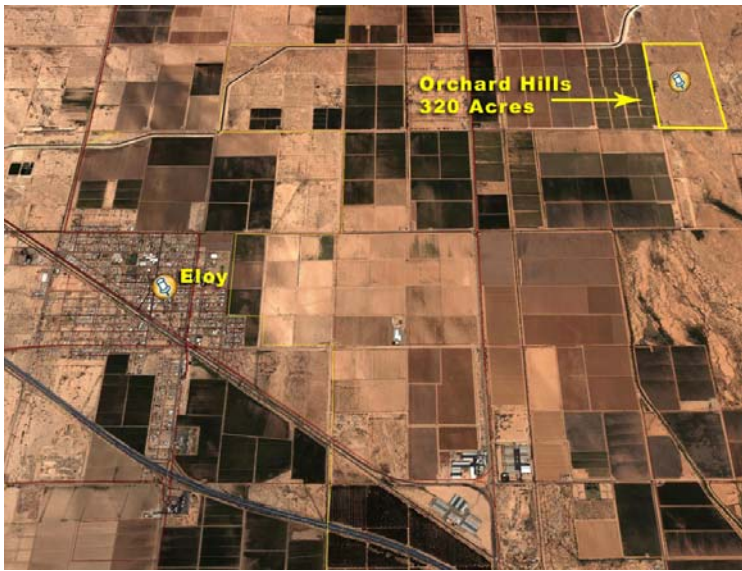


# Walton AZ Orchard Hills Limited Partnership

## Summary

*This summary does not constitute an offering of securities, and cannot be relied upon for making your investment decision. It is qualified in its entirety by the Offering Memorandum. This summary is not complete and may vary from the summary contained in the Offering Memorandum. Please read the Offering Memorandum thoroughly before investing. This investment is not guaranteed, or insured, and its value changes depending on economic factors and market trends.*

**Walton AZ Orchard Hills Limited Partnership will be an Alberta limited partnership issuing limited partnership units in order to finance the acquisition of the 320 acre Orchard Hills Property located in Pinal County, Arizona, U.S.A.**



Location: Eloy, Pinal County, USA

### Features of Orchard Hills Property:

- Project land is 4 miles from the City of Eloy, and 69 miles southeast of Phoenix City Center
- For the period 2000-2003, Pinal County has been the fastest growing county in population in Arizona ranked by percent change
- Situated approximately 4 miles to I-10 Freeway running between Phoenix and Tucson
- 52 miles northwest from Tucson City center

## PROPOSED OFFERING:

### Offering:

Limited Partnership Units ("the Units")  
US \$10 per Unit  
Minimum Purchase: US \$5,000 (500 Units)  
Minimum Offering of US \$8,500,000 (850,000 Units)  
Maximum Offering of US \$25,080,000 (2,508,000 Units)

### Orchard Hills L.P. Objectives:

The Partnership will be created to issue Units to raise sufficient Net Proceeds to purchase an undivided interest in the Orchard Hills Property. The Partnership will hold its interest in the Property until it is commercially opportune for the Property to be developed as a commercial and/or residential development at which point it may sell its interest in the Property, as a whole or in part, to developers or third parties. Once the interest in the Property is sold, the Partnership will distribute the net proceeds of the sale to Unitholders.

### Proposed Closing Date:

On or about January 31, 2006, no later than April 30, 2006.

### Payment Terms:

The subscription price will be payable at the time of your subscription by certified cheque or such other manner as may be acceptable to the General Partner in its sole discretion. **The subscription amounts for the Units are denominated in United States Dollars. All dollar amounts for the Units are denominated in United States dollars unless otherwise indicated. There may be multiple closings under the proposed offering.**

# Walton Orchard Hills Limited Partnership

## Tax Consequences:

There will be important tax considerations relating to these securities. We do not provide individual tax advice. Prospective purchasers should seek independent professional advice based upon their own particular circumstances.

## Risk Factors:

There are risks associated with this investment, please refer to the Risk Factors section in the Offering Memorandum. You should discuss the risks of this investment with your financial advisor.

## Walton International Group Inc.:

In business for 26 years, Walton International Group Inc. ("Walton"), one of the promoters of the limited partnership, is one of North America's largest Land Banking companies. Headquartered in Calgary, Alberta, Walton has offices throughout Canada, Asia and the United States. Traditionally reserved for large institutions or corporations, Walton, through the structured securities offerings it promotes, makes Land Banking available to individuals. Walton manages 14 projects in and around the city of Calgary totaling approximately 5,900 acres, and 14 projects within the city of Edmonton totaling approximately 9,200 acres. Walton now manages more than 17,000 acres on behalf of 21,000 investors in North America and Asia. Walton's vision is to become one of the world's largest land products companies with a goal of achieving over \$1 billion in annual revenues by 2008. Using the success experienced in Alberta, Walton has now expanded into other new markets in North America. Walton has over 1,400 acres in the Simcoe County Area, Ontario, and over 500 acres in the Phoenix – Tucson corridor of Arizona.

## Arizona:

- Arizona is growing twice as fast as the national average
- Arizona is the second fastest growing state for the past 6 years.
- 65% of this growth is migration from other states / from outside the U.S.A.
- Land is rapidly being used for urban purposes
- Cost of living is below the national average
- Easy access to major international markets
- CANAMEX Corridor provides servicing country-wide via truck within 24 – 48 hours
- No corporate finance tax
- Emerging high-tech and service industry

*(Source: United States Census Bureau, The Arizona Department of Commerce)*

## Greater Phoenix Area:

- Ranked first by the U.S. Census Bureau in new housing markets across the nation
- The average new home price in the Greater Phoenix area is US \$238,651, 12% higher than last year
- Housing Starts grew by 88% from 1994 – 2004 reaching over 65,000 per year
- Unemployment rate of 4.1%, well below the national average of 5.5%
- Phoenix Sky Harbour International Airport is the fifth busiest in the world for take-offs and landings

*(Source: The City of Phoenix Community & Economic Development Dept., and United States Census Bureau)*

## Pinal County Area:

- Land use area elements in Pinal County include zoning for single family, townhomes, multi-family, high density residential and commercial development.
- Located directly between Phoenix and Tucson, the two largest metropolitan areas in Arizona
- Leads to one of only four entry ports into Mexico at Nogales, AZ on the I-10 highway
- Large manufacturing, agricultural and shipping industries
- In 2004, Arizona exported over \$3.8 billion worth of products to Mexico making it Arizona's number one export market.
- Most major markets are within one day's drive
- Accounted for 17% of Arizona's 1<sup>st</sup> quarter 2005 new home permits totaling 3,447

*(Source: Greater Casa Grande Chamber of Commerce, Arizona Department of Commerce, Arizona Real Estate Center)*

# Walton Orchard Hills Limited Partnership

