

INVESTMENT OPPORTUNITY
in
New and Existing Homes
to be Sold on a
"Lease with Option to Purchase & Lease-to-Purchase"
Model



Earn an Excellent Return on Investment
with
An Alternative to Traditional Investments

CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM

This memorandum is not a GENERAL PUBLIC OFFERING but is a private proposal to sophisticated investors only. As with all investment opportunities, there is an element of risk involved and you are hereby advised to question, investigate and determine for yourself the worthiness of this investment.

Confidential Copy No. _____

Name: _____

Date: _____, 2010

CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM

Offering of Convertible Promissory Notes Convertible into Membership Interests/Membership Units

Convertible Promissory Notes, in the aggregate principal amount of up to \$30,000,000, with a right to accept an over-subscription of an additional \$3,000,000 of:

SOONER UNITED ASSOCIATES, LLC.

The Securities described in this Confidential Private Placement Offering Memorandum are being offered in a manner intended to qualify for an exemption provided by Section 4(2) and Regulation D of the Securities Act of 1933, as amended (the "Securities Act"). Consequently, this Confidential Private Placement Offering Memorandum has been produced in very limited quantities and may not be reproduced or delivered to anyone other than your investment representative or advisors, if any. The information contained herein constitutes proprietary information of Sooner United Associates, LLC.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THE DATE OF THIS CONFIDENTIAL PRIVATE PLACEMENT OFFERING MEMORANDUM IS: September 13, 2010.

This Offering Memorandum constitutes an offer only to the person(s) or entity named above, and only if said person meets the suitability standards set forth in this Offering Memorandum.

IMPORTANT SECURITIES LAW NOTIFICATIONS

This Confidential Investment summary contains certain information regarding Sooner United Associates, LLC and/or other newly formed Limited Liability Companies (the “Company”), and the offering by the Company of its membership units (the “Units”).

The Securities contemplated herein are being sold in reliance upon the SEC’s Regulation D, Rule 506, and the available state transactional exemptions compatible with Regulation D. These Securities have not and will not be registered under the “Securities Act”, or any state Securities or ‘Blue Sky’ laws.

In making an investment decision, rely on your own examination of the Company and the terms of the offering, including the merits and risks involved. These securities have not been recommended by, approved by, or registered with, the Securities and Exchange Commission (“SEC”), any state securities commission, or any other regulatory authority. No regulators have passed on, or endorsed the merits of, this offering or the accuracy or completeness of this Offering Memorandum. Any representation to the contrary is a criminal offense.

These Securities are offered and sold in reliance on exemptions from the registration requirements of the “Act” and, generally, of the state securities laws. Therefore, the securities may not be transferred or resold unless they are later registered under the Act and state securities laws, or are exempt from registration. There is no public or other market for the securities, nor is it likely that any such market will develop. Therefore, expect to retain your ownership of the securities and bear the financial risks of this investment for an indefinite period

These Securities will only be sold subject to the provisions of a subscription agreement containing certain representations, warranties, terms and conditions.

The Company has the discretion to accept or reject any subscription in whole or in part in its sole discretion for any reason. Do not consider investing if you are not financially sophisticated and capable of evaluating the merits and risks of the investment, either on your own or with the assistance of your financial advisor. These securities are speculative, involve substantial risk, and are only a suitable investment for a limited portion of the risk segment of your portfolio.

You should invest in these Securities only after you have completely and thoroughly reviewed the provisions of the subscription agreement. We will make available to any prospective qualified investor, prior to the closing of their investment, the opportunity to ask questions of and receive answers from us or from persons acting in our behalf concerning the terms and conditions of this offering and our business operations, and to obtain additional information if we have the information.

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No one has been authorized to make any representations about the Company or the securities, other than those representations made in this Offering Memorandum. Therefore, invest solely on the basis of the information in this Offering Memorandum.

You should assume the information contained herein is accurate only as of the date on the front cover of the Offering Memorandum. Our business, financial condition, operations and prospects may have changed from that date. This Offering Memorandum is based on information provided by us and other sources that we believe are reliable. However, we cannot assure you that the information provided by other sources is accurate or complete.

This Offering Memorandum is not legal, business, tax or financial advice. Please consult your own professional advisors as to the legal, business, tax and financial implications of this investment and as to your suitability for this investment.

We do not make any representation regarding the legality of an investment in these securities by you under applicable laws. You must comply with all applicable laws and regulations in force in any jurisdiction in which you purchase, offer or sell these Securities and must obtain any consent, approval or permission required for your purchase, offer or sale of these Securities under the laws and regulations in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales, and we do not have any responsibility for your failure to comply with any regulation or law.

This Confidential Offering Memorandum is an offer only to the person(s) or entity named on the cover page, and only if delivery of this Offering Memorandum was made by, or authorized by, the Company. By accepting this Offering Memorandum, you agree not to duplicate it, or to give a copy of it to any person other than your advisors. If you decide not to purchase the securities, you agree to promptly return this Offering Memorandum, and any copies made, to the Company.

This Offering Memorandum does not constitute an offer to sell, a solicitation, or an offer to buy in any state or to any person in which or to whom such an offer, solicitation, or offer to buy would not be permitted by law.

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SUMMARY

The following is a summary of certain information contained in this Memorandum and is qualified in its entirety by the more detailed information appearing elsewhere in this Memorandum. You should read the entire Memorandum carefully; including the section entitled “RISK FACTORS”. Unless indicated otherwise, references to “Sooner Realty, the Company, us, we and ours” refers to Sooner United Associates, LLC.

Sooner United Associates is an Oklahoma Limited Liability Corporation planning to build, acquire and manage a diverse portfolio of real estate assets located specifically in Oklahoma, including, but not limited to, single and multi-family residences, mixed-use commercial properties, self-storage facilities or any other viable real estate projects (the “*Portfolio Projects*”). See “DESCRIPTION OF BUSINESS” for a detailed description of our business, investment strategy and the market opportunities we want to pursue.

The Offering: \$30,000,000 of convertible promissory notes (the “Notes”), convertible into the Company’s Membership Interests/Membership Units (the “Units”).

See “DESCRIPTION OF OFFERING” and “DESCRIPTION OF SECURITIES” below. Sooner Realty also has the option, in Sooner Realty’s sole discretion, to increase the maximum amount of the offering of Notes by up to an additional \$3,000,000 for a total maximum offering of \$33,000,000.

Minimum Investment: A minimum initial investment of \$25,000.00 is required to subscribe to this Offering.

Sales Termination Date: December 31, 2011, unless extended by Sooner Realty for up to an additional one-year period with periodic closing dates, as the Company deems necessary and appropriate, during the period prior to the Sales Termination Date.

Use of Proceeds: We intend to use the proceeds to finance, build, acquire and manage real estate investments pursuant to Sooner Realty’s investment strategy.

See “USE OF PROCEEDS” and “DESCRIPTION OF BUSINESS – Investment Strategy” below for more information. Sooner Realty’s primary focus will be on building new homes or identifying existing new properties and/or existing older homes that can be purchased for cash, rehabbed as needed and then placed on the market for sale, lease, lease-option or lease-purchase. **(Additional information is available upon request)**

Under the present economic conditions, the difficulty in securing a mortgage loan from a traditional mortgage lender has been recognized. It is estimated that fully 50% of all applicants are declined for a mortgage loan for one reason or another, not all credit related. In addition, consider the sheer magnitude of potential homebuyers that never apply because of issues, real or perceived that may prevent a buyer from entering into home ownership through traditional mortgage lending. Therefore, Sooner Realty has

developed a plan to offer would-be homebuyers an opportunity to purchase and enjoy a home now rather than later.

The management of Sooner Realty believes favorable investment opportunities exist that will provide sufficient value to the homebuyer and investor alike, a true win-win situation for all parties concerned.

Risk Factors: An investment in the securities offered hereby involves a high degree of risk. You should review this entire memorandum and the other documents included or summarized in this memorandum before you make any decision to invest in the securities offered hereby. See “RISK FACTORS”.

