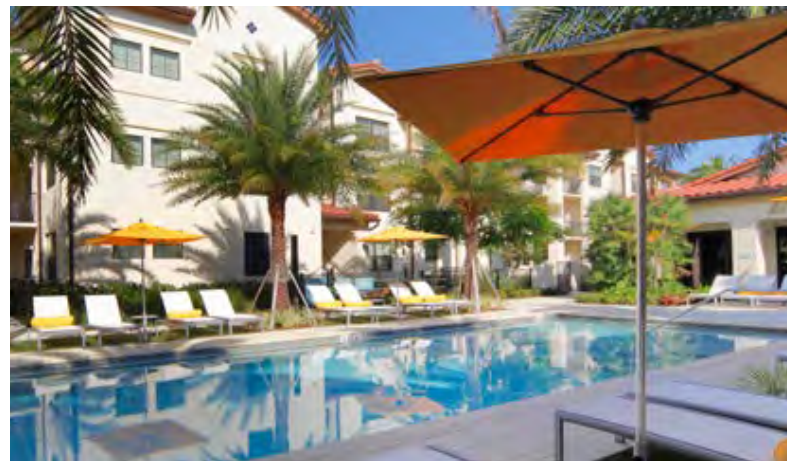
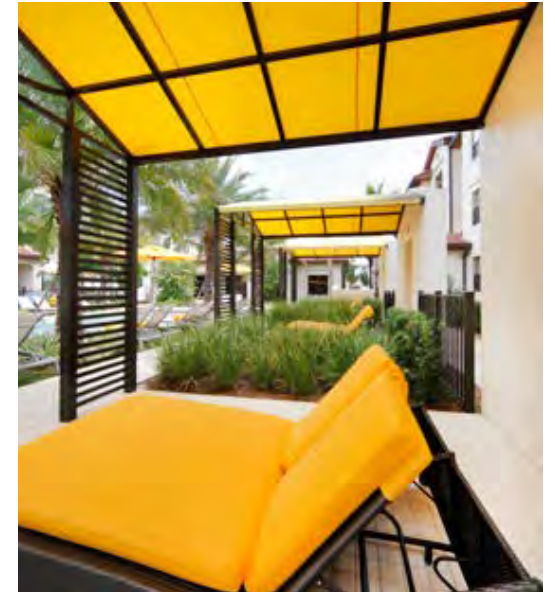
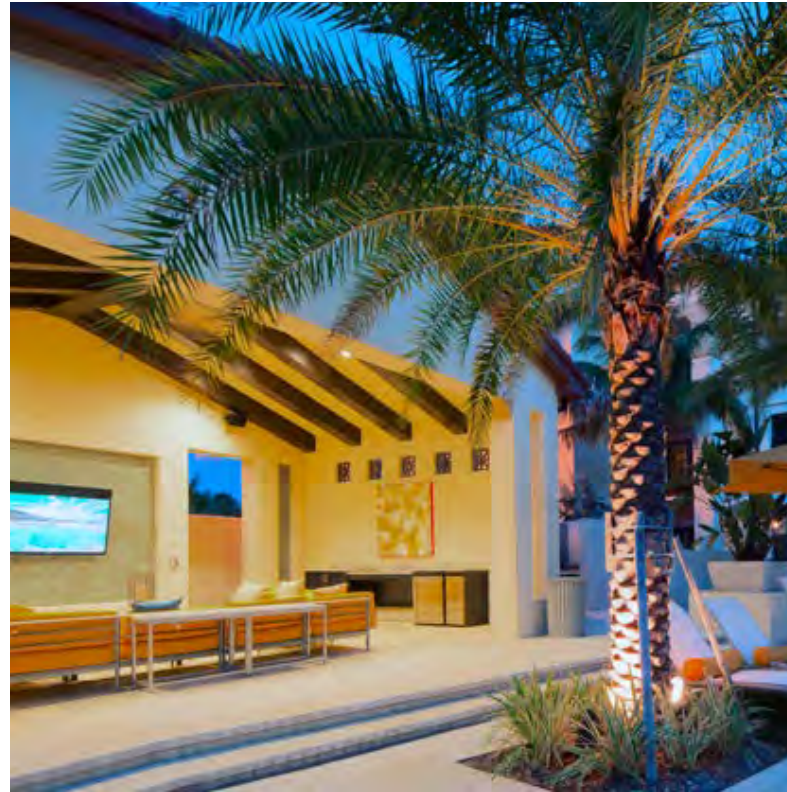
UTILITIES/MECHANICAL SYSTEMS

ELECTRICAL	Individually metered and billed directly to resident
WATER/SEWER	Sub-metered through Velocity and billed directly to resident
HVAC	Individual HVAC units

SITE PLAN











UNIT FEATURES

- Nine Foot Ceilings
- Stainless Steel Appliances
- Espresso or White Cabinet Finishes
- Granite Countertops
- Wood-Style Flooring
- Full-Size Washer and Dryers
- Open Floor Plans







COMMUNITY AMENITIES

- Resort Style Pool
- Private Cabanas
- State-of-the-Art Fitness Center
- Chic Clubhouse with Wi-Fi Bar
- Outdoor Billiards Lounge
- Outdoor Terrace with TV Lounge Seating
- Outdoor Kitchen and Grilling Area
- Conference Room and Business Center
- Wi-Fi in all Amenity Areas



