



MAINSAIL

Mainsail GP Services, LLC
General Partner

eMail. info@eb5mainsail.com

Tel. (USA) 813-200-7939

Mainsail Collection Group One, L.P. - Executive Summary

Mainsail Collection Group One, L.P. is to fund a loan facility for the development, construction, equipping and operation of the Epicurean Hotel, a Marriott Autograph Collection® Hotel located in Tampa, Florida.

EPICUREAN

AUTOGRAPH COLLECTION®
HOTELS

Marriott



Perspective of the Epicurean Hotel, Tampa: Under Construction - www.EpicureanHotel.com

The EB-5 Project

Mainsail Collection Group One, L.P. intends to use the proceeds of the offering to fund loans that will be advanced to finance the development, construction, equipping and operation of the proposed 137 room, approximately 116,000 square-foot full service **Epicurean Hotel**, operating under the Marriott Autograph Collection franchise and situated in the city of **Tampa, Florida**.

The project has been structured to help investors comply with the requirements of the EB-5 Immigrant Investor Program and is located within a targeted employment area.

The project is eligible for the **reduced investment amount of US\$500,000**.

Terms of the Offering

- » Minimum Capital Contribution: US\$500,000 (1 Unit) *
- » Maximum Aggregate Capital Contribution: Up to US\$17,000,000 (34 Units)

* In addition to his or her capital contribution of US\$500,000 each investor will pay an administrative fee of US\$50,000.

The units are being offered and sold to non-US persons who are accredited investors and satisfy investor suitability requirements in reliance upon an exemption from registration pursuant to Regulation S promulgated under the Securities Act of 1933, as amended. The units may not be offered or sold in the United States absent registration or an applicable exemption.

No offer to sell or solicitation of any offer to purchase any security is made by this brochure. Any such offer will be made pursuant to a private placement memorandum and other offering documents pursuant to exemptions from registration requirements under applicable securities laws. Prospective investors should review carefully with their advisors the risk factors described in the offering documents.

Mainsail's Epicurean Project

In 2011, David Laxer, the principal owner of **Bern's Steak House**, joined with Joe C. Collier, III, founder of the Tampa-based Mainsail Lodging and Development, Inc., a company specializing in hotel, apartment and resort property management and development, marketing and sales, to form Mainsail Epicurean Hotel, LLLP for the purpose of developing and building the Epicurean Hotel.

The sole general partner of the Hotel Developer is Mainsail Epicurean GP, LLC. Through affiliates, Joe C. Collier, III and David Laxer control all of the membership interests of the Hotel Developer's general partner.

Mr. Collier and Mr. Laxer also represent a majority of the managers of the Hotel Developer's general partner. The anticipated overall cost of the Mainsail Epicurean project is up to US \$40,000,000.

The Epicurean Hotel will be located across the street from the Bern's Steak House. Its close association with Bern's is expected to provide a platform for the culinary theme of the Epicurean Hotel which will have several unique features, including a day spa, chef training and presentation school, specialty wine shop, bakery /pastry shop, restaurant and a roof top bar.



Marriott Autograph Collection

The Epicurean Hotel will operate under a Franchise Agreement with Marriott which grants the Hotel Developer the right to operate and market the Epicurean Hotel under **Marriott's Autograph Collection®** boutique hotel brand. Hotels in the Autograph Collection system are required to meet specified operating standards, and must also demonstrate high guest satisfaction and quality assurance scores to remain part of the Autograph Collection. In addition, each hotel in the system must satisfy the same hotel and operator approval processes as other Marriott full-service hotels.

The Autograph Collection is featured on Marriott.com and affiliated with Marriott Rewards, Marriott award-winning guest loyalty program, where guests can earn points at more than 3,000 hotels in 68 countries. Through its relationship with Marriott the Epicurean Hotel will be entitled to tap into Marriott's global reservations system, and powerful consumer outreach.



