



WholeLife Companies

Overview

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COMPANY OVERVIEW

WholeLife Companies, LLC

Our Company



WholeLife Companies, LLC is a developer and operator of luxury rental living communities, with a strong focus on integrating healthy and enriching lifestyle concepts into community creation.

These WholeLife communities will respond to the desire of active adults for healthy living facilities, integrating fitness and wellness into a maintenance free environment, without the need for the large capital outlay required for the purchase comparable single family dwellings.

Healthy living services such as fitness evaluations, fitness instructors, wellness consultants, nutritionists, speakers and classes will be available as part of the all-inclusive fee package.



Investment Highlights

The Request

- Seeking Joint Venture Partner
 - Will Consider Partners for Individual Assets (Approx. \$12 million per Project) or for Portfolio (Approx. \$38 million for Current Projects)
-

The Team

- Highly Experienced / Credentialed Management Team with over 154 years combined experience in Finance and Commercial Real Estate
-

The History

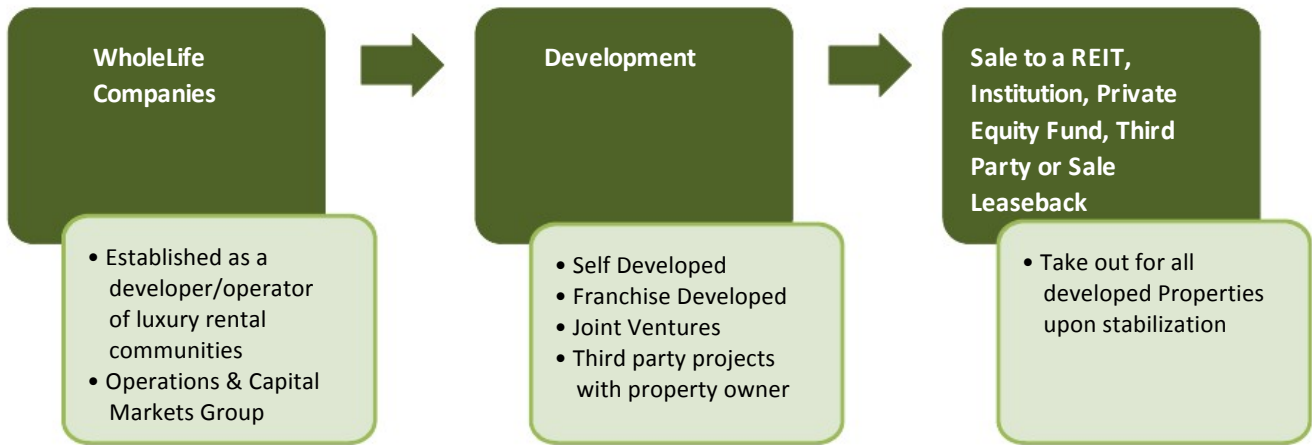
- Proven Track Record (20%+ IRRs); Proven Platform (Experience Working with Private Equity Venture Partner)
-

The Sponsor

- WholeLife Companies, LLC is a vertically integrated developer and operator of luxury active adult rental communities and is active throughout the US, primarily in the Southeast
 - Its subsidiaries include WholeLife Development Company, LLC; WholeLife Properties, LLC; WholeLife Franchise Company, LLC; and Wellstone Communities, LLC
-

WholeLife Companies, LLC

Business Model



- Accelerated Growth of Properties through Franchising
- Managed by subsidiary for greater control of operations

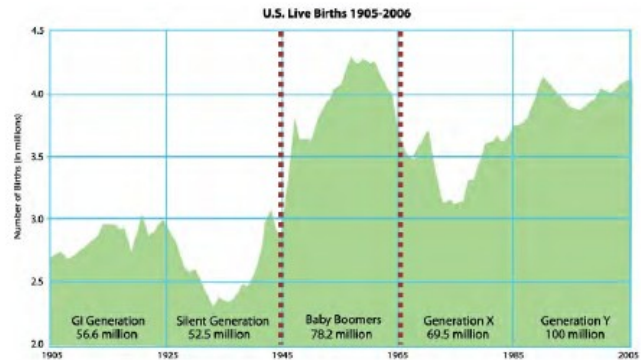
SENIOR HOUSING MARKET

WholeLife Companies, LLC

The Market

Booming senior housing market

- Baby Boomers form a huge aging population over the next 20 years
- Age 65+ market projected to grow 36% over next 5-6 years



Active senior living

- Previous senior living developments have largely focused on intensive managed-care facilities
- Healthy, active and affluent seniors seeking independent and active lifestyles are dramatically underserved
- Health care advances are extending tenants' period of self-sufficiency, assuring strong long-term demand for luxury, resort-style living

WholeLife Companies, LLC

Competition in the Market

Existing Competition

- Strongest competitors currently are large, well-capitalized developers
- Includes various multi-family apartment developers and independent senior housing developers

Alternatives and Opportunities

- Limited development in the luxury rental market, and very little in the single family detached or attached rental community with services
- Certain developers are adopting a “cottage” model as an add-on to their existing communities, especially in senior housing markets
- These include substantial up front buy-in fees in addition to monthly service fees

There is a distinct lack of tailor-made rental communities serving affluent, active adults.