MARKET OVERVIEW



RENTAL MARKET OVERVIEW

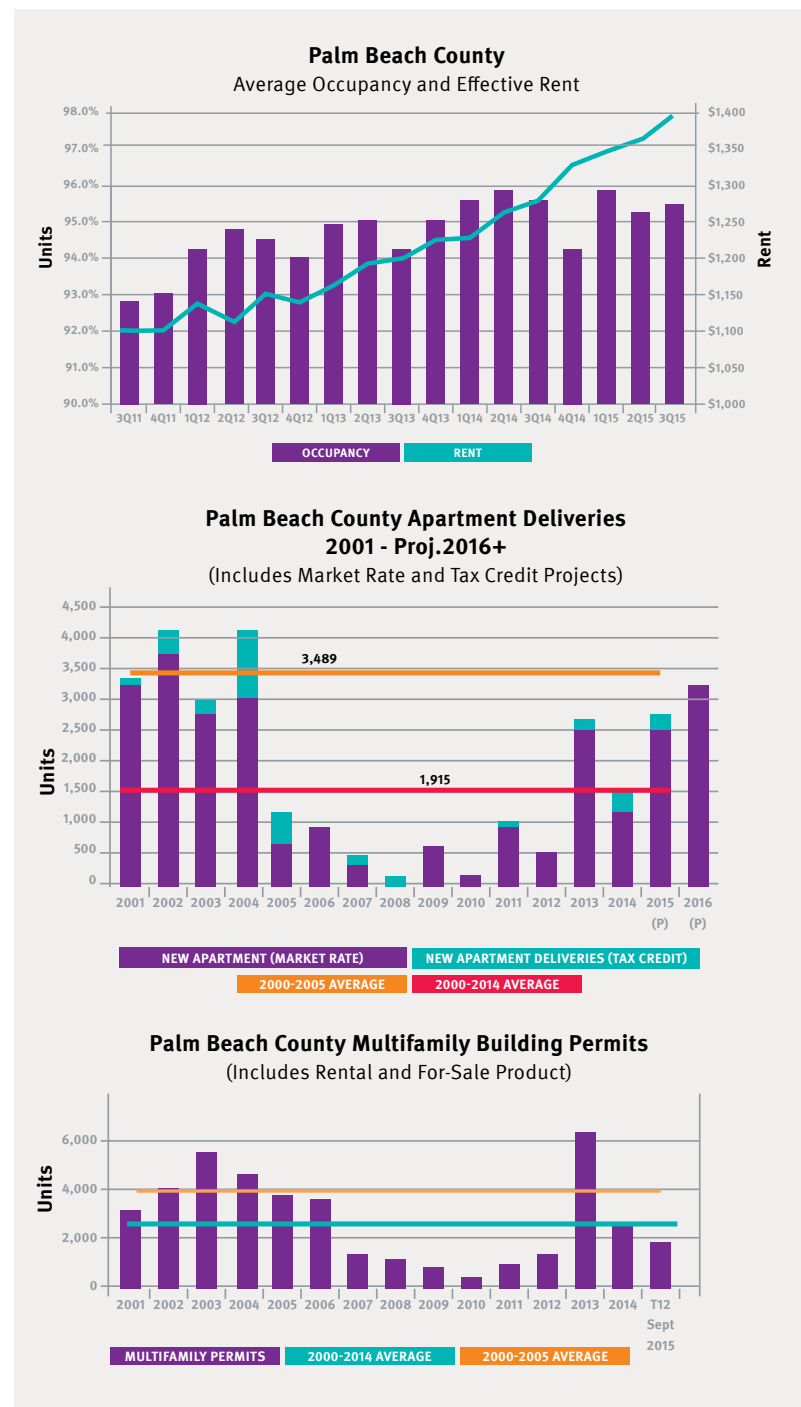
The following discussion provides an overview of the rental apartment market conditions in and around the submarket surrounding Jefferson Palm Beach. These address various metrics that are relevant to area apartment dwellers and investors, and establish the competitive position for Jefferson Palm Beach within its submarket.

SUPPLY

- Palm Beach County's apartment market consists of 110,260 units, of which 27,006 units are located in West Palm Beach with most built in the 1980s and 1990s.
- A total of 1,205 market rate units were delivered in 2014, 52% lower compared to deliveries in 2013. Deliveries of market rate units increased in 2015 to around 2,200 units.
- Only two market rate apartments delivered within the submarket in 2015 – Alexander Lofts, 85 units in downtown West Palm Beach and Cameron Estates, 548 units just north of Jefferson Palm Beach.
- A total of 2,024 multi-housing units were permitted for construction during the twelve month period ending in August 2015, 4.8% less compared to the same period last year.
- Condominium conversions significantly reduced Palm Beach County's rental supply during the last decade. Approximately 16,000 units had been converted to condominiums since the real estate boom of 2003 (net of properties that fully reverted back to rentals), signifying 20% of the current apartment inventory, easily outweighing the construction of any new units.

