

No: _____

SECURED FIXED INCOME FUND, LLC

Confidential Private Placement Memorandum

Rule 506(c)

This Private Placement Memorandum (the "Memorandum") is for the sale of up to \$100,000,000 in Class A, B, C Secured Debt Share Membership Interests ("Debt Shares") in Secured Fixed Income Fund LLC (the "Company") to Accredited Investors Only

For further information, please contact:

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SPECIAL NOTICE

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. NO FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS RECOMMENDED THESE SECURITIES. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

IN ADDITION TO THE FOREGOING, THERE ARE SUBSTANTIAL RESTRICTIONS ON THE TRANSFERABILITY OF THE DEBT SHARES CONTAINED IN THE SHAREHOLDERS' AGREEMENT DESCRIBED HEREIN AND IMPOSED BY THE LACK OF A PUBLIC MARKET FOR THE DEBT SHARES.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY STATE OR OTHER JURISDICTION IN WHICH AN OFFER OR SOLICITATION IS NOT AUTHORIZED.

NO REPRESENTATIONS OR WARRANTIES OF ANY KIND ARE INTENDED OR SHOULD BE INFERRED WITH RESPECT TO THE ECONOMIC RETURN OR THE TAX CONSEQUENCES FROM AN INVESTMENT IN THE COMPANY. NO ASSURANCE CAN BE GIVEN THAT EXISTING LAWS WILL NOT BE CHANGED OR INTERPRETED ADVERSELY. PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THIS MEMORANDUM AS LEGAL OR TAX ADVICE. EACH INVESTOR SHOULD CONSULT HIS OWN COUNSEL AND ACCOUNTANT FOR ADVICE CONCERNING THE VARIOUS LEGAL, TAX AND ECONOMIC CONSIDERATIONS RELATING TO HIS INVESTMENT.

NO OFFERING LITERATURE OR ADVERTISING IN ANY FORM SHALL BE EMPLOYED IN THE OFFERING OF THESE DEBT SHARES OTHER THAN THIS MEMORANDUM AND DOCUMENTS REFERRED TO HEREIN. NO PERSONS OTHER THAN THE DIRECTORS AND OFFICERS OF THE COMPANY HAVE BEEN AUTHORIZED TO MAKE REPRESENTATIONS, OR GIVE ANY INFORMATION, WITH RESPECT TO THE DEBT SHARES, EXCEPT THE INFORMATION CONTAINED HEREIN, AND ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN OR OTHERWISE SUPPLIED BY THE COMPANY MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR ANY OF ITS DIRECTORS AND OFFICERS.

A PROSPECTIVE INVESTOR SHOULD NOT SUBSCRIBE FOR ANY DEBT SHARES UNLESS SATISFIED THAT HE OR SHE AND HIS INVESTMENT REPRESENTATIVE HAVE ASKED FOR AND RECEIVED ALL INFORMATION THAT WOULD ENABLE HIM OR BOTH OF THEM TO EVALUATE THE MERITS AND RISKS OF THE PROPOSED INVESTMENT.

THIS MEMORANDUM CONTAINS CERTAIN SUMMARIES BELIEVED TO BE ACCURATE OF CONTRACTS OR OTHER DOCUMENTS RELATED TO THE COMPANY AND THE OFFERING, INCLUDING THE SHAREHOLDERS' AGREEMENT AND THE SUBSCRIPTION AGREEMENT ATTACHED HERETO AS EXHIBITS. THIS MEMORANDUM DOES NOT CONTAIN ALL OF THE INFORMATION SET FORTH IN SUCH DOCUMENTS, HOWEVER, AND REFERENCE IS MADE THERETO AND TO THE OTHER DOCUMENTS REFERRED TO HEREIN, ALL OF WHICH WILL BE MADE AVAILABLE FOR INSPECTION BY THE COMPANY UPON REQUEST IF NOT ATTACHED HERETO. ALL SUMMARIES CONTAINED IN THIS MEMORANDUM, INCLUDING INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF THE PARTIES TO SUCH DOCUMENTS, ARE QUALIFIED BY THIS REFERENCE.

ALL SUBSCRIPTIONS FOR DEBT SHARES OFFERED HEREBY ARE SUBJECT TO ACCEPTANCE BY THE COMPANY, AND THE COMPANY RESERVES THE RIGHT TO REJECT, IN WHOLE OR IN PART, ANY SUBSCRIPTION, TO ALLOCATE TO A SUBSCRIBER A SMALLER NUMBER OF DEBT SHARES THAN THE NUMBER SUBSCRIBED AND TO WITHDRAW THE OFFER AT ANY TIME.

DURING THE COURSE OF THE OFFERING AND PRIOR TO SALE, EACH OFFEREE AND HIS ATTORNEY, ACCOUNTANT OR OTHER ADVISOR AS TO FINANCIAL MATTERS, IF ANY, IS INVITED TO ASK QUESTIONS AND RECEIVE ANSWERS CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING, THE COMPANY'S BUSINESS AND AFFAIRS, AND ANY OTHER RELEVANT MATTERS AND IS ENTITLED TO OBTAIN ADDITIONAL INFORMATION THE COMPANY POSSESSES OR CAN ACQUIRE WITHOUT UNREASONABLE EFFORT OR EXPENSE THAT IS NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH IN THIS MEMORANDUM. ANY ADDITIONAL INFORMATION MAY BE OBTAINED FROM THE COMPANY BY MAKING AN INQUIRY TO:

Secured Fixed Income Fund, LLC, Cherif Medawar, 121 South Orange Ave, Suite 1500,
Orlando, FL 32801

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Agreement of Non-Disclosure

This document is not to be reproduced in whole or in part. By your acquisition of this document, you agree to maintain the confidentiality of the information contained herein. If you are in possession of a copy that has not been signed out to you, immediately return the document to Secured Fixed Income Fund, LLC.

DISCLOSURES

The Company is offering for sale three classes of debt interest in the Company via promissory note to investors. These are Class A, Class B and Class C Debt Shares. The Class A Debt Shares bear 8% annual interest with interest distributions twice per year and a 2% annual interest on the principal accruing annually that is payable upon the sale of the asset or upon the repayment of the amounts due under the note, but in any case requiring a five (5) year Holding Period. The Class B Debt Shares bear 8% annual interest twice per year and has an eighteen (18) month minimum request for withdrawal period. The Class C Debt Share bear 6% annual interest twice per year and has an eighteen (18) month minimum request for withdrawal period. Together all the classes of debt shares are referred to as “Debt Shares”. The Debt Shares are subject to certain restrictions and more detailed information relating to the Debt Share distributions, restrictions – including restrictions on withdrawal, and other rights are contained in this memorandum and its associated exhibits.

Ownership of Debt Shares of the company involves a high degree of risk and is not recommended for any investor who does not have a substantial net worth, who is not in a high federal income tax bracket, and who cannot afford a total loss of his investment.