THIS IS WHOLELIFE'S TARGET SEGMENT.

WholeLife Companies, LLC

Our Value Proposition



WholeLife aims to fulfill market preferences for healthy living, integrated fitness and sensible nutrition in a decidedly upscale rental community.

WholeLife will partner with a limited number of significant developer/builders able to identify suitable land and the capital resources to secure acquisition and development financing of communities.

- Three distinct community styles
- Community design determined by land availability and market demand
- Communities owned and/or operated by WholeLife

WholeLife Companies, LLC

Our Value Proposition

A Tailor Made Product

- WholeLife is the only rental residential option tailor-made for this fast-growing, affluent market segment
- WholeLife Communities* provide a fact-based wellness lifestyle in a resort-style environment
- Residents are free from the capital expense of home purchase

WHOLELIFE™



Core Essentials

- Full Concierge Service
- Fitness evaluations
- Fitness instructors and trainers
- Wellness and lifestyle consultants
- State of the art fitness centers
- Planned classes and programs
- Guest speakers and activities
- Fully equipped business center



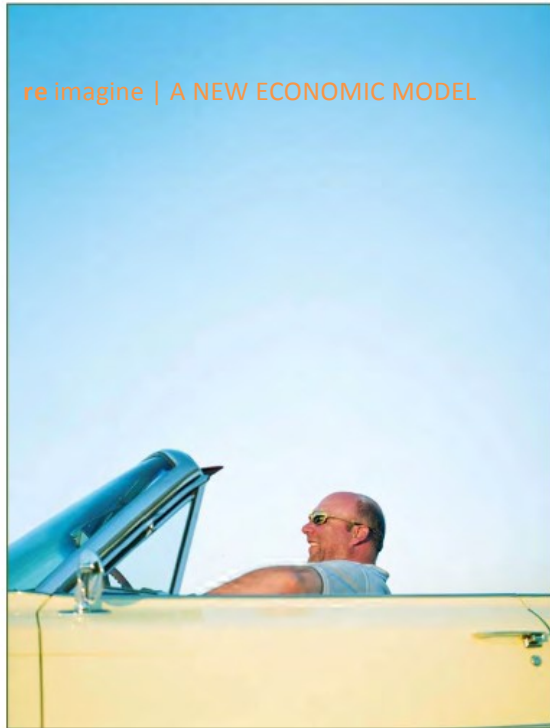
A la Carte Services

- Professionally managed fitness and weight control programs
- In-home meal delivery and catering
- Maid and laundry service

** Further details about specific WholeLife Communities are available in Appendix 1 following this presentation.*

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Development Plan



Developing WholeLife Communities

Cost of Development:

- Approx. \$64,000,000 for a prototypical 156 unit community, plus financing costs
- Cost of development varies with size and type of community

Anticipated Financing:

- Equity – Corporate or joint venture partners
- Debt – conventional loans; recourse or non-recourse as available; private activity bonds if allocations available

WholeLife Companies, LLC

4 Development Models

Company Owned

- WholeLife Companies, LLC develops properties throughout the US
- Properties wholly owned and managed by WholeLife.

Franchise Operator

- New Franchisor retains ownership and all profits
- WholeLife provides customized plans and construction guidance
- WholeLife licenses and manages property as a WholeLife Community