OCCUPANCY AND RENTS

- According to MPF Research, as of Q3-2015, average rent per square foot in the West Palm Beach submarket increased by 6.8% compared to same period last year.
- According to MPF Research, average occupancy in the metro area as of Q3-2015 was 95.5%.
- MPF Research reports occupancy in West Palm Beach submarket was 95% as of Q3-2015, up 20 basis points compared to the previous quarter.





AREA OVERVIEW



Jefferson Palm Beach is located in West Palm Beach, which has become a thriving area over the past several years, due primarily to its proximity to employment centres, restaurants, shopping and recreational activities. Within minutes of the property are destinations such as the Palm Beach Outlet Mall, CityPlace, the Clematis Street District, the Island of Palm Beach, the Atlantic Ocean beaches and numerous employment centres.

Jefferson Palm Beach's superb location is conveniently located, in close proximity to major employment centres, including downtown (4+ million square feet of office space) and suburban West Palm Beach (6.8 million square feet of office space), the \$600 million Scripps Research Institute, less than 20 minutes to the north, various corporate campuses in Boynton Beach (1.5 million square feet of office space) and Boca Raton (approximately 10 million square feet of office space), 25 minutes to the south. Major thoroughfares, including Interstate 95, U.S. Route 1 and Florida Turnpike are easily accessible and provide direct links to the aforementioned employment centres and nearby surrounding communities.



City Place



Colony Hotel



Clematis



Palm Beach Outlets



Henry Morrison Flagler Museum



SunFest Music and Art Festival



POINTS OF INTEREST

SHOPPING

- 1 The Mall at Wellington Green
- 2 CityPlace
- 3 The Gardens Mall
- 4 Boynton Beach Mall
- 5 Palm Beach Outlets
- 6 Marketplace at the Outlets

- 22 Palm Beach Polo and Country Club
- 23 Mangonia Park
- 24 Wells Recreation Complex
- 25 Riviera Beach Marina
- 26 Barracuda Bay Aquatic Complex

ENTERTAINMENT

- 7 Roger Dean Stadium
- 8 South Florida Fairgrounds
- 9 The Breakers Hotel
- 10 Kravis Center

PARKS/RECREATION

- 11 Country Club at Mirasol
- 12 Gardens Park
- 13 John D. MacArthur Beach State Park
- 14 Okeeheelee Park
- 15 Palm Beach Equestrian Center
- 16 Palm Beach National Golf Course
- 17 Bear Lakes Country Club
- 18 Banyan Cay Golf Club and Resort
- 19 PGA Commons
- 20 PGA National Resort and Spa
- 21 Trump International Golf Club

EDUCATION/EMPLOYMENT CENTERS

- 27 Vista Center Corporate Park
- 28 Florida Atlantic University/Jupiter Campus
- 29 Palm Beach Atlantic University
- 29 Palm Beach College
- 30 PBAU, Wellington Campus
- 31 Scripps Research Institute
- 32 Northwood University

HEALTH CARE

- 33 VA Medical Center
- 34 Wellington Regional Medical Center
- 35 Columbia Hospital
- 36 Palms West Hospital
- 37 Palm Beach Gardens Medical Center
- 38 Good Samaritan Medical Center
- 39 John F. Kennedy Medical Center
- 40 Saint Mary's Hospital



3

The Gardens Mall



9

The Breakers Hotel



18

Baynan Cay Golf Club & Resort



38

Good Samaritan Medical



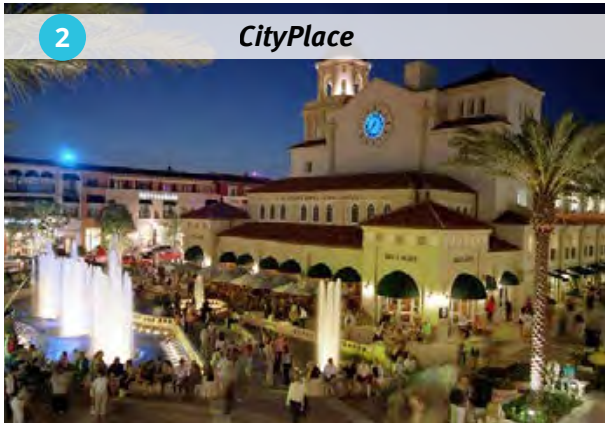
10

Kravis Center



6

Marketplace at the Outlets



2

CityPlace



31

Scripps Research Institute



5

Palm Beach Outlet

AREA OVERVIEW

The West Palm Beach MSA is home to South Florida's major employment centres and continues to exhibit strong employment characteristics. Low state corporate taxes and no personal income taxes, along with county incentives, make Palm Beach County one of the most dynamic employment centres in the state. Palm Beach County is the northern section of the tri-county South Florida region. Although it shares common attributes with Miami-Dade and Broward Counties, Palm Beach County enjoys a higher level of affluence than its neighbors. It hosts a highly educated, white collar work force with substantial high-technology and defense connections. The presence of Scripps Research Institute and Max Planck Florida Institute has provided the potential to turn the region into a major national centre for

biotech business.

Palm Beach County is experiencing a healthy recovery of employment, gaining over 24,200 jobs over the past 12 months, representing an increase of 4%. The County's 5.7% unemployment rate as of September 2014 is 1.3% lower compared to the same period last year and lower than the state average of 6.1%.

