

GINN CREEK INVESTMENTS, LLC

INVESTMENT SUMMARY



THIS SUMMARY IS QUALIFIED IN ITS ENTIRETY BY A PRELIMINARY CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM THAT WILL BE WRITTEN (THE “MEMORANDUM”). THE CALCULATIONS BELOW ARE BASED UPON THE RESTRICTED APPRAISAL REPORT ISSUED BY TENNILLE & ASSOCIATES, INC. AND THE ASSUMPTIONS SET FORTH IN THE MEMORANDUM. INVESTORS SHOULD READ THE MEMORANDUM, INCLUDING THE EXHIBITS, IN ITS ENTIRETY BEFORE MAKING ANY INVESTMENT IN THE UNITS. THE CALCULATIONS SET FORTH REMAIN SUBJECT TO CHANGE AND FINALIZATION IN THE MEMORANDUM.

Offering Summary

Ginn Creek Investments, LLC (the “Company”) is offering up to 99 Units, with each Unit representing approximately 1 unit of limited liability company membership interest (the “Units”) at \$27,000 per Share for a maximum offering of \$2,673,000 (the “Offering”).

The minimum subscription is 1 Unit (\$27,000), although the Company reserves the right to waive the minimum subscription requirement. The Company has been formed and this Offering is being conducted for the primary purpose of raising funds to acquire certain ownership interests in Ginn Creek, LLC (the “Real Estate Holding Company”).

Summary

The Real Estate Holding Company acquired approximately 1081.06 acres (the “Property”) located west of Nashville, TN near the famous and scenic Tennessee River. The property also contains important tributaries to North America’s most biodiverse river the Duck River. The Company has entered into a Unit Purchase Agreement with the current members of the Real Estate Holding Company whereby if the Offering is funded the Company will acquire a 95% ownership interest in the Real Estate Holding Company.

The Company has engaged third-party professionals to conduct extensive market research and valuation analysis in connection with the Property. Based on the results of that analysis, the Company has determined that the highest and best use of the Property is as a residential development. The Property has outstanding scenic quality, which would make it more than adequate for development as a residential development. The Property also has a topography with adequate drainage patterns and is accessible from a public road.

Investment Objectives

The Company seeks to generate the highest investment return possible for its Members. To this end, the Company is considering the following investment options: (i) developing the Property as a residential development, (ii) conserving the land by placing a conservation easement on the Property, or (iii) acquire the Property for investment and hold the Property for a period of time and commence development activity in the future.

The Company has developed proposals for each investment alternative, which will be set forth in more fully to the investors in the Memorandum. The investors, by affirmative vote of the Members holding a majority of the then outstanding Units in the Company and the Real Estate Holding Company, will determine which alternative to pursue.

Development as Residential Development

The first investment alternative that will be proposed to the investors is developing the Property for use as a residential development.

To implement this alternative, the Company would need to invest in the construction of various amenities to increase the value of, and demand for, the proposed development located on the Property. The proceeds of the investment would go to these initial costs as well as be used for additional expenses on an ongoing basis to support the sales and supervision of the operations.

Conservation Easement

The second investment alternative that will be proposed to the investors is the placement of a conservation easement on the Property, or portion thereof that will permanently protect the Property from environmental harm by prohibiting any future development on the Property. It is anticipated that placing a conservation easement and/or donating the Property would generate both federal and state charitable contribution deductions.

If the investors elect to place the conservation easement on the Property, such easement would generate a charitable deduction in the amount of approximately \$12,595,000 of which approximately 95% will be distributed to the investors based on their pro-rata ownership percentages in the Real Estate Holding Company.¹

Assuming all offered Units are sold, the tax benefits that an investor should expect if the conservation easement is pursued are:

¹ The amount of the charitable contribution deduction has been independently determined by a third-party appraisal.

Aggregate Tax Benefits for Ginn Creek, LLC

Total Federal Charitable Contribution Deduction	\$12,595,000
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Per Unit Tax Benefits for Ginn Creek Investments, LLC²

Federal Charitable Contribution Deduction Per \$27,000 Unit	\$119,652
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Ratio of deduction to cost per unit(rounded to nearest .1)	4.4 to 1
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Federal and State Income Tax Savings per Unit (assuming blended federal and state income tax rate of 45.5%)	\$54,441
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Per Unit Subscription Price	\$27,000
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What Happens at the Closing

At the closing, purchasers of the Units will become members of the Company, and subsequently indirect members of the Real Estate Holding Company. Subscription Amounts submitted by purchasers will be used to (i) acquire a 99% interest in the Company, which will then be used to acquire a 95% interest of the Real Estate Holding Company, and (ii) provide sufficient capital to the Company to pay expenses of the Offering and establish sufficient reserves.

If the investors elect to develop the Property as a residential development, the Company would promptly cause the Real Estate Holding Company to (i) construct any necessary infrastructure improvements and amenities, and (ii) obtain any necessary financing to support the transaction. There can be no assurances that the Real Estate Holding Company will be successful in these endeavors or that the Real Estate Holding Company will not require additional investor funds to complete the project.

Further, if the investors elect to conserve the Property, the Company will cause the Real Estate Holding Company to make a qualified conservation contribution to Foot Hills Land Conservancy. The qualified conservation contribution to Foot Hills Land Conservancy should result in a charitable contribution deduction in the year in which the conservation easement is granted. There can be no assurances that the IRS will not examine or audit the tax returns of the Company or the Real Estate Holding Company and ultimately seek to disallow the contribution and subsequent deduction taken by the Real Estate Holding Company.

The following is a summary of the estimated use of proceeds:

² Each potential investor should consult his or her tax professional to determine the tax ramifications of an investment in the Company.

Estimated Use of Proceeds

Reserves (Included in Capital Contribution to the Company)	\$50,000
Percentage of the Company Being Offered	99.0%
Offering Expenses other than Reserves(The Majority being used to acquire a controlling ownership interest in the Real Estate Holding Company)	\$2,623,000
TOTAL	\$2,673,000

Where do I get more information?

Call Kyle Carney [REDACTED] or Mike Mathis [REDACTED] to request a copy of the Memorandum.

THIS SUMMARY IS QUALIFIED IN ITS ENTIRETY BY THE MEMORANDUM AND IS NOT AN OFFER TO SELL UNITS OR A SOLICITATION OF AN OFFER TO BUY UNITS. ANY OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY UNITS IS MADE SOLELY BY THE MEMORANDUM. AGAIN, THE CALCULATIONS SET FORTH IN THIS SUMMARY REMAIN SUBJECT TO CHANGE AND FINALIZATION IN THE MEMORANDUM.