MAINSAIL

For Further Information, please visit:

Web. www.eb5mainsail.com

Tel. (USA) 813-200-7939

Index of Contents

Project Information

- Mainsail Facts and History
- Project Overview
 - Exit Strategy
 - Job Creation
 - Development Period
 - Florida EB-5 Regional Center
- Application of Funds
- Structure of Business Operations Flow Chart
- Financial Projections
- Application Procedure
- Approximate EB-5 Visa Timings

Application Documents

- Application Procedure
- Risk Factors

NO OFFER TO SELL OR SOLICITATION OF ANY OFFER TO PURCHASE ANY SECURITY IS MADE BY THIS BROCHURE. ANY SUCH OFFER WILL BE MADE PURSUANT TO A PRIVATE PLACEMENT MEMORANDUM AND OTHER OFFERING DOCUMENTS PURSUANT TO EXEMPTIONS FROM REGISTRATION REQUIREMENTS UNDER APPLICABLE SECURITIES LAWS. PROSPECTIVE INVESTORS SHOULD REVIEW CAREFULLY WITH THEIR ADVISORS THE RISK FACTORS DESCRIBED IN THE OFFERING DOCUMENTS.



Mainsail Collection Group One, L.P.

Facts and History



Mainsail Lodging and Development, Inc.



Mainsail Lodging & Development is an entrepreneurial company passionate for seeking and developing unique business opportunities and seeing them to completion, and then maintaining their success and profitability. Mainsail Lodging and Development is an ever-changing, evolving company that will continue to find and grow business opportunities that are profitable within the lodging industry.

Leadership



Joe C. Collier
President

As President, Joe Collier sets the tone for Mainsail and together with his leadership team, works to build a company where employees, partners and investors are all highly valued, and new ideas are welcomed.

A native Floridian born in Miami, Joe received his Bachelor of Science in Hotel Management and Marketing from Florida State University and completed his internship in the European Hotel program in Leysin, Switzerland. He spent 15 years with Marriott International in sales, marketing and development before forming Mainsail in 1998.

Developer

Mainsail is a Tampa-based diversified real estate company that specializes in management, development, marketing and sales, with a focus on office, retail and lodging properties. Mainsail's strategy is to maintain a young, entrepreneurial approach on developing successful shopping centers, office buildings, and hotel resort projects to the highest level while building long term partnerships with investors, partners, and associates. Mainsail functions as a top-tier developer in addition to an established property manager. As such, Mainsail strives to provide comprehensive detail about each opportunity.

Operator

In addition to serving as a Project's developer, Mainsail offers its lodging expertise as an operator, providing ongoing hotel management and marketing for Projects. Mainsail currently owns and operates seven properties throughout Florida, South Eastern U.S. and the British Virgin Islands.



Mainsail Collection Group One, L.P.

Project Overview



INVESTMENT OVERVIEW – MAINSAIL COLLECTION GROUP ONE, L.P.

See Important Notice below

PROJECT OVERVIEW

The 'Mainsail Collection Group One, L.P.' is a Florida Limited Partnership with its principal place of business in Tampa, Florida, at the location of the Mainsail corporate offices.

The Partnership was formed in February 2013 to serve as a "capital investment vehicle" under the EB-5 Visa Program. It is seeking to raise **\$17,000,000** from up to **34 alien entrepreneurs**. The alien entrepreneurs (EB-5 Investors) will purchase limited partnership units for a capital contribution of US \$500,000 per unit. Their investment will be evidenced by a Certificate of Partnership Interest and an executed subscription agreement.

The proceeds of the offering will be used to advance a loan to Mainsail Epicurean Hotel, LLLP (the Hotel Developer) - to fund the development, construction, equipping, operation and job creating activities of the project.

Mainsail Epicurean Hotel, LLLP (the "Hotel Developer") was formed in October 2011 to develop and construct a proposed 137 room, approximately 116,000 square-foot full service hotel (the "Epicurean") that is franchised with Marriott under its Autograph Collection luxury boutique brand. The Epicurean will be built on land owned by Mainsail Epicurean Hotel, LLLP and is to be financed through the combination of equity funds from the Hotel Developer, a senior secured line of credit from Synovus Bank and the development loan from the Partnership.

The anticipated overall expenditure of the Mainsail Project is \$40,000,000, of which up to \$17,000,000 will be funded with the proceeds from this offering, not less than \$14,000,000 will be funded through a senior secured line of credit from Synovus Bank and the balance of which will be provided by the Hotel Developer equity partners in cash, land and other in-kind contributions having an aggregate agreed value of not less than US \$9,000,000:

Mainsail Collection Group One L.P. Proceeds	\$17,000,000	42.5%
Senior Bank Line of Credit (of up to \$19,475,000)	\$14,000,000	35.0%
<u>Hotel Developer Contributions</u>	<u>\$ 9,000,000</u>	<u>22.5%</u>
Total	\$40,000,000	100%

The Hotel Developer will enter into a subordinated loan agreement with the Partnership (the "Loan Agreement") and execute a subordinated promissory note payable to the Partnership in a principal amount up to US \$17,000,000 (the "Subordinated Note").