Jefferson Palm Beach is located only five miles west of downtown West Palm Beach, which is comprised of more than four million square feet of office space. Some of the major employment centres in downtown West Palm Beach include the Palm Beach County Courthouse, Philips Point, Esperante, the Palm Beach Financial District and The Breakers Hotel.

Boca Raton, home to one of Florida's most vibrant employment centres, is located 30 minutes south

of Jefferson Palm Beach. This premier employment market totals more than 100 office buildings, comprising approximately 10 million square feet of office space. The city possesses one of the largest concentrations of employment in Florida.

GOODS PRODUCING

Palm Beach County boasts some of the finest manufacturers in the world. Their presence is a strong indication of the county's ability to support industry. Although the county has a variety of producers, there are distinct industry clusters. The most prevalent are: communications and information technology; aerospace and

Company	Appx Empl	Product	Location
Florida Crystals (HQ)	1,700	Agriculture	West Palm Beach
Sikorsky Aircraft	1,161	Helicopters	West Palm Beach
U. S. Sugar Corp.	900	Agriculture	Belle Glade
Tyco (Headquarters)	850	Security System Manufacturing	Boca Raton/W. Palm Beach
TBC Corporation (HQ)	803	Tire Distribution	Palm Beach Gardens
Walgreens Distribution	715	Pharmaceutical Distribution	Jupiter
Pratt & Whitney	650	Aerospace Engineering	West Palm Beach
IBM Corp	600	Electronics R & D	Boca Raton
Cheney Brothers	565	Food Distribution	Riviera Beach
ADT Security Services (Headquarters)	550	Security System Manufacturing	Boca Raton/W. Palm Beach
TKM Farms, Inc.	500	Agriculture	Belle Glade
Palm Beach Newspapers	467	Newspaper Publishing	West Palm Beach
BIOMET 3i, Inc.	460	Dental Implants	Palm Beach Gardens
Lockheed Martin Corporation	440	Aerospace Engineering	Riviera Beach
Aerojet Rocketdyne (A GenCorp Company)	400	Aerospace Engineering	West Palm Beach
Sugar Cane Growers Cooperative	372	Agriculture	Belle Glade
PSM, An Alstom Company	340	Turbine Parts Manufacturing	Jupiter

Source: Palm Beach County Business Development Board, Year End 2013



Lockheed Martin Manufacturing



ADT Headquarters

engineering; agriculture and food processing; business and financial services, and life sciences, including medical & pharmaceutical products. Many of the county's industrial employers are competing on a worldwide basis with products sold in the international market. Above is a list of some of the largest quality companies that have chosen Palm Beach County as a business location.

Palm Harbor Marina, located directly east of the property, is designed and programmed to delight owners, captains and crew members. This world-class marina welcomes the international yachting community with superior facilities, exceptional hospitality and available slips up to 250 feet.

Howard Park and Community Centre, located less than two miles south of the property, is a scenic 13.8-acre park that offers many activities, and a complimentary computer lab that is available for private rentals. The park features a fitness trail, tennis courts, a softball field, basketball courts and 16 shuffleboard courts. It also has a 2-acre dog park which is a major draw for many residents in the area.

Northwood Village, located just north of downtown and only a short walk from the Intracoastal Waterway, offers a diverse blend of ethnic restaurants, antique and vintage shops, and funky boutiques. The area is comprised of new and historic homes, depicts cultural history and includes a number of neighborhood parks.

SHOPPING

Palm Beach Outlets is a new shopping destination and the only outlet centre of its kind in The Palm Beaches. Located directly off Interstate 95 at Palm Beach Lakes Boulevard, the Palm Beach Outlets features over 100 stores, including many brand favorites such as Saks Fifth Avenue, Tommy Hilfiger, Nike Factory Store, Gap, Banana Republic,

Urban Armour and more.

The Worth Avenue Shopping District on Palm Beach Island is one of the world's most famous shopping experiences and located just over two miles from Jefferson Palm Beach. Worth Avenue features some of the most alluring stores in the world and is at the forefront of fashion in the United States and globally. The Worth Avenue Shopping District is anchored by Neiman Marcus and Saks Fifth Avenue. Additional retailers include Chanel, Gucci, Hermes, Christian Dior, Stubbs & Wootton, Giorgio Armani, Cartier and many more.

The Gardens Mall, located less than 15 minutes north of the property, is a luxurious 1.4 million-square-foot regional shopping centre featuring over 150 specialty shops and is anchored by Nordstrom, Saks Fifth Avenue, Bloomingdale's, Macy's and Sears. The shopping centre offers an unusual blend of high-end, fashion forward retail, as well as an array of fine restaurants.

The Boynton Beach Mall is located 20 minutes to the south and contains 1+ million square feet of retail space with major tenants including Dillard's, Macy's, JCPenney and Sears. The mall features over 135 specialty stores including a Cinemark 14 movie theatre, The Disney Store, Express and numerous other stores and eateries.

The Mall at Wellington Green is located just over 20 minutes west and includes more than 1.3 million square feet of prime upscale retail space. The two-level mall features over 160 specialty shops and restaurants, as well as two-level furniture and clothing department stores including JCPenney, Macy's, Dillard's and Nordstrom. The mall is part of the Wellington Green Development, which includes 75,000 square feet of future office space, 675,000 square feet of residual retail, a 125-room hotel, a 10-acre park and a 90-acre recreational lake.



