



RESIDENTIAL & RETAIL CONDOMINIUMS, NEW YORK, NY

Mezzanine Loan:	\$8.9 million*
Term:	14 months with two 6-month extensions
Rate:	12.75%
Fees:	1% origination fee, 1% exit fee
Loan-to-Value Ratio:	78.8% fully funded

*Terra Income Fund 6 holds a \$4.2 million interest in this loan.

Location

Securing this loan is a property under construction in New York City – on the northern side of 17th Street between Seventh and Eighth Avenues, in the Manhattan neighborhood known as Chelsea. Today, Chelsea is a mixed-use area with commercial, retail, residential, and industrial lofts. One of the most culturally rich neighborhoods in New York, it benefits from access to the nearby West Village, the Meatpacking District, and Hell’s Kitchen; while itself featuring art-deco architecture, fine dining, contemporary art galleries, boutique shopping, nightlife, and recreation-rich park space. The property’s location is also proximate to many tourist and retail destinations and galleries, including Union Square, the High Line, Chelsea Piers, Whitney Museum, Pier 57 and Pier 55. Chelsea is bordered by the Hudson Yards to the north, Gramercy Park and the Flatiron District to the east, Greenwich Village to the south, and to the west, the Hudson River.

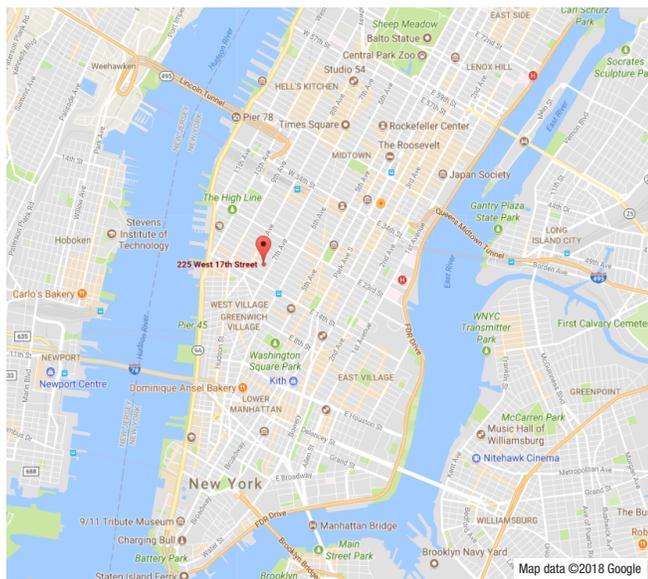
New York City’s economy has experienced significant growth on the strength of steady employment gains

over the past few years. Since the recession, the city has recovered all of the jobs that were lost and continues to act as a magnet to young professional workers that companies are seeking to hire. Job growth continues to be broad-based, with most major private sectors posting year-over-year gains. The largest housing market in the United States, the New York City residential market is composed of a complex and diverse group of properties. Price levels have shown strong appreciation over the past several years and units are being readily absorbed in both the rental and for-sale markets.

Reachable via automobile, public bus, or subway, the property is well-located for making use of the region’s mass transportation infrastructure. Three stations located one to three blocks away provide access to eight different subway lines, and multiple MTA buses are accessible in the property’s immediate vicinity.

Property

Once complete, the property will stand 10 stories tall, with retail on the ground and cellar levels and



residential apartments on the upper floors. In addition to 4,307 square feet of retail space, there will be 14 luxury apartments totaling 28,084 net residential square feet with ten 2-bedroom and four 3-bedroom penthouse units. The residences will feature out-swinging windows, open kitchens with Sub-Zero and Wolf appliances, modern hardware industrial counters, rift-cut white oak cabinets, and bathrooms with contemporary double vanity, soaking tub, and glass-encased shower. Amenities will include a part-time attended lobby, a virtual doorman, 10 private storage units (available for purchase), and a bicycle storage room. Many of the units will feature outdoor space on terraces or balconies.

Construction is 57% complete and is expected to be fully complete in October 2018. A guaranteed fixed price contract is in place, and the condominium offering plan has been approved. There is limited inventory at the property's price points. For example, the four penthouse units, which have unobstructed views down to Lower Manhattan and the World Trade Center, are priced at \$2,666 per square foot versus the market average of \$3,000 for Chelsea penthouse units.

