D&G

DEVELOPMENT & GROWTH

FINANCIAL GROUP, LLC

DIVERSIFIED EVERGREEN FUND

11/25/2024

IMPORTANT INFORMATION

BEFORE INVESTING, CAREFULLY CONSIDER THE FUND'S INVESTMENT OBJECTIVES, RISKS, CHARGES AND EXPENSES. A COPY OF PRIVATE PLACEMENT MEMORANDUM (PPM) AND ASSOCIATED DOCUMENTS MAY BE OBTAINED FROM DEVELOPMENT & GROWTH FINANCIAL GROUP LLC BY CALLING 615-200-8597. PLEASE RED THE PPM AND ASSOCIATED DOCUMENTS CAREFULLY BEFORE INVESTING.

THE INFORMATION HEREIN IS OPEN TO "ACCREDITED INVESTORS" AND "QUALIFIED CLIENTS" ONLY. AN EVERGREEN FUND INVESTMENT INVOLVES A HIGH DEGREE OF RISK, AND SUCH INVESTMENTS ARE SPECULATIVE, SUBJECT TO HIGH RETURN VOLATILITY, AND WILL BE ILLIQUID FOR 24 MONTHS OR ON A LONGER-TERM BASIS. INVESTORS MAY LOSE THEIR ENTIRE INVESTMENT.

INVESTORS SHOULD CAREFULLY REVIEW AND CONSIDER POTENTIAL RISKS BEFORE INVESTING. THE FUND HAS BEEN ORGANIZED AS A DIVERSIFIED, OPEN-END MANAGEMENT INVESTMENT COMPANY AND DESIGNED PRIMARILY FOR INVESTORS SEEKING A LIQUIDITY OPTION AND DIVERSIFIED LONG-TERM INVESTMENTS. AN INVESTOR SHOULD NOT INVEST IN THE FUND IF THE INVESTOR NEEDS A LIQUID INVESTMENT WITHIN 24 MONTHS. THE FUND COULD EXPERIENCE FLUCTUATIONS IN ITS PERFORMANCE DUE TO SEVERAL FACTORS. AS A RESULT OF THESE FACTORS, RESULTS FOR ANY PREVIOUS PERIOD SHOULD NOT BE RELIED UPON AS BEING INDICATIVE OF PERFORMANCE IN FUTURE PERIODS.

NEITHER THE COMPANY NOR THE AGENT MAKES ANY EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY AS TO THE ATTAINABILITY OF ANY PROJECTIONS OR AS TO THE ACCURACY OR COMPLETENESS OF THE ASSUMPTIONS AND INFORMATION FROM WHICH THOSE PROJECTIONS ARE DERIVED. EACH OFFEREE IS EXPECTED TO INDEPENDENTLY INVESTIGATE THE PROJECTIONS CONTAINED IN THIS MEMORANDUM.

IMPORTANT INFORMATION

PRIOR TO THE CONSUMMATION OF THE OFFERING MADE HEREBY, THE COMPANY WILL PROVIDE PROSPECTIVE INVESTORS WITH THE OPPORTUNITY TO ASK QUESTIONS OF COMPANY REPRESENTATIVES ABOUT THE COMPANY AND THE TERMS OF THE OFFERING, AS WELL AS TO OBTAIN ANY ADDITIONAL RELEVANT INFORMATION TO THE EXTENT THAT THE COMPANY POSTS SUCH INFORMATION OR CAN OBTAIN IT WITHOUT UNREASONABLE EFFORT OR EXPENSE.

Inquiries relating to the securities in this Offering should be directed to:
Development & Growth Financial Group LLC
Attn: Barton Lord and Jeffrey Livingston
15 Paradise Plaza Suite 215, Sarasota, FL 34239
Phone: 615-200-8597
Email: jefflvngstn@gmail.com

PROSPECTIVE INVESTORS WHO DO NOT WISH TO PURSUE AN INTEREST IN DEVELOPMENT & GROWTH FINANCIAL GROUP LLC DIVERSIFIED EVERGREEN FUND ARE REQUESTED TO RETURN THIS PROSPECTUS AND ALL OTHER ENCLOSED DOCUMENTS AS SOON AS POSSIBLE TO THE ADDRESS SET FORTH ABOVE.

DISCLOSURES

The Fund Investments may include low-grade or unrated debt securities (“high yield” or “junk” bonds or leveraged loans) or investments in securities of distressed companies. Such investments involve substantial, highly significant risks. The Fund may invest in mezzanine debt instruments, which are expected to be unsecured and made in companies with capital structures having significant indebtedness ranking ahead of the investments, all or a substantial portion of which may be secured. The Portfolio Fund Managers and (subject to applicable law) the Fund may employ leverage through borrowings or derivative instruments and are likely to directly or indirectly acquire interests in companies with highly leveraged capital structures. The Fund and Portfolio Fund Managers may use derivatives and derivative instruments for hedging or speculative purposes by the Fund, or the Portfolio Fund Managers could present significant risks, including the risk of losses in excess of the amounts invested. The overall performance of the Fund's secondary investments will depend in large part on the acquisition price paid, which may be negotiated based on incomplete or imperfect information. Secondary investments may also incur contingent liability risk and syndicate risk. A potential lack of diversification results in higher risk due to the concentration of allocation authority when a single adviser is utilized. The Adviser does not control the investments or operations of the Portfolio Funds. For a complete discussion of risks, please review the prospectus carefully.

IMPORTANT DISCLOSURES I PERFORMANCE REPORTING

(1)**The performance data shown represents past performance. Past performance is no guarantee of future results. When redeemed, investment return and principal value will fluctuate, and shares may be worth more or less than their original cost. Current performance may be lower or higher than the past performance quoted.**

(2) Returns are presented net of expenses of 9.54% (gross). Projected performance figures do not reflect the 2% early repurchase fee that may apply to some unit holders. Expenses are estimated as of the Fund's prospectus, effective October 2024.

(3) The Investment Manager, Trinity Advisory Partners, LLC, has entered into an expense agreement (the "Expense Agreement") with the Fund, whereby the Adviser has agreed to waive specific fees and expenses that it would otherwise have been paid and/or to assume certain expenses of the Fund (a "Waiver"), if required to ensure the Total Annual Expenses (excluding taxes, interest, brokerage commissions, certain transaction-related expenses, extraordinary expenses, acquired fund fees and expenses and the Incentive Fee) do not exceed 2.03% on an annualized basis (the "Expense Limit"). For a period not to exceed one year from the date on which a Waiver is made, the Adviser may recoup amounts waived or assumed, provided it is able to affect such recoupment without causing the Fund's expense ratio (after recoupment) to exceed the lesser of (a) the expense limit in effect at the time of the waiver, and (b) the expense limit in effect at the time of the recoupment. The Expense Limitation Agreement will continue until at least August 29, 2025. It will automatically renew thereafter for one twelve-month term, provided that such continuance is specifically approved at least annually by a majority of the Advisory Board of The Pointe Capital Partners, LLC. The Fund's General Members Advisory Board may terminate the Expense Agreement upon thirty days' written notice to Trinity Advisory Partners LLC after the initial two-year period.

