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Information Memorandum

79TH COMMERCIAL THREE LTD
MONTHLY, ANNUAL AND BIENNIAL RETURN



V2.2_08122023



Important Information

The content of this document has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. Reliance on this promotion for the purposes of engaging in any investment activity may expose an individual to significant risk of losing all of the property or other assets involved.

This document is exempt from the general restriction in section 21 of the Financial Services and Markets Act 2000 on the communication of invitations or inducements to engage in investment activity on the ground that it is made to 'investment professionals' within the meaning of Article 19 of the Financial Services and Markets Act (Financial Promotion) Order 2005 (FinProm); persons believed on reasonable grounds to be 'certified high net worth individuals' within the meaning of Article 48 FinProm; persons who are 'certified sophisticated investors' within the meaning of Article 50 FinProm; and persons who are 'self-certified sophisticated investors' within the meaning of Article 50A FinProm.

The attention of prospective Investors is drawn to the "RISK FACTORS" section of this document on pages 8 to 11.

If you are in any doubt about the contents of this document, you are strongly recommended to consult a person authorised under the Financial Services and Markets Act 2000 ("FSMA") to give advice in relation to investment in equity and debt securities issued by unquoted single companies. An investment in 79th Commercial Three Limited (the "Company"; the "Issuer") will not be suitable for all recipients of this Information Memorandum ("IM").

The purpose of this IM is to provide information to named individuals who have expressed an interest in the possibility of subscribing for 79th Commercial Three Limited Fixed Income Loan Notes ("Loan Notes") issued by the Company and, as such, provides details of a private offer to those individuals.

An Application Form to subscribe for Loan Notes will only be provided to persons:

- a. whom the directors of the Company believe to be either (i) certified as a 'high net worth investor', (ii) certified as a 'sophisticated investor', (iii) self-certified as a 'sophisticated investor', in each case in accordance with the Financial Conduct Authority's ("FCA") Conduct of Business Sourcebook (COBS), Chapter 4.7.
- b. who are advised by an FCA authorised adviser who has classified them as a professional client pursuant to COBS, Chapter 3.5, in respect of investments such as the Loan Notes; or
- c. who are pension fund trustees investing pension money where the beneficiary of the pension would otherwise be entitled to invest in accordance with the terms of this invitation (referred to herein as "Potentially Eligible Investors").

Any investment to which this document relates is available only to such persons and other classes of person noted above and any other person and other class of person should not rely on this document.

Potentially Eligible Investors should consider carefully whether an investment in Loan Notes is suitable for them in the light of their personal circumstances and the risk factors noted on pages 8 to 11. The Loan Notes are secured debt of the Issuer and they may not be a suitable investment for all recipients of this IM. Loan Notes are not transferable or negotiable on the capital markets and no application is to be made for Loan Notes to be admitted to listing or trading on any market. Investment in an unquoted security of this nature, being an illiquid investment, is speculative, involving a high degree of risk.

It will not be possible to sell or realise Loan Notes before they mature or to obtain reliable information about the risks to which they are exposed. There is no certainty or guarantee that the Issuer will be able to repay the Loan Notes.

This document is confidential and is being supplied solely for the information of the intended recipient and may not be used, disclosed, copied, reproduced, published, or further distributed to any other person in whole or in part, for any purpose.

Nothing in this document shall be construed as the giving of investment advice by the Company or any other person. If you are in any doubt as to whether to invest in the Loan Notes described herein, you should consult an independent financial adviser ("IFA") who is qualified to advise on investments of this nature.

This IM does not constitute a prospectus to which the Prospectus Rules of the Financial Conduct Authority apply. Therefore, this IM has not been approved by the Financial Conduct Authority or any other regulatory body. You should ensure that you have read and understood all of this IM before taking steps to apply for Loan Notes.

The distribution of this Information Memorandum in certain jurisdictions may be restricted by law and therefore persons

into whose possession this document comes should inform themselves about and observe any such restrictions. Any such distribution could result in a violation of the law of such jurisdictions.

The information in this document is provided on a confidential basis.

This Information Memorandum is dated 25th April 2023. Copyright 79th Commercial Three Limited. All rights reserved.