EXIT STRATEGY

The obligation of the Hotel Developer, as borrower under the Loan Agreement and Subordinated Note, will be supported by a guaranty of collection executed by Joe C. Collier, III personally. Upon maturity of the Loan, the Hotel Developer would repay the outstanding principal balance to the Partnership from sources that may be available at that time.

The General Partner expects the Hotel Developer will consider a number of options to repay the Loan to the Partnership upon maturity. Such options include but are not limited to:

- (1) a strategic refinancing of the Partnership Loan Facility;
- (2) reserving funds from operations;
- (3) the proceeds of a loan from an affiliate of the Hotel Developer; and
- (4) the purchase of the Hotel Developer's assets by a third party or another of its affiliates.

JOB CREATION

The Mainsail Project situated in the city of Tampa, Hillsborough County, Florida, is located within the Florida EB-5 Regional Center and has been designed to help meet the qualifications of USCIS for financing under the EB-5 Visa Program.

In addition, the Mainsail Project is located in an area that has been designated as a targeted employment area ("TEA") by the Florida Department of Economic Opportunity.

Accordingly, an investor in the Mainsail Project is permitted to demonstrate that some, possibly all of the employment positions created on account of the investment in the enterprise will be indirect employment positions, i.e., not on the payroll of the enterprise. The petitioner, by investing in Mainsail Collection Group One L.P., which will in turn loan development funds to Mainsail Epicurean Hotel, LLLP, will help promote economic growth, improve regional productivity and create jobs.

An economic impact assessment has been conducted to determine the number of employment positions expected to be created by the Mainsail Project as a result of 34 alien entrepreneurs each contributing US\$500,000 to the Partnership, financing provided under the senior secured line of credit and the Hotel Developer contributions. This analysis was conducted using **IMPLAN methodology**, a nationally recognized economic impact assessment program. The current analysis is focused on the Mainsail Project as a source of employment creation, so that it is more specific than the analysis that supported the Regional Center designation for the greater state of Florida.

This analysis demonstrates that the combined project development and business activities are expected to create **544 employment positions** within the Florida EB-5 Regional Center and the rest of the U.S.

These projected employment positions are in **excess of the 340 employment positions required** under the requirements of the EB-5 Visa Program if all Units are sold to alien entrepreneurs.

PROJECT TIMELINES

The Epicurean hotel is currently under construction, all permits have been obtained and the construction is expected to be completed and hotel open for business December 18, 2013.

The hotel is now accepting reservations through Marriott's industry-leading global reservations system (<http://www.marriott.com/hotels/travel/tpaak-epicurean-hotel-autograph-collection/>).

The project takes advantage of a recent update to the EB-5 adjudications policy issued by the USCIS permitting the use of 'bridge financing'.

The General Partner believes that the Mainsail Epicurean Project should receive credit for jobs created prior to the acceptance of subscriptions from potential investors in the Partnership and receipt of their capital contributions based on the fact that the Hotel Developer contemplated that Interim Bridge Financing would be a short-term temporary financing and would be replaced with proceeds received from EB-5 Investors under the EB-5 Visa Program.

Under these circumstances, based on a Policy Memorandum dated May 30, 2013, which provides guidance to USCIS employees for adjudicating EB-5 applications and petitions, USCIS permits jobs created prior to the receipt of investor funds to be credited to an eligible project for job creation purposes.

Excerpt from USCIS EB-5 Adjudications Policy – May 30, 2013

“Since it is the commercial enterprise that creates the jobs, the developer or the principal of the new commercial enterprise, either directly or through a separate job-creating entity, may utilize interim, temporary or bridge financing – in the form of either debt or equity – prior to receipt of EB-5 capital.”

([www.uscis.gov/sites/default/files/USCIS/Laws/Memoranda/2013/May/EB-5 Adjudications PM \(Approved as final 5-30-13\).pdf](http://www.uscis.gov/sites/default/files/USCIS/Laws/Memoranda/2013/May/EB-5%20Adjudications%20PM%20(Appeared%20as%20final%205-30-13).pdf))

FLORIDA EB-5 REGIONAL CENTER

The U.S. Congress created a pilot program, now rescheduled to sunset on September 30, 2015, that provides for the authorization of regional centers by USCIS. Enterprises located within and affiliated with a regional center are not required to directly employ ten (10) workers for each investment that qualifies under the EB-5 Visa Program, it suffices if the investor demonstrates that at least ten (10) qualifying employment positions will be created directly or indirectly on account of the investment.

