BASIC EB-5 OUTLINE

The U. S. Immigrant Investor Program ("EB-5″) was founded in 1990 to encourage the investment of foreign capital into the American economy. This program makes it possible for an investor and his/her family to obtain permanent residence in the United States by either investing in the creation of a business or in the development of an existing enterprise in the United States.

The EB-5 Investor Visa program presents outstanding opportunities for many overseas investors to become permanent residents of the United States. Choosing to invest in an EB-5 Visas program allows foreign investors, their spouse and children (under the age of 21) to obtain conditional green cards so that they can attend school, legally work in the United States if they so choose or simply enjoy retirement while living anywhere in the United States. All of this while creating jobs, promoting economic growth and improving productivity within the geographic region.

Individual EB-5 Program:

Investment into an individual EB-5 program (as compared to a pre-approved Region Center under the "Immigrant Investor Pilot Program") is a more tedious and longer process.

Eligibility is based on an investor having sufficient capital to do one of the following:

- Create an original business;
- Purchase an existing business and simultaneously or subsequently restructure or reorganize the business such that a new commercial enterprise results;
- Expand an existing business by 140 percent of the pre-investment number of jobs or net worth;
- Or retain all existing jobs in a troubled business that has lost 20 percent of its net worth over the past 12 to 24 months;

And to:

- Invest at least $1,000,000 in a new commercial enterprise ($500,000 for Regional Center projects);
- Create full-time employment for no fewer than 10 qualified individuals;
- Maintain the number of existing employees at no less than the pre-investment level for a period of at least two years.
- Present a detailed business plan for the development of a company;
- Prove that the investment comes from a lawful source of funds;
- Create the requisite number of jobs;
- Demonstrate active participation in the management of the enterprise;

After 2 years, the USCIS will conduct an investigation to see if the investor has fulfilled all of his obligations and met all of the requirements. In the event that the investor failed to fulfill the conditions of the program, the investor and any family members may be refused permanent residence

Regional Center Program:

A Regional Center is defined as any economic unit, public or private, engaged in the promotion of economic growth, improved regional productivity, job creation and increased domestic capital investment that has been designated and approved by the United States Citizenship and Immigration Services (“USCIS”).

A Regional Center obtains its designation by submitting a detailed application to U.S. Citizenship & Immigration Services (USCIS). The application must state:

1. The types of businesses that will receive capital from investors;
2. The total jobs that will be created directly and indirectly as a result of the expected capital from EB-5 Investment Funds;
3. A detailed economic report showing how the investments in each economic activity will create 10 direct or indirect jobs per investor;
4. Other positive economic impacts that will result from the investment funds;
5. A clear delineation of the Regional Center’s geographic scope;
6. The specific industries or economic activities in which investors in the Regional Center may invest;
7. Sample of Corporate documents such as: a) Subscription Agreement b) Operating Agreement and c) Offering Memorandum.
8. Detailed marketing plan and budget

The requirements for an investor under the Regional Center program are essentially the same as in the basic EB-5 investor program except the Regional Center program allows for a less restrictive requirement for “indirect” rather than “direct” job creation. Most USCIS approved Regional Centers are also located in what is called a “Targeted Employment Area” (“TEA”) or a “Rural Area” (RA) in which the required investment is just $500,000 as opposed to the $1 million investment required by other basic EB-5 investor programs.

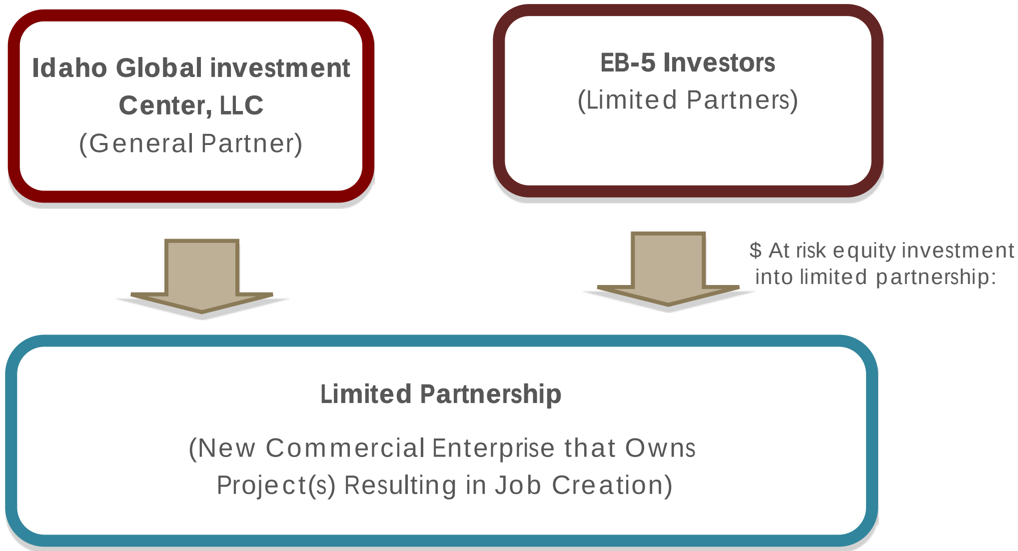
An important advantage to obtaining Regional Center designation is the “indirect” nature of the job creation, which is less difficult to achieve than the “direct” creation of 10 new jobs. The requirement of creating at least 10 new full-time jobs may be satisfied by showing that, as a result of the investment and the activities of the new enterprise, at least 10 jobs will be created indirectly through an employment creation multiplier effect.

Some of the benefits of investing into an approved Regional Center in a Targeted Employment Area (also known as a TEA):

- USD$500,000 Investment
- No need to buy or manage a business
- Live and work ANYWHERE in the United States
- Invest in a stable business environment for the long term. The United States is a country of strong and trusted institutions, where daily business activities are guided and governed by strict laws and regulations.
- The sponsors of our investment opportunities are well-known, reputable and successful community leaders.
- The businesses are in well-established sectors of the US economy with proven financial results.
- Investment provides diversity in current business endeavors.
- Business operations and management of your investments are handled by experienced professionals.
- Your investment will be returned to you if your application is not approved

Equity Model

Under the Equity Model, capital invested into the limited partnership will be used directly by the limited partnership to establish, develop, operate and/or manage a capital investment project that will result in job creation. The specific project will be owned by the general partner and limited partners as an equity investment.



Loan Model

Under the loan model, capital invested into the limited partnership will be used to make a loan to another entity that owns the capital investment project. The borrowing entity will use the loan financing from the limited partnership to establish, develop, operate and/or manage a specific capital investment project. The general partner and limited partners of the limited partnership will not have equity ownership in the project but will be equity owners of the limited partnership that provides loan financing that makes job creation possible.