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Summary

The Company is seeking to raise £25,000,000.00 by issuing 79th Commercial Three Limited Loan Notes to fund all costs associated with the acquisition and development of a number of sites in the UK which will comprise the renovations of existing buildings.

Issuer

79th Commercial Three Limited

Instrument

Series A 79th Commercial Three Fixed Income Loan Note 2024

Monthly Interest

12% per annum

Minimum Investment

£25,000.00 (with tranches of £1,000.00 thereafter)

Maximum Investment

£6,000,000.00

Instrument

Series B 79th Commercial Three Fixed Income Loan Note 2024

Biannual Interest

15% per annum payable biannually

Minimum Investment

£25,000.00 (with tranches of £1,000.00 thereafter)

Maximum Investment

£6,000,000.00

Maximum Investment

£6,000,000.00 for Series A and B in aggregate

Instrument

Series C 79th Commercial Three Fixed Income Loan Note 2024

Monthly Interest

15% per annum

Minimum Investment

£100,000.00 (with tranches of £1,000.00 thereafter)

Maximum Investment

£25,000,000.00

Instrument

Series D 79th Commercial Three Fixed Income Loan Note 2024

Annual Interest

17% per annum payable annually

Minimum Investment

£100,000.00 (with tranches of £1,000.00 thereafter)

Maximum Investment

£25,000,000.00

Maximum Investment

£25,000,000.00 for Series A to D in aggregate. If Series A and B are fully subscribed, Series C and D would be limited to £19,000,000.00.

Security

Debenture over the Company and its assets

Ranking

All Loan Notes should rank pari passu, equally and rateably without discrimination or preference alongside all secured creditors of the Company.

Term

12 months

Launch Date

25th April 2023

Closing Date

31 January 2024

Security Trustee

T & T Management Services Limited

Transferable

Ownership of the Loan Notes cannot be transferred to another party

Early Redemption by Investors

Investors cannot redeem the Loan Notes before maturity

Early Repayment by the Company

The Company can repay the Loan Notes before their maturity, interest payable to date of early repayment

Yearly, Annually or 12 Months

The Company uses 364 days as the maximum period for a yearly note maturity.

Proposed Terms of the Offer

The Offer

The Company is offering four twelve-month fixed rate Loan Note to Investors, detailed below. The aggregate total for the Series A to D Loan Notes is £25,000,000.00.

Series A: 12 Month 12% per annum Fixed Income Loan Note

Coupon: 1% per month

Coupon Payment: Monthly

The Loan Note will be a twelve month term and interest will be paid monthly in arrears. Before the maturity dates of the Loan Notes which they hold, Loan Note holders will be given the opportunity to reinvest their capital in new Loan Notes, if available at that time.

This option is available to all subscriptions over £25,000.00.

The Company reserves the right to issue Loan Notes at a discount and/or to pay an enhanced interest rate and/or to redeem Loan Notes at more than their nominal value upon maturity.

Example

The example below illustrates the interest and capital payments on maturity of the Fixed Rate 12 month Loan Note:

Investment (£)	Return (£) (1% Per Month)
£25,000.00	£28,000.00

Series B: 12 Month 15% per annum Fixed Income Loan Note

Coupon: 15% per annum
Coupon Payment: Biannually

The Loan Note will be a twelve month term and interest will be paid biannually in arrears. Before the maturity dates of the Loan Notes which they hold, Loan Note holders will be given the opportunity to reinvest their capital in new Loan Notes, if available at that time.

This option is available to all subscriptions over £25,000.00.

The Company reserves the right to issue Loan Notes at a discount and/or to pay an enhanced interest rate and/or to redeem Loan Notes at more than their nominal value upon maturity.

Example

The example below illustrates the interest and capital payments on maturity of the Fixed Rate 12 month Loan Note:

Investment (£)	Return (£) (15% Per Annum Payable Biannually)
£25,000.00	£28,750.00

Series C: 12 Month 15% per annum Fixed Income Loan Note

Coupon: 15% per annum payable monthly
Coupon Payment: Monthly

The Loan Note will be a twelve month term and interest will be paid monthly in arrears. Before the maturity dates of the Loan Notes which they hold, Loan Note holders will be given the opportunity to reinvest their capital in new Loan Notes, if available at that time.