POPULATION, INCOME AND HOUSING

Palm Beach County is home to approximately 1.39 million people. Population within the County increased by 22% between 2000 and 2014, and

the area added more than 248,000 residents during that period. It is estimated that the population will increase by 5.8% over the next five years. According to Palm Beach County Business Development Board, the population within the County is expected to increase by 15% by 2030 and the area will be home to more than 1.63 million people.

SERVICE PRODUCING

Service companies, both public and private, large and small, support the area's residents and businesses. There are roughly 50,801 in Palm Beach County that supply products and services.

Company	Appx Empl	Product	Location
Palm Beach County School District	21,449	Education	County Wide
Tenet Healthcare Corp.	6,100	Health Care	County Wide
Palm Beach County	5,330	County Government	West Palm Beach
NextEra Energy, Inc. (HQ) the parent company of Florida Power & Light	3,804	Utilities	Juno Beach
G4S (Headquarters)	3,000	Security Services	Palm Beach Gardens
Florida Atlantic University	2,980	Higher Education	Boca Raton
Hospital Corporation of America-HCA	2,714	Health Care	County Wide
Veterans Health Administration	2,700	Health Care	West Palm Beach
Bethesda Memorial Hospital	2,643	Health Care	Boynton Beach
Boca Raton Regional Hospital	2,250	Health Care	Boca Raton
Office Depot (Headquarters)	2,000	Office Supplies	Boca Raton
The Breakers	1,800	Hotel	Palm Beach
Jupiter Medical Center	1,600	Health Care	Jupiter
City of West Palm Beach	1,324	City Government	West Palm Beach
Boca Raton Resort & Club	1,292	Hotel	Boca Raton
City of Boca Raton	1,200	City Government	Boca Raton

Source: Palm Beach County Business Development Board, Year End 2013

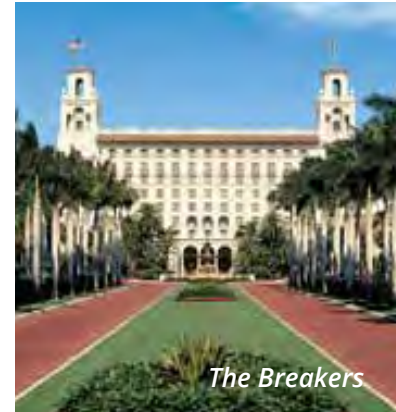
In the service producing sector of the economy, a strong cluster of companies is found in business and financial services. This cluster represents more than 18,669 companies. Below is a list of just a few of the major service oriented employers in Palm Beach County.

DOWNTOWN WEST PALM BEACH

West Palm Beach offers all the advantages of a coastal city with streets lined with palm trees, spectacular waterfront views and events, quaint shopping, historic

neighborhoods, best in class cultural venues, elite shopping and entertainment districts and an ever growing business community. Here are some of the key Points of Interest in close proximity to Jefferson Palm Beach:

Clematis Street District, located less than three miles east from the property, is the historical heart of downtown West Palm Beach featuring colorful



boutiques, nightclubs, restaurants, bars and much more. Starting at Flagler Drive on the Intracoastal Waterway, the district continues to the west with most restaurants and entertainment concentrated on the eastern side.

CityPlace, located three miles east, is a premier downtown West Palm Beach destination that offers more than 80 national stores, specialty shops, restaurants and entertainment options. It features dramatic Mediterranean architecture, a historic cultural arts theater, private residences, commercial office space, a spectacular fountain show and an open-air plaza similar to a European town centre.

The Raymond F. Kravis Centre for the Performing Arts is one of the premier performing arts centres in the Southeast with a growing national and international reputation. The world-class Kravis Centre is set on 10.6 acres at the highest point in the city and includes four venues – the 2,195-seat Alexander W. Dreyfoos Jr. Concert Hall, the flexible 289-seat Rinker Playhouse, the 170-seat Helen K. Persson Hall and the outdoor Michael and Andrew Gossman Amphitheater with a capacity for 14,000 patrons. Annually the centre hosts more than 800 events and attracts more than half-a-million visitors.

Palm Beach County Convention Centre, located just over two miles east from the property, was completed in 2004 and offers an ideal setting for conventions, conferences, meetings and social events. The convention centre is an architectural masterpiece with state-of-the-art amenities and features a 100,000 SF exhibit hall, a 22,000 SF

ballroom, and 21,000 SF of flexible breakout space divisible into 19 rooms.

Waterfront Promenade and City Commons is the area along the Intracoastal at Flagler Drive in downtown West Palm Beach and includes a mile-long esplanade, spectacular green spaces and regularly scheduled entertainment events. Residents, tourists and guests enjoy a multitude of entertainment options, including the weekly street party, called Clematis by Night, that takes place at the historic Centennial Fountain. The annual Marathon of the Palm Beaches, held in December, leads participants through a 26.2 mile run along the Intracoastal, and SunFest, scheduled the first week in May, is the largest music, art and waterfront festival in Florida. The Palm Beach Boat Show is one of the top 10 shows in the country and features more than \$1.2 billion worth of boats, yachts and accessories from the world's leading marine manufacturers. On most weekends, the West Palm Beach Greenmarket takes place and offers a variety of fresh fruits and vegetables, fresh-cut flowers, tropical and native plants, artisan foods, and more. Integrated into the Waterfront area is Meyer Amphitheater. This 10,000 square foot band shell hosts special events throughout the year, including 4th on Flagler festivities, Irish Fest, and regular concerts.

