



900 W. 48th Place, Suite 900, Kansas City, MO, 64112 • 816.753.1000

May 14, 2015

F. Chase Simmons
(816) 360-4207
(816) 572-5007 Direct Fax
csimmons@polsinelli.com

VIA EMAIL

Kristy Stallings
City Hall
8500 Santa Fe Drive
Overland Park, KS 66212

Re: City Place Senior

Dear Kristy,

As you know, College 69 Associates, LLC the “Developer” under the City Place Development Agreement, is under contract to sell the senior living to an entity called **CAVS Overland Park Property Owner, LLC** (“CAVS”). CAVS is owned by CA Senior and Wanxiang America Real Estate Group (“WAREG”). CAVS has contracted with Senior Lifestyle Corporation to operate the facility on behalf of the ownership. This correspondence constitutes the Developer and CAVS official request for the City of Overland Park to consent to the sale from Developer to CAVS and to execute the Transferee Acknowledgement and Assumption Agreement in the form suggested by Counsel for the City - Todd LaSala and Mike Santos.

1. The general financial structure of the project is as set forth in the chart below:

Sources & Uses	%		Per Unit	Per Bed
Common Equity	35.0%	10,491,767		
Preferred Equity	0.0%	-		
Senior Debt	65.0%	19,497,432		
Total Sources	100.0%	29,989,199		
Land Costs	7.3%	2,200,000	18,966	18,966
Hard Costs	60.0%	17,985,549	155,048	155,048
Soft Costs	32.7%	9,803,650	84,514	84,514
Total Uses	100.0%	29,989,199	258,528	258,528

Both CA and WAREG are guarantors on the debt for the project.



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2. As mentioned above, Senior Lifestyle Corporation is anticipated to operate the facility. Information regarding, Senior Lifestyle Corporation is attached as Exhibit A.
3. Information regarding CA Senior is attached as Exhibit B.
4. Information regarding WAREG is attached as Exhibit C.

Representatives of Senior Lifestyle Corporation and CA Senior will attend the FAED meeting May 20th. Please let me know if you need additional information in the interim to make your recommendation to the Committee.

Sincerely,

A handwritten signature in black ink, appearing to read "FCS".

F. Chase Simmons

FCS:kmw

cc: Todd LaSala, tlasala@stinson.com
Mike Santos, Mike.Santos@opkansas.org
Larry Work, lwork@ca-ventures.com



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EXHIBIT A

SENIOR LIFESTYLE CORPORATION



SENIOR LIFESTYLE CORPORATION

December 2014

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- An Experienced Privately Held Owner Operator and Developer of Seniors Housing Communities
 - Founded in 1985
 - Eighth Largest Seniors Housing Manager (ASHA Survey 2014)
 - National Platform
 - Successfully Operate Communities in 26 States Across the U.S. with Regional Expertise and Support
 - 167 Communities and approximately 17,000 Units Under Management
 - 143 Market Rate Communities
 - 24 Affordable Communities
 - Estimated Annual Revenue Under Management of approximately \$625 million
 - Assets Under Management Approximately \$3.5 billion
 - Successfully Developed 40 Seniors Housing Communities (Over \$550 million in total Development Costs)
 - Total Workforce is Over 8,000 Employees



Company Overview

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- Operate and Develop Seniors Housing Communities at Different Economic Levels
 - Affordable, Mid Market and Luxury
 - Private Pay, Medicare and Medicaid Payer Sources

- Experienced in Operating and Developing the Full Continuum of Care Within a Variety of Community Designs and Building Types
 - Independent Living, Assisted Living, Memory Care and Skilled Nursing

- Sophisticated Financial, Marketing, and Operating Systems

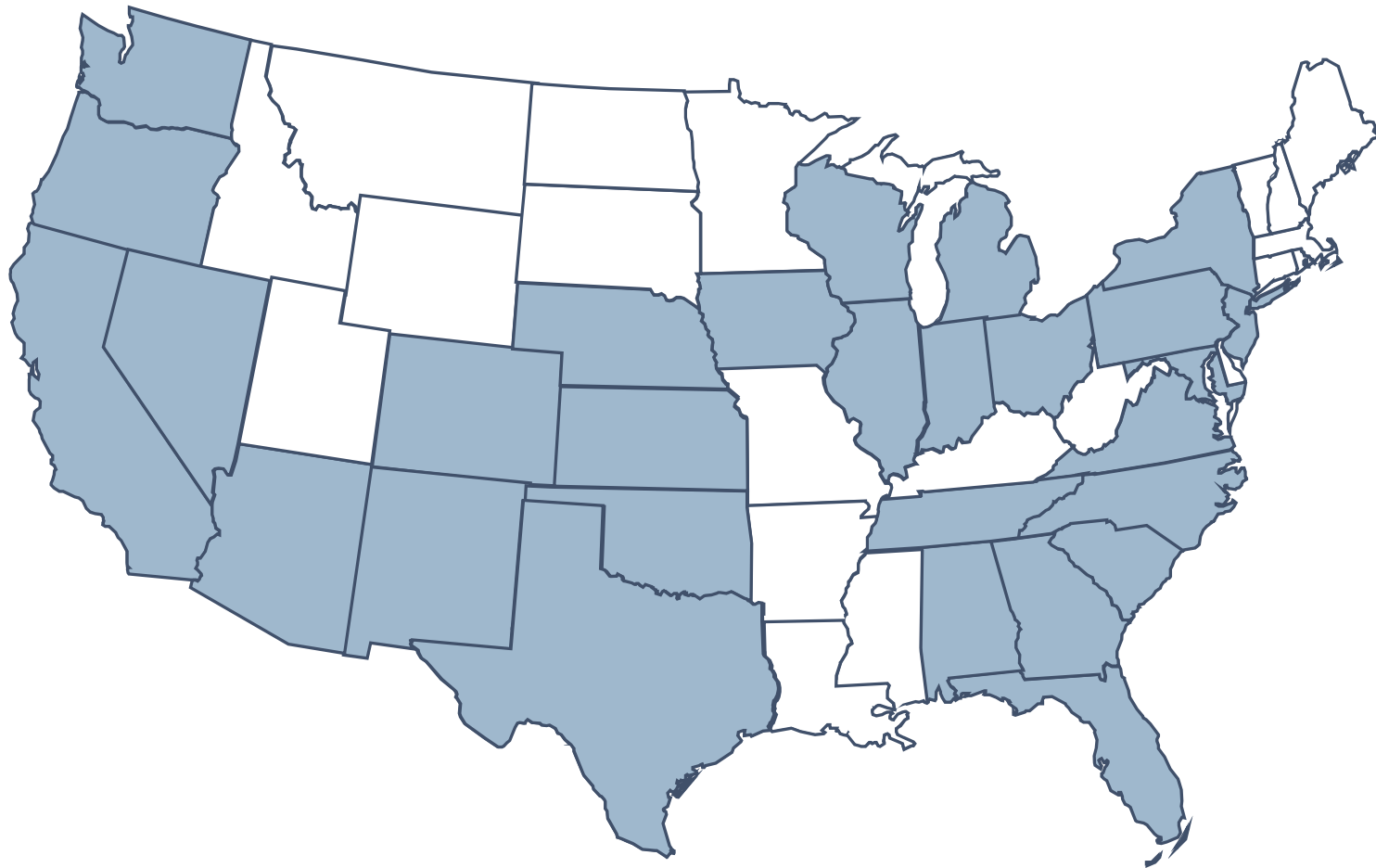
- Recognized by ALFA, NIC and ASHA as an Industry Leader