The Expense Agreement also provides that, after the commencement of operations until the first six (6) months of operations are completed, beginning on the anniversary of the commencement of operations, Trinity Advisory Partners LLC agrees to waive 30% of specific expense fees payable to it by the Fund on assets held in cash or cash equivalents, as part of the total amount of capital committed by the Fund and not yet expensed to an investment. The Expense Agreement will expire one year from the date the Fund commences operations and may be renewed thereafter for consecutive twelve-month terms, provided that such continuance is specifically approved by a supermajority of the Funds Advisory Board.

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EXECUTIVE SUMMARY

EXECUTIVE SUMMARY

- Development & Growth Financial Group LLC Diversified Evergreen Fund (D&G) or (the Fund) is an open-end Diversified Evergreen Fund with a core focus on real estate seeking $150 Million in total commitments.
- The Fund will target investment opportunities in real estate development, income-producing commercial real estate assets, certain trading assets, discounted notes, and other instruments that produce attractive current income and opportunistic long-term potential.
- When investing with D&G, you receive a preferred return of ten percent (10%) (hurdle rate) and eighty percent (80%) of distributions after the preferred return.
- Enjoy liquidity options after the 24-month lock-up period at Managers' discretion. The Fund's objective is to achieve a target 15-20% gross internal rate of return ("IRR") using leverage on a select basis (80% Loan to Value maximum across the portfolio and a total not to exceed 2:1 of AUM or 50%).
- D&G was explicitly formed to focus on executing opportunistic real estate transactions (both debt and equity investments) to provide strong risk-adjusted returns to investors through diversified investment strategies while providing cash distributions and realizing asset growth in the fund's investments. All the funds invested will be on a pari passu basis. Fund returns will equal undiluted returns, net of management and other fees. Initial returns will be a return of equity and subsequent returns will be a return on equity.
- D&G endeavors to provide Investors with solid real estate investments that deliver exceptional rates of return based on solid metrics, risk-mitigated with diverse investments, and the ability to move in and out of specific investments as markets demand while keeping core real estate investments, creating investor loyalty and long-term relationships.

*10% annual preferred return paid annually, subject to management discretion.

EXECUTIVE SUMMARY

Through a disciplined and structured investment process, the Fund will seek investments through the following strategies:

1. Fund real estate development projects and existing commercial properties in growth regions with above-average pricing power. Seek assets with operational inefficiencies and poor management that create opportunities for skilled operators to improve returns and create real value. Members of the Fund can rely on D&G Managers with 200-plus years of management experience to lower cost metrics, increase revenues, and invest in first-class development projects in prime locations.
2. Acquire assets at CAP rates with low risk and high yields in regions with favorable demographics, expansion needs, and exceptional investment environments.
3. Execute covered call options, put options, warrants, execute stock trades and other hedging securities and transactions to mitigate volatility.
4. The Fund has long-standing relationships with law firms, developers, contractors, commercial brokers, and other leading industry service providers who identify high-value and high-growth real estate. The Fund analyzes and acquires properties to hold for income or buy and sell properties that immediately increase asset value.
5. As commercial assets acquired in the last decade have reached the 10-year lending cycle, and owners must refinance or sell properties; the opportunity exists to purchase discounted notes and properties that generate consistently high income.
6. The Fund may engage in frequent trading to maximize internal returns and income. The Fund may also purchase securities for hedging investments and will endeavor to create a long-term appreciation of assets and cash flow to satisfy Limited Members who seek a regular dividend payment.
7. The Fund will offer access to a 721 Exchange program through an internal or external UPREIT to allow investors to place commercial properties in the UPREIT and let Fund managers handle the real estate management. Limited members would receive fractional shares in the UPREIT for the properties in a tax-free exchange and become passive investors, with potential deferral of capital gains taxes.

Other siloed investment-specific fund options will be developed within the Core Fund.

EXECUTIVE SUMMARY

Market Opportunity

- Fund development projects with high net cash values in strategic regions where Fund managers have decades of development and construction experience, where high-net-worth families are migrating to take advantage of lifestyles and high-tech, high-paying job opportunities exist, and lower costs of living are the norm. The focus is on Sarasota and Manatee counties in Florida, coastal Carolinas, Georgia, and Nashville, Tennessee.
- Capitalize on the chance to acquire assets in the target investment markets at a significant discount to their underlying values as determined by asset quality, performance, and replacement cost; then add value by leveraging our Team's knowledge to improve managerial inefficiencies. Acquiring assets worth between $100-150 Mil, with an IRR of 12-15%.
- With government debt levels rising and deficits increasing around the world, concerns about future inflation are growing, mainly because of the potentially negative impacts on a long-term investment portfolio. Over the last 20 years, real estate revenue has risen at approximately the same yearly pace as inflation (8-9%) in 2022 alone. Given the current macroeconomic climate and recent stock market volatility, we believe it is a suitable moment to position our fund as an inflation hedge and acquire assets with adjustable rates for exiting the market.

Investment Strategy

- Seeking fee-simple interest, performing and non-performing loans, operator interests, and joint venture equity investments in income-producing office, industrial, retail, and multi-family properties with unlevered current yields ranging from 8 to 10%.
- Target sustainable markets, primarily in the Carolinas, Georgia, Florida and Tennessee, with positive population and job growth projections, like the Southwest coast of Florida from Cape Coral to Clearwater, and the Nashville area of Tennessee.
- Seek purchase values at or below replacement costs and or above historical cap rates.
- Unlock long-term value with a tried-and-true, experience-driven strategy for property positioning, entitlements, capital structure, and exit timing.

WHY INVEST WITH US?

D&G ADVANTAGE

EXPERIENCE

With over 150 years of total real estate experience, the team's diversified skill sets in development, financial lending, and asset management help to achieve strategic, operational and financial objectives for investments.

DYNAMIC MANAGEMENT

A team with synergistic individuals' capabilities and experience in all facets of real estate, from development over design and construction, to underwriting, management and disposition.

DIVERSE PORTFOLIO

Designed to give investors access to a diversified portfolio that can enhance the overall performance of their portfolio with up to $100-$125 Million dollars in capitalized valuation in commercial real estate.

INVESTOR ALIGNMENT

Fund is performance-oriented. We have an investor focus honed by decades of investor relations punctuated by success. The Fund's purpose is to provide investors with access to a diverse portfolio of commercial real estate investments that can improve their overall portfolio performance.

DEAL SOURCING

Our abilities are based on local relationships in and around SW Florida, California, Nashville, and the New England area. With significant networks in the Southern US, with an emphasis on primarily well-located irreplicable cash flow assets.

INVESTOR CENTRIC

From investment decisions to financial reporting, D&G is committed to providing up-to-date reporting on each asset in the fund, with extensive report capabilities to give investors live interactive data.

D&G CAPABILITY OVERVIEW - PROCESS

D&G Deal Generation: Decades of relationships in key regions and the resultant relationships uniquely qualify D&G to locate prime deals.

- Deep brokerage relationships provide visibility to prospects before they are mass-marketed.
- Our development and construction businesses are at the top of the call list due to their extensive ties with owners, investors, and lenders.
- Fund analysts, software, and relationships with national investment entities combine with D&S research tools to quickly find valuations.
  - D&S Lead Management System
  - Trinity Brokerage Constant Contact System
  - Proprietary Liaison to Banking Institutions
  - Valencia Builders Group and Urban Development Modeling Process
  - Opportunity Zone and New Market Tax Credit Team
  - CDFI Liaison Team
  - Brokerage Partner Alliance Group
  - Track Record Deep Database System with broad market-data gathering capabilities.

