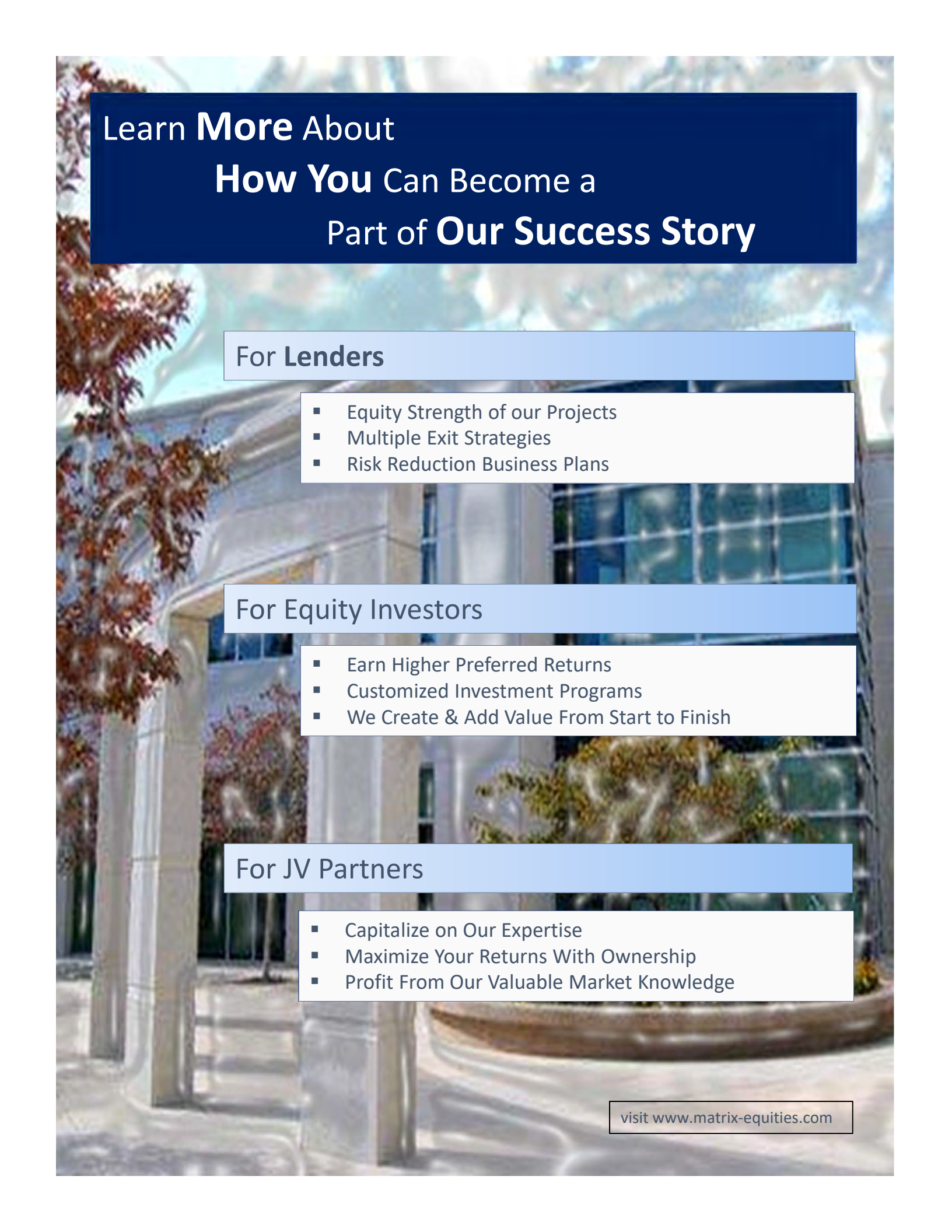




Matrix Equities, Inc.

Building the Best of the **West** for **30 Years**



Learn **More** About **How You** Can Become a Part of **Our Success Story**

For Lenders

- Equity Strength of our Projects
- Multiple Exit Strategies
- Risk Reduction Business Plans

For Equity Investors

- Earn Higher Preferred Returns
- Customized Investment Programs
- We Create & Add Value From Start to Finish

For JV Partners

- Capitalize on Our Expertise
- Maximize Your Returns With Ownership
- Profit From Our Valuable Market Knowledge

visit www.matrix-equities.com



Our **5** Steps for Success

5

Maximize Profits

4

Reduce Risk

3

Control Costs

2

Add Value From Start to Finish

1

Source Market Opportunities

Matrix Equities, Inc.

