**CONFIDENTIAL**

**Costa Rica Opportunity Partners, SRL**

 **Real Property Investment Program**

**(Minimum / Maximum Offering Amounts)**

**$200,000 / $2,000,000**

 **Investor Class Memberships at $50,000 per Unit**

Minimum Purchase: 1 Unit ($50,000)

**Memorandum**

The Company is offering, to qualified investors only, Investor Class membership units (“Unit” or “Units”) in this Costa Rican limited liability company. The Units will be sold to investors for $50,000 each. The minimum subscription is one Unit ($50,000). The minimum total offering amount will be $200,000 and the maximum total offering amount will be $2,000,000. The Company intends to engage in various investment ventures consisting of the acquisition of investment grade agricultural real estate in the “path of progress” for future subdivision, development and sale; the company is especially interested in investment in and development of Exchange Traded agricultural products (coffee, citrus, corn, cattle, etc.) in various locations within Central America with special emphasis on Costa Rica, as well as other pursuits that facilitate the production of agricultural commodities, both directly and indirectly such as water rights and power generated from the same source, along with any other agricultural investments such as the purchase of agricultural cooperatives and processing facilities to include the acquisition of small integrated processors and wholesalers including dealers in Window Fruit.

 **See “Risk Factors” beginning on page 12 for a discussion of factors that should be considered before investing in a Unit being offered through this Memorandum.** These “risk factors” include but are not limited to:

* The herein proposed use of proceeds is highly risky and includes the possibility of a total loss of investment.
* The Units being offered herein are highly illiquid. An investor may not be able to sell any Units purchased because there will be no market for them.

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| --- | --- | --- | --- | --- | --- | --- |
|  |   | **Per Unit** |   | **Total Minimum** |   | **Total Maximum** |
| Price |   | $ | 50,000 |   |   | $ | 200,000 |   |   | $ | 2,000,000 |   |
| Commission, if paid |   |   | 10.0% |   |   |   | 20,000 |   |   |   | 200,000 |   |
| Proceeds Available to the Company |   |   | 45,000 |   |   |   | 180,000 |   |   |   | 1,800,000 |   |

The company will asses a non-accountable administrative fee of three (3) percent.

The company will also be reimbursed for legal and accounting work that is part of this offering and memorandum not to exceed two (2) percent.

The net proceeds available to the company will be eighty-five (85) percent of the offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the sale of these securities or passed upon the adequacy or accuracy of this Memorandum. Any representation to the contrary is a criminal offense. Soliciting dealers, if any, will be soliciting subscriptions on a “minimum/maximum best efforts” basis. The soliciting dealers, if any, must sell enough Units to meet the minimum offering amount ($200,000) if they are to receive any commissions and are required to use only their best efforts to sell enough Units to meet the maximum offering amount ($2,000,000).

There is no Broker/Dealer for this offering.

The date of this offering is April 1, 2011

**Costa Rica Land Company, S. A.**

 Calle Elvira Mendez #10 Penthouse

 Panama 3 Republica de Panama

**THE LIMITED LIABILITY COMPANY**

This Limited Liability Company (“the Company”) is offering, to qualified investors only, Guaranteed Investor Class Membership Units in the Company, a Costa Rican limited liability company. Units will be sold to qualified investors for $50,000 each. The minimum subscription is one (1) Unit ($50,000). At the Company’s discretion, the Company may accept a fractional subscription amount that is less than one whole Unit ($50,000), but only if the subscribing member seeking the fractional subscription Unit has already met the minimum threshold amount of one whole unit ($50,000). In no event will the Company accept such fractional subscription units for less than one tenth (1/10) Unit ($5,000). The minimum offering amount will be $200,000 and the maximum offering amount will be $2,000,000. The Company will commence operations and acquire material assets and/or liabilities as soon as the minimum investment threshold of $200,000.00 has been met and prior to the termination of the subscription period for selling the Units being offered.

