



Our Katahdin Investments

Property Fund

Katahdin Corridor Revitalization Notes

Offering Memorandum

THIS OFFERING IS OPEN TO RESIDENTS OF MAINE, NEW HAMPSHIRE, VERMONT, MASSACHUSETTS, CONNECTICUT, RHODE ISLAND, NEW JERSEY, VIRGINIA, AND FLORIDA ONLY.

This Offering Memorandum is dated March 3, 2016.

Table of Contents

NOTICES	4
Brief Description of Offering	7
About Our Katahdin Investments	7
About Our Katahdin	8
Collaboration	11
Our Katahdin’s Mission	11
Our Katahdin Investments Mission	11
Objective of Our Katahdin Investments Property Fund	11
Use of Offering Proceeds	12
Direct Investments	15
Lending	18
Due Diligence	19
Loan Loss Reserve Considerations	19
Loan Monitoring	19
Co-investing	20
Leveraging Additional Financing	20
Management	21
Management Compensation	23
Related Party Transactions	23
Litigation and Legal Matters	24
Financial Matters	24
Investor Suitability Requirements	24
No Revocation	25
How to purchase Notes	25
Plan of Distribution	26
Description of the Notes	26
No Voting or Conversion Rights	26
Restrictions on Transferability	26
No Revocation	27
Term	27
Interest	27
Early Redemption	28
Risk Factors	28
Tax Aspects	32

Restrictions	32
Other Information Is Not Authorized	32
Withdrawal, Cancellation or Modification	32
No Warranty of Projections or Assumptions	33
Forward-Looking Statements	33
Appendix A - Investment Note.....	35
Appendix B - Investment Agreement	37
Investment Agreement.....	37
I: About You	37
II: Your Investment.....	38
III: Certification and Signatures.....	38
For use by Our Katahdin Investments:.....	39
Appendix C – Our Katahdin Investments Budget.....	40

NOTICES

This Offering Memorandum contains forward-looking statements that involve risks and uncertainties. We use words such as “anticipates,” “believes,” “plans,” “expects,” “future,” “intends,” and similar expressions to identify such forward-looking statements. You should not place undue reliance on these forward-looking statements. The Fund’s actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including but not limited to the risks described under the heading “Investment Risk Factors” and elsewhere in this Offering Memorandum.

The Notes may be sold in, and Investment Applications may be honored from residents of, the following states: Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New Jersey, Virginia, and Florida. The Notes may not be sold in, and Investment Applications will not be honored from, any other state.

Purchase of a Note is not a donation to the Fund and is not tax deductible. Interest paid on a Note is taxable. Please consult your tax advisor for information specific to your circumstances (see “Tax Aspects,” beginning on page 32).

You should not rely on this Offering Memorandum for investment, legal, accounting, or tax advice. You should consult your own professional advisors before investing in the Notes.

Investment in the Notes is subject to certain risks, and you should not invest in the Notes if you cannot afford to lose the principal amount or if you need liquidity (see “Risk Factors,” beginning on page 28).

The Fund will not pay any direct or indirect underwriting, sales, fees, or commissions. Therefore, with the exception of operational expenses, all of the proceeds of this offering will be available to support the Fund’s mission.

It is anticipated that investors in the Notes will be persons and organizations who wish to align their investments with their values of environmental sustainability and social responsibility.

To invest in the Fund, please complete the attached Investment Agreement or contact:

Our Katahdin Investments
111 Canyon Drive
Millinocket, ME 04462
Attention: Michael Faloon

This Offering Memorandum is dated March 3, 2015.

No one has been authorized to give any information or to make any representations in connection with this offering other than those contained in this Offering Memorandum. You should not rely on any information or representation that is inconsistent with this Offering Memorandum.

The United States Securities and Exchange Commission (SEC) has not reviewed this Offering Memorandum, and the offer and sale of these Notes has not been registered with the SEC, in reliance upon the exemption from registration for charitable organizations contained in Section 3(a)(4) of the federal Securities Act of 1933. Neither the Securities and Exchange Commission nor any state securities regulator has approved, disapproved or endorsed these securities, nor determined if this Offering Memorandum is truthful or complete. Any representation to the contrary is a criminal offense.

The Notes have not been registered with the securities departments of any states, in reliance on laws exempting from registration securities of certain religious, charitable and educational organizations. Additionally, no securities department of any state has passed upon the merits of the securities hereby offered or recommended or given approval to the securities or the accuracy of this Offering Memorandum.

The Notes are not savings or deposit accounts or other obligations of a bank and are not insured by the Federal Deposit Insurance Corporation (FDIC), any state bank insurance fund or any other governmental agency. The payment of principal and interest to an investor in the Notes is dependent upon the Fund's financial condition. Any prospective investor is entitled to review the Fund's financial statements, which will be furnished at any time during business hours upon request. The Notes are obligations of Our Katahdin and are not obligations of, nor guaranteed by, any other person or organization.

NEW HAMPSHIRE RESIDENTS. In making an investment decision, investors must rely on their own examination of the Fund and the terms of the offering, including the merits

and risks involved. These securities have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offense.

OFFERING MEMORANDUM

Brief Description of Offering

Our Katahdin Capital d/b/a Our Katahdin Investments (“we” or “us”) is proud to offer \$10,000,000 in Katahdin Corridor Revitalization Notes (“Notes” or “Bonds”), to be invested in local real estate in the Katahdin region of Maine. Each Note will be a capital appreciation note that pays interest at 4%, 5%, or 6%, depending on maturity, with principal and interest payable at the maturity of the note. The notes will have maturities and will pay interest rates as follows:

<u>Maturity</u>	<u>Interest Rate</u>
5 years	3.72%
10 years	4.81%
15 years	6.01%

The choice of the note term to maturity is at the investor’s sole discretion. **The minimum investment is \$100, and the maximum investment is \$1,000,000. The offering is open to accredited and non-accredited investors.** However, the investment may not exceed 10% of the investor’s liquid net worth (excluding value of home, home furnishings, and automobiles).

The Notes are being offered on a “best efforts, no minimum” basis, without escrow or refund provisions, and no selling agent has been engaged to assist with the Offering. The offering is made primarily to Maine residents, though investments will also be accepted from investors residing in New Hampshire, Vermont, Massachusetts, Connecticut, and Rhode Island, provided that this offering complies with State and Local securities regulations in those states.

About Our Katahdin Investments

Our Katahdin Investments is an all-volunteer nonprofit organization that supports Our Katahdin to promote the economic revitalization of the Katahdin region of mid-central Maine by revitalizing the downtown areas, providing support for micro and small businesses, facilitating microfinance services and by addressing issues in the enabling environment to allow the region’s economy to diversify and thrive.

Founded in 2015, Our Katahdin Investments was formed to support the charitable mission of Our Katahdin and is effectively controlled by Our Katahdin; it is classified as a supporting organization under the Internal Revenue Code.

About Our Katahdin

Our Katahdin is an all-volunteer nonprofit organization working to promote community and economic development in the Katahdin region. The core of Our Katahdin is a website for people who love the Katahdin region and believe in its future. Our Katahdin is a connector -- pulling together ideas, people and money to move our community forward.

Our Katahdin's work is focused in three areas: Community development, entrepreneur development, and industry development.

Community Development

Building Community, One Project at a Time

Our Katahdin launched in December 2014, and has since raised more than \$50,000 to support local leaders who have identified “small win” community development projects. The projects we have delivered include:

- Revitalization of the Millinocket bandstand during the 2014 Christmas season
- Design and posting of banners in the Millinocket downtown business district
- Creation of a community garden to supply the local Farmer’s Market and the Food Pantries
- Support for the 2015 Millinocket Fireworks at the 4th of July and Summerfest in East Millinocket
- Revitalization of Hillcrest playground into a public park that is designed for all citizens to enjoy
- Purchased professional-grade outdoor movie theater and required licensing for public showings
- Sponsored the Maine Outdoor Film Festival to come to the Katahdin region for the first time

In each case, Our Katahdin used its platform to allow local leaders to create plans, raise funds and mobilize volunteers to get the job done.