This offering is being made to a limited number of potential investors. The Debt Shares offered hereby are not being registered with the S.E.C. The offering is being made in reliance upon the exemptions from registration pursuant to Regulation D of the federal Securities Act of 1933 (the “Act”), rule 506(c) as promulgated by the S.E.C. pursuant to the Act and similar exemption provisions of the states in which this offer is being made. Purchasers of the Debt Shares will be required to represent to the company that the Debt Shares are being acquired for investment only. The Debt Shares shall bear the below legend.

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATIONS CODE BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THIS OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE. IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER THE SECURITIES OFFERED HEREBY, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR, WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSION OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED BY LAW.

This memorandum is submitted in connection with the private placement of these Debt Shares and may not be reproduced or used for any other purpose.

The company will make available at a reasonable time prior to the consummation of the transactions contemplated herein, to each purchaser of Debt Shares and his representative(s) the

opportunity to ask questions of, and receive answers from the managers and officers of the company concerning the terms and conditions of this offering, and to obtain any additional information, to the extent they possess such information or can acquire it without unreasonable effort or expense, necessary to verify the accuracy of the information set forth herein.

Prospective investors are not to construe the contents of this memorandum or any prior or subsequent communication from the company, their affiliates or any professional associated with this offering as legal, tax or investment advice. Each investor should consult with and rely on his own personal counsel, accountant and other advisors as to legal, tax and economic implications of the investment described herein and its suitability for the investor.

This offer is for the purchase of Debt Shares in the company only and does not constitute an offer or solicitation for investment in the company's business products, services or equity. In exchange for this investment, the purchaser shall be compensated as specified in the Promissory Note.

This memorandum does not contain an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading. It contains a fair summary of the material terms of documents purported to be summarized herein.

No distribution of this memorandum in whole or in part, or the divulgence of any of its contents, is permitted unless authorized in writing by the company. No offering literature or advertising in whatever form shall be employed in the offering of these Debt Shares, except the information contained herein or authorized by the company. No person has been authorized to make representations, or give any information, with respect to these Debt Shares, except the information contained herein.

No dealer, salesman or any other person has been authorized to give any information to or make any representation other than those contained in this offering circular and if given or made, such information or representation must not be relied upon as having been authorized by the company. This offering circular does not constitute an offer or solicitation by anyone in any state in which such offer or solicitation is not authorized, or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation.

This memorandum does not constitute an offer or solicitation to anyone in any state or in any jurisdiction in which such an offer or solicitation is not authorized.

FORWARD-LOOKING STATEMENTS

THIS STATEMENT IS BEING INCLUDED IN CONNECTION WITH THE SAFE HARBOR PROVISION OF THE PRIVATE SECURITIES LITIGATION REFORM ACT. THIS MEMORANDUM CONTAINS FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE BASED UPON MANAGEMENT'S CURRENT EXPECTATIONS, BELIEFS, AND ASSUMPTIONS ABOUT FUTURE EVENTS, AND ARE OTHER THAN STATEMENTS OF HISTORICAL FACT AND INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES. THE USE IN THIS MEMORANDUM OF WORDS SUCH AS "BELIEVES," "ANTICIPATES," "EXPECTS," "INTENDS", "OBJECTIVES" AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, BUT ARE NOT THE EXCLUSIVE MEANS OF IDENTIFYING SUCH STATEMENTS. IN ADDITION TO THOSE FACTORS DISCUSSED HEREIN, IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN FORWARD-LOOKING STATEMENTS ARE, AMONG OTHERS, MARKET ACCEPTANCE OF THE COMPANY'S SERVICES AND PRODUCTS, COMPETITION AND THE AVAILABILITY OF FINANCING.

INTRODUCTION

Secured Fixed Income Fund, LLC (the “Company”) is a California limited liability company formed to raise capital and engage in the business of investing in all forms of distressed real estate, including but not limited to, buying and holding and/or selling residential and commercial properties and Notes on such properties nationwide including US territories. It is the intent of the Company to purchase properties and to buy and create secured real estate and/or business Notes and Loans (all herein referred to as “Property” or “Properties”) with the intention of receiving cash flow and/or re-selling them at a profit to realize stable returns for Investors. Properties and collateral range from single-family homes to commercial and commercial mixed use properties.

Investors are “Debt Investors” and do not hold any equity position in the Company. The Company executes a Promissory Note to each Investor in the amount of capital loaned to the Company for the purchase of the Property (“Debt Shares”). Title to Property is held in the name of Secured Fixed Income Fund, LLC. The Promissory Note secures each investor’s interest against all Properties and assets in the Company.

PROPERTY INVESTMENTS

One of the methods the Company will use to acquire Property is through local foreclosure auction markets (“Trustees Sales”). Foreclosure auctions are large and steady markets often dominated by small numbers of local, wealthy and long-term investors. Over the years, foreclosure auction investing has been a steady and profitable business for many of these investors who have managed to dominate their local markets through their expertise and aggressive bidding strategies. During past recessions, as well as during affluent times, these investors have been able to successfully purchase properties at below market prices, make the necessary property improvements and resell the properties at substantial profits.

Most other investors have difficulty competing successfully at these foreclosure auctions because of the demanding nature of the business, which requires an experienced and well-managed team to track the properties going to auction, research property title, obtain the capital needed to bid competitively, pursue the legal steps required to evict the occupants and make the necessary improvements to sell the properties in a timely and profitable manner- all in a systematic, automated, repeatable and scalable business model.

The Company consists of a series of strategic relationships created with key executives to deploy the capital in a safe, ethical and profitable manner. Currently the company is dealing with a team of experienced real estate professionals who have earned substantial profits acquiring, improving, holding and/or selling properties, including at local foreclosure auctions.

While initially there has been a substantial increase in the number of foreclosures nationwide due to the housing market collapse of 2007 - 2011, the foreclosure auction business has historically been especially profitable in the State of California as well as other states due to the limited inventory and a large population of qualified buyers during all market cycles.

Since the Company will acquire Properties at below market prices or with reliable cash flow in desirable locations, profit margins are expected to provide safe, secure and steady returns to Investors.

The company will also acquire property by dealing directly with banks, asset managers and other key investors and brokers who have distressed inventory.

The company has past relationships with many banks nationwide including the US territories and its key principal has previously transacted in the Real Estate Owned (REO) arena where banks have their non- performing assets held for liquidation.

The company will also acquire commercial properties in emerging markets where there are opportunities for development or repositioning and added value in the areas of condition, income, tenant replacement, change of lay out and other opportunities. The focus shall always be to ensure steady reliable and potentially higher cash flow with an increased net profit to eventually be able to resell or refinance each asset to pay investors as projected

The company will periodically create, or purchase mortgage notes so long as they are secured against properties that are performing and where sufficient equity exists in each asset.

The company may deploy the capital in other funds that have similar capital management plans in part or in full. Other funds may be owned and/or operated by Fund Manager or co-sponsors of this fund. Such deployment will bear interest at an amount necessary to provide the returns provided to investors through the Debt Shares.