The Building Blocks of Expertise

Matrix Equities, Inc. has built a strong reputation in a variety of Real Estate business disciplines. Through its related companies, the Company is engaged in the acquisition, entitlement, planning, development and construction of residential, commercial and resort projects in Arizona, Texas, California, North Dakota and Iowa.

A broad-based depth of knowledge over numerous economic cycles and across multiple geographic markets has been gained through

EXPERIENCE

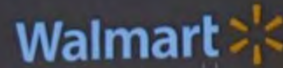
Hospitality



Business Parks



Shopping Centers



Homebuilder Lots



Master Planned Communities





Hospitality

Auberge
Holiday Inn
Best Western
Esperanza Cabo



Business Parks

Woodside Technical
McDowell Mountain
Energy Street Plaza
Fox Ridge Center



Shopping Centers

Cost Less Foods	Walmart
Starbucks	Subway
Walgreens	Dominos
Wells Fargo	Chase Bank



Homebuilder Lots

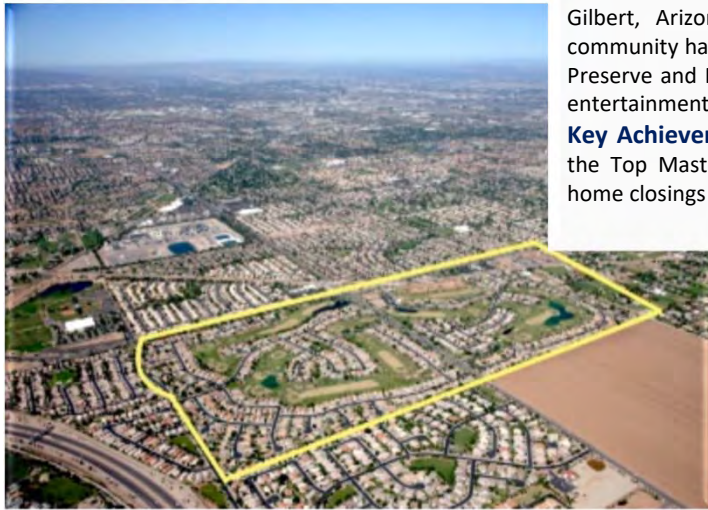
Standard Pacific • Elliott Homes
DR Horton • K Hovnanian
KB Homes • Richmond-American
Shea Homes • Elite Homes



Planned Communities

Tortosa • San Tan Height • Greenfield Lakes
Maricopa Meadows • Northstar Ranch
Northstar Center

Greenfield Lakes



This 350-acre, 850-lot master planned community is home to Greenfield Lakes Golf Club, one of four major golf courses located in Gilbert, Arizona. Near quality schools and downtown Gilbert, this community has immediate access to the Central Trail System, the Riparian Preserve and Freestone Park and numerous unique shopping, dining and entertainment opportunities downtown in Gilbert's Heritage District.

Key Achievement: In 1996, Greenfield Lakes was recognized as #25 in the Top Master Planned Communities in the Valley rankings based on home closings with amenity communities.



Maricopa Meadows



Maricopa Meadows – A 420-acre, 1,626-lot master planned community located in Maricopa, Arizona with a lakefront entrance over a major bridge. Spacious trails and playgrounds connect the 15 subdivisions and an elementary school site. Middle school and high schools plus retail areas are just minutes away.

Key Achievement: This 1,626-lot project was developed and sold to builders in just one phase.



Pecos Manor



A 37-acre, 256-lot community located in Gilbert, AZ offering tree-lined streets and lifestyle amenities including parks with barbeque grills, and a sand volleyball court and basketball court. Located just a short distance away from retail, restaurant and entertainment venues, the homes in this community feature 3 to 5 bedrooms, 1227 to 3081 square feet, 9' ceilings, concrete paver driveways, and Energy Saving features for year-round savings.

Key Achievement: Pecos Manor was one of the first communities to offer "Z" lot high density product. At the top of the market, builders were making profit in excess of \$150,000 per house at a sales price of \$450,000.

San Tan Heights



A 1,571-acre, 5,336-lot master planned community located in Pinal County Arizona adjacent to the Town of Queen Creek and includes two elementary schools plus parks, trails, bridges and waterfalls.