Developer Owner

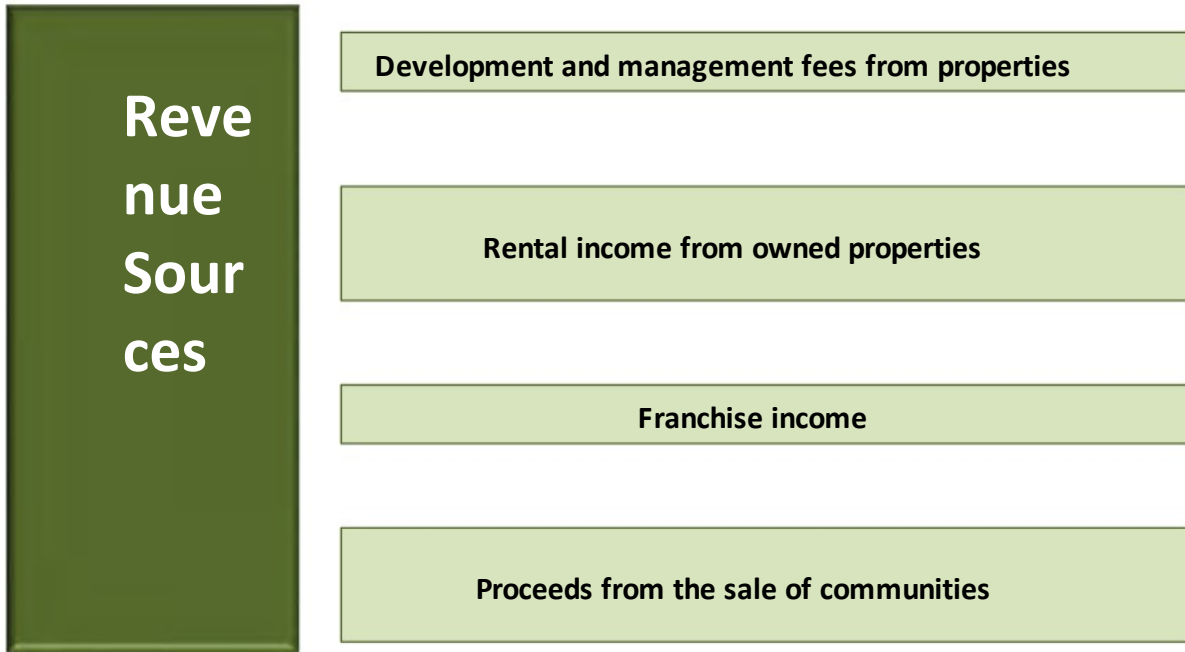
- WholeLife supplies all plans and consults on site design
- Owner secures financing, zoning and permits, then constructs property
- WholeLife leases property; or developer sells to REIT or other buyer

Joint Venture

- Joint Venture splits all profits based upon an agreed upon structure
- WholeLife provides customized plans, construction and branding guidance
- WholeLife manages and leases property as a WholeLife Community

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Anticipated Revenue Sources



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Exit Strategies

Two broad exit strategies may be adopted:

Divest

- Company develops each community, and stabilizes the project at approximately 95% occupancy
- Following which it may sell the community and its operations to a third party investor, such as REITs, insurance companies, and private equity investors

Refinance

- Company elects to refinance the project for a shorter or longer period on more advantageous terms to enhance and continue to hold the property

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Exit Strategies



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Prototype Traditions Project Summary

Prototypical Budget

Sources	Bonds	Equity	Total
Series A Bonds (Senior Tax Exempt)	52,775,000	-	52,775,000
Equity	-	11,500,000	11,500,000
TOTAL	\$ 52,775,000	\$ 11,500,000	\$ 64,275,000
Uses			
Acquisition Costs			
Land Cost and Acquisition	7,521,424	1,878,576	9,400,000
Construction	34,950,689		34,950,689
Construction Contingency	500,000		500,000
FFE	275,000		275,000
Design	-	871,000	871,000
Permitting	-	1,119,676	1,119,676
Development Fee	-	1,560,000	1,560,000
Project Contingency	-	1,000,000	1,000,000
Other Development	-	1,925,000	1,925,000
Liquidity Reserve	-	500,000	500,000
Working Capital (Operating Deficit Reserve)	-	200,000	200,000
Total	43,247,113	9,054,252	52,301,365
Fund Deposits			
Debt Service Reserve Fund, Series A	4,096,300		4,096,300
Capitalized Interest, Series A	5,441,588		5,441,588
Total	9,527,888		9,527,888
Finance Costs			
Bond Counsel Fee		175,000	175,000
Underwriter's Counsel Fee		100,000	100,000
Purchaser's Counsel		50,000	50,000
Issuer Fee		59,600	59,600
Issuer Counsel		27,800	27,800
Developers Counsel		250,000	250,000
Mezz Lender		30,000	30,000
Mezz Lender Counsel		20,000	20,000
Trustee & Counsel		20,000	20,000
Mkt & Feasibility Study		75,000	75,000
Print Offering Memo		5,000	5,000
Other / Miscellaneous		50,098	50,098
Underwriter's Discount		1,583,250	1,583,250
Total		2,445,748	2,445,748
TOTAL	\$ 52,775,000	\$ 11,500,000	\$ 64,275,000