Suitability Standards. An investment in the securities offered hereby is suitable for you only if you have business and financial experience so that you are capable of evaluating the merits and risks of an investment in us and of protecting your interest in the transaction. See “INVESTOR SUITABILITY STANDARDS” for the criteria for being an “Accredited Investor”, which you must be in order to invest in this Offering.

INVESTOR SUITABILITY STANDARDS (WHO SHOULD INVEST?) ACCREDITED INVESTORS ONLY

Sooner Realty intends to conduct this Offering in reliance upon Rule 506 of the Securities Act of 1933, as amended (the “Securities Act”), which provides exemptions from Federal registration for certain private placements and limited offerings. Sooner Realty will sell Units ***ONLY*** to those persons it reasonably believes meet the financial qualifications for an “Accredited Investor”, as defined below. All investors will be deemed to be Non-accredited Investors (and therefore denied participation in this Offering) unless Sooner Realty reasonably believes that they meet the criteria described below. Any person(s) or entity that meets ***any of the qualifications listed below*** shall be considered an Accredited Investor.

- (a) Any natural person who had an individual income in excess of Two Hundred Thousand Dollars (\$200,000) in each of the two most recent years and who reasonably expects an income in excess of Two Hundred Thousand Dollars (\$200,000) in the current year;
- (b) Any natural person who, together with his spouse, has a joint income in excess of Three Hundred Thousand Dollars (\$300,000) in each of the two most recent years and reasonably expects a joint income in excess of Three Hundred Thousand Dollars (\$300,000) in the current year;
- (c) Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase, exceeds One Million Dollars (\$1,000,000);
- (d) Any executive Officer or Director of Sooner Realty;

- (e) A bank, as defined in Section 3(a) (2) of the Securities Act;
- (f) A savings and loan association, building and loan association, cooperative bank, homestead association, or similar institution, that is supervised or examined by a federal or state authority having supervision over such institutions;
- (g) A broker or dealer registered pursuant to Section 32 of the Securities Exchange Act of 1934 (the "Exchange Act");
- (h) An insurance company, as defined in Section 2(13) of the Securities Act;
- (i) An investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a) (48) of the Investment Company Act of 1940;
- (j) A small business investment company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958;
- (k) An employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") in which:
 - (1) All investment decisions are made by a plan fiduciary, as defined in Section 3(21) of the Act, which is either a bank, savings and loan association, insurance company, or registered investment advisor; or
 - (2) The employee benefit plan has total assets in excess of \$5,000,000; or
 - (3) The employee benefit plan is a self-directed plan, and investment decisions are made solely by persons meeting one or more of the categories set forth in subsections (a) through (n) hereof;
- (l) An organization described in Section 501(c)(3) of the Internal Revenue Code, Fund, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the Units proposed to be offered by Sooner Realty, with total assets in excess of \$5,000,000;
- (m) A trust, with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the Units proposed to be offered by Sooner Realty, whose purchase is directed by a person who, either alone or with his purchaser representative, has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of a prepared investment in the Offering;
- (n) A noncontributory employee benefit plan within the meaning of Title I of ERISA, and all investment decisions for the plan are made by the trustee of the undersigned plan; or

(o) An entity in which all of the entity owners meet one or more of the categories set forth in subsections (a) through (o) hereof.

Each subscriber who proposes to retain a purchaser representative or is required by Sooner Realty to retain a purchaser representative to assist him in evaluating the merits and risks associated with his or her investment in Sooner Realty, must, at or prior to delivering his completed subscription documents, have such purchaser representative complete and return a Purchaser Representative Questionnaire to Sooner Realty. Sooner Realty will thereafter review the qualifications of the proposed purchaser representative and will notify the prospective Investor whether such person is acceptable to Sooner Realty as a purchaser representative.

GENERAL DESCRIPTION OF THE BUSINESS

With investor funding and seller financing, Sooner Realty intends to build, buy, acquire, develop, lease, option, sell and manage a diverse portfolio of real estate assets including, but not limited to, residential real estate, possible mixed-use commercial properties, self-storage facilities, and other properties, located in Oklahoma and in the Oklahoma City Metro Area in particular. (See: “*Portfolio Projects*”).

PLAN OF OPERATIONS AND INVESTMENT STRATEGY

Sooner Realty’s primary goal is to build a profitable investment portfolio by identifying attractive real estate investment opportunities and maximizing their investment potential. Specifically, Sooner Realty will seek to acquire properties that satisfy the Investment Criteria (as defined and described in more detail below under “Investment Criteria”).

Sooner Realty’s interest is not just in building new homes but also identifying existing properties that may be purchased for cash in exchange for a significant discount of the purchase price. Sooner Realty will then offer those properties to the general public for sale with seller financing. It is widely accepted that by doing so, any particular property is exposed to a larger potential market. Not everyone seeking seller financing has credit issues and even if they do, many have the ability to make a significant down payment. With a significant financial investment few buyers will default. Seller financing and easy qualifying creates value in a property and to the buyer. Properties offered with seller financing may be sold and/or leased at a premium rather than a discount as is expected in today’s real estate market. *(Additional information is available upon request)*

Our focus is the Oklahoma City Metro area first. Prior to entering into any unfamiliar marketplace; Tulsa or Lawton for example, Sooner Realty’s investment professionals will collect available data about, and perform extensive studies of, the local economy, real estate market and relevant real estate segment, governing municipality, and other contributing characteristics in light of Sooner Realty’s investment criteria.

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Upon identifying desirable market conditions, Sooner Realty's management will research potential opportunities and identify potential Portfolio Projects with the help of local contacts, real estate brokers and agents, and other resources.

Once a Portfolio Project has been identified as satisfying our Investment Criteria, we then expect to move quickly to develop and implement a plan to obtain control of the property through a purchase and sale contract or lease-purchase agreement with sufficient time to perform all crucial and appropriate aspects of a feasibility study. Once Sooner Realty's ownership is finalized, Sooner Realty intends to implement plans to increase the value of such property, such as maximizing lease income and taking actions to enhance the likelihood that the property will appreciate in value. It is anticipated that each Portfolio Project will be purchased, developed and either managed for positive cash flow or sold in order to realize appreciation value within one to two years of being identified. Sooner Realty may invest capital that is not already invested in real estate into short-term, liquid securities until such capital is needed for a Portfolio Project.

A secondary aspect of Sooner Realty's investment strategy will be to generate revenue from construction, development and management fees. Once a Portfolio Project is identified and purchased, Sooner Realty's in-house construction, development and management team will be asked to perform certain services, as necessary, which will generate additional fees to be determined on a case-by-case basis. Besides purchasing the Portfolio Projects, the funds raised in this Offering will be used for paying overhead, architectural fees, remodeling and construction expenses, ongoing accounting and legal expenses, city, state and local fees and taxes, maintenance and other necessary expenses for Sooner Realty related to the purchase, construction, remodel, management and subsequent resale of Portfolio Projects.

See "DESCRIPTION OF THE OFFERING – Use of Proceeds" for more information. After all Portfolio Projects have been sold and the maturity of the Notes, we expect that Sooner Realty will wind-up operations and dissolve in accordance with Sooner Realty's Operating Agreement. Proceeds from dispositions of Portfolio Projects will be distributed to shareholders pro rata in proportion to their respective percentage interests. All distributions of proceeds from dispositions of Portfolio Projects will be made by the Directors in accordance with Sooner Realty's Operating Agreement.

INVESTMENT CRITERIA

Sooner Realty plans to primarily focus on maximizing investment opportunities in the mid-range residential new construction market and/or acquiring acceptable existing new and selected older properties, with the goal of obtaining superior rates of return for its investors. To accomplish this objective, Sooner Realty will seek to acquire Portfolio Projects with purchase prices generally ranging from \$150,000 to \$500,000 each, and which meet some or all of the following criteria.