With this approach, we are not dictating the agenda for the Katahdin region, but we are providing all the support needed to enable local leaders to be successful.

We chose to start with “small wins” to build optimism and to cultivate a “can do” attitude across the region. So far, we’ve been amazed by the positive response. Step by step, project by project, we see more leaders stepping forward, more project ideas being cultivated and more funds being raised. Ambitions and standards are increasing, including our own. This is what we dreamed would happen. It’s happening faster than we imagined.

Entrepreneur Development

Building Our Future, One Leader at a Time

Our Katahdin, with the help of a generous grant from the Maine Community Foundation and in partnership with the Katahdin Region Higher Education Center, plans to launch a leadership incubator focused on supporting local entrepreneurs and community leaders.

In designing the incubator, we are emphasizing mentorship, apprenticeship and experiential learning and complementing these programs with more limited classroom learning opportunities. We believe in “learning by doing” and our own experience has shown that 1:1 learning opportunities are typically the most valuable and long lasting.

In addition, Our Katahdin is currently in the process of linking this Katahdin region leadership incubator with an existing state-wide network of innovation centers to take advantage of the programs that have been developed in various regions in Maine, and to increase the level of engagement between the Katahdin region and other regions of the state. This linkage will provide new learning opportunities for leaders in the Katahdin region, while also giving our local leaders opportunities to share their own successes and lessons learned. We believe this state-wide network will provide new sources of inspiration, knowledge and professional connections -- all essential to moving the Katahdin region forward in the 21st century.

Industry Development

Building a Resilient Economy, One Business at a Time

Our Katahdin has chosen two areas of focus in economic development. The first area of focus is to promote three industries where the Katahdin region has comparative advantage:

The Bio-Based Economy: utilize our unrivaled wood basket to produce high-value forest products.

- Proximity to one of the largest wood baskets on the east coast of the United States.
- Two large industrial sites with industrial infrastructure (water, power, transport).
- Skilled industrial workforce in the region and/or willing to return to the region.

The Tourism Economy: invite everyone to come enjoy our four seasons of outdoor recreation

- Four season destination for hiking, biking, fishing, hunting, ATVing, wildlife, boating, skiing, snowmobiling, climbing, and more.
- Gateway to Baxter State Park that attracts 70,000 visitors per year
- Trail and service infrastructure
- New degree program at local college in Outdoor Recreation and Tourism
- Quality medical services available

The Digital Economy: leverage our climate, available industrial space and low cost-of-living while providing a perfect “work anywhere” lifestyle for working professionals who love the outdoors

Main Street

The first area of focus is commercial property redevelopment along the Main Street of the Katahdin Corridor in Medway, East Millinocket, and Millinocket. Evidence shows that economic development in rural areas has been most effective when started in a downtown area, then built out. Our Katahdin is currently in exploratory discussions with property owners in the the towns of Medway, East Millinocket, and Millinocket, brownfields authorities and other key stakeholders to determine its role in helping to deal with the blight and lower-than-desired commercial occupancy of the downtown area of the Katahdin region. Revitalizing the Main Street corridor is the first steps in attracting entrepreneurs, tourists, and established business to the Katahdin region.

Collaboration

Our Katahdin is a collaborating platform and does not view any organization as competition. We believe that communication, collaboration, and coordination with other organizations seeking to invest in the Katahdin region will only benefit the area and its residents.

Our Katahdin Investments is also focused on collaboration. We will seek to collaborate with business owners, entrepreneurs, banks, institutional pools of capital, non-profits, private funds, and private investor when deploying capital in the Property Fund. More stakeholders should mitigate risk as it allows the fund to diversify its holdings but decrease investment potential with more stakeholders involved.

Our Katahdin's Mission

The mission of Our Katahdin is to:

- (a) Increase community engagement, optimism and development in the Katahdin region;
- (b) Convene stakeholders in the community to build consensus around a common vision of the future for the Katahdin region;
- (c) Manage a website that connects people from the Katahdin region with people living in the community today. Via the website, users can collectively define projects that will move the region forward economically and socially;
- (d) Deliver projects that focus on cultural development, economic development and youth engagement with an emphasis on regional cooperation and growth.

Our Katahdin Investments Mission

The mission of Our Katahdin Investments is to deliver innovative crowdsourced financial products that will attract long-term capital to the region to support its economic revitalization.

Objective of Our Katahdin Investments Property Fund

Our Katahdin Investments has established a Property Fund (the "Fund") that seeks to provide long-term capital to revitalize real estate in the Katahdin region either through acquisition and redevelopment or by lending to other developers or business owners in the region. We believe this is the first step in attracting businesses operated by entrepreneurs located in the Katahdin region of Northern Maine. The Fund will be a crowdsourced investment fund that provides the necessary capital to acquire commercial real estate to support the development or growth of the region.

Use of Offering Proceeds

The proceeds from the sale of the Notes will be placed into a separate account that will be called Our Katahdin Investments Property Fund (“Fund”) which will be used to finance investments in real estate (“Investments”) in the Katahdin region. All payments received by the Fund for principal, interest, royalty payments, or dividends on or with respect to the Investments held by the Fund, including the loan loss reserve, originated with proceeds of the Notes, and the temporary investments will also be placed into the Fund and be available to fund payments on the Notes. Any additional notes issued by Our Katahdin Investments outside of this offering (the “Additional Notes”) may also have their proceeds placed into and be payable from the Fund.

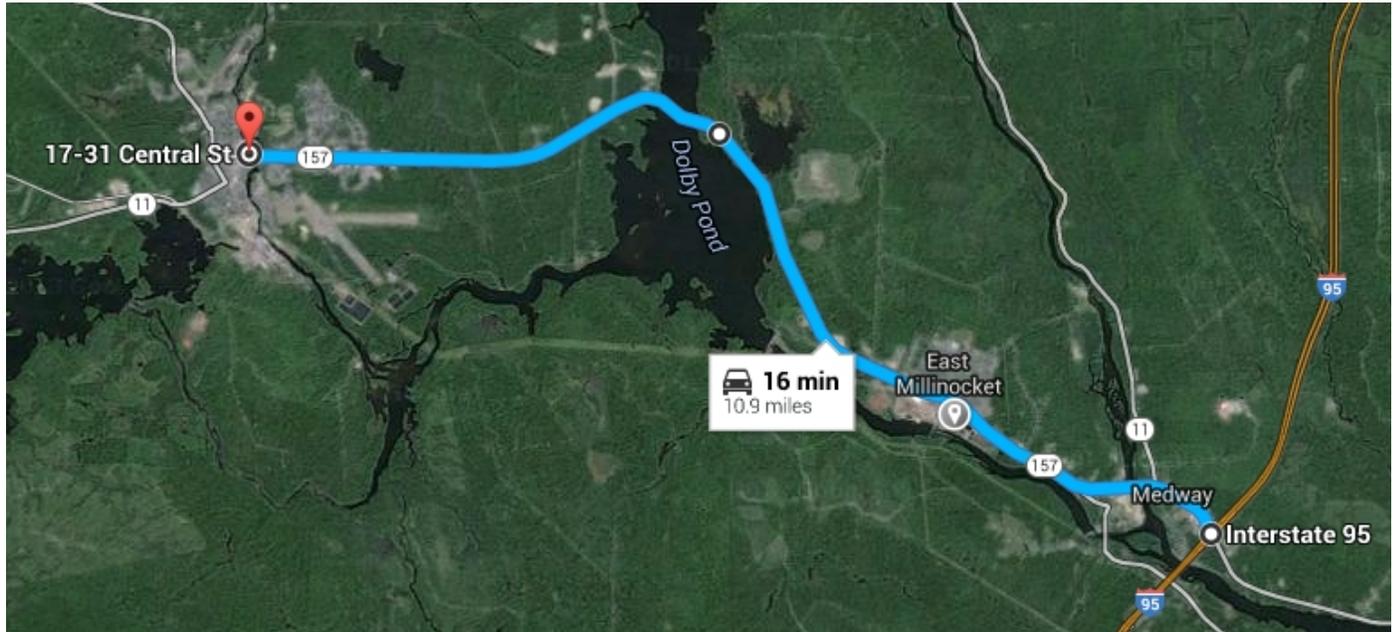
Temporary Investment of Idle Proceeds - Until used for investments, proceeds from the Notes will be deposited and maintained in liquid, FDIC-insured, interest-bearing accounts whenever possible.