156 Apartments	
Closing	1/1/2015
Construction Completion	6/1/2016
Series A Bonds	52,775,000
Equity/Sub Debt	11,500,000
Final mat	1/1/2050
Rate, 10yr	5.50%
Rate, 30yr	7.00%
CAPX, mos	18.0
First Payment	7/1/2015
Fiscal year	12/31/2014
LTC (loan to cost)	82.1%
Adjusted LTC	82.1%

Senior Debt	82.1%
Subordinate Debt	17.9%
Total	100.0%

*Individual
project
results
may vary*

HISTORICAL PROJECTS

WholeLife Companies, LLC

Track Record

The Principals of WholeLife Companies, LLC and its affiliates, have over 60 years of combined experience and have served as the Construction Manager / General Contractor / Project Manager / Sub-Contractor on a variety of commercial and residential projects including the ownership and sale of 8 senior lifestyle communities for 174M USD.

Below is a partial list of completed projects: _____

q JW Marriott

Houston, TX

q Lincoln Center Office Tower

Miami, FL

q North Mississippi Medical Center

Tupelo, MS

q Brickell Bay Office Tower

Miami, FL

q Thurston Bowles Building

University of North Carolina School of Medicine

q Morgan Keegan Tower

Memphis, TN

q The Peabody

Little Rock, AR

q Wellstone in Bluffton

Bluffton, SC

q Doubletree Convention Center

Tulsa, OK

q Hilton Hotel

Knoxville, TN

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Wellstone Projects



As Wellstone, a wholly owned subsidiary, we developed and operated facilities in Florida, Tennessee, Texas and Oklahoma. These are eight communities sold to Senior Lifestyle Corp.



Lewisville Estates
Lewisville, Texas
49 Units Assisted Living
111 Units Independent Living



Copper Lake Estates
Edmond, Oklahoma
48 Units Assisted Living
125 Units Independent Living



Lake Forest Park
Fort Pierce, Florida
68 Units Assisted Living
59 Units Independent Living



Glenbrooke at Palm Bay
Palm Bay, Florida
170 Units Independent Living



Newforest Estates
San Antonio, Texas
198 Units Independent Living



Montclair Estates
Garland, Texas
111 Units Independent Living



The Barrington
Largo, Florida
33 Units Assisted Living
116 Units Independent Living



Lake Howard Heights
Winter Haven, Florida
30 Units Assisted Living
100 Units Independent Living

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WRC Portfolio Returns

- For the last recapitalization of Wellstone Retirement Communities, and the final sale purchase by WRC as of December 2005, adjusted purchase price was \$129,259,928 where \$15,738,500 was equity and balance was debt.
- Upon sale in April 2007, investors received 14 months income, approximately \$1,446,022 and sale proceeds of \$36,478,533 for a 14 month IRR of 57%.
- These numbers are estimates based on data available, but are indicative of portfolio performance.
- At sale, portfolio had gross income of \$31,405,120 (December 2006 annualized) and NOI of \$11,587,984 (December 2006 annualized). These are amounts that Certus as operator recorded.
- Total sales price was approximately \$174,000,000.

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Historical Returns

Partial List of Prior Project Statistics – “For-Sale” Projects

Project Name	Type	State	# of Units	Total RSF	Total Cost	Total Sell-Out Value
<u>Non-Premium Projects</u>						
Ravines at Holly Creek	Condo	South Carolina	86	137,600	\$14M	\$18,060,000
Ravines at Creekside	Condo	South Carolina	105	168,000	\$16.5M	\$23,625,000
Camelia Village at Furman	Condo	South Carolina	68	108,800	\$11.5M	\$14,620,000
Village of Ashwood	Condo	Tennessee	84	134,400	\$15M	\$19,068,000
Village at Greenway	Condo	Tennessee	78	136,500	\$9.5M	\$17,784,000
Ravines at Woodridge	Condo	South Carolina	86	137,600	\$14M	\$18,060,000
Magnolia Estates	Single Family	Mississippi	476	660,000	\$76M	\$96,903,000
<u>Wellstone Premium Projects</u>						
Wellstone at Craig Ranch	Condo	Texas	205	615,000	\$89M	\$103,749,711
Wellstone at Middlecreek	Condo	Georgia	96	168,000	\$43.5M	\$47,616,000
CooperLife at Craig Ranch I	Townhome	Texas	143	410,839	\$93M	\$123,819,249
Wellstone at Mableton	Townhome	Georgia	94	169,200	\$26M	\$30,550,000
<u>Wellstone Workforce Housing Project</u>						
Wellstone at Bluffton	Townhome	South Carolina	178	320,400	\$25M	\$33,108,000
<u>Commercial</u>						
Morgan Keegan Tower	Office	Tennessee	320,000	320,000	\$80M	\$106,000,000



