

**OFFERING MEMORANDUM
MAXLIFE INVESTMENT FUND II, LLC
CONFIDENTIAL**

The following comprises confidential information regarding the offering of securities of MAXLIFE INVESTMENT FUND II LLC, a Michigan limited liability company. This document is intended only for accredited Investors. Please do not read further if that does not describe you. Further, please do not disseminate any of the information provided herein or otherwise related to MAXLIFE INVESTMENT FUND II LLC without the prior written consent of MAXLIFE INVESTMENT FUND II LLC.

MAXLIFE INVESTMENT FUND II, LLC (“THE FUND”) or (“THE COMPANY”) RESERVES THE RIGHT TO REJECT ANY OFFER TO PURCHASE NOTES FROM THE FUND, IN WHOLE OR IN PART, FOR ANY REASON. THE INFORMATION PROVIDED RELATED TO THE FUND AND THE OFFERING IS NOT TO BE USED, IN WHOLE OR IN PART, FOR ANY OTHER PURPOSE. ANY REPRODUCTION OR DISTRIBUTION OF ANY INFORMATION PROVIDED RELATED TO THE FUND OR ITS PROSPECTS, IN WHOLE OR IN PART, OR THE DISCLOSURE OF ANY SUCH INFORMATION IS PROHIBITED WITHOUT THE PRIOR WRITTEN CONSENT OF THE FUND.

IN MAKING AN INVESTMENT DECISION, PROSPECTIVE INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE FUNDS’ PROSPECTS AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE INTERESTS IN THE FUND HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL, STATE OR FOREIGN SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT BEEN REVIEWED OR PASSED FOR THE ACCURACY OR ADEQUACY OF ANY INFORMATION PROVIDED ABOUT THE FUND OR THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, IS MADE BY THE FUND OR ITS MANAGER AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION PROVIDED HEREIN, AND NOTHING CONTAINED IN THE INFORMATION IS, OR SHALL BE RELIED UPON AS, A PROMISE OR REPRESENTATION BY THE FUND OR ITS REPRESENTATIVES AS TO THE FUTURE.

THE NOTES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE, AND ARE BEING OFFERED AND SOLD IN RELIANCE ON AN EXEMPTION FROM REGISTRATION UNDER SAID SECURITIES ACT AND SUCH LAWS, AS AN OFFER AND SALE OF SECURITIES THAT DO NOT INVOLVE A PUBLIC OFFERING. THE UNITS ARE SUBJECT TO RESTRICTION ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SAID ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR

EXEMPTION THEREFROM AND EXCEPT AS OTHERWISE PERMITTED IN ACCORDANCE WITH THE FUND'S OPERATING AGREEMENT.

THERE IS NO PUBLIC MARKET FOR THE NOTES AND THERE ARE NO ASSURANCES THAT A MARKET WILL DEVELOP. EACH PURCHASER OF NOTES OFFERED HEREBY IN MAKING HIS/HER/ITS PURCHASE WILL BE DEEMED TO HAVE MADE CERTAIN ACKNOWLEDGMENTS, REPRESENTATIONS AND AGREEMENTS, INCLUDING BUT NOT LIMITED TO THOSE RELATED TO THE PERSON BEING AN ACCREDITED INVESTOR AS DEFINED IN RULE 501 OF REGULATION D OF THE U.S. SECURITIES AND EXCHANGE.

COMMISSION UNLESS THE NOTES ARE REGISTERED, THE NOTES MAY NOT BE OFFERED OR SOLD EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

THE DISTRIBUTION OF CONFIDENTIAL INFORMATION PROVIDED TO POTENTIAL INVESTORS RELATED TO THE FUND AND THE OFFER OR SALE OF THE SECURITIES MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS. PERSONS INTERESTED IN INFORMATION RELATED TO THIS OFFERING OR ANY OF THE SECURITIES MUST INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTIONS. IN PARTICULAR, THERE ARE RESTRICTIONS ON THE DISTRIBUTION OF THE INFORMATION RELATED TO THE FUND AND THE OFFER AND SALE OF THE INTERESTS IN THE UNITED STATES. NEITHER THE FUND NOR ANY OF ITS REPRESENTATIVES IS MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE SECURITIES REGARDING THE LEGALITY OF AN INVESTMENT THEREIN BY SUCH OFFEREE OR PURCHASER UNDER APPROPRIATE LEGAL INVESTMENT OR SIMILAR LAWS.

EACH PROSPECTIVE PURCHASER OF THE SECURITIES MUST COMPLY WITH ALL APPLICABLE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION IN WHICH HE/SHE/IT PURCHASES, OFFERS OR SELLS THE SECURITIES OR POSSESSES OR DISTRIBUTES ANY OF THE INFORMATION RELATED TO THE FUND AND THE OFFERING AND MUST OBTAIN ANY CONSENT, APPROVAL OR PERMISSION REQUIRED FOR THE PURCHASE, OFFER OR SALE OF THE SECURITIES UNDER THE LAWS AND REGULATIONS IN FORCE IN ANY JURISDICTION TO WHICH HE/SHE/IT IS SUBJECT OR IN WHICH HE/SHE/IT MAKES SUCH PURCHASES, OFFERS OR SALES, AND THE FUND SHALL NOT HAVE ANY RESPONSIBILITY THEREFORE.

THE INFORMATION BEING PROVIDED TO PROSPECTIVE INVESTORS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SECURITIES IN ANY JURISDICTION OR TO ANY PERSON TO THE EXTENT SUCH OFFER OR SOLICITATION IS UNLAWFUL. EXCEPT WHERE OTHERWISE INDICATED, THE

MATERIALS PROVIDED SPEAK AS OF THE DATE THEREOF OR IF NOT DATED, THE DATE PROVIDED. NEITHER THE DELIVERY OF THE MATERIALS RELATED TO THE FUND AND THIS OFFERING OR ANY SALE OF SECURITIES SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE OPERATIONS OR THE AFFAIRS OF THE FUND SINCE THE DATE ANY SUCH MATERIALS WERE PROVIDED.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY REPRESENTATION OR TO GIVE ANY INFORMATION WITH RESPECT TO THE FUND AND THIS OFFERING, EXCEPT THE INFORMATION CONTAINED PROVIDED BY THE MANAGER OR MEMBERS OF THE FUND'S MANAGEMENT TEAM. PROSPECTIVE INVESTORS SHOULD NOT RELY ON INFORMATION OTHER THAN THAT PROVIDED TO THEM IN SUCH A MANNER.

CERTAIN PROJECTIONS OF OPERATIONS (THE "PROJECTIONS") PREPARED BY THE FUND ARE INCLUDED IN THE INFORMATION ATTACHED. THE PROJECTIONS WERE NOT PREPARED WITH A VIEW TOWARD PUBLIC DISCLOSURE OR COMPLIANCE WITH PUBLISHED GUIDELINES OF THE SEC REGARDING PROJECTIONS AND HAVE NOT BEEN REVIEWED BY INDEPENDENT ACCOUNTANTS. ACCORDINGLY, NO OPINION OR OTHER FORM OF ASSURANCE IS EXPRESSED. IN ADDITION, THE PROJECTIONS WERE BASED ON A NUMBER OF ASSUMPTIONS AND ARE FURTHER SUBJECT TO SIGNIFICANT UNCERTAINTIES AND CONTINGENCIES, MANY OF WHICH ARE BEYOND THE FUND'S AND ITS MANAGER'S CONTROL. THERE IS NO ASSURANCE THAT THEY WILL BE REALIZED. ACTUAL RESULTS MAY VARY SIGNIFICANTLY FROM THOSE SET FORTH HEREIN OR IN ANY PROJECTIONS HEREINAFTER PROVIDED. THE DISTRIBUTION OF THE PROJECTIONS SHOULD NOT BE RELIED UPON IN PURCHASING THE SECURITIES OFFERED HEREBY. IN PARTICULAR, THIS MEMORANDUM DOES NOT UNDERTAKE TO PROVIDE THE DETAILED DISCLOSURES REQUIRED IN CONNECTION WITH A REGISTRATION OF SECURITIES UNDER THE SECURITIES ACT. IT IS EXPECTED THAT A PERSON CONTEMPLATING AN INVESTMENT IN THE PROPOSED TRANSACTION WILL CONDUCT AN INDEPENDENT INVESTIGATION AND ANALYSIS IN THE EXERCISE OF ITS OWN DUE DILIGENCE, AND A DECISION TO INVEST SHOULD BE BASED SOLELY ON SUCH INDEPENDENT INVESTIGATION AND ANALYSIS.

PROSPECTIVE INVESTORS WILL BE REQUIRED TO MAKE REPRESENTATIONS WITH RESPECT TO THEIR NET WORTH OR INCOME AND TO REPRESENT, AMONG OTHER THINGS, THAT THEY ARE FAMILIAR WITH AND UNDERSTAND THE TERMS OF THIS OFFERING AND HAVE ALL REQUISITE AUTHORITY TO MAKE SUCH AN INVESTMENT.

PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM AS INVESTMENT, TAX, LEGAL OR ACCOUNTING ADVICE. THIS MEMORANDUM AND THE OTHER DOCUMENTS DELIVERED HERewith, AS WELL AS THE NATURE OF AN INVESTMENT IN THE SECURITIES OFFERED HEREBY, SHOULD BE

REVIEWED BY EACH PROSPECTIVE INVESTOR AND SUCH INVESTOR'S INVESTMENT, TAX, LEGAL, ACCOUNTING AND OTHER RELEVANT ADVISORS.

FLORIDA SUPPLEMENT TO THE SUMMARY OFFERING STATEMENT

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE FLORIDA SECURITIES ACT IN RELIANCE UPON EXEMPTION PROVISIONS CONTAINED THEREIN. ANY SALE MADE PURSUANT TO SUCH EXEMPTION PROVISIONS IS VOIDABLE BY THE PURCHASER WITHIN THREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY THE PURCHASER TO THE FUND, AN AGENT OF THE ISSUER OR AN ESCROW AGENT. A WITHDRAWAL WITHIN SUCH A THREE-DAY PERIOD WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, A SUBSCRIBER NEED ONLY SEND A LETTER OR TELEGRAM TO THE FUND AT THE ADDRESS SET FORTH IN THIS MEMORANDUM, INDICATING HIS INTENTION TO WITHDRAW.

FOR NEW YORK RESIDENTS

THIS OFFERING CIRCULAR HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK NOR HAS THE ATTORNEY GENERAL PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR PENNSYLVANIA RESIDENTS

THIS OFFERING IS BEING MADE ONLY TO ACCREDITED INVESTORS WITHIN THE STATE.

FOR NEW JERSEY RESIDENTS

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY NOR HAS THE ATTORNEY GENERAL PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

FOR CONNECTICUT RESIDENTS

THE SECURITIES OFFERED HEREIN HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT (THE "CONNECTICUT ACT") AND, THEREFORE, CANNOT BE RESOLD UNLESS THEY ARE REGISTERED UNDER THE CONNECTICUT ACT OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

FOR CALIFORNIA RESIDENTS

THE SALE OF THE SECURITIES OFFERED HEREIN HAS NOT BEEN QUALIFIED WITH THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, AND THE ISSUANCE OF THESE SECURITIES OR THE PAYMENT OR RECEIPT OF ANY PART OF THE CONSIDERATION THEREFORE PRIOR TO SUCH QUALIFICATION IS UNLAWFUL, UNLESS THE SALE OF UNITS IS EXEMPT FROM QUALIFICATION BY SECTION 25100, 25102 OR 25105 OF THE CALIFORNIA CORPORATIONS CODE. THE RIGHTS OF ALL PARTIES TO THE

OPERATING AGREEMENT ARE EXPRESSLY CONDITIONED UPON SUCH QUALIFICATION BEING OBTAINED, UNLESS THE SALE IS SO EXEMPT. CALIFORNIA RESIDENTS WILL BE REQUIRED TO COMPLETE A PURCHASER QUESTIONNAIRE WITH RESPECT TO THEIR INVESTMENTS HEREIN.

FORWARD-LOOKING STATEMENTS

This Memorandum contains forward-looking statements and forecasts concerning the Fund's plans, intentions, strategies, expectations, predictions, and financial forecasts concerning their future investment activities and results of operations and other future events or conditions. These statements and forecasts are based on the views and opinions of the Manager. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "believes," "may," "will," "could," "intends," "estimate," "might," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. Additionally, certain sections of this Memorandum, such as "Certain Investment Considerations," may contain such forward-looking statements, even though such modifying terminology is absent.

It is important to note that the Fund's actual results or activities or actual events or conditions could differ materially from those estimated or forecasted in such forward-looking statements due to a variety of factors, some of which may be beyond the control of the Fund or the Manager. See "Certain Investment Considerations" for a discussion of certain other factors that could cause the Fund's actual results or activities or actual events or conditions to differ from those anticipated. Although estimates and assumptions concerning the growth of the portfolio are believed by the Manager to be reasonable, such estimates and assumptions are uncertain and unpredictable. To the extent that actual events differ materially from the Manager's assumptions and estimates, actual results will differ from those forecasted.

These statements include, among other things, regarding the Fund's intent, belief, or expectations with respect to:

- the type and quality of the properties the Fund may acquire;
- the target returns, internal rate of return, multiple and distributions to Members; and
- the markets in which the Fund may acquire and operate real estate.

Members should not rely on forward-looking statements because they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Fund's control and may cause its actual results, performance or achievements to differ materially from anticipated future results, or the performance or achievements expressed or implied by such forward-looking statements.

Among the important factors that could adversely affect the Fund's performance are:

- changes in general economic conditions;
- changes in government policies or tax rates;
- the Fund's ability to acquire and operate suitable properties;
- changes in financial markets and interest rates;
- the effect of increased or unexpected competition; and
- each of the other matters described in the "Certain Investment Considerations" sections of this Memorandum.

While forward-looking statements in this Memorandum reflect the Fund's estimates and beliefs, they are not guarantees of future performance. The Fund does not promise to update any forward-looking statements to reflect changes in the underlying assumptions or factors, new information, future events, or other changes.

**BEST EFFORTS OFFERING OF UP TO
\$5,000,000 IN PRINCIPAL AMOUNT**

Promissory Notes ("Notes")

Minimum Note Purchase Amount: \$10,000

This Offering Memorandum (the "Offering") or (the "Memorandum") relates to the offer and sale of up to an aggregate of \$5,000,000 in Notes, on a best-efforts basis, issued by MaxLife Investment Fund II LLC (the "Company") or (the "Fund"). The offering will conclude as soon as the Fund has sold an aggregate of \$5,000,000 Notes, unless the offering is terminated earlier, at the Fund's sole discretion. ***This offering is only available to accredited Investors. In order to ensure that you qualify as an accredited Investor, the Fund encourages you to review Rule 501(a) of Regulation D under the Securities Act of 1933 ("Securities Act"). For general information on investing, the Fund encourages you to refer to www.Investor.gov.***

The Fund is a newly incorporated Michigan-based limited liability company. The Fund intends to engage in financing, acquiring, repositioning, managing, opening, and disposing of strategic, undervalued and/or value-add single-family and multifamily properties in need of better management, repositioning, physical improvements and other enhancements in the Detroit, Michigan area. The Fund may also engage in any other business; however, this shall be subject to the overall performance and growth of the Fund.

The Fund is hereby offering the Investors, under this Offering Circular, the opportunity to purchase Notes for a minimum amount of ten thousand dollars (\$10,000) (the "Minimum Investment Amount") and up to the aggregate amount of five million dollars (\$5,000,000) (the "Maximum Offering Amount").

	Price to Public	Underwriting Discount and Commissions	Proceeds to Issuer	Proceeds to Other Persons
Per Investor				—
Minimum	\$ 10,000	\$ —	\$ 10,000	
Total Maximum	\$ 5,000,000	\$ —	\$ 5,000,000	

Investing in the Notes involves a high degree of risk including risks associated with our lack of prior operations, lack of collateral for the Notes, and certain risks associated with our operations. Before buying any Notes, you should carefully read the discussion of material risks of investing in the Notes in “RISK FACTORS” herein. This Offering Memorandum supersedes any prior offering materials with respect to the Notes.

This Offering Memorandum is prepared in accordance with the Form 1-A disclosure format.

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SOLICITATION MATERIALS. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE COMMISSION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED ARE EXEMPT FROM REGISTRATION.

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IMPORTANT INFORMATION REGARDING THIS OFFERING CIRCULAR

The Interests have not been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”) or by the securities regulatory authority of any State or foreign jurisdiction, and neither the SEC nor any such authority has passed upon the accuracy or adequacy of this Memorandum nor is it intended that the SEC or any such authority will do so. The Interests have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any State or foreign jurisdiction and may be sold only in transactions exempt from the registration requirements of such laws under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D under the Securities Act, and only to persons meeting the definition of “Accredited Investor” under Regulation D. The Interests may not be resold except under limited circumstances in compliance with applicable laws and other restrictions described herein.

Furthermore, the Fund will not be registered as an investment company under the Investment Company Act of 1940 (the “1940 Act”) because the Fund does not meet the definition of “investment company” provided in the 1940 Act. In addition, neither the Fund nor its affiliates will be registered as an investment advisor under the Investment Advisers Act of 1940. Consequently, Investors will not be afforded many of the protections available to Investors under those laws and regulations.