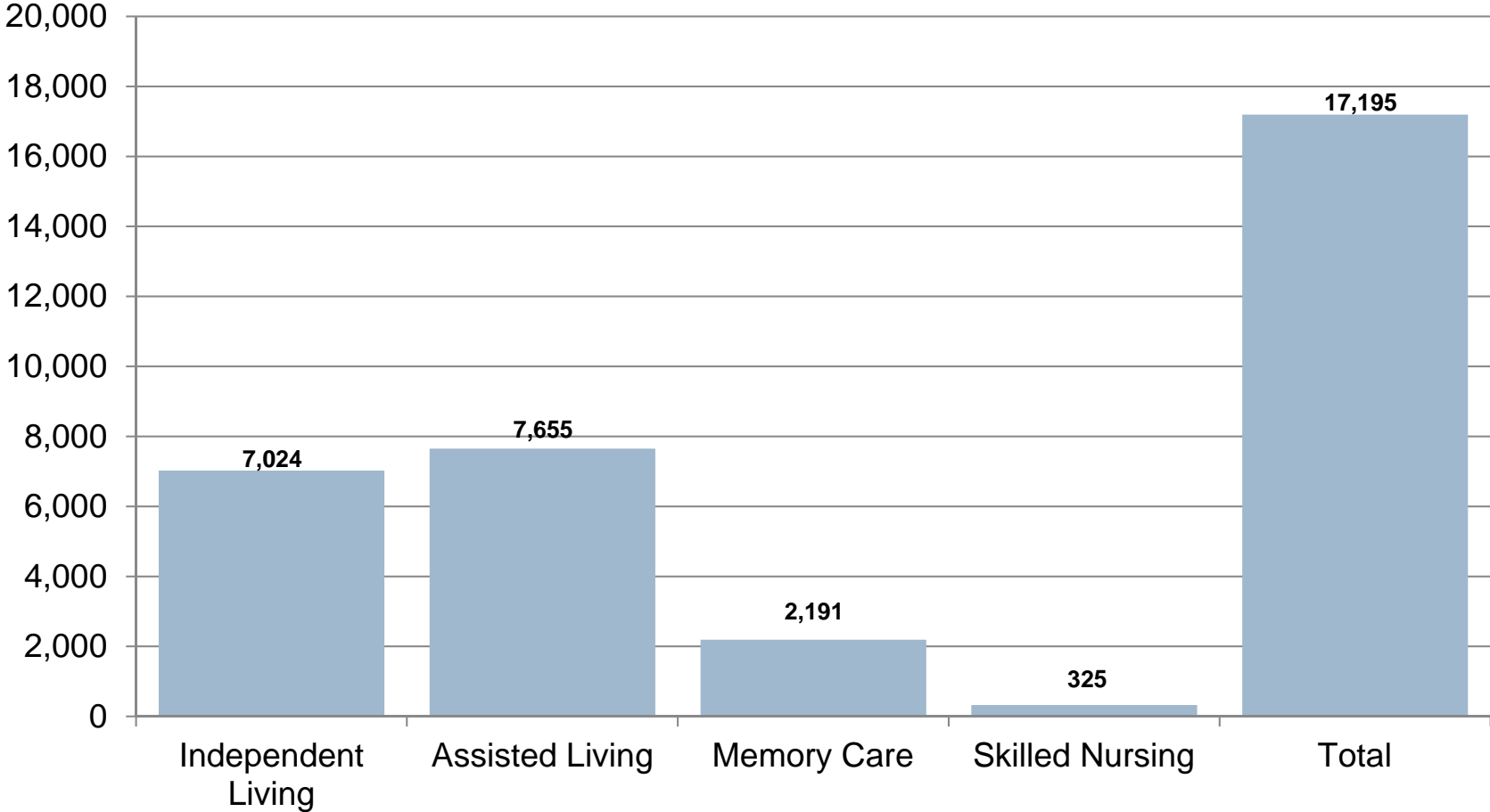
Company Overview

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Portfolio Locations 



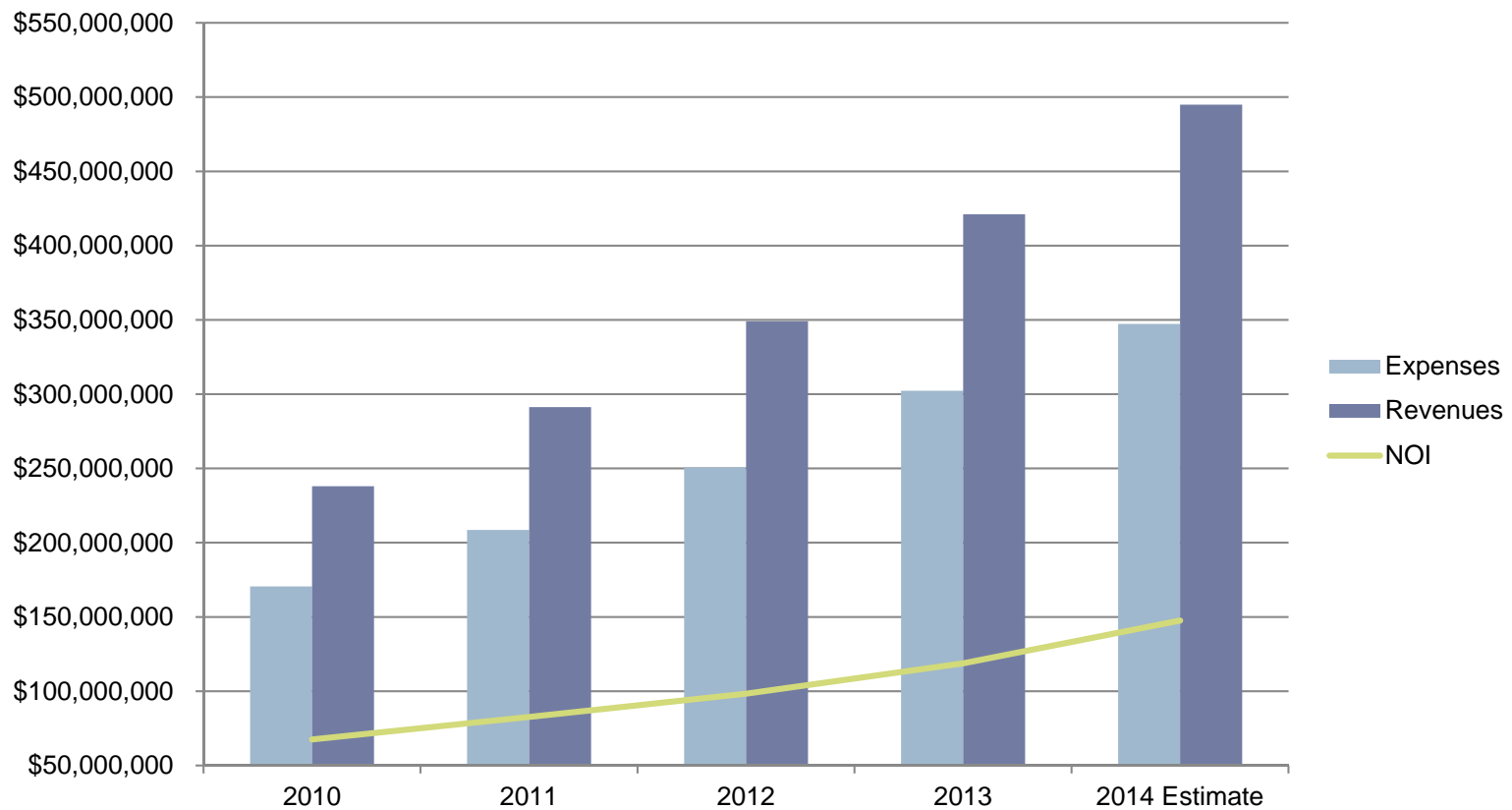
Company Overview: Unit Composition



Company Overview

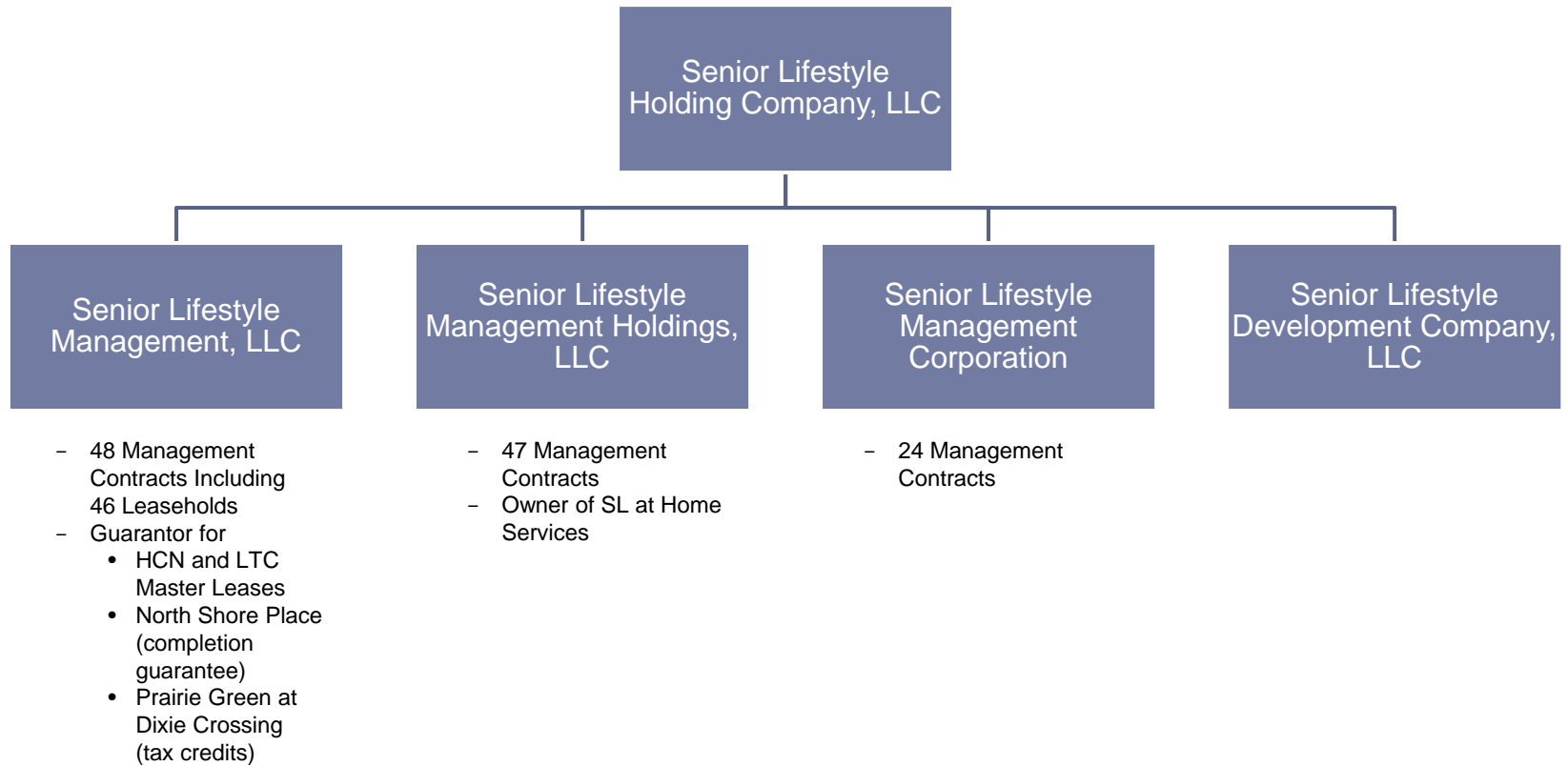
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□ Portfolio Growth and Performance