In October 2010, the Florida EB-5 Regional Center, LLC, was granted a designation as an approved regional center under this pilot program. An investment in a new commercial enterprise situated within the state of Florida and affiliated with the regional center, that fosters economic expansion through increased exports, greater regional productivity, employment creation or additional domestic capital investment, qualifies for the broader view of employment creation.

The Epicurean (Hotel), which will be built in South Tampa, Florida is located within the Florida EB-5 Regional Center, and the Mainsail Project described in this business plan has been structured so that foreign investors may meet the requirements of the EB-5 Visa Program and become eligible for admission to the United States of America as lawful permanent residents with the investor's qualifying family members.

The designation of the Florida EB-5 Regional Center includes the types of approved economic **activities and** industrial clusters as follows:

1. Manufacturing (NAICS 31-33).
2. Finance and Insurance (NAICS 52).
3. Health Care and Social Assistance (NAICS 62).
4. Accommodation and Food Services (NAICS 72).
5. Retail Shopping (NAICS 44-45).
6. Affordable Housing (NAICS 23).

The geographic area for the Florida EB-5 Regional Center, LLC includes the entire state of Florida.

The Partnership has executed a Memorandum of Understanding with Florida EB-5 Regional Center, LLC to authorize the Partnership as a qualifying investment in a new commercial enterprise being situated within the Florida EB-5 Regional Center.

The USCIS approval letter designating the Florida EB-5 Regional Center, LLC as a Regional Center within the Immigrant Investor Pilot Program is included as an exhibit within the Private Placement Memorandum.

IMPORTANT NOTICE: THIS INVESTMENT SUMMARY IS QUALIFIED IN ITS ENTIRETY BY THE MORE DETAILED INFORMATION CONTAINED IN THE PRIVATE PLACEMENT MEMORANDUM DATED AUGUST 23, 2013.

ALL PROSPECTIVE INVESTORS MUST AT ALL TIMES RELY SOLELY UPON THE MAINSAIL COLLECTION GROUP ONE, L.P. PRIVATE PLACEMENT OFFERING MEMORANDUM.



Mainsail Collection Group One, L.P.

Application of Funds



PRO-FORMA SOURCE AND USE OF FUNDS

EPICUREAN

See Risk Factors: Forward looking Statements

01-Aug-13

LOAN PROCEEDS FROM MAINSAIL COLLECTION GROUP ONE, LP - EB-5 Capital up to \$17,000,000

COMBINED EQUITY & DEBT CONTRIBUTION - NON-EB5 Capital + EB5 Capital \$40,000,000

USE OF FUNDS

Project Direct Build Cost			\$19,306,866
Tenant Improvements w/ Enhancements	1,054,825		
FF & E	3,149,492	4,204,317	\$4,204,317
Costs of off site related improvements			\$250,000
Pre-Construction Cost			\$783,764
Arch & Eng, Design, Engineering			\$1,273,138
Municipal Costs			\$579,428
Franchise Costs			\$362,500
Start Up Costs			\$1,788,944

TOTAL COST \$28,548,957

Management Fee		10%	\$2,639,751
Supervision		5%	\$1,319,876
Misc. General Administration Expenses			\$300,866
			<u>\$32,508,584</u>