Key Achievement: San Tan Heights in Pinal County, Arizona is ranked #16 of Top Selling United States Master Planned Communities. This project boasts a 250,000 sq. ft. Walmart-anchored retail center and a smaller Walgreens-anchored strip center developed concurrently with the subdivision build out. The project is also the location of a 1.2 million gallon waste water treatment plant to serve the project and adjacent subdivisions.



San Tan Ranch

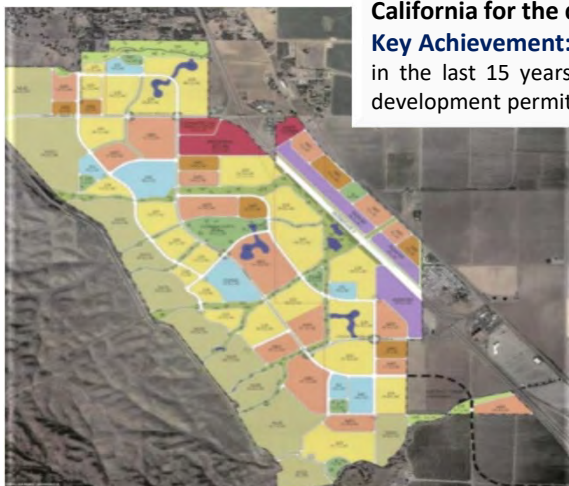


A 550-acre community with 1,803 homes located in Gilbert, AZ near the base of the San Tan Mountains.

Key Achievement: San Tan Ranch, Gilbert, Arizona is recognized as #10 and #6, in the Top Master Planned Communities in the Valley rankings, based on home closings within fully amenitized communities, with 347 and 521 closings, respectively.



Dunnigan



A development of 1,722 acres of mixed use land where zoning was approved in Yolo County California for the development of a 20,000 person city.

Key Achievement: Dunnigan is one of the only new cities in California to receive such approvals in the last 15 years. California is known as one of the most difficult States in the US to get development permits approved.



San Tan Heights Towne Center

A 7-acre, 32,000 SF Walgreens-anchored retail shopping center located in Pinal County, Arizona.

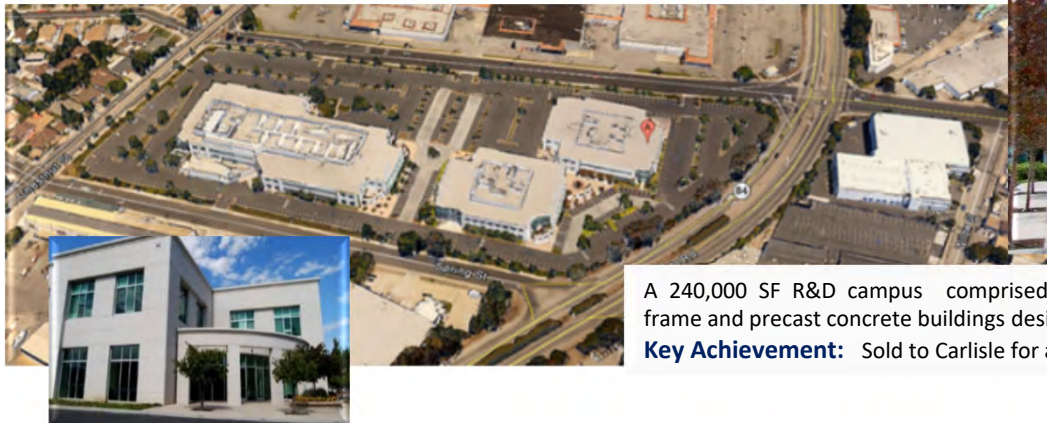


Walmart Super Center San Tan Heights

A 33-acre, 34,000 SF satellite retail development within a Walmart Super Center-anchored retail shopping center located in Pinal County, Arizona. This 250,000+ SF power center is the retail hub of the area.



Woodside Technical Center



A 240,000 SF R&D campus comprised of three two-story steel frame and precast concrete buildings designed by Gerald Yates
Key Achievement: Sold to Carlisle for a \$25,000,000 profit.

McDowell Mountain Business Park

McDowell Mountain Business Park -30 Acres 200,000 Sq. Ft Office Retail in the heart of the North Scottsdale transportation corridor and minutes from the Scottsdale Airport, Westworld and the TPC Golf Club Scottsdale.



Tortosa

A 960-acre, 3,600-lot, three-phased master planned community located in Maricopa, Arizona with over 1,300 homes built. The community includes an elementary and junior high school, a large community park with plans for a second elementary school and a second community park with a catch and release fishing pond. Many home lots were snapped up at the launch and though the financial crisis created a void in the market which resulted in a number of empty lots in this development, Tortosa remained a nicely planned community that should see some listing activities again as the economy recovers.