Company Overview

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Company Overview

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- ▣ Diverse Financial Partnerships
 - Structured to Meet the Financial Objectives of Opportunistic and Core Investors

HEALTHCARE  REIT

 **GRIFFIN-AMERICAN
HEALTHCARE REIT II**

 **AEW**

 **LONE STAR FUNDS**

 **Prudential
Real Estate**

 **AR
CAPITAL**

 **Formation Capital**

 **WALTON ST¹
CAPITAL**

 **NorthStar
REALTY FINANCE**

 **LTC
PROPERTIES, INC.**

Operating Expertise

Operating Expertise

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Mission Statement:

By engaging a caring team of dedicated professionals, Senior Lifestyle will be at the forefront of creating fulfilling lifestyles that enrich seniors' lives today and tomorrow.



Our Values

Who We Are

Caring

- We're helpful
- We show genuine interest in our residents and our employees
- We listen and are responsive to requests

Honesty

- We are transparent and truthful in our communications
- We are willing to speak up, even when it's hard
- We do the right thing

Appreciation

- We take the time to say "thank you"
- We acknowledge a job well done
- We want each other to succeed

Respect

- We treat others the way we want to be treated
- We keep an open mind to others and their ideas
- We are mindful of each other's duties and responsibilities

Teamwork

- We work together
- We are willing to jump in to help
- We do what we say we're going to do



Operating Expertise

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- Strong Mission Driven Culture
 - ▣ Engaged Employees are the Key to Resident Satisfaction
 - ▣ Recruit, Develop and Retain Top Talent at Both the Management and Front Line Levels
 - ▣ Annual Heart of Caring Award Recognizes and Honors Front Line Staff that Bring our Mission to Life
- Expertise and Resources of a National Operator
 - ▣ Dedicated Corporate Resources by Discipline
 - ▣ Purchasing Power
 - ▣ Sophisticated Contract Negotiations
 - ▣ Corporate Marketing Campaign with Unified Marketing Message and Materials Across all Communities Adaptable to Local Markets and Individual Communities
- Regional Leadership Team Structure
 - ▣ Localized Support for Each Community
 - ▣ Communities Receive Individualized Support to Ensure Local Culture is Driving Operations
 - ▣ Team Members at Each Community Feel A Part of and Supported by a Professional Organization



Operating Expertise

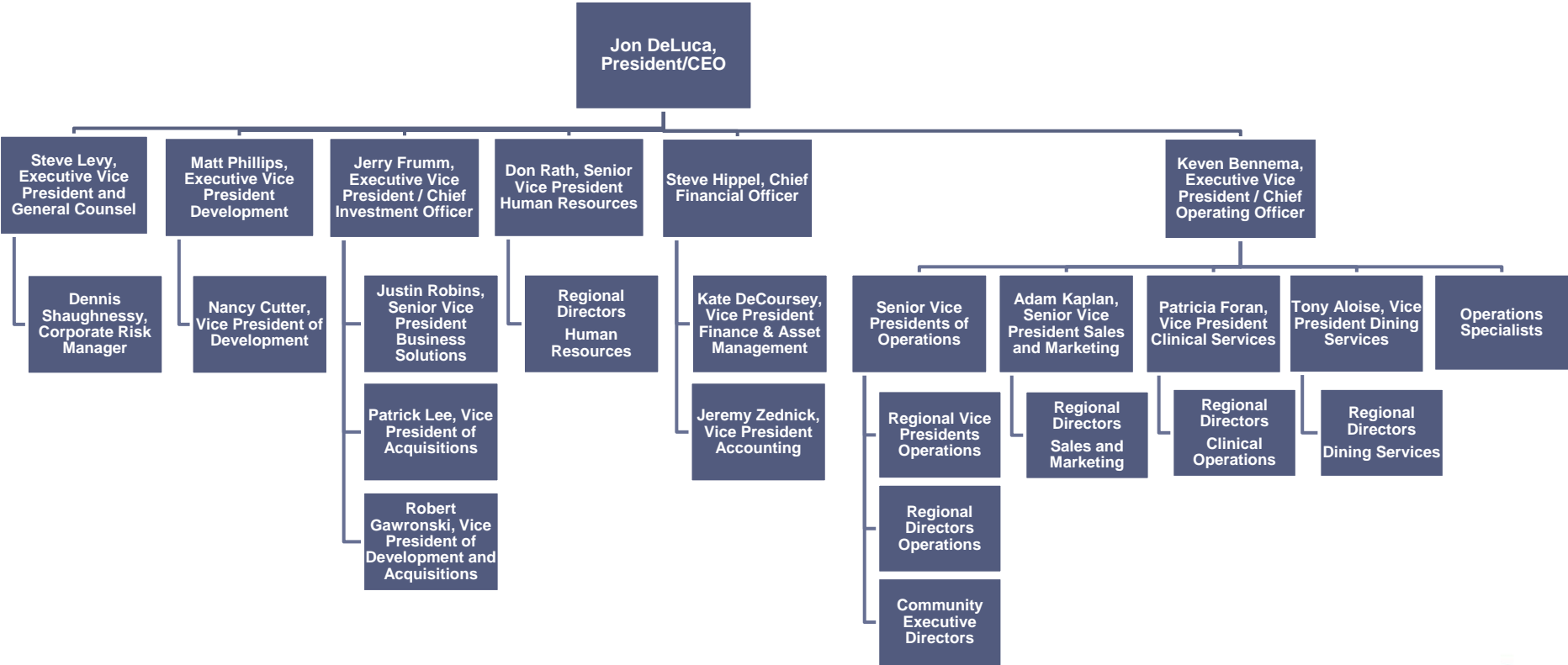
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- **Leader in Delivering Premium Hospitality Services Across all Levels of Care**
 - Residents Enjoy Fresh Local Cuisine Prepared Daily by Talented Culinary Professionals
 - SLC's Partnership with the Culinary Institute Allows Chefs to Travel Off-Site to Further Develop their Culinary Skills
- **Advanced Systems and Technology**
 - Established Business Processes and Practices
 - Labor Management System (Kronos)
 - Care Tracking System (Real Page)
 - Equipment Life Cycle and Preventative Maintenance System (TELS)
- **Innovative and Specialized Programs**
 - Brain Health University
 - Dining for Wellness
 - Walk with Me Care Partnership Program
 - Property Renovations