**The Guaranteed Investor Class will receive an interest rate of six percent (6%) on funds credited to its’ capital account distributed on a quarterly basis**. **The interest payments begin when the capital is deployed in the first deal.**

**The Guaranteed Investor Member will also earn up to Sixty-Five Percent (65%) of the profit from any portion of that Investor’s capital account that is allocated to the investments. This percentage will be paid annually as a distribution to Investors.**

Distributions to Investors are mandatory and must be taken by Investors. Profits may not be reinvested in the Company by Investors.

Investor Members will also receive their proportionate share of expenses and depreciation when applicable.

The subscription period for Units will commence on April 1, 2011 and terminate on December 31, 2011, unless Costa Rica Land Company, S.A. (CRLCSA), the Manager, in its sole discretion, accelerates or delays the offering termination date, provided that its ability to delay the offering termination date is subject to its obligation to return the purchase price for any units not invested in the offering within any period required by state securities law.

The Company will not be funded with less than $200,000 in subscriptions from investors. If the Company has not received subscription funds of at least $200,000 by the end of the subscription period, the Company will promptly return all funds received to subscribers along with any interest earned if funds were placed in an interest bearing account. Unless otherwise decided by the Manager, the Company will terminate on April 1, 2016, exactly five (5) years from the date of this offering.

**Investment Objectives**

The Company intends to engage in various investment ventures consisting of the acquisition of investment grade agricultural real estate in the “path of progress” for future subdivision, development and sale; the company is especially interested in investment in and development of Exchange Traded agricultural products (coffee, citrus, corn, cattle, etc.) in various locations within Latin America, as well as other pursuits such as water rights and sources including power that can be generated from the same that facilitate the production of agricultural commodities, both directly and indirectly, along with any other agricultural investments such as the purchase of agricultural cooperatives and processing facilities to include the acquisition of small integrated processors and wholesalers including dealers in Window Fruit.

However, the primary focus of this Private Placement Memorandum, as opposed to the broad scope of its legal charter, will be the purchase and sale of Real Property throughout Central America with special emphasis on Costa Rica. This may include acquiring farms and ranches in any geographic area that are in the path of progress and where the price or demand is average or low, effectuating any necessary subdivision and infrastructure with aggressive marketing creating a demand and then selling or auctioning for a substantially higher price; thereby generating a handsome profit for distribution to investors.

**The company has a policy of “Being Involved in Something Bigger than Itself” by giving back to the community in which it invests! Specifically the company will, wherever possible, develop medical facilities by enlarging or building new and helping to staff to provide regular and urgent care to the community from which it draws its employees. The company will also develop the local school system by enlarging the facility and staffing with better teachers. Core to this effort is outsourcing some specific work to employees by helping them to start their own business which will achieve better pricing to the company and create additional employment in the community.**

**Management has employed this strategy in past similar activities with good success – it will actually improve the company’s bottom line through healthy, educated and happy employees.**

In addition, it is intended that certain tax benefits will inure to the benefit of investors, consisting principally of deductions for tangible and intangible investment costs. To the extent that operations result in a net loss for a taxable period, limited liability investor members will be able to claim their shares of the deductions giving rise to such loss in that year. Such deductions may be subject to limitations. See “Tax Aspects.”

**Management of the company has achieved annual returns in excess of twenty percent in several similar real estate ventures in Costa Rica during the last decade and is confident it will meet or exceed those returns over the life of this current project.**

However, the primary focuses of this Private Placement Memorandum, as opposed to the broad scope of its legal charter, will be the purchase of agricultural lands already in production with an eye for future development potential. This will include acquiring land in the geographic area of Central America with Special Emphasis on Costa Rica where the cost of production is low, transporting those agricultural products/commodities to an area of higher demand or higher price. The company strategy may include trading commodities contracts against production to lock in profits.