Meyer Amphitheater is a 10,000 SF band shell that hosts special events throughout the year including 4th on Flagler festivities, Irish Fest, and regularly scheduled concerts. The family friendly amphitheater is adjacent to the Intracoastal Waterway, and offers a pleasant area to watch performances.



LEGAL NOTICE:

Purchaser's Rights of Action for Damages or Rescission

This presentation is not and is not intended by the Partnerships to be an “offering memorandum” within the meaning of applicable securities legislation. If, notwithstanding the foregoing, a court or tribunal applying such legislation determines that this presentation constitutes an offering memorandum within the meaning of such legislation, the purchasers of the offered securities of the Partnerships that have received this presentation will be, upon acceptance by the Partnerships of the purchase price for such offered securities, granted certain rights of action and rescission which vary slightly depending upon where the subscriber is resident. A summary of such rights are summarized below for the provinces of Ontario and Saskatchewan. For information about your rights you should consult a lawyer.

The summary below is not a complete description of such rights or the limitations applicable thereto and reference should be made to the securities law of the jurisdiction where the subscriber is resident for the complete text of such rights. Such law is subject to varying interpretation. Subscribers should obtain legal advice to determine any rights that are available to the subscriber, including in relation to the rights referred to below.

Ontario

In accordance with Section 130.1 of the *Securities Act* (Ontario) (the “**Ontario Act**”), in the event that this presentation is determined to be an offering memorandum and it contains a misrepresentation (as defined in the Ontario Act), the subscriber who purchases the securities offered by this offering memorandum during the period of distribution has, without regard to whether the subscriber relied upon the misrepresentation, a right of action against the Partnerships for damages, or, while the subscriber is still the owner of the offered securities purchased by that subscriber, for rescission, in which case, if the subscriber elects to exercise the right of rescission, the subscriber will have no right of action for damages against the Partnerships, provided that:

- (a) the Partnerships will not be liable if it proves that the subscriber purchased the offered securities with knowledge of the misrepresentation;
- (b) in the case of an action for damages, the Partnerships will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the offered securities as a result of the misrepresentation relied upon; and
- (c) in no case will the amount recoverable in any action exceed the price at which the offered securities were sold to the subscriber.

No action will be commenced to enforce these statutory rights more than:

- (a) in an action for rescission, 180 days from the date of the transaction that gave rise to the cause of action; or
- (b) in an action for damages, the earlier of,

- (i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action; or
- (ii) three years after the date of the transaction that gave rise to the cause of action.

The rights of action described above are in addition to and without derogation from any other right or remedy that the subscriber may have at law.

Saskatchewan

Section 138 of The Securities Act, 1988 (Saskatchewan) (the “**Saskatchewan Act**”) provides, subject to certain limitations, that if this offering memorandum or any amendment thereto sent or delivered to a Subscriber contains a misrepresentation (as defined in the Saskatchewan Act), a Subscriber who purchases securities pursuant to this offering memorandum or an amendment thereto has, without regard to whether the Subscriber relied on the misrepresentation, a right of action for damages against:

- (a) the Partnerships;
- (b) every promoter of the Partnerships at the time this offering memorandum or any amendment thereto was sent or delivered;
- (c) every person or company whose consent has been filed with this offering memorandum or an amendment thereto but only with respect to reports, opinions or statements that have been made by them;
- (d) every person who or company that signed this offering memorandum or any amendment thereto; and
- (e) every person who or company that sells securities on behalf of the Partnerships under this offering memorandum or any amendment thereto.

Such rights of rescission and damages are subject to certain limitations including the following:

- (a) if the purchaser elects to exercise its right of rescission against the Partnerships, it will have no right of action for damages against that party;
- (b) in an action for damages, a defendant will not be liable for all or any portion of the damages that he, she or it proves do not represent the depreciation in value of the securities resulting from the misrepresentation relied on;
- (c) no person or company, other than the issuer or a selling security holder, will be liable for any part of this offering memorandum or any amendment to it not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report,

opinion or statement of an expert, unless the person or company failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation or believed that there had been a misrepresentation;

- (d) in no case will the amount recoverable exceed the price at which securities were offered; and
- (e) no person or company is liable in an action for rescission or damages if that person or company proves that the Subscriber purchased the securities with knowledge of the misrepresentation.

In addition, no person or company, other than the Partnerships, will be liable if the person or company proves that:

- (f) this offering memorandum or any amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company gave reasonable general notice that it was so sent or delivered; or
- (g) with respect to any part of this offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of this Offering Memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert, or was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

Not all defences upon which the issuer or others may rely are described herein. Please refer to the full text of the Saskatchewan Act for a complete listing.