D&G ADVANTAGE

SIMPLIFIED FUND STRUCTURE LIQUIDITY OPTIONS AND OPTIONS FOR RE-INVESTMENT AND COMPOUNDING

- SEC reg D 506 c approved fund format
- GMs access to wealth
- GMs vast experience in their regional markets
- Diversification of asset classes
- Open ended – compounding possible with reinvestment of profits
- Open ended – do not constantly have to search for new investment vehicles
- Short 2 year lock up period
- Not reliant on just one project or sector
- Dividends paid when possible throughout
- Can take in foreign investors - FIRPTA
- Feeder fund to offshore fund possible – tax preferences and diversity
- Hedge fund attributes without the $1-10Mil entry fee
- 1099s instead of K-1

Emerging Market Opportunities

Uncertain economic trends, an aging population, and global changes in economic conditions all impact the financial marketplace globally and in the United States. Interest rates are higher than ten years ago, and financial conditions are such that significant commercial real estate will be coming to market in the next decade. This presents an opportunity to acquire high-quality commercial real estate in stable markets with increasing populations and reasonable cap rates for a market value below that of just a few years ago. There are several reasons for this dynamic to develop:

- Retiring property owners will seek tax-advantaged exit strategies for their commercial assets.
- Commercial loans are timing out for significant payments due to a lack of available low-priced capital.
- Capital markets have tightened lending, and there is a lack of institutions willing to provide recapitalizations.
- Depending on the location, property type, financing structure, and other circumstances, the opportunity to purchase income-producing assets with historically strong cash flows at or below replacement will develop into a lifetime opportunity for generational wealth creation.
- Regional markets will be critical determinants in locations that lead to commercial asset acquisitions for cash flow and asset value growth. Focus is on the southeast coast of the Carolinas and Georgia, the southwest coast of Florida, and the key cities in Tennessee, led by Nashville.
- Factors such as high-paying tech and manufacturing job growth, financial business expansion, and healthcare management lead the way. Cities like Nashville, Murfreesboro, and Clarksville, TN, lead the country in job growth and have seen a population increase of 17-19% (Past 7yrs). SW Florida and cities like Sarasota, Bradenton, Tampa and St Petersburg, FL, have other attributes for continued growth: climate, waterfront, and recreational facilities sought by retirees grew population by 14.6% (Past 9yrs), with a 3.1% increase in 2021-2022.

Investment Program

- The Fund seeks to achieve its objectives by investing in a US and non-US Securities portfolio, commercial real estate, accurate estate-related services, and real estate development.
- Acquiring fee-simple interest, performing and non-performing loans, operator interests, and joint venture equity investments in income-producing office, industrial, retail, and multi-family properties with unlevered current yields of 8.5-10%.
- Target sustainable markets, mainly in FL and TN, with substantial population and job growth forecasts.
- Seek purchase values consistently below historical replacement costs and at or above historical cap rates.
- Write and sell options contracts, covered and uncovered put options, covered call options, acquire targeted stock shares, and other investment techniques and instruments to increase yields.
- Fund the development and construction of targeted commercial real estate.
- Accelerate long-term asset value growth through our management team's expertise and operational skills in property location, entitlements, capital structure, and exit strategy for commercial property.

Fund Managers Historical Results

The combined results of our Fund Managers and The Pointe Capital Partners LLC Advisory Board, which has 150+ years of historical real estate performance, have an average return record of 24%. The year-on-year performance of individual Fund Managers ranged from 18.4% to 33.5%.The average was derived from project results over 30 years, from 1988 to 2018.

FUND MANAGEMENT

The D&G team's attributes include deep knowledge, experience, unique perspectives, long relationships, dedication, and training

Leadership – The Managing General Members of The Pointe Capital Partners LLC – GM of the Fund

- **Barton Lord:** A Connecticut and Florida native and a graduate of the University of Rhode Island, BA in Economics, Tuck at Dartmouth College, New Hampshire, MBA, and South University, Georgia, MS Management and MS Criminology. Founder of Trinity Construction and Trinity Development, General Polymer, Amsource Bottling, and partner in several global real estate development companies, board member Private Equity Funds, and real estate syndications. Over 45 years of experience managing real estate projects, equity funds, and capital of various asset types, as well as government liaison, and served on multiple boards of directors.

- **Jeffrey Livingston:** A California native and graduate of Cal State Northridge, BS in Finance, Business Administration, also attended USC, Poly Sci & Ventura College of Law with class structure focused on Construction Management and Finance, Legal Studies. He has over 35 years of experience in the construction industry, licensed in five states, over 490 developments in Nashville, TN, where he was builder of the year three times, and 190 in Sarasota, Florida. He has been responsible for over $1 Billion in real estate development and has extensive experience in large-scale projects both in development and financing. Currently developing the last undeveloped downtown Nashville, Tennessee city-block. Principal, President, and Managing Director of Urban Development, LLC Nashville, TN, Valencia Builders Group LLC, Sarasota, FL, and RSG Enterprises, San Diego, CA.

FUND MANAGEMENT

- **Jeremiah Householder:** A graduate of Columbus State, Columbus, Ohio, and a collegiate athlete. For almost 20 years, he has been Senior Vice President, Market Executive, and Investment Advisor at many financial institutions. He currently leads the integration between Wealth Management, Private Banking, Business Banking, Small Business Banking, Global Commercial Banking, Investment Banks, Global Markets, and Investor Real Estate for Indiana, West Virginia, Kentucky, Tennessee, and Alabama. He currently resides in Franklin, Tennessee, with his wife and five children.

- **Shannon Martin:** A Tampa, FL resident, Shannon is a seasoned real estate and finance executive with over 30 years of experience in commercial lending and real estate portfolio management. As Vice President of Business Development at LendEsy, he leads initiatives to secure tailored capital solutions, leveraging an extensive network of traditional banks, private equity firms, and venture capital partners. Shannon has successfully raised hundreds of millions in capital and managed a $75 million real estate portfolio. Previously, he served as Vice President of Small Business Banking at Bank of America, where he developed financial strategies for small business clients. Shannon is currently pursuing both his Certified Commercial Investment Member (CCIM) and Chartered Financial Analyst (CFA) designations, with formal education in Real Estate Law, Appraisal, and Finance from Hondros College.

FUND MANAGEMENT

- **Kristien Van Hecke:** Born in Belgium, she graduated magna cum laude with a Master of Chinese Studies from the Catholic University of Leuven and an MBA from the Chinese University of Hong Kong. She spent 20 years with Unilever, with the last 13 years as a Board Member and VP of Marketing, and was stationed in Asia, Africa and Europe. She is a marketing and product experience design expert and a highly successful business turn-around architect. She moved to Sarasota in 2014 and in the past 10 years has turned herself into a successful real estate developer. With a diploma in Interior Design from the IDI in hand, she initially managed SFR construction and renovations for her own portfolio. These days, she manages an extensive real estate portfolio, designs, permits, builds, and rents multi-family and commercial mixed-use, and warehousing developments, completing over 50 builds. She is well versed in Opportunity Zones and has an operational Opportunity Zone Fund herself. She speaks ten languages.

- **Advisory Board:** The Fund is Managed by The Pointe Capital Partners LLC (TPCP), a Wyoming Corporation, and the Manager is Trinity Advisory Partners LLC (TAP), a Delaware corporation. TCPC has an Advisory Board of businesspeople, financial people, attorneys, a real estate agent, a real estate broker, a mortgage company owner, the head of business development for a national accounting firm, and the CFO of a large healthcare management company. The board reviews all projects for the fund and brings projects for investments to the fund prior to public listing.

