



CONFIDENTIAL:

Private Placement Memorandum

June 17, 2016

OCEAN GROVE RESORT HOLDINGS, LLC



FOR THE EXCLUSIVE USE OF:

MEMORANDUM ID #:

Investing in Ocean Grove Resort Holdings, LLC involves a high degree of risk. Before investing you should review the entire Private Placement Memorandum including the "Risk Factors" highlighted on pages 7, 8, and 16-29.

Photograph is of Ocean Grove Resort, LLC Property.



About the Offering

Ocean Grove Resort Holdings, LLC

Ocean Grove Resort Holdings, LLC, a Delaware limited liability company (the “Company”), is offering units of membership interest (the “Units”) to *accredited investors only* at an offering price of \$19,657 per Unit (the “Offering Price”). A maximum of 945 Units (the “Maximum Offering”), which represents an approximate 99.47% ownership interest in the Company and an aggregate 94.5% ownership interest in Ocean Grove Resort, LLC, a Delaware limited liability company (the “Property Entity”), the owner of approximately 225.5 acres of unimproved real estate located in Horry County, South Carolina as further identified on the Survey and Map Description of Property, which is attached as Exhibit C (together with related development rights, the “Property”), are being offered (the “Offering”) pursuant to this Confidential Private Placement Memorandum (this “PPM”).

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these Units or passed upon the adequacy or accuracy of this PPM. Any representation to the contrary is a criminal offense.

Current Plans for the Property

Ocean Grove Management, LLC, the manager of the Company (the “Manager”), has investigated the following possible uses for the Property, the election of which will be made pursuant to the procedures outlined in the Limited Liability Company Agreement of the Company at some time after the closing of the Offering:

- (1) Develop the Property into as many as 1,660 multi-family residential units for sale to the public (the “**Development Option**”);
- (2) Donate a conservation easement on the Property (the “**Conservation Option**”); or
- (3) Defer action and continue to hold the Property for investment (the “**Deferral Option**”).



Who May Invest

An investment in the Units involves a high degree of risk and may be purchased only by persons of substantial financial means who have no need for liquidity in this investment. This investment will be sold only to investors (the "Investors") who (1) *are accredited investors*; (2) satisfy the other requirements and make the other representations set forth within this PPM; and (3) purchase a minimum of three Units, except that the Manager, in its sole discretion, may waive the minimum purchase requirement.

The offer and sale of the Units is being made in reliance on an exemption from the registration requirements of the Securities Act in accordance with Rule 506(b) of Regulation D promulgated thereunder. Accordingly, distribution of this PPM has been strictly limited to persons who are reasonably believed to be "accredited investors" within the meaning of Rule 501 of Regulation D.

In addition to being an accredited investor, in order to invest in this Offering, a prospective purchaser must satisfy the requirements and make the representations set forth within this PPM. The Manager reserves the right, in its sole discretion, to declare any prospective purchaser ineligible to purchase Units based on any information which may become known or available to the Manager concerning the suitability of such prospective purchaser, for any other reason, or for no reason. The Company also has the option, in its sole discretion, to reduce the number of Units each Investor purchases in the event the Offering is oversubscribed.

Offering Details

Maximum Offering Size: \$18,575,865

Property Location: 225.5 acres of unimproved real estate located in Horry County, South Carolina

Offering Structure: Regulation D Private Placement

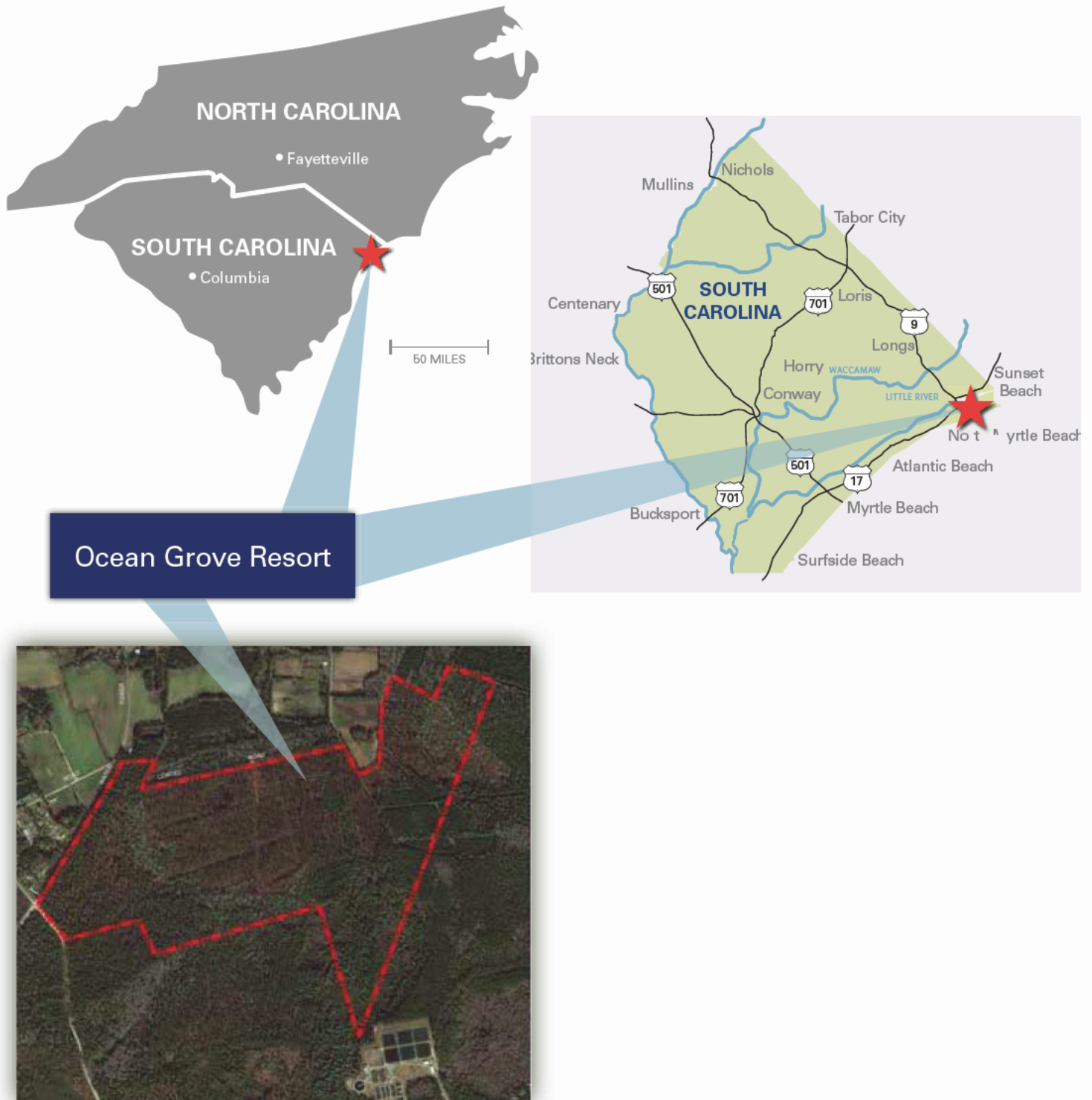
Unit Size: \$19,657

Minimum Investment: 3 Units

Maximum Units Available: 945 Units

Eligible Investors: Accredited Investors Only

Property Location & Maps



LEGEND:

-  Approximate Location of Property
-  Approximate Boundary of Property



Further description of the Property location beginning on page 49.