Contributed Costs (land incl. parking) \$6,324,300

Interest Carry \$866,250

TOTAL EXPENDITURES NON-EB5 CAPITAL + EB5 CAPITAL \$40,000,000

TOTAL ESTIMATED PROJECT COST \$40,000,000

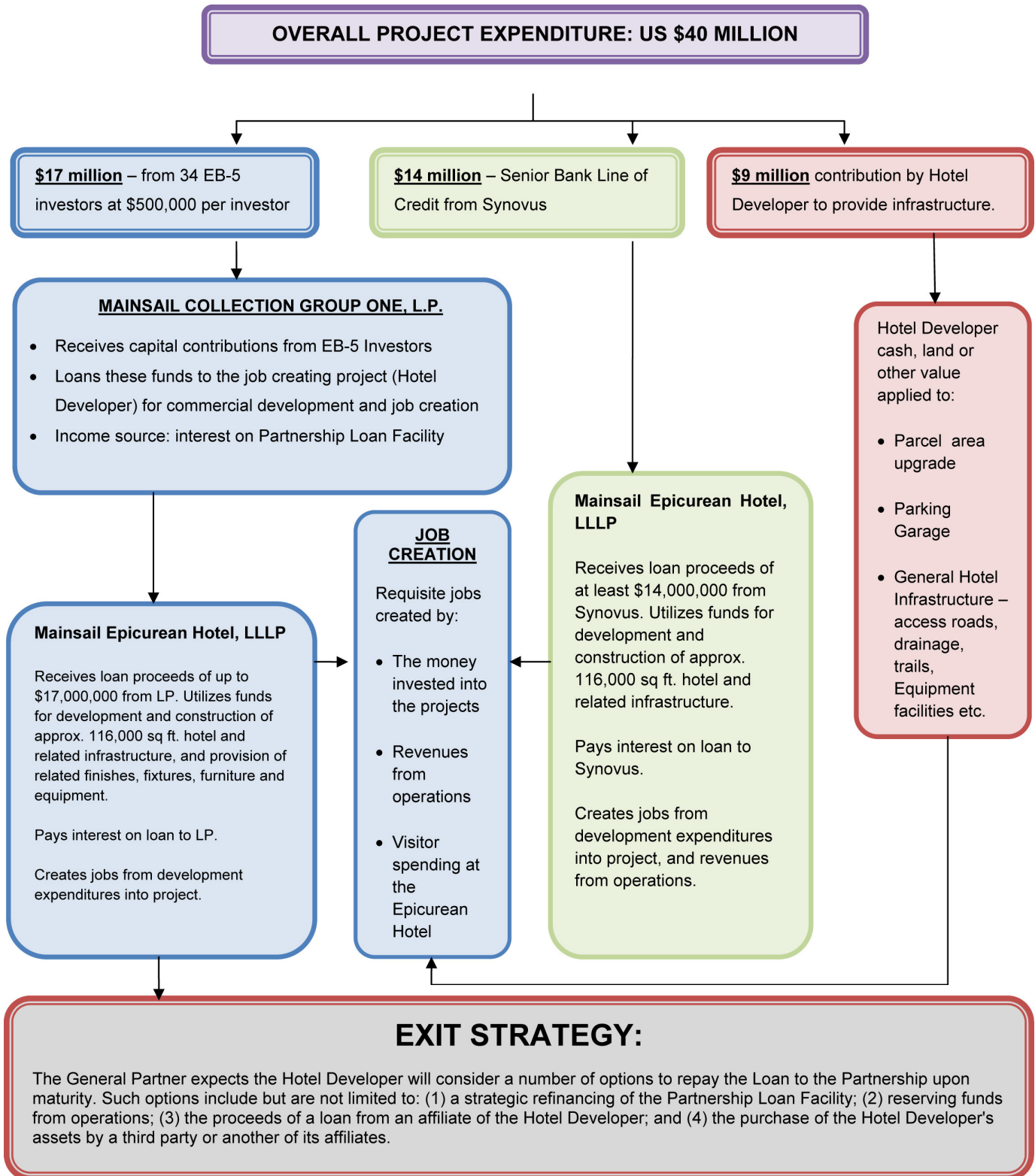


Mainsail Collection Group One, L.P.

Structure of Business Operations



STRUCTURE OF BUSINESS OPERATIONS





Mainsail Collection Group One, L.P.

