

Unlock Your IRA:

How you can invest in private equity with an IRA for higher returns and a big tax savings...

This confidential investment briefing is an overview of our current funds and does not constitute an offer.

IRONTON  CAPITAL

A love letter from our attorney...



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This presentation is provided to you in your capacity as a potential investor in the “Fund” and contains confidential information. The existence of this presentation itself shall be deemed confidential. By accepting this presentation, the recipient agrees that it and its directors, officers, employees, attorneys, accountants, financial advisors, representatives and other affiliates who are assisting in the evaluation of the proposed investment (i) will use this presentation only to evaluate the proposed investment and for no other purpose, (ii) will share this presentation only with parties necessary for the proper evaluation of the proposed investment, and (iii) will not divulge the contents of this presentation or any details related to the proposed investment described herein to any other party in any way or form whatsoever.

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Investments in the Fund will be offered exclusively to financially sophisticated, accredited investors, high net worth individuals, family offices and institutional investors capable of evaluating the merits and risks of an investment in the Fund. Interests in the Fund are highly speculative and illiquid investments that involve substantial risk. No active secondary market in the interests exists, and the Fund does not anticipate that any such market will develop. Interests in the Fund are suitable investments (if at all) only for a limited portion of the risk segment of an investor’s portfolio. Investors could lose all or substantially all of their investment in the Fund. The Company will not be registered as an investment company under the Investment Company Act of 1940. In addition, neither the Company nor its affiliates will be registered as an investment advisor under the Investment Advisors Act of 1940. Consequently, Prospective Investors will not be afforded the protections of any of those laws and regulations.

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This presentation contains forward-looking statements; in particular, statements about the plans, strategies and prospects of the Fund. These statements are based on our current expectations and projections about future events. The words “may,” “will,” “should,” “expect,” “plan,” “seek,” “intend,” “anticipate,” “believe,” “estimate,” “aim,” “potential” or “continue” or the negative of those terms or other similar expressions are intended to identify forward-looking statements and information. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their respective dates. These forward-looking statements are based on assumptions and estimates by management the Fund that, although believed to be reasonable, are inherently uncertain and subject to risks and uncertainties that could cause actual results to differ from historical results or those anticipated or predicted by such forward-looking statements. Considering these risks and uncertainties, the matters referred to in the forward-looking statements contained in this presentation may not, in fact, occur. The Fund undertake no obligation to update or revise any forward-looking statement after the date of this presentation as a result of new information, future events or otherwise, except as required by law. The Fund qualifies all of its forward-looking statements by these cautionary statements.

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The information contained herein is not intended to be, nor should it be construed or used as investment, tax or legal advice. Before making any investment in the Fund, you should consult with your professional advisor(s) to determine whether an investment in the Fund is suitable for you considering your investment objectives and financial situation.

Ironton Capital – The Investment Team



Brent Guyor, CEO

- 25+ years RE Acquisition, Development, Land Use across multiple states
- 15+ years Owning & Managing Rental Properties
- 20%+ IRR lifetime investment record
- \$1B+ in transactions successfully completed
- VP of Acquisitions, Centex Homes, West Division
- Former Director of Finance, Intrawest, CO Region
- Former Accountant, KPMG, specializing in Mortgage Banking



Richard Landry

- Responsible for leading investment procurement & research at Ironton
- Former CFO of BOD Capital, a \$160mm AUM multifamily value-add PE firm
- Former CIO of a \$2B Family Office
- Led capital markets & corporate advisory services for a boutique investment bank, & quantitative research for hedge funds
- 10+ years experience in private equity, corporate finance, hedge fund, investment banking industries



Lon Welsh, Founder

- 8+ years in strategy consulting: Deloitte, Accenture
- 20+ years of commercial RE acquisition, development
- 20%+ IRR over lifetime
- Founder / CEO largest independent Colorado brokerage, Your Castle RE, 750+ agents, 5,200+ annual deals, \$2+ billion annual sales; Exit to P.E.
- Founder of First Alliance Title, large title and escrow company, Exit to Compass
- On Board of Directors for Denver Zoo, Boys and Girls Clubs Denver and the Denver Ronald McDonald House



Accounting, tax, audit, and internal control support



MICHAEL COGLIANESE CPA, P.C.
ALTERNATIVE INVESTMENT ACCOUNTANTS

- Over 30 years of experience in the alternative investment industry.
- Goal: reduce regulatory risk.
- Delivers the same quality as the larger firms but provide personalized attention for an economically efficient fee.
- Experience: securities, futures, hedge fund, private equity and cryptocurrency funds.
- Registered with the PCAOB and a member of the AICPA.

