

RED OAK CAPITAL

DIRECT LENDING FOR
COMMERCIAL REAL ESTATE

RED OAK CAPITAL PARTICIPATION FUND GP, LLC

RED OAK INTERMEDIATE INCOME FUND

REGULATION A+, TIER II BOND OFFERING

Red Oak is currently raising capital for Red Oak Capital Intermediate Income Fund, LLC which will provide investors with the opportunity to purchase a bonds backed by senior position, short-term, income producing commercial real estate assets

BOND OFFERING INCOME PRODUCING HARD ASSETS 6% COUPON | TWO-YEAR BOND

POSITIONED TO MEET THREE DISTINCT NEEDS

- 1 **INVESTORS** need for **INCOME**
- 2 **CRE** need for **INVESTMENT CAPITAL**
- 3 **INDUSTRY** need for **TRANSPARENCY**

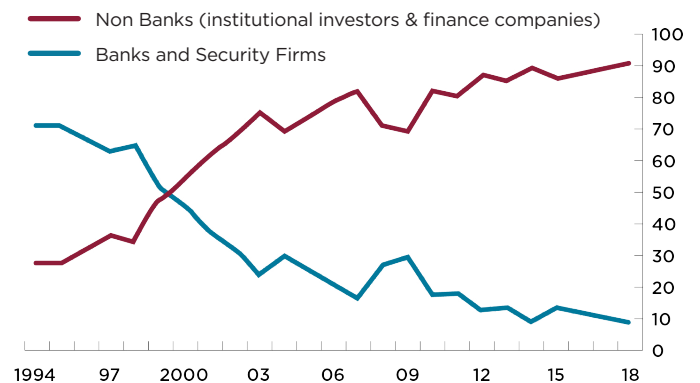


MARKET DEMAND FOR PRIVATE CAPITAL

Banking regulations and a changing market have limited borrower access to traditional sources of capital.

US Leveraged Loan Investor Base:

Banks vs. Non Banks (% of Primary Market Issuance)



Congressional Research Service, Leveraged Lending and Collateralized Loan Obligations: FAQ, 12/4/2019

There is no assurance that any strategy will succeed or that this program will meet its investment objectives. Please review carefully the Cautionary Notes and Disclaimers set forth herein, as well as the risk factors and disclosures set forth in the Offering Circular associated with this offering.

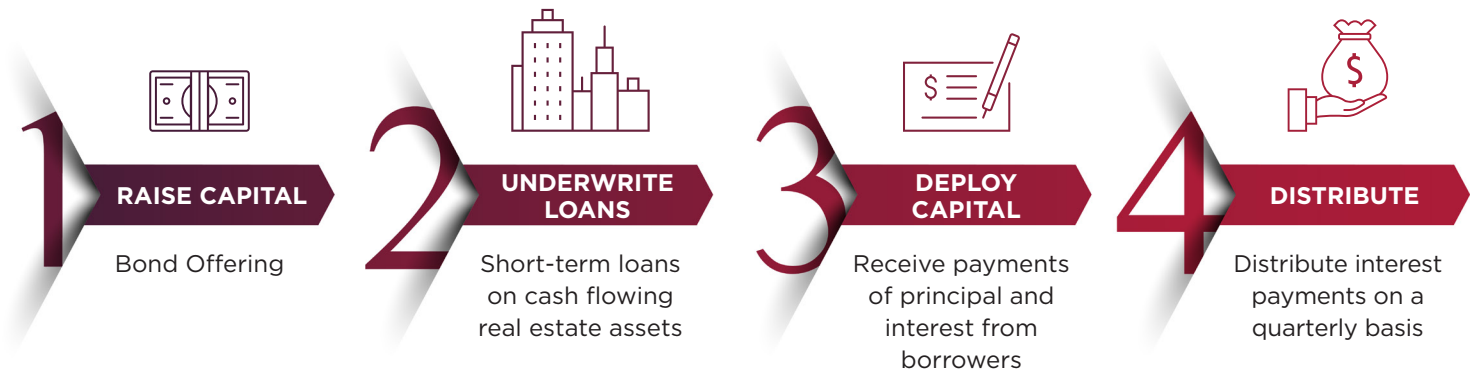
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THE INVESTMENT PROCESS

Red Oak seeks to generate returns for investors by originating, underwriting, and executing upon a diversified portfolio of short-term, senior secured loans backed by commercial real estate assets.