**PROPOSED ACTIVITIES**

Management is of the opinion that the global market for quality Real Estate Products and Services is currently experiencing an unprecedented increase in demand in certain Geographic Regions. The driving engine is the “Aging Population of North America and the European Union” an increasingly complex set of geopolitical factors. The growth in Latin America is precipitated by an exodus of healthy and financially secure “Baby Boomers” in search of a better way of life! These families want to enjoy a mild climate, peaceful Democracy, less government, friendly people, recreational opportunities and a low cost high standard of living with excellent health care. Certain countries in Latin America possess most if not all of these characteristics and are considered our initial targets.

The Directors consider that Costa Rica is one such opportunity. In 1981 the population numbered slightly under 2 million; there were 30,000 foreign residents and 300,000 tourists annually.

There were less than 15,000 hotel rooms and agriculture (principally coffee and bananas) was the main foreign currency producer with a GDP of 5 billion dollars.

What a difference 25 years have made: Costa Rica now has a population approaching 5 million with over 1.5 million foreign residents (approximately 450,000 North Americans). Tourism will surpass 2 million tourists this year and there are over 150,000 hotel rooms. The Gross Domestic Product will exceed 50 Billion dollars and Microchips built by Intel is the largest cash crop followed by tourism!

Affordability, anyone who has a nest egg of a million dollars or two can multiply that simply by moving to Costa Rica where your money goes three times as far. It’s hard to retire on a million dollars and be active but if you multiply that by 3… well 3 million dollars will make almost anyone’s retirement comfortable. The economy is dollarized and the Government places no restrictions on currencies or profits.

In a nutshell this is why the country will continue to flourish for decades to come. To borrow a phrase from Adam Smith, “The Invisible Hand” of the foreign population is spending untold Billions of dollars annually (not accounted for in official GDP) buying land, building dream homes and condominiums and creating second career opportunities and employing hundreds of thousand of locals in variety of ways. Let me be specific:

There are very few places (Dubai, London, China and Panama) in the world that have the amount of new construction, per capita, going on that Costa Rica does; since record keeping is minimal the government figures are virtually meaningless. In opinion of management the current construction in Costa Rica exceeds half of the country’s GDP of 50 Billion.

The luxury hotel chains have discovered the country and are building at a frenetic pace including Hilton, Starwood, Mandarin, Hyatt, all the Marriott brands and the Four Seasons Company. But unaccounted for are to tens of thousand of private homes, farms, businesses and condominiums!

Costa Rica’s private health care system exemplified by Hospital Cima and Clina Biblica systems with a host of private practice physicians all trained in the US offer first rate health care at about 30 percent of the equivalent treatment in the United States or Europe. The current life expectancy is 80 years.

Benign climates of two distinct seasons; wet (August thru November) and dry (December thru July) bless the country with an average temperature of 74 degrees (22 Celsius) and wonderful growing conditions. The beaches are warmer and the Central Valley and surrounding mountain communities are cooler. Just what many people from North America and the European Community are looking for!

Population: All of this and the friendliest and most handsome people on the face of the earth. Costa Rica was settled by Spanish Nobility exported during the 1500’s for political reasons hence the population looks very European.

In summary there is no better place with equal financial prospects to undertake the following investment opportunities.

However, the focus of the Company’s operating strategy is outlined below:

**Land Banking**

In management’s opinion, the secret to Land Banking is to be ahead of the growth in dynamic areas and have an alternate, income producing use for the property during the banking process. Having observed over the years the effects of “Globalization” and all that it entails, management has come to understand that the developed markets in the western hemisphere principally the US and Canada are outsourcing much their food production to Central and South America for a myriad of reasons including; cost of labor, insurance and benefits, relaxed environmental standards, the lower entry price for good farm land and proximity to the consuming market. Here in lies the opportunity of enormous consequence for those that recognize it early on! Management has worked extensively in Panama, Costa Rica and Nicaragua and has current land holdings in all three countries. All three have vast Pacific Coast lines and much of the property is still agricultural in nature. Management has also done the exploration of Chile which they think holds great promise for the future for all the right reasons climate, stable government, low entry price, high standard of living and excellent health care.