Any projections or other estimates in this Offering, including estimates of returns or performance, are forward-looking statements and are based upon certain assumptions that the Fund and the Manager consider to be reasonable. Other events, which were not considered, may occur, and may significantly affect performance. Any assumptions, projections or estimates should not be construed to be indicative of the actual events that will occur. Actual events are difficult to predict and depend upon factors that are beyond the Fund’s control. Certain assumptions have been made to simplify the presentation and, accordingly, actual results will differ, and may differ significantly, from those presented. Some important factors which could cause actual results to differ materially from those projected or estimated in any forward-looking statements include, but are not limited to, the following: changes in interest rates and financial, market, economic or legal conditions. In addition, the degree of risk may be increased because of the leveraging of the Fund’s investments. These and other risks are described under “Certain Investment Considerations” and elsewhere in this Memorandum and Investors are urged to read and consider these prior to investing in the Interests. Accordingly, there can be no assurance that targeted returns or projections will be realized. Such targeted returns and projections should be viewed as hypothetical and do not represent the actual returns that will be achieved by an Investor. Investors should conduct their own analysis, using such assumptions as they deem appropriate, and should fully consider other available information, including the information described in “Certain Investment Considerations,” in making an investment decision. Due to the numerous risks inherent in the investment, Investors must be prepared to bear the economic risk of their investment for an indefinite period and be able to withstand a total loss of their investment.

Investors should bear in mind that past performance is not necessarily indicative of future results and there can be no assurance that the Fund will achieve results comparable with similar funds' past performance or results comparable with the performance of other funds managed by the Manager.

There is no public market for the Notes, and none is expected to develop in the future. Sums invested are also subject to substantial restrictions upon withdrawal and transfer, and the Notes offered hereby should be purchased only by Investors who have no need for liquidity in their investment.

Non-U.S. Investors have certain restrictions on resale and hedging under Regulation S promulgated pursuant to the Securities Act. Distributions under this offering might result in a tax liability for the non-U.S. Investor. Each prospective Investor is urged to consult his, her or its own tax advisor or pension consultant to determine his, her or its tax liability.

No person has been authorized in connection with this offering to give any information or to make any representations other than those contained in this memorandum, and any such information or representations should not be relied upon. Any prospective purchaser of Notes who receives any such information or representations should contact the Managing Member immediately to determine the accuracy of such information. Neither the delivery of this memorandum nor any sales hereunder shall, under any circumstances, create an implication that there has been no change in the affairs of the Company or in the information set forth herein since the date hereof.

Prospective Investors should not regard the contents of this memorandum or any other communication from the Company as a substitute for careful and independent tax and financial planning. Each prospective Investor is encouraged to consult with his, her, or its own independent legal counsel, accountant, and other professionals with respect to the legal and tax aspects of this investment and with specific reference to his, her, or its own tax situation, prior to subscribing for Notes.

The purchase of Notes by an individual retirement account ("IRA"), Keogh plan or other qualified retirement plan involves special tax risks and other considerations that should be carefully considered.

The Notes are offered subject to prior sale, acceptance of an offer to purchase, and to withdrawal or cancellation of the offering without notice. The Managing Member reserves the right to reject any investment in whole or in part.

EXECUTIVE SUMMARY

MAXLIFE INVESTMENT FUND II, LLC (the “Fund” or “Company”) seeks to capitalize on strategic, undervalued and/or value-add residential and multifamily properties. The Fund is targeting up to \$5 million (with the option to decrease at the Manager’s sole discretion) in capital commitments from accredited Investors for financing, acquiring, repositioning, managing, operating, and disposing of such assets. Although the Fund will primarily target Class B and C single-family and multifamily assets in the Detroit area, the Fund may, from time to time, invest in other cash flowing and potentially cash flowing single-family, multifamily, commercial (i.e., senior living, mobile home parks, self-storage, mixed-use, office and/or retail) as well as real estate-backed investments in other markets if compelling opportunities arise. The Fund may invest in and finance the purchase and repositioning of distressed properties, including but not limited to REOs, foreclosures, off-market, pulled from market, concession sensitivity, price reduced and post-COVID-19 properties.

The term of the Company commenced on the date of filing of the Certificate of Formation of the Company in accordance with the Code and shall continue until dissolution of the Company.

The Fund will use a combination of equity and debt financing for its deployment of capital. Any financing may be secured or guaranteed by the Fund and may be provided to unrelated third parties (i.e., a borrower or a seller of a property) or affiliates of the Manager. If such financing is provided to or by affiliates of the Manager, terms will be consistent with those currently available from third parties. Although the Manager would prefer to seek nonrecourse loans that would limit the exposure of such loans to the underlying property for each such loan, current market conditions may require the Manager to obtain loans with either full or partial recourse to the Fund or cross-collateralization with other investments of the Fund.

In the event the Fund lends money to or borrows money from an affiliate of the Manager, such as purchase mortgages, refinance mortgages and construction lines of credit, the affiliate and the Fund will receive compensation for providing any such loans. Such loans, if any, will be on terms that the Manager believes to be no less favorable to the Fund than generally available from third parties; however, loan terms will be established by the Manager and not result from arm’s length negotiations.

Lamar Lee is the sole Manager of the Fund (the “Manager” or the “Sponsor”).

The minimum investment is \$10,000 per unique Investor, however; the Manager, in its discretion, may accept a lesser amount.

At any time after obtaining Capital Commitments of at least \$100,000 the Manager may seek to make its first Capital Call and subsequently make the “Initial Closing.” The Manager may conduct additional Closings from time to time at such time during the Investment Period (as defined below) and in such frequency as it may determine in its sole discretion. hereby to Investors immediately thereafter.

FUND INVESTMENT OBJECTIVE AND STRATEGY

The Fund's objective is to effectively deploy the net proceeds of this Offering in assets which are designed to generate current income and long-term growth.

The Fund's strategy will be to produce attractive risk-adjusted returns by financing the acquisition, repositioning, management, opening, and disposing of strategic, undervalued and/or value-add single-family and multifamily properties in need of better management, repositioning, physical improvements, and other enhancements. The Fund may invest in distressed properties, including but not limited to REOs, foreclosures, off-market, pulled from market, concession sensitivity, price reduced and post-COVID-19 properties. Value-add properties may not generate positive cash flow for a significant period of time, if ever (or may have a cash deficit and require significant cash). There may be unanticipated delays in, or increases in the cost of, improving or repositioning such properties which are beyond the control of the Manager. Further, there is no assurance the Manager and its affiliates will be successful in improving the cash results of the properties, as this depends in a significant part on several factors beyond the Manager's control, including general or local economic conditions, and demand for residential real estate in the local market. Thus, underperforming and value-added properties may pose greater investment risk than fully stabilized properties.

The target markets and properties should generally possess the criteria that allow for underwriting and returns that meet the Fund's objectives; however, the Fund may invest in other target markets and cash flowing and potentially cash flowing assets (including commercial, senior living, mobile home parks, self-storage, mixed-use, office, retail and/or single family) in which the Manager believes that the assets can be effectively underwritten. The Fund may also make loans on similar asset classes to affiliates and non-affiliates, with the following being the general outline of individual properties to be acquired and/or invested in by the Fund:

Type of Investment	Primarily Residential & Multifamily
Property Class	All Classes
No. Units	1+
Price	100K per door <
Target Markets	Midwest
Targeted Avg. Cash on Cash	10% >
Targeted IRR, Net	Low to mid-teens
Long-Term Leverage	Up to 80%
Existing Occupancy	0% - 100%
Targeted Investment Term	7–10 years

The Manager believes that Fund performance will be enhanced by focusing its performance strategies on how each asset drives cash flow. When analyzing potential investments, the Manager will look for investments where the team's particular skill set may create value post-acquisition and throughout the

holding period during which the asset management team will continue to do their best to focus on efforts to consistently apply the Fund's strategy.

No assurance can be given that these objectives will be attained or that the Fund's capital will not decrease, or that an Investor's investment will not be lost entirely.

As of the date of this Memorandum, the Manager expects the Fund to invest in multiple properties and side-by-side affiliate companies of the Manager and multiple other investment vehicles managed by the Manger. Talk to your tax, legal and/or financial adviser before making any investment decisions.

MANAGEMENT OF THE FUND

The Manager

The Manager of the Fund will be Lamar Lee. The strategic direction and investment objectives of the Fund are the focus of the Manager.

The Fund will primarily invest in single-family and multifamily properties, primarily located in the Detroit, Michigan area. These types of investments are, or relate to, properties generally located in and around the Detroit metropolitan. Lamar Lee focuses on purchasing properties at \$100,000 per unit and under. There may be instances where assets are purchased larger or smaller than this amount and may include multiple assets purchased simultaneously or over time. The Fund may also invest in senior living, mobile home parks, self-storage, mixed-use, office and/or retail properties located throughout the United States. The Fund may focus on distressed properties, including but not limited to REOs, foreclosures, off-market, pulled from market, concession sensitivity, price reduced and post-COVID-19 properties.

The Manager employs a strategy of investing in Assets which are well-selected, well-managed and disposed of at an optimal time. Our principal targeted assets are investments in properties if compelling opportunities arise that present superior opportunities for above-market returns, that have quality construction and desirable locations which can attract quality tenants.