PRIMARY AREAS OF INVESTMENT

US Commercial Real Estate Debt represents a large, diverse market with over \$4.5 trillion in outstanding bank debt.*

GEOGRAPHICAL CRITERIA:

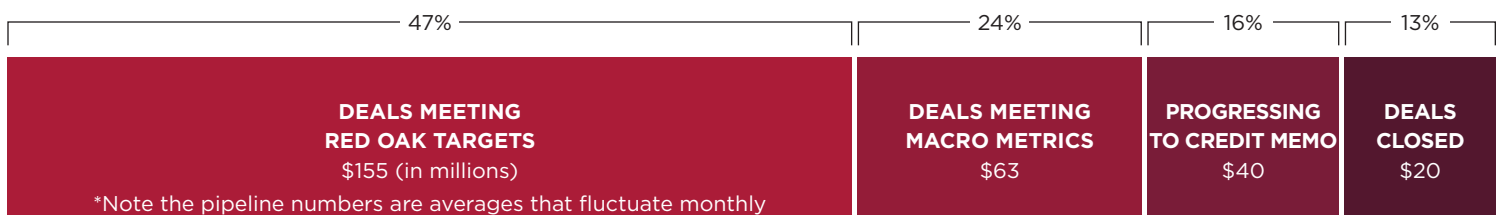
- United States & Territories
- Focused on Top 200 Markets - Tier 1 & 2 Cities

SECTORS:

- Office
- Multifamily
- Retail
- Mixed Use
- Warehouse
- Flagged Hotel Brands
- Medical Office
- Senior Living & Memory Care

*US Federal Reserve, Commercial/Multifamily Real Estate Mortgage Debt Outstanding, Q3 2019

SAMPLE LOAN ORIGINATION PIPELINE



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REGULATION A+, TIER II BOND OFFERING

THE RED OAK ADVANTAGE

DIVERSIFIED LOAN PORTFOLIO	<ul style="list-style-type: none"> • Focused on the top 200 USA MSAs • Short-term bridge loans • Multiple property types and geographies • Senior secured position protects capital
EXCEPTIONAL SOURCING CAPABILITIES	<ul style="list-style-type: none"> • CRE Tier I, II & III; Banks and real estate brokers drive originations • Red Oak averages 15:1 loans originated to loans funded monthly: We can be very selective!
EXPERIENCED TEAM	<ul style="list-style-type: none"> • Managed through eight down-market cycles • Red Oak and Senior Management have originated, underwritten and closed over \$5 billion in the past 10 years* • Red Oak employees originate, analyze, underwrite, close and service loans
DISCIPLINED UNDERWRITING	<ul style="list-style-type: none"> • Institutional-style credit analysis and underwriting • Average 220+ due diligence checklist items • Participation: Insurance companies, banks, private lenders
TRANSPARENCY	<ul style="list-style-type: none"> • Monthly update calls for Advisors and Investors • Annual audited financials, semi-annual unaudited financials, quarterly statements, and monthly calls

*Includes experience of Management beyond Red Oak companies

KEY TERMS: BROKER DEALER & RIA¹

Senior Secured Bonds	6.75%
Issuer	Red Oak Capital Intermediate Income Fund, LLC
Offering Size Target	\$75 million-Regulation A+, Tier II Bond
Maturity	11/30/25
Investor Qualifications	General Solicitation
Minimum Investment	\$10,000
Interest Payment	Paid quarterly in arrears, January 25, April 25, July 25 and October 25
Tax	1099-INT
Reporting	Audited annual financials, semi-annual financial reporting, quarterly notices and portfolio snapshots
Credit Facility	May use credit facility to bridge operational cash flows

¹ This summary of key terms is qualified in its entirety by the complete description of terms related to this Offering set forth in the Offering Circular for the same.