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Past Financing Sources

Previous Investors and Lenders



Merrill Lynch - Senior Housing Division



GE Capital - 120MM loan [repaid in full and early]

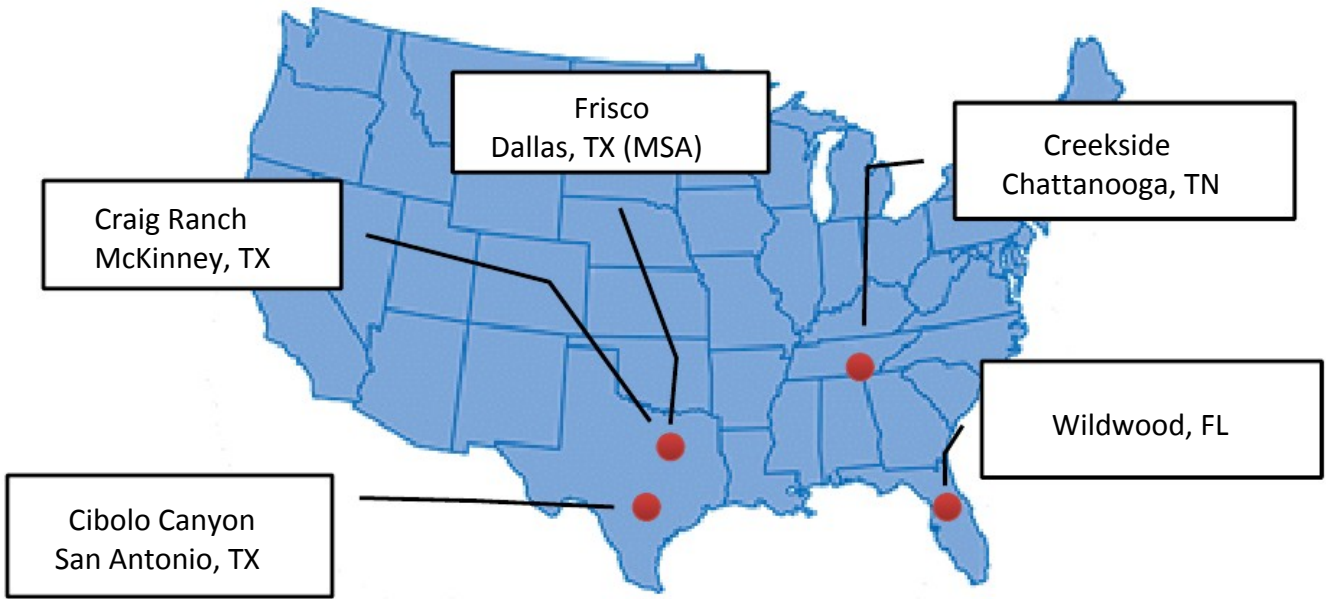


Regions Bank

CURRENT & PLANNED PROJECTS

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Planned Projects and Locations



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Current Projects and Locations

WholeLife Chattanooga

A Third-Party Development Project

- 104 one-story duplexes and four-plexes located in Chattanooga, Tennessee
- Project Cost: \$32.5MM
- Permitted and awaiting loan closing



WholeLife Companies, LLC

Current Projects and Locations

WholeLife Cibolo Canyons

A Proposed Project

- 156 unit Traditions community
- Across the street from JW Marriott San Antonio Hill Country Resort and Spa and two TPC golf courses
- Project Cost: \$64.3MM



WholeLife Companies, LLC

Planned Projects and Locations

WholeLife Craig Ranch

A Proposed Project

- 176 unit Flats community located in the premier master planned community of Craig Ranch outside Dallas, TX
- Will be placed near the town center district
- Project Budget: \$69.2MM



WholeLife Companies, LLC

Planned Projects and Locations

WholeLife Wildwood

A Proposed Project

- Bungalows community to be located next to The Villages master planned community in central Florida
- Being considered via private activity bonds



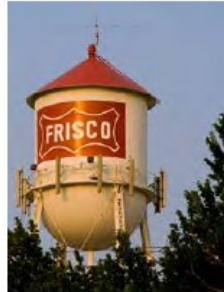
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Planned Projects and Locations

WholeLife Frisco

A Proposed Project

- 176 unit Bungalows community located near the town of Frisco, a Dallas bedroom community
- Project Cost: \$72MM + cost of land