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Sooner Realty will select the following Portfolio Projects:

- Properties that diversify the overall mix and in the portfolio.
- Offer seller financing on new construction single family or multi-family units
- Purchase new existing and/or selected older existing properties for a cash discount of 25-30% or more to be remodeled if needed and then resold with seller financing within a reasonable amount of time at a significantly higher purchase price and significant profit margin. *(Additional information is available upon request)*
- Purchase units that may be in pre-foreclosure or foreclosure or via short sale, that have adequate built-in equity to warrant the investment, which can be lease-optioned or lease-purchased to a Tenant/Buyer on a short-term basis or leased and resold when market conditions improve.
- Purchase properties that can be financed with first mortgage debt that does not exceed 90% of the total fair market value of such property at the time of investment. In analyzing any particular investment opportunity, Sooner Realty may give greater or less weight to each of these particular criteria and will rely upon the experience of its brokers, agents and advisors to conduct feasibility studies and analysis of the property's investment potential in the context of the local economy and market conditions.

Sooner Realty expects that the investment objectives of any particular investment will be to create substantial returns, streams of income and capital appreciation for its investors and owners alike and preserve invested capital by minimizing capital exposure and risk.

In certain instances, we plan to utilize third-party first mortgage debt in order to provide an attractive risk-adjusted return for Sooner Realty's investors. We expect that in most cases, the amount of the first mortgage debt encumbering a real estate investment will not exceed 90% of the total fair market value of such property at the time of investment. The proper use of leverage may serve to increase the total return on Sooner Realty's investments, but also increases any negative impact to which the value of Sooner Realty's investments might be subject under adverse market conditions. Leveraging also creates interest expenses that may exceed the return on investments financed with borrowing.

MARKET OPPORTUNITY

Residential and commercial real estate prices have declined in many markets nationwide, and many properties have gone or are going into foreclosure in certain geographical regions. This chain of events provides a favorable investment climate for real estate investors with capital to invest and the experience and knowledge to invest appropriately. Sooner Realty believes that the following real estate segments provide particularly favorable investment opportunities in the uncertain current economic climate:

- (1) Construct new Single family and Multi-family homes.
- (2) Acquire new and/or existing residential properties in foreclosure.
- (3) Acquire or build mixed-use commercial properties
- (4) Acquire or build self-storage facilities.

Factors contributing to the attractiveness of investment opportunities in these sectors are described for each sector below.

New Residential Projects

(1) New construction development projects are slowly beginning to move again but nowhere to the extent of just a few years ago. The availability of single family and multifamily residential lots that can be bought at a substantial discount is available throughout the Oklahoma City Metro area. Local banks have foreclosed on some development properties and some builder/developers are liquidating their land and lot holdings. Opportunities abound.

Foreclosure Properties; New and Existing

(2) Fannie Mae, Freddie Mac, HUD, VA and foreclosures by local financial institutions are due to uncertain demand, over-development, stagnant property values, speculation, the issuance of substandard loans, general economic downturn and other fear factors. Sooner Realty believes that local real estate values have probably bottomed and are no longer in decline as in many regions of the United States. The inability of potential buyers to secure financing has left many new homes unsold. Many new homes have been discounted in price and coupled with debt service on construction loans to the point where there is no profit left for the builder. This decline in residential property values has created substantial opportunity. Current owners, in many cases cannot refinance their homes and therefore has resulted in a high rate of foreclosed residential properties. Home foreclosures nationwide have risen significantly while the availability of financing has decreased. Today, it is estimated that fully 50% of all mortgage loan applicants are turned down for a loan.

2010 Oklahoma Real Estate Trends: According to RealtyTrac, the homes lost to foreclosure were 12,301 foreclosure units, and the average foreclosure sales price is \$101,262. 1 in every 819 housing units in Oklahoma received a foreclosure filing in July 2010. The 6-month trend is falling.

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OKCMAR MEMORANDUM

DATE: August 18, 2010
TO: Association Members
FROM: Keith Taggart, MLS Board President
SUBJECT: MLS Statistical Reports

Attached please find copies of the MLS Statistical Reports for

July 2010

PLEASE NOTE

If you are going to be utilizing the MLS Statistical information for public mass-media advertisement or in other public representations, use of that information must be in accordance with Section 13 of the MLS Rules and Regulations.

Section 13 Limitations on Use of MLS Information

Use of information from MLS compilation of current listing information, from the association's statistical report, or from any sold or comparable report of the association or MLS for public mass-media advertising by an MLS participant or in other public representations, may not be prohibited.

However, any print or non-print forms of advertising or other forms of public representations based in whole or in part on information supplied by the association or its MLS must clearly demonstrate the period of time over which such claims are based and must include the following, or substantially similar, notice:

Based on information from the MLSOK.com for the period (7/01/10) through (7/31/10), while information is deemed reliable it is not guaranteed.

MLSOK shall have no liability or responsibility for the truth or accuracy of any data or information contained in any advertising or other public representation made or sponsored by a Participant and/or by any of its affiliated Licensees, and each of such Participant and its affiliated Licensees hereby agrees to indemnify MLSOK.com and to hold the MLS harmless from and against any liability, damage, cost and expense arising from or out of any such advertising or other public representation.

FROM: Oklahoma City Metropolitan Association of REALTORS®

DATE: August 18, 2010

SUBJECT: Monthly Housing Statistics

Listed below are the monthly Oklahoma City Metropolitan housing statistics for the month of **July 2010** as compared to **June 2010** and **July 2009**.

These statistics are supplied by MLSOK Multiple Listing Service and should you have any questions, please contact Adam Taflinger at 405-840-1493.

	July-10	June-10	July-09
TOTAL CLOSED	1138	1565	1706
TOTAL \$ VOLUME	\$187,366,277	\$251,292,268	\$270,523,648
AVERAGE PRICE	\$164,645	\$160,570	\$158,572
MEDIAN PRICE	\$135,000	\$138,000	\$135,000
AVG. INT. RATE	4.96%	5.12%	5.51%
%SELLING PRICE TO LIST PRICE	96%	97%	96%
DAYS ON MARKET	81	75	80
NUMBER OF LISTINGS	9299	9004	8670

TOTAL CLOSED	1138
TOTAL \$ VOLUME	\$187,366,277
AVERAGE SELLING PRICE	\$164,645
% SELLING PRICE TO LIST PRICE	96%
MEDIAN PRICE	\$135,000
AVERAGE INTEREST RATE AT CLOSING	4.96%
AVERAGE DAYS ON MARKET	81
#OF ACTIVE LISTINGS AT MONTH END	9299
TOTAL UNDER CONTRACT	787
AVERAGE VALUE	\$168,322

RESIDENTIAL PROPERTY TYPES INCLUDE THE FOLLOWING:

Condos
Half Duplexes
Manufactured Homes
Patio Homes
Single Family Homes
Townhouses

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Month	Total Closed	Dollar Volume	Listings Processed
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January	709	\$198,089,259	1619
February	971	\$144,702,914	1867
March	1435	\$205,439,932	2890
April	1628	\$233,154,551	3661
May	1669	\$248,233,189	2351
June	1565	\$251,292,568	2448
July	1138	\$187,366,277	1925

Mixed-Use Commercial Properties

(3) Mixed-use development is an urban design technique of providing for multiple uses in a building, development and/or in the neighborhood. With respect to zoning and planning, this can mean some combination of residential, commercial, industrial, office, institutional, or other land uses which may create substantial returns, income streams and capital appreciation for the investor and preserve invested capital by minimizing capital exposure and risk. The parent organization for Sooner United Associates is engaged in developing such a project encompassing 480 acres.

Self-Storage Facilities

(4) Particularly in urban areas, self-storage facilities provide an important service to those in need of immediate storage space for personal property. The number of self-storage facilities remains relatively stable, and the Company believes that the industry is showing little growth in capacity with existing facilities already near capacity. For these reasons, the Company intends to consider potentially acquiring self-storage real estate assets as part of its investment strategy.