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DISCLAIMERS & CAUTIONARY NOTES - RISK FACTORS

AAAn investment in the Bonds of Red Oak Intermediate Income Fund, LLC (the "Company") is considered speculative. There are no guarantees of distributions or returns. Investors may lose all or part of their investment. There are various risks related to an investment in the Bonds which are described in the respective offering circular. These risks include, but are not limited to:

The Bonds may not be suitable for certain investors.

The Bonds will be highly illiquid, non trading market exists or will ever develop. Bonds are suitable for investors who have no need for liquidity in this investment.

The offering is a "Best Efforts" offerings, and if the Company is unable to raise substantial capital, the Company may be limited in the number and types of investments it is able to make, which could have a negative effect on diversification and investment results.

The Company is recently formed with no operating history and no assurance of success.

Success is dependent on the performance of Red Oak Capital Participation Fund GP, LLC (the "GP"), which is the sole member of the Company, as well as individuals that are employees of the GP.

The Company depends on key personnel and its affiliates, the loss of any of whom could be detrimental to the Company's business.

The Company will pay substantial fees and expenses to the GP or its affiliates and broker-dealers. These fees will increase Investors' risk of loss.

The Company is a blind pool offering. Investors will not have an opportunity to evaluate investments before they are made.

The Company will be subject to conflicts of interest arising out of relationships among Red Oak Capital, the GP, and their affiliates and employees.

Real estate-related investments, including joint ventures, senior leverage and real estate-related securities, involve substantial risks.

There are substantial risks associated with making loans secured by real estate, and real estate investments may involve additional risks. Commercial real estate related investments that are secured by real property are subject to delinquency, foreclosure and loss which could negatively impact investors. The ability of a borrower to repay a loan secured by income producing property is dependent on the successful operation of the property.

Economic, market and regulatory changes that impact the real estate market generally may decrease the value of the Company's investments and weaken operating results.

Properties that have vacancies could be difficult to sell, which could negatively impact investors.

The Company will likely obtain debt financing, which may increase costs, and may limit the Company's ability to pay interest and or principal to investors.

The Company indirectly depends on tenants in properties securing its loans for revenue; therefore, non-renewals, lease terminations, or lease defaults could reduce revenue and limit the Company's ability to pay to pay interest or principal to investors.

DISCLAIMER

These securities may not be sold nor may offers to buy be accepted prior to the time the company's offering statement is qualified. This document shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

No money or other consideration is being solicited in connection this document, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement on Form 1-A is qualified pursuant to Regulation A of the Securities Act of 1933, as amended, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. Any person's indication of interest involves no obligation or commitment of any kind.

The information contained herein is proprietary to Red Oak Capital Holdings, LLC ("Red Oak Capital") and any unauthorized reproduction is strictly prohibited.

NO OFFER OR SOLICITATION: The material herein does not constitute an offer to sell nor is it a solicitation of an offer to purchase any security. Offers will only be made through an offering circular and where permitted by law. Investments in any security are not suitable for all investors. Investments in securities involve a high degree of risk and should only be considered by investors who can withstand the loss of their investment. Prospective investors should carefully review the "Risk Factors" section of which is filed with the United States Securities & Exchange Commission (the "SEC"). Investors should perform their own investigations before considering any investment and consult with their own legal and tax advisors.

Certain statements contained in this Presentation may constitute "forward looking statements". Any such statements, performance projections and results have been based upon assumptions, some of which will vary, perhaps materially, from actual events and do not constitute a prediction or representation as to actual performance. The projections and results are purely hypothetical and for illustration purposes only. Nothing contained herein has been reviewed by nor endorsed by the SEC or any other regulatory agency or trade organization.

Prior performance of Red Oak Capital or any of its affiliates is not indicative of future results for Red Oak Capital Intermediate Income Fund LLC. There is no assurance that future investments will achieve comparable results. Alternative investment performance can be volatile and real estate-related investments may involve additional risks. An investor could lose all or a substantial amount of their investment. There is no assurance that the Company objectives will be achieved.

The offering statement of the company and the most recent offering circular can be found at:

https://www.sec.gov/Archives/edgar/data/1817413/000165495422000393/reoak_253g2.htm

Securities are offered through Crescent Securities Group, Inc., member FINRA/SIPC, 8750 Central Expressway Suite #750 Dallas, TX 75231