WHY AN EVERGREEN FUND?

WHY AN EVERGREEN FUND?

WHAT MAKES A DIVERSIFIED OPEN-END EVERGREEN FUND UNIQUE?

Evergreen funds allow for greater time in the market, with capital continuously available to take advantage of market opportunities and events. Evergreen funds, also known as open-end or semi-liquid funds, offer a number of benefits for investors, including:

- **Flexibility:** Investors can stay invested for as long as they want and can reallocate capital at their discretion (after 24 months).
- **Diversification:** Investors can gain exposure to multiple private market strategies, such as private equity, private credit, and secondary investments.
- **Liquidity:** Evergreen funds are semi-liquid, allowing investors to periodically redeem units.
- **Ease of use:** Investors don't need to invest regularly in new funds and can deploy capital immediately.
- **Accessibility:** Evergreen open-ended funds provide liquidity events making principal accessible during redemption periods.
- **Continuous compounding:** Profits generated from portfolio companies are reinvested back into the fund, this allows the fund to continue growing its assets over time.
- **Broader universe:** Evergreen funds can invest in a broader universe of companies, including those at earlier stages of growth.

MITIGATION OF INCREASED INFLATION RATES THROUGH REGIONAL COMMERCIAL REAL ESTATE AND HEDGING

- In 2023, the average rate of inflation was 4.1%. In 2021, the average rate of inflation was 4.7%. According to the U.S. Labor Department, the annual inflation rate in the United States was 8.5% in 2022, the highest since November 1981. 2023 saw a disinflation rate of 4.7% with an unemployment rate of 3.7%. The way these figures are derived, omitting some of the most highly inflated consumer goods, energy, and other manipulations, belies what is actually happening.
- Long-term inflation lowers currency values, undermines the purchasing power of the US dollar, and reduces savings. Printing money exacerbates this dynamic, and both are occurring. The uncertainty of the Petro Dollar as a US currency is a third factor of concern.
- The Federal Reserve, led by Jerome Powell, has been vital in its response to inflation, hiking interest rates three times last year, but this is a tricky balancing act that risks a recession. A slowdown in investment could have a knock-on effect on jobs and expenditure, albeit it is still too early to declare a recession.
- Historical data show that real estate has been a relatively good inflation hedge. Globally, real estate has had exactly 0% real rental rate growth over the last 40 years, showing a perfect hedge against inflation
- **These factors underlie uncertainty in the market segments of energy, food, and the value of currency. A solid basis for commercial real estate as a core investment remains. Development in specific regional markets, the ability to hedge with traded equities and instruments, and the tokenization of real estate, all of which rely upon a Fund with diversification in its DNA and the ability to quickly pivot with a segment of its funds to match investments with market conditions to secure a high ROI for the investors. These define the core of an "Evergreen Open-ended Fund."**

WHY COMMERCIAL REAL ESTATE?

ADVANTAGES WITH REAL ESTATE

Real estate is a traditional inflation hedge due to its high intrinsic value as a tangible asset with limited supply. Tangible assets, such as real estate, generally maintain or increase in value over time, with maxima occurring during inflationary periods. While net returns on bonds, shares and fixed-rate vehicles are projected to fall when inflation rises, real estate managers can mitigate the impact by increasing rents at managed properties.

With demand for homes outpacing supply and virtual shopping, e-commerce, and supply chain issues continuing to drive demand for diverse industrial growth, holding assets such as warehouses and/or raw land outside of the stock market provides significant tax advantages or tax-deferred growth and profits that can generate cash flow and potential long-term market appreciation.

OPPORTUNITY IN COMMERCIAL REAL ESTATE FROM 2024-2034

The reduction in the value of commercial real estate over the previous two years following the pandemic has created an opportunity for savvy real estate investors to purchase commercial real estate at a discount. Property values across all sectors have fallen by 19.5% since becoming negative in Q3 of 2022. This valuation drop virtually reverses the +22.7% valuation rise that occurred during the low-interest-rate post-pandemic period. The loss of value in commercial real estate is 80% due to a decrease in asset value rather than a decrease in net income.

In certain areas, this loss of value has not occurred. From 2022 to 2024, Nashville reached a notable milestone, with the Index reaching an all-time high of 208 basis points. This 12-point increase from the year-end 2023 positioning puts the Index at its greatest level since its last peak of 199 basis points in Q3 2017 and a 40-point increase since the COVID-19 pandemic.

Leading commercial real estate forecasting firms, such as CRE, NCRIEF, and Colliers, predict a resurgence in the second half of 2024 and the first part of 2025. There is a chance to acquire undervalued commercial assets in 2024 and 2025 and experience considerable rises in asset value over the next two years. As seen in Nashville and southwest Florida, investing in the economy and real estate value is a solid core investment, particularly when combined with the Evergreen Fund's diverse investments.

WHY SHORT TERM ASSETS?

THE FUND MAKES SHORT TERM HEDGING INVESTMENTS TO HEDGE REAL ESTATE

Broad Category Investments: CMBS, Secured Loans, Joint Venture Equity, Joint Venture Debt, Sale Leasebacks, Operating Companies, Fee Simple Ownership, Tokenized Shares, Performing and Non-Performing Assets, Blockchains, Durable Goods Contracts, and additional investments that enhance the value of the Fund. Detailed Investment Types, but not inclusive, are as follows:

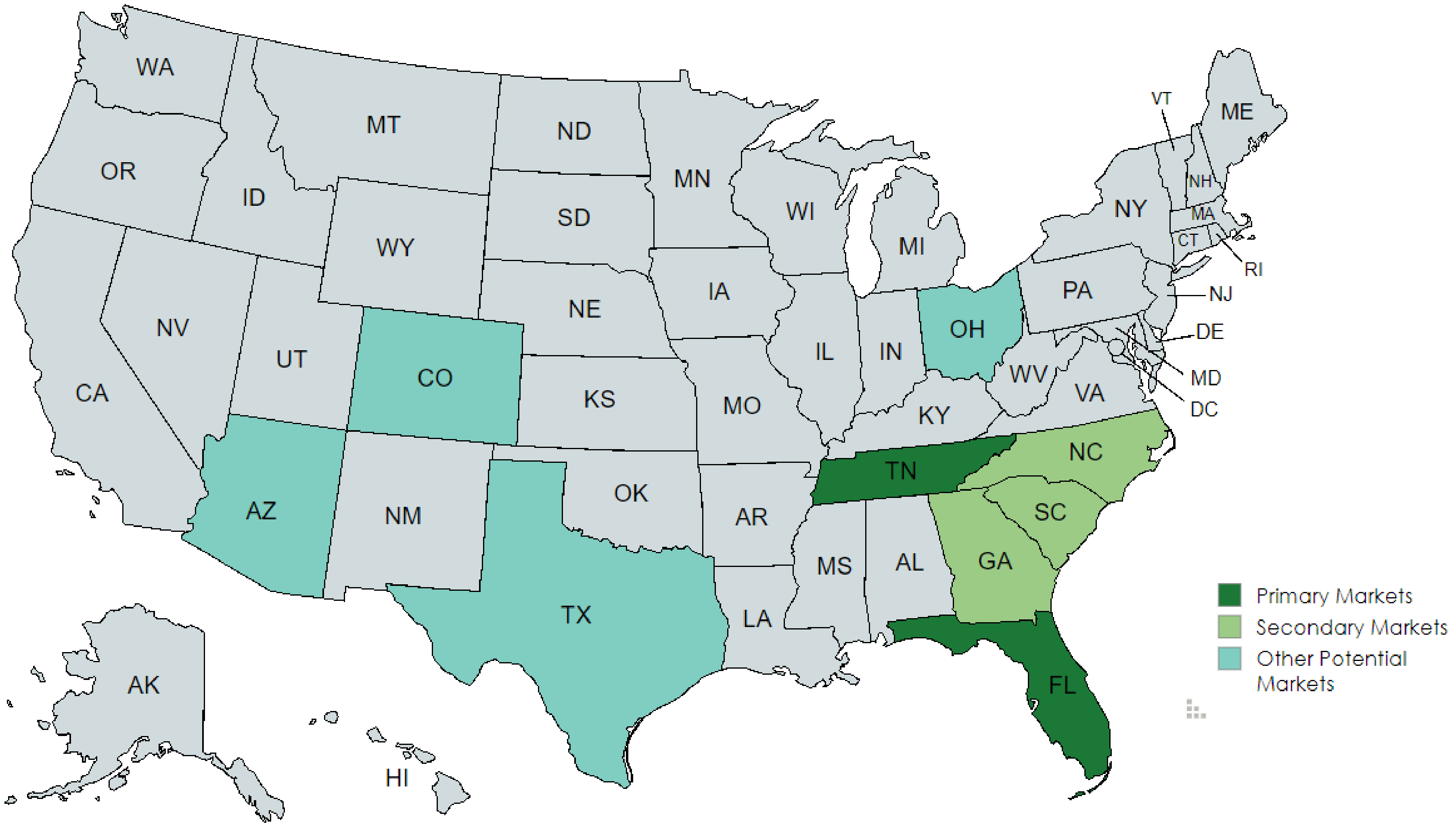
- **Equity Securities.** Equity securities are financial assets that represent ownership of a corporation. The most prevalent type of equity security is common stock. And the characteristic that most defines an equity security—differentiating it from most other types of securities—is ownership.
- **Debt and Other Income Securities**. The Company may invest in fixed-income and adjustable-rate securities. There are 3 types of Debt and Income Securities.
  - **Held-to-maturity:** Debt securities that the investor plans to hold until their maturity date.
  - **Trading securities:** Debt securities that are actively bought and sold in the market for short-term profit.
  - **Available-for-sale:** Debt securities that may be held for a period of time but can be sold if needed, allowing for flexibility in investment strategy.
- **Small—and Medium-Capitalization Stocks.** Mid-cap companies have a capitalization between $2 Bil and $10 Bil, while small-cap corporations have between $250 Mil and $2 Bil.
- **Exchange Traded Funds.** The Company may invest in a type of investment company called an exchange-traded fund ("***ETF***"). ETFs are a type of investment security that represents an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector.
- **Exchange-traded Notes.** The Company may invest in exchange-traded notes ("***ETN***"). ETNs are senior, unsecured, unsubordinated debt securities whose returns are based on the performance of a particular market index or other reference asset minus applicable fees. ETNs are listed on an exchange and traded in the secondary market.

WHY SHORT TERM ASSETS?

- **Convertible Securities.** The Company may invest in convertible securities (“***Convertibles***”). Convertibles are generally debt securities or preferred stocks that may be converted into common stock. Convertibles typically pay current income as either interest (debt security convertibles) or dividends (preferred stocks).
- **Derivative Investments**. The Company may invest in derivative instruments. Derivatives are financial contracts whose value depends on or is derived from an underlying product, such as security or index value.
- **Option Transactions**. The Company may engage in option transactions. The purchase or sale of an option by the Company involves the payment or receipt of a premium payment and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying investment for a specific price at a particular time or during a certain period.
- **Asset-Backed Securities.** Asset-backed securities are a form of derivative securities. They may be asset-backed notes or pass-through certificates, each issued by a trust or other special-purpose entity. Asset-backed notes are secured by, and pass-through certificates represent an interest in, a fixed or revolving pool of financial assets.
- **Mortgage-Related Securities.** Mortgage-backed securities (MBS) are debt obligations that represent claims to the cash flows from pools of mortgage loans, most commonly on residential property.
- **Mortgage-Backed and Asset-Backed Securities.** The Company may invest in securities that represent an interest in a pool of mortgages (“***MBS***”) and credit card receivables or other types of loans (“***ABS***”). The investment characteristics of MBS and ABS differ from traditional debt securities and they pay interest and principal more frequently.
- **CMOs and MBS Derivative.** The collateralized mortgage obligation (“***CMO***”) and stripped MBS markets were explicitly developed to reallocate the various risks inherent in MBS across various bond classes (“***tranches***”). For example, CMO “companion” classes typically experience much greater average life variability than other CMO classes or MBS pass-throughs