This Company may be used as a Fund of Funds for other operating syndications to deploy capital in it based on the terms and conditions herein. Other syndications may be owned and/or operated by Fund Manager or co-sponsors of this fund.

The Company may invest in property or other holdings held by affiliates of the Company where such investment is secured by real property and bears interest at an amount necessary to provide the returns provided to investors through the Debt Shares.

THE OFFERING

The following information is a summary of the offering and is qualified in its entirety by the information appearing elsewhere in this Private Placement Memorandum (“PPM”). A thorough reading of the PPM is recommended. It is suggested that you seek the advice of your trusted advisor, whether that be your attorney, CPA or Financial Advisor, before investing in this offering.

The Debt Shares have not been registered under the Securities Act or any applicable State securities laws and are being sold in reliance upon an exemption from the registration requirements provided by Regulation D promulgated under the Securities Act and exemptions provided under such state securities laws.

Objective	<p>Secured Fixed Income Fund, LLC (the “Company”) is a California Limited Liability Company formed primarily for the purpose of raising capital to engage in the business of buying, selling, and or holding residential and commercial real estate and real estate notes nationwide</p> <p>The Company may issue loans secured by real estate and/or business assets to entities or individuals with proper due diligence at the sole discretion of the Company.</p>
Capitalization	The Company, through a Regulation D 506 C offering, is permitted to raise an unlimited amount through a Debt Offering (the “Maximum Offering”).
Term of Offering	The Offering shall remain open, unless closed earlier by the Manager, until January 1, 2026.
Debt Offering	This is a Debt Offering only. This is not an equity offering.
Investor Qualifications	This investment is open to an unlimited number of “Accredited Investors” only, as defined in Regulation D under the Securities Act (see Investor Suitability Standards).
Periodic Distributions	Accrued interest, which begins accruing the day after Investor funds are received, is distributed on February 28 and August 31 only.
Distributions to Investors	Distributions of accrued interest shall be made semi-annually by February 28th and August 31st. Accrued interest will always be paid on the previously specified disbursement dates. Payments of principal may be made at any time after accrued interest is satisfied.
Withdrawals	<p>Withdrawal of principal may be permitted with eighteen (18) months advance notice for class B and C.</p> <p>Class A shares may only withdraw when the specific asset against which they have been assigned is refinanced or otherwise exchanged for consideration. At such time the additional yearly accrual shall be paid in full. In any event, and upon eighteen months’ notice, Class A share principal withdrawal may be made after the fifth year</p>

	<p>from the date of purchase.</p> <p>Interest payouts cannot be rolled over. The company may redeem an investor capital anytime within the 18 months period for class B and C and if withdrawal demand is for a shorter period; a liquidation fee may be assessed at Manager’s discretion based on current real estate transactions.</p> <p>Fund manager has the right to purchase shares to assist in cashing out investors if needed.</p> <p>The payment of principal may occur at any time and any interest that has accrued shall be payable at the time of periodic distribution. The Company may redeem any Note in whole at any time by the payment of the outstanding principal and any interest then accrued.</p> <p>Investors may send their withdrawal request simply by email to CherifMedawar@yahoo.com.</p>
No Liquidity	No public market exists, nor is a public market expected to develop, for the Debt Shares (see Risk Factors).
Risks	Investment in Debt Shares is subject to various risks. Risks should be carefully evaluated before investing. There is no market for the Debt Shares. There are no guarantees that any investment will be profitable. Past results of the Manager, Key Principals, and/or co-Sponsors is no guarantee of future performance (see Risk Factors).
Total Securities Allowable	This offering is for \$100 million in debt shares (the “Maximum Offering”). The Company is, however, permitted to increase the offering amount and amount of Debt Shares available.
Shares Being Offered and Amount of Offering	The Company intends to raise capital without specifying an upper limit on future raises.
Debt Share Classes	<p>There are three (3) classes of Debt Shares:</p> <p>Class A shares provide 8% interest annually (in semi-annual payments on Feb 28 and Aug 31) and an accrual of an additional 2% per annum on principal only.</p>

	<p>Such accrual shall be paid in full once the assigned asset to the specific shares is refinanced or otherwise exchanged for consideration. The assigned asset may be indicated on the Promissory Note. The Class A Debt Share holders must commit to a minimum of five (5) year no withdrawal period. However, the Company may redeem the Class A Debt Share note upon the payment of the outstanding principal and interest at any time in its sole discretion.</p> <p>Minimum of four (4) shares required (\$100,000.00).</p> <p>Class B shares provide 8% interest annually (in semi-annual payments on Feb 28 and Aug 31)</p> <p>Minimum purchase of Class B shares of four (4) shares is required (\$100,000.00)</p> <p>Class C shares provide 6% interest annually (in semi-annual payments on Feb 28 and Aug 31)</p> <p>Minimum purchase of one (1) share is required (\$25,000.00).</p> <p>Class B and C shares are for short-term assets: investors may withdraw their capital in part or in full with 18 months' notice. Fund Manager at its sole discretion may release such investments prior to 18 months upon request.</p>
<p>Equity</p>	<p>Class D Equity Shares are the only equity interests in the Company and provide any profit remaining after meeting all Company obligations, including those to the Debt Share holders.</p> <p>All Debt Shares are secured by the property of the Company as described in the Promissory Note.</p> <p>The Company may waive certain requirements relating to minimum purchase at its discretion.</p>
<p>Closing</p>	<p>The Company may close the offering at any time and may close the offering on a temporary basis from time to time as it deems necessary.</p>



Investor Expenses	Purchasers of Debt Shares will be responsible for their own fees and expenses, including the costs, fees and expenses of their counsel and other advisors.
Subscription Documents	The purchase of the Debt Shares will be made pursuant to a Subscription Agreement that will contain, among other things, the Promissory Note, customary representations and warranties by the Company, investment representations of the purchasers, including representations that may be required by the Securities Act and applicable state “blue sky” laws, and appropriate conditions to closing, including, but not limited to, qualification of the offer and sale of the Shares issuable upon conversion thereof under applicable state “blue sky” laws (see Subscription Procedures).
Use of Qualified Funds	<p>Investors may use Qualified Funds (401k, SEP, IRA, etc.) to purchase Debt Shares; however, the Investor must still be an Accredited Investor. In order to invest Qualified Funds, those funds must be in a self-directed IRA or 401k. Holders of these funds will want to discuss the options of where and how these funds are to be held for self-directed investment with a qualified professional.</p> <p>Investors using IRA accounts may be directed to use a designated IRA company as instructed by Manager for low fees and ease of reinvestment of interest.</p>
Debt	Properties are usually acquired for all cash. Should the Company borrow against a Property (using funds outside of the Investor group); the loan-to-value ratio (“LTV”) shall never exceed 75% of the Property’s fair market value or post-repair value to minimize risk.
Fund Partnerships	The Company may partner, or enter into other arrangements, with other investors or companies to acquire, hold and/or manage assets.
Assignment to Fund by Managers & Co-Sponsors	The Managers & Co-Sponsors reserve the right to acquire Properties with their own monies to gain control of the Properties and then assign the Properties to the Company. The Managers and/or Key Principals will be entitled to full reimbursement for agreed upon costs, and/or

	management fees and/or assignment fees if any.
Compensation to Managers & Co-Sponsors	The Managers and Co-sponsors will be compensated from the cash flow and/or profits of the sale of company assets after each Investor has been paid as agreed and all Company obligations have been met. If there are any outstanding arrearages from prior Property sales, the Managers and Co-Sponsors will defer their compensation until all arrears are brought current unless the Managers elect to front such short fall.