Financial Projections



PROJECTED STATEMENT OF PARTNERSHIP INCOME

EPICUREAN

PROJECTED STATEMENT OF EB-5 PARTNERSHIP INCOME
MANSAIL COLLECTION GROUP ONE L.P. 34 INVESTORS \$17,000,000

See Risk Factors Forward Looking Statements

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	YEAR 7	YEAR 8	YEAR 9	YEAR 10
INCOME										
EPICUREAN PROJECT LOAN \$17M										
<i>INTEREST INCOME</i>	\$ 510,000	\$ 510,000	\$ 510,000	\$ 510,000	\$ 510,000	\$ 510,000	\$ 680,000	\$ 680,000	\$ 680,000	\$ 680,000
TOTAL INCOME	\$ 510,000	\$ 510,000	\$ 510,000	\$ 510,000	\$ 510,000	\$ 510,000	\$ 680,000	\$ 680,000	\$ 680,000	\$ 680,000
EXPENSES										
<i>GENERAL PARTNER REGIONAL CENTER FEES</i>										
<i>REGIONAL CENTER EXPENSES</i>	\$ 34,000	\$ 24,000	\$ 24,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<i>IMMIGRATION SUPPORT EXPENSES</i>	\$ 127,500	\$ 127,500	\$ 127,500	\$ 127,500	\$ 127,500	\$ 63,750	\$ -	\$ -	\$ -	\$ -
<i>PROFESSIONAL FEES</i>	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 20,000
<i>COMPLIANCE</i>	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000	\$ 10,000
<i>MISCELLANEOUS</i>	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000
TOTAL EXPENSES	\$ 196,500	\$ 186,500	\$ 186,500	\$ 162,500	\$ 162,500	\$ 98,750	\$ 35,000	\$ 35,000	\$ 35,000	\$ 35,000
PARTNERSHIP NET OPERATING INCOME	\$ 313,500	\$ 323,500	\$ 323,500	\$ 347,500	\$ 347,500	\$ 411,250	\$ 645,000	\$ 645,000	\$ 645,000	\$ 645,000
UNIT INVESTOR INCOME	\$9,221	\$9,515	\$9,515	\$10,221	\$10,221	\$12,096	\$18,971	\$18,971	\$18,971	\$18,971
<i>ANNUAL % RETURN ON INVESTMENT</i>	1.8%	1.9%	1.9%	2.0%	2.0%	2.4%	3.8%	3.8%	3.8%	3.8%

Projections assume the offering is fully subscribed at the beginning of year one, and that the initial maturity is extended beyond six years.

Interest for the first year accrues and is payable at maturity.



Mainsail Collection Group One, L.P.

Application Procedure



CLIENT INVESTMENT PROCESS

Register on website	<ul style="list-style-type: none">• Register your details on www.eb5mainsail.com/register
Complete questionnaire commence due diligence period	<ul style="list-style-type: none">• To commence the process and begin the due diligence period, a prospective investor is required to submit a preliminary suitability questionnaire.• Once the General Partner has reviewed your questionnaire you will be sent a copy of the Confidential Private Placement Memorandum
Elect to proceed with Mainsail EB-5 Investment	<ul style="list-style-type: none">• If you elect to proceed with EB-5 investment you will request from the General Partner a copy of the Subscription Document package including bank escrow account information and wire transfer instructions.
Complete Investment and return subscription documents	<ul style="list-style-type: none">• Investment funds including project administrative fee are to be paid within 45 days or sooner, at which point subject to acceptance of Investor Subscription Documents, the investment funds are released into the project.• Investor I-526 petition cannot be submitted to USCIS without full investment funds invested.
Regional Center Documentation issued	<ul style="list-style-type: none">• Once full balance has been received and subscription documents signed, the Regional Center documentation is released to your attorney for their use in preparing your I-526 petition.
Attorney to prepare I-526 petition	<ul style="list-style-type: none">• Acting attorney will prepare your petition, Mainsail Immigration Support Services Consultant may (if required), review and provide assistance with documentation to validate Investor's source of funds.• Approximate time to complete petition estimated at 3 weeks.
Submit I-526 Petition to USCIS	<ul style="list-style-type: none">• The petition is sent to USCIS and the attorney is to provide Mainsail Immigration Support Services Consultant with the USCIS receipt number for USCIS auditing purposes. Attorney is also to inform Consultant of subsequent USCIS decision on petition.• Average petition approved in 365 days from time of submission but may take longer.
I-526 Adjudicated and forward for Immigrant Visa Application	<ul style="list-style-type: none">• The petition is approved by USCIS. Your attorney is to provide Mainsail Immigration Support Services Consultant with copy of approval notice.• Approved petition is now sent forward for either adjustment of status or consular processing.• Form I-485 or DS-260 is submitted, approval from this point can take 1 to 6 months or more.

Risk Factors

There are certain risk factors inherent in the offering, including the following:

- risks incident to the development of the project that could result in the failure to complete and/or operate the Epicurean Hotel in accordance with the partnership's business plan;
- the subordination of the partnership loan facility to senior obligations incurred by the hotel developer;
- competition from other hotel brands in the city of Tampa;
- the absence of any guarantee that investment in the partnership will assure that any investor's I-526 Petition will be granted by USCIS or, if it is, that an investor will obtain conditional or unconditional lawful permanent resident status;
- the risk that the project may fail to create the requisite number of jobs under the EB-5 Visa Program and result in the denial of an investor's I-829 Petition;
- restrictions on an investor's ability to transfer units in the partnership.

See the private placement memorandum for additional risk factors.