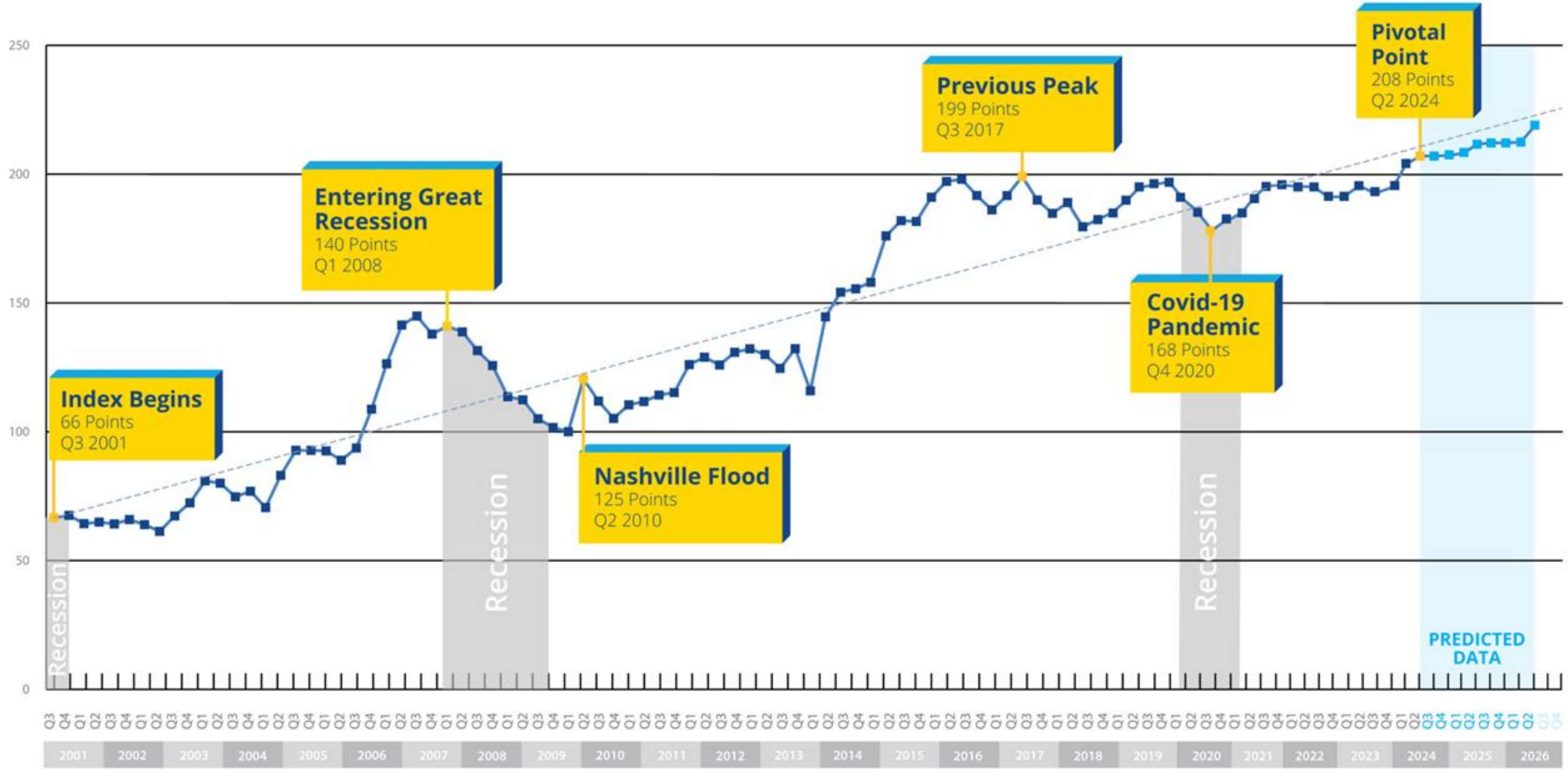
KEY REAL ESTATE MARKETS

GEOGRAPHIC FOCUS



WHY NASHVILLE?

- Diverse and Growing Economy
- High Demand for Rental Properties
- Economy Driven by Tech, Healthcare, Music
- Low Unemployment Rate – 2.7%
- Top 10% Nationally For Real Estate Appreciation.
- Rental Yields Outperform other markets.
- Low Property + No State Income Tax.
- Average HH Income Up 10% in 2023
- Significant Job Growth
- Tech & Healthcare sectors added 24,000 Jobs in 2023
- Added 35,624 People in 2022 (98/day)
- Prime for Residential, Commercial and Rental Spaces
- Top Short-term Vacation Rentals City
- 2024: Best Overall Real Estate Investment Prospect
- No 1 for Real Estate Investment 3-Years
- Median household income: $103,900



NASHVILLE, Tenn. (September 3, 2024) – Colliers Nashville has unveiled the mid-year 2024 findings of their proprietary Commercial Real Estate Vitality Index, marking a significant milestone with the Index surging to an all-time high of 208 basis points. This 12-point uptick from the year-end 2023 positioning places the Index at its highest level since its previous peak of 199 basis points in Q3 2017, with a 40-point uptick since the COVID- 19 pandemic. At mid-year 2024, the Index results indicate that Nashville is at a pivotal point where important decisions will need to be made about growth, investments, and capital allocation going into 2025.

WHY NASHVILLE?

- **655,286sf of office space absorbed** during the first half of 2024 compared to the 2023 mid-year's 335,059sf absorption. This increase, particularly in new office developments offering high-scale amenities in Nashville's fringe areas, correlates with the **continued flight to quality trend.**
- **Investment markets are improving** for 2024, with $1.7Bil traded during the first half of 2024, a 33% increase over 2023's mid- year results signaling a healthy market. Nashville moves from #5 to #4 in preference for commercial real estate investors in America.
- Nashville’s **multifamily occupancy increased** in Q2 2024, reaching 94.3% mid-year. This is the first uptick in occupancy since Q3 2021, due to the tremendous new supply of 20,000 units constructed in the last two years.
- **Building permits are beginning to level off** compared to Q2 2023, when permits reached a 4-year high of 741 permits pulled in a single quarter. 1,096 commercial permits have been issued during the first half of 2024.
- Lower Broadway **land value continues to climb**, reaching record-breaking highs for the Nashville market. Nashville rates are now comparable with those of major metros such as New York and San Francisco. The recent sale of 201 Broadway, which sold for $7,461/sf, rivals New York's 111 Washington, which exchanged hands for $7,872/sf.
- According to the Tennessee Department of Transportation, Davidson County experienced 22.5Million vehicle miles traveled daily in 2018 and predicts there will be 4.4Mil **vehicle miles added by 2045 (+19.6%).**

Housing Market Nashville: Numbers paint a picture of a market that is not only growing but is also offering ample opportunities for investors and homebuyers alike. With a strong and steady appreciation for home values, the Nashville real estate landscape is marked by its resilience and potential for sustainable growth.

Here are the key statistics at a glance:

Median List Price: $561,967
Appreciation Rate: +30.7% YOY

Median Sale Price: $440,000
Supply: +14.6% (Jan-Feb 24)

WHY SW FLORIDA?

- Florida's GDP ranks within the top 20 global economies at $1.4Trl. When it comes to population, FL is the 3rd largest state.
- Southwest Florida is the region along the southwest Gulf coast of the state of Florida. The area is known for its beaches, subtropical landscape, and "snowbird" economy.
- Southwest Florida is both a geographical and political area. The political region was established in 1973 by the coastal Counties of Charlotte and Collier and the rural counties of Glades, Hendry, and Lee. It assumed its present form after the addition of Sarasota County in 1975. The region also includes Manatee, a Gulf-front coastal County with an agricultural interior. Sarasota and Manatee counties are also home to the no 1 master-planned community in the US, Lakewood Ranch.
- Migration into Sarasota County between 2020 and 2021 caused a $2.2 Billion rise in adjusted gross income.
- With a population of more than 1.08 Million, Sarasota, Manatee, and Charlotte Counties form Florida's seventh-largest and third-fastest-growing market. Over the past five years, this area has grown four times faster than the national average. It's also one of the most affluent areas in the state and is seeing dramatic changes in its demographics.
- **Rental Market Adjustments:** While apartment rents nationally decreased by 1%, the Consumer Price Index (CPI) indicates an increase of 6%, suggesting a lag in "owner's equivalent rent," which reflects real economic changes with a one-year delay.
- **Interest Rate Predictions:** The Federal Reserve is expected to implement a 25-point rate cut in September and a further reduction in December, aiming to stimulate economic growth in Florida by lowering mortgage rates.
- **Regional Economic Growth**: the area experienced a growth rate of 6%, outpacing the national average by 1%, primarily driven by a significant influx of businesses in recent years as it became "the Free State".
- **Job Market Recovery:** Every sector restored employment post pandemic and hurricane recovery, except leisure and hospitality.
- **Real Estate Prices:** The median home price in the region has surged from $250,000 pre-pandemic to >$500,000 currently, with a tapering supply of new homes beginning to stabilize new home prices. The market has proven to be highly resilient.
- **Commercial Space Demand:** The vacancy rate for industrial space in Manatee and Sarasota counties is low at 3.4%. Office vacancy rates are at 4.5%, but virtually no new supply is being built. Retail vacancies are also <4%.

WHY SARASOTA?

- Paradise found! Best beaches in the US, wonderful water environment, great entertainment options
- Small town living with the amenities of the big city
- One of the best small towns to start a business in, conducive environment
- Diverse Economy
- Strong economic growth due to “Free state” status and no state income tax
- Low Unemployment Rate – 3.6%
- One of the fastest growing metro areas in the US
- Strong stable housing market due to lifestyle factors
- 150 people per day move to the area
- Top Short-term Vacation Rentals City
- Significant investments in luxury sector, which grew 20% between 2022-2023.
- Median HH Income $97,100 (+10% in 2023)

WHY TAMPA?