This option is available to all subscriptions over £100,000.00.

The Company reserves the right to issue Loan Notes at a discount and/or to pay an enhanced interest rate and/or to redeem Loan Notes at more than their nominal value upon maturity.

Example

The example below illustrates the interest and capital payments on maturity of the Fixed Rate 12 month Loan Note:

Investment (£)	Return (£) (1.25% Per Month)
£100,000.00	£115,000.00

Series D: 12 Month 17% per annum Fixed Income Loan Note

Coupon: 17% per annum
Coupon Payment: Annually

The Loan Note will be a twelve month term and interest will be paid annually in arrears. Before the maturity dates of the Loan Notes which they hold, Loan Note holders will be given the opportunity to reinvest their capital in new Loan Notes, if available at that time.

This option is available to all subscriptions over £100,000.00.

The Company reserves the right to issue Loan Notes at a discount and/or to pay an enhanced interest rate and/or to redeem Loan Notes at more than their nominal value upon maturity.

Example

The example below illustrates the interest and capital payments on maturity of the Fixed Rate 12 month Loan Note:

Investment (£)	Return (£) (17% Per Annum Payable Annually)
£100,000.00	£117,000.00



Important Information

Please note that such financial forecasts are not a reliable indicator of future results.

Conditions of The Offer

The Offer will subject to the following conditions being satisfied on or before the Closing Date:

- The Minimum Subscription of £100,000.00.

If the minimum subscription amount has not been satisfied by the Closing Date the Offer will lapse, and applicants will be refunded their subscription monies in full, without any interest.

The Company may repay the Loan Notes at any time by repaying to Investors their capital and the interest which they have earned to the date of repayment.

The Market and the Company

Background

The Company incorporated in January 2023, and was developed by the Directors of 79th Luxury Living Ltd which was established in May 2017, to identify and deliver residential and commercial schemes predominately in the North of England.

The team has a wealth of development and property management experience spanning 30 years. Having built a significant network of sourcing avenues over that time, this has resulted in a future pipeline of circa £25m worth of development with regular opportunities being presented to the Board of Directors.

Strategy

The Directors of the Company are very experienced in obtaining significant discounts on property sales by capitalising on distressed and quick turnaround sales and have a proven track record with numerous relationships such as Estate Agents, Law of Property Act Receivers, Accountants, Law Firms and a network of blue chip housebuilders that seek to reduce stock levels. The Company thrives during periods of economic uncertainty, such as the recent pandemic, and the Company conduct significant due diligence on each opportunity prior to commitment.

The purchase strategy is to acquire buildings that they have the opportunity to significantly improve the value, but at the very least with an immediate uplift in equity value with solvent ownership.

The purpose is for short term stockholding and quick realisation of profit. The properties that are acquired have to meet at least one of the following criteria, but most will fit several:

- Opportunity to add value by way of redeveloping on the site by extension or rebuilding. This is likely to be by way of obtaining planning permission for future development and the property is then resold with equity uplift and the benefit of planning permission;
- Low level refurbishment and resold with solvent equity uplift;
- Opportunity to develop or improve new or existing revenue streams, e.g. improve leases currently in place or create new rental streams.

The Company is of the opinion that there is sufficient uncertainty in the market as a result of current economic and political conditions for the Company to capitalise on.

The Company is expecting to exchange contracts on a number of developments in the UK which have scope for the renovation and sale in areas of high demand.

These attractive developments have garnered local interest and support, and will be managed by an experienced commercial and contractual team with expertise in this type of development.

Use of Proceeds

Proceeds raised from the issue of Loan Notes will be used to fund the costs associated with the acquisition of multiple sites, including renovation costs.

Marketing & Professional Fees

The Company will engage professional advisory firms along with marketing and wealth management companies to undertake the marketing and advertising of the Loan Notes. Commissions for these services are variable and will be payable from the proceeds raised from the issue of the Loan Notes. A maximum of 20% of the proceeds raised from the Loan Note issue will be used for marketing purposes.

Company Structure

The issued share capital of 79th Commercial Three Limited is 100 Ordinary Share of £1.00 each, of which is fully paid up to the sum of £100.00. The issued shares are held by The 79TH GRP Limited the ultimate beneficial owners are Jake Webster, David Webster and Curtis Webster.