Allocation of Funds - Proceeds of the Notes offering will be used by Our Katahdin Investments to make investments in area property. We expect the investment to be made mainly along the Katahdin Region Main Street Corridor (“Corridor”). The Corridor is defined as the intersection of US Route 157 and Interstate 95 in Medway to the intersection of US Route 157 and Katahdin Avenue in Millinocket (Figure 1). The Corridor runs through the three towns of Medway, East Millinocket, and Millinocket. Further, we define the Katahdin region as the towns of Medway, East Millinocket, Millinocket, Patten, Sherman, and Benedicta. Our Katahdin Investments anticipates that the majority of the proceeds from the Notes will be invested in commercial real estate along the Corridor in the region. In making Investments, Our Katahdin Investments will be assessing and evaluating the property’s potential contribution in developing a competitive work force and in increasing the general standard of living in the Katahdin region by improving the well-being of citizens. Examples of the Corridor running through the towns of Medway, East Millinocket, and Millinocket are given in Figures 2 through 4.

Our Katahdin Investments intends to purchase commercial real estate but can invest in residential real estate if we feel the acquisition would bring an economic and/or community benefit to the Fund’s stakeholders.

Given the limited operating history of the fund, Our Katahdin Investments makes no representation as to the amount of capital raised or the number of investments.

Figure 1. Katahdin Main Street Corridor



Source: Imagery ©2016 Cnes/Spot Image, DigitalGlobal, Landsat, U.S. Geological Survey, USDA Farm Service Agency, Map data ©2016 Google

Figure 2. Medway



Source: ©2016 Google

Figure 3. East Millinocket



Source: ©2016 Google

Figure 4. Millinocket



Source: ©2016 Google

To mitigate the risk of capital loss, Our Katahdin Investments will seek to diversify the Fund's property holdings. Diversification of the Fund is highly dependent on the type and number of potential Investments available in the Katahdin region. The number of projects and amount invested per project will also be dependent on the amount of capital raised from the issuance of the Notes.

Asset Categories - Our Katahdin Investments intends to use proceeds from the sale of its Notes to make Investments in real estate categories that include, but are not limited to:

- Raw land
- Office development
- Retail development
- Industrial development
- Multifamily residential
- Single-family residential
- Within these asset categories, Our Katahdin Investments can take the position of owner, developer, or lender. We expect to enter into the majority of transactions as the owner but will also provide funds to owners/developers of existing buildings to assist in rehabilitation and renovation.

Community investing acknowledges that companies have stakeholders other than equity owners and have goals that, in addition to meeting the needs of investors for returns, help meet the needs of vendors, customers, employees, and the community at large. These Investments often involve a high degree of risk and frequently represent a level of risk that would not be suitable for a regulated financial institution such as a bank.

Direct Investments

Our Katahdin Investments expects the majority of the Property Fund's proceeds to be used to acquire and develop property to add value by changing or enhancing the character or use of the property.

Further, we expect the majority of properties will be acquired for very depressed prices from a private party or municipality. We anticipate that the majority of capital for each project will go into renovation of the property. We expect a mix of note proceeds, grants, donations, and loans will be used to finance renovations in a cost-effective manner.

Our Katahdin Investments intends to allocate the Fund's assets among real estate

investments that, in our view, represent attractive investment opportunities, as well as, community benefit. We evaluate real estate investments based primarily on the relative attractiveness of income and community benefit for the Katahdin region and its economic revitalization. Secondly, we consider the potential for capital appreciation

Our Katahdin Investments investment strategy will include an active recruitment/marketing effort to seek tenants for the properties. We believe the low cost entry point for real estate in the region will make it attractive for small business seeking to minimize overhead. Recruitment efforts will be focused on potential business in Maine but will also seek to actively recruit business or entrepreneurs from outside the state of Maine as well. Each property's unique attributes will determine the tenants we recruit.

Our Katahdin Investments exit strategy will be highly dependent on the economic environment, property type, and ability to attract businesses to the region. Our exit strategies may include any of the following:

- Buy and Hold Rehabilitation: After full rehabilitation of property, Our Katahdin Investments will seek a credit worthy tenant to rent the property to for an extended period of time. In Table 1 below we provide an example of the budget required for a high-end upgrade of 5,000 sq. ft. commercial property along the Katahdin Corridor. Table 2 provides an example of monthly income and expenses from a 5,000 sq. ft. commercial property along the Katahdin Corridor.
- Rehabilitation sale: Our Katahdin Investments will acquire property, renovate and then sell property.
- Seller Financing or Lease to Own: Our Katahdin Investments will finance the sale of the property where monthly payments would be credited against the principal and interest on the mortgage.
- Pre-rehabilitation: Our Katahdin Investments will improve the property enough to bring it to selling quality.
- Wholesaling: Our Katahdin Investments will act as a middleman between seller and buyer. As we recruit tenants for property, we may find potential occupants for other vacant properties along the Katahdin Corridor.

Table 1. Budget Example of Buy and Hold Rehabilitation:

Capital Raised	
Our Katahdin Investments Contribution	\$25,000
Co-Investment Contribution	\$25,000
Grant	\$25,000
<i>Capital Raised</i>	<i>\$75,000</i>
Expenses	
Purchase Price	\$ (2,000)
Back Taxes	\$ (3,000)
Windows/Doors	\$ (60,000)
Heating	\$ (25,000)
Insulation	\$ (25,000)
Demo	\$ (20,000)
Sheetrock	\$ (13,000)
Flooring	\$ (28,000)
Trim	\$ (8,000)
Electrical	\$ (5,000)
Plumbing	\$ (4,000)
Finishes/Fixtures	\$ (25,000)
<i>Total Expenses</i>	<i>\$ (218,000)</i>
3rd Party Loan	\$ (143,000)

Table 2. Monthly Income Statement Example:

Income	
Rental Income (3+ Tenants)	\$ 2,000
Total Monthly Income	\$ 2,000

Expenses	
Monthly Loan Payment	\$ 603
Taxes	\$ 250
Utilities	\$ 200
Total Monthly Expenses	\$ 1,053

Monthly Net Income	\$ 947
--------------------	--------

Lending

Investment criteria for Our Katahdin Investments Property Fund is based on a review of: market conditions and the subject loan's location, sponsor/guarantor strength and experience; the underlying financial strength of the borrower and their prior experience in developing projects similar to what the Property Fund will be used to support; the proposed takeout and/or loan repayment strategy; and collateral adequacy.

A key consideration for the Property Fund's lending is objective alignment. The Property Fund seeks to revitalize properties along the Katahdin's Main Street Corridor. We can provide critical and flexibly-designed early stage predevelopment and acquisition loans. We intend for our loans to be the first dollars in a given transaction, and often the most difficult dollars to attract.