To this end, the Manager may:

- Co-invest in Class B and Class C single-family and multifamily apartment communities in quality locations in the Manager's target markets, where the Manager can add significant value through third-party hands-on management and/or appreciation potential;
- Buy assets at below-market prices, or at market prices where there is sufficient upside potential to obtain above-market returns over the long term;
- Make physical alterations and other improvements to those communities, where the Manager can achieve significant benefit with minimal capital outlay; and

- Through third-party management, increase the rents to increase the overall value of the property.

Lamar Lee has been investing in investment real estate since the mid 2000s, across several economic cycles and environments. Mr. Lee has completed transactions across multiple cities and states. As part of the operations of MaxLife Investment Group, an affiliate company of the Manager, the Manager shops properties year-round to discover opportunities in which to invest and develop. MaxLife Investment Group focuses on buying properties that offer opportunities to increase rents and occupancy, as well as reduce concessions, while using Mr. Lee's proprietary knowledge and strategies for developing affordable housing.

In addition to the above criteria, the Fund focuses on investments that should provide positive cash flow upon acquisition or the potential for cash flow in the future. The Fund follows a very conservative investing model where the purchase price is based on modest income calculations and worst-case scenario situations. The Manager prides itself on its stellar reputation with sellers and borrowers for getting deals to settlement in a timely and efficient manner. The Manager has bought and sold real estate assets through various economic cycles and in different markets. Mr. Lee has extensive relationships with national and regional banks and private mortgage companies and is a preferred borrower with many lenders. The Manager's goal is to continue to build wealth through real estate with well-positioned acquisitions, effective property management, and strategic dispositions.

The Fund will invest through a limited liability company ("LLC") that will finance and/or own a single or multiple multifamily or commercial properties (single purpose entities). Lamar Lee may be invested side-by-side with the Fund through an affiliate, or through the Fund itself. MaxLife Investment Fund LLC is a \$5 million fund for accredited Investors that was formed on August 06, 2021. The amount invested will vary depending on the lender's requirements and the amount of funds raised by the Fund.

In addition to prior investment funds and the Fund, the Manager may also simultaneously offer investment opportunities in other funds, which may invest side-by-side with the Fund and/or in other multifamily properties. Each investment vehicle has unique investment objectives, risks, investment terms, fees and expenses, and tax considerations. There can be no assurance that the Fund will achieve results comparable with similar funds' past performance or results comparable with the performance of other funds managed by the Manager. Talk to your tax, legal and/or financial adviser before making any investment decisions.

FUND STRUCTURE

The Manager has endeavored to structure this Fund in a way that balances the Manager's need for flexibility, autonomy, and control with respect to Fund policies and investment decisions with the Investor's natural desire for safety, oversight, and transparency. We have considered the Fund's fee structure, administrative procedures, and third-party service providers including Fund administration and accounting services and have attempted to create a beneficial and proper alignment of interests between the Manager and the Investors, but there is no guarantee that interests will be aligned.

The Fund is organized as a Michigan limited liability company. The Fund is making an offering that is exempt from registration under Regulation D promulgated by the SEC under the Securities Act of 1933 (the “Act” or “Securities Act”). The Fund is open to both United States and non-US Investors. If the Fund has non-US Investors, then it will be subject to U.S. tax withholding obligations with respect to such Investors. Each Investor in the Fund must be an “accredited Investor” as such term is defined in Regulation D.

Some of the ways Investors can qualify are:

- For natural person Investors, having a net worth of at least \$1,000,000, excluding the value of a primary residence; or
- For natural person Investors, having an adjusted gross income of at least \$200,000 for the last 2 years (or \$300,000 with a spouse); or
- For natural person Investors, holding, in good standing, a Series 7, Series 82 or Series 65 license; or
- For entity Investors, having all the owners of the entity otherwise be Accredited Investors.

SUMMARY OF OFFERING

The following information is only a summary of, and is qualified in its entirety by, the detailed information appearing elsewhere in this Offering Memorandum. This Offering Memorandum, together with the exhibits attached including, but not limited to, the Limited Liability Company Agreement of the Company (the “Company Agreement”), the Note, and the Subscription Agreement, should be read in their entirety before any investment decision is made. All capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Company Agreement. If there is a conflict between the terms contained in this Offering Circular and the Company Agreement or the Note, then the Company Agreement or the Note shall prevail.

- The Company** MaxLife Investment Fund II LLC (the “Company”) or (the “Fund”) is a Michigan limited liability company with a principal office located at 16554 Wyoming Ave, Detroit, MI 48221. The Company has not yet commenced operations. The Company intends to engage in the financing, construction, ownership, sale, rental, and management of commercial and residential housing in the Detroit, Michigan area.
- Offering Size** The Company is seeking to raise a maximum aggregate amount of \$5,000,000. However, the Company may reduce the maximum aggregate amount.
- Note Terms** Each Note will have a term of five (5) years from the date of purchase. Upon the maturity date of each Note, the principal amount and accrued interest of each Note will automatically renew for an additional term of five years with the interest rate and terms that the Company specifies, unless an Investor requests payment of the principal amount and accrued interest of the Investor’s Note within sixty (60) days of the date of maturity. Approximately ninety (90) days before the maturity date of each Note, the Company will provide the Investor with a notice of maturity and specify the terms (including interest rate) applicable to the Note upon renewal. The Investor must then inform the Company within 60 days of the date of maturity that the Investor wishes for the Company to redeem the Investor’s Note. If an Investor requests a timely redemption of the Investor’s Note, the Company will pay the principal amount and accrued interest of the Note to the Investor. Partial redemption is permitted. If the Investor does not timely request redemption of his/her Note, the principal amount and accrued interest of the Note will automatically be renewed into a new Note with a new five-year term with the terms set forth in the notice of maturity provided to the Investor. Each Note is an unsecured obligation of the Company.

Interest Rate	The initial interest rate of the Notes will be ten percent (10%) per year. Upon maturity of a Note, the Company may change the interest rate and other terms of the Note, which will go into effect upon the renewal of the Note.
Collateral	The Notes are not secured by collateral. Each Note is an unsecured obligation of the Company.
Minimum Investment	Investors may purchase Notes from the Company at the minimum investment amount of ten thousand dollars (\$10,000). Notes may be in any denomination provided that the principal amount is at least \$10,000 USD.
Payments of Principal	The principal amount and accrued interest of each Note will be paid upon maturity of the Note provided that the holder of the Note requests that the Company redeem the Note at least 15 days before the maturity date of the Note. If the Investor does not request redemption of the Note within such 15-day period, the principal amount and accrued interest of the Note will automatically be rolled over into a new Note with the terms and interest rate provided to the Investor in the notice of maturity.
Investor Suitability	This offering is limited to certain individuals, Keogh plans, IRAs and other qualified Investors who meet certain minimum standards of income and/or net worth. Each purchaser must execute a Subscription Agreement making certain representations and warranties to the Company, including such purchaser's qualifications as an "accredited Investor." See " <i>State Law Exemption and Purchase Restrictions.</i> "

STATE LAW EXEMPTION AND PURCHASE RESTRICTIONS

Notes will be sold only to "accredited Investors" (as defined in Regulation D under the Securities Act). Under Rule 506 (c), this offering will be exempt from state law "blue sky" review, subject to meeting certain state filing requirements and complying with certain anti-fraud provisions, to the extent that investments offered hereby are offered and sold only to "accredited Investors." Accordingly, the Company reserves the right to reject any Investor's subscription in whole or in part for any reason, including if the Company determines in our sole and absolute discretion that such Investor is not an "accredited Investor" for purposes of Regulation D.

To determine whether a potential Investor is an "accredited Investor," the Investor must be a natural person who has:

- an individual net worth, or joint net worth with the person's spouse, that exceeds \$1 million at the time of the purchase, excluding the value of the primary residence of such person; *or*

- earned income exceeding \$200,000 in each of the two most recent years or joint income with a spouse exceeding \$300,000 for those years and a reasonable expectation of the same income level in the current year. If the Investor is not a natural person, different standards apply. See Rule 501 of Regulation D for more details.

For purposes of determining whether a potential Investor is an “accredited Investor,” annual income and net worth should be calculated as provided in the “accredited Investor” definition under Rule 501 of Regulation D. In particular, net worth in all cases should be calculated excluding the value of an Investor’s residence, and any indebtedness in excess of the value of the Investor’s residence should be counted as a liability.

RISK FACTORS

There are significant risks associated with investing in the Notes. The Notes are highly speculative and should not be purchased by anyone who cannot afford a total loss of his or her entire investment. Before you purchase Notes, please review the list of risks mentioned herein below that the Company specifically wants to bring to your attention. There are other risks that could interfere with the business of the Company and the summary below is not intended to be exhaustive. You should carefully consider the following risk factors together with all of the other information included in this Offering Circular, including the matters addressed under “Statement Regarding Forward-Looking Information,” in evaluating an investment in the Notes. If any of the following risks were to occur, the Company’s business, financial condition, results of operations, cash flows and ability to repay the Notes could be materially adversely affected.