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Sites and Locations

LOCATION SELECTION

Criteria	Guidelines
Market Size	<ul style="list-style-type: none">Moderately sized in-fill sites (25 to 50 acres)Reasonable access to core business, cultural, dining and entertainment venuesAffordable and free of excessive or onerous tax and regulation burdens
Geographic area	<ul style="list-style-type: none">Southeastern states including Texas and OklahomaMidwestern markets such as Indiana, Ohio and MissouriPacific Northwest in and around population centersGeographic amenities such as casinos, outdoor activities, fishing, and skiing
Climate	<ul style="list-style-type: none">Markets with moderate climates offer the greatest potentialWeather extremes on either end of the spectrum tend to marginalize market desirability
Market economic and employment profile	<ul style="list-style-type: none">A robust area economy is very desirable and an important consideration
Tax structure	<ul style="list-style-type: none">Baby Boomers and Baby Boomer plus tenants are especially sensitive to tax issuesProperty tax rates and assessments affect rental rates for the marketHigh local sales and personal property taxes, state income taxes and taxes on dividends and interest income can also adversely impact potential customers
Political considerations	<ul style="list-style-type: none">Presence of highly restrictive construction and zoning regulationsPresence Union vs. non-union construction labor force

WholeLife Companies, LLC

Sites and Locations

LOCATION SELECTION

Criteria	Guidelines
Demographic profile	<ul style="list-style-type: none">• A balanced population both age and income wise is most desirable• A market made up of predominantly older residents lacks a younger market to move up and purchase the larger older homes, lowering resale prices
Migration patterns	<ul style="list-style-type: none">• “Halfbacks” and “Quarterbacks”: seniors who sold a home in a northern area to retire to Florida, Arizona, coastal Carolinas and now wish to move only a quarter or half way back• Often caused by weather extremes or collapsing housing markets
Higher education institutions	<ul style="list-style-type: none">• The presence of colleges and universities in the area is positive• Access to continuing education and life enhancement opportunities as well as cultural and entertainment venues are highly desirable
Prevailing land costs	<ul style="list-style-type: none">• Areas that are experience high levels of demand for industrial and commercial development drive up land prices
Prevailing rental rates	<ul style="list-style-type: none">• A reasonable mix of market rate and senior housing facilities will generally mean reasonable rental rates and are desirable
Housing inventories	<ul style="list-style-type: none">• Reasonable turnover of existing homes as well a some new home starts are most desirable
Competitive environment	<ul style="list-style-type: none">• Neither void of nor saturated with adult or senior independent living facilities; both conditions may adversely affect the perceptions of and acceptability of rental rates

WholeLife Companies, LLC

Sites and Locations

SITE SELECTION

Criteria	Guidelines
Size/density	<ul style="list-style-type: none">• The ideal size for a WholeLife Traditions community is between 100 to 150 units with a density of 4-5 units per acre• Typically, in-fill sites of from 25 to 50 acres
Topography	<ul style="list-style-type: none">• The designs of both Traditions and Concierge communities do not lend themselves well to topographical extremes and anomalies• Level land without wetlands, blue line streams, floodway or floodplains provide the best opportunity to create desirable communities from both an economic and lifestyle perspective• Hilly terrain not only makes walking and running for fitness more challenging but more difficult for community members to stroll and interact with their neighbors• Inclined driveways and steps at the entrances of homes is neither desirable nor consistent with Universal design standards
Traffic	<ul style="list-style-type: none">• The importance of locations with high levels of drive-by traffic cannot be overstated• This may be the single greatest contributing factor to a rapid lease-up• It is the experience of management that preleasing of such communities is driven more by drive-by traffic than any other single element of the marketing plan• Conversely, major traffic congestions is counterproductive making high profile retail areas less desirable than corridors leading to and from those areas

WholeLife Companies, LLC

Sites and Locations

SITE SELECTION

Criteria	Guidelines
Visibility	<ul style="list-style-type: none">• Visibility goes hand in hand with traffic counts; being able to see more than just the entrance will also affect walk-in traffic to the community• When prospects can see the community taking shape it contributes to walk-in traffic counts
Access	<ul style="list-style-type: none">• Curb and median cuts are obvious issues• Lack of ability to turn into the project from either direction inhibits drive-in traffic and consequently slows down lease-up
Proximity to retail, hospitals and healthcare	<ul style="list-style-type: none">• While being situated in the middle of retail congestion is a negative, retail grocery, restaurants, other shopping and healthcare is of paramount importance to be within 5 to 10 minutes drive
Proximity to public spaces	<ul style="list-style-type: none">• Access to public spaces such as parks, libraries, walking and running trails and walkways
Surrounding housing profiles	<ul style="list-style-type: none">• The Company believes most WholeLife residents will come from the local area• It is therefore essential that sites have established residential neighborhoods within 3 to 5 miles
Area cultural, dining and entertainment venues	<ul style="list-style-type: none">• These are intangibles but when added to the other considerations help assure project success

COMPANY STRUCTURE AND PARTNERS

WholeLife Companies, LLC

Company Description

WholeLife Companies, LLC is a vertically integrated development and management company designed to create luxury rental living communities integrating the concepts and practices of a healthy and enriching lifestyle into the creation of the community.