Costa Rica, Panama and Nicaragua

The Coastal plains and foothills nearby of all three countries still have a preponderance of agriculture including cattle, rice, beans, bananas, coffee, dates and window fruit crops (various melons, strawberries, etc.). If managed efficiently these farms can produce an 8% return (in some cases higher) on cash while the real estate is appreciating. Both Panama and Costa Rica have adequate infrastructure (what Nicaragua lacks in infrastructure it makes up in cost of labor) and real estate has been appreciating at 5% annually (in hot areas a 20%) for the last 7 years. If you buy good real estate no matter what happens to worlds economy you will always have good real estate and it will be the first thing to recover. All three countries have a low real estate tax ranging from a quarter percent (most typical) to as high as 4% for Beach Concession.

Costa Rica and Panama to some extent have the added dimension of wonderful mountain real estate (great ocean views) much of which is currently under cultivation either in cattle or coffee, both of which can provide excellent returns, especially the coffee which is the highly aromatic mountain grown Arabica and always ranked at the top world wide.

Nicaragua the least developed of the three by far has better pricing, cheaper labor and an aggressive government incentive program for Direct Foreign Investment. The time is right to make some major acquisitions on the Pacific Coast and perhaps inland in the coffee growing region. For the foreseeable future I believe the development opportunities would be for the middle class and upper middle foreign immigrant (not ready for high end). Banking the land and operating the agricultural side as it is resold at a premium to small developers during the latter years of this decade and into the next. Appreciation is currently running about 5 to 10% and the pricing is between 40 to 60% less for comparable land in Costa Rica.

Of the three countries Costa Rica is the more advanced and where we would concentrate the holdings. The capital cities of each are less than an hour apart, by air, for easy commute to oversee acquisitions and operations.

As the prices increase in Costa Rica, due to general sales and our buying and on the wholesale/retail side selling, the company will concentrate on two undeveloped areas; South Central and North Central (remember the company won’t be the only player) we will shift the allocation most likely in the direction of Nicaragua stay ahead of the growth.

**II. Acquisition of Small Companies**

The second area of focus will be in evaluating and acquiring total or partial interests in small, integrated real estate companies and companies in the processing side of agricultural produce which has the advantage of cutting out the middleman on the production side of the company’s holdings.

**III. Other Related Investments**

As stated above, the Company may also elect to participate in any other related investments that will enhance the operations of the company’s key real estate holdings including acquisition of mineral rights and sources of fresh water with an eye on power generation as well as the resource itself.

**Selection of an Acquisition Targets**

In evaluating a prospective Acquisition Target, the Directors will conduct the necessary business, legal and accounting due diligence on such Acquisition Target and will consider, among other factors, the following:

* location, location, location
* financial condition and/or results of operation
* pricing issues versus the local market; time to market
* growth potential access to utilities, infrastructure and amenities
* experience and skill of management and availability of additional personnel
* additional market expansion possibilities
* costs associated with effecting the Acquisition capital requirements
* competitive position within the sphere of influence
* stage of development of the products, processes or services
* degree of current or potential market acceptance of the product and location
* proprietary features and degree of intellectual property or other protection of the products, processes or services
* environmental issues
* regulatory environment of the industry.

The Company may not finance Acquisitions solely with the proceeds of the Placing and may finance a portion of such Acquisitions through alternative sources of finance, such as the seller. It is a possibility that any Acquisition may be financed through a combination of cash, equity and if necessary debt.