THE FUND

Structure	The Company is a California limited liability company.
LLC Ownership	Shares Authorized: Class A: 1,000 Class B: 1,000 Class C: 1,000 Class D: 1,000 Additional shares of any Class may be authorized by the Company.
Beneficial Ownership	Original Resources, Inc. owns 100% of the Class D Equity Shares of the Company, which is all of the equity interests of the Company.
Priority of Distributions	The priority of payments from the sale, liquidation or redemption of Company assets is as follows: <ol style="list-style-type: none">1. Associated asset cost2. Company operating overhead3. Accrued Investor interest4. Class A-C Debt Share principal5. Class D Share Dividends
Reports to Investors	Since this is a Debt Offering, and all Investors are Accredited Investors, the company shall not distribute financial reports to Investors.
Fees to Investors	There are no subscription fees, no investment fees, no management fees and no penalty fees in conjunction with this offering.

THE MANAGERS & KEY PRINCIPALS/EXECUTIVES

<p>The Manager and Co-Sponsor</p> 	<p>Cherif Medawar possesses over 25 years’ experience investing successfully in commercial and residential real estate as well as mortgage notes and financing. He personally owns a portfolio of mix use commercial properties valued at approximately \$50 million dollars and a has other real estate funds with assets under management valued at over \$50 million dollars</p> <p>Medawar spends his time investing and teaching his methods, to his student/investors. He successfully runs several companies and other real estate funds while continuing to develop and grow his educational and investment programs. His methods and systems have proven to work through the years based on universal principles that apply worldwide as evidenced by his long term profitable performance in acquiring, managing and selling all type of real estate properties.</p>
<p>Other Co-Sponsors</p> 	<p>Timi Abney</p> <p>Native Texan Timi Abney has worked in all fields of the real estate industry for over a decade. She employs aggressive strategies in both her residential and commercial real estate portfolio and she has been able to work successfully with dozens of real estate investors.</p> <p>Timi’s depth of knowledge and expertise include markets such as: Chicago, Illinois; Bethesda, Maryland; and Amarillo, Brownwood as well as Austin, Texas. She continues to grow her knowledge; relationships and market reach through strategic alliances and well structured investment opportunities.</p> <p>Timi holds a Bachelor’s Degree from the University of Texas in San Antonio.</p>



Felton J. Jackson, Jr.

A lifelong learner, Felton Jackson possesses an impressive list of degrees, achievements and certifications.

After a long a prestigious career he recently retired from the City of San Jose as an Associate Electrical Engineer, to focus his time and energy on real estate projects.

Felton has a vast experience in real estate as a broker, investor and a Certified General Appraiser licensed in the state of California.

He is the owner of Jackson Real estate appraisal Services, Inc. and through the years he has bought and sold as well as appraised all types of real property, including residential, commercial and vacant land, within five counties of the San Francisco Bay area.



Baljinder “Bal” Singh Sidhu

A broad business and engineering background has served Baljinder Singh Sidhu well in his real estate investing efforts.

Baljinder graduated from the University of Punjab India with a Bachelor of Science Degree in Engineering. Upon moving to Canada in 1976, he held a position as a senior engineer for Xerox. In 1991, Baljinder and his family immigrated to the United States, where he served in various roles, including Assistant Project Manager for CalTrans, Utilities Engineer for the Public Utilities Commission and owner of several 7-11 convenience stores in the Torrance, California, area.

He has successfully invested in real estate and continues to expand his knowledge and relationships in the business by helping others benefit from his strategic alliances and development opportunities.



Tony Brunner

Tony Brunner is an investor who has a law degree from Oxford University. He is a member of the New York Bar. He is a California Real Estate Broker and a California General Contractor

Tony has international business experience in management and investing. He excelled in a large-scale industrial facilities management in the UK for a major chemical manufacturer. He participated in a business that focused on rehabbing Victorian terrace houses in London and successfully converted them into apartment units.

He has also worked in the development and management of Ocean Centre & Harbour City on the Kowloon Peninsula in Hong Kong. This comprised some 5 million sq. ft. of offices, retails, hotels and apartments.

Currently Tony builds some of the most highly energy efficient homes seen in the California desert area. His construction business has pivoted into remodeling properties for private clients. As a real estate broker he also specializes in REO properties and to date he has sold over 700 single-family homes.



Robert Chou

With over 15 years of experience in Real Estate, Robert Chou is a savvy and active investor in the industry and is always up to date on investment ventures and financial trends. His companies currently own real estate income-generating properties and manage fix-n-flip projects in the States of CA, CO, NC, OH, and WA.

Robert has held various successful Executive and Management positions in Real Estate investment companies, hospitality, retail and restaurant industries, financial firms, technology fields, airlines and entertainment businesses.

He is the President of Worldwide Investments Network and

the Vice President of Cash Flow Funding Group, and is currently serving as a Board Member on Aspen Hills Association. Robert provides regular training and updates to investors on Real Estate investment strategies and is a well-respected business consultant to commercial and retail business clients throughout California.

Robert works with investors from within the U.S. as well as those from International backgrounds by quickly identifying prolific opportunities, accurately analyzing risks and rewards, and presenting strategies to investors to achieve maximum ROI. Robert holds a Bachelor of Science degree in Engineering from the University of California, Irvine and has completed minor studies in Business Management and Global Economics.



JC Khoury


JC is married and lives in London UK. A lifelong learner, JC possesses an impressive list of degrees, achievements and certifications. He holds a Bachelor of Science Degree in Electronics, and in Philosophy. He is currently doing a PhD in Theology. He worked as well in the Fundraising department of a Charity.

Jean has been involved in various successful real estate transactions in his own portfolio internationally. He is currently the Founder and CEO of the School of Mary and has many strong relationships with investors who would like to be involved in cash flowing US real estate investment opportunities.



Lori Pennington

Lori has been passionate and successful about her real estate investments in Texas. She has shown a steady and reliable growth in both residential and commercial real estate projects.