Key Achievement: The zoning efforts achieved a density which exceeded the average for projects in the area at the time at 3.75 dwelling units per acre where 3.5 was the standard. We achieved this as a result of the integration of activity trails and schools in the plan.



L'Auberge - Esperanza Resort



Shopping Centers



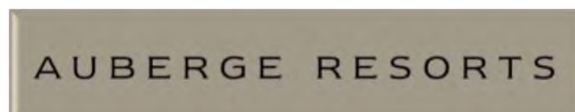
Homebuilder Lot Development Sales



Shopping Center Development



Hospitality Development





Larry L. Miller

Larry Miller has over 30 years of real estate development and operations experience. He is responsible for strategic business development and for management oversight of the operational and financial aspects of Matrix Equities and its affiliates including the management and direction of (i) master planned communities, residential subdivision developments and homebuilding operations, (ii) limited service branded hotel acquisition, development and operating activities, (iii) retail, office and industrial property developments, and (iv) multi-resident care home operations.

Mr. Miller has successfully founded 4 companies, across different industries (master-planned developments, homebuilding, grocery stores and infrastructure construction) and grew each company to exceed \$100 million in sales.

Mr. Miller served as the founder and sole shareholder of Miller Holdings, Inc. and Miller Holdings Investments, Inc. (both investment holding companies), Omega Construction, Inc. (a licensed general contractor responsible for all master plan infrastructure development), and Omega Management Services, Inc. (a licensed engineering firm responsible for entitlement and plan review) (collectively "Miller Holdings"). In his position of Chief Executive Officer he was also responsible for strategic business development and management oversight of both the operational and financial aspects of Miller Holdings and its affiliates. At the turn of the AZ market there were approximately 4,000 residential lots under development. Under Mr. Miller's leadership Miller Holdings became one of the most successful developers of mixed use master planned communities managing land mapping, entitlement and infrastructure construction, as well as the development of retail centers including a 250,000 sq. ft. Wal-Mart power center, and commercial properties which include a 275,000 sq. ft. three story office building project and a number of industrial projects in the Phoenix MSA and Northern California. To service company developed communities, Mr. Miller also developed and operated a cable television and internet operating company in Maricopa AZ designed for 12,000 homes and sold in 2011 with approximately 3,000 active subscribers.



Larry L. Miller (Continued)

In 2003 Mr. Miller co-founded Elite Communities, Inc., a homebuilding company headquartered in Phoenix, Arizona. Elite Communities quickly grew to become the 3rd fastest growing homebuilding company in the US in 2006 closing approximately 800 homes per year at the height of the market. Quality was not overlooked during this explosive growth as evidenced by Elite Communities being honored as the area's 2nd best homebuilder in overall customer satisfaction in 2008 and received MAME awards in 2006 and 2007 from the Homebuilders Association for design, marketing and homebuilding excellence. In the summer of 2007 Elite was also named the second fastest builder in the market with a delivery time of 143 days per home.

The combination of the master planned community lot sales and homebuilding operations generated approximately \$300,000,000 in annual revenues at the height of operations.

Prior to Matrix Management, Miller Holdings and Elite Communities, Mr. Miller gained extensive background and training in real estate development, financial planning and investment portfolio management with an investment management and insurance company; parlaying this knowledge he co-founded the United States' first Sino American commodities trading and management company. Continuing to expand his holdings, Mr. Miller began to form investment partnerships in real estate properties and development opportunities in the San Francisco Bay area. In the mid-1980's Mr. Miller also co-founded Cost Less Foods in Northern California. Cost Less was established as a warehouse grocery concept in a 55,000 square foot facility format. It grew to approximately \$100,000,000 in annual sales before his interest was sold to a major wholesale grocery provider in the late 1980's.



Ronald L. Smith

Ronald L. Smith, P.E. has a 35+year background in project management, land use planning, civil engineering, and construction management on land development projects throughout the southwestern United States.