Sooner Realty may be described as a boutique real estate brokerage, investment and Management Company in that has developed a niche market in real estate sales transactions through creative or alternative seller financing by implementing Lease-Purchase and/or Lease with Option to Purchase instruments in particular. Note: Sooner Realty is owned by the O.A. Garr, Co., Inc. a major Oklahoma City builder/developer in business since 1949.

In today's uncertain economic climate, financing the sale or resale of a property is the most critical aspect of an informed investment decision.

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Eight basic reasons why a Lease-Purchase or Lease with Option to Purchase agreement is preferred as opposed to any other instruments such as an Installment Sale Contract or a Contract for Deed.

1. An Installment Sales Contract may be recorded; a Lease-Purchase Agreement is not.
2. In the event of default by the buyer, an Installment Sale Contract will require legal foreclosure proceedings; a Lease-Purchase Agreement is a simple eviction.
3. Until the purchase is exercised, the cost factor to a buyer and the seller in a home Lease-Purchase Agreement is nil. Excepting commissions, no closing costs are involved at inception of the Agreement.
4. The investor owns the property and retains all the rights and privileges of property ownership; depreciation and tax deductions etc.
5. With a significant down payment or option money, the buyer has a vested interest in the property and assumes an ownership mentality and will take care of the home as if it were his or her own...because it is.
6. Option money is not taxable until the option is exercised, expires, or is abandoned. Taxation of option consideration may be deferred under Section 1234 of the Code.
7. The IRS generally treats a contract for deed as a sale, which means the buyer has the tax benefits of ownership. Thus, the payments of interest that are made by the buyer in possession are deductible as "mortgage interest," even though the buyer does not have legal title to the property.
8. A contract for deed seller must report the transaction as an installment sale on form IRS Form 6252. Once sold, the seller cannot claim depreciation or any other tax benefits of the property. If the buyer defaults on the contract and the seller exercises his legal option to reclaim the property, the tax code treats the transaction as a foreclosure.

A Lease-Purchase Agreement is the quickest, easiest and least expensive way to buy, sell and invest in real estate. It replaces the typical adversarial relationship that usually exists between buyers and sellers with a win-win scenario of transferring real estate ownership.

The Landlord-Tenant relationship is atypical in that a Home Owners Warranty is purchased by the Tenant/Buyer, therefore, except for coverage by the Hazard insurance Policy, all maintenance, up-keep and any repairs to the property is delegated to the Tenant/Buyer.

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RISK FACTORS

You should carefully consider the following factors and the other information in this Memorandum before making an investment in the Securities offered hereby.

BUSINESS RISKS

Real Estate Investments Sooner Realty will invest a majority of its assets in the acquisition and management of real estate that may involve significant risk. There are several risks inherent in real estate investments, some of which are specifically referenced below.

Real Estate investments are not liquid and may be subject to the stresses of the economic climate and local market conditions. No assurance can be given as to when or whether adverse events may occur which could cause an investment to experience a significant and immediate loss in value to the Company. Such a loss would have a negative impact on the Company's business and financial condition and on the Company's ability to repay the Notes or the value of the Company's Membership Interests into which the Notes are convertible.

For the reasons stated below and in other sections of this Memorandum, the possibility of partial or total loss of capital will exist and investors should not subscribe unless they can readily bear the consequences of such loss.

The Company May Fail to Acquire any Project(s). Sooner Realty has not as of this date entered into any binding commitment(s) to acquire any particular project. The Company could fail to enter into a binding agreement to purchase any particular property if, among other reasons, the property is sold to another purchaser or is offered to the Company on terms and conditions that are not acceptable, or if the costs of acquiring the property unforeseeably rise or become too burdensome and the Company must back out of the transaction. In any such event, the Company would be required to seek other properties to acquire, and there is no guarantee that such properties will be available on favorable terms. A failure of the Company to invest in projects on acceptable terms would have a significant and undeterminable negative impact on net income projections of the Company, and consequently a negative impact on the Company's ability to repay the Notes and the share of net profits available for Members after conversion of the Notes.

Ability to Sell or Refinance. Any loan obtained by Sooner Realty to acquire any particular project must be repaid upon its maturity. Changes in general and local economic conditions, including a decrease in demand or an increase in the number or quality of competing properties in a specific project's market area, and changes in interest rates and the availability of permanent mortgage funds or other forms of financing, may render the sale or refinancing of a financed project difficult or unattractive. There can be no assurance that it will be possible for the Company to sell or refinance any such project on terms acceptable to the Company at any certain time. The Company's inability to

repay a loan secured by a project would result in a significant and undeterminable negative impact on such project's value to the Company, and consequently a negative impact on the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

The Resale of Single-Family or Multi-Family Homes. If Sooner Realty builds or purchases a single-family or multi-family home, it may be required to own that Project for a significant period of time before market conditions improve sufficiently to provide a profit on the resale of the property. While the Company owns and/or leases out the Portfolio Project, it will be required to pay loan costs, property taxes and insurance, and bear other costs and expenses of owning the property (including costs arising in connection with leasing the property). If the Company must cover such costs and expenses over a long period of time prior to resale, it could negatively impact the value of such property to the Company, particularly if income generated from leasing the property is insufficient to cover the Company's costs associated with the Property. Consequently, there could also be a negative impact on the Company's business and financial condition, and in turn, on the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Competition for Investments. Sooner Realty may face competition for attractive project opportunities that meet the Company's Investment Criteria (see "DESCRIPTION OF BUSINESS – Investment Criteria"). Many of the Company's competitors may be substantially larger and have greater financial resources than the Company. Competitors may offer better pricing or more flexible structuring for a particular property than the Company. The Company may lose project opportunities if it does not match or better its competitors' pricing, terms and structure. If the Company is forced to match or better its competitors' pricing, terms or structure, it may not be able to achieve acceptable returns on its project investments, may bear substantial risk of capital loss or may have less flexibility on the pricing, terms or structure that it can offer on subsequent potential projects. In addition, the costs of identifying, evaluating and negotiating potential projects, particularly in a competitive environment, can be high and may negatively impact the Company's returns, particularly if such costs are incurred and the related project is not acquired by the Company. Accordingly, there can be no assurance that the Company will be able to identify and complete projects in the future on satisfactory terms or that it will be able to fully invest its committed capital. There can be no assurance that the Company's inability to invest its capital on favorable terms will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Real Estate Brokers May Fail to Provide Listings of Potential Portfolio Projects. Sooner Realty expects to obtain all its listings of potential Portfolio Projects from its own real estate brokers and agents. These brokers and agents, will provide the Company with listing information and real estate advisory services are "at-will" independent contractors and may be terminated by the Company at any time, or may resign their positions with the Company at any time or otherwise become unwilling or unable to provide the listings

of potential Portfolio Projects. In such event, the Company plans to seek another source for obtaining listings for potential Portfolio Projects. There is no guarantee that the Company will find such a source and that any new source will have the same depth of contacts and experience as the current employees. There can be no assurance that any such loss of a key employee or contractor experienced by the Company will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Sooner Realty May Be Unable to Sufficiently Diversify the Investment Portfolio. The management intends to diversify the number and type of its investments. However, the Company may determine that investing in a small number of properties, or certain type of properties, is in its best interests and the interests of its note holders and shareholders. Accordingly, the investment portfolio may be subject to more rapid change in value than would be the case if the investment portfolio were more widely diversified among a greater number and/or types of properties, which in turn can have a negative impact on the Company's financial and business condition, ability to repay the Notes, and on the value of the Membership Interests into which the Notes are convertible.

