

Summary of Private Placement Memorandum; HAYDEN HOTEL PROPERTIES LLC; Manager: Robert Zibell

- I. Securities Offering of \$875,000 in ten (10) Membership Units at \$87,500 for each membership interest in Hayden Hotel Properties LLC (the Company)
- II. Purpose of the Company: *The creation, ownership and operation of a limited purpose hotel in Hayden, CO scheduled to begin operations on or before November 1, 2012.*
- III. Total project budget is \$3,500,000. Total project financing needed: \$2,625,000
- IV. Maximum of Securities offered: \$875,000. Minimum of Securities offered: \$875,000
- V. Securities proceeds from Investors will be escrowed (interest-bearing) until the Minimum is obtained
- VI. Securities proceeds will not be released to the Company until the Minimum is obtained; if the Minimum is not raised, then the Escrow will be closed and the funds, including accrued interest thereon, will be returned to the Investors
- VII. No commission paid to selling agent or finder's fees
- VIII. Transfer of securities is restricted
- IX. Minimum required investment is one (1) unit. Maximum investment is ten (10) units
- X. Deadline to sell all ten (10) units is March 31, 2012. Anticipate Hotel completion date is October 31, 2012
- XI. Investor has 2 options when buying one (1) Membership Unit:
 - a. Provide a limited guarantee on 10 percent (10%) of projects loans in which case the Membership Unit shall be equal to ten percent (10%) of the Member's Interest in the Company
 - b. Not to provide a limited guarantee on project loans in which case the Membership Unit shall be equal to nine percent (9%) of the Member's Interest in the Company
- XII. Any one percent (1%) Member's Interest released by Investor for failure to provide the limited guarantee (as explained in XI.b) shall be held by the Manager, or his assigns
- XIII. The Manager reserves the right to reject any Investor's subscription, in whole or in part
- XIV. The Manager has the sole authority to manage, control, vote on and approve any matters relating to the Company
- XV. All items of Company profits and taxable losses, deductions and tax credits will be allocated 100% to the Investors in the ratio of their Membership Units to the total number of Units issued and outstanding