



BR Grand Dominion, DST

23910 WEST INTERSTATE 10, SAN ANTONIO, TEXAS 78257



San Antonio, Texas

Grand at the Dominion (the “Property”) represents an opportunity to invest in a newer (2015) Class A apartment community in the beautiful Texas Hill Country in highly affluent Northwest San Antonio, Texas.

Institutional Quality Luxury Apartment Community in Desirable Affluent Neighborhood

The Property is strategically positioned to capitalize on the booming population and economic growth in the area immediately adjacent to the highly desirable Dominion region offering residents a sophisticated, yet casual atmosphere, resort-class amenities and beautifully designed grounds.

BR Grand Dominion, DST (the “Trust”) seeks to provide monthly cash flow distributions and potential capital appreciation from rising rents and property values due to rapid growth and high incomes in the Northwest San Antonio submarket.

There is no guarantee Purchasers will receive distributions or the return of their capital. See the “Risk Factors” section in the Confidential Private Placement Memorandum (the “Memorandum”). The results shown may not occur, and your performance could vary significantly. Capitalized terms used, but not defined, in this brochure have the meanings given in the Memorandum.

FOR ACCREDITED INVESTOR USE ONLY | *This is neither an offer to sell nor a solicitation of an offer to buy any securities, which can be made only by the receipt of the Memorandum. This material must be reviewed in conjunction with the Memorandum to fully understand all of the implications and risks of the Offering of securities to which it relates. A copy of the Memorandum must be made available to you in connection with this Offering. Prospective Purchasers should carefully read the Memorandum and review any additional information they desire prior to making an investment and should be able to bear the complete loss of their investment.*



GRAND AT THE DOMINION IS A 16-BUILDING COMMUNITY ON APPROXIMATELY 21.3 ACRES

Key Investment Considerations

BR GRAND DOMINION, DST

- ▮ San Antonio's population and economy is growing with a **low 3.6% unemployment rate** driven by a **2.5% job growth rate**, one of the highest in the nation. (Source: Bureau of Labor Statistics).
- ▮ **The Northwest San Antonio submarket is a very high growth area**; the Property's 3-mile radius has experienced 54% population growth from 2010-2017 which is four times the growth experienced statewide during that time. (Source: Newmark Knight Frank Appraisal dated August 18, 2017).
- ▮ **The Property has \$1.275 million built-in value creation** due to the purchase price to appraised value comparison. (Source: Newmark Knight Frank Appraisal dated August 18, 2017).
- ▮ San Antonio was **Forbes 8th ranked "Next Big Boom Towns in the U.S."** (Source: Forbes, 2016).
- ▮ The Property is set in the Texas Hill Country, located in the Dominion, an exclusive country club and one of San Antonio's most affluent areas. **The average household income within a one mile radius is \$190,732** and the median single-family home price in the immediate area is approximately \$640,000. (Source: Newmark Knight Frank Appraisal dated August 18, 2017).
- ▮ The Property is **located within minutes from San Antonio's largest employers**: NuStar Energy (3.9 miles), Medtronic (4 miles), Acelyty (fka Kinetic Concepts Inc.) (8 miles), Valero Energy (6 miles), USAA (9 miles), and South Texas Medical Center (11 miles). (Source: Newmark Knight Frank).

**Bluerock Value Exchange LLC's acquisition price is before all fees and expenses associated with the BR Grand Dominion, DST securities offering.*

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Pictured: (Top) The Rim comprises 1.8 million square feet of retail. (Bottom) Homes in the exclusive Dominion Country Club area.

Note: Purchasers are not purchasing interests in either The Rim or Dominion Country Club.



AERIAL VIEW OF GRAND AT THE DOMINION

Why Apartments?

The “Millennial Generation”, at more than 86 million and already exceeding that of the “Baby Boomers” at similar ages, is expected to increase over the next 20 years as immigration (typically of young adults) continues to increase.