In addition to developer or organization objective, Our Katahdin Investments evaluates each organization's operational, management and development track

record, as well as financial health. In particular, we analyze the trends for key benchmarks and ratios for cash position, liquidity, leverage, income and accounts receivable diversification, asset quality, information systems and infrastructure. Further, we evaluate their pipeline of current

transactions, contingent liabilities, and cash flow projections. Significant emphasis is placed on diversity of cash flow and potential of achieving receivable income whether from grants, developer fees, and/or government contracts. For growing organizations, we evaluate if they are growing appropriately by examining their margins over time for efficiencies.

Due Diligence

Our Katahdin Investments may require some or all of the following due diligence in order to complete its underwriting: 1) Three (3) years of borrower's financial statements; 2) most recent quarterly financial statement; 3) schedule of real estate owned and pipeline report; 4) project sources and uses; 5) cash flow projections; 6) appraisal; 7) commitment letters for any subordinate and or takeout financing; and 9) if applicable, a Physical Needs Assessment.

In addition, we require the following items, in no particular order, to close loans: a) final sources and uses budget for the development; b) legal documentation - including but not limited to a deed of trust, the Note, loan agreement, guaranty agreement, borrower's organizational documents, etc.; c) project cost review, if applicable; and d) insurance for liability, property, and worker's compensation.

Loan Loss Reserve Considerations

Reserves are increased if an updated appraisal indicates the value of the collateral is less than Our Katahdin's outstanding loan amount, or if the loan is not performing as agreed and market data indicates a decline in value has likely occurred. In both cases, loans are downgraded and classified as "Watch." Loans with this classification undergo a more frequent in-depth review and a workout plan is developed. Progress under the workout plan is discussed monthly.

Loan Monitoring

The frequency of the collection of due diligence for an organization is outlined in loan documents, which requires updated financial statements for borrowers and/or guarantors on an annual basis. Internally prepared statements are accepted. For

individual guarantors, updated personal financial statements are required on an annual basis. In addition to requiring updated financials, Our Katahdin Investments also requires project status updates on at least a quarterly basis.

At a minimum, each loan in the portfolio is reviewed on an annual basis. The loan reviews, which include written reports, are presented to Our Katahdin Investments board, and focus on project status updates, financial reviews, loan repayment strategies, and collateral valuations.

Co-investing

Our Katahdin Investments can use Fund assets as the sole investment in a deal or it can co-invest with lenders, investors, non-profits and government entities. Our Katahdin Investments will seek to co-invest capital under its management with other owners and lenders as part of its overall strategy of leveraging other financial assets for maximum social return and diversifying risk; however, for some loans, particularly very small loans, this is not practical. Our Katahdin will make the decision whether to invest Fund assets as the sole investor or in partnership with other capital providers on the merits of the specific deal and the interest of other investors participating in the financing.

Our Katahdin Investments may invest Fund assets along with other capital owned or controlled by Our Katahdin Investments and/or Our Katahdin Properties. Layering in capital from several sources is common in the community development finance industry where organizations usually have multiple sources of capital with different interest rates, terms, targeting conditions and other attributes that either limit their use in certain investments or make layering financially advantageous to the recipient of the investment. In many cases, the availability of capital with lower interest rates, extended terms, interest-only provisions, flexible collateral requirements and related attributes can make the difference as to whether a deal is financially feasible.

Co-investing with other sources of capital provided by Our Katahdin Investments or any of its affiliates puts Our Katahdin in the position of managing conflicts between various capital sources in terms of establishing requirements for terms and conditions.

Leveraging Additional Financing

Our Katahdin Investments expects that its investment of funds from the Notes will leverage additional capital in a ratio of approximately 2:1 at the Fund level with a maximum of 3:1 at the Fund level, however, individual investment leverage rates will vary substantially. Individual investments may not involve any leverage of other funds or may involve a very high degree of leverage.

Management

Our Katahdin Investments is currently an all-volunteer organization under the oversight of a six-member Board of Directors. The Board members are as follows:

Sean DeWitt

Sean is currently a Director at the World Resources Institute, a nonprofit organization that works at the intersection of economic opportunities and natural resources -- with a goal to leave our economy and planet in better shape for future generations than we found them. Sean was previously a Director at Grameen Foundation, working to create micro-business opportunities for women in Africa and Asia. Previously, he worked to support small business and small nonprofits at the Fund for the City of New York. He managed projects for the US Department of State in Africa, Asia and the Caribbean. Sean also worked in the private sector with PricewaterhouseCoopers as a Management Consultant and worked as an Industrial Engineer for Intel and the Walt Disney Company. Sean holds a BSc in Industrial Engineering from Purdue University and an MSc in Development Finance from the University of London. Sean most enjoys having fun with his wife Ranita and daughters Samaya and Simran.

Nancy DeWitt

Nancy DeWitt is an "Our Katahdin" team member, and the Treasurer. She graduated from Stearns High School in Millinocket in 1967. She is a diploma graduate of Husson College in Bangor, ME. Her first job was with Great Northern Paper Company in Millinocket, where she worked for (6) years in the Insurance Department before starting a family. For the next 28 years, she owned and operated a successful travel business in the Katahdin area. From 2002-2010, she operated an internet antique shop with her sister, aptly named "Two Sisters Antiques." Nancy's home is in Millinocket, but she is a "snowbird," living in Fort Myers, Florida with her husband Dave in the winter months. They enjoy the beautiful, sunny weather, and attending the Red Sox spring training games

Michael Faloon, Jr.

Mike is currently the Chief Operating Officer for Standish Mellon Asset Management. Standish manages \$170 billion in fixed income assets on behalf of individuals, corporations, sovereign wealth funds, and foreign central banks. Mike has been with Standish since 1999 and previously worked at Fidelity Investments. Mike is a director of the Green Bond Principles Executive Committee. He is a member of the Global Association of Risk Professionals and holds a Financial Risk Manager certification. He has a Masters in Financial Engineering from Stevens Institute of Technology. Michael

has a Masters of Science in Finance from Northeastern University and a B.S. from the University of Maine, and he holds the CFA® designation. Mike resides in Rowley, MA with his wife Stephanie and their two children, Raegan and Andrew.

Tony Foster

Tony currently resides in Portland and is a Senior Programmer/Analyst at L.L. Bean in Freeport. In this role he is responsible for the design, development and maintenance of software used in support of the company's e-commerce platform and marketing initiatives. He previously held a similar role at Delhaize America in Scarborough, the parent company of Hannaford Bros. Tony holds a B.S in Computer Science from the University of Southern Maine and is currently enrolled in the school's M.S. Computer Science program. Tony is using his background in technology to help drive the online platform of OurKatahdin.com.

Michael Seile, Jr.

Mike is currently a General Manager of Continuous Improvement at Somic America, Inc. located in Brewer, ME and Wytheville, VA. Within his current role, Mike is responsible for the company's overall annual cost reduction initiatives including manufacturing improvement, design value add / value engineering changes and supply chain cost reduction activities. Somic America is one of the largest suppliers of suspension and steering components in North America providing components to Toyota, Honda, Subaru and General Motors. Previous to his current role, Mike was the CEO of the Bangor YMCA for close to five years. Within this role, Mike led the physical consolidation of the historic Bangor YMCA and Bangor YWCA into one location eliminating the duplication of facilities and services while maintaining the deep history of both organizations for generations to come. Before working at the Bangor YMCA, Mike held various roles at Brewer Automotive Components and ZF Lemforder including Vice President of Operations, Plant Manager and Supplier Quality Engineer. Mike is a certified Six Sigma Black Belt who believes that proactive cost reduction and control is a key to the long term health of any organization.