Similar rights of action for damages and rescission are provided in Section 138.1 of the Saskatchewan Act also provides that, subject to certain limitations, where any advertising or sales literature (as defined in the Saskatchewan Act) disseminated in connection with the Offering of the securities contains a misrepresentation, a Subscriber who purchases the securities referred to in that advertising or sales literature, is deemed to have relied on that misrepresentation if it was a misrepresentation at the time of purchase and has a right of action against the Partnershipss, every promoter of the Partnerships at the time the advertising or sales literature was disseminated, and every person who, or company that, at the time the advertising or sales literature was disseminated, sells securities on behalf of the Partnerships in the Offering with respect to which the advertising or sales literature was disseminated.

Section 138.2 of the Saskatchewan Act provides that, subject to certain limitations, where an individual makes a verbal statement to a prospective Subscriber of securities that contains a misrepresentation relating to the securities purchased, and the verbal statement is made either before or contemporaneously with the purchase of the securities, the Subscriber has, without regard to whether the Subscriber relied on the misrepresentation, a right of action for damages against the individual who made the verbal statement.

There are various defences available to the persons or companies who may be sued, including that no person or company is liable if the person or company proves that the Subscriber purchased the securities with knowledge of the misrepresentation. In an action for damages, the defendant will not be liable for all or any part of the damages that the defendant proves does not represent the depreciation in value of the securities resulting from the misrepresentation relied on. The amount recoverable pursuant to these rights will not exceed the price at which the Units were offered.

The Saskatchewan Act also provides a Subscriber who has received an amended Offering Memorandum delivered in accordance with subsection 80.1(3) of the Saskatchewan Act has a right to withdraw from the agreement to purchase the securities by delivering a notice to the person who or company that is selling the securities, indicating the Subscriber's intention not to be bound by the purchase agreement, provided such notice is delivered by the Subscriber within two Business Days of receiving the amended offering memorandum.

If securities are sold in contravention of the Saskatchewan Act, the regulations or a decision of the Saskatchewan Financial Services Commission, the Subscriber of such securities has a right to void the purchase agreement and recover all money and other consideration paid therefor from the vendor of the securities. Further, a Subscriber of securities who is not sent or delivered a copy of this offering memorandum or any amendment thereto prior to entering into an agreement of purchase and sale has a right of action for rescission or damages against the Partnerships or, if purchased through a dealer, the dealer who failed to so send or deliver this offering memorandum or any amendment thereto.

No action to enforce the foregoing rights may be commenced:

- (a) in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of any action, other than an action for rescission, more than the earlier of,
 - (i) one year after the plaintiff first had knowledge of the facts giving rise to the cause of action; or
 - (ii) six years after the date of the transaction that gave rise to the cause of action.

The rights of action described above are in addition to and without derogation from any other right or remedy that the Subscriber may have at law.

NOTICE TO FLORIDA RESIDENTS

THE FLORIDA SECURITIES ACT PROVIDES, WHERE SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, THAT ANY SALE MADE PURSUANT TO SUBSECTION 517.061(11) THEREOF SHALL BE VOIDABLE BY SUCH FLORIDA PURCHASER EITHER WITHIN THREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER OF SUCH SECURITIES, AN AGENT OF THE ISSUER OR AN ESCROW AGENT OR WITHIN THREE DAYS AFTER THE AVAILABILITY OF THE PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.

Risk Factors

The purchase of the securities of the Partnerships involves a number of risks. The risks described below are not the only risks involved with an investment in the Partnerships. If any of the following risks occur, or if others occur, each Partnerships' business, operating results and financial condition could be seriously harmed and purchasers may lose all of their investment. In addition to the risk factors set forth elsewhere in this Offering Memorandum, prospective purchasers should consider the following risks associated with a purchase of securities distributed under this offering.

Speculative Investment - This is a speculative offering. The purchase of interests in the Partnerships involves a number of risks and is suitable only for investors who are aware of the risks inherent in the real estate industry and who have the ability and willingness to accept the risk of loss of their invested capital and who have no immediate need for liquidity. There is no assurance of any return on an investor's investment and an investor may lose some or all of the amount invested in the Partnerships.

Reliance on General Partners and their Management - Prospective purchasers assessing the risks and rewards of this investment should appreciate that they will, in large part, be relying on the good faith and expertise of the general partners of the Partnerships and their principals and management team, including the principals of Brass, who control the general partners.

No Market for the interests of the Partnerships - There currently is no market whatsoever for the interests of the Partnerships and it is not expected that a market will develop. Consequently, holders of such securities may not be able to sell them. Purchasers should be prepared to hold these securities indefinitely and cannot expect to be able to liquidate their investment even in the case of an emergency. Accordingly, an investment in the Partnerships is suitable solely for persons able to make and bear the economic risk of a long-term investment.

Risks of Real Estate Ownership - Investment in real estate is subject to numerous risks, including the highly competitive nature of the real estate industry, changes in general or local conditions, failure of tenants to pay rent, changes in property values, interest rates, availability of mortgage funds, increases in real estate tax rates and other operating expenses, the possibility of competitive overbuilding and of the inability to obtain full occupancy of the properties, governmental rules and fiscal policies, including rent control legislation, which limit potential rent increases, and other events and factors which are beyond the control of the Partnerships. The Partnerships will be entirely dependent on the performance of the Jefferson Palm Beach property. Accordingly, any adverse change to the property or the area in which it is located would have a negative impact on any investment in the Partnerships. Brass and the Partnerships believe that the information provided concerning Jefferson Palm Beach is accurate and the assumptions regarding further performance of the property are reasonable, but there can be no assurance that this information is correct or regarding the future performance of the property.