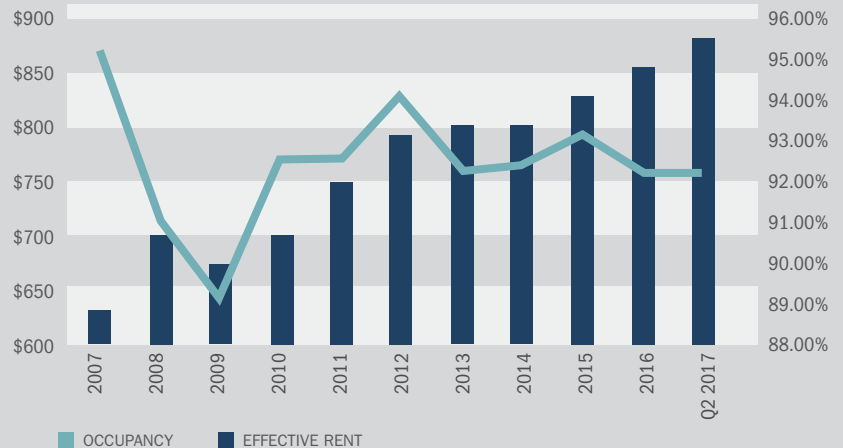
Although they are only now beginning to live on their own, “Millennials” will likely form even more households than the “Gen-Xers” and even the “Baby Boomers”. In fact, according to a recent study by the National Multifamily Housing Council (NMHC), the nation is projected to add **4.6 million new renter households** by 2030.

59% OF THE **22 MILLION** new households that will form BETWEEN **2010 and 2030** will **rent**¹

Consistent with this national trend, the Northwest San Antonio Metro apartment market has a **92.5% occupancy rate**. Rental rates have risen steadily since 2009 and Axiometrics forecasts rent increases of approximately 3.5% annually through 2020 driven by low vacancy rates.²

The San Antonio Metro is projected to need approximately **54,000 additional apartment units** by 2030.

Northwest San Antonio Apartment Market Trends



(Source: Axiometrics Annual Submarket Trend Report, Q2 2017)

Projected San Antonio Apartment Demand



(Source: NMHC “U.S. Apartment Demand - A Forward Look”, May 2017).

(1) Decennial Censuses and Urban Institute projections June 2015.

(2) Axiometrics Annual Market Trend Report Q2 2017.



POOL/CLUBHOUSE AREA

Property Summary

Developed in 2015, the Property offers eight contemporary 1, 2, and 3 bedroom floor plans within a 21.3 acre garden-style community resulting in top-of-the-market apartment living in San Antonio.

Year Built: 2015

Class: A

Buildings: 16

Acres: Approximately 21.3

Number of Units: 320

Average Unit Size: 1,018

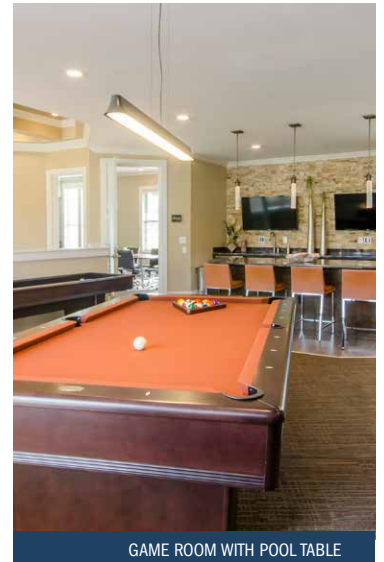
Total Square Feet: 325,760



FITNESS CENTER WITH "FITNESS ON DEMAND®" SYSTEM



INDOOR GOLF SIMULATOR



GAME ROOM WITH POOL TABLE

The Property offers residents three kitchen and bath finish options: Signature (160 units), Signature Plus (112 units) or Executive (48 units) packages, along with a wide array of premium amenities.

Three kitchen and bath finish options are available:

Signature: black-on-black GE ENERGY STAR appliances, double stainless steel sinks, gooseneck faucet with integrated pull down sprayer, ceramic tiled backsplash, custom wood cabinetry with under cabinet lighting, spacious pantries, pendant and track lighting, and a USB outlet.

Signature Plus: which accounts for rent premium of \$60-\$95, and includes stainless steel GE ENERGY STAR appliances with a glass-top range, gooseneck faucet with integrated pull down sprayer, glass tiled kitchen backsplash, and framed vanity mirrors.