Operating Expertise

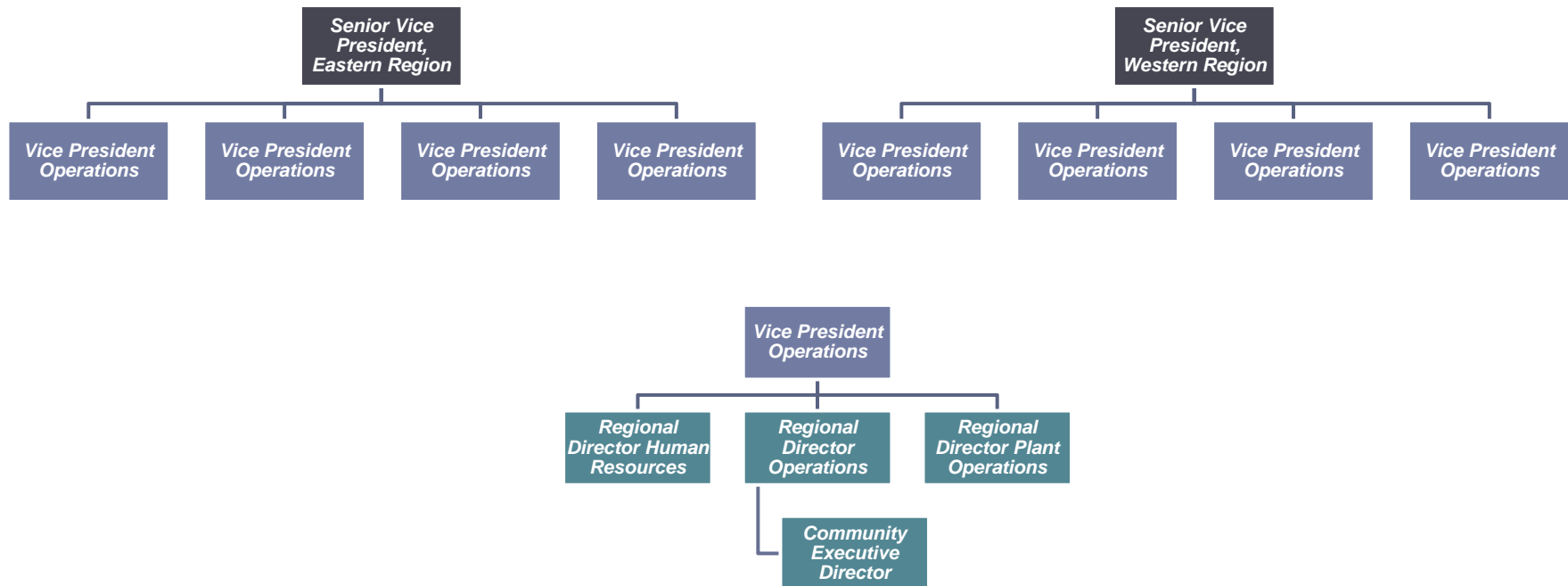
- Management Team



Operating Expertise

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- Regional Team Structure



Development Expertise

Development Expertise

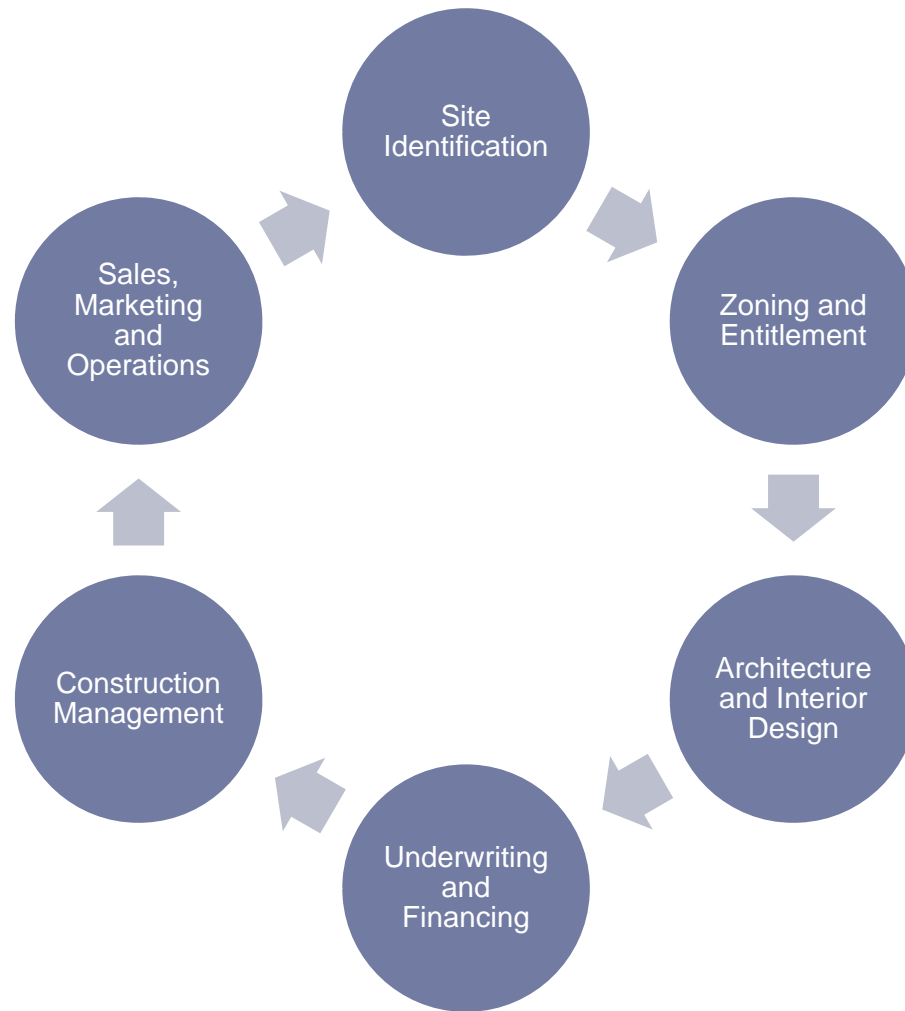
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- Successfully Developed and Opened 40 Seniors Housing Communities
 - Over \$550 million in total Development Costs
 - 19 Market Rate Communities
 - 24 Affordable Communities
- Integrated Development Platform
 - Site Identification and Procurement
 - Land Planning and Zoning
 - Design Services Led by In House Architects, Interior Designer and Operations Specialists
 - Oversight of Third Party Professionals (Architects, Engineers, Interior Designers, Market Research Specialists and Lawyers)
 - Financial Feasibility and Underwriting
 - Contract Negotiations and Licensing
 - Financing (Debt and Equity)
 - Construction Oversight
 - Pre-Opening Staffing and Training with Seamless Transition from Development to Operations
 - Pre Opening Marketing and Sales
 - Capital Improvement For Existing Operating Communities



Development Expertise

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Senior Management Team

Senior Management Team

**William B.
Kaplan**

**Chairman
of the Board**

Bill Kaplan is Chairman and Co-founder of Senior Lifestyle and its affiliated companies.

Prior to founding Senior Lifestyle in 1985, Bill served as a Managing Partner of Romanek-Golub and Company where he was involved in all real estate transactions and was responsible for the Residential Marketing and Management Divisions. Before joining Romanek-Golub in 1971, Bill was Vice President/General Manager of Greyhound Food Management, Inc., responsible for its Midwest Hospitality and Food Service Program.

Bill has served on numerous boards and committees and has received numerous awards, including: President of Meal on Wheels Chicago; Chairman Emeritus 2001-2003 and member of the Executive Committee for the American Seniors Housing Association; Member of the Institute of Real Estate Management, holding their Certified Property Manager Designation; Former Member of the Board of Directors of Shelby Williams Industries, a New York Stock Exchange Company; President Emeritus and Member of the Executive Board of The Chicago Fund on Aging and Disability; Former Vice Chairman of the Board of the YMCA Lawson House, Chicago's largest single-room occupancy hotel; Recipient of the 1997 National Council on Aging's Distinguished Achievement Award; Recipient of the city of Chicago's 2001 Luminary Senior Award; Recipient of the Chicago Association of Realtors 2007 Hall of Fame Award.

Bill holds a Bachelor of Science Degree in Food Service and Management from Pratt Institute and an Associate in Applied Science Degree in Hotel Administration from New York City Technical College.

Senior Management Team

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Jon DeLuca

**President and
Chief Executive
Officer**

Jon DeLuca is the President and Chief Executive Officer of Senior Lifestyle and its affiliated companies. Jon oversees every aspect of Senior Lifestyle's organization and mission for its portfolio of 167 seniors housing communities. Working closely with his senior management team, he leads the development and execution of company's long term strategy and growth through acquisitions and new development. Jon has over 17 years in the senior housing industry with keen insight of the competitive landscape, opportunities for expansion, customers, markets, and new industry developments and standards. He previously served as Chief Financial Officer of Senior Lifestyle from July 1998 to June 2001.

Prior to rejoining Senior Lifestyle in 2011, Jon spent nine years as the Co-President and Chief Financial Officer of Horizon Bay Retirement Living. Previously, he served as Chief Financial Officer of Allied Capital Corporation, a provider of senior debt and mezzanine finance to small and medium size companies.

Jon is a former member of the Owner/Operator Advisory Board to the National Investment Center for Seniors Housing & Care Board of Directors and is a current Director of the Board for the Assisted Living Federation of America. He is also a frequent speaker at seniors housing industry conferences.

Jon graduated from The University of Texas at Arlington with a Bachelor of Business Administration in Accounting. He is a certified public accountant in the Commonwealth of Virginia.

Senior Management Team

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**Keven
Bennema**

**Executive Vice
President and
Chief
Operating
Officer**

Keven Bennema is the Executive Vice President and Chief Operating Officer of Senior Lifestyle. He is responsible for driving the success of the operational and sales components of all 167 communities owned and operated by Senior Lifestyle. Keven manages the implementation of the company's policies and goals that cover operations, marketing and sales, personnel, financial performance, and growth of the business. He leads the day-to-day execution of strategies developed along with the other members of the senior management team.

Prior to joining Senior Lifestyle in 2007, Keven served as Vice President of Operations Development for Summerville Senior Living Services in San Ramon, California. During his career of over 22 years in seniors housing, he has overseen operations of a variety of senior living communities across the country, including assisted and independent living centers, as well as communities focusing on care for dementia and memory loss. Keven is an industry veteran with a rich network, the ability to capitalize on the market opportunity and accelerate the company's development.