Security

The investment is secured by way of a debenture over the Company.

In addition, the Directors are of the opinion that, having made due and careful consideration, the working capital available to the Company will be sufficient for its requirements that is for at least the next 12 months from the date of this Information Memorandum.

Security Trustee

The Security Trustee shall not be responsible, nor shall face any liability, for any loss incurred by the Loan Note holders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Loan Note holders when due. The Security Trustee cannot guarantee return of any monies in the event of default. **Note also that the Security Trustee has no role in the day to day management of the Company.**

The Security Trustee shall not accept any responsibility for, or be liable for, the adequacy, accuracy or completeness of any information (whether relating to the financial condition or tax status of the Company or otherwise) supplied by the Company and contained in this document. The Security Trustee shall have no obligation to, and does not undertake to, make any investigations into the financial condition of the Company at any time at which any of the Loan Notes are outstanding.

The Security Trustee shall have no duty to advise any Loan Note holder of any information (whether financial or otherwise) relating to the Company which may come to its attention at any time at which any of the Loan Notes are outstanding.

The Security Trustee is reliant upon the Company for providing it with information in respect of the Holders and the Register of Holders as per the terms of the Security Trustee Agreement. Should the Company fail to correctly advise the Security Trustee of the Holders' details, including updated details, then the Security Trustee may not have the correct Register of Holders. **The Security Trustee will not enter into correspondence with individual Loan Note holders at any time.**

Risk Factors

The risks described below are those risks that the Directors of the Company consider at the date of this document to be material to a decision as to whether to make an investment in the Loan Notes but are not the only risks relating to the Company or the Loan Notes.

If any of the following risks, as well as other risks and uncertainties that are not herein identified or that the Company does not consider to be material at the date of this document, were to occur, then these could have a material adverse effect on the Company's ability to fulfil their obligations to pay interest, principal or other amounts in connection with the Loan Notes

Potential Investors are strongly advised to consult their stockbroker, bank, solicitor, accountant or other financial adviser who is authorised under FSMA to advise on investments of this sort if they are in any doubt.

Risk to Capital

Invested capital is at risk and you may not get back what you invest.

The Company, like all businesses, is vulnerable to financial difficulties and investing in unlisted Loan Notes involves significant risk of default and loss of capital.

Investment in Loan Notes of this nature is speculative and involves a higher degree of risk than other types of investment. Investments of this type are not suitable for all investors.

Non-Transferable and Illiquid Investment

The Loan Notes are not transferable or negotiable on the capital markets and no application will be made for the Loan Notes to be admitted for listing or trading on any market. It will not be possible to sell or realise the Loan Notes until they are repaid by the Issuer so please ensure you are fully aware of the risks involved and that you will not be able to cash in or sell your Loan Notes before their maturity date. Prospective Investors should not submit an Application Form unless they are prepared to hold the Loan Notes for their full term. In the event of the death of a Loan Note holder or in other exceptional personal circumstances, individual Loan Note holders may be repaid early. However, any such early repayment is at the Company's discretion and subject to there being sufficient cash available at that time.

Financial Services Compensation Scheme and Regulation

Notwithstanding the involvement of one or more FCA authorised person in this Offer, please note that **this is an unregulated product**.

The compensation entitlements under the Financial Services Compensation Scheme (FSCS) **do not apply to this investment**. In the event of the Company being unable to pay either the capital or interest payments, the protections afforded by the Financial Services and Markets Act 2000 including recourse to the Financial Ombudsman Service and access to the FSCS will not apply.

Security No Guarantee of Repayment

Even though the Loan Notes are secured by way of a debenture over the Company's assets, meaning Loan Note holders rank ahead of unsecured creditors in a default situation, the Company assets have not been valued and the presence of this security does not guarantee that investors in the Loan Notes will be repaid at maturity or receive their interest payments in full. The Notes rank below employees, administrators but ahead of unsecured creditors. The Company also has the right to enter other debt arrangements, issue further Loan Notes and to grant other security over its assets provided it ranks equal to or behind the security in favour of Loan Note holders. This means that the Company's available assets may be spread around a larger group of secured creditors in a default or insolvency situation resulting in less being available to satisfy the claims of Note holders.