Executive: which accounts for rent premiums of \$70-\$105, and includes premium slate GE ENERGY STAR appliances, a glass-top range with double ovens, designer white cabinetry with upgraded hardware, upgraded, glass-tiled kitchen backsplash, and enhanced plumbing and lighting fixtures.

Top-of-the-Market Unit Amenities

- Wood-style blinds, flooring and designer carpeting
- Granite countertops in the kitchen and baths
- Master baths with oval, garden tubs and separate walk-in showers
- Full-size washers & dryers/connections in all units
- Oversized walk-in closets & linen closets with built-in shelving
- Oversized patio/balconies with storage closets
- Kitchen Islands in most units
- Double stainless steel sinks with gooseneck faucets
- GE ENERGY STAR appliances
- Ceramic-tiled backsplash
- Custom wood cabinetry and spacious pantries

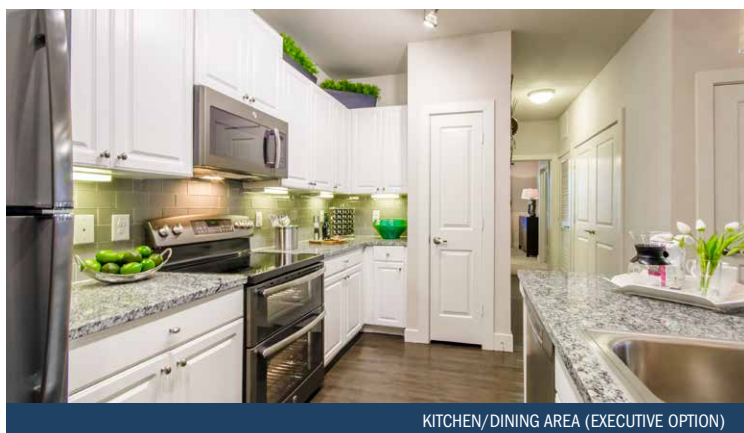
Abundant Community Amenities

- Resort-style pool with cabanas
- Trellis-covered outdoor fireplace
- Lounge and cooking areas
- Full-scale state-of-the-art fitness center with cardio machines, free weights, and a yoga studio with spin bikes
- Fitness on Demand® Virtual Fitness Program
- Large, indoor golf simulator
- Elegant, two-story clubhouse with billiards and shuffleboard
- Catering kitchen and dining room
- Business center

Investment Overview



LIVING AREA



KITCHEN/DINING AREA (EXECUTIVE OPTION)

Business Plan

(i) preserve Investor's capital investment; (ii) make monthly distributions from Property cash flow, which may be partially tax-deferred as a result of depreciation and amortization expenses; (iii) make any necessary improvements and upgrades to the Property to maximize rental rates, thereby potentially creating value; (iv) institute a nationally recognized third-party property management company and (v) profitably sell the Property within approximately seven to 10 years.

In addition, Bluerock Value Exchange, LLC ("BVEX") will seek to add value to the Property through the implementation of the following items (further detailed in "Business Plan" section of the Memorandum):

- ▶ Use creative marketing initiatives incorporating local businesses, vendors, sponsorships, and specialized internet search engines;
- ▶ Implement state-of-the-art computerized revenue management, leasing, and reputation management systems and programs to maximize revenues; and
- ▶ Institute a nationally recognized property management company with a team of experienced and enthusiastic professionals to oversee on-site management.

OFFERING HIGHLIGHTS

Minimum 1031 Investment: (0.42620% interest)	\$100,000
Assumed Debt (0.42620% interest):	\$143,500
Offering Purchase Price: includes \$600,000 in Supplemental Trust Reserves	\$56,898,729
Equity Amount:	\$23,228,729
Loan Amount:	\$33,670,000
Loan Terms:	58.93% Loan-to-Capitalization; 10-Year Term; 3.96% Fixed Interest Rate
Purchase Price per Unit: ¹	\$175,534
Projected Hold Period:	Approx. 7-10 Years
Current Cash Flow:	5.25% annual rate; paid monthly ("Additional Rent"); and 90% of revenues above breakpoint; paid annually**

The Master Lease

The Trust leased the Property to an affiliate of Bluerock, BR Grand Dominion Leaseco, LLC, a newly-formed Delaware limited liability company (the "Master Tenant"), under a 10-year master lease agreement (the "Master Lease"). The Master Tenant sub-leases the Property to the residential tenants (the "Residents"). The purpose of the Master Lease is to permit the Master Tenant to operate the Property and to enable actions to be taken with respect to the Property that the Trust would be unable to take due to tax law-related restrictions, including but not limited to, a restriction against re-leasing the Property.