Michael Osborne

Mike is currently a Water Resource Manager for Brookfield Renewable Energy Group, located in Millinocket, ME. Within his current role, Mike is responsible for daily scheduling of 182 Megawatts of hydroelectric generation on the Penobscot and Union Rivers and also responsible for the management of 60 billion cubic feet of water storage on 9 Penobscot River and 2 Union River hydro dams. Mike has also recently managed a successful integration of Nextera Energy's hydroelectric portfolio on the Kennebec,

Moose and Dead Rivers, totaling 480 Megawatts of additional generation and 44 billion cubic feet of additional storage from 3 storage dams. Previous to his current role, Mike has held various roles within Brookfield, including Superintendent of the System Control Center, where he was responsible for day to day operation of over 800 Megawatts of hydro generation assets and supervised 6 control room operators. Previous to Brookfield, Mike has held multiple roles in the power business in the fields of operation, maintenance, startup and compliance. He also spent one year in the U.S. Merchant Marines aboard the S.S. El Morro as a 3rd Assistant Engineer.

Mike graduated in 1996 from Stearns High School and holds a B.S in Marine Engineering Operations from Maine Maritime Academy. He currently resides in Millinocket, Maine, with his girlfriend Angela, and has three children, Brayden, Ella and Lily.

Management Compensation

As an all-volunteer organization, none of Our Katahdin Investments officers or directors receive or are currently expected to receive any compensation for their work for Our Katahdin Investments or in connection with the Fund.

We can make no assurance that the officers or directors of Our Katahdin or Our Katahdin Investments will continue to work on a volunteer basis. If either organization experiences growth, we may have to hire staff or begin to compensate board members for the time commitment and dedication to revitalizing the Katahdin region.

Related Party Transactions

There has been no material related party transactions to date. Our Katahdin is permitted to make investments with Fund assets to entities that are wholly or partly owned and/or controlled by Our Katahdin, its subsidiaries and related parties. Our Katahdin anticipates that it will be increasingly involved in developing and financing mixed use commercial/residential projects and community facilities throughout its market area in response to community needs and may have an equity or controlling position in some of these projects. This may present a potential conflict of interest between Our Katahdin Investments responsibility to investors in the Fund and Our Katahdin's responsibility to manage the organization's other assets. As with all investments made from the Fund, Investments in these projects will be managed through transparent investment decision-making through the normal investment control process and adherence to the minimum investment standards for the Notes program as described in this Offering Memorandum.

Litigation and Legal Matters

Our Katahdin Investments is not presently party to any litigation, nor to the knowledge of management, is any litigation threatened against any of the entities, any of its management, or any affiliate, which may materially affect operations or projected goals.

Financial Matters

Our Katahdin Investments was incorporated on 12/16/15 and has no operating history. A proposed budget covering April 2016 to April 2017 is included as Appendix C to this Offering Memorandum. Our Katahdin Investments will rely on donations, grants, and out of pocket expenses borne by board of directors to help finance its operations. Our Katahdin Investments reserves the right to withhold 1% of capital to cover potential unanticipated losses or legal expenses.

Investor Suitability Requirements

Investment in the Fund is highly speculative, involves significant risks, and is suitable only for persons of adequate financial means who have no need for liquidity with respect to this investment and who can bear the economic risk of a complete loss of their investment.

Prospective investors are encouraged to consult their personal financial advisors to determine whether an investment in the Fund is appropriate. Our Katahdin Investments may reject investments, in whole or in part, in its absolute discretion.

All Investment Agreements will be reviewed by Our Katahdin Investments, and investments will not be accepted from prospective Investors whom Our Katahdin Investments has reason to believe may not meet the requirements described in the Investment Agreement.

Each investor will be required to make certain representations and warranties to Our Katahdin Investments and to agree to indemnify, hold harmless, and pay all fees and expenses that are incurred by, and all judgments and claims made against Our Katahdin Investments, its affiliates and counsel, for any liability that is incurred as a result of any misrepresentation made by investor.

No Revocation

Once a person has executed an Investment Agreement and submitted funds, it may not be revoked without the consent of Our Katahdin Investments.

How to purchase Notes

1. Review this Offering Memorandum, including all appendices.
2. Complete and sign the Investment Agreement. (Note: If the investor is an entity, the Investment Agreement must be signed by an individual authorized to bind the investor.)
3. Write a check, payable to “Our Katahdin Investments” in the memo line, for the amount you wish to invest in Our Katahdin Investments (Note: See page ___ for minimum and maximum investment amounts.) Send the Investment Agreement and your check to:

Our Katahdin Investments
111 Canyon Drive
Millinocket, ME 04462

If you prefer to send in your investment by wire transfer or PayPal, please contact us for instructions.

4. If your investment is accepted, Our Katahdin Investments will mail you a copy of your Investment Agreement and the appropriate Note, both signed on behalf of Our Katahdin Investments. Please note that your investment has not been accepted by Our Katahdin Investments until Our Katahdin Investments has counter-signed your Investment Agreement and signed your Investment Note. Our Katahdin Investments reserves the right to reject any prospective investment, in whole or in part, for any reason.

If you do not hear from Our Katahdin Investments within 14 days of sending in your Investment Agreement, please call us at (207) 618-9187 to make sure we received it.

If your investment is not accepted, your check will be returned to you. If your investment is accepted, but only in part, your check will be deposited but the portion that is not accepted will be refunded to you by a check from Our Katahdin Investments.

Plan of Distribution

This offering will be continuous, with an aggregate maximum of \$10,000,000 to be raised.

Our Katahdin Investments's officers and directors will conduct the offering on behalf of Our Katahdin Investments. They will not receive any special commissions for work performed related to this offering, but may receive regular wages. Our Katahdin Investments will not employ any outside underwriters, recipients of finders' fees, selling groups, broker-dealers, or any other agents in connection with the offering. Our Katahdin Investments will not offer any underwriting or selling discounts or commissions or finders' fees of any kind in connection with the offering.

The offering will be marketed using Our Katahdin's and Our Katahdin Investments's existing marketing channels, including existing networks, websites, email lists, Facebook pages, and printed materials. This investment opportunity will be advertised at public events where Our Katahdin's services are being presented. Press releases to local newspapers and radio stations will be sent. Public presentations to educate potential investors about the offering will be made.

All communications will direct potential investors to this Offering Memorandum.

Description of the Notes

The following is a summary description of the Investment Notes. This is not a complete description, and investors should refer to the Note in the Appendix A to this Offering Memorandum for more detail.

No Voting or Conversion Rights

An investment in Our Katahdin Investments is a loan to Our Katahdin Investments and is not an equity investment. It is not convertible into any other type of security and carries no voting rights. The Board of Directors of Our Katahdin holds all decision-making rights with respect to the management of this Fund.

Restrictions on Transferability

Our Katahdin Investments does not restrict transfer of the Notes. However, there is no market for them, and none is expected to develop. Moreover, any transfer must be in compliance with applicable state and federal securities laws. Therefore, no attempted transfer will be valid unless approved by Our Katahdin Investments. As a condition of approving any transfer, Our Katahdin Investments may require an opinion of an

investor's legal counsel to the effect that the transfer complies with all applicable securities laws.

No Revocation

Once an Investment Agreement has been submitted to Our Katahdin Investments with payment and the investment has been accepted by Our Katahdin Investments, it may not be revoked without the consent of Our Katahdin Investments.

Term

The Our Katahdin Investments Katahdin Corridor Revitalization Notes ("Notes" or "Bonds"), will offer investors terms of approximately 5, 10, and 15 years. The anniversary and maturity date of a Note will correspond to the first day of the month of investment or the first day of the following month, whichever is closer to the issue date. Interest is calculated on the basis of a 365-day year.