Sooner Realty's Business Will Be Concentrated in Oklahoma, Where Adverse Local Conditions Could Negatively Impact the Company's Operations. Adverse changes in the economy of a single metropolitan area where an investment is located could have an adverse effect on the Company. Furthermore, the Company expects that most, if not all, of the Company's projects will be located within Oklahoma, thus increasing the Company's vulnerability to negative economic conditions and general downturns in the local economy. The Company's current operations will be concentrated in Central Oklahoma. As a result, the value of the Company's real estate will be dependent on the economic strength of this region and is more vulnerable to adverse changes in the local economy than those of larger, more diversified companies. There can be no assurance that deterioration of the Oklahoma real estate market, and the resulting losses experienced by the Company, will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Sooner Realty Will Leverage Investments as Appropriate. To enhance equity returns, the Company may leverage its investments when appropriate. This leverage will increase the exposure of such investments to adverse economic factors such as rising interest rates (especially with respect to debt instruments with adjustable interest rates) and economic downturns or deterioration in the condition of the particular project or its market. Any inability to repay such borrowings might enable a lender to take action against the Company's interest in a project. In the event a project is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of the Company's investment in such project could be significantly reduced or even eliminated. There can be no assurance that any such loss experienced by the Company will not have a material adverse effect upon the business or financial condition of the Company, which

could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Sooner Realty's Investments Will Generally Not Be Liquid Assets. The Company cannot assure that there will be a ready market for resale of Portfolio Projects because investments in real estate generally are not liquid. Illiquidity may result from the absence of an established market for the investments, as well as from legal or contractual restrictions on their resale by the Company. Additionally, the Company intends to acquire projects for which the number of potential purchasers, if any, are limited. At any certain time, the real estate market may not present favorable conditions for the sale of a particular project and there can be no assurance that it will be possible for the Company to sell or refinance any such project on terms acceptable to the Company at any certain time. As a result, the Company may be forced to hold a property for a longer time period than desirable. In such instances, the Company could experience a complete loss on an investment or incur higher transaction costs in selling an investment. There can be no assurance that any such loss or costs experienced by the Company will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Sooner Realty May Not Be Able to Insure Certain Risks. The Company may experience a complete loss on an investment or incur substantial costs if it experiences an uninsured loss or damage with respect to any Portfolio Projects. Certain types of losses, generally of a catastrophic nature (such as tornados, earthquakes and floods) may be uninsurable, on an economically feasible basis, or at all. Moreover, the Company may not be able to fully insure each Portfolio Project against catastrophic risks, resulting in insurance coverage that may not be sufficient to pay the full prevailing market value or prevailing replacement cost of a damaged/destroyed Portfolio Project. Inflation, changes in building codes and ordinances, environmental considerations, and other factors also might make it unfeasible to use insurance proceeds to replace a property after the property has been damaged or destroyed. The Company may proceed without insurance coverage for certain risks if it cannot secure an appropriate policy or if the Company believes that the cost of the policy is too high with respect to the risks to be insured. If an uninsured loss or a loss in excess of insured limits should occur, the Company could lose capital invested in a property, as well as any future revenue from the property. There can be no assurance that any such loss experienced by the Company will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Government Regulations. The ownership and operation of real property is subject to extensive governmental regulations. There can be no assurance that changes in applicable law will not require the Company to make substantial capital expenditures to comply with, for example, handicap access requirements, life/fire/safety requirements, or seismic retrofitting. The cost of such expenditures could negatively impact the Company's ability

to repay the Notes or the value of the Membership Interests into which the Notes are convertible.

Environmental Liability. As owners of real property, Sooner Realty will be subject to various federal and state environmental laws and regulations that could require the Company to make large expenditures for the purpose of remediating environmental hazards on such property and otherwise interfere with the Company's execution of its plans relating to such property. A current or previous owner or operator of real property may be required to investigate and clean up certain hazardous or toxic substance or petroleum product releases at the property, and may be held liable to a governmental entity or third parties for property damage and for investigation and clean up costs incurred by such parties in connection with contamination of the property. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs it incurs in connection with the contamination. The presence of contamination or the failure to remediate contamination may adversely affect the Company's ability to sell or lease real property or to borrow using the real property as collateral. Additionally, the Company or operator of a site may be liable to third parties for damages and injuries resulting from environmental contamination emanating from the site. There can be no assurance that a Portfolio Project will be in compliance with applicable environmental laws and regulations at the time of the purchase by the Company, or that the Company will not become subject to liabilities that arise in whole or in part out of any such laws or regulations. Moreover, there can be no assurance that any of such liabilities to which the Company may become subject will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Americans With Disabilities Act. Under the Americans with Disabilities act of 1990, as amended (the "ADA"), all public accommodations and commercial facilities are required to meet certain federal guidelines related to access and use by disabled persons. The Company may incur costs of compliance with the ADA in the future. Non-compliance could result in the imposition of fines or awards of damages. Additional legislation may impose further burdens or restrictions on owners with respect to access by disabled persons. Compliance with the ADA may in some circumstances result in unanticipated project cost overruns. There can be no assurance that any such costs experienced by the Company will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Risks of Counterparty Default. Due to the nature of some of the projects that Sooner Realty may undertake, such as in the case of a development of raw land or the acquisition of a mixed-use property, the Company must rely on the ability of several counterparties to perform their respective obligations. In the event that any such party fails to complete its obligations, for any reason, the Company may suffer a loss in relation to the default. Frequently, the cost of litigation with respect to any particular default will not be practical and/or litigation may be unlikely to result in a suitable remedy. Depending on

the significance of the default, a project may be irreparably damaged resulting in a loss of the Company's investment. There can be no assurance that any such loss or costs experienced by the Company will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Projections. Certain financial projections concerning the future performance of the Company and its projects have been delivered to potential Investors as a part of this Memorandum or will be delivered at the request of such potential investors following their reading of this Memorandum. These and all other financial projections, and any other statements previously provided to the potential Investors relating to the Company or its prospective business operations that are not historical facts, but are forward-looking statements that involve risks and uncertainties. Although such projections are based on the Company's current estimates and expectations, and currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain and are based upon assumptions that may prove to be materially incorrect. A variety of factors could cause business conditions and results to differ materially from what is contained in any such forward-looking statements.

COMPANY RISKS

Limited Operating History. Sooner Realty has commenced operations but has a limited operating history, performance and results. Information concerning the background and experience of the Management of the Company is included herein under "MANAGEMENT." No assurances are provided that the Company's investment strategy or its execution will be successful or that the investment objectives of the Company will be realized. Furthermore, there are no guarantees that any benefits or advantages to Investors suggested in this Memorandum will be available or accomplished, or that any historical successes of any entity or person identified herein will be repeated with respect to the Company or will confer any benefits on the Company or prospective Investors.

Uncertain Investment Strategy. Sooner Realty's investment strategy is in the process of being developed and implemented, will involve a high degree of legal and financial risk, and there can be no assurance that the Company's rate of return objectives will be realized or that there will be any return of capital. The Company intends its investment strategy to be as flexible and dynamic as possible in order to take advantage of real estate investment opportunities, whether previously planned for or recently identified, as they are identified. The Company's fundamental investment strategy is described in more detail under "PLAN OF OPERATIONS AND INVESTMENT STRATEGY" below, but the Company intends to fine-tune and revise its plan of operations and investment strategy over time as the Company's Management deems appropriate based upon current market conditions and identified opportunities. There can be no assurance that the Company will be able to devise a successful investment strategy, and its failure to do so will have a material adverse effect upon the business and financial condition of the

Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Reliance on the Senior Management. Sooner Realty will be dependant upon the activities of its Managing Members, officers, and other senior management described herein under "MANAGEMENT." The loss of any member of the senior management team may have a material adverse effect on the Company. The Company will not purchase "key man" insurance to cover damages resulting from the loss of any member of the management team.

Control by Managing Members. The business and affairs of the Company, including all decisions relating to the ownership, improvement, operation, sale or disposition of Portfolio Projects, are directed and made exclusively by the Managing Members to be implemented by the Company's officers, employees and other management-designated personnel. See "MANAGEMENT" below. Accordingly, the success of the Company is substantially dependent upon decisions made by its Managing Members.