	<p>Lori has experience in rehabbing and long term rentals. She is expanding her network of investors to benefit others from her market knowledge and her strong relationships with asset managers and property developers.</p> <p>Michael Turner</p> <p>Michael has over 30 years of successful residential real estate investing experience. He began his training and investing in the late 1970s. Michael has also been involved with RE Hedge Fund Manager Cherif Medawar since 2009 in buying and selling residential discount notes.</p> <p>Michael is growing his investment strategies by grouping investors together to raise capital and to deploy it successfully in real estate projects that can provide steady and reliable cash flow.</p> <p>His focus in today’s market is on continuing to build the relationship with investors, bankers, auction houses and asset managers who can continue to provide him and his group with distressed sale opportunities.</p>
<p>Additional Key Principals and Co-Sponsors</p>	<p>Other Key Principals, Co-Sponsors, Executives and/or strategic relationships are formed or discontinued from time to time based on projects and opportunities that add value and profits to the Company on ongoing or a transaction-by-transaction basis.</p>

INVESTOR SUITABILITY STANDARDS

The purchase of Debt Shares involves significant risks and is NOT a suitable investment for all potential Investors. See ("Risk Factors").

For the reasons described below and under "Risk Factors" the purchase of Debt Shares should be considered a long-term investment. A prospective Investor, in determining whether a Debt Share is a suitable investment, should consider carefully that there will be a limited number of Debt Shares sold and transferability thereof will be limited or non-existent; no public or secondary market exists or is likely to develop for the Debt Shares or any component thereof; the Debt Shares have not been registered under the Securities Act of 1933 and; accordingly, they cannot be resold unless each is so registered or an exemption from such registration requirement is available. Each Investor will be required to acknowledge in writing to the company that he understands that his Debt Shares and the components thereof may not be resold except in compliance with such registration provisions as well as restrictions on resale imposed by the laws of certain States. The Company will not undertake to register the Debt Shares for resale under the act or to issue public information in such form as to make available the use of Rule 144 under the Securities Act of 1933 for resale of the Debt Shares.

The economic benefit of an investment in the Debt Shares depends on the ability of the Company to successfully buy and resell Properties at a profit sufficient to cover all costs and accrued interest. The accomplishment of such goals in turn depends on many factors beyond the control of the company. See "Risk Factors."

Accordingly, the suitability for any particular Investor of a purchase of the Debt Shares will depend upon, among other things, such Investor's objectives and their ability to accept highly speculative risks, including the risk of total loss of his or her investment in the Debt Shares. **Each Investor must have a net worth equal to at least three times the amount of their purchase.**

Purchase of the Debt Shares is suitable only for persons of economic means who have no need for liquidity in this investment and who have adequate means of providing for their current needs, even if investment in the Debt Shares results in a total loss. Accordingly, no Investor should purchase Debt Shares with funds that they may need to convert into cash and for which he cannot bear the risk of loss. The Company reserves the right to accept or reject any subscription to purchase Debt Shares. The Managers reserve the right to admit or deny anyone's participation in the fund with or without cause.

Investors must be Accredited Investors as defined in Rule 501 under the Securities Act.

TERMS OF THE OFFERING

Description of Company Debt Shares

Class A Debt Shares: Each Class A Debt Share shall bear 10% simple annual interest on the initial contribution, shall be secured by the Company assets. Interest shall be paid, as accrued, on February 28 and August 31 of each year. Each Debt Share shall be in the principal amount of \$25,000 per Share with a minimum purchase of four (4) shares. Each investor purchasing Class A Debt Shares shall commit to a five year period where no withdrawal or demand for principal may be made (the “Holding Period” for these shares).

Class B Debt Shares: Each Class B Debt Share shall bear 8% simple annual interest on the initial contribution, shall be secured by the Company assets. Interest shall be paid, as accrued, on February 28 and August 31 of each year. Withdrawal or demand of the principal amount may only be made with eighteen months (18) notice (the “Holding Period” for these shares).

Class C Debt Shares: Each Class C Debt Share shall bear 6% simple annual interest on the initial contribution, shall be secured by the Company assets. Interest shall be paid, as accrued, on February 28 and August 31 of each year. Withdrawal or demand of the principal amount may only be made with eighteen months (18) notice (the “Holding Period” for these shares).

Return on Investor Debt Shares

When the Company accepts an Investor’s Subscription Agreement, the Investor’s investment will be secured by a Promissory Note from the Company. From the date Investor funds are received by the Company, Investor loan interest will begin to accrue. Accrued interest is paid on February 28th and August 31st. Interest shall cease to accrue on the date the withdrawal check is written and mailed to the investor.

Withdrawal of Principal

No Investor shall have the right to withdraw from the Company, receive cash distributions or otherwise obtain the return of all or any portion of his Capital Account balance except in accordance with the described limits in months after the date of the initial purchase of Debt Shares (the “Holding Period”), applicable to each type of Debt Shares except for interest payments, if any, to which such Investor may be entitled. After the expiration the applicable Holding Period, a Member may withdraw, or partially withdraw, their principal from the Company upon the following limitations:

An Investor desiring to withdraw from the Company shall give not less than sixty (60) days prior written notice of same effective not earlier than the expiration of the Holding Period (“Notice of Withdrawal”) to the Manager for a withdrawal to be valid. A principal and interest, if any, as of the date of such notice shall be liquidated and distributed to such Investor on the last day of the applicable Holding Period beginning at

the time a valid Notice of Withdrawal was made. A Manager may redeem their principal and interest at any time. The Notice of Withdrawal requirement may be waived, and distribution to the withdrawing Investor may be made earlier, in the sole discretion of the Manager, but such a waiver shall not be continuing and shall not create any duty to liquidate and distribute the principal and interest earlier than would otherwise occur upon such notice.

RISK FACTORS

Any investment in Debt Shares involves a high degree of risk. Investors should carefully read and consider the risks described below in tandem with other information contained in the Offering Materials before deciding whether to purchase Debt Shares. If any of the following risks actually occur, the Company's business, financial condition and results of operations could be adversely affected. In such case, Investors may lose part, or even all, of their investment in Debt Shares.

Risk Factors Involving Investment in Real Estate

Real Estate Market Cyclicity and Vulnerability to Economic and Other Conditions; Variability of Returns.

Traditionally, the real estate industry is cyclical in nature. It may experience dramatic swings in value. Real estate has generally appreciated in value over long periods of time. However, we cannot assure you that appreciation will continue to occur, and the real estate market has softened significantly in recent years.

The Company will be subject to the risks of purchasing, rehabbing and holding and/or selling real estate.

The Company will be subject to all the risks incident to ownership of real estate, many of which relate to the general illiquidity of real estate investments. These risks include, but are not limited to, changes in general or local economic conditions, earthquakes, acts of God and other factors beyond the control of the Managers. The illiquidity of real estate investments may also impair the ability of the Managers to respond promptly to changing circumstances.

The Company can provide no assurance that any Property in which it invests will be successful. Problems and delays may be encountered after the purchase, including tenant relations issues, rehab schedules, selling delays and otherwise. Some of the other elements of risk (as discussed herein) may impact the Company's schedule for acquiring, developing and selling Properties. Further, the value of real estate investments fluctuates due to many factors, including conditions in the general economy and the real estate business. These conditions may limit one of more Property's revenues and available cash.

Uncertainty as to future economic conditions.