Keven holds a Bachelor's Degree from Aurora University and a Masters in Business Administration in health care administration from Cleveland State University. He is a licensed Nursing Home Administrator and is an active member of the Assisted Living Federation of America and the American College of Health Care Executives.

Senior Management Team

**Jerrold H.
Frumm**

**Executive Vice
President and
Chief
Investment
Officer**

Jerry Frumm is the Executive Vice President and Chief Investment Officer of Senior Lifestyle. Jerry is responsible for overseeing many of Senior Lifestyle's investment opportunities as well as manage investment activity. He works closely with Senior Lifestyle's team of development and acquisition professionals, whose functions include property selection and underwriting, building design and planning, financing and construction oversight. Jerry has been associated with Senior Lifestyle since its inception in 1985. During his tenure, Jerry has been involved in all phases of the development and acquisition of Senior Lifestyle communities and has closed on innumerable debt and equity transactions. He has been and is currently responsible for working with Senior Lifestyle's diversified base of capital partners on issues ranging from market analysis and development planning to financial structuring.

Jerry is an attorney who has practiced with both the state and federal governments. Jerry is a member of the Chicago Bar Association and he also currently serves as a member of the Public Policy Committee on The American Seniors Housing Association.

Jerry holds a Bachelor of Arts Degree from The Ohio State University and a Law Degree from Washington University School of Law. He is also a licensed real estate broker.

Senior Management Team

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Steve Hippel

**Chief Financial
Officer**

Steve Hippel manages all accounting and finance functions for Senior Lifestyle in his role as Chief Financial Officer. Steve oversees the development and analysis of the budgets, financial reports and financial trends, provides strategic financial input and leadership on the evaluation of acquisitions, optimizes banking relationships and initiates appropriate strategies. Steve evaluates and guides the structure, efficiency and effectiveness of the accounting and finance team.

Prior to joining Senior Lifestyle, Steve served in various roles at Inland Diversified Real Estate Trust, Inc., a public, non-traded real estate investment trust, beginning in 2009 as Chief Accounting Officer and Treasurer until 2012 when he assumed the role of Chief Financial Officer. In 2004, Steve served as Senior Vice President and Chief Financial Officer for ORIX Real Estate Capital, Inc., a wholly owned real estate subsidiary of ORIX USA Corporation. In 2002, Steve served as Portfolio Accounting Manager with Shorenstein Company, a privately held real estate investment firm specializing in the ownership and management of office properties. A year after joining Shorenstein, he was promoted to Vice President of Accounting and Finance. Steve began his career in public accounting in 1995 at Deloitte & Touche, LLP where he held roles of progressive responsibility before being named Manager in 2000.

Steve graduated cum laude from Williams College in Williamstown, Massachusetts with a Bachelor of Arts in Economics. Steve also holds a Master of Science in Accountancy from the Charles H. Kellstadt Graduate School of Business, DePaul University. He is a member of the American Institute of Certified Public Accountants, and the Illinois CPA Society.

Senior Management Team

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**Stephen J.
Levy**

**Executive Vice
President and
General
Counsel**

As Executive Vice President and General Counsel, Steve Levy oversees all legal issues regarding Senior Lifestyle and its affiliates including matters related to corporate structure, contracts, licensing, operations, acquisition and development. Steve also supervises and coordinates the involvement of outside legal counsel in corporate, acquisition, litigation, finance and related issues and has closed on various financing, refinancing, and joint venture transactions.

Prior to joining Senior Lifestyle, Steve served as a real estate associate at the law firm of Katten Muchin Rosenman LLP in Chicago where he negotiated and drafted real estate purchase and sale agreements, leases, loan agreements and related documents while representing banks, private equity lenders and public and private companies in real estate related transactions and financing. Prior to joining KMZ, he served as a litigation and environmental associate at the law firm Montgomery, McCracken, Walker & Rhoads in Philadelphia, Pennsylvania.

Steve holds a Bachelor of Arts Degree (with high distinction) from The University of Michigan and a Law Degree from The Law School at the University of Pennsylvania. He is a member of the American Bar Association as well as the bar of the State of Illinois.

Senior Management Team

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**Matthew
Phillips**

**Executive Vice
President**

Matt Phillips is responsible for sourcing new development opportunities for Senior Lifestyle in Assisted Living and Alzheimer communities as well as overseeing all aspects of the development process. Prior to joining Senior Lifestyle, Matt founded Integrated Development Group, which partnered with the National Electrical Benefit Fund to develop 850 Lake Shore Drive, Chicago, IL, a luxury multi-family rental project targeting a mature adult and empty nester population. Before founding IDG, he was the Senior Executive for a team that acquired and developed high-end, multi-million dollar senior living communities for Vi, formerly Classic Residence by Hyatt, of Chicago. Early in his Classic Residence career, Matt was the General Counsel and oversaw legal and regulatory matters in addition to negotiating transactions and financing. Prior to Classic Residence, he was a Partner at the Chicago law firm of Bell, Boyd & Lloyd (now K&L Gates). There, Matt's clients owned and developed multi-family and condominium projects, golf course communities, and office and retail projects.

Matt holds an MBA from Northwestern University's Kellogg School of Management and JD from John Marshall Law School with Highest Distinction. He is affiliated with the American Seniors Housing Association, National Investment Center for Seniors Housing & Care, and Urban Land Institute.

Senior Management Team

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Adam Kaplan

**Senior Vice
President of
Sales and
Marketing**

Adam Kaplan is responsible at Senior Lifestyle for leading a team of talented professionals in the development and execution of sales and marketing strategies. In this role Adam partners closely with operations to ensure that each of the communities within the Senior Lifestyle family is delivering best-in-class service and care. Prior to joining Senior Lifestyle, he was a Financial Underwriter with Merrill Lynch Capital in the Healthcare Real Estate Division.

Adam holds a Bachelor of Science from Cornell University in the School of Hotel and Restaurant Management and is actively involved with the school as a member of the Dean's Young Alumni Council. Additionally, he earned his MBA from Northwestern University's Kellogg School of Management with Marketing, Management and Entrepreneurship Majors. Adam has been involved with the Meals on Wheels Chicago Associate Board since 2004, serving 2-terms as Co-President. He delivers on his commitment to the long-term development of the senior living industry through his active participation in National Investment Center for Seniors Housing & Care and American Seniors Housing Association.

Senior Management Team

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Justin Robins

**Senior Vice
President,
Business
Solutions**

Justin Robins is responsible for the strategic management of Senior Lifestyle's Plant Operations, Capital Expenditures, Information Technology, and Procurement teams. Justin has been employed at Senior Lifestyle for more than 15 years and during that time has played a key role in the acquisition, financing and development of many of Senior Lifestyle's communities, additionally contributing to the enhancement of the company's operational service standards.

Justin holds a Bachelor of Science in Business from Miami University. He is a member of the National Investment Center, Future Leaders Council. Justin has been involved with Meals on Wheels since 2003, serving two terms as Co-President.

Senior Management Team

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Donald Rath

**Senior Vice
President of
Human
Resources**

Donald Rath is the Senior Vice President of Human Resources for Senior Lifestyle Corporation. he is responsible for all human resources matters for SLC, including compensation and benefits, employee engagement, staff training and development and employee relations. Prior to joining SLC, Don served as the Senior Vice President of Operations with Laser Spine Institute in Tampa, FL. Prior to working at Laser Spine Institute he served as the Chief Administrative Officer with Good Neighbor Care Centers and the Senior Vice President of Human Resources with Horizon Bay Senior Communities.

Mr. Rath graduated with an advanced degree from DePaul University School of Law and is a licensed attorney in Illinois and an Authorized House Counsel in Florida.

This document contains information concerning business trade secrets, commercial information and financial information that is proprietary, privileged, and confidential and would cause irreparable and competitive harm to Senior Lifestyle Corporation if it were released to the public. Any release or misuse of this information is strictly prohibited.

Disclaimer: Senior Lifestyle Corporation is providing this information for evaluation purposes and makes no representation that the information contained herein has been examined or verified by an independent audit. No assurances are made or implied as to the reliability of such estimates or projections, or future performance and the inclusion of any such estimates or projections herein should not be regarded as a representation that the estimated or projected results will be achieved. No independent accounting firm has examined or reviewed the financial estimates or projections herein.





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EXHIBIT B

CA SENIOR

CA VENTURES OVERVIEW



Overland Park, KS

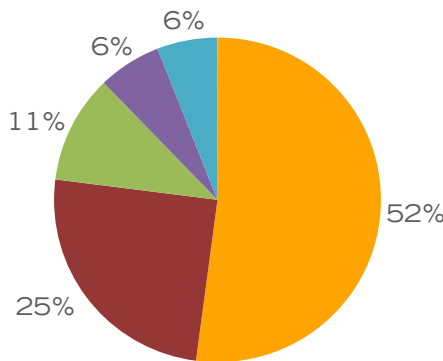
CA Ventures is a real estate investment and holding company based in Chicago, IL, with over 250 employees. The Company seeks attractive, risk-adjusted returns across a broad range of strategies. CA specializes in the formation and strategic growth of sector-focused real estate investing and operating companies and currently has \$5.7 billion of assets under management.