You Will Be Relying Upon the Management of the Company to Select Properties. Sooner Realty had not selected any properties as of the date of this Memorandum. Although the Company will be identifying investment properties after you invest, you may not be provided with an opportunity to evaluate properties before they are purchased. Although the Company may make certain information available to you when a property is acquired, at the discretion of the Company's Managing Members, you must rely upon the ability of our managers to choose properties. The Company cannot assure you that the properties the Company will select will perform favorably. You will not have any rights to require that your Notes be repaid or that the Company purchase your Membership Interests if you do not like the properties our manager's purchase.

Discretion in Use of Proceeds. Sooner Realty presently intends to use the net proceeds of this Offering for the purpose set forth in the Section entitled "USE OF PROCEEDS." However, the Company's Managing Members has broad discretion to adjust the application and allocation of the net proceeds of this Offering in order to address different circumstances and opportunities. The Company may invest capital that is not already invested in real estate into short-term, liquid securities until such capital is needed for a Portfolio Project. You will not have any rights to direct how the Company uses the proceeds of this Offering, and you will not have any rights to require that your Notes be repaid or that the Company purchase your Membership Interests if you do not like how the Company allocates and uses the proceeds of this Offering.

Other Activities of the Management Team. Although the Company's management team and Managing Members (see "MANAGEMENT" below) are required to devote such time as may be reasonably required to further the business affairs and activities of the Company, they will not be precluded from engaging directly or indirectly in any other business or other activity, including but not limited to, exercising investment advisory or management responsibility and buying, selling, or otherwise dealing with real estate

investments and other types of investments for their own accounts, the accounts of other individuals and other business entities.

Conflicts of Interest. Sooner Realty and its affiliates will be subject to significant potential and actual conflicts of interest in managing the business and affairs of the Company. The Managing Members and officers of the Company are currently involved, and may be involved in the future, with other business ventures which may receive substantial fees in connection with Portfolio Project investments, including but not limited to brokerage fees, development fees, loan placement fees, acquisition fees, and disposition fees. Although the Company's Managing Members and officers intend to act fairly and in full compliance with their fiduciary obligations, there can be no assurance that the Company will not, as a result of the conflicts of interest described above, possibly enter into arrangements under terms less favorable than it could have obtained had it been dealing with unrelated persons. There can be no assurance that any such arrangements with unfavorable terms to the Company will not have a material adverse effect upon the business or financial condition of the Company, which could negatively impact the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

OFFERING AND SECURITIES RISKS

Best Efforts Offering; No Minimum Offering Amount. This Offering is not underwritten and is being made on a "best efforts" basis. No commitment currently exists to purchase all or any part of the Notes; rather, the Company's management will use their respective best efforts to offer and sell the Notes to qualified investors. We cannot assure that the Offering will be fully subscribed and there is no minimum amount of net proceeds that we must receive in order to use the net proceeds of the Offering for investment. To the extent that the Company does not receive capital commitments from investors in a suitable aggregate amount, the Company's investment strategies will be limited, potentially resulting in a negative result on the Company's profitability, the Company's ability to repay the Notes and the value of the Membership Interests into which the Notes are convertible.

Limited Transferability; Public Market. In connection with the sale of Notes and the related Membership Interests into which they are convertible, each Investor will be required to represent that it is acquiring the Notes for investment purposes only and not with a view to or for resale, distribution or fractionalization of the Notes. The Notes and the Membership Interests have not been registered under the Securities Act of 1933, as amended, and therefore are subject to the restrictions on their transfer. Moreover, the Company is under no obligation to register the Notes or the Membership and the Company does not anticipate conducting any such registration. The Company may or may not attempt to obtain listed status for the Membership Interests on a publicly traded exchange, bulletin board or quotation service, but there is no assurance that the Company will be successful at doing so. If the Company fails to obtain listed status, there will be no public market for the shares of Membership Interests

Securities Law Exemption. The Company is offering the Notes to prospective investors in reliance upon an exemption from the registration requirements of the Securities Act set forth in Section 4(2) of such Act and certain regulations based thereon. As a result, in order to be able to rely on such exemption, the Company will be obtaining from each prospective investor certain representations in connection with a subscription for Notes, including that it is acquiring such Notes for investment and not with a view to resale or distribution and that it is an "accredited investor," as defined in Regulation D of the Securities Act. Further, each investor must be prepared to bear the economic risk of the investment for an indefinite period, because these Notes can be resold only pursuant to an offering registered under the Securities Act or an exemption from such registration requirement. It is extremely unlikely that the Notes will ever be registered under the Securities Act and the Company has no obligation to register the Notes.

Limited Current Return. The return of capital and realization of gains, if any, will generally occur only upon the partial or complete disposition of a Portfolio Project. It is expected that projects will not be sold until a number of years after they are acquired. Although current returns from projects may vary based upon the extent of income-producing potential of a certain property, in most cases, prior to partial or complete disposition, there will be no or limited current returns from an investment.

Notes Purchased by Affiliates of the Company. Notes may be purchased by the affiliates of the Company, or by other persons who will receive fees or other compensation or gain dependent upon the success of this offering. Such purchases may be made at any time. Investors therefore should not expect that the sale of a certain amount of Notes indicates that such sales have been made to investors who have no financial or other interest in the offering, or who otherwise are exercising independent investment discretion. The sale of a certain minimum of Notes, while significant to the business operations of the Company, is not designed as a protection to investors, to indicate that their investment decision is shared by other unaffiliated investors. Because there may be substantial purchases by affiliates of the Company, or other persons who will receive fees or other compensation or gain dependent upon the success of the offering, no individual investor should place any reliance on the sale on a certain minimum as an indication of the merits of this offering. Each investor must make his own investment decision as to the merits of this offering.

Senior Debt is Secured, the Notes are Unsecured. Substantially all or all of our senior debt (see "DESCRIPTION OF THE OFFERING – Description of Securities – Notes" below for a definition of "senior debt") will be secured by the Company's assets and/or particular Portfolio Projects that are financed with senior debt. The Notes are unsecured. Accordingly, in the event of our bankruptcy or liquidation, senior debt holders may receive more than you as a holder of the Notes and we may not have enough assets remaining to pay the Notes

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Subordination to Other Indebtedness. Payments on the Notes will be subordinated to all of our existing and future senior debt. If we become insolvent or if we liquidate, or upon acceleration of any senior debt, holders of senior debt must be paid in full before holders of the Notes may be paid. In such event, we may not have enough assets remaining to pay the Notes. In addition, we may not be permitted to make payments on the Notes if a default exists on any senior debt.

The Notes may Be Prepaid at Any Time, but the Company Has No Obligation to Prepay. The Company has no obligation to prepay the amount owed you with respect to your Note. Additionally, the earliest that you will be able to seek repayment of your Note is thirty-six months after the Note is issued, and the Company may extend such term to forty-eight months at its discretion. As such, the Notes should only be considered for purchase as long-term investments.

Accrued Interest on Your Note Will Be Forfeited If Your Note is Not Presented to the Company for Conversion or Repayment Within One Year of Maturity. Interest on your Note will accrue on the unpaid principal balance of your Note and will be due and payable on the Maturity Date of the Note, unless sooner accelerated or converted in accordance with the terms of the Note. If you fail to present your Note to the Company for conversion or repayment, according to the instructions included in your Note, within one year from the Maturity Date of the Note, you will forfeit all accrued interest on your Note.

You Have Limited Opportunities to Convert your Notes into Membership Interests. You will only be able to convert your Note into Membership Interests upon the occurrence of one or more of the following events: upon the (i) maturity of your Note; (ii) occurrence of any event of default under your Note (please review “DESCRIPTION OF THE OFFERING – Description of Securities – Notes” below and for more information about the Events of Default under the Note); or (iii) listing of shares of the Membership Interests for public trading on any exchange, quotation system or bulletin board. There are no other events which will trigger your right to convert your Note and you should factor that into your criteria for determining whether an investment in the Notes is appropriate for you.

Senior Debt Holders and Note Holders Have Priority Over Membership Unit Holders in the Event of the Company’s Bankruptcy or Liquidation. In the event of our bankruptcy or liquidation, senior debt holders, and then the Note holders, will have priority to the Company’s assets prior to the Membership Unit holders receiving any assets upon liquidation. After repayment of all indebtedness, the Company may not have any assets to distribute to Membership Unit holders.