The Company was formed in the State of Delaware in June 2013, WholeLife Companies, LLC was created around an innovative approach to addressing the issues of happiness, health, longevity and the preservation of wealth for today's active adults.

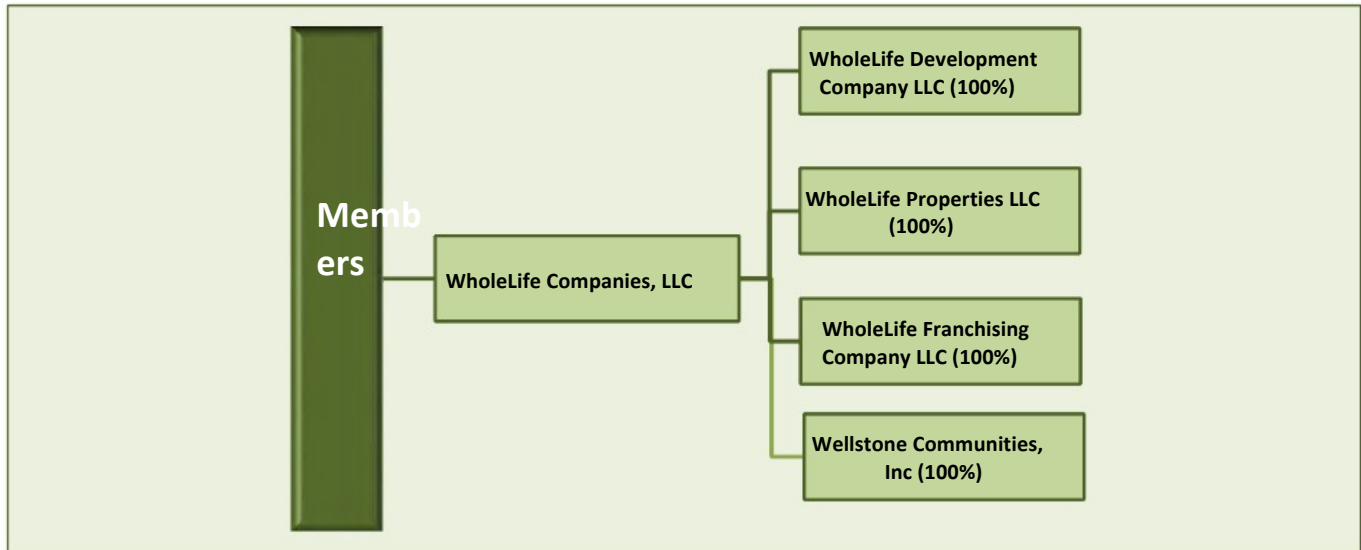
WholeLife has merged the latest designs, models and concepts from around the world into an intelligent community development program.

WholeLife Companies, LLC

Company Structure

Subsidiaries:

For each project or distinct operating activity, the Company intends to utilize a single-purpose Limited Liability Corporation incorporated and owned by the Company.



WholeLife Companies, LLC

Subsidiaries

WholeLife Development Company, LLC.

WholeLife Development Company, LLC.

- WholeLife Development, LLC is responsible for site selection, planning, design, entitlement and construction
- Projects for WholeLife Properties, LLC or under contract to third parties
- WholeLife Development's fee varies depending on the type of project from a flat negotiated fee, to a price per unit developed to a percentage of the project
- Responsible for oversight of a project through stabilization

WholeLife Companies, LLC

Subsidiaries

WholeLife Properties, LLC.

- WholeLife Properties, LLC is wholly owned and serves as the managing member of each of the project level single purpose limited liability companies created for each project

WholeLife Franchising Company, LLC.

- WholeLife Franchising, LLC will serve as the sponsor of our franchise and licensing expansion program. WholeLife has invested in the development of the appropriate documents to enable third party developers to implement, under WholeLife's control and servicing, the WholeLife program. Franchisees or licensees will have access to the trademarks, service marks, plans, specifications, and programming of WholeLife in developing their own communities

WholeLife Companies, LLC

Subsidiaries

Wellstone Communities, Inc.