CA Ventures serves as the holding company for CA Student Living, CA Office/Vanderbilt Partners, CA Residential, CA Senior Living, CA International and CA Hospitality.



Champaign, IL

CA VENTURES INVESTMENT PORTFOLIO



- Student Housing - \$3.0B
- Office - \$1.4B
- Multi-family - \$620M
- Senior Housing - \$360M
- International - \$350M

Based on property value upon stabilization

Track Record	
Sold Properties	\$1.2B
Realized IRR	68%



Clayton, MO



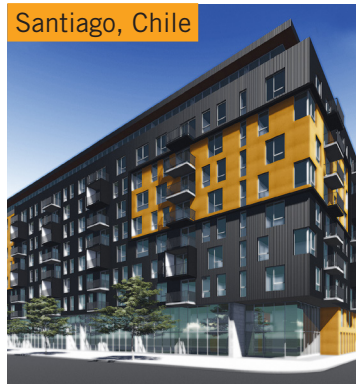
Eugene, OR



Tucson, AZ



Morrisville, NC



Santiago, Chile



Chicago, IL

(312) 994-1880 | www.ca-ventures.com

CA Ventures | 161 N Clark Street | Suite 4900 | Chicago, IL 60601



VENTURES

Student Living | Residential | Office
Retail & Hospitality | Senior Living



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EXHIBIT C

WAREG



WANXIANG AMERICA REAL ESTATE GROUP, LLC

123 North Wacker Drive-Suite 820, Chicago, Illinois 60606

Tel: 312.608.4484

Overview: Wanxiang America Real Estate Group, LLC (“WAREG”) is a unique entrepreneurial privately capitalized firm focused on creating value in commercial real estate. The main competitive advantages are nimbleness, efficient decision making process without an investment committee, principals with sponsor side experience, significant discretionary and proprietary capital, and principal involvement from ‘cradle to grave.’ By combining these attributes, WAREG can bring more than just capital to each transaction. Typically, investments are made in joint ventures with operators who have local knowledge, project execution capabilities and sufficient back office staffs to operate holdings. Deal flow is generated through operating partners, industry networks and word of mouth. For over four years, WAREG has averaged one transaction per month and has the financial capability to invest several hundred million dollars annually.

Real Estate Group - Annual Activity						
	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014 - Commitments</u>	<u>TOTAL (w/ 2014)</u>
Completed Deals	9	4	19	12	7	56
Equity Invested	\$36,000,000	\$21,500,000	\$83,500,000	\$148,000,000	\$125,000,000	\$436,000,000
Equity Returned	\$0	\$16,000,000	\$18,500,000	\$81,000,000	\$0	\$115,500,000
New Operating Partners	8	2	6	4	6	26
New Lenders	5	2	8	6	4	25
New States We Invested In	5	0	6	1	1	13

**2014 is through April for deals completed or signed LOI measured by commitment amount.*

Larry Krueger founded the group in 2010 after a 30+ year career encompassing more than \$1 billion of development and acquisition activity. Michael Arnold joined the group in 2012 bringing over a decade of experience in acquisitions, development and real estate debt & equity finance while working for a publicly traded REIT and privately owned international real estate development firm. Capital is provided by the principals and Wanxiang America Corporation (“WAC”) which is a United States C-Corp headquartered in Elgin, Illinois. The CEO of

WAC is Pin Ni who has lead the company since its founding in 1983. Today, WAC has over \$3.5 billion in revenue and employs more than 12,000 people globally through 30 subsidiaries in the automotive and renewable energy businesses.

The three best testaments to WAREG’s business are: the quantity of deals completed since inception (nearly 1 per month), the quality of our joint venture partners, and the number of Sponsors WAREG has completed multiple deals with – especially given the short existence of WAREG. This illustrates our financial capability, efficient decision making structure and that our partners feel we deliver a true ‘value-add’ to each deal.

Investment Philosophy: Our philosophy is that superior returns in real estate are achievable by entering transactions when risk is mitigated by situation, basis, inefficiency of the ‘market’ and through other intangible factors. Often, our investments are perceived as risky by outsiders but in realty have modest risk because of mitigants other investors overlook or aren’t agile enough to capture. We think about things without the influence of outside stakeholders allowing all of our efforts to be dedicated towards finding and overseeing quality investments. Most importantly, we are relationship driven and have a firm structure that allows the principals to deliver on that promise. We do what we say, when we say.

Deal Structures: WAREG can invest in numerous structures including traditional LP, on the GP side, as part of a club or as sole owner. Our preference is to invest \$5-25 million per deal and both product type and geography are open.

About Wanxiang: Wanxiang is a global company with revenues exceeding \$25 billion globally, more than 100,000 employees and interests in a diversified set of businesses. It is the 2nd largest privately owned company in China and the largest auto-parts supplier there. Founded in 1969 by Chairman Lu, the company motto is ‘grow 10 times every 10 years.’ Pin Ni formed WAC in 1994 after graduating from University of Kentucky and Northwestern University. WAC is a United States company that has retained 100% of profit for reinvestment in the United States. There are no FIRPTA issues for WAREG.

Principals:

Larry Krueger, Managing Director of the Wanxiang America Real Estate Group, has over three decades of commercial development, acquisition and management experience in Chicago and other Midwestern markets. Before founding WAREG to acquire and develop a portfolio of diverse real estate assets, Larry served as the regional head for a NYSE listed office and industrial REIT named Prentiss Properties Trust. He was instrumental in growing the company from its origin in 1987 including taking it public in 1996. He was again very instrumental in the strategic disposition of his Midwest portfolio and the entire company in early 2006 before the U.S. financial and real estate market decline.



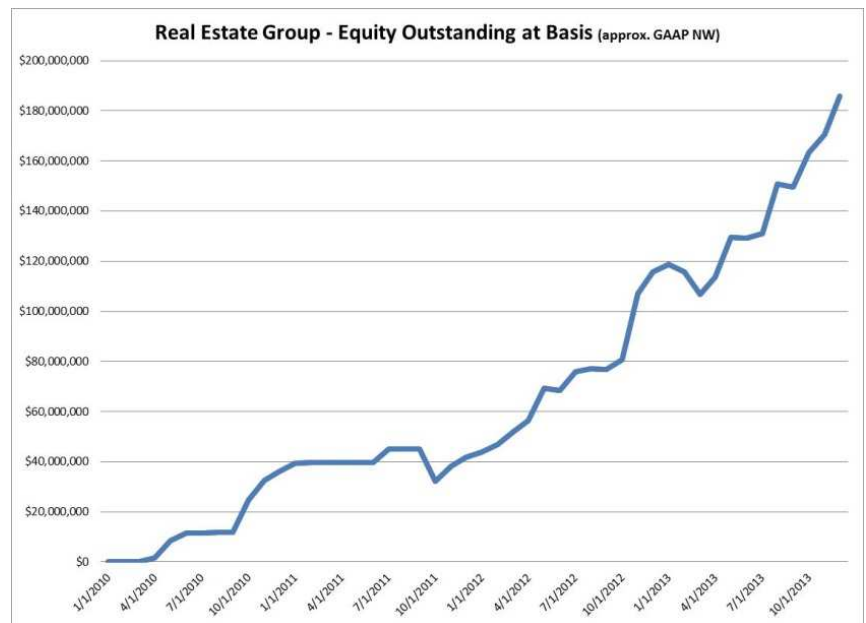
WANXIANG AMERICA REAL ESTATE GROUP, LLC

123 North Wacker Drive-Suite 820, Chicago, Illinois 60606

Tel: 312.608.4484

During the 19 years of his leadership at Prentiss, Larry was able to profitably grow the Midwest regional office, industrial and retail portfolio to nearly 4 million square feet even while selling build-to-suit and other opportunistic developments along the way. He grew his regional office from 2 to 74 employees. Larry's responsibilities included full profit and loss responsibility for his regional activities and full accountability for all development, acquisition, management and leasing of his regional assets.

As head of the Midwest region, Larry developed more than 5.5 million square feet of high profile commercial real estate projects and acquired 37 existing properties totaling over \$430 million. While assets were regularly divested to monetize the value created and redeploy capital into higher yielding opportunities, Larry sold the entire Midwest region portfolio for in excess of \$600 million in 2006.



Michael Arnold, Director of the Wanxiang America Real Estate Group, has over a decade of commercial development, acquisition and management experience. Having been involved in more than \$1 billion of transactions, numerous joint ventures, initiating over \$40 million worth of leases, property management and construction management, Michael understands the nuances of real estate investing and asset level operations.

Prior to joining WAREG, Michael was a Senior Director with Golub & Company LLC focused on raising joint venture equity capital and sourcing investment opportunities primarily in the office and multi-family asset classes. He was instrumental in the acquisition and capitalization of over \$500 million of real estate investments including the iconic John Hancock Center in Chicago.