Dilution. The conversion price of the Membership Unit, which shall be determined by the Managing Members (see “DESCRIPTION OF THE OFFERING – Description of Securities – Notes” for more information on the determination of conversion price) may be substantially higher than the pro forma net tangible book value per share of the Company’s outstanding Membership Interests at the time of conversion. As a result, you

may incur immediate and substantial dilution in the per share net tangible book value of your Membership Interests when you convert. Additionally, if the Company issues additional Membership Units in the future, you may experience further dilution.

MANAGEMENT

The Company's Operating Agreement shall vest the Company's Managing Members with all power to manage and control the business and affairs of the Company.

MANAGEMENT OF THE BUSINESS. The name and place of residence of each Manager is included at the end of this Memorandum. By a vote of the Members holding a majority of the capital interests in the Company, as set forth and amended from time to time, shall elect as many Managers as the Members determine, but no fewer than one, with one Manager elected by the Members as Chief Executive Manager. The elected Manager(s) may either be a Member or Non-Member.

MEMBERS. The liability of the Members shall be limited as provided pursuant to applicable law. Members that are not Managers shall take no part whatever in the control, management, direction, or operation of the Company's affairs and shall have no power to bind the Company. The Managers may from time to time seek advice from the Members, but they need not accept such advice, and at all times the Managers shall have the exclusive right to control and manage the Company. No Member shall be an agent of any other Member of the Company solely by reason of being a Member.

POWERS OF MANAGERS. The Managers are authorized on the Company's behalf to make all decisions as to (a) the sale, lease, development or other disposition of the Company's assets; (b) the purchase or other acquisition of other assets of all kinds; (c) the management of all or any part of the Company's assets; (d) the borrowing of money and the granting of security interests in the Company's assets; (e) the pre-payment, refinancing or extension of any loan affecting the Company's assets; (f) the compromise or release of any of the Company's claims or debts; and, (g) the employment of persons, firms or corporations for the operation and management of the company's business. In the exercise of their management powers, the Managers are authorized to execute and deliver (a) all contracts, conveyances, assignments, leases, sub-leases, franchise agreements, licensing agreements, management contracts and maintenance contracts covering or affecting the Company's assets; (b) all checks, drafts and other orders for the payment of the Company's funds; (c) all promissory notes, loans, security agreements and other similar documents; and, (d) all other instruments of any other kind relating to the Company's affairs, whether like or unlike the foregoing.

CHIEF EXECUTIVE MANAGER. The Chief Executive Manager shall have primary responsibility for managing the operations of the Company and for effectuating the decisions of the other Managers.

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As of the date of this memorandum, the Managing Members of the Company are as follows:

O.A. Garr, III, Chief Executive Manager

Robert B. Reed, Manager

Leslie Earl Delp, Manager

O.A. Garr, III

O.A. is the CEO of the O.A. Garr Co., Inc. a major real estate developer and builder based in Oklahoma City (Yukon), Oklahoma. The Garr Co. has been in business since 1949 and O.A. has been the CEO since 1969. Most recently, he has been an integral part of a 480 acre multi-use development. He brings a world of knowledge in and residential and commercial real estate, sales, marketing and finance. Mr. Garr has been a licensed real estate broker since 1969 and is a graduate of Oklahoma City University with a degree in Business Management.

Robert B. Reed

Robert is the Vice President of the O.A. Garr Co., Inc. He has been a building inspector for the City of Edmond Oklahoma and has an extensive knowledge of the construction industry. He is a licensed insurance adjuster and he is also involved with the multi-use development project. Mr. Reed holds a current real estate sales license and is a graduate of Central State University with a degree in Construction Management.

Leslie Earl Delp

Earl is the Managing Broker for Sooner Realty. Although an Oklahoma native, he is a relatively recent (2005) transplant from Southern California where he owned a real estate brokerage company and a mortgage brokerage company brokering loans to Washington Mutual, Downey S&L, Countrywide and others. He has an extensive knowledge of credit and finance. He is currently working in and is very familiar with the local real estate market. Mr. Delp has been a licensed real estate broker since 1978 and is a graduate of Cameron University with a degree in Business Management and Marketing.

EXECUTIVE COMPENSATION

The Managing Members of the Company are to be compensated with a yearly salary of \$36,000 each, plus reasonable business and travel expenses.

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DESCRIPTION OF THE OFFERING DESCRIPTION OF THE SECURITIES NOTES

The Notes issued by the Company will have the following terms:

- **Aggregate Principal:** Up to \$30,000,000 aggregate principal amount, which may be increased to \$33,000,000 at the Company's option to accommodate over-subscriptions to this offering.
- **Minimum Principal of Each Note:** The minimum principal amount of each Note will be \$25,000, and may be increased thereafter in incremental principal amounts of \$5,000.
- **Self-Directed Individual Retirement Account ("IRA"):** Investors may use funds from an IRA account to purchase a Note. Generally, the IRA trustee will be the named Note holder and the investor will be the beneficiary who is entitled to make any decisions regarding conversion of the Note. This discussion of tax matters is not intended to be a complete analysis of the tax consequences of an investment in the Note through a self-directed IRA. This discussion does not deal with all the potential tax consequences of an investment in the Notes through a self-directed IRA and is not a substitute for careful tax planning, particularly since certain of the federal income tax consequences of an investment in the Notes through a self-directed IRA will vary from investor to investor, depending upon the investors own particular circumstances. **YOU SHOULD CONSULT YOUR OWN TAX ADVISOR AS TO THE PARTICULAR TAX CONSIDERATIONS ASSOCIATED WITH THE ACQUISITION, OWNERSHIP AND DISPOSITION OF THE NOTES, INCLUDING THE EFFECT AND APPLICABILITY OF STATE, LOCAL OR FOREIGN TAX LAWS.**
- **Interest Rate:** Each Note will accrue interest from the date of issuance at a rate of 6.5% *per annum* on the original principal amount of such Note.
- **Interest Payment Dates; Presentment and Forfeiture of Accrued Interest:** Interest shall accrue on the unpaid principal balance of the Note and shall be due and payable on the Maturity Date (as defined below), unless sooner accelerated or converted in accordance with the terms of the Note. ***If you fail to present your Note to the Company for conversion or repayment, according to the instructions included in your Note, within one year from the Maturity Date of the Note, you will forfeit all accrued interest on your Note.***
- **Maturity Date:** Thirty-six (36) months after the issuance of the Notes. The Company is entitled to extend the maturity date for an additional twelve (12) months by providing thirty days written notice to Note holders, and interest shall continue to accrue during such extension period. After thirty-six (36) (or forty-eight (48) if extended) months, the Notes may be repaid, extended or converted into Membership Interests at the Note holder's option. Final payment in full of the principal amount (and all accrued interest) of the Note shall be made by mail to the registered address of the Holder, or, if requested in

writing by the Holder, by wire transfer in accordance with the Holder's instructions, upon surrender of the Note to the Company for payment and cancellation.

- **Unsecured and Subordinated:** The Notes will be unsecured and subordinated to any "Senior Debt" which means: the principal of, premium, if any, and interest on (i) all indebtedness of the Company for monies borrowed from banks, trust companies, insurance companies, and other financial institutions, including commercial paper and accounts receivable sold or assigned by the Company to such institutions; (ii) all indebtedness of the Company for monies borrowed by the Company from other persons or entities (other than affiliates of the Company, as defined in Rule 405 under the Securities Act of 1933, as amended); (iii) obligations of the Company as lessee under leases of real or personal property; (iv) principal of, premium, if any, and interest on any indebtedness or obligations of others of the kinds described in (i), (ii) and (iii) above, assumed or guaranteed in any manner by the Company; and (v) deferrals, renewals, extensions, and refunding of any such indebtedness or obligations described in (i), (ii), (iii) and (iv) above.
- **Conversion Option:** The Note may be converted, at Holder's option, upon the occurrence of a Conversion Event (as defined below) into Membership Units of the Company (the "Membership Interests").