Fixed Interest Rate and Inflation

The Loan Note attract a fixed rate of interest and as such will not benefit from any subsequent increases in market interest rates. Accordingly, you should note that a rise in interest rates may adversely affect the relative returns that the Loan Notes offer. Further, inflation may reduce the real value of the returns over time.

No Right to Participate in Management or Profits Beyond Fixed Return

Loan Notes are a very different kind of investment to equity shares and Investors do not own a stake or have any right to participate in management of the Company. As such Loan Note holders will not be in a position to object to particular strategies or decisions of the Company's directors.

Security Trustee

Whilst the security in favour of Loan Note holders is held on their behalf by a Security Trustee, the Security Trustee shall not be responsible, nor shall face any liability, for any loss incurred by the Loan Note holders relating to a failure of the Company to make payments (whether of interest or of the principal amount) to the Loan Note holders when due. The Security Trustee will not have any ability or responsibility to protect any monies in the accounts of the Company which may have been set aside for payment of interest or the principal amount in respect of the Loan Notes. The Security Trustee cannot guarantee return of any monies in the event of default. **The Security Trustee has no role in the day to day management of the Company and its personnel are not experts in the Company's business.** Accordingly, in the event that the security is enforced, there can be no guarantee that it will be possible to realise the assets for the same value as stated in the IM (or realise them at all in some cases).

Cancellation Rights

Investors will have seven (7) working days from the date they sign the application form to cancel an application to subscribe for Loan Notes. Investors should review the term and conditions of application carefully and seek professional advice from financial intermediaries authorised under FSMA to advise on investments of this type.

Risks Relating to the Company

Investments in this type of Company carry particular risks over and above the general risk of unquoted debt investment described above. Investors are reminded that there is no guarantee that the Company's strategy or trading activities will be successful and that their investment is consequently at risk.

Performance Risk

The Company may not perform as well as expected and may even fail completely. Investors are reminded that any financial forecasts included in this document are hypothetical projections only. Projected results have many inherent limitations and there are frequently sharp differences between such projections and the actual results subsequently achieved. The Company cannot make any representation or warranty as to what the actual results will be and has provided its projections by way of illustration only.

Personnel

The Company's performance is dependent on the continued services and performance of members of its board, management team, operational employees and professional advisers. If the Company does not succeed in retaining skilled personnel, fails to maintain the skills of its personnel or is unable to continue to attract and retain all personnel necessary for the development and operation of its business, it may not be able to grow its business as anticipated or meet its financial objectives including the servicing, and ultimately the redemption, of the Loan Notes.

Regulatory Risk

Changes to existing laws or regulations or the creation of new laws or regulations may have an adverse effect on the Company's business and could result in the Company failing to generate sufficient returns to service the Loan Notes or redeem them in full (or at all).

Operational Risk

Operational factors may disrupt the Company's activities and result in increased internal costs, project delays, aborted projects and/or project cost increases. These risks may be related to and not limited to:

- The capacity of the staff and systems to develop sites and subsequently sell them.
- The ability to source land acquisition opportunities and generate value.
- The ability to retain key members of the Management Team (see 'Personnel' below).
- Failure to satisfy contract conditions, budget cost overruns and losses.

If one or more of these risks were to occur, the Company may not generate sufficient returns to service the Loan Notes or redeem them in full (or at all).

Property Market Risks

Fluctuations in the property market could affect the value of property purchased through bridging finance and joint venture agreements. Any negative fluctuations in the property market could affect the performance of the Company and its ability to repay Loan Note holders.

Other Risks and Considerations

Diversified Portfolio

Investors are reminded to maintain a balanced portfolio. Diversification by spreading your money across different types of investments should reduce your overall risk. Investors should only invest a small proportion of their available investment funds via this Offer (and others like it) due to the high risks involved.

Taxation Risks

The statements in this document regarding taxation only represent the Company's understanding of the current law and practice as regards the taxation of the Loan Notes. Nothing in this document should be considered tax or legal advice and prospective Investors are recommended to seek their own independent advice before investing. The tax legislation referred to herein may change in the future and such changes may have retrospective effect. Investors are reminded that any future legislation regarding taxation could also have an adverse effect on the Company's profitability.

