



BMG YIELD FUND II LLC
Summary of Terms
\$50,000,000 in Class A Units

What follows is a summary of salient terms of the proposed issuance of \$50,000,000 of Class A Units of membership interests (“Class A Units”) in BMG Yield Fund II LLC, a Virginia limited liability company (the “Issuer”). This term sheet is for discussion purposes only. Any offering of securities discussed herein shall be made solely by Issuer’s Confidential Private Placement Memorandum (“PPM”).

<i>Securities Offered:</i>	Membership interests in the Issuer, denominated as Class A Units
<i>Type of Offering</i>	Rule 506(c) of Reg D. Accredited investors only. Attestation required.
<i>Aggregate Offering</i>	\$50,000,000
<i>Price</i>	\$10,000 per Class A Unit
<i>Minimum Investment</i>	25 Class A Units (\$250,000)
<i>Target Assets</i>	Stabilized, single-tenant retail properties in the US. Focus on discount retailers located in secondary and tertiary markets.
<i>Manager</i>	MARF Management LLC, (“Manager”). The Manager is owned and managed by W. John Oliver, Michael A. Brumagin, and S Peter Stark.
<i>Track Record</i>	Through prior managed funds, the Manager and its principals have directed acquisition of 115 Target Assets, with aggregate cost basis of \$102 Million. The Manager and its principals have sourced approximately \$40mm of equity capital in their prior funds and approximately \$60mm in senior banks debt used to invest in the Target Assets. The Manager and its principals have paid out more than \$3.3 Million of preferred return to investors through their prior funds. None of the prior managed funds has yet gone full cycle.
<i>Preferred Return</i>	6% annual yield, paid in quarterly installments.
<i>Investor Carried Interest</i>	60% of cash from capital transactions following payment of Class A Member preferred return and return of Class A Member capital.
<i>Management Fees & Subordination</i>	Quarterly fee equal to 0.375% of the Issuer’s cost basis in acquired assets. Subordinated to Class A Members’ 6% annual preferred return.
<i>Taxation</i>	Pass-through (K1). Class A Members allocated pro rata share of income, gains, losses, credits, deductions. Consolidated out of state returns.
<i>Term</i>	Anticipated liquidation within seven years of first closing of the offering, subject to two one-year extensions at the discretion of the Manager.

This summary of terms is neither an offer to sell nor the solicitation of an offer to buy any securities, which can be made only by the PPM. This material must be reviewed in conjunction with the PPM to fully understand all of the implications and risks of the offering of securities to which it relates. Prospective investors should carefully read the PPM, including the section designated “Risk Factors” therein, and review any additional information they desire prior to making an investment. An investment in the Issuer’s securities is speculative and an investor should be able to bear the complete loss of their investment.