Unlock Your IRA



SITUATION

- I have a SD-IRA (self directed IRA) that contains seven real estate limited partner investments (NDF).

COMPLICATION

- There is a minor amount of UBIT tax exposure.
- All SD-IRA (and regular IRA invested in stocks) are taxed as ordinary income at withdrawal, *even though most of the gains are long term capital gains.*
- The tax hit in later years is monumental.
- RMD (Required Minimum Distributions) require significant distributions which could be difficult with nonliquid assets.

QUESTION

- What can be done to legally manage these taxes more efficiently?

ANSWER

- Move IRA to SD-IRA.
- Invest in real estate limited partnership(s) like NDF.
- Get FMV (fair market value) assessment from a CPA (we can refer you).
- Legally write down the value of your investment by 35% (or more).
- Convert to Roth IRA.
- Pay small tax bill now.
- Enjoy incredible tax savings for the rest of your life.

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Hypothetical portfolio and assumptions



BASELINE

- \$100,000 balance now
- You are 45
- All invested at Vanguard or Charles Schwab in stock index fund
- You want to start to withdraw at 60
- You take out cash until you are 80
- Solve to take out equal payments with only a small balance remaining when you are 80

SCENARIO 1

- Convert to SD-IRA
- Invest in NDF

SCENARIO 2

- Scenario 1 + do FMV (fair market value) study
- Convert to Roth IRA; Pay taxes one time today

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Hypothetical portfolio and assumptions



Orange	Orange = user inputs
Yellow	Yellow = key outputs / results
Green	Green = Most important take-aways

Tax savings from SD_IRA Roth conversion strategy					
Basis of SD_IRA today	100,000	Marginal tax rate (IRA) @ retirement	35%	Basis write down %	35%
Growth rate of S+P 500 inc	10%	Growth rate of NDF funds	17%	Roth convert tax rate	35%

- If you are not sure of your marginal tax rates, your CPA can help you... or it's easy to look up on Google.
- NDF1 is tracking to a 14% annual return (IRR). NDF2, 3, 4 are tracking to 15-18% annual returns. NDF10 is current slated for 17-20% returns.
- The 35% basis write down is based on estimates from CPAs, your unique situation could be different. It's based on real estate investment just like earlier NDF funds.

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Baseline Results



Keep money in traditional IRA in stock market. Your \$100K today generates \$1 million over your lifetime! The IRS takes \$350,000

		<i>Do nothing - Vanguard S+ P500 index</i>				
Year	Age	Start balance	Invest Gains	Gross Withdraw	End balance	Withdraw after tax
2023	45	100,000	10,000	-	110,000	-
2028	50	161,051	16,105	-	177,156	-
2033	55	259,374	25,937	-	285,312	-
2034	56	285,312	28,531	-	313,843	-
2035	57	313,843	31,384	-	345,227	-
2036	58	345,227	34,523	-	379,750	-
2037	59	379,750	37,975	-	417,725	-
2038	60	417,725	41,772	48,000	411,497	31,200
2043	65	379,705	37,971	48,000	369,676	31,200
2048	70	318,474	31,847	48,000	302,322	31,200
2053	75	219,861	21,986	48,000	193,847	31,200
2058	80	61,044	6,104	48,000	19,148	31,200
Total cash delivered				1,008,000		655,200
Total tax paid				352,800		

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Scenario 1 Results



Move to SD-IRA and invest in NDF10.
Your \$100K today generates \$3.8 million
over your lifetime! The IRS takes
\$1,400,000

Year	Age	NDF investment - traditional IRA			End balance	Withdraw after tax
		Start balance	Invest Gains	Gross Withdraw		
2023	45	100,000	17,000	-	117,000	-
		
2028	50	219,245	37,272	-	256,516	-
		
2033	55	480,683	81,716	-	562,399	-
2034	56	562,399	95,608	-	658,007	-
2035	57	658,007	111,861	-	769,868	-
2036	58	769,868	130,878	-	900,745	-
2037	59	900,745	153,127	-	1,053,872	-
2038	60	1,053,872	179,158	185,000	1,048,030	120,250
		
2043	65	1,012,896	172,192	185,000	1,000,088	120,250
		
2048	70	923,058	156,920	185,000	894,977	120,250
		
2053	75	726,092	123,436	185,000	664,527	120,250
		
2058	80	294,254	50,023	185,000	159,277	120,250
		
Total cash delivered				3,885,000		2,525,250
Total tax paid				1,359,750		

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Scenario 2 Results



Move to SD-IRA, invest in NDF10, convert to Roth. Your \$100K today generates \$3.15 million over your lifetime! The IRS takes \$23,000