Investors will be mailed a notice approximately 45 days prior to the maturity date of an investor's Note. If investors do not take any action upon receiving the maturity notice, both principal and interest of the Note are automatically reinvested for the same duration as the previous Note and at the same interest rate, provided that if Our Katahdin Investments is offering notes with the same maturity at or about the time a Note matures, the renewal note will bear interest and have the same terms as are then being offered.

Investors can also choose to convert the repayment of interest and/or principal at maturity to a tax deductible donation to Our Katahdin Investments or Our Katahdin.

Interest

Our Katahdin Investments will not pay annual interest on the Notes and will pay accrued interest and principal at the maturity of the Notes (subject to renewal as described above). The notes will accrue interest at an annual rate of 4% for the 5 year Notes, 5% for the 10 year Notes, and 6% for the 15 year Notes, respectively. The table below shows the actual return on investment for each of the three maturities offered, assuming a \$100 investment.

Term (Yrs.) and Repayment Amount for \$100 Investment:

5 Yrs @ 3.72%: \$120.00

10 Yrs @ 4.81%: \$160.00

15 Yrs @ 6.01%: \$240.00

Investors are also given an opportunity to forego interest, in order to support the charitable mission and work of Our Katahdin or Our Katahdin Investments.

Early Redemption

While investors have no right to early redemption of their investment, Our Katahdin Investments may make exceptions in extraordinary situations. An investor who wishes to request early redemption may submit a written request to Our Katahdin Investments with a brief explanation of the circumstances supporting the request. Our Katahdin Investments will, in its sole discretion, determine whether to grant the request, in whole or in part, taking into consideration the circumstances described by the investor, the financial condition and anticipated needs of the Fund, potential losses in the portfolio (if any), and whether early redemption would be fair to other investors.

Our Katahdin Investments will have the right to pre-pay all or a portion of the principal balance of any Investment Note at any time. While Our Katahdin Investments expects to continually re-deploy available capital during the first several years of the Fund, Our Katahdin Investments reserves the right to pre-pay investors if and when it determines, in its sole discretion and for any reason, that further deployment is impracticable or inadvisable.

Risk Factors

An investment in Our Katahdin Investments is speculative and involves a high degree of risk, including the possible loss of the entire investment. Please carefully read and consider the following Risk Factors in determining whether or not to invest in Our Katahdin Investments. This is not an all-inclusive list of possible risks associated with an investment in the Notes. There may be other risk factors not expressly described here.

- The Fund's Investments Are Subject to Risk of Nonpayment. Loans and other investments made from the Fund are subject to unique risks, including: (i) the inability of borrowers to make interest and principal payments on loans; (ii) so-called lender-liability claims by borrowers; (iii) environmental liabilities that may arise with respect to collateral securing a loan; and (iv) limitations on the ability of the Fund to directly enforce its rights with respect to loan participations. In analyzing each investment, Our Katahdin Investments compares the relative significance of the risks against the expected benefits of the loan. Successful claims by third parties arising from these and other risks may result in a loss to investors.

- Investments are Illiquid: Investors have no right to put their Notes back to Our Katahdin Investments, and there is no known market for the Notes. Therefore, Investors may be unable to sell the Notes and may be required to hold them until maturity.
- Investments are Concentrated Geographically: Our Katahdin Investments has a specific geographical focus and does not intend to seek geographical diversification. As a result, the performance of its portfolio of investments may be highly correlated to the economic performance of the Katahdin region of Maine.
- Suitable Investments May Be Difficult to Find: As a result of Our Katahdin Investments geographic focus, it may be difficult to find suitable investments in the specific geographic region. As a result, invested funds may remain undeployed for extended periods of time with a low rate of return, which would reduce the overall performance of the portfolio.
- Limited Operating History. Our Katahdin Investments was incorporated in December 2015, but this Fund is commencing operations in _____ and lacks any prior history; therefore projections may not meet expectations. There is no assurance that this Fund will generate significant revenues and/or that its operations will be profitable.
- Dependence on Key Personnel: Much of Our Katahdin Investments success depends on the skills, experience, and performance of Our Katahdin Investments all-volunteer board. Success also depends on our ability to recruit, train, and retain qualified personnel. The loss of and subsequent failure to adequately replace the services of any of our key personnel, or a failure in our efforts to recruit, train, and retain key personnel may have a material adverse effect upon our business, operating results, and financial condition.
- Dependence on Grant Funds: This fund relies on grant support. If the core funders withdraw support or fail to garner the additional support necessary, it would be more difficult for the Fund to meet its mission objectives.
- Certain Factors Beyond Our Control May Affect Future Success: Any future success that Our Katahdin Investments might achieve will depend upon many factors, including factors beyond our control and/or which cannot be predicted at this time. These factors may include but are not limited to changes in general economic conditions; increases in viable investment opportunities, the impact on borrowers from weather, competition or other factors which cannot be predicted. These conditions may have a material adverse effect upon our borrowers' business, operating results, and financial condition.

- Control of Our Katahdin Investments: Control of Our Katahdin Investments and all of its operations rests solely with its board of directors, upon whose judgment and skills Investors must rely.
- No Guarantee of Return. No assurance can be given that an Investor will realize a substantial return on investment, or any return at all, or that an Investor will not lose a substantial portion or all of the investment. For this reason, each prospective investor should carefully read this memorandum and all exhibits attached hereto and should consult with an attorney, accountant, and/or business advisor prior to making any investment decision.
- Tax Risks. No representation or warranty of any kind is made by Our Katahdin, or its officers, directors, or counsel, or any other professional advisors thereto with respect to any tax consequences of any investment in Our Katahdin. EACH PROSPECTIVE INVESTOR SHOULD SEEK THE INVESTOR'S OWN TAX ADVICE CONCERNING THE TAX CONSEQUENCES OF AN INVESTMENT IN THE FUND. For example, the Notes may be subject to tax rules for original issue discount, and investors could be taxed on interest that was not actually received in a given tax year. Investors could find that the amount of taxes owed with respect to the Notes is greater than the actual interest received and will need to utilize other sources of funding to pay the taxes. This investment may not be suitable for any investor who does not have another source of funding to cover taxes.
- Earnings on the Notes Are Not Tax-Exempt. All of the interest, if any, earned on the Notes will be taxable as ordinary income to non-exempt investors, regardless of whether it is paid out or is retained and reinvested. Even though Our Katahdin is a tax-exempt organization under Internal Revenue Code section 501(c)(3), earnings from an investment in the Fund are not tax-exempt.
- This is a Speculative Investment. The investor must be willing and able to tolerate a total loss of his/her investment, as this is a speculative venture.
- Lawsuits Could Adversely Impact the Fund. Any lawsuit against Our Katahdin could reduce the profitability of the Fund by diverting both staff time and financial resources to defend against the suit.
- Notes Are Unsecured. Investments in Our Katahdin Investments are unsecured obligations of Our Katahdin Investments, and investors will have no recourse against any of the assets of Our Katahdin in the event of a loss of principal.