- **Conversion Events:** Each of the following events is a "Conversion Event": (a) Maturity of the Note, (b) the occurrence of any Event of Default under the Note, or (b) the listing of the Membership Units as publicly traded units on any public exchange; bulletin board or quotation system.

- **Conversion Rate:** Each Note will convert into that number of Membership Units equal to the sum of (i) the principal amount of such Note, and (ii) all accrued and unpaid interest on such Note as of the conversion date, divided by the price per Membership Unit. The "price per share" will be determined on the date of conversion and shall be an amount equal to seventy-five (75%) percent of the fair market value of one Unit as determined based upon reasonable assumptions made in good faith in accordance with generally accepted accounting principals by the Company's Managing Members.

- **Mechanics of Conversion.** The Company shall give the Holder written notice ("Notice of Convertibility") of the occurrence of any Conversion Event within thirty (30) days thereof. Upon receipt of a Notice of Convertibility, the Holder may elect to convert the Note in whole, but not in part, into Membership Units. Holder shall effect such conversion by providing the Company with a written notice of Holder's election together with the Note or an appropriate affidavit of loss. Upon the Company's receipt of such materials, the Company shall cancel the Note and shall issue to the Holder a certificate representing the number of Membership Units to be issued upon such conversion. Upon actual receipt by the Company of all of such documentation (or earlier upon written request by the Holder), the Company shall provide the Holder with a written copy of any and all agreements that the Holder will be required to execute in connection with the conversion. Conversion shall be deemed to take place on the date upon which the Company receives from the Holder such agreements executed by Holder. Holder shall have none of the rights attributable to the Membership Units issued pursuant to the

conversion unless and until Holder executes all such agreements and delivers such executed agreements to the Company.

MEMBERSHIP UNITS

Our authorized Membership Units consists of 100,000,000 Units. As of the date of this Memorandum, there are no Units outstanding and held of record by any Member.

Members have cumulative voting rights. Members do not have preemptive rights or other rights to subscribe for additional Units, and the Company's Membership Interests is not subject to conversion or redemption.

In the event of liquidation, the holders of Membership Units will share equally in any balance of corporate assets available for distribution to them (see "RISK FACTORS – Offering and Securities Risks"). Holders of the Membership Units are entitled to receive dividends when and as declared by the Company's Managing Members out of funds legally available.

The Company has not paid any dividends since its inception and has no intention to pay any dividends in the foreseeable future. Any future dividends would be subject to the discretion of the Company's Managing Members and would depend on, among other things, future earnings, the operating and financial condition of the Company, its capital requirements, and general business conditions.

USE OF PROCEEDS

Upon the closing of this Offering, the Company will apply gross proceeds from this Offering to pay for organizational costs incurred in connection with the Offering, which are not anticipated to exceed \$50,000. The Company anticipates that the net proceeds of this Offering will be approximately \$24,000,000, and will apply such amount toward investments. The Company intends to apply Twenty, (20%) Percent of the funds raised in this Offering (equal to, on a fully-funded basis, \$6,000,000), to a reserve account to pay for the Company's administrative expenses and costs, including office, legal, accounting, and other general overhead expenses. To the extent that these reserves and any income are insufficient to defray the Company's costs and other obligations, it may be necessary to sell properties, possibly on unfavorable terms. The Company may increase reserves to meet anticipated costs and expenses or other economic contingencies.

The Company may, from time-to-time use bank financing to finance a portion of the acquisition and development costs of each Portfolio Project. Besides purchasing the Portfolio Projects, the funds raised in this Offering will be used for repaying bank loans, overhead, accounting, remodel and construction expenses, ongoing legal/accounting, architects' fees, city, state and local fees and taxes, maintenance and other necessary expenses for the Company related to the purchase, remodeling, management and subsequent resale of the Portfolio Projects.

PLAN OF DISTRIBUTION

The Notes will be offered on a “best-efforts” basis by the management of the Company. The Company reserves the right to engage certain broker-dealers who are registered with the National Association of Securities Dealers, Inc. (“NASD”) to offer the Notes in the future. As of the date of this Memorandum, the Company has not entered into any selling agreements with registered broker-dealers. In the event the Company engages any broker-dealers, there may be selling commissions paid to broker-dealers and referral fees paid to finders (with respect to sales of Notes made by the Company to investors referred by them). In addition, the Company may indemnify participating broker-dealers with respect to disclosures made in this Memorandum. The Notes are being privately offered for sale by the Company to “accredited investors,” as defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended (See “INVESTOR SUITABILITY STANDARDS (WHO SHOULD INVEST?)”). Investors must deliver certain subscription documents and tender the purchase price for the Notes subscribed for on or before a Closing. Prior to acceptance by the Company of any subscription, any payment made by check will be deposited by the Company in an account in the name of International Acquisitions, Inc. Subscription funds which are accepted by the Company will be deposited directly into a segregated operating account for use by the Company as described in this Memorandum. The Company does not have a minimum capitalization requirement. No cash subscriptions will be accepted.

MEMBERSHIP INTERESTS

The following table sets forth information with respect to persons owning five percent (5%) or more of the Company’s equity securities, consisting of Membership Units of the Company, as of the date hereof:

NONE

A number of Membership Units will be sold to a limited number of investors in the early stage of development and operation. These Units will not exceed thirty percent of the shares authorized.

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CAPITALIZATION

The following table sets forth the actual capitalization of the Company at September 13, 2010, and as adjusted to reflect receipt of the offering proceeds from the issuance and sale of Notes in the aggregate principal amount of \$30,000,000.

	As of September 13, 2010	As Adjusted
Liabilities:		
Convertible Notes	\$0.00	\$0.00
Owners' Equity:		
Membership Units	\$0.00	\$0.00
100,000 authorized -0- issued and outstanding		
Total Capitalization	\$0.00	\$0.00

LEGAL MATTERS

The Company has retained _____ in connection with its legal formation and the preparation of this Memorandum. The Company has provided all information contained or referenced in this Memorandum relating to the Company, its plans, projections, prospects and management, including all references to third party sources of data and statistics. _____ has not passed upon the accuracy of any of such information and disclaims any liability with respect thereto.

HOW TO SUBSCRIBE AND ACCEPTANCE OF SUBSCRIPTION BY COMPANY

A prospective investor who meets the qualifications set forth above under "INVESTOR SUITABILITY STANDARDS (WHO SHOULD INVEST?)" may become a "Subscriber". All Subscribers must complete the Subscription Agreement attached to this Memorandum and follow the special instructions printed on the cover page thereof. Completed Subscription Agreements should be delivered as specified therein. Payment for subscriptions must be made at the time of subscription. The investor suitability requirements referred to above represent minimum requirements for Subscribers but do not necessarily mean that participation in this Offering constitutes a suitable investment or that a subscription will be accepted by the Company. All Subscription Agreements submitted by Subscribers will be carefully reviewed by the Company to determine the suitability of the Subscriber for this Offering. The Company may in its sole discretion refuse acceptance of any Subscriber. If any representation made by a potential Subscriber or other party acting on such person's behalf misleads the Company as to the financial or

other circumstances of a particular Subscriber, or if, because of any error or misunderstanding as to such circumstances, a copy of this Offering Memorandum is delivered to such Subscriber, the delivery of such copy of this Offering Memorandum shall not be deemed to be an offer and this Offering Memorandum must be returned to the Company immediately. The Company will make available to any prospective qualified investor, prior to the closing of any subscription, the opportunity to ask questions of and receive answers from the Company or persons acting on behalf of the Company concerning the terms and conditions of the offering and the business and operations of the Company, and to obtain any additional information to the extent the Company possesses such information.

For additional information, please contact the Company at:

Sooner United Associates, LLC.

10952 NW Expressway

Yukon, OK 73099

Telephone: 405-373-1435

Fax: 405-373-1484

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