After tax, keep \$600,000 more than SD-IRA scenario #1

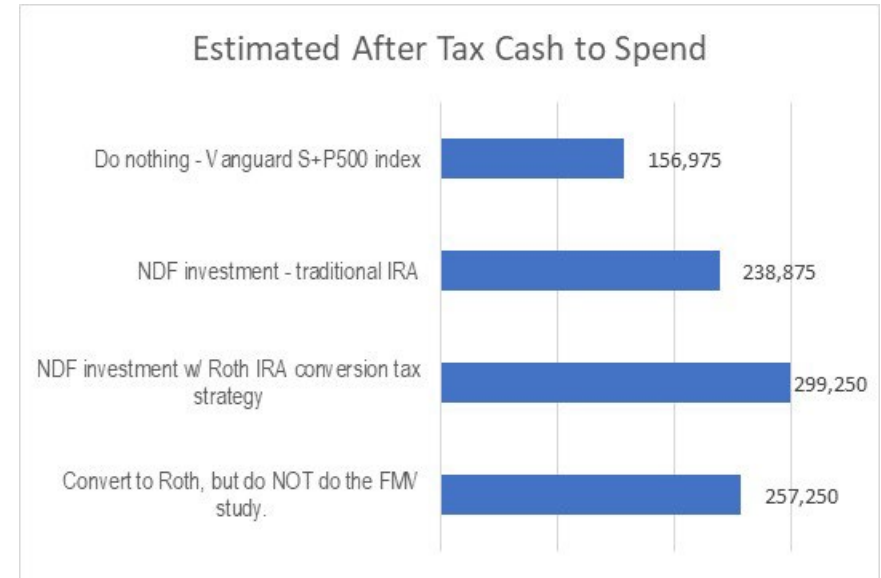
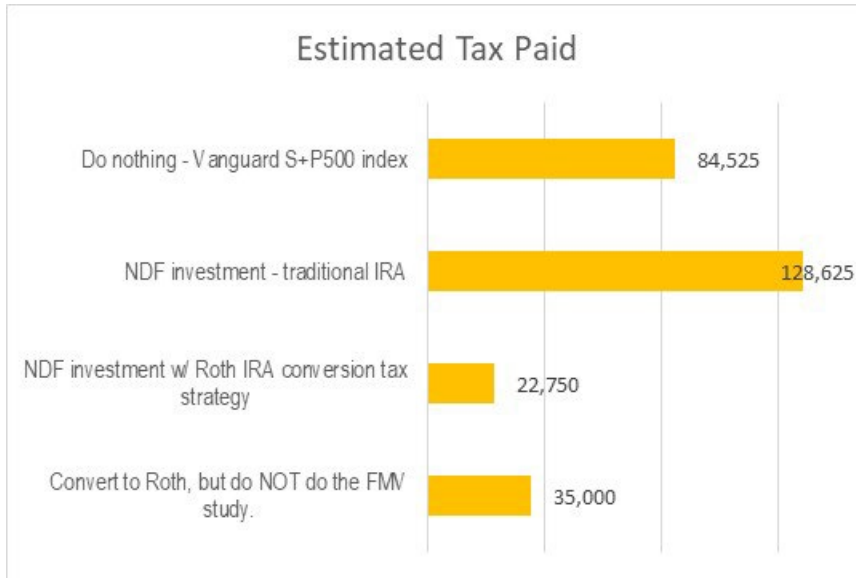
		<i>NDF investment w/ Roth IRA conversion tax strategy</i>						
Year	Age	Start balance	Invest Gains	Pay gains	Gross Withdraw	End balance	Withdraw after tax	
2023	45	100,000	17,000	22,750	-	94,250	-	
2028	50	176,614	30,024	-	-	206,638	-	
2033	55	387,217	65,827	-	-	453,044	-	
2034	56	453,044	77,017	-	-	530,061	-	
2035	57	530,061	90,110	-	-	620,171	-	
2036	58	620,171	105,429	-	-	725,600	-	
2037	59	725,600	123,352	-	-	848,953	-	
2038	60	848,953	144,322	-	150,000	843,274	150,000	
2043	65	809,124	137,551	-	150,000	796,675	150,000	
2048	70	721,803	122,707	-	150,000	694,510	150,000	
2053	75	530,356	90,160	-	150,000	470,516	150,000	
2058	80	110,617	18,805	-	150,000	(20,578)	150,000	
Total cash delivered					3,150,000		3,150,000	
Total tax paid				22,750				

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Comparison of Results



Moving your IRA to NDF with Roth conversion results in least tax paid and most income retained for your family. Check with your CPA for your situation.