- Wellstone Communities is the For-Sale product arm of WholeLife Communities should that be a feasible market option
- Wellstone Communities was actively involved in developing for-sale communities similar to WholeLife's current offerings

WholeLife Companies, LLC

Strategic Partners

SCHAUMBURG ARCHITECTS

Schaumburg Architects is a world renowned design firm headquartered in Fort Worth, Texas, known for uniquely designed residential and commercial structures.

Schaumburg Architects specializes in a wide variety of design and architecture such as luxury homes, high-rises, office complexes, medical plazas, museums, and schools. Ken Schaumburg has produced projects both nationally and internationally.



Services

WholeLife Companies, LLC

WholeLife Companies, LLC

SERVICES

From concept to finish-out, throughout every stage of planning and development, everything WholeLife Companies does is geared toward creating real estate solutions and client satisfaction.

Services include: site selection / acquisition, cost budgets, municipal incentive negotiation, financing assistance / due diligence, zoning / plan approvals, contract management (interviews, selection, negotiation, management), architects / engineers / land planners / interior design, consultants / testing services, contractors (building, interiors, site), technology (information, security, audio / visual), wellness integration, real estate advisory services, real estate sales, marketing (branding and re-branding), project evaluation and exit strategies

APPENDIX 1 – WHOLELIFE COMMUNITIES

WholeLife Companies, LLC

Traditions Community



The Traditions Community

The WholeLife Traditions community consists of 100-150 single level residences of from 1,500 to 2,000 square feet designed with the look and feel of the fine traditional homes. Sumptuous landscaping, sidewalks, streetlights, and the ambiance of traditional American communities. The expansive and highly functional WholeLife Club is at the center of life for residents. It contains space for gatherings and events, a state of the art fitness center, pool, game room and business center and more.



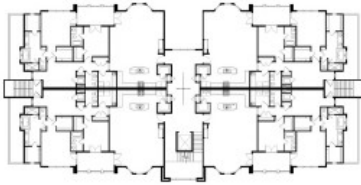
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Flats Community



The Flats Community

The WholeLife Flats community is designed as mid-rise height buildings with each building consisting of between eight to twelve 1800 square foot units. The buildings will be designed as four stories and include ground floor parking and three levels of residences. The residences will fit into town-center style communities with beautiful landscaping, sidewalks and streetlights. The WholeLife Club will also be featured along with the other 4-star style amenities and concierge.



WholeLife at Oak Ranch
08/16/11
Overall Building Plan
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WholeLife Companies, LLC

Bungalow Community



The Bungalow Community

The WholeLife Bungalow community is designed as single family home with each building consisting of 1,900 square foot floor plans. The buildings will be designed as single story patio home with rear entry double car garage and garden area. The residences will fit into town-center style communities with beautiful landscaping, sidewalks and streetlights. The WholeLife Club will also be featured along with the other 4-star style amenities and concierge.



WholeLife Companies, LLC

Sample Community Layout



WholeLife Companies, LLC

Sample Floor Plans

Quadraplex



QUADRAPLEX
WHOLELIFE CIBOLO CANYONS, TEXAS

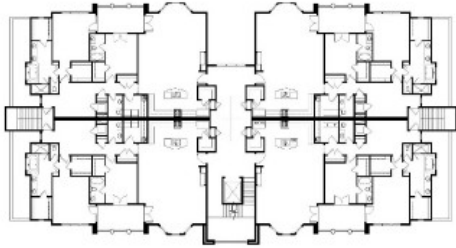
NOV. 22, 2013

SCHAUMBURG
ARCHITECTS
415 E. QUINCY AVE., SUITE 200, CHICAGO, IL 60601
TEL. (312) 588-7507 FAX (312) 588-7774

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Sample Floor Plans

Flats and Bungalow



WholeLife at Craig Ranch
APRIL 18, 2014

Overall Building Plan

SCHUMBERS
ARCHITECTS
117 S. HARRIS ST., SUITE 100, DENVER, CO 80202
TEL: 303.733.1111 FAX: 303.733.1112



WHOLELIFE BUNGLOW PLAN 1806 sf

SCHUMBERS
ARCHITECTS
117 S. HARRIS ST., SUITE 100, DENVER, CO 80202
TEL: 303.733.1111 FAX: 303.733.1112

WholeLife Companies, LLC

Sample Community Photos



**Pictures are for conceptual purposes only as each community will be designed to fit the character of the locality.*



WholeLife Companies, LLC

Sample Community Photos



WholeLife Companies, LLC

Sample Community Photos