Individual tax circumstances may differ from Investor to Investor and persons wanting to invest are advised to seek specific tax advice based on their personal circumstances.

Forward Looking Statements

Certain information contained in this document constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "assumed," "example," "illustrative," "may," "will," "should," "expect," "intend," "anticipate," "project," "estimate," "plan," "seek," "continue," "target," or "believe," or the negatives thereof or other variations thereof or comparable terminology, and include projected or targeted minimum returns to be made by the Company. Such forward looking statements are inherently subject to material, economic, market and other risks and uncertainties, including the risk factors set out in the 'Summary' and 'Risk Factors' sections of this document and, accordingly, actual events or results or the actual performance of the Company may differ materially from those reflected or contemplated in such forward-looking statements.

In addition, Investors should not place undue reliance on "forward-looking statements," which speak only as of the date of this Information Memorandum.

Tax

Investors are advised to take their own tax advice on the tax consequences of acquiring, holding and disposing of the Loan Notes.

It is possible that legislation may change in the future or may be introduced with retrospective effect.

Individual tax circumstances may differ from Investor to Investor and persons wanting to invest are advised to seek specific tax advice based on their personal circumstances.

How to Apply

You may apply to invest in 79th Commercial Three Limited Loan Notes from 25th April 2023.

The process for investing in the Loan Note is as follows:

1. Read the full text of this Information Memorandum.
2. If you are in any doubt about the action you should take, or the contents of this document then consult a professional adviser authorised under FSMA, who specialises in advising in Loan Notes and other securities.
3. Once you have decided to proceed, you should request an Application Form.
4. Make yourself familiar with the Terms and Conditions.
5. Submit your Application and AML (Anti-Money Laundering) documentation.
6. Submit payment by BACS to T & T Management Services Limited* as per the instructions you will receive from 79th Commercial Three Limited.
7. Once an application is accepted, an Investor will receive an email confirmation and the investment will be recorded with the Registrar. Investors will receive a certificate registering their ownership of the Loan Note to be dispatched no later than 10 business days following subscription. This will also be noted on the certificate register.

General Information

Statutory Information

The Company was incorporated as a limited company on 31 January 2023 with the name 79th Commercial Three Limited and with registered number 14628949. The principal legislation under which the Company operates is the Companies Act 2006. The liability of members of the Company is limited.

Registered Address: Brook House, Southport Business Park, Wight Moss Way, Southport, Merseyside, PR8 4HQ

Directors & Company Advisers

Directors: Jake Webster, Curtis Webster, David Webster

Security Trustee: T & T Management Services Limited

Articles of Association

The current Articles are the standard articles adopted on incorporation, a copy of which can be viewed online at the Companies House website or will be provided on request.

Interests of Directors & People with Significant Control

The interests of each Director and those of any person connected with them within the meaning of section 252 of the Companies Act 2006 ("Connected Person"), all of which are beneficial (except as noted below), in the share capital of the parent company and the existence of which is known or could with reasonable diligence be ascertained by the Directors at the date of this document.

79th Commercial Three Limited - Companies with Significant Control

Name	Share Count	Share Type	Nominal Value	% of Total Share Count
The 79th GRP Limited	100	Ordinary	£100.00	100%

The 79th GRP Limited - People with Significant Control

Name	Share Count	Share Type	Nominal Value	% of Total Share Count
Jake Webster	1	Ordinary	£1.00	33.33%
David Webster	1	Ordinary	£1.00	33.33%
Curtis Webster	1	Ordinary	£1.00	33.33%

Other Information

The Company's accounts will be prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom. The accounts will be drawn up on a going concern basis.

The accounting reference date of the Company is 31st December 2023, unless amended by the Issuer at a future date. To date no financial statements have been filed with the Registrar of Companies.

Documents Available for Inspection

Copies of the following documents may be inspected at the registered offices of the Company during usual business hours on any weekday (weekends and public holidays excepted), or can be emailed on request:

- i. The Articles
- ii. The Company Registers
- iii. Trustee Agreement
- iv. Debenture documents



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April 2023