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Other Tax considerations: **Unrelated Business Income Tax (UBIT)**

What is UBIT?

- UBIT is a tax on any unrelated business income in a tax-exempt entity. This is applied to both IRA and Roth IRA accounts.
- The IRA is required to pay taxes at trust tax rates (maximum rate of 37%) on any income subject to UBIT.
- Generally, this is a ratio of acquisition debt to equity in the investment.
- If the investment is in a separate partnership that owns the underlying property, the UBIT ratio of the partnership is used, not the IRA.

For Example (for illustration purposes only):

<u>Property 1:</u>	
Equity:	100,000
Debt:	0
UBIT ratio:	0%

<u>Profit</u>	
Net Income:	10,000
Depreciation:	<3,600>
Interest:	0
Tax:	<u>0</u>
Cash Flow:	10,000

<u>Property 2:</u>	
Equity:	100,000
Debt:	200,000
UBIT ratio:	66.6%

<u>Profit</u>	
Net Income:	30,000
Depreciation:	<10,900>
Interest:	<10,000>
Tax 37%:	<u><3,400></u>
Cash Flow:	16,600

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Other Tax considerations: **Required Minimum Distributions (RMD)**

What are RMD?

- RMD are required distributions from an IRA but are NOT required from a (non inherited) ROTH IRA. Failure to make a distribution results in a 25% penalty, or 10% if you withdraw the next year.
- Generally, these start at the age of 72, or 70 ½ if before 2020 (check with your CPA!).
- They are based on the Fair Market Value of the account based at the end of the prior year.

For Example (for illustration purposes only):

Fair market value of real estate:	2,000,000
Fair market value of Cash/Stocks:	100,000
Total Value:	2,100,000
Required RMD at age 80:	112,299

Problems:

- As shown here, there is not enough cash to make the distribution. The only solution is to pay the penalties or distribute the entire building, which will generate a 2m of ordinary income to the recipient, who will then need the money to pay the tax, all at once. This can cause the owner to be forced to sell the building.
- You will need to determine the Fair Market Value each year, generally through an appraisal, to determine what the Fair Market Value is.

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What does an FMV Study look like?



At your request, we have prepared a Summary Opinion of the Fair Market Value of your investment in Sawmill Capital MG, LLC. This opinion summary is designed to serve as an indication of the value of the investment to the party requesting the valuation only.

The standard of value used in our evaluation of your investment in Sawmill Capital MG, LLC is the Fair Market Value. The Fair Market Value is the price a willing non-related buyer would be willing to pay, and a seller could reasonably be expected to accept if the investment were offered for sale on the open market.

In this Summary of Calculated Value, we have considered the initial investment dollars, any lack of control, lack of marketability, and the riskiness of the venture.

Based on the results of the analysis of these factors we have estimated the Fair Market Value of the Membership Interest in Sawmill Capital MG, LLC as of 11/15/2022 to be \$ [REDACTED].

Best Regards,

Unlock Your IRA

What does an FMV Study look like?



Summary Opinion of Fair Market Value

Valuation Date:	11/15/2022
Valuation Professional:	[REDACTED] C.P.A.
Investment Reviewed:	\$ [REDACTED] Membership Interest in Sawmill Capital MG, LLC
Description of Business:	The purpose of the Company shall be (i) to own an indirect membership interest in Sawmill Residential through the ownership of equity interests in the Project Member Entities, and (ii) for Sawmill Residential to acquire, develop, expand, manage, hold, operate, sell (in whole or in part), transfer, finance, encumber, and otherwise deal with the Property, or any portion of it, and any other activities incidental or related thereto, including without limitation to undertake the redevelopment of the Property into a multi-family residential apartment building project containing approximately 250 units (the "Project").
Investment Owner:	[REDACTED] h IRA
Investment Date:	9/10/2020

Factors that were considered:

1. **Discount for lack of control (DLOC)** – The owner of this interest has no control of the investment and running of the business venture. It is a Manager Managed Limited Liability Company. The Operating Agreement states:

“The business and affairs of the Company shall be solely and exclusively directed and managed by the Manager, and the Manager shall have the full, complete, sole and exclusive authority, power and discretion to take all actions and make all decisions regarding the Company’s business, and may act for and bind the Company, without the consent or vote of the Members.”

We value the Control Discount at [REDACTED] %.

Unlock Your IRA

What does an FMV Study look like?