Risks Relating to an Investment in the Company- General

The Company is conducting this offering on a “best efforts” basis.

This offering is being conducted on a “best efforts” basis. No guarantee can be given that all or any of the Notes will be sold, or that sufficient proceeds will be available to conduct successful operations. Sale of relatively few Notes may reduce the ability of the Company to effectively undertake its business plan. However, any funds invested are still at risk. Therefore, if the Company does not sell a sufficient number of Notes (as determined by our Managing Member in his sole discretion), the Company may decide to cease operations, which could lead to the Notes not being repaid. Investors are not entitled to return of their funds if the entire offering is not subscribed.

The proceeds of this offering are not being deposited into escrow.

The proceeds of this offering are not being deposited into escrow. Proceeds of this offering are available to the Company immediately for use in the Company’s operations. As a result, if the Company only sells a small part of this offering, it may be unable to raise sufficient funds for its operations; however,

the funds previously invested will still be at risk. If the Company is unable to raise sufficient funds in this offering, then you could lose some or all of your investment.

An investment in the Notes is speculative and there is no guarantee of profitability.

The Company anticipates that revenues will be sufficient to create net profits for the Company and permit repayment of the Notes. However, there can be no assurance that revenues will be sufficient for such purpose. If revenues are insufficient to permit repayment of Notes, the Company could default on the repayment of the Notes. In addition, the Company may repay Notes at times when the Company has not generated net income. As a result, the funds for such repayment could come from the sale of Notes to other Investors. Further, the Notes are speculative and involve a high degree of risk. There can be no guarantee that the Company will be able to repay the Notes upon their maturity. Therefore, the ability of the Company to repay the Notes will depend upon the Company's ability to successfully execute its business plan, including achieving positive cash flow from the sale or rental of properties.

There is no guaranteed return of your investment.

The Notes are speculative and involve a high degree of risk. There can be no guarantee that the Company will be able to repay the Notes upon their maturity. The ability of the Company to repay the Notes will depend upon the Company's ability to successfully execute its business plan, including achieving positive cash flow from the sale or rental of properties.

The Company may obtain financing from other sources on a secured basis.

The Company anticipates obtaining debt financing from sources other than the Investors in the Notes. If the Company obtains financing from another source, that lender may require that the Company provide collateral to secure such financing. Such collateral would be one or more of the properties that the Company owns or will purchase. If the Company defaults on such secured financing, the lender will have the ability to foreclose on the assets pledged as collateral. In such a case, the Company would lose the assets pledged as collateral. As a result, in times when the Company's cash flow is constricted, the Company may decide to prioritize the payment of secured creditors to the detriment of Note Investors, in order to prevent the foreclosure of the Company's properties. Furthermore, any secured lender will have priority in any bankruptcy proceeding.

Risks Related to Conflicts of Interest

The Company will engage in transactions with companies related to our Managing Member.

The Company intends to contract with MaxLife Investment Group, which is owned by the Managing Member, to be the developer for the residential and multifamily housing units that the Company will hold. While the Company believes that the fees and costs charged by MaxLife Investment Group are within market values, the Company does not presently intend to seek other bids for general contractor services. As a result, the Company may pay more for these services than it otherwise would if the

Company were to seek competitive bids for general contractors. However, in the future, the Company may use development firms other than MaxLife Investment Group.

In addition, the Company will manage, purchase, and sell the residential housing units through Great Lakes Property Management Group LLC, a property management firm owned by the Managing Member's relatives. Great Lakes Property Management Group will charge one month's rent as a leasing fee, 10% management fee, and 6% commission or fee on the sales or purchases of each property. This commission may be split with a buyer's or seller's agent.

Risks Related to the Company's Business Plan

Investing in real estate is subject to several risks.

The Company will be subject to the risks that generally relate to investing in real estate. The Company's revenues and cash flows may be adversely affected by: changes in national or local economic conditions; changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics, including, but not limited to, changes in the supply of and demand for competing properties within a particular local property market; competition from other properties offering the same or similar services; changes in interest rates and the credit markets which may affect the ability to finance, and the value of, investments; the ongoing need for capital improvements, particularly in older building structures; changes in real estate tax rates and other operating expenses; changes in governmental rules and fiscal policies, civil unrest, acts of God, including earthquakes, hurricanes, and other natural disasters, acts of war or terrorism, which may decrease the availability of or increase the cost of insurance or result in uninsured losses; changes in governmental rules and fiscal policies which may result in adverse tax consequences, unforeseen increases in operating expenses generally or increases in the cost of borrowing; decreases in consumer confidence; government taking investments by eminent domain; various uninsured or uninsurable risks; the bankruptcy or liquidation of major tenants; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws; the impact of lawsuits which could cause the Company to incur significant legal expenses and divert management's following.

All of the Company's properties will be located in the Detroit, Michigan area, which means that the Company is dependent upon conditions in the Detroit area.

All of the residential housing units that the Company will construct will be located in the Detroit area. As such, any event affecting only the Detroit area, such as a local or regional economic downturn, a major tornado, flood, terrorist attack or other catastrophic event, could materially adversely affect the Company's properties while not adversely affecting the performance of other real estate companies located elsewhere in the country.

This offering is a blind pool offering and Investors will not have the opportunity to evaluate any of the Company's investments or operations before or after purchasing Notes.

Investors will not be able to evaluate the economic merits, transaction terms, or other financial or operational data concerning any of the properties that the Company develops either prior to or after purchasing Notes. Investors must rely on the Company's Managing Member to evaluate and take advantage of the business opportunities available. Because Investors cannot evaluate any of the Company's future investments in advance of purchasing Notes, it will result in a "blind pool" offering that may entail risk for the Investors. This additional risk may hinder Investors' ability to achieve their own personal investment objectives related to portfolio diversification, risk-adjusted investment returns, and other objectives.

The Company may suffer an uninsured or underinsured loss.

While the Company intends to carry reasonable amounts of comprehensive insurance, including casualty, liability and extended coverage insurance, there are certain risks which may be uninsurable or not insurable on terms which the Company believes are economical. Such risks may include, for instance, earthquakes and floods or certain types of liability claims. The Company could suffer a severe financial loss in the event of such an uninsured or underinsured casualty or liability loss.

The Company could be responsible for environmental liabilities.

Hazardous substances, wastes, contaminants or pollutants, or sources thereof, defined by present and future state and federal laws and regulations, could be discovered on properties that the Company acquires, either during the Company's ownership or after sale to a third party. If such substances are discovered or placed on the property during our ownership, the Company may be required to remove the substances and clean up the property and could be subjected to full recourse liability for the entire cost of any such removal and clean-up, even if the cost of such removal and clean-up exceeded the value of the property. In addition, the Company could incur liability to tenants and other users of the property, or users of neighboring property, including liability for consequential damages. The Company could also be exposed to the risk of lost revenues during any clean-up. Should the Company fail to remove the substances or sources and clean up the property, federal, state, or local environmental agencies could perform such removal and clean-up and impose and subsequently foreclose liens on the property for the cost thereof. The Company could find it difficult or impossible to sell or refinance the property prior to, during or even following any such clean-up. If such substances are discovered after the property is sold, the Company could be liable to the purchaser if the Company knew or had reason to know that such substances or sources existed. In such a case, the Company could also be subject to the costs described above.

Construction costs could exceed our estimates, and construction delays could delay our ability to deliver completed housing units.

Delays are common in rehab projects and new housing construction. Some of the potential causes of construction delays are labor disputes, adverse weather conditions, governmental orders or delays, unavailability of materials or labor, or the financial insolvency of the general contractor or

subcontractors. Construction and rehab cost overruns due to increases in the prices of materials and labor are not uncommon, and certain construction and rehab costs which typically constitute a substantial portion of a construction budget may be beyond the Company's control. For example, city or county development (impact) fees cannot always be estimated accurately. If these or other construction costs were to exceed amounts budgeted, the Company could be required to seek additional debt financing, which might not be obtainable. A failure to secure the needed financing could force the Company to abandon a project and might subject the property to the risk of foreclosure by the mortgage lender.

The Company may be subject to warranty claims from our customers.

The Company provides customers of its products with a warranty covering defects in material or workmanship for ten (10) years from the date of purchase. As a result, the Company may be subject to claims for warranty coverage. The Company does not maintain any reserves for warranty coverage, because all warranty claims are handled by our general contractor and subcontractors. If the Company is required to cover the cost of repairs not covered by the warranties of our vendors or should one of our major vendors be unable to cover future warranty claims, the Company could be required to expend substantial funds, which could harm our financial condition.

Construction defects could adversely affect the financial performance of the Company.