- Notes Are Not Insured. Investments in Our Katahdin Investments are not insured by the FDIC, nor by any governmental or private entity. The risks of an investment in the Notes may be greater than implied by relatively low interest rates on the Notes.
- Notes Are Unrated. The Notes have not been submitted to any rating agency to obtain an opinion or rating of the risk of timely collection of principal and interest.
- The Fund Has Limited Liquidity. The Fund intends to invest a majority of the proceeds from the sale of the Notes into real estate assets. The Fund's outgoing investments will typically be long term in nature and greater than 10 years. Such investments, and others made by the Fund, are not publicly traded, are illiquid and are subject to long-term financing commitments. The Fund does not expect to be able to readily dispose of such investments and, in some cases, may be prohibited from doing so. Note proceeds that are not invested will remain in a local bank account or in relatively liquid instruments. Since the investments themselves are illiquid, the sources of repayment of the Notes are limited to regularly scheduled payments from the Fund's investments and cash reserves. Accordingly, substantial losses or delinquencies in the portfolio, accompanied by depletion of the Fund's undeployed cash, may impede the Fund's ability to pay principal and interest in a timely fashion.
- Exemption from the US Investment Company Act of 1940. Our Katahdin Investments will not be registered as a U.S. investment company under the U.S. Investment Company Act of 1940, as amended (the "Company Act"), and, therefore, will not be required to adhere to certain operational restrictions and requirements under the Company Act. The Fund relies on the exclusion from the definition of an investment company provided in Section 3(c)(10) of the Company Act, which applies to companies organized and operated exclusively for religious, educational, benevolent, fraternal, charitable, or reformatory purposes, the net earnings of which do not inure to the benefit of any private shareholder or individual. Accordingly, the provisions of the Company Act (which, among other things, prohibit the fund from engaging in certain transactions with its affiliates and regulate the relationship between advisors and investment companies) are not applicable.
- Legal Counsel has assisted with the preparation of this Memorandum but has not conducted due diligence nor verified statements with respect to this Offering. While Issuer has utilized the services of Cutting Edge Capital and Cutting Edge Counsel for the drafting of this Memorandum, and while Cutting Edge Counsel is advising the Issuer on what is necessary to have an exemption from registering the sale of the Notes under the Securities Act of 1933, as amended, investors should be aware that Cutting Edge Counsel has had a limited scope of drafting this Memorandum, and has

not passed on the accuracy nor conducted due diligence with regard to the representations made in this Offering. Cutting Edge Counsel does not represent individual investors. Investors should seek independent counsel in connection with their investment decisions.

Tax Aspects

Investors will not receive a charitable tax deduction for investing in a Note. Interest earned on the Notes is taxable as ordinary income to the investor, regardless of whether it is paid by check or reinvested and added to the principal amount of the Note. The repayment of principal on maturity is not taxable.

The Fund will issue to investors an IRS Form 1099INT after the end of each year, reflecting all interest earned. Information about interest will also be reported to the U.S. Internal Revenue Service as income to the investor.

Due to the applicability of original issue discount tax rules, it is likely that investors will be taxed on interest that accrues but is not actually paid to or received by investors during each tax year prior to the tax year in which the Notes mature. Investors will need to utilize other sources of funding to pay the taxes due on such accrued but unpaid interest.

Restrictions

Other Information Is Not Authorized

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION WITH RESPECT TO THE COMPANY OR THIS OFFERING EXCEPT SUCH INFORMATION AS IS CONTAINED IN THIS MEMORANDUM. ONLY INFORMATION OR REPRESENTATIONS CONTAINED HEREIN MAY BE RELIED UPON AS HAVING BEEN AUTHORIZED.

THE INFORMATION IN THIS MEMORANDUM SUPERSEDES AND REPLACES IN ITS ENTIRETY ANY INFORMATION PREVIOUSLY DISTRIBUTED TO, PROVIDED TO, OR VIEWED BY ANY INVESTOR.

Withdrawal, Cancellation or Modification

THIS OFFERING IS MADE SUBJECT TO WITHDRAWAL, CANCELLATION, OR MODIFICATION BY OUR KATAHDIN WITHOUT NOTICE. OFFERS TO INVEST IN THIS OFFERING MAY BE REJECTED IN WHOLE OR IN PART BY OUR KATAHDIN AND NEED NOT BE ACCEPTED IN

THE ORDER RECEIVED. OUR KATAHDIN RESERVES THE RIGHT, IN ITS SOLE DISCRETION, TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE AMOUNT OF THE SECURITIES SUCH INVESTOR DESIRES TO PURCHASE. OUR KATAHDIN SHALL HAVE NO LIABILITY WHATSOEVER TO ANY OFFEREE AND/OR INVESTOR IN THE EVENT THAT ANY OF THE FOREGOING SHALL OCCUR.

THE STATEMENTS IN THIS MEMORANDUM ARE MADE AS OF THE EFFECTIVE DATE UNLESS OTHERWISE SPECIFIED.

No Warranty of Projections or Assumptions

Projections concerning the business or financial affairs of Our Katahdin Investments that may be provided to prospective investors, including without limitation those set forth in this Memorandum and its exhibits and Appendices, are for illustrative purposes only. These projections are based upon assumptions that management of Our Katahdin Investments believes to be reasonable. However, there can be no assurance that actual events will correspond to the assumptions, and the projections should be viewed merely as financial possibilities based on the assumptions stated and not as a prediction or guarantee of future performance. The assumptions upon which these projections are based should be carefully reviewed by each prospective investor. Projections or conclusions regarding the financial condition of Our Katahdin Investments, including projections regarding the profitability of Our Katahdin Investments, may be substantially adversely affected by variances from the assumptions made by Our Katahdin Investments.

Forward-Looking Statements

This statement is being included in connection with the safe harbor provision of the Private Securities Litigation Reform Act. THIS MEMORANDUM CONTAINS FORWARD LOOKING STATEMENTS. FROM TIME TO TIME, ADDITIONAL WRITTEN FORWARD LOOKING STATEMENTS MAY BE MADE BY OUR KATAHDIN. SUCH FORWARD LOOKING STATEMENTS ARE WITHIN THE MEANING OF THAT TERM IN SECTION 27A OF THE SECURITIES ACT AND MAY INCLUDE PROJECTIONS OF REVENUES, INCOME OR LOSS, CAPITAL EXPENDITURES, BUSINESS RELATIONSHIPS, FINANCINGS, PROPOSED FINANCINGS OR INVESTMENTS BY THIRD PARTIES, PRODUCT DEVELOPMENT, PLANS FOR FUTURE OPERATIONS, PLANS RELATING TO PRODUCTS OF OUR KATAHDIN, AS WELL AS ASSUMPTIONS RELATING TO THE FOREGOING. SUCH STATEMENTS ARE BASED UPON MANAGEMENT'S CURRENT EXPECTATIONS, BELIEFS, AND ASSUMPTIONS ABOUT FUTURE EVENTS, AND ARE OTHER THAN STATEMENTS OF HISTORICAL FACT AND INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES.

THE WORDS “BELIEVE,” “EXPECT,” “INTEND,” “ANTICIPATE,” “ESTIMATE,” “PROJECT,” AND SIMILAR EXPRESSIONS IDENTIFY FORWARD-LOOKING STATEMENTS, WHICH SPEAK ONLY AS OF THE DATE THE STATEMENT WAS MADE, BUT ARE NOT THE EXCLUSIVE MEANS OF IDENTIFYING SUCH STATEMENTS. FORWARD-LOOKING STATEMENTS ARE INHERENTLY SUBJECT TO RISKS AND UNCERTAINTIES, SOME OF WHICH CANNOT BE PREDICTED OR QUANTIFIED. FUTURE EVENTS AND ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN, CONTEMPLATED BY, OR UNDERLYING THE FORWARD-LOOKING STATEMENTS. STATEMENTS IN THIS MEMORANDUM -- INCLUDING THOSE CONTAINED IN THE SECTION ENTITLED “RISK FACTORS” -- DESCRIBE FACTORS, AMONG OTHERS, THAT COULD CONTRIBUTE TO OR CAUSE SUCH DIFFERENCES.