Mr. Smith joined Larry Miller's team in 1998 and together they founded Omega Management, Inc., which, under their direction, was to become the second largest residential land development company in Arizona, based on product volume. Omega Management was responsible for the planning, engineering and entitlement of over 46,000 residential lots in 11 master-planned communities, including the highly successful Master-Planned Communities of San Tan Ranch, San Tan Heights, Maricopa Meadows and Tortosa, as well as 10 single phase subdivisions, and over 200 acres of retail/office commercial. At the height of the market Omega was delivering 4,000 finished residential lots per year. In addition to directing the activities of Omega Management Mr. Smith was the qualifying party and general manager of a related general contracting company, Omega Construction, Inc., which was responsible for the management of \$100M+ in infrastructure construction annually.

The Omega Team contributed their experience and expertise to the initial planning of the St. Kitts Peninsula Resort project, located on the island of St. Kitts. The Team recommended planning concepts and engineering solutions for the following critical project elements:

- Wastewater treatment & effluent reuse,
- Water supply & de-salination for brine groundwater,
- Marina development,
- Golf course routing & design,
- Resort hotel siting & product development,
- Residential planning & product development,
- Project master thematic design.



Ronald L. Smith (Continued)

Before joining Larry Miller's team, Mr. Smith was responsible for the planning, design, construction and management of large, highly successful projects in the Phoenix area, such as Desert Highlands, Litchfield Park, Troon Village, Estancia, Desert Mountain, Eagle Mountain, Taliesin Gates and Ancala. Mr. Smith played a key role in the design and construction of 11 golf courses and worked with a number of major golf course architects/designers, such as Jack Nicklaus, Tom Weiskoph, Tom Fazio, Scott Miller and Jay Morrish. Many of the golf courses were developed in environmentally sensitive mountainous terrain.

Mr. Smith, as a civil engineer, specialized in the planning and analysis of infrastructure master plans, including water supply and distribution, sanitary sewer and wastewater treatment, irrigation supply and effluent reuse, street geometrics and subdivision layout, and hydrology studies and surface drainage. Early in his career Mr. Smith completed a number of hydrology and drainage studies that outlined methodologies that were utilized in the creation of drainage manuals for communities in the Phoenix area. Mr. Smith has personally designed well over \$200M of infrastructure improvements. As a project manager, Mr. Smith managed the development of 18 master planned communities and over 50 smaller projects. As a general contractor, Mr. Smith successfully managed over \$400M worth of infrastructure construction with solid on-time and in-budget track record.

Mr. Smith has a Bachelor of Science in Civil Engineering from Arizona State University. He is a Registered Professional Engineer (Civil – Arizona #19721) and a Licensed General Contractor (Arizona A.R.C.#316259). Mr. Smith also holds the following Certificates:

- Designer of Storm Water Pollution Prevention Plans,
- Storm Water Pollution Prevention Compliance Inspector,
- Rule 10 Comprehensive Dust Control – Maricopa County, AZ.



Robert J. Watt

Bob Watt's real estate development career spans over 40 years in various engineering, planning & entitlement, design and construction roles throughout the western United States.

Mr. Watt has spent the most recent 21 years of his career managing land acquisition and entitlement processes through final plats for large master-planned communities, and has developed and built home in high density infill projects and standard subdivisions in the Phoenix metropolitan area.

His prior 23 years' experience consisted of land planning, entitlement, engineering, and the building of homes and subdivisions; developing and building mobile home parks in Washington, Oregon and Idaho; and designing and building single family home subdivisions, production homes, custom homes, office buildings and retail centers in Washington and Southern California.

Mr. Watt holds a Bachelor of Science Degree in Accounting & Finance from San Jose State University, an MBA from the University of Denver, and was a Captain in the US Army.



Michael E. Walla

Mike Walla is responsible for the legal and financial aspects of the Company and its affiliates. Mr. Walla has over 25 years of real estate experience.

As a former tax partner with KPMG, LLP, Mr. Walla served as the National Director of KPMG's Real Estate Tax Practice, as the National Director of KPMG's Homebuilding and Land Development Tax Practices and as the Partner in Charge of the Arizona Tax Practice.

Mr. Walla has significant experience in residential and commercial development, land development and homebuilding industries, including specific experience in the following areas:

- acquisition structuring, disposition or financing of real estate assets
- organizing and reorganizing corporate, partnership and other business forms. For example, he directed the tax-free structuring of a "cash out" reverse merger of a privately held S corporation homebuilder into a public company while preserving significant public company net operating loss carry-forwards.
- performing acquisition due diligence and
- assisting in valuation, cash flow and other financial matters.

Mr. Walla received his Bachelor of Science and JD degrees from the University of Nebraska and the University of Nebraska – College of Law respectively. He is a licensed Certified Public Accountant.

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