The Company will be subject to the risk of construction defects, which can arise from inadequate construction plans and specifications, poor workmanship, or defective materials. Correction of serious defects can be costly and time consuming. Moreover, certain defects may not become apparent until after the expiration of any contractors' or suppliers' warranties.

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Other General Risks of an Investment in the Company

Investors will not have the right or ability to terminate the Managing Member.

The Notes do not constitute any voting rights and Investors will not have the ability to remove the Managing Member. As a result, even if Investors are dissatisfied with the management of the Company, Investors will have no ability to remove the Managing Member and appoint a new Managing Member. Therefore, Investors rely upon the Managing Member to effectively manage the Company.

The Company's activities may subject it to the risks of becoming involved in litigation.

The Company's business may include activities that will subject it to the risks of becoming involved in litigation by third parties. The expense of defending claims against the Company by third parties and paying any amounts pursuant to settlements or judgments would be borne by the Company and would reduce the monies available to repay the Notes. The Managing Member will be indemnified by the Company in connection with such litigation, subject to certain conditions.

There may not be sufficient quality opportunities to construct residential housing units.

Although the Company believes that the Company has identified areas in the Detroit market that are in need of residential housing, it is possible that these areas could become saturated or the demand in such areas could deteriorate. In such a case, the Company would need to identify new areas for construction. If the Company is unable to find new areas promptly or at all, then the Company may be unable to effectively invest the proceeds of the Notes.

Competition may adversely affect our revenues and profitability.

In general, the property development industry is intensely competitive and highly fragmented. The Company will compete with various companies. Many of the Company's competitors are more established than the Company is and have significantly greater financial, technical, marketing, and other resources than the Company presently possesses. Some of these competitors have greater name recognition and a larger customer base. These competitors may be able to respond more quickly to new or changing opportunities and customer requirements and may be able to undertake more extensive promotional activities, offer more attractive terms to customers, and adopt more aggressive pricing policies. The Company cannot assure Investors that the Company will be able to compete effectively or successfully with current or future competitors or that the competitive pressures the Company faces will not harm the business.

The Company may become liable for indemnification obligations to our Managing Member or its affiliates.

The Company will be required to indemnify the Managing Member and certain affiliated persons and entities of the Managing Member for liabilities incurred in connection with the affairs of the Company. Such liabilities may be material and have an adverse effect on the Company's financial performance. The indemnification obligation of the Company will be payable from the assets of the Company, which would reduce the amount of monies available to repay Notes.

The Company is dependent upon the continued service of our Managing Member.

Our business strategy is dependent upon the knowledge and business connections of our Managing Member. If our Managing Member were to become unable to participate in the management of the Company, or if his participation were to become materially limited in any way, the Company's business could be negatively affected.

If our Managing Member left the Company for any reason or if he became ill or unable to work for an extended period of time, our operations could be negatively affected. Even if the Company is able to find other personnel, it is uncertain whether the Company could find someone who could develop and execute our business at an acceptable level, or at all. It is likely that if our Managing Member were

unable to continue serving in this capacity that the Company would dissolve or otherwise cease operations. If this happens, the Investors could lose some or all of their investment.

Risks Specific to Notes

Investors must specifically request repayment of each Note within 45 days of the maturity date.

Each Investor will have the responsibility to notify the Managing Member of his/her/its desire for repayment of his Note upon maturity. Approximately 60 days prior to the maturity date, the Company will provide each Investor with a notice of maturity. The Investor must notify the Company within 60 days of the maturity date that the Investor desires for the Company to repay the Investor's Note. If the Investor fails to timely notify the Company that he wishes for the Company to repay his Note, then the Note will automatically renew ("roll over") into a new Note. The notice of maturity will state the terms (including interest rate) applicable to the new Note.

The Notes are not liquid.

An investment in the Notes is intended as an illiquid investment. The Company does not intend to list the Notes on any securities exchange or quotation medium. As a result, there will not be any organized trading market for the Notes.

The Notes are unsecured obligations of the Company.

The Notes are not secured by any collateral. As a result, if the Company defaults in payment of the Notes, you will not be able to foreclose on any collateral in order to recoup your investment. Rather, each Investor will be required to seek repayment from the Company individually. As a result, you may have to file a lawsuit against the Company, obtain a judgment against the Company, and then seek to execute that judgment against the Company's assets, if any, at that time.

The Company may change the interest rate of the Notes upon renewal.

Upon maturity of each Note, the Company will send each Investor a notice of maturity at least ninety (90) days before the maturity date. The notice of maturity will set forth the interest rate applicable to the Note upon renewal. If the Investor does not notify the Company within sixty (60) days before the maturity date that the Investor desires for the Company to repay the note, then the Note will automatically be rolled over into a new Note with the interest rate set forth in the notice of maturity. All other terms of the Note will remain unchanged.

The Notes are not issued pursuant to a trust indenture.

The Notes are not being issued pursuant to a trust indenture. The Trust Indenture Act of 1939 generally requires that debt securities be issued pursuant to a trust indenture, which appoints a trustee to exercise the rights of the debtholders in case of an event of default. However, this offering is exempt from the Trust Indenture Act, and therefore the Notes are not being issued under a trust indenture. As a result,

each Investor must exercise its rights individually against the Company in the case of an event of default. This could lead to competing claims to the Company's assets in the case of multiple judgments against the Company following a default.

USE OF PROCEEDS

The net proceeds to the Company from the sale of the Notes will be equal to the aggregate principal amount of the Notes the Company sells. If the Company sells the Maximum Offering Amount, which is \$5,000,000, the net proceeds will be approximately \$5,000,000.

The Company intends to use the net proceeds from this offering to finance, purchase and renovate multifamily and residential housing in the Detroit area. These units may be townhomes, duplexes, single family homes, or multifamily apartments. Once these units are purchased and renovated, the Company intends to lease, sell, or refinance the units in order to produce income. The Company has not identified the particular properties it will purchase, nor does the Company intend to allocate the proceeds for certain purposes. All proceeds of this offering will be for the Company's business objectives within the sole discretion of the Managing Member.

Accordingly, an Investor must rely upon the ability of the Managing Member in utilizing the offering proceeds in connection with the Company's business plan. As a result, it is possible that the Company may be unable to find a sufficient number of properties to purchase or that the Company may be unable to build sufficient residential housing units to meet its business objectives.

The Company intends to use revenues to repay Notes to Investors that have requested repayment; however, the Company reserves the right to use proceeds from the sale of Notes to repay Notes if revenues are insufficient at the time of repayment.

DESCRIPTION OF BUSINESS

Overview

The Company was incorporated as a Michigan limited liability company in August 2021 pursuant to filing of the Company's Certificate of Formation with the Secretary of State of Michigan. Since the Company's formation, the Company has not engaged in any business other than undertaking steps in preparation for this offering.

Business Plan

The Company intends to finance, purchase, and renovate single-family and multifamily housing units in the Detroit, MI area. Once these units are purchased and renovated, the Company intends to lease, sell, or refinance the units in order to produce income. The Company does not have a specified allocation of properties that the Company intends to finance versus the number of properties that the Company intends to purchase and/or renovate.

For rental properties, the Company will hire a property manager to manage the properties. However, the Company may decide to self-manage in the future. The management company may be an affiliate of the Managing Member or an unaffiliated management company.

The Company intends to engage MaxLife Investment Group as the development firm and Great Lakes Property Management Company as the property manager for our residential and multifamily properties for the time being. In the future, the Company may use other developers and property managers.

When units are renovated, the Company will determine whether to rent or sell the finished unit depending on market conditions and indications of interest from potential customers at that time. See "Interest of Management and Others in Certain Transactions."

The Company anticipates the costs of each renovated unit to be approximately \$100,000 or less. The Company intends to lease each unit for approximately \$900 per month before considering property management fees, taxes, insurance, and other costs associated with each unit. The Company anticipates a holding period of three-to-four years before the Company starts to sell or refinance properties. If the Company is able to meet these timelines, the Company believes that the Company will have sufficient cash flow to service the notes, as well as repay the Notes as they mature.

Detroit, MI Market Information

The Detroit board of Realtors has published that the average price of single-family homes in May 2021 was \$108,642, up 18% from May 2020. The average residential rent cost in Detroit increased by 13.2% in 2019. Rental rates in Detroit remained strong in 2020, despite the COVID-19 pandemic. Prior to April 2020, home sales had been outperforming 2019's record volume as consumers took advantage of historically low-interest rates.

The current home prices in Detroit are more affordable compared to other major cities in the U.S., making it an attractive market for people who are relocating to seek affordable living, plentiful job opportunities and a strong economy. It is especially attractive to millennials who make up the fastest growing segment of the population for real estate ownership.