Appendix A - Investment Note

INVESTMENT NOTE

OUR KATAHDIN INVESTMENTS KATAHDIN CORRIDOR REVITALIZATION NOTE

Principal Amount: \$00.00 Millinocket, ME

Term: ____ years **Date:**

Interest: ____%

Borrower: Our Katahdin Investments	Lender: Lender
111 Canyon Drive	Street
Millinocket, ME 04462	City, ST, ZIP

PROMISE TO PAY: Subject to the terms set forth below, Our Katahdin Investments, a Maine nonprofit corporation (“Borrower”) promises to pay to the lender identified above (“Lender”), or order, in lawful money of the United States of America, the principal amount indicated above, together with interest at the fixed rate per annum indicated above on the unpaid principal balance from this Note date until paid in full. Interest will be calculated on the basis of actual days elapsed and a 365-day year. Borrower will pay Lender at Lender's address shown above or at such other place as Lender may designate in writing.

PROCEEDS OF THE NOTE: This Note is one of a series of notes being issued by the Borrower for the specific purpose of funding the Our Katahdin Investments Property Fund (the "Fund") as described in the Offering Memorandum pertaining to this Investment Note.

TERM AND REPAYMENT: The term of this Note will be approximately 5, 10, or 15 years, as indicated above. The actual anniversary and maturity date (the “Maturity Date”) of this Note will correspond to the first day of the calendar month indicated above or the first day of the following calendar month, whichever is closer to the date indicated above. All principal and interest accrued on this Note will be paid on the Maturity Date, subject to any renewal of this Note as provided below. Interest will compound annually on each anniversary date. Borrower may pre-pay any portion of the principal of this Note at any time without penalty.

RENEWAL: Notwithstanding the foregoing, this Note will automatically renew on the Maturity Date unless the Lender notifies the Borrower of nonrenewal within the 45 days preceding the Maturity Date. Upon renewal, the Maturity Date will be extended for an additional period equal in duration to the original term indicated above, and the interest rate will be the same as indicated above, except that if the Borrower is, at or around the time of such renewal, offering investment notes with the same term of years as this Note, the interest rate and other terms and conditions of this Note upon renewal will be the same as, and will incorporate by reference, those the Borrower is then offering with that term of years.

COMMERCIAL LOAN: This is a commercial loan, and the proceeds of this loan will not be used for personal, family, or household purposes, but instead will be used solely for business purposes.

ILLEGALITY: If any provision of this Note is held by a court of competent jurisdiction to be illegal or unenforceable, such provision will be deemed limited or excised from this Note to the least degree necessary to give effect to the intentions of the parties as expressed in this Note.

SUCCESSOR INTERESTS: The terms of this Note shall be binding upon Borrower, and upon Borrower's heirs, personal representatives, successors and assigns, and will inure to the benefit of Lender and its successors and assigns.

BORROWER: Our Katahdin Investments

Signature: _____

Name & Title: _____

Date: _____

Appendix B - Investment Agreement



Our Katahdin Investments

Investment Agreement

I: About You

Your investment in Our Katahdin Investments (“OKI”) will be used to make investments in real estate in the Katahdin region of northern Maine. OKI is a charitable investment fund established in 2015 to support the work of Our Katahdin.

OKI is open to investment by accredited and non-accredited investors.

To invest in OKI, please complete this Agreement and return it with a check for the amount of your investment to:

Our Katahdin Investments
111 Canyon Drive
Millinocket, ME 04462

If you wish to make your investment electronically please visit OKInvestments.org

Upon acceptance by OKI, this form will constitute an agreement between you and OKI, and you will be issued an Investment Note as described in OKI’s Offering Memorandum. This agreement will not be revocable.

Name of Investor: _____

Joint Investor (if any): _____

Address: _____

Phone: _____

Email: _____

If the Investor is an organization, identify an individual who is authorized to transact business on its behalf relating to this investment. If the Investor is an individual, you may identify another person authorized to act on the Investor’s behalf:

Name: _____ Phone: _____

Title: _____ Email: _____

If more than one Investor is named above, how should title be held?

- Tenants in common
- Joint tenants with right of survivorship

- Other: _____

II: Your Investment

The minimum amount of investment is \$100. If you wish to invest in more than one term, you will receive a separate Investment Note for each term. The minimum amount for each Investment Note is \$100.

At the maturity of the Investment Note, you will be entitled to a return of the full amount of your invested principal. However, you will be given an opportunity to donate the balance to OKI or to Our Katahdin at that time.

What is the amount of your investment? \$ _____

What is the term of your investment? (Please check one or more of the following. If you check more than one, please indicate how much of your investment should be allocated to each term. If you do not indicate an allocation, we will allocate your investment equally between terms you check.)

- 5 years at 3.72% interest (allocation: \$ _____)
- 10 years at 4.81% interest (allocation: \$ _____)
- 15 years at 6.01% interest (allocation: \$ _____)

III: Certification and Signatures

Before you sign this Application, you must have read and understood OKI's Offering Memorandum. There are important risks that you must understand before you invest. These risks are discussed in the Offering Memorandum under the heading "Investment Risk Factors."

The Notes are unsecured and uninsured. There is no guarantee of any return on your investment, nor any insurance against losses.

There is no market for the Investment Notes, and securities laws limit your ability to transfer it. Therefore, you may be required to hold the Note until maturity.

Representatives of OKI will be glad to answer any questions you have or to provide information that you need in order to make an informed investment decision. Please email Mike Faloon at faloon@ourkatahdin.com.

By signing below, you certify under penalty of perjury as follows (*please draw a line through any of these statements that is not true*):

- Investor has read and understood OKI's Offering Memorandum.
- The total amount of Investor's investment in OKI does not exceed 10% of Investor's liquid net worth (excluding Investor's home, home furnishings, and automobiles).
- The number shown on this form is Investor's correct taxpayer identification number;
- Investor is not subject to backup withholding because: (a) Investor is exempt from backup withholding, or (b) Investor has not been notified by the Internal Revenue Service (IRS) that Investor is subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified Investor that Investor is no longer subject to backup withholding; and
- Investor is a U.S. person (including a U.S. resident alien).

Investor:

Signature	Print name (include capacity if signing for an organization)	Tax ID/Social Security No.	Date
-----------	--	----------------------------	------

Joint Investor (if any):

Signature	Print name (include capacity if signing for an organization)	Tax ID/Social Security No.	Date
-----------	--	----------------------------	------

For use by Our Katahdin Investments:

Accepted: _____ Name & Title: _____ Date: _____

Appendix C - Our Katahdin Investments Budget

Income Statement Scenarios - OKI Property Fund				
September 2016 to September 2017				
		Scenarios		
		<u>High</u>	<u>Base</u>	<u>Low</u>
Income:				
	Investment Notes	\$500,000	\$250,000	\$125,000
	Grants	\$1,000,000	\$500,000	\$250,000
	Rental Income	\$60,000	\$30,000	\$15,000
	Interest Income	\$12,000	\$6,000	\$3,000
Total Income		\$1,572,000	\$786,000	\$393,000
Fixed Expenses:				
	Site Acquisition	\$30,000	\$15,000	\$7,500
	Inspection/Engineering	\$2,500	\$1,250	\$625
	Property Taxes	\$12,000	\$6,000	\$3,000
	Insurance	\$5,000	\$2,500	\$1,250
	Investment Note Interest	\$22,500	\$11,250	\$5,625
Operating Expenses:				
	Repairs/Maintenance	\$1,000,000	\$500,000	\$250,000
	Furniture	\$200,000	\$100,000	\$50,000
	Utilities	\$18,000	\$9,000	\$4,500
	Site Marketing	\$10,000	\$5,000	\$2,500
	Accounting and Legal Fees	\$2,500	\$1,250	\$625
Total Expenses		\$1,302,500	\$651,250	\$325,625
Net Income		\$269,500	\$134,750	\$67,375