- Fastest growing city in Florida
- Explosive job growth: one of the top cities for job creation in the US. +100,000 jobs by 2025, due to corporate relocations, tech ecosystem and city's ranking as innovation hub.
- Impressive RE appreciation of 11.5% annually (P10Yrs) – top 10 in US
- Booming demographics: 3.5Mil now, expected to be 4Mil by 2040, attracted by job market strength, favorable climate and quality of life.
- In-migration boom (U-haul ranks it no2) and favorable age distribution
- Growing population fuels housing needs
- Well diversified economy
- Job market strength: unemployment (3.6%) consistently below national
- Rentals: high occupancy rates and favorable rent to income ratios
- Favorable tax and business climate
- Infrastructure, connectivy investments and major redevelopment projects
- Median Household Income: $86,900

WHY NORTH CAROLINA?

Over the past century, North Carolina has become a national leader in agriculture, financial services, and manufacturing. The state's industrial output, mainly textiles, chemicals, electrical equipment, paper and pulp and paper products, ranked eighth in the nation in the early 1990s. North Carolina's economy is expected to grow in 2024, with a possible mild slowdown. However, the state's commercial real estate market is strong, with several sectors showing growth: NC will add 81,800 new jobs by December 2024, a 1.6% increase over December 2023, with unemployment below 4%.

- Industrial: Demand for industrial properties is high due to e-commerce sales growth.
- Retail: Neighborhood shopping centers with grocery stores perform well, and big-box retailers open smaller stores.
- Office: The office sector is facing challenges due to hybrid scheduling, but asking rates are increasing.
- Charlotte and the Triangle are among the most attractive markets in the nation for commercial real estate investment. The state's business- friendly tax environment, weather, relatively affordable living, and population growth drive the commercial real estate sector. According to a new 2024 survey from CBRE, Raleigh/Durham and Charlotte were No. 3 and No. 6, respectively.
- Axios reports that Crescent that owns a 150-acre life science campus in Holly Springs with 2 Million square feet of manufacturing, office, lab, and retail space, is planning additional construction. In Charlotte, investing is strong in apartment building construction, with properties from Montford to University City. Development of a 1,400-acre mixed-use community called The River District is underway, and construction is underway on two projects; a high- rise apartment buildings in Uptown Charlotte and one in downtown Raleigh.

D&G personnel maintain close relationships with banks and financial institutions across America. DGFG Mortgage Loan Fund, LLC, a private lender and Development & Growth Financial Group LLC subsidiary, buys discounted non-performing CMBS Notes for commercial real estate at significant discounts. The Fund will engage with DGFG to acquire these assets.

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WHY SOUTH CAROLINA?

South Carolina is a southeastern state known for its shoreline of subtropical beaches and marsh-like sea islands. Coastal Charleston is a historic city defined by pastel-colored houses, Old South plantations, and Fort Sumter, where the Civil War's opening shots were fired. To the north is the Grand Strand, a roughly 60-mile stretch of beachfront known for golf courses and the vacation town of Myrtle Beach. The economy of South Carolina was ranked the 25th largest in the United States based on gross domestic product in 2022. Tourism, centered around Myrtle Beach, Charleston, and Hilton Head Island, is the state's largest industry. The state's other major economic sector is advanced manufacturing, located primarily in the Upstate and the Lowcountry.

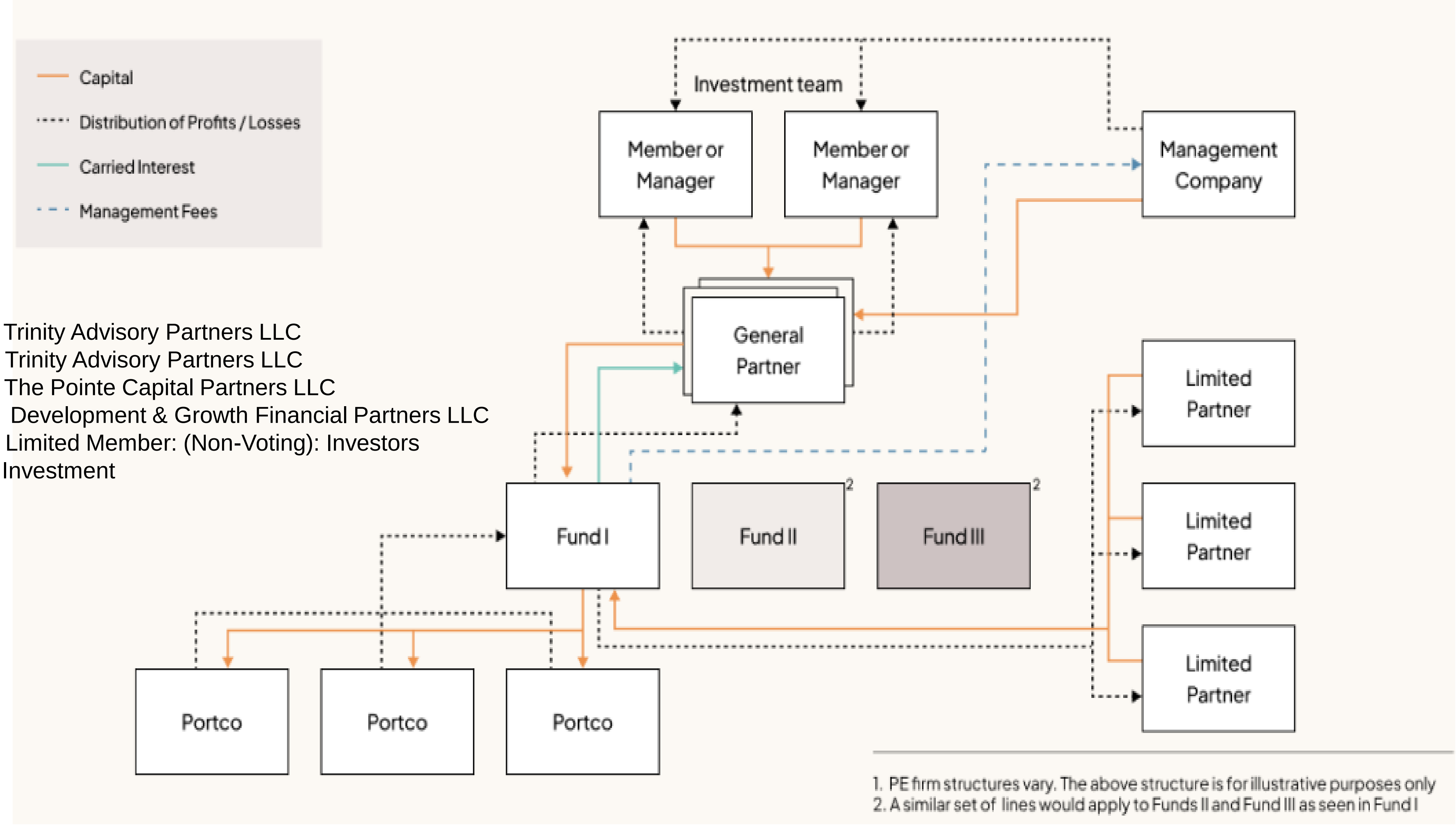
- **Farmland:** The Lowcountry's farmland is the region's largest industry, contributing over $2Bil annually.
- **Ports:** The port generates a $10.7Bil economic impact on the Lowcountry each year and supports 32,000 jobs.
- **Beaufort County**: Its quality of life and location between Charleston and Savannah ports and airports make it a prime destination for businesses and retirees.
- **Commercial fishing:** The state's major fisheries include shrimp, shellfish, crabs, and offshore finfish.
- **Charleston's top employers:** Boeing, Charleston County School District, Robert Bosch LLC, Joint Base Charleston, Charleston County, College of Charleston, the Medical University of South Carolina, Creative industries, Healthcare, Higher education, Military, Power systems, and Tourism.