With over 670,000 residents, Detroit continues to be the largest city in the state of Michigan. Detroit's economy continues to grow steadily because of the region's commitment to attract big business in industries like tech and renewable energy to continue to diversify its economy. Unlike in the 1960s and 70s, Detroit is no longer totally dependent on the automobile industry to support its economy. The area's investment in infrastructure has made it a desirable area for a variety of industries. Residential units, hotels, office buildings, restaurants; the city has remained committed to development projects that promise to keep the real estate market on a strong upward trend.

There was a decrease in real estate prices as expected during the economic shutdown which quickly recovered after restrictions began to be lifted. Although the area may not reach the predicted highs for 2020 that were expected prior to the pandemic, it is still expected to keep pace with 2019 numbers.

The rate of real estate appreciation continues to be slightly above the national rate and even with the economic slowdown of the global pandemic the Detroit real estate market forecast for 2020 is still on the positive side. Detroit is one of the hottest real estate markets in the nation. In the last eight years, the annual real estate appreciation rate has reached 6%. This makes Detroit one of the top markets nationally for real estate appreciation.

Because Detroit's home prices appreciation growth has been consistent, the market continues to attract residential real estate Investors.

Number of Employees

As of the date of this Offering Circular, the Company has no employees.

Additional Company Matters

The Company has not filed for bankruptcy protection, nor has it ever been involved in receivership or similar proceedings. The Company is not presently involved in any legal proceedings' material to the business or financial condition of the Company. The Company does not anticipate any material reclassification, merger, consolidation, or purchase or sale of a significant proportion of assets (not in the ordinary course of business) during the next twelve (12) months.

DESCRIPTION OF PROPERTY

The Company's corporate office is located at 16554 Wyoming Ave, Detroit, Michigan 48221, and the space is provided to the Company on a rent-free basis by our Managing Member. These facilities are suitable for the near term and the Company believes that they will be sufficient for the foreseeable future.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The Company is a newly formed entity and has not yet commenced operations. The Company has not yet earned any revenue. The Company intends to purchase and renovate commercial and residential housing, including townhomes, duplexes, single family homes, and multifamily apartments.

The Company was formed in August 2021 as a Michigan limited liability company for the general purpose of engaging in any lawful activity for which corporations may be organized under the law of the State of Michigan. The Company intends to purchase and renovate residential housing units in the Detroit, Michigan area, and subsequently rent, refinance, or sell the renovated units.

Results of Operations

The Company did not have any revenues since the date of its incorporation in August 2021.*

Liquidity and Capital Resources

Prior to the formation of the Company and in connection with this offering, our Managing Member has contributed \$30,000 in assets, which have been accounted for as a capital contribution. Upon formation of the Company, our Managing Member contributed an additional \$10,000 to cover fees and expenses on behalf of the Company.

As of the date of this Offering Circular, the Company has \$30,000 in cash.

Plan of Operation

The Company's plan of operation is to finance, purchase and renovate multifamily and residential housing, including townhomes, duplexes, single family homes, and multifamily apartments. The Company believes that if the Company raises at least \$5 million in this offering, that these proceeds will satisfy its cash requirements for the next three years.

Trend Information

The Company's ability to successfully finance properties, purchase properties, renovate multifamily and residential housing units, and sell, rent, or refinance the properties is subject to general economic conditions in the Detroit area, commercial and residential mortgage rates, and prevailing rental rates for residential housing. If sales prices and rental rates for residential housing in the Detroit area decline, then the Company's revenues will be negatively impacted.

The Company believes that the Company will be able to start renovation activity on a new property at least every other month. If the Company is unable to renovate new units at this pace, this will impact its ability to lease units, which will in turn affect the Company's liquidity and ability to repay the Notes.

DIRECTORS, OFFICERS, AND SIGNIFICANT EMPLOYEES

The Managing Member of the Company is Lamar Lee. The Company does not have any employees at this time.

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Term of Office</u>
Lamar Lee	Managing Member	32	N/A

Lamar Lee – Managing Member

Lamar Lee attended Purdue University-Calument, where he earned a master’s degree in special education. After attending Purdue, he began a professional career with Chicago Public Schools.

Over his eight-year tenure with the board of education, he was directly responsible for educating over 100 students with disabilities, while designing individual learning plans for students in grades 3–12. During his tenure as a special education teacher, Lamar collaborated with various service providers on behalf of students. When he retired from Chicago Public Schools at the age of 30, the students in his classroom had made exceptional academic gains. While growing his career in education, Lamar also began learning and investing in real estate in 2015. Over the last six years, he has purchased close to 40 properties, creating a portfolio that earns 20% returns annually.

Lamar also owns and operates MaxLife Investment Group, a development firm that facilitates the development and repositioning of properties for clients across the country. Lamar has helped dozens of private Investors and small businesses create passive income investing in Detroit real estate.

Lamar’s most recent business, MaxLife Investment Fund, LLC was founded in 2021 with the goal of investing in income-producing real estate accessible to accredited Investors. Lamar is well respected in his local community and across the country for his commitment to educating the people on the importance of financial education.

Mr. Lee has not filed a petition in bankruptcy or any state insolvency law nor had a petition filed against him in bankruptcy or under such laws. No receiver, fiscal agent or similar officer has been appointed by a court for the business or property of Mr. Lee nor any partnership of which he was the general partner, or any corporation or business association of which he was an executive officer. Mr. Lee has not been convicted in any criminal proceeding (other than traffic violations and other minor offenses).

Prior Performance

To date, MaxLife Real Estate Group LLC, a company wholly owned by Mr. Lee, has completed 20 projects that were financed in part by private Investors. Those projects have been completed, leased and Investors have received their returns. Additionally, 15 projects are currently underway for an additional

\$500,000 of funds from outside Investors. All of the referenced completed properties are located in the Detroit metropolitan area and delivered returns upward of 20%.

Investment Type	Total Contributions	Cash to Partners	Duration	Annual Return
Private Investors	\$223,203	\$124,112	4 years	12.6%

The Managing Member successfully delivered outstanding returns over the last four years with an income-producing real estate investment portfolio, as demonstrated in the chart above. The Managing Member raised a total of \$223,203 in contributions from private Investors and was able to pay out \$124,112 in cash to them, resulting in an impressive annual return of 12.6%.

During this period, the Managing Member was able to double the value of the real estate portfolio from \$600,000 to approximately \$1.2 million and utilized this equity to refinance and pay the Investors. The Managing Member was also able to return their principal investment on time, providing the Investors with the peace of mind that comes with knowing their funds were managed responsibly. The ability to achieve such a significant increase in value is a testament to the investment strategy and expertise of the Managing Member in selecting income-producing properties that deliver exceptional returns.

The Managing Member places great importance on the satisfaction of the Investors, and ensures they receive the best possible service, earning every dollar they are entitled to and receiving their capital on time. The success in this venture allowed the Managing Member to create significant equity, which was reinvested in income-producing properties to further grow the portfolio and fulfill the commitment to repaying the Investors on time.

The private Investors enjoyed an annual return of 12.6%, which is highly competitive compared to other investment opportunities in the market, such as stocks, bonds, and other real estate investment options. The Managing Member remains committed to building on this success and continuing to provide the Investors with exceptional opportunities to grow their wealth.

Investment Type	Total Contributions	Cash to Partners	Duration	Annual Return
Private Investors	\$468,600	\$193,609	4 years	10%

Since the last capital raise, the Managing Member has pulled in a total of \$468,600 in contributions from private Investors and has been utilizing these funds to expand the high-performing real estate portfolio. To date, the Managing Member has been able to increase the value of the real estate portfolio to approximately \$2.1 million, continuing to earn an impressive 15% yield on an annual basis.

The Managing Member takes great care to ensure that the private Investors receive exceptional service, earning every dollar they are entitled to and receiving regular monthly distributions. The private Investors are earning a competitive annual return of 10%, which amounts to a projected total cash return of approximately \$193,609. This consistent cash flow is a testament to the quality of the portfolio and the Managing Member's ability to deliver steady returns.

Over the past four years, the S&P 500 has delivered an average annual return of approximately 8.7%, while the average annual return for US bonds was around 3.3%. In comparison, the private Investors are earning a competitive annual return of 10%. The returns are not only competitive with traditional investment opportunities but are also significantly higher than other private investment opportunities in the market. The Managing Member is committed to delivering outstanding returns to Investors and continuing to provide them with exceptional opportunities to grow their wealth.

Note: Prior performance is not a guarantee of future results. Past performance of prior real estate investments is not necessarily indicative of the returns to be generated by the Company. Also, please note that Investors purchasing our Notes are not participating in any prior programs.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Name	Capacities in which compensation was received	Cash compensation	Other compensation	Total compensation
Lamar Lee	—	—	—	—

Mr. Lee is the Company's sole Managing Member. Mr. Lee has not received any compensation from the Company and has not entered into an employment agreement with the Company. He does not intend to enter into an employment agreement with the Company. Rather, Mr. Lee will be entitled to a distribution of the Company's profits if, as, and when such distributions are declared. Mr. Lee is also entitled to reimbursement of expenses incurred on behalf of the Company.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITYHOLDERS

The following table presents information regarding the ownership of the Company's equity interests as of the date of this Offering Circular by:

- our Managing Member; and
- each equity owner known by us to beneficially hold 10% or more of the Company's equity interests.