The potential economic benefit to Investors will be the realization of appreciation upon sales of the Properties purchased by the Company, and the cash flow produced by rental income during the period the company holds Properties. Both the holding period and the sales price at the time a Property is sold will depend upon the strength of the local and national economies and the effective demand for similar Properties at the time of sale. Neither future economic conditions nor the economic factors that will bear upon the sales price of a Property in the future can be predicted with any certainty. Because of the uncertainty of market conditions that may affect the future disposition of its Property investments, the Company cannot assure the Investors that it will be able to sell the Properties at a profit in the future. If a Property a Property does not appreciate beyond its purchase price, plus the fees paid to develop the Property, the Company and its Investors could be adversely economically affected.

Adverse economic conditions could negatively affect returns.

The length and severity of any economic downturn cannot be predicted. The Company's cash flow could be negatively affected to the extent that an economic downturn is prolonged or becomes more severe.

The Company faces strong competition.

The real estate industry is intensely competitive. The Company will compete with other companies and private individuals attempting to pursue the same or similar business strategies. While the Company's objective is to develop a niche and market that may be less competitive than other real estate markets, there is no guarantee that it can maintain a competitive position. Moreover, there are no significant barriers to entry that would prevent additional competition from entering into the Company's market segment. Additional bidders in any trustee's sale auction will tend to increase purchase prices, and competition for buyers between listings of similar properties will tend to increase costs and reduce resale prices; competition in either or both cases will tend to reduce profit margins.

Illiquidity of any particular Property may limit its value.

Real estate investments are relatively illiquid. There can be no assurance that a Property can be sold when necessary, or that the price received upon disposition will recoup or exceed the cost of the Property and improvements thereto. The fund manager accounts for the illiquidity factor by keeping cash reserves and transacting in several properties, locations and opportunities simultaneously.

Uninsured and underinsured losses could result in a loss of value of a Property.

There are certain types of losses, generally of a catastrophic nature, such as earthquakes, that may be uninsurable or not economically insurable. The Managers will use their discretion in determining amounts, coverage limits and deductibility provisions of insurance, with a view to acquiring appropriate insurance for each Property at a reasonable cost and on suitable terms. This

may result in coverage that, in the event of a substantial loss, would not be sufficient to pay the full current market value or current replacement cost. Under such circumstances, the insurance proceeds received with respect to a Property might not be adequate to restore the Company's economic position. It is known the value of properties in California especially in the San Francisco Bay Area is based on the land, and that such land is at risk from earthquake or other associated damage. In the earthquake of the early 1900's the majority of damage was caused by fire and not as compared to the movement of the earth. In order to protect against the losses from such natural disasters the fund Manager will make every effort to maintain economically feasible risk coverage for each property from the acquisition date to the disposition date.

There are additional substantial risks involved with rehabbing real estate. Potential risks can include liability from workers or visitors to the various sites. The Company will carry liability insurance to reduce the risk of losses from any such accidents.

Possible need for additional financing.

The Company may need to raise additional capital to address liquidity needs caused by shortfalls in revenue or unanticipated expenses. There can be no assurance that additional financing will be available when needed on terms favorable to the Company or at all. The Managers, Cherif Medawar and/or Original Resources, Inc. reserve the right to add capital from their own individual accounts to make up for such short fall if either so desires.

Risk Factors Involving the Company and the Debt Shares

Investors should not rely upon the past performance of the Managers and/or Key Principals to predict the Company's future results. An Investor in the Debt Shares must consider the risks and difficulties the Company may encounter at any time in the real estate market, including, but not limited to:

- identifying and acquiring Properties that further the Company's investment objectives
- developing the Properties cost-effectively
- selling the Properties at a price sufficient to recoup the total investment

The Managers cannot be certain that the business strategy will be successful or that it will successfully manage these risks. If the Managers fail to address any of these risks or difficulties adequately, the Company's ability to generate distributions to Investors would likely suffer.

The likelihood of the success of the Company must be considered in light of the problems, expenses, and difficulties, complications and delays frequently encountered in connection with the real estate investing and business endeavors of any company. The statements set forth in this PPM are based on significant assumptions about circumstances and events that have not yet taken place. Accordingly, they are subject to variations that may arise as future operations actually occur. Although the Company has operated successfully and profitably for many years, there can be no assurance that the Company will be able to operate profitably in the continued future. Past performance of the Manager and/or Affiliates is no guarantee of future performance.

Incapacitation of Key Personnel

The incapacitation of key operational and management personnel could adversely affect the Company, especially in its formative years. Should Cherif Medawar become disabled or die, then the co-sponsors as a committee shall be capable of carrying on the objectives of the Company. The Co-Sponsors are incapacitated as well, the Company's attorney with the assistance of experienced local brokers shall then step in to liquidate all asset holdings then dissolve the Fund by paying all investors as agreed.

The Managers have broad discretion in how Investor capital is used.

The Managers could invest most of the proceeds raised on behalf of the Company in ways with which Investors may not agree or that do not yield maximum favorable return.

There are potential conflicts of interest.

The Managers oversee the business and operations of other affiliated entities. The Managers owe fiduciary responsibility to such other entities (as well as to the Company) under applicable law. The Manager may have interest in the Property being assigned to the Company or vice versa. In resolving any potential conflicts of interest that may arise, the Managers and Key Principals will exercise their best judgment as to what is fair and reasonable under the circumstances in accordance with applicable law. For any transaction whereby the Company provides capital or other monetary resources to any affiliated individual or entity the Company shall do so only using instruments secured by the property of the individual or entity and shall provide it in a manner such that it will provide returns necessary to meet obligations to investors.

The Company may assess loan origination fees, fund control fees, act as a loan servicing agent, or manager of additional assets or funds, may loan money to other funds in the Manager's, or an affiliates, control, may sell real estate or debt notes to the Manager, or its affiliates, may assess loan processing fees, may obtain late charges, prepayment or other penalties from borrowers, may foreclose on property, purchase assets from Manager or its affiliates, may make loans to Manager and affiliates, may reimburse Manager, Co-Sponsors or other executives and employees for expenses.

The Managers will not devote their time exclusively to managing the Company.

The Managers will also spend time supervising the affairs of other businesses they own and/or manage, so they will only devote the amount of time they deem necessary to oversee and manage the investments made by the Company.

Investors may not remove the Managers and will have no voting rights and no management authority.

Investors are acquiring Debt Shares and, as such, will make no investment decisions for the Company. Investors will have no rights with respect to the acquisition, management,

development, sale or any other matters relating to the Company or Properties in which the Company invests. Accordingly, prospective investors should not invest unless they are willing to entrust all aspects of the Company's management to the Managers.

Investors are restricted from transferring or reselling Debt Shares; Debt Shares lack a public market.

The Units offered hereby as a private placement have not been, and will not be, registered with the Securities and Exchange Commission (SEC) under the Securities Act of 1933, as amended (or the Securities Act) (or under any state securities laws). As a result, there is no public market for the Debt Shares. The offering is filed with the SEC as required by the Reg D 506. Investors must consider the Debt Shares as a long-term investment lacking liquidity and should provide for their financial needs independently from this investment. Because there can be no assurance as to the development or liquidity of any market for the Debt Shares, Investors must expect to bear the economic risks of an investment in the Debt Shares for an indefinite period.