As part of the Master Lease, the Trust will receive Base Rent (debt service), Additional Rent (monthly distributions) and Supplemental Rent (annual performance distribution) from the Property's gross revenues as described in the Master Lease.*

(1) Figure rounded and represents initial Trust purchase price, offering fees and expenses, excluding Loan Escrow and Supplemental Trust Reserves.

* There is no guarantee investors will receive distributions or a full return of capital. See "Risk Factors" and "Master Lease" sections in the Memorandum. Pursuant to the Master Lease, the projected current cash flow is comprised of: (i) Additional Rent, if attained, of 5.25% per annum paid on a monthly basis; and (ii) Supplemental Rent, if attained, paid on an annual basis. The results shown may not occur, and your performance could vary significantly.

** Pursuant to the Master Lease, the projected current cash flow is comprised of: (i) Additional Rent, if attained, of 5.25% per annum paid on a monthly basis; and (ii) an amount equal to 90% of the amount by which annual gross revenues exceed the Supplemental Rent Breakpoint, paid on an annual basis. Current cash flow is not indicative of future results.

Regional Overview

San Antonio is the county seat for Bexar County, located within the Central-South region of the state of Texas. Currently, the city is 7th largest in the United States.

The Property is located in Northwest San Antonio, Texas, in the central Texas Hill Country, approximately 20 miles from downtown San Antonio.

Economic Overview

San Antonio's overall economy is expanding at an above-average pace. Average hourly earnings have risen at more than twice the national rate over the past year. Job growth has averaged approximately 3% annually in the past three years, well above the U.S. rate. This employment growth is being driven by population growth, among other factors. According to the Bureau of Labor Statistics, the job sectors with the highest rate of growth are education and health services, construction, and mining and logging.

Additionally, several fundamentals are in place for further residential construction gains. First, high-wage job additions have been strong over the past couple of years, contributing to gains in household incomes. Second, population growth has averaged nearly triple the national average for the past five years. Third, affordability is above the Texas average and mortgage rates are still low. Fourth, despite the completion of more than 5,000 rental units in 2016, demand was strong enough to keep rents rising.

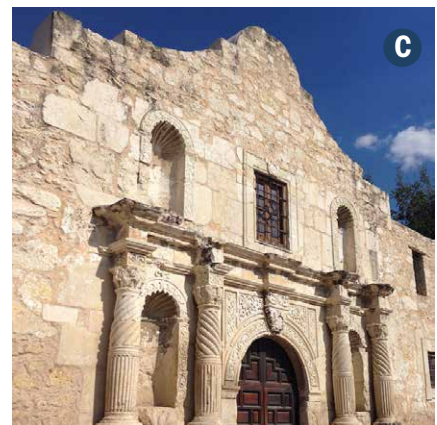
San Antonio's military presence is also a key metro economic driver. The San Antonio Metro is home to Lackland and Randolph Air Force bases and Fort Sam Houston. Federal civilian employment has risen since last March, and in a metro area with such a high military concentration, this frequently signals a rise in soldier payrolls as well. Also of note, the Air Force Cyber Command along with the National Security Agency in San Antonio make up the largest federal cybersecurity presence outside the nation's capital.

San Antonio Metro Facts

- 2.4 million residents
(Source: U.S. Census Bureau).
- Median age of **34.1 years**
(Source: San Antonio Economic Development Foundation).
- 1.04 million total employment
(Source: Bureau of Labor Statistics).
- Total geographic area of **467 square miles** *(Source: San Antonio Economic Development Foundation).*
- Projected to add **1.1 million new residents by 2040** *(Source: San Antonio Economic Development Foundation).*
- San Antonio was **ranked Forbes 8th "Next Big Boom Towns in the U.S."** *(Source: Forbes, 2016).*

Emerging Industries

San Antonio is emerging as a Cybersecurity and Biosciences leader. The CyberSecurity industry is highlighted by nearly 900 information technology companies, 80+ companies in the San Antonio Defense Technology cluster, and over 56,000 science and technology workers. Bioscience and healthcare is also a key growth driver, having a \$37 billion economic impact on Greater San Antonio. Military medicine is a key component of San Antonio's health care sector. This sector has added over 50,000 new jobs over the past decade.