Opportunity

Founded in 2006, the borrower is a vertically integrated, NYC-based real estate private equity and asset management firm, which focuses on value-add and opportunistic acquisitions of underutilized

and undervalued commercial real estate assets in New York City. Delshah Capital's recent experience in Manhattan includes the repositioning of several mixed-use properties, all successful, as well as the recent redevelopment of a 27,500 square foot office and gallery building, completed below budget. In process is a \$250 million residential, adaptive reuse project, which is fully capitalized and will convert a former hospital into 205 rental apartments. In Delshah's current portfolio are two million square feet valued at \$800 million, including 17 real estate assets comprising 1,200 residential rental units and 10 retail units across NYC's five boroughs.

Delshah expects to complete construction within the next nine months and to market both the residential and retail units as condominiums. Of the six units already marketed, five have already sold. It is worth noting that sufficient proceeds to pay off all financing including Terra's loan would result from the sale of retail condominiums at \$1,095 per square foot and residential sales 20% below their expected sales prices.

Terra also engaged a local appraiser to perform an independent analysis on the value of the property as a multifamily rental. That analysis concluded that the stabilized value of the property, if operated as a rental, would exceed all anticipated debt.

At closing, the Delshah will have funded cash equity of \$19.2 million, which represents 34% of the ultimate, fully funded capitalization. A contingency equal to 5.1% of the remaining hard and soft costs will be set aside, despite the already significant progress toward completion.

- Construction is already 57% complete, and a guaranteed price contract is in place.
- There is a lack of similar residential product in Chelsea. The location is strong in-fill, ideal for residential use.
- The borrower is experienced and has been consistently successful.
- Of the six units that have been marketed, five are already sold.

Past performance is not a guarantee of future results.



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An investment in Terra 6 is speculative and involves a high degree of risk.

An investment in Terra 6 is subject to significant fees and charges.

We invest in securities that are rated below investment grade by rating agencies or that would be rated below investment grade if they were rated. Below investment grade securities, which are often referred to as “junk,” have predominantly speculative characteristics with respect to the issuer’s capacity to pay interest and repay principal. They may also be difficult to value and illiquid.

We do not intend to list our shares on any national securities exchange during or for a significant time after the end of the offering, and we do not expect a secondary market in the shares to develop. An investment in our shares is not suitable for you if you need access to the money you invest. If you are able to sell your shares, you will likely receive less than your purchase price.

Our distributions may constitute a return of capital and reduce the amount of capital available to us for investment. Distributions funded from a return of capital are not funded from our net profit. Any profits returned to stockholders through distributions will be distributed after payment of fees and expenses. To date, a significant portion of distributions have constituted a return of capital.

This is a “best efforts” offering, and if we are unable to raise substantial funds, we will be limited in the number and type of investments we may make, and the value of your investment in us may be reduced in the event our assets under-perform. Because our dealer manager is one of our affiliates, you will not have the benefit of an independent due diligence review of us, which is customarily performed in firm commitment offerings; the absence of an independent due diligence review increases the risks and uncertainty you face as a stockholder. Our board of directors may change our operating policies, objectives or strategies without prior notice or stockholder approval, the effects of which may be adverse. There may be conflicts of interest related to obligations our advisor has to our affiliates and to other clients.

Economic activity in the United States was adversely impacted by the global financial crisis of 2008 and has yet to fully recover. These conditions may make it more difficult for us to achieve our investment objectives. Our ability to achieve our investment objectives depends on Terra Income Advisors’ ability to manage and support our investment process. If our advisor were to lose any members of its senior management team, our ability to achieve our investment objectives could be significantly harmed. If we overestimate the value or income-producing ability or incorrectly price the risks of our investments, we may experience losses.

As a public company, we are subject to regulations not applicable to private companies, such as provisions of the Sarbanes-Oxley Act. Efforts to comply with such regulations will involve significant expenditures, and non-compliance with such regulations may adversely affect us. Prior to raising significant capital, we may be required to keep a significant portion of our offering proceeds in cash and cash items (including receivables) and U.S. government securities to enable us to acquire assets that meet our desired investment profile and to meet certain RIC qualification requirements. As a result, until we have raised substantial capital, your return may be lower due to the lower rates available on cash and cash items and U.S. government securities. Foreclosures create additional ownership risks that could adversely impact our returns on mortgage investments. Delays in liquidating defaulted mortgage loans could reduce our investment returns. You may have current tax liability on distributions you elect to reinvest in our common stock but would not receive cash from such distributions to pay such tax liability.

We intend to qualify as a RIC for federal income tax purposes but may fail to do so. Such failure would subject us to federal income tax on our taxable income (which would not be reduced by dividends we distribute), which would have a material adverse effect on our financial performance.