The certificates representing the Debt Shares will bear a legend referring to restrictions on transferability and sale thereof.

Arbitrary Offering Price

There is no present public trading market for the Debt Shares and the price at which the Debt Shares are being offered bears no relationship to conventional criteria such as book value or earnings per share.

EXHIBIT A

Qualification Questionnaire

Please complete this Qualification Questionnaire prior to executing the subscription agreement. Please be aware that you will have to provide further substantiation of your status as an Accredited Investors to the funds third party provider.

Investor Name(s)* _____

Home Address* _____

Business Address* _____

Contact Number* _____

Email Address* _____

Thank you for your interest in Secured Fixed Income Fund LLC (SFIFund). Please note, pursuant to the SEC Laws and Regulations, certain information pertaining to our investments may only be provided to persons who are "accredited investors" as defined under the federal securities laws, Rule 501 of Regulation D (17CFR 230.501).

(An Accredited Investor has a net worth in excess of \$1 million, excluding the primary residence, or has had annual individual income in excess of \$200,000 or joint income in excess of \$300,000 for the last two years.)

Are you an "accredited investor" as that term is defined under the federal securities laws, Rule 501 of Regulation D (17CFR 230.501)?*

Yes

Full Name* _____

Today's Date* _____

EXHIBIT B

SUBSCRIPTION AGREEMENT

I hereby subscribe for the purchase of () Class "A" 8% annual interest plus 2% annual interest accrued on principal per year or () Class "B" 8% annual interest or () Class "C" 6% annual interest Debt Shares, in the total quantity of _____ full DEBT SHARES ("DEBT SHARES") for the purchase price of Twenty Five Thousand Dollars (\$25,000) per DEBT SHARE in Secured Fixed Income Fund, LLC, for a total purchase price of \$_____. This subscription is made in accordance with the terms and conditions detailed in the written offering literature Private Placement Memorandum ("PPM") provided by Secured Fixed Income Fund, LLC, and the undersigned acknowledges having received and read a copy of the PPM. This subscription is further made upon the terms and conditions listed below:

1. Subscription

To induce Secured Fixed Income Fund, LLC to accept this subscription, the undersigned is returning this Subscription Agreement and Investment Letter.

This subscription shall become binding only if Secured Fixed Income Fund, LLC accepts subscriptions for all of the DEBT SHARES pursuant to the offering described in the PPM. Deposit of my check does not signify acceptance by Secured Fixed Income Fund, LLC.

2. Acceptance of Subscription

It is understood and agreed that Secured Fixed Income Fund, LLC shall have the sole right to accept or reject this subscription and shall have no obligation to accept subscriptions in the order received.

3. Payment of Contributions

For each DEBT SHARE subscribed for by me, I agree to pay to the Company the total sum of money along with my Subscription. The offering will continue until Fund managers suspend or stop the offering.

4. Representations & Warranties

In order to induce Secured Fixed Income Fund, LLC to accept this subscription, I hereby warrant and represent the following:

- A. I am an Accredited Investor or the manager of an entity in which all investors are Accredited Investors;
- B. I am a citizen of the United States, at least 21 years of age and a bona fide resident and domiciliary of the state identified in the documentation provided to the Company and its affiliates and have no present intention of becoming a resident of any other state or jurisdiction;
- C. I am able to bear the economic risk of this investment; to hold the DEBT SHARES for at least two (2) years, and, if necessary, for an indefinite period of time; and presently to afford a complete loss of this investment;
- D. I am purchasing the DEBT SHARES for investment purposes and not for resale or other distribution to third parties. I have no present intention to sell or otherwise dispose of this investment.
- E. I understand that I (we) am purchasing the DEBT SHARES without being furnished any offering literature of prospectus other than the Private Placement Memorandum Offering documents, that this transaction has not been scrutinized by the United States Securities and Exchange Commission or by any administrative agency charged with the administration of the securities laws of any state because of the small number of persons solicited and the private aspects of the offering, that all documents, records, and books pertaining to this investment, have been made available to the undersigned and their representatives, if any, and that the books and records of the Company are and will be available upon reasonable notice for inspection by investors during business hours at its principal place of business. This interest is being purchased for my

own account and not for the interest of any other and not for resale to others. I represent that I have adequate means of providing for my current needs and possible personal contingencies and that I have no need for liquidity of this investment.

- F. I UNDERSTAND THAT THE OWNERSHIP DEBT SHARES OF THIS INVESTMENT ARE BEING OFFERED AND SOLD UNDER THE EXEMPTION FROM THE PROVISIONS PROVIDED FOR IN THE SECURITIES ACT OF 1933, WHICH IS EXEMPT FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, PURSUANT TO REGULATION D, Rule 506 and THIS OFFERING HAS NOT BEEN REVIEWED OR APPROVED BY THE CALIFORNIA SECURITIES ADMINISTRATOR, AND THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT (THE ACT") OF CALIFORNIA AND MAY BE TRANSFERRED OR RESOLD BY RESIDENTS OF CALIFORNIA ONLY IF REGISTERED PURSUANT TO THE PROVISIONS OF THE ACT OR IF AN EXEMPTION FROM REGISTRATION IS AVAILABLE. THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.**
- G. I understand that investing in DEBT SHARES is a risk that is often difficult to accurately quantify. There is no guarantee on the performance of this investment.
- H. I have read the entire Private Placement Memorandum including the Risk Factors and Conflict of Interest sections contained therein.

5. Transferability

This Subscription Agreement may not be transferred or assigned and the economic rights may not be transferred or assigned unless it is through an exemption to the applicable laws relating to these securities.

6. Revocation

This Subscription Agreement may not be canceled, terminated, or revoked after it is executed by the subscriber; and shall survive the death or incompetence of the subscriber and be binding on his successors, assigns, legal representatives, heirs, legatees and distributees.

7. Redemption

Once accepted, I understand that I must give an 18-month notice of withdrawal if I wish to redeem a portion or all of my invested capital. Secured Fixed Income Fund, LLC may disburse my principal with accrued interest within that period or at any time. If I have purchased Class A Debt Shares I agree that withdrawal cannot occur for at least five (5) years.

8. Notices

All notices or other communications shall be in writing and shall be delivered by hand, emailed or mailed by registered or certified mail to the subscriber at the address set forth after his name and signature below, and to Secured Fixed Income Fund, LLC at the following address:

Cherif Medawar
Secured Fixed Income Fund, LLC
Phone: 408-858-5748
CherifMedawar@yahoo.com
121 South Orange Ave, Suite 1500
Orlando, FL 32801

9. Managing/Organizing Partners Interest

I (we) understand that the managing/organizing partners holds all of the Company Equity Units and that this offering does not entitle me to any ownership or equity rights in the Secured Fixed Income Fund, LLC.

10. Jurisdiction

I (we) understand this Agreement shall be governed by and construed in accordance with the laws of the State of California.

