

**AMERICAN INVESTORS COMPANY
DIRECT PARTICIPATION PROGRAM
FACT SHEET**

OFFERING: MH Ventures II, Inc.	SEC
	147
SPONSOR: Inland Venture Partners, LLC	REG D X
OFFERING SIZE: \$300 million	MIN.INV.: \$100,000 (lesser minimums at sponsor's discretion)
GREENSHOE AMT.:	SUITABILITY: Accredited only
SUITABLE FOR QUALIFIED PLANS: Yes	

INVESTMENT SUMMARY: This blind-pool REIT has recently been formed to acquire a diverse portfolio of manufactured home and recreational vehicle communities with a predominant focus in the Sun Belt, Mid-Atlantic and Pacific Northwest regions of the country. The portfolio is expected to be levered 55% to 65%. The REIT is expected to explore a liquidity event within five years after the offering is closed. Such an event will include consideration of a possible listing, a merger or business combination, or a bulk sale of assets. Investors providing the first \$20 million of investment capital will receive a 5% share price discount.

INVESTMENT OBJECTIVES: The fund's principal investment objectives are to: (1) provide sustainable (and rising) cash flow distributions from property operations; (2) acquire properties and manage them such that the activities will result in value enhancement; (3) preserve and protect investor capital; and (4) be good stewards of its properties and residents.

INVESTMENT PERFORMANCE EXPECTATIONS: The REIT's initial dividend rate is expected to be in the neighborhood of 4%, fully covered by NOI, growing over time based upon anticipated rental income increases and superior expense management/control. 60% to 70% of cash distributions are expected to be sheltered from taxation due to depreciation.

INVESTMENT RISKS: 1. Traditional risks associated with the operation of real estate properties. 2. Credit risk of occupying tenants. 3. General economic risks and competition from standard-built housing 4. Foreclosure risks associated with the use of leverage. 5. Risk associated with the likely purchase of properties located in a designated "Hurricane Susceptible Region." 6. Reliance on a variety of operating partners to manage the day-to-day operations of the REIT's acquired assets.

BROKER-DEALER CONCESSION: 6% (@NAV for RIA shs) **% LEVERAGE USED:** 55% to 65%

TOTAL FRONT-END LOAD: 10% (+1.25% acq fee) **EST. HOLDING PERIOD:** 6-8 yrs

NET \$ INTO ASSET(S): 88.75% **CASH DIST. FREQ.:** monthly

WORKING CAPITAL RESERVE: as necessary **YRS. SPONSOR IN BUS.:** 1 ½ yrs

LIQUIDITY: Share repurchase at 85% of investor purchase price ONLY in the event of death or disability.

BACK-END SHARING ARRANGEMENT: 20% incentive fee subordinated to a 7% IRR and only payable in the event of a defined liquidity event.

OTHER COMMENTS: Inland Venture Partners, LLC, (IVP) is a relatively new entity, 100% owned by Inland Real Estate Investment Corporation (IREIC). IVP was performed to specifically engage in real estate-based private equity transactions separate and apart from the DST real estate business operated by Inland Private Capital Corp. (IPCC).

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