Pictured: (A) San Antonio's most popular attraction is the urban waterway of shopping and dining known as the Riverwalk. (B) San Antonio skyline. (C) The Alamo Mission in San Antonio is commonly called The Alamo.

Note: Purchasers are not purchasing interests in any of these properties.



AERIAL OVERVIEW

Local Overview

The Property is located in the Texas Hill Country, an area of rolling hills in contrast to the plains in east Texas where residents enjoy proximity to nearly 1.8 million square feet of shopping, ample recreation opportunities, and multiple Fortune 500 companies. Specifically, the Property is located in the Dominion, an exclusive country club and one of San Antonio's most affluent areas. The average household income within a one mile radius is \$190,732 and the median single-family home price in the immediate area is approximately \$640,000. The Northwest San Antonio submarket is a very high growth area; the Property's 3-mile radius has experienced 54% population growth from 2010-2017, four times the growth experienced statewide during that time.

The area immediately along Interstate 10 is generally flat with hills rising quickly beyond the immediate Interstate 10 ("I-10") corridor. The Property's neighborhood is suburban with significant development occurring within the area. Land uses are primarily residential with some commercial development along the I-10 corridor. The majority of the vacant land is attributed to either Camp Bullis Military Base or the Friedrich Wilderness Park. Camp Bullis is used for combat and medical training while Friedrich Wilderness Park is approximately 600 acres used for open space and recreation with approximately 10 miles of hiking trails.

Nearby commercial uses include Sonic Drive-in, The Grill at Leon Springs, Rudy's BBQ, and Fralo's Pizza, all located within convenient walking distance. Just across Interstate Highway 10 is an HEB Supermarket with a Walmart located just north.

More high-end shopping is located within 5 miles of the Property. Just north of the I-10/Loop 1604 intersection are San Antonio's top shopping and retail destinations: the Rim and Shops at La Canterra. The Rim comprises a 1.8 million square feet of retail space, with tenants including Topgolf, Bass Pro Shops Outdoor World, Palladium IMAX Theater, Hotel Talavera and Spa, Platinum Lifetime Fitness, Target, Bob's Chop and Steak House, and Hopdoddy, Stone Werks Grille, among others. The Shops at La Canterra spans 1.3 million square feet with major tenants including Neiman Marcus, Nordstrom, Tiffany & Co., Burberry, Brooks Brothers, Perry's Steakhouse, and more.

The Property's location offers abundant nearby recreational opportunities including Dominion Country Club (adjacent), Éilan Hotel & Spa, Westin La Canterra Resort, Palmer Course at La Canterra, Eisenhower Park, Cedar Creek Golf Course, Friedrich Wilderness Park, and Six Flags Fiesta Texas.

(Source: Newmark Knight Frank Appraisal dated August 18, 2017).

BR Grand Dominion, DST

Delaware
Statutory Trust
(DST)

www.bluerockexchange.com

About Bluerock Value Exchange, LLC

BVEX is a national sponsor of syndicated 1031 exchange offerings with a focus on Class A assets that can deliver stable cash flows and that have the potential for value creation. BVEX is an affiliate of Bluerock Real Estate, L.L.C., a private equity real estate investment firm having managed assets of over 20 million square feet and over \$3.2 billion in value. Bluerock's senior management team has an average of over 25 years of investing experience, has been involved with acquiring over 35 million square feet of real estate worth approximately \$10 billion, and has helped launch leading real estate private and public company platforms.

About 1031 Exchanges

Section 1031 of the Internal Revenue Code ("Section 1031") provides that, in general, no gain or loss shall be recognized on the exchange of like-kind property held for productive use in a trade or business, or for investment. A tax-deferred exchange is a method by which a property owner trades one or more relinquished properties for one or more replacement properties of "like-kind," while deferring the payment of federal income taxes and some state taxes on the transaction.

