

## **Answers to Frequently Asked Questions about the POTALA TOWER PROJECT**

### **Why did I get a notice?**

You have been identified as an investor in the Potala Tower Project in Seattle. You may also be an investor in other Potala or Path America projects, but this notice just pertains to your investment in the Tower.

The court approved a transaction to allow completion of the Tower. It included a provision giving you a choice to keep your investment (“opt-in”) in the Tower project, or not (“opt-out”). The Receiver encourages you to consult with your attorney about making your decision. You can also call the helpline with questions at 001-503-520-4488.

### **When do I have to respond?**

The Receiver must have your response with your choice by **August 24, 2016**. If your response has not been received by that date, you will be deemed to have opted-in to the transaction.

### **How do I respond?**

You can send your response by mail (to P.O. Box 230091, Portland, Oregon USA 97281), facsimile (001-503-296-2265) or email (to [dfilppi@Grassmueckgroup.com](mailto:dfilppi@Grassmueckgroup.com)), as discussed in the Notice on this website (see the “Path Tower Project – Restructuring Documents” which contains instructions in both English and Chinese). You can also complete the electronic form at <http://www.grassmueckgroup.com/pathamerica.TowerOptOut.php>

### **What happens if I opt-in?**

If fewer than 80% of the EB-5 investors opt-in, the other parties to the transaction are not obligated to go forward with it, and the deal may not close. Assuming enough investors opt-in and the restructuring transaction is closed, [any portion of your investment remaining in escrow](#) will be released to the project. You will not receive any funds from your investment until a distribution is made pursuant to the transaction documents (again, see “Path Tower Project – Restructuring

Documents”). It may be a long time before there is a distribution, and there is no guarantee a distribution will occur in the future. You must also release claims as described in the EB-5 Investor Release (see “Path Tower Project – Restructuring Documents”).

If the restructuring deal closes, then approximately \$30 million in new capital will be contributed to the project [by Binjiang and Molasky](#) to complete the construction in a manner consistent with the original offering documents. Molasky is an experienced commercial builder and its entity will be responsible for completing construction of the Tower. Your investment is in Path Tower Seattle LP or Path America Tower LP, which will then loan that money to the Tower entity building the project. The loan will be subordinate to a construction loan and perhaps other funds as described in the Master Agreement (see "Path Tower Project – Restructuring Documents").

In addition, a Molasky affiliate would acquire the regional center entity and would take over the termination appeal and all aspects of EB-5 program compliance.

The Receiver encourages you to carefully read all of the documents, particularly the Master Agreement and release agreement, and to consult an attorney to fully understand the consequences of an “opt-in” decision.

#### **What happens if I opt-out?**

Assuming enough people opt-in and the transaction closes, you will receive \$250,000 (less any amounts already received), which is half of the amount you invested. You must also release any claims you have against the Receiver, Tower LLC and certain entities involved in the restructuring, including Binjiang and Molasky. This means you cannot file suit against those entities. However, you will retain a claim in the receivership for the balance of your principal investment. The Receiver cannot predict whether, or how much, money will be available in the future to pay some or all of these claims. Any of your funds held in escrow will be released to Path Tower Seattle LP or Path America Tower LP, which will then loan that money to the Tower LLC.

[The Receiver encourages you to carefully read all of the documents, particularly the Master Agreement and release agreement, and to consult an attorney to fully understand the consequences of an “opt-out” decision.](#)

**If I opt-in now, can I opt-out later?**

**No.** While it is understandable that some investors might want another opportunity to opt-out in the event the regional center termination appeal is ultimately unsuccessful, the parties to the transaction need your final decision before the deal can close.

**THE RECEIVER WILL UPDATE THESE FREQUENTLY ASKED QUESTIONS IF HE RECEIVES QUESTIONS THAT HE BELIEVES WOULD BE OF INTEREST TO OTHER INVESTORS.**

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**Deleted:** As you probably know, the U.S. Citizenship and Immigration Services (USCIS) issued a Notice of Termination on March 23, 2016 terminating the Tower regional center's participation in the EB-5 program. The receiver has appealed that termination decision, but there is no guaranty that the appeal will be successful. A final determination of the Appeal may not occur for some time, and you cannot chose to opt-out later if the Appeal is denied or if you change your mind. Thus there is no guaranty if you opt-in that you will be successful in obtaining citizenship, nor is there a guaranty of financial success of the Tower project.