2. **Discount for Lack of Marketability (DLOM)** – The ability to sell the investment on the open market. A member has no power to withdraw from the company. The Operating Agreement states:

“no Membership Interest may be transferred within one year from the date of this Agreement, and thereafter only upon the written approval and consent of each member”

We value the Marketability Discount at [REDACTED]% of the value after the Control Discount is applied.

Value after discounts: \$ [REDACTED]

Unlock Your IRA – Madison Trust

How does a 3rd party help you transfer funds?

An Introduction to the World of Self-Directed IRAs

What is a Self-Directed IRA?

A Self-Directed IRA (SDIRA) is a type of tax-advantaged, individual retirement account that allows you to invest in alternative assets, such as real estate, private placements, precious metals and more.

*Exceptional Service.
Exciting Opportunities.*

What are Some Popular Assets to Invest in?

- ✓ Real Estate (rentals, commercial property, raw land, etc.)
- ✓ Private Placements (private equity funds, hedge funds, etc.)
- ✓ Private REITs
- ✓ Promissory Notes (secured and unsecured)
- ✓ Precious Metals

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How does a 3rd party help you transfer funds?

How Do You Set Up a Self-Directed IRA?



1. **Open a Self-Directed IRA** – Open a new Self-Directed IRA account online in under 10 minutes.



2. **Fund Your Account** – Fund your account by either transferring from an existing IRA, rolling over a former employer's plan like a 401(k), or making a contribution.



3. **Invest in the Asset of Your Choice** – Instruct Madison Trust to issue a check or wire to the investment of your choice, by completing an Investment Authorization Form.

Unlock Your IRA – Madison Trust

How does a 3rd party help you transfer funds?



White Glove Process!

1. **Investor sets up Madison Trust account** with special \$100 off link:
IrontonCapital.com/MadisonTrust100
2. **Investor moves the funds into Madison Trust**
 - **For IRA Transfer:**
MT provides the form for you to request the funds from your current IRA
 - **For Self Directed 401K Transfer:**
Investor initiates the roll-over from your 401K with details provided from MT
3. **Making the Ironton Investment:**
 - Ironton's IR Team works with you to streamline the paperwork and make sure the subscription agreement is correct with correct titling
 - Then you sign the agreement
 - Ironton will upload it into the secure portal for you
 - Finally, MT provides the short investment authorization form to confirm the transfer of funds and you sign it electronically

The Ironton Capital Team and Madison Trust experts are with you every step of the way!

Unlock Your IRA – Madison Trust

How does a 3rd party help you transfer funds?



The Madison Advantage



Incredible Client Support

Madison Trust was created with one goal: to give retirement investors an amazing financial experience. Our service-based model is designed so your investors always speak to a live and knowledgeable representative.



Straightforward Fees

Madison Trust's flat rates are amongst the lowest in the industry; we never charge asset-based holding fees. Fund Managers and Investment Sponsors alike have come to rely on us to seamlessly channel their investors' IRA money into their fund.



Industry Knowledge

Madison Trust Specialists complete rigorous CISP training and have a deep understanding of a variety of alternative asset classes. Our Specialists are equipped to field any questions your investors may have about their Self-Directed IRA.



Assets
Under Custody:
\$4.0B+



Client
Retention Rate
95%



Client
Testimonials
2,000+



Clients
in All
50 States



madisontrust.com

Unlock Your IRA – IrontonCapital.com/MadisonTrust100

Sign up for your Madison Trust account with our special link for \$100 off



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Calendly Calendar:
madisontrust.com/consultation-ian



madisontrust.com

“We all know that interpreting current market conditions and determining where to invest is incredibly challenging in this environment right now. I have always been ready to invest in Ironton Capital funds. Lon has a freakish ability to understand and analyze real estate deals. Lon has surrounded himself with a great team of like-minded experienced investors that know where and when to direct funds for maximum gain.” ~ Tom M.

"Although real estate investing can be a lucrative and rewarding venture, it comes with its own set of risks. I chose to invest with Ironton Capital because their track record of making sound, responsible investment decisions gave me the confidence and conviction to invest. It is clear they have the knowledge and expertise to make informed, strategic decisions with my capital, while also prioritizing safety and responsibility." ~ Shalom K.



"In the last 15 months I had 4 tenants non renew their leases and worked on rental properties non-stop. Although I still am an active investor, I've significantly reduced the amount of work by selling many of our rentals and investing passively with Ironton Capital. It feels good to have time back with the now passive investments. Ironton made it really easy." ~ Jared C.



Unlock Your IRA – IrontonCapital.com/MadisonTrust100

Sign up for your Madison Trust account with our special link for \$100 off

Free Portfolio Review

Ready to see if passive investing
is right for you?

IrontonCapital.com/review