Michael also worked at Prentiss Properties Trust, a NYSE listed REIT, in several positions. His various roles included acquisitions for the Midwest region, property management, leasing and construction management. He played a critical role in acquiring multiple office buildings and was involved in strategically disposing of the entire Midwest region portfolio in 2006.

Select Investments:

- **1000 Fulton in Chicago:** In 2012, WAREG invested alongside Sterling Bay Companies to acquire this 10-story refrigerated warehouse for conversion to a Class-A vintage office project. It is located in an emerging retail and office corridor just west of the Loop and benefits from zoning that prohibits development over 6-stories in the immediate area. After acquisition, Google announced plans to relocate their Chicago offices into the building taking more than 200,000 square feet. We expect to deliver the building in early 2015. Bank of America is the senior lender and Prime Finance provided mezzanine debt.
- **Pueblo Mall in Pueblo, CO:** In 2013, with Centennial Real Estate Company, WAREG invested to acquire a 340,000 SF regional mall with over \$400/SF in sales. The value-add potential at the property level is through lease up, renovation of select areas, expansion, creation of out-lots and altering the mix. In addition, WAREG believes the yield gap between Class A malls or malls in more recognizable metros will narrow as other investors chase yield. Viewpoint Bank provided financing.
- **6th & Congress in Austin, TX:** In 2013, with Stream Realty and Diversified Real Estate Capital, WAREG invested to acquire 1.5 blocks in the heart of downtown Austin. The full city block included a 30-story Class-A office building, where value was added by leasing up 17% of the building to reach just over 95% occupancy, a vacant 7-story office building, where value will be added through redevelopment into loft office product, a parking garage wrapped with retail and apartments, where value will be added several ways, and a decommissioned parking garage that will be re-built to add parking for the two office components. Additionally, a 1/2 block development parcel came with the project. Value was added by buying-out the tenant leasing that site to allow for immediate development. Recognizing the value of the parcel, WAREG and another operating



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partner purchased this site from the venture after receiving many offers with the intent of entitling and developing a large mixed-use hotel and apartment tower. Heitman provided senior and mezzanine financing.

- 150 North Riverside Drive in Chicago, IL: WAREG is the equity partner with O'Donnell Investment Company where we will break ground on a 1.2 million square foot 53-story office tower in July, 2014. The tower is situated on a unique site with views down each of the three branches of the Chicago River. Its architecture, infrastructure and location will make it one of the most prominent buildings in Chicago.
- Azure Condos in Palm Beach Gardens, Florida: WAREG and Frankel Enterprises have a contract to purchase 14.5 acres in Palm Beach Gardens, Florida for a phased development of 113 condominiums overlooking a marina. Marketing for units is expected to start in the summer of 2014 with a ground breaking 6 – 9 months later.
- 2308 South Paulina, Chicago, IL: WAREG retained Clarius Partners to act as development and project manager after acquiring 22 acres near Midway airport in March of 2014. The business plan is to capture demand from users requiring cold storage or 'last mile' infrastructure as many of these users are being forced out of gentrifying neighborhoods like Chicago's meat packing district.
- 2275 Half Day Road in Bannockburn, IL: In 2012, WAREG purchased a non-performing mortgage secured by this 130,000 square foot office building that was 40% occupied with short term leases. After acquiring fee simple title, WAREG engaged Wright Hereema architects to embark on a major redevelopment that included re-cladding the exterior and a gut renovation of the interior common areas. The renovation was completed in March, 2014. WAREG executed the redevelopment without a partner and directly negotiated many leases at rents substantially above existing rents before retaining JF McKinney & Associates as a third party broker. Wells Fargo supplied a non-recourse loan to fund the renovation and future tenanting costs.

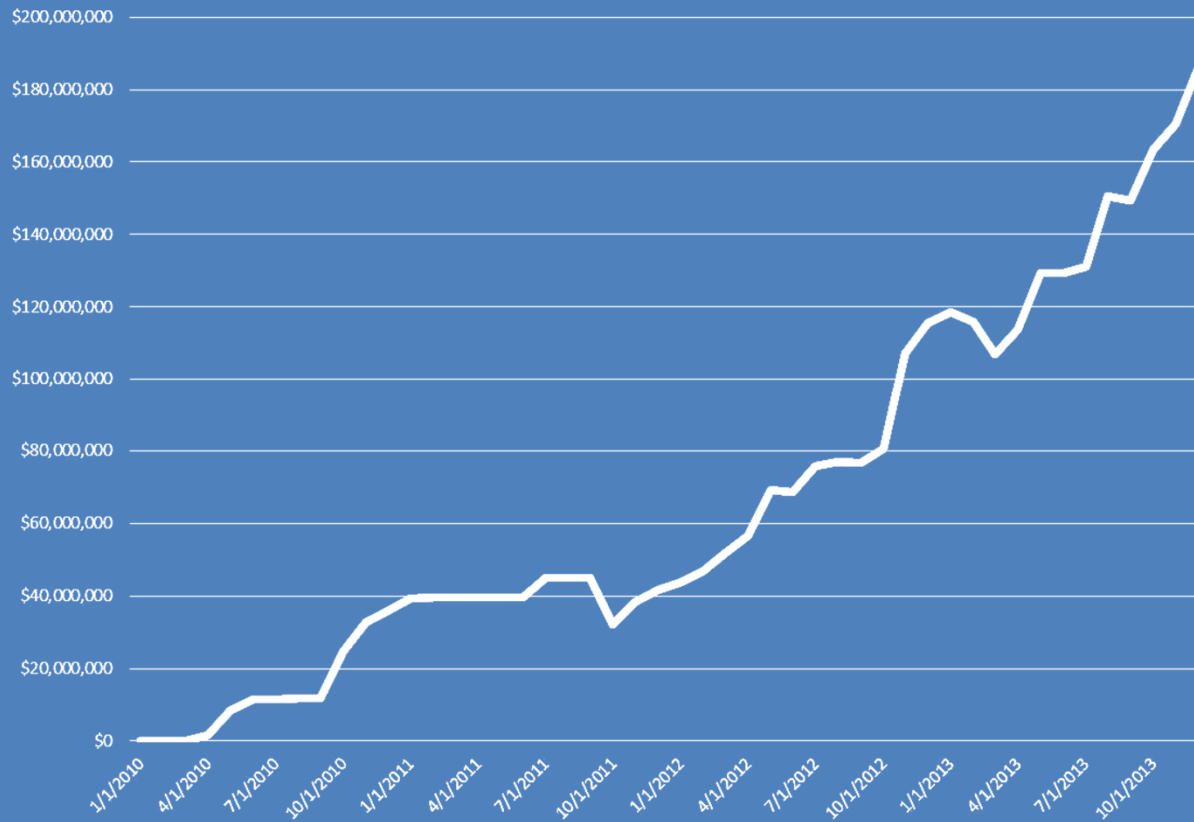


Left: Sobro Apartments in Nashville, TN
 Above: 1K Fulton in Chicago, IL
 Right: 150 N. Riverside in Chicago, IL
 Below: Investment Locations



Real Estate Group Historical Activity

Real Estate Group - Equity Outstanding at Basis (Jan 2010 to Dec 2013)



Real Estate Group Historical Activity

Real Estate Group - Annual Activity

	2010	2011	2012	2013	2014 - Commitments	TOTAL (w/2014)
Completed Deals	9	4	19	12	12	56
Equity Invested	\$36,000,000	\$21,500,000	\$101,500,000	\$146,000,000	\$147,000,000	\$452,000,000
Equity Returned	\$0	\$16,000,000	\$27,500,000	\$76,000,000	\$0	\$119,500,000
New Operating Partners	8	2	6	4	6	26
New Lenders	5	2	8	6	4	25
New States We Invested In	5	0	6	1	1	13

*2014 is through April. It includes completed deals and deals with signed LOI or more.