Beneficial ownership is generally determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise noted, the address for each beneficial owner is listed below.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Amount and Nature of Beneficial Ownership Acquirable	Percent of Class
Membership Interests	Lamar Lee 16554 Wyoming St Detroit, MI 48221	100% (1)	—	100%

(1) The Company's Membership Interests are expressed in terms of percentages, rather than units.

DESCRIPTION OF SECURITIES OFFERED

The following descriptions of the Company's securities, certain provisions of Michigan law and certain provisions of the Company's Certificate of Formation and Company Agreement are summaries and are qualified by reference to Michigan law, the Company's Certificate of Formation and its Company Agreement, copies of which are filed as exhibits to the offering statement of which this Offering Circular is a part.

General

The Company is a Michigan limited liability company organized in August 2021. The Company will sell Notes to Investors in this offering.

Purchasers of Notes have no conversion, exchange, sinking fund or appraisal rights, no pre-emptive rights to subscribe for any securities of the Company and no preferential rights to payments.

Term of the Notes

Each Note will have a term of five years. Subscriptions for Notes will be accepted as of the first of each month. If an Investor submits his/her/its Subscription Agreement and purchase price for the Notes before the first of the month, the Company will accept such purchase price effective as of the first day of the following month. In such a case, the Investor will not be issued a Note until the first of the month and his/her/its investment will not begin accruing interest until the first of the month.

Renewal and Maturity of the Notes

At least ninety (90) days before the maturity date of each Note, the Company will notify each Investor of the upcoming maturity of his Note. Each Note will automatically renew for a new five-year period unless the Investor notifies the Company 60 days before the maturity date for the Company to repay the Note. If the Investor timely requests repayment of the note, the principal and interest of the Note will be paid to the Investor on the maturity date or promptly thereafter. The notice of maturity sent to each Investor will set forth the terms applicable to the renewal of the Investor's Note, including the interest rate and any other terms. If the Investor does not request repayment of the Note, then the principal amount and accrued interest will be automatically rolled over into a new Note with the terms set forth in the notice of maturity.

Partial redemption is permitted. In such a case, the amount indicated by the Investor in his/her request for repayment will be paid to them, and the remaining amount will be rolled over into a new Note with the interest rate set forth in the notice of maturity. The amount of the new Note issued upon partial redemption must be at least \$10,000.

Collateral

The Notes are unsecured obligations of the Company, and the Company is not granting any collateral for the Notes. Each Investor will therefore be an unsecured creditor of the Company.

Covenants

The Notes are not subject to any material affirmative or negative covenants.

Payment of Attorneys' Fees and Court Costs

The Notes provide that the prevailing party (whether the Company or the Investor) is entitled to recover its attorneys' fees and court costs in case of any legal proceeding brought related to or arising under the Notes.

Transfer Agent and Registrar

As of the date of this Offering Circular, the Company has not engaged a transfer agent and does not intend to engage a transfer agent until such time as the Company is required to do so or deem it to be in the best interest of the Company in order to satisfy the conditional exemption contained in Rule 12g5-1(a)(7) promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act.

PLAN OF DISTRIBUTION

The Company is offering up to \$5,000,000.00 in Notes pursuant to this Offering Circular. The Notes will be offered by associated persons of the Company, primarily through the Company's website and the Managing Member's social media accounts. In conducting this offering, such associated persons intend to rely on the exemption from registration contained in Exchange Act Rule 3a4-1.

This Offering is not subject to any minimum offering amount and the proceeds of this Offering will not be held in escrow. Rather, all funds raised in this Offering are immediately available to the Company to use for business purposes.

The Company reserves the right to appoint one or more brokers as selling agents for the Notes in the future.

Advertising, Sales, and Other Promotional Materials

In addition to this Offering Circular, subject to limitations imposed by applicable securities laws, the Company has used and expects to use additional advertising, sales, and other promotional materials in connection with this offering. These materials may include information relating to this offering, property brochures, articles and publications concerning real estate, or public advertisements and audio-visual materials, in each case only as authorized by the Company. In addition, the sales material may contain certain quotes from various publications without obtaining the consent of the author or the publication for use of the quoted material in the sales material. Although these materials will not contain information in conflict with the information provided by this Offering Circular, these materials will not give a complete understanding of this offering, the Company or the Notes and are not to be considered part of this Offering Circular. This offering is made only by means of this Offering Circular. Prospective Investors must read and rely on the information provided in this Offering Circular in connection with their decision to invest.

INTEREST OF MANAGEMENT AND OTHERS IN CERTAIN TRANSACTIONS

The Company intends to contract with MaxLife Investment Group, which is owned by the Managing Member, to be the developer for the residential and multifamily housing units in which the Company will invest. While the Company believes that the fees and costs charged by MaxLife Investment Group are within market values, the Company does not presently intend to seek other bids for general contractor services. As a result, the Company may pay more for these services than it otherwise would if the Company were to seek competitive bids for general contractors. However, in the future, the Company may use development firms other than MaxLife Investment Group.

In addition, the Company will manage, purchase, and sell the residential housing units through Great Lakes Property Management Group LLC, a property management firm owned by the Managing Member's relatives. Great Lakes Property Management Group will charge one month's rent as a leasing fee, 10% management fee, and 6% commission or fee on the sales or purchases of each property. This commission may be split with a buyer's or seller's agent.

CONFLICTS OF INTEREST

In addition to the matters set forth above under "Interest of Management and Others in Certain Transactions," the Company is subject to various other conflicts of interest arising out of its relationship with the Managing Member. In addition, no assurances can be made that other conflicts of interest will not arise in the future.

Fiduciary Duties of the Managing Member

Duties owed the Company by the Managing Member are prescribed by law and our Company Agreement.

The Company Agreement provides that the Managing Member will not be liable to the Company for losses resulting from errors in judgment or other acts or omissions unless the Managing Member acted fraudulently or in bad faith.

The Company Agreement provides that the Managing Member is not required to manage the Company as its sole and exclusive function. The Managing Member may have other business interests and may engage in activities other than those relating to the Company. The pursuit of such ventures by the Managing Member, even if competitive with the business of the Company, shall not be deemed wrongful or improper or a violation of any fiduciary duties by the Managing Member.

Indemnification and Exculpation

Subject to certain limitations, the Company Agreement limits the liability of the Managing Member and the officers, employees, representatives, and agents for monetary damages and provides that the Company will indemnify and pay or reimburse reasonable expenses in advance of final disposition of a proceeding to the Managing Member, its officers and directors, the sponsor and the sponsor's shareholder and affiliates.

The Company Agreement provides that to the fullest extent permitted by applicable law our Managing Member and our officers, employees and agents will not be liable to the Company. In addition, pursuant to the Company Agreement, the Company has agreed to indemnify the Managing Member and the officers, employees and agents, to the fullest extent permitted by law, against all expenses and liabilities (including judgments, fines, penalties, interest, amounts paid in settlement with the approval of the Company and attorney's fees and disbursements) arising from the performance of any of their obligations or duties in connection with their service to us or pursuant to the Company Agreement, including in connection with any civil, criminal, administrative, investigative or other action, suit or proceeding to which any such person may hereafter be made party by reason of being or having been the Managing Member or an officer, employee, agent, or representative of the Company.

Competition by Other Affiliated Companies with the Company

The Managing Member may engage for his own account or for the accounts of others in other business ventures, including other businesses that compete with the Company.

Managing Member's Commitment to the Company's Business

Our Managing Member has substantial business interests that precede the Company. He has no plans to abandon these other business interests.

Our Managing Member is not obligated to devote any specific amount of time to the affairs of the Company and is not required to accord exclusivity or priority to the Company in the event of limited investment or business opportunities. As a result, the attention of our Managing Member could be diverted by his other businesses.

HOW TO PURCHASE NOTES

In order to invest, a prospective Investor must electronically complete, sign and deliver to us an executed Subscription Agreement in the form attached to this Offering Circular and wire funds corresponding to the principal amount of the Note purchased in accordance with the instructions provided in the Subscription Agreement or otherwise provided by the Company.

Subscriptions for Notes will be accepted on the first day of each month. If you submit your Subscription Agreement and funds for the purchase of a Note on a day other than the first day of the month, the Company will hold your funds until the first day of the month. During this holding period, you will not be a holder of a Note and will not be entitled to interest.

The Company reserves the right to reject any Investor's subscription in whole or in part for any reason, including if the Company determine in our sole and absolute discretion that such Investor is not an "accredited Investor" for purposes of Section 18(b)(4)(D)(ii) of the Securities Act. If the offering terminates or if any prospective Investor's subscription is rejected, all funds received from such Investors will be returned without interest or deduction.