**Real Estate Services Latin America, S.A., Manager**

**Robert W. Demes age 61** is a founder and Director of Applied Capital Corporation. He is an economist by education. Mr. Demes has enjoyed business, political, and diplomatic successes domestically and internationally for more than three decades. Mr. Demes has more than 20 years of experience of buying, selling and developing real estate in Central America two of his grandest achievements are Ranhco Monterey and Del Pacifico which set the standard for the Central Pacific Coast. As previous Director and management to numerous business concerns, he intuitively knows what is required to transform a marginal enterprise and manage a successful company as well as position the entity within the prevailing political hierarchy to maximize growth. Experience in international finance coupled his abundance of international financial connections permits him to make institutional sized financing arrangements available to various clients. Mr. Demes, by nature, a detail oriented individual, uses that characteristic to teach clients to be thorough and objective in their endeavors. His theory of combining creative marketing with the tenacity of a sound economic plan have helped many Companies attain goals and milestones that were otherwise perceived as impossible dreams. Previous business and management experience, including a stint as Chief Operating Officer of Bedford Energy, Inc. has permitted Mr. Demes to found, lead and manage businesses in the magnitude of hundreds of millions of dollars and facilitate the sales for others that exceed these numbers.

**Lic. Arturo Salazar C. MBA, CPA age 47 He** is the company CFO; a dynamic and charismatic Director for Applied Capital Corporation. His expertise and international experience serve as invaluable conduits for capital placement introductions as well as for corporate structuring. Mr. Salazars’s strengths include his ability to distill the essence of the problem and the opportunity and create a hierarchy of required events such that a Company can express freedom of growth in a highly regulated market place yet strategically avoid many of the obstacles and pitfalls often associated with small fast growing Companies. Selection of clients based on a business acumen that comes from years of experience in diverse industries is sometimes more of an art than a science is a talent that few individuals possess. Mr. Salazar is thusly gifted. In addition to his business strengths, his common sense approach to marketing and branding clients is second to none. All of this would includes a methodical plan to posturing clients for the most favorable tax advantage yet adhering to the very strict standards of business ethics demanded in today’s formidable environment.

**Lic. Alberto Lopez S. MBA age 52** Alberto is the company COO and has 30 years of experience in the real estate market of Costa Rica. He brings incredible negotiating and operational skills, which will help the company with both acquisitions of properties below market value and in the operation of the same to ensure overall profitability and maximum cash flow. This team has worked together for many years and Albert has the organizational methods and salesmanship that have been an integral part of their success over the years.

**Strategic Manager Class Members**

**As of the date of this PPM, the Strategic Manager Class Members include professionals and tax advisors. (The Manager expects to add other Strategic Members in the future):**

***Moore and Associates, LLC***

Mike J. Moore, MBA, CPA, PFS**,** is currently a Manager of Raben & Associates, LLC, a Las Vegas, Nevada based general public accounting firm. Mr. Moore has an undergraduate degree in accounting from the Edwin L. Cox School of Business at Southern Methodist University in Dallas Texas as well as a Masters Degree in Finance and Business Management from the University of Dallas in Irving Texas. He as a Personal Financial Specialist (“PFS”) licensed through the American Institute of Certified Public Accountants, a designation that is only available to Certified Public Accountants who have completed six additional graduate level courses devoted to six distinct subjects in the field of financial planning and satisfactorily passed a battery of intensive exams covering those six disciplines. Mr. Moore became a Certified Public Accountant in Texas in 1984 and was granted reciprocity in Nevada in 2001. His career has included many years in public accounting as well as industry. Mr. Moore has been a cowboy on a working cattle ranch in North East Texas, a trucking company executive and owner in Tarrant County Texas, a controller for a Dallas Texas based drilling company, oilfield equipment company, a rig-up company, several oil and gas exploration and production companies, controller for a San Diego financial services company, and successfully helped several start-ups go public through reverse mergers with public shell companies. Additionally, he is the president, senior auditor, and owner of Moore & Associates, Chartered, a Nevada CPA firm registered with the Public Company Accounting Oversight Board (“PCAOB”).