Real Estate Group Historical Activity

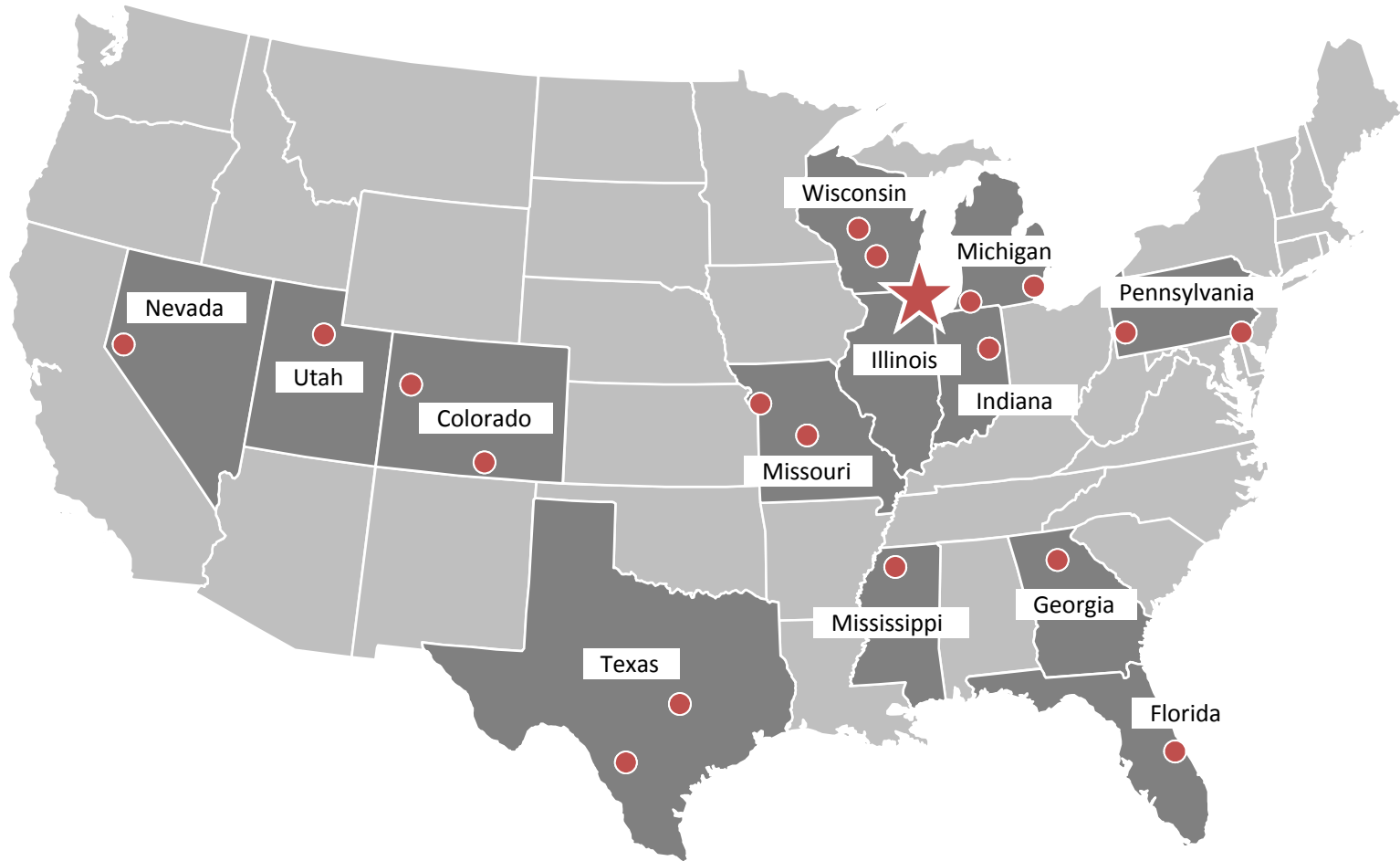
Real Estate Group - Annual Activity

2010	2011	2012	2013	2014
<p>Focused on intrinsic asset value and asset level knowledge to decisively invest on a select basis. We capitalized on many market participants (equity and debt) remaining hesitant to invest because of fear.</p>	<p>Focused on easy value-add stories because equity and debt returned to real estate but largely ignored value-add deals. This created a pricing inefficiency for Wanxiang to capitalize. For example, we purchased buildings with short term leases at costs approximating intrinsic land value.</p>	<p>Traditional market participants began to accept riskier deals provided they were in certain locations and with light value-add. We bought true value-add deals and looking in suburban or 2nd tier markets.</p>	<p>Many investors accepted increased risk as core returns continued to compress. This reduced the returns on value-add deals forcing Wanxiang to redevelop, ground up development and more complicated value-add deals.</p> <p>Our industry relationships became much more critical to achieve returns.</p>	<p><i>Wanxiang continues to invest in ground-up development, focusing on larger deals and is heavily reliant on industry relationships to source deals and secure leverage on larger development deals where lenders have more worries.</i></p>

*2014 is through April. It includes completed deals and deals with signed LOI or more.



Investment Locations



- Bought in October, 2012
- Construction Commenced in Full – December 2013
- All In Cost: about \$175 million



1K Fulton – Google HQ (Chicago, IL)

Partner: Sterling Bay Companies Lenders: Bank of America and Prime Finance





- Ground Breaking July, 2014.
- Completion Q4 2016
- Cost: ~\$500 million
- 53-stories and 1.2 million SF

150 N. Riverside (Chicago, IL)

Partner: O'Donnell Investment Co. Preferred Equity: Heitman (State of WI Investment Board)



- Cost: ~\$90 million
- Delivery: Q3 2015
- Size: 300+ units, 500 parking & 20,000 SF of retail

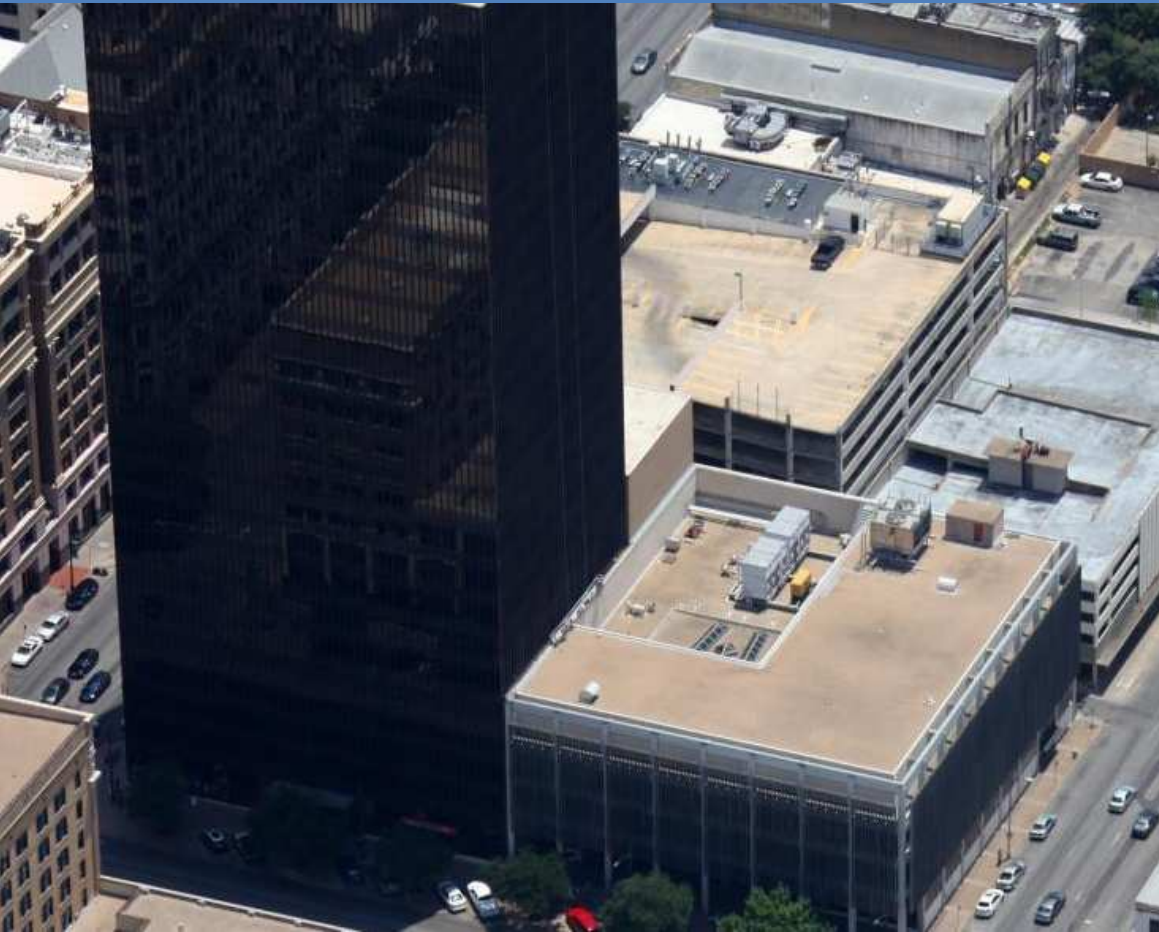


SoBro (Nashville, TN)

Partner: Magellan Development

Lenders: BMO Harris and PrivateBank





- Acquired in Q1 2013
- Five Components:
 - 26-story office (256,000 ft) at 82% occupied (*98% occupied now*)
 - 5-story Office (90,000 ft) at 0% Occupied for re-development (*DropBox pre-leased 60%*)
 - 9-story Parking, Retail and Apartments (*Refinanced alone and pulled out equity*)
 - 5-story Parking (*Rebuilt*)
 - **Prime Development Site (5th & Brazos)**

6th & Congress Block (Austin, TX)

Partner: Stream Realty & DRE Lenders: Heitman (State of WI Pension Funds)





- Purchased Site in 2013
- Entitled Hotel and Residential Design
- Secured Loews Hotel
- 50-story
- Over \$200 million cost

5th & Brazos (Austin, TX)

Partner: Magellan Development Equity Partners: TBD Lenders: TBD