There are numerous Section 1031 rules and requirements, including, but not limited to: sellers cannot receive or control the net sales proceeds; replacement property must be like-kind to the relinquished property; the replacement property must be identified within 45 days from the sale of the property; the replacement property must be acquired within 180 days from the sale of the original property; and the attributed debt placed or assumed on the property must be equal to or greater than the attributed debt on the relinquished property to avoid boot.

Risk Factors

The securities offered herein are highly speculative and involve substantial risks. Do not acquire an Interest if you cannot afford to lose your entire investment. Carefully consider the risks described below, as well as the other information in the Memorandum before making a decision to purchase an Interest. Consult with your legal, tax and financial advisors about an investment in an Interest. The risks described below are not the only risks that may affect an investment in an Interest. Additional risks and uncertainties that we do not presently know or have not identified may also materially and adversely affect the value of an Interest, the Property or the performance of your investment. The risks of purchasing an Interest include, but are not limited to, the following:

- this being a "best-efforts" offering with no minimum raise or minimum escrow requirements;
- the lack of liquidity of the Interests and lack of diversity of investment;
- the holding of a Beneficial Interest in the Trust with very limited voting rights with respect to the management or operations of the Trust or in connection with the sale of the Property;
- owning, financing, operating and leasing a multifamily apartment complex and real estate generally in and around San Antonio, Texas;
- those incident to the ownership of real property, including changes in national and local economic conditions, changes in the investment climate for real estate investments, changes in the demand for or supply of competing properties, changes in local market conditions and neighborhood

characteristics, the availability and cost of mortgage funds, the obligation to meet fixed and maturing obligations (if any), unanticipated holding costs, the availability and cost of necessary utilities and services, changes in real estate tax rates and other operating expenses, changes in governmental rules and fiscal policies, changes in zoning and other land use regulations, environmental controls, acts of God (which may result in uninsured losses) and other factors beyond the control of the Trust;

- performance of the Master Tenant under the Master Lease;
- there is no assurance that the Property can achieve or maintain the occupancy level or rate increases anticipated. If assumptions are not correct, anticipated results will not be achieved and the rate of return may be lower than that projected;
- the projected cash flow is speculative and based on certain assumptions, i.e., maintaining certain occupancy levels and certain net rental rates;
- reliance on the Master Tenant, the Property Manager engaged by the Master Tenant, and the Property Sub-Manager subcontracted by the Property Manager to manage the Property;
- the Sponsor funding the demand note that capitalizes the Master Tenant;
- the terms of the financing for the Property and the use of leverage, which presents an additional element of risk in the event that the cash receipts from the operation of the Property are insufficient to meet the principal and interest payments on such indebtedness. In order to comply with tax requirements for Section 1031 exchanges, the Trust is not permitted to obtain new financing and Purchasers of Interests are not permitted to make additional capital contributions to the Trust. Thus, if the cash flow from the Property is insufficient to allow the Master Tenant to make the required payments under the Master Lease, including payments required to service the Loan, the Lender may foreclose on the Property and the Purchasers' equity in the Property may be reduced or lost entirely;
- acquisition of the Interests may not qualify as a Section 1031 exchange, which depends on the specific facts involved, including, without limitation, the nature and use of the relinquished property and the method of its disposition, the use of a qualified intermediary and a qualified exchange escrow, the lapse of time between the sale of the relinquished property and the identification and acquisition of the replacement property and no opinion or assurance being provided to the effect that any individual prospective Purchaser's transaction will qualify under Section 1031;
- the existence of various conflicts of interest among the Sponsor, the Trust, the Master Tenant, the Property Manager and their affiliates;
- material tax risks, including treatment of the Interests for the purposes of Section 1031 and the use of exchange funds to pay acquisition costs, which may result in taxable boot; and
- competition from properties similar to and near the Property.

See "Risk Factors" section of the Memorandum for a more detailed discussion of the risks associated with the Interests. All terms capitalized, but not defined herein, shall have the meaning given in the Memorandum. Securities offered to Accredited Investors only pursuant to Rule 501 of Regulation D of the Securities Act of 1933.

For more Information, please contact your financial advisor or Bluerock Capital Markets LLC at 877.826.BLUE (2583)



712 FIFTH AVENUE | 9TH FLOOR | NEW YORK, NY 10019 | WWW.BLUEROCKEXCHANGE.COM

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