WHY GEORGIA?

Georgia's economy has grown steadily in recent years, it has the 9th largest GDP of all US states, with 2023 seeing a record- breaking 3rd year of economic growth; GDP is expected to grow between 5% and 7% in 2024.

- **Foreign investment:** The state of Georgia ranks #2 for infrastructure and access to Global Markets, its location between Europe and Asia and favorable business environment attracts many foreign investments to the Port of Savannah, Hartsfield Airport for trans-shipping of products. The government has also implemented initiatives to attract foreign investors, such as tax incentives.
- **Infrastructure and transportation hub:** Home to the busiest airport in the world (Atlanta) and major ports like Savannah support thriving commercial real estate, especially in logistics and industrial sectors, transshipping containers between Europe and Asia.
- **Growing population:** Georgia's population is growing rapidly, fueled by strong job creation in high-growth industries like technology, healthcare, and logistics., and demand for housing and retail spaces is increasing. In fact, retail in GA grew
- **Strong job creation**: Georgia's economic growth creates jobs; over $24Bil invested in new and expanding facilities in 2023.
- **Sustainability:** Investors and developers prioritize green and sustainable practices using energy-efficient systems and sustainable materials.
- **Atlanta:** The economic powerhouse of the South, with a thriving startup scene and more than 150,000 businesses.
- **Augusta** The second-largest city in Georgia, has a robust rental market and a growing population.
- **Savannah:** The third-largest metro area in Georgia, with a sizable banking, insurance, and financial services sector.

FUND STRUCTURE



Management Company: Trinity Advisory Partners LLC
Investment Team Manager: Trinity Advisory Partners LLC
General Member: (Voting): The Pointe Capital Partners LLC
Fund I: Development & Growth Financial Partners LLC
Diversified Evergreen Fund Limited Member: (Non-Voting): Investors
Portco: Portfolio Company: Investment

SUMMARY OF TERMS

Target Capital Commitment (Fungible)	$150,000,000 (Fund Launch at $10,000,000)
Minimum Limited Member (LP) Commitment	$250,000 (One Membership Unit)
Commitment Period (Open-end Evergreen Structure)	None (Continual Investment and Re-Investment)
Investment Period	Two (2) Year Lock-Up Period
Preferred Return	10.00% Annually and Compounded Annually*
Performance-Based Promote	Distributions 80/20 Investor/Fund
Management Fee Accredited Investors	2.00% of Committed Capital Annually (Paid Monthly)
Management Fee Qualified Clients	1.8% of Committed Capital Annually (Paid Monthly)
Leverage	Limited to 80% of an Investment and 50% of AUM

**: 10% preferred annual return paid annually, subject to management discretion, compounded with re-investment*

INVESTMENT STRATEGIES

INVESTMENT STRATEGIES

MAJORITY – REAL ESTATE

- Commercial real estate + development
- Tertiary markets that have strong job and population growth + high AMI
- Markets where GM are on the ground and have in depth knowledge
- Project ROI >24% unleveraged
- Project IRR >16%

+

SHORT TERM INVESTMENTS

- Blockchains
- Trading
- Insurance
- Oil and gas
- Discounted Securitized Commercial Notes
- Interval+ Tender Offer Funds
- Short-Term High-Yield Mezzanine Debt
- Convertible Instruments: Invest in mid-market high-growth private companies

Ability to pivot to high-yield short-term assets

REAL ESTATE PROJECTS SAMPLE RETURNS

MULTIFAMILY PROJECT – 132 UNITS
NASHVILLE, TENNESEE

- 72-townhomes & 63 Condos in a Mid-Rise Luxury Tower, with rooftop pool/bar area with 360 degrees view of Downtown Nashville and surrounding areas

- Land Acquisition $29.6Mil
- Construction $90Mil
- Sales $178.6Mil
- Expected ROI 43%
- Time 48 months

www.jeffllivingston.com

REAL ESTATE PROJECTS SAMPLE RETURNS

MAINVIEW HOTEL
SARASOTA, FL

- Land acquisition $5.5-$7.5Mil target (Sarasota/Tampa site TBD)
- Construction: $137Mil
- Sales: $225Mil
- ROI: 43%

- 12th LEED certified Hotel in Florida
- AIA multiple awards in the to be build category

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BOUTIQUE CONDO BUILDING, GILLESPIE PARK, SARASOTA, FL

OPPORTUNITY ZONE

▪ Dirt Acquisition	$1.15Mil
▪ Plans/Approvals	fully entitled
▪ Construction	$6.2Mil
▪ Sale	$10-11Mil
▪ Expected ROI 41%	
▪ Time: construction	13mts

www.jeffllivingston.com

REAL ESTATE PROJECTS SAMPLE RETURNS

MIXED USE DEVELOPMENT
SARASOTA, FL

OPPORTUNITY ZONE

Land Acquisition	$1.75Mil
Construction	$10.5Mil
Expected sales	$15.7Mil
ROI	39%
Time	21 months

www.jeffllivingston.com

PARTICIPATION

D&G DEVELOPMENT & GROWTH FINANCIAL GROUP, LLC

PARTNERS

Management	Trinity Advisory Partners, LLC
General Member	The Pointe Capital Partners, LLC
Council to GM	Dickison Wright LLP
Prime Broker	Fidelity Brokerage Services LLC
Administrator	Juniper Square, Inc
Auditor	Spicer Jeffries, LLP
Accounting	Cherry Bekaert - Nashville
Insurance	Martin & Zerfoss - Nashville

PROCESS

If you have an interest in viewing more information on the Development & Growth Financial Group LLC Diversified Evergreen Fund, please access the Company Website Here: www.dgfinancialgroup.net.

In addition to more information, the website has a financial portal linked directly to the Fund Administrator; Juniper Square, Inc. The offering from the Fund I available to Accredited Investors and Qualified Clients only. In order to subscribe for the Securities offered hereby, each prospective investor will be required to complete an Accredited Investor Questionnaire and review and sign a Confidentiality and Non-Disclosure Agreement. They can be returned via the Financial Portal on the website, or by First Class US Mail to the following address: **Trinity Advisory Partners LLC, 4117 Hillsboro Pike, Suite 102-198, Nashville, TN 37215.**

Contact info for PPM

Email: jefflvngstn@gmail.com

Phone - D&G: (615) 200-8597

Phone - Trinity Advisory Partners, LLC (941) 287-0005

D&G
DEVELOPMENT & GROWTH
FINANCIAL GROUP, LLC

EARLY INVESTMENT INCENTIVES

First $3Mil investments	90% of EDC (+10%) extra EDC during 1st year

COMBINABLE!!!

Discounts for first $10Mil Investment amount:

▪ >$3,000,000	▪ 5% discount
▪ $2,000,000-2,999,999	▪ 2.5% discount


WELCOME
ABOARD!