EXHIBIT C

Accredited Investor Verification steps:

- 1) You have reviewed the PPM and have had all your questions answered
- 2) You have filled out the Subscription Agreement
- 3) You are ready to get verified as an Accredited Investor as per SEC rules and regulations

Be advised that Issuers of publicly marketed, private securities such as SFI Fund must take "reasonable steps" to verify that all investors in their company qualify as Accredited.

These reasonable steps can include:

Verification based on **net worth**

Verification based on **income**

Verification of a letter from a CPA, attorney, or broker

To make the process efficient, private and secure, we will send you a link via email for you to fill out the information safely online. Or you can go directly now to our website

www.SFIFund.com and click the **GET STARTED** tab.

First we will confirm your identity and then the method for qualification selected so you can provide us with supporting documentation that shows sufficient evidence for the chosen method - **net worth or income**.

For Net Worth qualification, investors will need to provide current copies of one or more of the follow documents as supporting evidence:

- 1) Brokerage, bank, or other current asset statements which in combination will show qualifying Net Worth, or
- 2) Letter from your attorney or CPA stating your qualification as Accredited.

There is **no need for you to upload or document all of your liabilities**. We'll automatically pull your credit report (using what's known as a "soft pull" meaning our review will not impact your credit score). You only need to report any liabilities not contained in the credit report.

And **there is no need to document all of your assets**, simply provide enough documentation to support your qualification (e.g. current Net Worth of \$1 million not including your primary residence).

For Annual Income qualification, in addition to attesting to expectation of making qualifying income in the current calendar year, investors will need to provide copies of one or more of the following documents as supporting evidence:

- 1) Tax returns, W2's, or other government filings that support your income qualification for the

past 2 years or;

2) Letter from your attorney or CPA stating your qualification as Accredited or;

3) For investors who would prefer to not upload multiple documents, EarlyIQ also provides an **automated interface with the IRS**. To us this, simply upload Form 4506T - Request for Tax Transcript - and we'll automatically receive investor income information directly from the IRS.

Go to www.SFIFund.com and click the Get Started tab to finalize your subscription

EXHIBIT D

SECURED FIXED INCOME FUND, LLC
(408) 858-5748 or cherifmedawar@yahoo.com

[FORM] PROMISSORY NOTE¹

Date: _____

FOR VALUE RECEIVED, SECURED FIXED INCOME FUND, LLC (“Maker”) promises to _____ (“Holder”) at _____, the principal sum of _____ Dollars (\$ _____) with interest thereon on the unpaid principal balance at the rate of ____ percent (____%) interest per annum as follows:

1. **INSTALLMENT PAYMENTS:** Maker shall pay, interest only payments on the outstanding principal balance. The installment payments shall begin on the 28th day of February or the 31st day of August and shall continue on each succeeding sixth calendar month with disbursements on the 28th day of February and the 31st day of August.
2. **DUE DATE:** The entire balance of this Note together with any and all interest accrued thereon shall be due and payable in full on _____.
3. **DEFAULT INTEREST:** After maturity or failure to make any payment, any unpaid principal shall accrue interest at the rate of 1% per annum over the rate due under this Note.
4. **ALLOCATION OF PAYMENTS:** Each payment shall be credited first to any late charge due, second to interest and the remainder to principal.
5. **PREPAYMENT:** Maker may prepay all or part of the balance owed under this Note at any time without penalty.
6. **CURRENCY:** All principal and interest payments shall be made in lawful money of the United States of America.
7. **ATTORNEYS FEES AND COSTS:** Maker shall pay all costs incurred by Holder in collecting sums due under this Note after a default, including reasonable attorneys’ fees, whether or not suit is brought. If Maker or Holder sues to enforce this Note or obtain a declaration of its rights hereunder, the prevailing party in any such proceeding shall be entitled to recover its reasonable attorneys’ fees and costs incurred in the proceeding (including those incurred in any bankruptcy proceeding or appeal) from the non-prevailing party.
8. **WAIVER OF PRESENTMENTS:** Maker may, at Maker’s option, waive presentment for payment, notice of dishonor, protest and notice of protest.
9. **NON-WAIVER:** No failure or delay by Holder in exercising Holder’s rights under this Note shall be a waiver of such rights.
10. **SEVERABILITY:** If any clause or any other portion of this Note shall be determined to be void or unenforceable for any reason, such determination shall not affect the validity or enforceability of any other clause or portion of this Note, all of which shall remain in full force and effect.
11. **INTEGRATION:** There are no verbal or other agreements that modify or affect the terms of this Note. This Note may not be modified or amended except by written agreement signed by Maker and Holder.
12. **CONFLICTING TERMS:** In the event of any conflict between the terms of this Note and the terms of any Deed of Trust or other instruments securing payment of this Note, the terms of this Note shall prevail.
13. **EXECUTION:** Maker executes this Note as a principal and not as a surety. If there is more than one Maker, each such Maker

¹ Note that the terms of the promissory note may vary depending on the type and number of debt shares held. The terms shall only vary with respect to repayment, withdrawal and interest accrual that are directly related to the types of debt shares the investor is purchasing.

shall be jointly and severally liable under this Note.

14. **COMMERCIAL PROPERTY:** Maker represents and warrants to Holder that the sums represented by this Note are being used for investment or commercial purposes, and not for personal, or non-business purposes.
15. **DEFINITIONS:** The word Maker shall be construed interchangeably with the words Borrower or Payer and the word Holder shall be construed interchangeably with the words Lender or Payee. In this Note, singular and plural words shall be construed interchangeably as may be appropriate in the context and circumstances to which such words apply.
16. **ADDITIONAL TERMS AND CONDITIONS:** Any accrued interest or interest payable must be paid out to Holder. If Holder then decides to reinvest in additional Debt Shares it shall do so by filling out a new Subscription Agreement. If Holder has elected to withdraw from the Fund all or portion of its capital it must give the maker a one (1) year written notice to withdraw.
17. **TRANSFERABILITY: The holder of this note cannot sell or transfer this note**
18. **RETURN OF NOTE TO MAKER: This Note must be returned to Maker at Maker's address within 48 hours of full redemption of all debt shares with accrued interest as agreed. If Holder fails to return this Note within the period agreed it shall be null and void.**
19. **SECURITY:** This Note, and all similar Notes, shall be secured by the following property, in which the Maker now has or hereafter acquires an interest: tangible property, including investment property, deeds of trust, mortgages, and intangible personal property, including but not limited to accounts, chattel paper, general intangibles, promissory notes whether secured or unsecured, instruments, and investment property as well as any proceeds, including proceeds from the described property. The Holder agrees that the secured interest shall benefit the entire class of similar Note Holders and shall not provide priority to any single note Holder over another. The security interest created by this instrument does not take priority over any secured interest provided as part of a purchase money loan.

SECURED FIXED INCOME
FUND, LLC
By: Cherif Medawar, Manager
Dated:

DO NOT DESTROY THIS NOTE

Before issuing payment of the principal amount of this Note, this original Note must be surrendered for cancellation and payment.