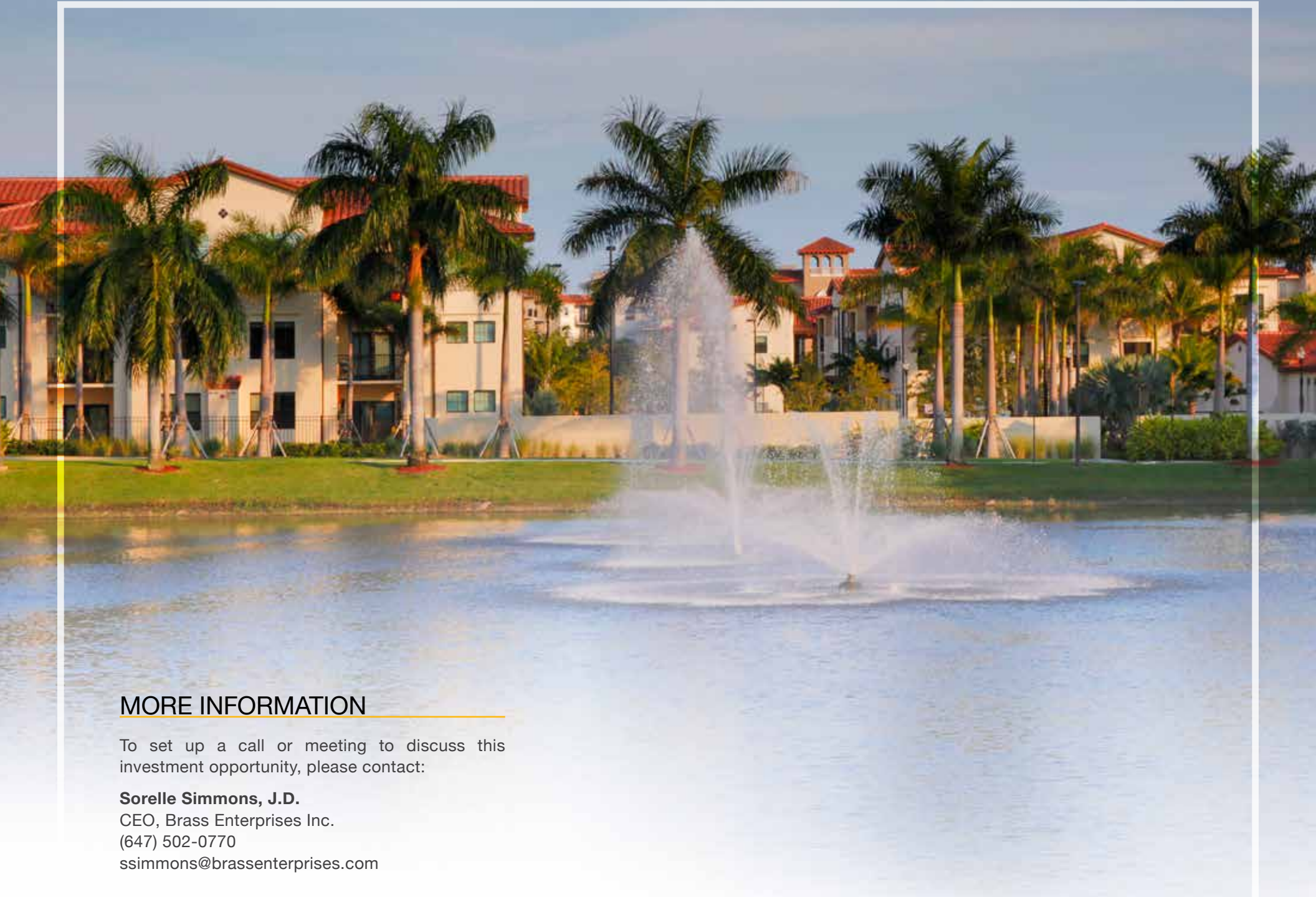
Financing Risks - There is no assurance that the Partnerships will be able to obtain additional financing on commercially acceptable terms, or at all, if it is required in the future.

Additional Contributions – The limited partners in the Partnerships may be called upon to make additional capital contributions pursuant to the terms of the agreements governing the Partnerships.

Uninsured Losses - The Partnerships will arrange for comprehensive insurance, including fire, liability and extended coverage, of the type and in the amounts customarily obtained for properties similar to Jefferson Palm Beach. However, in many cases certain types of losses (generally of a catastrophic nature) are either uninsurable or not economically insurable. Should such a disaster occur with respect to Jefferson Palm Beach, the Partnerships could suffer a loss of capital invested and not realize any profits which might be anticipated.

Limited Liability - The limited liability of a limited partner in one of the Partnerships may be lost if the limited partner takes part in the management of the business of the Partnership.

No Involvement of Unaffiliated Selling Agent - No outside selling agent unaffiliated with Brass has made any review or investigation of the terms of the offering or the structure of the Partnerships.



MORE INFORMATION

To set up a call or meeting to discuss this investment opportunity, please contact:

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